

Alternative Reporting Standard: Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines (“Guidelines”).¹ These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have been designed to encompass the “Catch All” information required in Rule 15c2-11,² however they have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.³

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice. The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

Pink Current Information Tier

Companies that make the information described below publicly available on a timely basis may qualify for the Current Information Tier.

Qualification Process:

1. **Subscribe to the OTC Disclosure & News Service:** by submitting an application through [Gateway](#). Allow OTC Markets 2-4 weeks of application processing time.
2. **Upload Initial Disclosure:** Upload the following documents through OTCIQ:
 - **All Quarterly Reports** for Current Fiscal Year – must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Most Recently Completed Fiscal Year– must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Prior Completed Fiscal Year – must include Financial Reports listed below
 - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. (see the fillable form starting on Page 4).
 - **Financial Statements:** Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited. Required financial statements include:
 - Audit Letter, if audited
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
 - Notes to Financial Statements

¹ This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

² Publication of information pursuant to these Guidelines does not guarantee or ensure that the Company will be designated as having “current information” or eligible for public quotations pursuant to Rule 15c2-11 or any other applicable regulation.

³ OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

3. **Attorney Letter** (only required if not providing audited financials): If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:
 - Attorney Letter Agreement: The attorney must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#). The attorney is required to submit an Attorney Letter Agreement for each company that engages the attorney for the purpose of providing this Letter.
 - Attorney Letter: After a qualified attorney reviews the Disclosure Statement, upload the “Attorney Letter With Respect to Current Information” in accordance with the [Attorney Letter Guidelines](#) through OTCIQ. Attorney Letters must reference all required reports as set forth in Section 2 above.
4. **Verified Profile**: The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. Company insiders are defined as the beneficial owner of more than 10% of the outstanding units or shares of any class of any equity security of the issuer.
5. **OTC Markets Group Processing of Disclosure**: Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
6. **Ongoing Disclosure Requirements**: To qualify for Current Information on an ongoing basis, companies must:
 - Upload reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end
 - Annual Report within **90 days** of the fiscal year end
 - Attorney Letter within **120 days** of the fiscal year end
 - Maintain a Verified Profile. At least once every six months, review and verify the Company’s profile information through OTCIQ.

Pink Limited Information Tier

Companies that make the information described below publicly available through OTCIQ may qualify for the Limited Information Tier.

7. **Annual Financial Statements**: Companies must upload the below financial statements for a completed Fiscal Year within the past 16 months. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.
 - Audit Letter, if audited
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
 - Notes to Financial Statements
8. **Verified Profile**: The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. Company insiders are defined as the beneficial owner of more than 10% of the outstanding units or shares of any class of any equity security of the issuer.
9. **Ongoing Disclosure Requirements**: To Qualify for Limited Information on an ongoing basis, companies must:
 - Upload reports through OTCIQ on the following schedule:
 - Annual Report (including the required financial statements outlined in Item 8) within 120 days of the fiscal year end

- Review and Verify the Company's profile information through OTCIQ at least once every 12 months.

Current Reporting of Material Corporate Events

In addition to the disclosure requirements above, companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.⁴

Material corporate events include:

- Entry into or termination of a material definitive agreement
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- Sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- Changes to the company's shell status
- Other events the issuer determines to be material

⁴ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcm Markets.com/corporate-services/products/disclosure-and-news-service>

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Sidney Resources Corporation

505 E Front Avenue Suite 202, Coeur d' Alene, ID 83814

509-552-9858

<http://sidneyresources.com/>

dan@sdrccorp.com

10-14

Quarterly Report

For the period ending June 30, 2023

Outstanding Shares

The number of shares outstanding of our Common Stock was:

338,453,253 as of June 30, 2023

309,199,293 as of December 31, 2022

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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: ☒

Change in Control

Indicate by check mark whether a Change in Control⁵ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

⁵ "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.

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

None

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Sidney Resources Corporation – August 25, 2009, Idaho. Current standing in State of Idaho is active.

