

DIAMOND LAKE MINERALS, INC.

Financial Statement

For the Period Ended

September 30, 2019

Consolidated

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DIAMOND LAKE MINERALS, INC.
11700 Mukilteo Speedway Suite 201-1030
Mukilteo, Washington 98275
Consolidated

September 30, 2019

To the Board of Directors
Diamond Lake Minerals, Inc.
Mukilteo, Washington

Management is responsible for the accompanying financial statements of Diamond Lake Minerals, Inc. (a corporation), which comprise the balance sheet as of September 30, 2019 and the related statements of operations and cash flows for the three (3) months then ended along with the the related notes to the financial statements in accordance with accounting principles generally accepted in the United States of America. The statements have not been audited or reviewed. Accordingly no opinion has been expressed, nor provide any form of assurance on these financial statements.

We are not independent with respect to Diamond Lake Minerals, Inc.

DIAMOND LAKE MINERALS, INC.
11700 Mukilteo Speedway Suite 201-1030
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Consolidated
Unaudited compilation only
Balance Sheet

Assets

	Period Ended <u>9/30/2019</u>	Last Year <u>12/31/2018</u>
Cash	\$ 10,873	\$ 16,707
Accounts Receivable	\$ 56,784	\$ 220,621
Loan Receivable	\$ 82,048	\$ 329,949
Interest Receivable	\$ 25,606	
Total Current Assets	<u>\$ 175,311</u>	<u>\$ 567,277</u>
 Fixed Assets	 \$ 12,617,235	 \$ 12,613,820
 Other Assets	 \$ 112,323	 \$ 111,722
Total Assets	<u>\$ 12,904,869</u>	<u>\$ 13,292,819</u>

Liabilities & Stockholders' Equity

Current Liabilities:		
Accounts Payable	\$ 77,076	\$ 66,850
Accrued Expenses	\$ 32,118	\$ 4,098
Taxes Due	\$ -	\$ -
Operating Lines	\$ 103,547	\$ 54,667
Debentures	\$ 264,031	\$ 402,990
Total Current Liabilities	<u>\$ 476,772</u>	<u>\$ 528,605</u>
Consolidation Liability for KML, Inc.	\$ 6,426,619	\$ 6,349,981
(see note 6)		
Total Liabilities	\$ 7,259,391	\$ 7,585,995
Stockholder Equity:		
Retained Earnings	\$ (1,457,613)	\$ (320,001)
Debenture Exchanged for Stock	\$ 20,673	\$ 20,673
Capital	\$ 14,110,613	\$ 9,776,750
Capital Adjustment KML, Inc.	\$ (6,426,619)	\$ (6,349,981)
(see note 6)		
Prior Period Adjustments	\$ (3,679)	
Contributions/Withdrawals	\$ (47,868)	\$ 3,145,883
Net Income (Loss)	<u>\$ (550,028)</u>	<u>\$ (566,499)</u>
Stockholder Equity (Deficit)	\$ 5,645,479	\$ 5,706,824
Total Liabilities and Stockholders' Equity (Deficit)	\$ 12,904,870	\$ 13,292,819

DIAMOND LAKE MINERALS, INC.
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Statement of Operations

	3rd Quarter 9/30/2019	For the Period Ended	
		9/30/2019	12/31/2018
Income	\$ 150,842	\$ 171,794	\$ 32,296
Operating Expenses	\$ 501,038	\$ 648,093	\$ 593,352
Other Expenses	\$ -		
Total Expenses for the Period	\$ 501,038	\$ 648,093	\$ 593,352
Net Operating Income	\$ (350,196)	\$ (476,299)	\$ (561,056)
Interest Earned	\$ -	\$ -	\$ -
Depreciation	\$ -	\$ -	\$ (1,170)
Miscellaneous	\$ (73,729)	\$ (73,729)	\$ (4,273)
Total Other Income and Expenses	\$ (73,729)	\$ (73,729)	\$ (5,443)
Net Operating Income (Loss)	\$ (423,925)	\$ (550,028)	\$ (566,499)
KML, Inc. allocation 49.9% (see note 6)	\$ (211,539)	\$ (264,165)	\$ (257,069)
DLMI, Inc. allocation 50.1% (see note 6)	\$ (212,386)	\$ (285,863)	\$ (309,430)

