

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

ALL AMERICAN GOLD CORP.

1620 Central Avenue, Suite 202
Cheyenne, Wyoming 82001

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www.allamericangoldcorp.com
info@allamericangoldcorp.com
SIC CODE 5063

Annual Report For the Period Ending: May 31, 2021 (the "Reporting Period")

As of May 31, 2021, the number of shares outstanding of our Common Stock was:

1,106,909,932

As of February 28, 2021, the number of shares outstanding of our Common Stock was:

1,469,409,932

As of May 31, 2020, the number of shares outstanding of our Common Stock was:

1,469,409,932

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☒ No: ☐

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

The Company was originally incorporated under the laws of the state of Wyoming as Osprey Ventures, Inc., on May 17, 2006.

The Company changed its name to All American Gold Corp., on October 15, 2010 and has not changed its name since then.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

All American Gold Corp., was originally incorporated as Osprey Ventures, Inc., in the State of Wyoming on May 17, 2006, and remains in good standing with the state of Wyoming at this time.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

N/A

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

The address(es) of the issuer's principal executive office:

412 North Main Street, Suite 100
Buffalo, Wyoming 82834

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address: ☒

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

N/A

2) Security Information

Trading symbol:	AAGC
Exact title and class of securities outstanding:	Common
CUSIP:	01643V102
Par or stated value:	\$0.001

Total shares authorized: 1,500,000,000 as of date: May 31, 2021

Total shares outstanding: 1,106,909,932 as of date: May 31, 2021
Number of shares in the Public Float²: 960,140,161 as of date: May 31, 2021
Total number of shareholders of record: 19 as of date: May 31, 2021

All additional class(es) of publicly traded securities (if any): May 31

Trading symbol: AAGC
Exact title and class of securities outstanding: Preferred Class A
CUSIP:
Par or stated value: \$0.001
Total shares authorized: 5,000,000 as of date: May 31, 2021
Total shares outstanding: 1,000,000 as of date: May 31, 2021

Trading symbol: AAGC
Exact title and class of securities outstanding: Preferred Class B
CUSIP:
Par or stated value: \$0.001
Total shares authorized: 5,000,000 as of date: May 31, 2021
Total shares outstanding: 0 as of date: May 31, 2021

Transfer Agent

Name: Madison Stock Transfer, Inc.
Phone: (718) 627-4453
Email: info@madisonstocktransfer.com
Address: 2500 Coney Island Avenue
Brooklyn, NY 11223

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date June 1, 2018 Common: 1469,409,932 Preferred A: 1,000,000 Preferred B: 0			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
4/23/21	cancellation	450,000,000	common			Bill Schaefer			
5/5/21	new issuance	87,500,000	common	\$.001	no	Sona Bakajin	debt conversion	restricted	144
Shares Outstanding on Date of This Report: May 31, 2021 <u>Ending Balance:</u> Common: 1,106,909,932 Preferred: 1,000,000									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)

Use the space below to provide any additional details, including footnotes to the table above:

4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Geoffrey Heath
Title: CEO (until 7/23/21)
Relationship to Issuer: Officer

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Changes in Shareholders' Equity
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

See pages 10-15

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Company has terminated its joint venture with Metrix Skyline Solar in Argentina and is focusing its energies on finalizing a pending acquisition.

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

None.

- C. Describe the issuers' principal products or services, and their markets

The Company is focusing its efforts on a pending acquisition.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

At this time the Company does not have any significant tangible assets and is in the process of finalizing an acquisition. The Company does not own any real estate and leases office space on a month-to-month basis.