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

None

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:

505 E Front Avenue, Suite 202, Coeur d' Alene, ID 83814
1225 2nd Street, Clarkston, WA 99403

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

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

Mailing address: PO Box 817, Lewiston, ID 83501

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

None

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer
Phone: 800-785-7782
Email: ipstc@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy, Ste 300, Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>SDRC</u>	
Exact title and class of securities outstanding:	<u>COMMON SHARES</u>	
CUSIP:	<u>826151102</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>500,000,000</u>	as of date: <u>June 30, 2023</u>
Total shares outstanding:	<u>338,453,253</u>	as of date: <u>June 30, 2023</u>
Total number of shareholders of record:	<u>2018</u>	<u>June 30, 2023</u>

All additional class(es) of publicly quoted or traded securities (if any):

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Serial Preferred Stock</u>	
CUSIP (if applicable):	<u>826151102</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>June 30, 2023</u>
Total shares outstanding (if applicable):	<u>0</u>	as of date: <u>June 30, 2023</u>
Total number of shareholders of record (if applicable):	<u>0</u>	as of date: <u>June 30, 2023</u>

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

The holders of Common Stock are entitled at all times to vote for each share and to such dividends as the Board of Directors may in its sole discretion, from time to time, legally declare, subject, however to the voting and

dividend rights, if any of the holders of the Serial Preferred Stock. In the event of any liquidation, dissolution or winding up of the Corporation, the remaining assets of the Corporation after the payment of all debts and necessary expenses, subject, however, to the rights of the holders of the Serial Preferred Stock then outstanding, if any, shall be distributed among the holders of the Common Stock pro rata in accordance with their respective holdings. The Common Stock is subject to all of the terms and provisions of the Serial Preferred Stock as fixed by the Board of Directors as hereinafter provided.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

The Serial Preferred Stock may be issued, from time to time, in one or more series with such distinctive serial designations as the Board of Directors may establish and such Serial Preferred Stock: (a) may have such voting powers, full or limited, or may be without voting powers; (b) may be subject to redemption at such time or times and at such prices; (c) may be entitled to receive dividends (which may be cumulative or non-cumulative) at such rate or rates, on such conditions, and at such times and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock; (d) may have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; (e) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation, at such price or prices or at such rates of exchange, and with such adjustments; and (f) shall have such other relative, participating, optional or special rights, qualifications, limitations or restrictions thereof, all as shall hereafter be stated and expressed in the resolution or resolutions providing for Directors pursuant to the authority to do so which is hereby vested in the Board.

3. Describe any other material rights of common or preferred stockholders.

The shares of all classes of stock of this corporation are non-assessable.

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2020</u> Common: <u>269,790,830</u> Preferred: <u>0</u>			*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. *You must disclose the control person(s) for any entities listed.	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.
<u>02/26/2021</u>	<u>NEW</u>	<u>500,000</u>	<u>Common</u>	<u>.0250</u>	<u>YES</u>	<u>Cody Kees</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>02/26/2021</u>	<u>NEW</u>	<u>3,000,000</u>	<u>Common</u>	<u>.025</u>	<u>YES</u>	<u>Robert McCully*</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/08/2021</u>	<u>NEW</u>	<u>300,000</u>	<u>Common</u>	<u>.035</u>	<u>YES</u>	<u>Robert Girardi & Mary Girardi</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/12/2021</u>	<u>NEW</u>	<u>350,000</u>	<u>Common</u>	<u>.035</u>	<u>Yes</u>	<u>Robert Borst & Ellen Borst</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/14/2021</u>	<u>NEW</u>	<u>600,000</u>	<u>Common</u>	<u>.040</u>	<u>YES</u>	<u>John Shortsleve</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/19/2021</u>	<u>NEW</u>	<u>300,000</u>	<u>Common</u>	<u>.040</u>	<u>YES</u>	<u>Kenneth Salzman</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/21/2021</u>	<u>NEW</u>	<u>875,000</u>	<u>Common</u>	<u>.035</u>	<u>YES</u>	<u>Kimberly Gray</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/21/2021</u>	<u>NEW</u>	<u>300,000</u>	<u>Common</u>	<u>.035</u>	<u>YES</u>	<u>Travis Tiede & Emily Tiede</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/21/2021</u>	<u>NEW</u>	<u>300,000</u>	<u>Common</u>	<u>.035</u>	<u>YES</u>	<u>Travis Tiede</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/25/2021</u>	<u>NEW</u>	<u>714,286</u>	<u>Common</u>	<u>.035</u>	<u>YES</u>	<u>Charles Dwyer & Jodi Dwyer</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/29/2021</u>	<u>NEW</u>	<u>875,000</u>	<u>Common</u>	<u>.035</u>	<u>YES</u>	<u>Ian Vedder</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/29/2021</u>	<u>NEW</u>	<u>300,000</u>	<u>Common</u>	<u>.035</u>	<u>YES</u>	<u>Cody Kees</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/29/2021</u>	<u>NEW</u>	<u>300,000</u>	<u>Common</u>	<u>.035</u>	<u>YES</u>	<u>Guy Tiede & Jodie Tiede</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/04/2021</u>	<u>New</u>	<u>375,000</u>	<u>Common</u>	<u>.040</u>	<u>Yes</u>	<u>Sean Rae Zalewski</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/04/2021</u>	<u>New</u>	<u>625,000</u>	<u>Common</u>	<u>.040</u>	<u>Yes</u>	<u>Bolland 2018 Charitable Trust</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/10/2021</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>.035</u>	<u>Yes</u>	<u>Barry Scott Chavin 1999 Irrevocable Living Trust</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>