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Stockholders' Equity (Deficit)

	Common Stock		Acquisition	Capital
	Authorized	Issued		
December 31, 2018	100,000,000	4,661,945	\$ 5,240,510	\$ 5,706,824
Other Adjustment - Retained Earnings KML, Inc. (see note 6)				\$ (571,113)
Net Operating Income (Loss)				\$ (76,638)
Change in Contributions/Withdrawals				\$ (550,028)
Adjustments Prior Period				\$ 1,140,112
				\$ (3,679)
September 30, 2019	100,000,000	4,661,945	5,240,510	\$ 5,645,479

	Common Stock		Acquisition	Capital
	Authorized	Issued		
December 31, 2017	100,000,000	1,616,019	\$ 5,240,510	\$ 4,800,348
1*Debtenture exchanged for Stock		45,926		\$ 20,673
2*Shares issued for acquisition of PC KML, Inc. (see note 6)		3,000,000		\$ (1,803,502)
Net Operating Income (Loss)				\$ (566,499)
Change in Contributions/Withdrawals				\$ 3,303,656
Adjustments Prior Period				\$ (47,851)
December 31, 2018	100,000,000	4,661,945	5,240,510	\$ 5,706,824

1*A convertible debenture that was issued on March 12, 2018 was converted to restricted common stock on 6-21-2018 and the stock was issued on 6-28-2018. The number of shares issued was 45,926.

2*Production Consulting, LLC was acquired in the 4th quarter of 2017. The 50.1% owner, Jerry Morrell, was issued 3,000,000 shares of restricted common stock on 2-22-2018.

3* 170-for-1 reverse split approved by FINRA on November 2, 2016. No shareholder was reduced below 100 shares. Stockholder Emil Sciarretta owned 57,962,465 shares before the split that were issued on 8-2-2016. The share ownership after the 170-for-1 split was 340,956 shares.

4* Emil Sciarretta was issued 1,000,000 shares of restricted common stock for the acquisition of Tioga Industries, LLC. This stock was issued on 6-9-2017 which was after the 170-for-1 reverse stock split. After the acquisition, Emil Sciarretta owns 1,340,956 shares.

The company has previously authorized 50,000,000 shares of preferred stock. No preferred stock has been issued to date.

Tioga Industries, LLC no longer operates. All assets and liabilities were distributed prior to year-end 2018.

DIAMOND LAKE MINERALS, INC.
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Statement of Cash Flows

	Three Months Ended 9/30/2019	Nine Months Ended 9/30/2019	Twelve Months Ended 12/31/2018
CASHFLOW			
Net Income (Loss)	\$ (423,925)	\$ (550,028)	\$ (374,373)
Adjustments:	\$ 1	\$ 1	
Net Contributions and withdrawals	\$ 154,329	\$ 1,113,080	\$ 9,610,489
Depreciation	\$ -	\$ -	\$ 2,069
Prior Period Adjustment to withdrawals	\$ -	\$ 55,599	
Change in Interest Receivable	\$ (49)	\$ (16,234)	
Cash flow from operating accounts	\$ (110,314)	\$ (417,466)	\$ (170,260)
Cash flow from investing activities	\$ 672,404	\$ 237,672	\$ (9,116,060)
Cash flow from Financing Activities	\$ (296,809)	\$ (406,022)	\$ (7,460)
Prior Period Adjustment	\$ (1,471)	\$ (22,437)	\$ 94,338
Net increase (decrease) in cash	\$ (5,834)	\$ (5,834)	\$ 38,743
Cash at the beginning of the period	\$ 16,707	\$ 16,707	\$ 14,810
Cash at the end of the period	\$ 10,873	\$ 10,873	\$ 53,552