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Bill Schaefer* **	5%+	Los Angeles, CA	1,000,000	Preferred Class A	100%	
Lawrence Twombly***	CEO, Director***	Los Angeles, CA				
Geoffrey Heath***	CEO, Director****	Hooksett, N.H.	None	N/A	N/A	

Steven Trinh	5%+	Philadelphia, PA	94,600,000	Common	6.4%	
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*** On May 11, 2020, Arlene Meza resigned as CEO and Director for health reasons and appointed Bill Schaefer as temporary CEO and Director. On May 20, 2020, Bill Schaefer resigned as temporary CEO and Director and appointed Geoffrey Heath as CEO and Director.**

**** Bill Schaefer held 450,000,000 common shares until April 23, 2021, when they were canceled by mutual agreement.**

***** Geoffrey Heath resigned as CEO, director on July 23, 2021. Lawrence Twombly then became the CEO sole director on that date.**

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

No

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

No

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

No

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

No

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Vic Devlaeminck
Firm:
Address 1: 10013 N.E. Hazel Dell Avenue
Suite 317
Vancouver, WA 98685
Phone: (503) 806-3533
Email: vic@vicdevlaeminck.com

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Lawrence Twombly, certify that:

1. I have reviewed this Quarterly Disclosure Report of All American Gold Corp;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 11, 2021

/s/ Lawrence Twombly, CEO

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Lawrence Twombly, certify that:

1. I have reviewed this Annual Disclosure Report of All American Gold Corp;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 11, 2021

/s/ Lawrence Twombly, CEO

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

All American Gold Corp.
Financial Statements
Balance Sheet
For the Periods Ended May 31, 2021 & May 31, 2020
Unaudited

	May 31, <u>2021</u>	May 31, <u>2020</u>
ASSETS		
Current Assets		
Cash on hand, in bank	\$ 2,500	\$ 344
Total current assets	<u>2,500</u>	<u>344</u>
Property, plant & Equipment		
Leasehold interests	220,000	220,000
Less: amortization	<u>(220,000)</u>	<u>(220,000)</u>
Total P, P & E	0	0
Total assets	<u>\$ 2,500</u>	<u>\$ 344</u>

See accountants' report and notes to financial statements

All American Gold Corp.
Financial Statements
Balance Sheet
For the Periods Ended May 31, 2021 & May 31, 2020
Unaudited

LIABILITIES AND STOCKHOLDERS' EQUITY

LIABILITIES

Current Liabilities

Accounts payable	31,231	31,055
Total current liabilities	<u>31,231</u>	<u>31,055</u>

Long-term Liabilities

Note payable	-	38,910
Total long-term liabilities	<u>-</u>	<u>38,910</u>

Total liabilities	<u>31,231</u>	<u>69,965</u>
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STOCKHOLDERS' EQUITY

Common stock, par value \$.001; 1,500,000,000 authorized, 1,469,409,932 issued and outstanding at 5/31/20 and 1,106,909,932 at 5/31/2021	1,106,909	1,469,410
Preferred series A, par value \$.001; 5,000,000 authorized, 1,000,000 issued and outstanding at 5/31/20 and 5/31/21	1,000	1,000
Additional paid in capital	\$ 101,392	(302,442)
Accumulated deficit	(1,237,589)	(1,192,360)
Current earnings	(443)	(45,229)
Total Stockholders' equity	<u>(28,731)</u>	<u>(69,621)</u>

Total Liabilities and Stockholders' Equity	<u>\$ 2,500</u>	<u>\$ 344</u>
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See accountants' report and notes to financial statements

All American Gold Corp.
Statement of Income and
Retained Earnings (Deficit)
For the Twelve Months Ended
May 31, 2021 & May 31, 2020
Unaudited

	Twelve Months Ended	
	May 31,	May 31,
	<u>2021</u>	<u>2020</u>
Revenue		
Sales	\$ -	\$ -
Total Revenue	<u>-</u>	<u>-</u>
Cost of Goods Sold	-	-
	<u>-</u>	<u>-</u>
Total Cost of Goods Sold	<u>-</u>	<u>-</u>
Gross Profit	-	-
Operating Expenses		
Consultant fees	-	-
Compensation	-	-
Filing fees	8,500	-
Interest expense	235	351
License and permits	-	-
Amortization	-	33,000
Office expenses	351	409
Payroll expenses	-	-
Professional fees	16,000	-
Rent	-	-
Transfer agent fees	1,600	-
Travel	-	-
Total Expenses	<u>443</u>	<u>33,760</u>
Net earnings (Loss)	<u>(443)</u>	<u>(33,760)</u>