<u>05/12/2021</u>	<u>New</u>	<u>300,000</u>	<u>Common</u>	<u>.040</u>	<u>Yes</u>	<u>Chad Phillips & Sarah Phillips</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/17/2021</u>	<u>New</u>	<u>1,250,000</u>	<u>Common</u>	<u>.040</u>	<u>Yes</u>	<u>Corey Schram</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/17/2021</u>	<u>New</u>	<u>1,250,000</u>	<u>Common</u>	<u>.040</u>	<u>Yes</u>	<u>Bolland Charitable Trust of 2016</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/17/2021</u>	<u>New</u>	<u>1,250,000</u>	<u>Common</u>	<u>.040</u>	<u>Yes</u>	<u>Sean Rae Zalewski</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/18/2021</u>	<u>New</u>	<u>625,000</u>	<u>Common</u>	<u>.040</u>	<u>Yes</u>	<u>James Scherrer</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/18/2021</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>.035</u>	<u>Yes</u>	<u>Greg Monfre</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/18/2021</u>	<u>New</u>	<u>625,000</u>	<u>Common</u>	<u>.040</u>	<u>Yes</u>	<u>The James Bolland Family Trust of 2016</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/18/2021</u>	<u>New</u>	<u>625,000</u>	<u>Common</u>	<u>0.40</u>	<u>Yes</u>	<u>Sean Rae Zalewski</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/19/2021</u>	<u>New</u>	<u>4,400,000</u>	<u>Common</u>	<u>.035</u>	<u>Yes</u>	<u>Daniel S Hally</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/19/2021</u>	<u>New</u>	<u>300,000</u>	<u>Common</u>	<u>.035</u>	<u>Yes</u>	<u>Don Rolfe</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/20/2021</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>.035</u>	<u>Yes</u>	<u>William Kees</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/20/2021</u>	<u>New</u>	<u>300,000</u>	<u>Common</u>	<u>.040</u>	<u>Yes</u>	<u>Kenneth Salzman</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/25/2021</u>	<u>New</u>	<u>465,000</u>	<u>Common</u>	<u>.040</u>	<u>Yes</u>	<u>Richard Eggleston & Elizabeth Eggleston</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/25/2021</u>	<u>New</u>	<u>7,000,000</u>	<u>Common</u>	<u>.15</u>	<u>Yes</u>	<u>Gary Mladjan</u>	<u>Purchase of Tech Design</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/27/2021</u>	<u>NEW</u>	<u>1,428,572</u>	<u>Common</u>	<u>.035</u>	<u>Yes</u>	<u>Red Beryl Mining Company</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>06/01/2021</u>	<u>New</u>	<u>7,500,000</u>	<u>Common</u>	<u>.035</u>	<u>Yes</u>	<u>Sue Patti</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>06/01/2021</u>	<u>New</u>	<u>400,000</u>	<u>Common</u>	<u>.035</u>	<u>Yes</u>	<u>Gregg Lindner</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>06/26/2021</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>.0250</u>	<u>YES</u>	<u>Adam Matson*</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>06/26/2021</u>	<u>NEW</u>	<u>1,000,000</u>	<u>Common</u>	<u>.0250</u>	<u>Yes</u>	<u>Greg Monfre*</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/01/2021</u>	<u>NEW</u>	<u>2,000,000</u>	<u>Common</u>	<u>0.150</u>	<u>YES</u>	<u>Daniel S Hally</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/01/2021</u>	<u>NEW</u>	<u>5,000,000</u>	<u>Common</u>	<u>0.150</u>	<u>YES</u>	<u>Gregg Lindner</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/15/2021</u>	<u>NEW</u>	<u>1,250,000</u>	<u>Common</u>	<u>0.040</u>	<u>YES</u>	<u>Robert A Rynders</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>