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Notes to the Financial Statement
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Note 1 - History and Accounting Methods:

a. Organization

Diamond Lake Minerals, Inc. (the Company) was incorporated in the State of Utah on January 5, 1954 under the name of G & L Equipment Co., Inc. It later changed its name to G & L Energy, Inc. on August 10, 1982. The Company operated as a Yamaha motorcycle dealership and ceased doing business in 1983. All assets and liabilities were liquidated by 1985 and the Company became inactive.

On November 30, 1993, the Company acquired all of the issued and outstanding stock of Graphite Mountain, Inc. (an Ontario, Canada corporation) ("Graphite") in exchange for 16,812,000 of the Company's common stock. Graphite was formed on November 1, 1990 and changed its name to Diamond Lake Minerals, Inc. The acquisition of Graphite Mountain, Inc. was recorded as a recapitalization of Graphite Mountain, Inc. whereby the acquired company is treated as the surviving entity for accounting purposes.

In and around 2000, the Company ceased operations and began seeking out merger candidates. On May 2, 2013, Crystal Creek Capital, LLC ("Crystal") instituted legal proceedings, resulting in a change of control, after which time the Company began looking for a new business purpose or opportunity.

On July 1, 2016, the Company effected a change of control and new officers and directors were appointed on August 16, 2016. In November 2016, the Company acquired 100% of the membership interests in Tioga Industries, LLC, a Washington State entity whose business operations consists of contract sales of aggregates and scoria, and custom crushing of the same for the oil and gas industry and general construction projects, primarily in the states of North Dakota, Montana and Washington.

On December 2017, DLMI acquired Production Consulting, LLC as a wholly owned subsidiary. Production Consulting is the land development business.

b. Accounting Method

The Company's financial statements are prepared using the accrual method of accounting. The company has adopted a calendar year end.

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Notes to financial statement continued:

c. Cash Equivalents

The company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

d. Principles of Consolidation

The operations of Diamond Lake Minerals, Inc. consists of consolidating DLMI with its subsidiaries - Tioga Industries, LLC and Production Consulting, LLC.

Note 2 - Operations

There were no operations in 2016 outside those of Tioga Industries LLC. In December 2017, Production Consulting, LLC was acquired and its operations are now consolidated with Tioga Industries. Tioga Industries LLC has ceased operation as of 12-31-2018.

Note 3 - Subsequent Events

a. The Company has evaluated subsequent events through 3/25/2019, the date which the financial statements were available to be issued, and noted no changes.

Note 4 - Officer and Stock Ownership

On July 28, 2018, Jerry Morrell, board member, Chief Executive Officer (CEO) and Vice President, transferred 1,320,000 of restricted common stock to William Michael Reynolds, Board Chairman and Chief Operating Officer (CCO).

The director and management stock ownership after this transfer is as follows:

	<u>Board</u>	<u>Executive Title</u>	<u>Shares Owned</u>
Jerry Morrell	Director	CEO / VP	1,680,000
Emil Sciarretta	Director	President	1,340,956
William Michael Reynolds	Chairman	COO	1,320,000

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Notes to financial statement continued:

Note 5 - Initial Purchase and Change in the Majority Stockholder and new President and Director.

In July 2016, the former majority shareholder sold all owned shares to Emil Sciarretta. The number of shares purchased was 57,962,465. Emil Sciarretta remains as the Company's President and Director. A 170-for-1 reverse stock split occurred after this purchase.

During the last quarter of 2016, the Company effected a reduction of all issued and outstanding shares of its common stock in the Company at a ratio of 1 new share for 170 shares of old common stock. No Shareholder received less than 100 shares of new common stock regardless of the number of old shares actually owned by such shareholder.