See accountants report and notes to financials

All American Gold Corp.
Statement of Cash Flows
For the Twelve Months Ended
May 31, 2021 & May 31, 2020
Unaudited

	<u>2021</u>	<u>2020</u>
OPERATING ACTIVITIES		
Net Income (Loss)	\$ (443)	\$ (33,760)
Adjustments to reconcile net Income (Loss) to net cash provided by operations		
Amortization	-	33,000
Decrease (increase) in prepaid expenses	-	-
Decrease (increase) in accounts payable	176	373
Decrease (increase) in notes payable	(38,910)	351
Net cash provided by operating activities	<u>(39,177)</u>	<u>(36)</u>
Investing Activities		
Asset acquisition	-	-
Net cash provided by investment activity	<u>-</u>	<u>-</u>
Financing Activities		
Common stock issuance	(362,501)	-
Preferred stock issuance	-	-
Paid in capital	403,834	-
Net cash from financing activity	<u>41,333</u>	<u>-</u>
Net cash increase for period	2,156	(36)
Cash at beginning of period	<u>344</u>	<u>392</u>
Cash at end of period	<u><u>2,500</u></u>	<u><u>356</u></u>

See accountants report and notes to financial statements

All American Gold Corp.
Statement of Shareholders Equity
May 31, 2021
Unaudited

	<u>Common Stock</u>		<u>Additional</u>	<u>Accum.</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Paid-in</u>	<u>Earnings</u>	<u>Stockholders'</u>
			<u>Capital</u>	<u>(Deficit)</u>	<u>Equity</u>
Balance - 5/31/16	96,636,122	\$ 96,636	\$ 536,332	\$ (526,127)	\$ 106,841
Share issuance - 5/31/17	1,372,773,810	1,372,774	(838,774)		534,000
Net income (loss) - 5/31/17				(304,376)	(304,376)
Balance - 5/31/17	1,469,409,932	\$ 1,469,410	\$ (302,442)	\$ (830,503)	\$ 336,465
Net income (loss) - 5/31/18				(316,241)	(316,241)
Balance - 5/31/18	1,469,409,932	\$ 1,469,410	\$ (302,442)	\$ (1,146,744)	\$ 20,224
Net income (loss) - 5/31/19				(45,616)	(45,616)
Balance - 5/31/19	1,469,409,932	\$ 1,469,410	\$ (302,442)	\$ (1,192,360)	\$ (25,392)
Net income (loss) - 5/31/20				(45,229)	(45,229)
Balance - 5/31/20	1,469,409,932	\$ 1,469,410	\$ (302,442)	\$ (1,237,589)	\$ (70,621)
issuances/cancellations	(362,500,000)	(362,501)	403,834		41,333
Net income (loss) - 11/30/20				(443)	(443)
Balance - 5/31/21	1,106,909,932	\$ 1,106,909	\$ 101,392	\$ (1,238,032)	\$ (29,731)

See accountants report and notes to financial statements

All American Gold Corp.
May 31, 2021
NOTES TO FINANCIAL STATEMENTS

NOTE 1- NATURE OF OPERATIONS

Nature of Operations

The Company is currently focusing its efforts on trying to finalize an acquisition.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements are presented in United States dollars and have been prepared in accordance with generally accepted accounting principles in the United States of America.

NOTE 3-STOCKHOLDERS' EQUITY

The company's capitalization is 1,500,000,000 common shares with a par value of \$.001 per share.; 5,000,000 Preferred Class A and 5,000,00 Preferred Class B shares authorized, both with a par value of \$.001.

NOTE 4 – LONG TERM DEBT

As of May, 2021, the Company has no long-term debt.