<u>08/10/2021</u>	<u>NEW</u>	<u>800,000</u>	<u>Common</u>	<u>0.0025</u>	<u>YES</u>	<u>Robert Schaff*</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>
<u>08/10/2021</u>	<u>NEW</u>	<u>400,000</u>	<u>Common</u>	<u>0.05</u>	<u>YES</u>	<u>Vance Freer*</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>08/10/2021</u>	<u>NEW</u>	<u>250,000</u>	<u>Common</u>	<u>0.05</u>	<u>YES</u>	<u>Lowell Jay</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>09/17/2021</u>	<u>NEW</u>	<u>200,000</u>	<u>Common</u>	<u>0.06</u>	<u>YES</u>	<u>Donald Kirst</u>	<u>Equipment Purchase</u>	<u>Restricted</u>	<u>Exempt</u>
<u>09/17/2021</u>	<u>NEW</u>	<u>250,000</u>	<u>Common</u>	<u>0.06</u>	<u>YES</u>	<u>Gay Marie Ellsworth</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>11/01/2021</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.10</u>	<u>YES</u>	<u>Robert A Schaff</u> <u>Lorraine Schaff</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/24/2022</u>	<u>Cancelled</u>	<u>44,500</u>	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>CEDE & CO*</u>	<u>Certificate Correction</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>01/31/2022</u>	<u>NEW</u>	<u>4,000</u>	<u>Common</u>	<u>0.00</u>	<u>NA</u>	<u>Columbia Stock Transfer*</u>	<u>Certificate Correction</u>	<u>Restricted</u>	<u>Exempt</u>
<u>02/01/2022</u>	<u>NEW</u>	<u>435,920</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>Corey Schram</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>02/04/2022</u>	<u>NEW</u>	<u>43,572</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>Kenneth Salzman</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>02/04/2022</u>	<u>NEW</u>	<u>93,723</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>Robert Borst Ellen Borst</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>02/04/2022</u>	<u>NEW</u>	<u>125,000</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>John Shortsleeve</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>02/09/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.100</u>	<u>YES</u>	<u>Robert A Schaff</u> <u>Lorraine Schaff</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>03/21/2022</u>	<u>NEW</u>	<u>750,000</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>Merger Mines Corporation</u>	<u>Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>03/24/2022</u>	<u>NEW</u>	<u>871,840</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>Robert Rynders</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>03/30/2022</u>	<u>NEW</u>	<u>108,980</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>Red Beryl Mining Company</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/05/2022</u>	<u>Cancelled</u>	<u>4,900,000</u>	<u>Common</u>	<u>0.00</u>	<u>NA</u>	<u>Gregg R. Lindner</u>	<u>Cancelled</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/05/2022</u>	<u>Cancelled</u>	<u>7,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>NA</u>	<u>Sue Patti</u>	<u>Cancelled</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/05/2022</u>	<u>Cancelled</u>	<u>6,400,000</u>	<u>Common</u>	<u>0.00</u>	<u>NA</u>	<u>Daniel S Hally</u>	<u>Cancelled</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/18/2022</u>	<u>NEW</u>	<u>174,368</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>Tyler & Heather Frisbie</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/18/2022</u>	<u>NEW</u>	<u>217,960</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>Suzanne Konicke</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/29/2022</u>	<u>NEW</u>	<u>65,338</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>Barbara Hale-Richlen</u> <u>& Matthew Richlen</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>