Note 6 - Acquisition of Tioga Industries LLC

An acquisition was completed in the 4th quarter of 2016 of Tioga Industries LLC, which was owned by Emil Sciarretta, the Company's majority shareholder, President & Director. This company was involved in the oil, mining and related industries. The business is now a consulting business to the mining and construction industries. The company is headquartered in Mukilteo, Washington.

The acquisition of Tioga Industries, LLC was completed on November 18, 2016. The Tioga Members assigned 100% of their issued and outstanding membership interests of Tioga in exchange for 1,000,000 (One Million) restricted shares of Diamond Lake's common stock, par value \$.001 per share, post split following the 170-for-1 reverse split approved by FINRA on November 2, 2016.

Emil Sciarretta is the President and a member of the Board of Directors of Diamond Lake Minerals, Inc.

Note 7 - Acquisition of Production Consulting, LLC

An acquisition was completed on December 9, 2017 of Production Consulting, LLC. The Production Consulting Members assigned 50.1% of their issued and outstanding membership interests of Production Consulting in exchange for 3,000,000 (Three Million) restricted shares of Diamond Lake's common stock, par value \$.001 per share.

Jerry Morrell became the new Chief Executive Officer of Diamond Lake Minerals Inc. on December 7, 2017 and continues as Vice President and a member of the Board of Directors of the Company.

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Note 7 - Acquisition of Production Consulting, LLC - Continued

The fixed assets acquired in the Production Consulting LLC acquisition on December 9, 2017 as well as the current asset values for the period:

Fixed Assets	<u>9/30/2019</u>	<u>12/31/2018</u>
1115 Plateau Rd	\$ -	
1132 Plateau	\$ -	\$ 28,684
1213 Big Cedar Way	\$ 1,750	\$ 162,037
1229 Plateau	\$ 328,628	\$ -
1316 Muckle Trail	\$ -	\$ 228,369
1316 Muckle Trail	\$ 120,798	\$ 228,369
1316 Muckle Trail	\$ 68,363	\$ 228,369
1438 Plateau	\$ 317,689	\$ 307,500
3901 Bar 11 Dr	\$ 282,102	\$ 228,209
3950 Bitterroot	\$ 7,747	\$ 7,578
3950 Bitterroot	\$ 54,496	\$ 7,578
Bar 11 Subdivision Construction		
Annexation	\$ 697,418	\$ 687,161
Easement	\$ 33,486	\$ 20,000
Engineering	\$ 707,761	\$ 490,617
Environmental Quality	\$ 38,490	\$ 37,140
Equipment GPS-Software	\$ 26,768	\$ 26,768
Road Construction-Water Lines	\$ 1,278,001	\$ 586,374
Roads	\$ 130,700	\$ 125,000
Water Lines-Fire Hydrants	\$ 1,010,924	\$ 570,078
Bar 11 Subdivision Construction	\$ 2,863,361	\$ 1,374,445
Total Bar 11 Subdivision Construction	\$ 6,786,908	\$ 3,917,584
Easements, Bar 11	\$ 12,000	\$ 10,000
Engineering	\$ 330,487	\$ -
Furniture and Equipment	\$ 39,564	\$ 3,090
Land	\$ 1,271,010	\$ 1,271,010
PCS Office 1412 Plateau	\$ 65,413	\$ 55,814
PCS Shop 1412 Sagebrush	\$ 30,217	\$ 30,027
Phase I and II Adjustment	\$ 2,800,000	\$ 2,800,000
Total Fixed Assets	\$ 12,517,173	\$ 9,049,903

The assets are valued at cost except for the Phase I and II Adjustment, which is valued based on an appraisal of the underlying land. The appraisal was completed during the summer of 2017.

A recent appraisal was completed in June of 2017 which supports the value of the assets.

The assets are held for resale and are not currently being depreciated.

KML, Inc. retained ownership of 49.9% of Production Consulting, LLC with Diamond Lake Minerals, Inc. owning the controlling 50.1% of Production Consulting, LLC. KML, Inc. will withdraw its capital contributions as the developed lots and finished homes sell. The agreed upon arrangement between Production Consulting, LLC and KML, Inc. is to split the profits and losses from the Montana development 50.1% to Production Consulting, LLC and 49.9% to KML, Inc.

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Note 7 - Acquisition of Production Consulting, LLC - Continued

A consolidation offset liability has been added to the balance sheet to account for this agreed upon financial arrangement between Production Consulting, LLC and KML, Inc.

The profit (loss) have also been allocated with separate line items on the income statement.

On February 1, 2018, Production Consulting LLC purchased Lato Glass Company in an wholly owned LLC called J26 Advisors, LLC for \$150,000. The operation is now owned 50.1% by Production Consulting LLC and 49.9% by SR Reiley.

On October 31, 2019, Production Consulting LLC purchased a 1/3 interest in Willard's Garage located in Billings, MT. The down payment was \$50,000 (deposit on 9-30-2019) in cash and a carryback note to the seller for \$2,400,000 of which Production is responsible for 1/3 or \$800,000. However, each of the three partners purchasing the garage are jointly and severably liable for the entire obligation. The terms of the note are monthly payments based on a 20 year amortization at 6% interest. The note has a balloon payment at the end of year 10.

Note 8: Officers and Directors that are common stockholders.

William Michael Reynolds

William Michael Reynolds is Board Chairman and the Chief Operating Officer of the company. His duties and responsibilities are forward-thinking strategic planning to increase revenue while tuck-in acquisitions will be designed to create shareholder equity value which will ultimately drive stock performance.

Jerry Morrell

Jerry Morrell is the Chief Executive Office, Vice President and Board of Director member of DLMI. Jerry is responsible for the direct operations of the Production Consulting, which is development company located in Billings, Montana. This is a 250 acres housing development which includes building lots and lots with homes already built for resale. The development includes all utilities and road improvements.

Jerry is also responsible for the operations of J26 Advisors, LLC located in Phoenix, Arizona. He oversees all aspects of this glass installation business.

Emil Sciarretta

Emil Sciarretta is a board member and President of the Company. His duties are to oversee all operations, including mergers and acquisitions, funding, new business opportunities, and to assure that the company continues to be strong and viable for it's stockholders.

Emil Sciarretta founded Tioga Industries in 2011, as a sand and gravel business to supply material for the Bakken Oil play in North Dakota. The company enjoyed a successful five years, supplying gravel products to contractors and oil companies to contractors and oil companies to build well site. The company had multiple gravel operations throughout the Bakken providing road base and other custom crushed products.

Once the boom was over in 2016, Emil moved back to the Seattle area where he works as a consultant in the industry.