<u>04/29/2022</u>	<u>Cancelled</u>	<u>250,000</u>	<u>Common</u>	<u>0.00</u>	<u>NO</u>	<u>Edward & Lillie Stark</u>	<u>Issuance Correction</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/29/2022</u>	<u>Cancelled</u>	<u>250,000</u>	<u>Common</u>	<u>0.00</u>	<u>NO</u>	<u>Sebastian & Roxanne Caravella</u>	<u>Issuance Correction</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/29/2022</u>	<u>Cancelled</u>	<u>250,000</u>	<u>Common</u>	<u>0.00</u>	<u>NO</u>	<u>Dean & Clare Zimmerman</u>	<u>Issuance Correction</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/29/2022</u>	<u>Cancelled</u>	<u>250,000</u>	<u>Common</u>	<u>0.00</u>	<u>NO</u>	<u>Deborah Follo</u>	<u>Issuance Correction</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/29/2022</u>	<u>NEW</u>	<u>435,920</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>James E Scherrer</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/29/2022</u>	<u>NEW</u>	<u>43,572</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>Robert & Mary Girardi</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>06/07/2022</u>	<u>NEW</u>	<u>43,592</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>Benjamin C Petitti</u>	<u>SERVICES</u>	<u>Restricted</u>	<u>Exempt</u>
<u>06/07/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>Jeffrey J. & Shelly Forslund</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>06/24/2022</u>	<u>NEW</u>	<u>108,980</u>	<u>Common</u>	<u>0.2294</u>	<u>NO</u>	<u>Boland Charitable Trust of 2016</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/11/2022</u>	<u>NEW</u>	<u>100,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Alfred Eckhart*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/11/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Brent Wyland*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/11/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Carol & Jerome Liss*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/11/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Clarence W. Watts*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/11/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>James & Lori Heinen*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/12/2022</u>	<u>NEW</u>	<u>150,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Jody Eckhart*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/12/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Joseph Haak*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/12/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Kim Thomas*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/12/2022</u>	<u>NEW</u>	<u>150,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Mary Wyland*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/12/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Michael Wyland*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/13/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Phillip Campbell*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/13/2022</u>	<u>NEW</u>	<u>100,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Sara Diaz & Jose Guerrero*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/13/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Scott Raymond*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>

<u>07/13/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Shurts Living Trust*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/13/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Tom & Jeanne Binder*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/14/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Wayne Houpt*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/14/2022</u>	<u>NEW</u>	<u>150,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Wesley Cathcart*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/14/2022</u>	<u>NEW</u>	<u>200,000</u>	<u>Common</u>	<u>0.0175</u>	<u>YES</u>	<u>Ashton Lindner*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>07/14/2022</u>	<u>NEW</u>	<u>1,000,000</u>	<u>Common</u>	<u>0.1200</u>	<u>YES</u>	<u>Mitch Mortensen*</u>	<u>SERVICES</u>	<u>Restricted</u>	<u>Exempt</u>
<u>10/27/2022</u>	<u>NEW</u>	<u>500,000</u>	<u>Common</u>	<u>0.025</u>	<u>YES</u>	<u>Barry Scott Chavin 1999 Irrevocable Living Trust*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>10/27/2022</u>	<u>NEW</u>	<u>500,000</u>	<u>Common</u>	<u>0.035</u>	<u>YES</u>	<u>Adam Matson*</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>12/2/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>JAMES J RIGNEY CHERYL RIGNEY</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>12/2/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Stephen G. Maas</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>12/2/2022</u>	<u>NEW</u>	<u>100,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>DEREK EUGENE JAY SHAUNA LEE JAY</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>12/2/2022</u>	<u>NEW</u>	<u>149,340</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Tony Free and Patty Free</u>	<u>SERVICES</u>	<u>Restricted</u>	<u>Exempt</u>
<u>12/8/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>JACOB THOMAS SALEMI</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>12/8/2022</u>	<u>NEW</u>	<u>250,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Stephen G. Maas</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>12/8/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>RICHARD FREDRICK DIDERRICH JR MARY KAY DIDERRICH</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>12/8/2022</u>	<u>NEW</u>	<u>500,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>MELANIE GAWRONSKI & JOHN GAWRONSKI</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>12/16/2022</u>	<u>NEW</u>	<u>150,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>DON R ROLFE & JANICE M ROLFE</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>12/27/2022</u>	<u>NEW</u>	<u>10,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>LAUREN MARIANI</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>12/27/2022</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Craig Mariani</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>12/27/2022</u>	<u>NEW</u>	<u>100,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>WILLIAM DEWOLF SHIRLEY DEWOLF</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>12/27/2022</u>	<u>NEW</u>	<u>20,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>CLARK WANTOCH</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>