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Consolidation Supplement

	9/30/2019				
	Diamond Lake	Tioga Industries	Production Consulting	Elimination	Consolidated
Cash	\$ 267	\$ -	\$ 10,606		\$ 10,873
Accounts Receivable		\$ -	\$ 56,784		\$ 56,784
Other Short Term Assets	\$ 274,949	\$ -	\$ 82,048	\$ (274,949)	\$ 82,048
Interest Receivable	\$ 25,606				\$ 25,606
Total Current Assets	\$ 300,822	\$ -	\$ 149,438	\$ (274,949)	\$ 175,311
Fixed Assets		\$ -	\$ 12,617,235		\$ 12,617,235
Other Assets		\$ -	\$ 112,323		\$ 112,323
Total Assets	\$ 300,822	\$ -	\$ 12,878,996	\$ (274,949)	\$ 12,904,869
Current Liabilities:					
Accounts Payable		\$ -	\$ 77,076		\$ 77,076
Accrued Expenses		\$ -	\$ 32,118		\$ 32,118
Taxes Due		\$ -	\$ -		\$ -
Operating Lines		\$ -	\$ 103,547		\$ 103,547
Debentures	\$ 482,392		\$ 56,587	\$ (274,949)	\$ 264,031
Total Current Liabilities	\$ 482,392	\$ -	\$ 269,329	\$ (274,949)	\$ 476,772
Liability to KML, Inc.		\$ 0	\$ 6,426,619		\$ 6,426,619
Bank Loans			\$ 356,000		\$ 356,000
			\$ -	\$ -	\$ -
Total Liabilities	\$ 482,392	\$ 0	\$ 7,051,948	\$ (274,949)	\$ 7,259,391
Stockholder Equity:					
Retained Earnings	\$ (133,737)	\$ -	\$ (1,323,876)		\$ (1,457,613)
Acquisition Equity			\$ 14,110,613		\$ 14,110,613
KML, Inc.			\$ (6,426,619)		\$ (6,426,619)
Debenture Exchange for Stock	\$ 20,673				\$ 20,673
Contributions/Withdrawals	\$ (47,868)	\$ -	\$ -		\$ (47,868)
Capital Adjustment Prior Period	\$ -		\$ (3,679)		\$ (3,679)
Net Income (Loss)	\$ (20,639)	\$ -	\$ (529,389)		\$ (550,028)
Equity (Deficit)	\$ (181,570)	\$ -	\$ 5,827,049	\$ -	\$ 5,645,479
Total Liabilities and Stockholders	\$ 300,822	\$ 0	\$ 12,878,997	\$ (274,949)	\$ 12,904,870

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Consolidation Supplement

For the Period ended
9/30/2019

	Diamond Lake	Tioga Industries	Production Consulting	Consolidated
Income	\$ 24,678	\$ -	\$ 147,116	\$ 171,794
Expenses	\$ 45,317	\$ -	\$ 602,776	\$ 648,093
Operating Income	\$ (20,639)	\$ -	\$ (455,661)	\$ (476,299)
Interest Earned	\$ -	\$ -		\$ -
Depreciation	\$ -	\$ -		\$ -
Miscellaneous	\$ -	\$ -	\$ (73,729)	\$ (73,729)
Total Other Income and Expenses	\$ -	\$ -	\$ (73,729)	\$ (73,729)
Net Operating Income (Loss)	\$ (20,639)	\$ -	\$ (529,389)	\$ (550,028)

Consolidated Statement Cash Flows:

Net Income	\$ (20,639)	\$ -	\$ (529,389)	\$ (550,028)
Contributions / Withdrawals	\$ (0)	\$ -	\$ 1,113,080	\$ 1,113,080
Capital Conversion		\$ -	\$ -	\$ -
Prior Period Adjustment to withdrawals	\$ -	\$ -	\$ 55,599	\$ 55,599
Change in Interest Receivable	\$ (16,234)			\$ (16,234)
Depreciation	\$ -	\$ -	\$ -	\$ -
Adjustments:				
(Increase) Decrease in Accounts Receivable		\$ -	\$ (392,537)	\$ (392,537)
(Increase) Decrease in other current assets		\$ -	\$ -	\$ -
Increase (Decrease) in Accounts Payable		\$ -	\$ (26,152)	\$ (26,152)
Increase (Decrease) in Accrued Expenses		\$ -	\$ 1,224	\$ 1,224
Cash flow from investing activities	\$ -	\$ -	\$ 237,672	\$ 237,672
Cash flow from Financing Activities	\$ 54,758	\$ -	\$ (460,779)	\$ (406,022)
Prior Period Adjustment	\$ (17,657)	\$ (7,012)	\$ 2,232	\$ (22,437)
Net Increase in Cash	\$ 228	\$ (7,012)	\$ 949	\$ (5,835)
Cash at the beginning of the period	\$ 39	\$ 7,012	\$ 9,656	\$ 16,708
Cash at the end of the period	\$ 267	\$ 0	\$ 10,605	\$ 10,873