<u>01/10/2023</u>	<u>NEW</u>	<u>250,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Timothy Powers</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/10/2023</u>	<u>NEW</u>	<u>100,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Lowell Jay and Donna Holmes</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>01/23/2023</u>	<u>NEW</u>	<u>200,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Guy Tiede</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>02/07/2023</u>	<u>NEW</u>	<u>21,786</u>	<u>Common</u>	<u>0.0001</u>	<u>YES</u>	<u>*Robert Girardi & Mary Girardi</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>02/28/2023</u>	<u>NEW</u>	<u>62,500</u>	<u>Common</u>	<u>0.0001</u>	<u>YES</u>	<u>*John Shortsleeve</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>02/23/2023</u>	<u>NEW</u>	<u>108,980</u>	<u>Common</u>	<u>0.0001</u>	<u>YES</u>	<u>*Suzanne Konicke</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>03/03/2023</u>	<u>NEW</u>	<u>5,000,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Corey Schram</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>03/03/2023</u>	<u>NEW</u>	<u>50,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Philip Foley & Gretchen Foley</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>03/06/2023</u>	<u>NEW</u>	<u>1,000,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Daniel Kavemeier</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>03/10/2023</u>	<u>NEW</u>	<u>10,000,000</u>	<u>Common</u>	<u>0.1355</u>	<u>NO</u>	<u>*Michael Irish & Rachel Irish</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/10/2023</u>	<u>NEW</u>	<u>12,000,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>F & H Mining LLC</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/11/2023</u>	<u>NEW</u>	<u>200,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Robert & Ellen Borst</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>04/21/2023</u>	<u>NEW</u>	<u>32,694</u>	<u>Common</u>	<u>0.0001</u>	<u>YES</u>	<u>Barbara Hale Richlen & Matthew Richlen</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>05/01/2023</u>	<u>NEW</u>	<u>150,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>John Shortsleeve</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
<u>06/29/2023</u>	<u>NEW</u>	<u>100,000</u>	<u>Common</u>	<u>0.1000</u>	<u>YES</u>	<u>Edward & Kristen Maas</u>	<u>CASH</u>	<u>Restricted</u>	<u>Exempt</u>
Shares Outstanding on Date of This Report:									
<u>Ending</u> _____ <u>Balance</u>									
<u>Ending Balance:</u>									
<u>Date</u> <u>06/30/2023</u> <u>Common:</u> <u>338,453,253</u>									
<u>Preferred:</u> <u>0</u>									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through March 31, 2023 pursuant to the tabular format above.

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

The 3,000,000 shares issued to Robert McCulley are shares issued to replace shares he was previously issued in 2003, 2004 and 2006 that were cancelled in error. The error was unintentional, and no fraud was intended. The 500,000 shares issued to Adam Matson on 06/26/2021 should have been issued on 06/20/2020 but were not because of a data transfer error. The error was unintentional, and no fraud was intended. The 1,000,000 shares issued to Greg Monfre on 06/26/2021 should have been issued on July 1, 2020 but was not issued because of a data transfer error. The error was unintentional, and no fraud was intended. The 800,000 shares of restricted stock issued to Robert Schaff on 8/10/2021 were paid for in FY2014 but was not issued because of a data transmission error with our previous stock transfer agent. The error was unintentional, and no fraud was intended. The 400,000 shares of common restricted stock that was issued to Vance Freer for services should have been issued in FY2014 but was not because of a data transmission error with our previous stock transfer agent. The error was unintentional, and no fraud was intended. Leland Minerals information: Ward Leland, Owner, 2828 E 32nd Ave Suite A Spokane, WA 99223, 509-532-8330. On January 24, 2022, Sidney Resources Corporation was advised by

Pacific Stock Transfer that CEDE & Co had located 22 certificates issued in error with no listed owners and requested cancellation of the certificates resulting in the cancellation of 44,500 shares of common stock. On January 31, 2022, Sidney Resources Corporation was advised by Pacific Stock Transfer that an error was located a negative share balance in a certificate under Columbia Stock Transfer and to correct the error a total of 4000 shares was issued bringing the share balance to zero. Stock issued to the following shareholders: Alfred Eckhart, Brent Wyland, Carol & Jerome Liss, Clarence Watts, James & Lori Heinen, Jody Eckhart, Joseph Haak, Kim Thomas, Mary Wyland, Michael Wyland, Phillip Campbell, Sara Diaz & Jose Guerrero, Scott Raymond, Shurts Living Trust, Tom & Jeanne Binder, Wayne Houpt, & Wesley Cathcart were issued for investments made in 2014 under a revenue sharing agreement. The revenue sharing agreement was cancelled, and those investments were converted to shares. The shares issued to Ashton Lindner was for an investment made in 2013. The shares should have been issued in 2013 but because of a clerical error had not been issued. The shares issued to Mitch Mortensen were issued under and agreement between Mortensen and Mike Drew, CEO & President for services in 2012. The shares had not been issued per the agreement for services that Mortensen had provided. The issuance of shares corrected the error. The shares issued on 10/27/2022 to Barry Scott Chavin 1999 Irrevocable Living Trust were acquired on 6/25/2020 but were not issued because of a communication error with the stock transfer agent. The shares issued on 10/27/2022 to Adam Matson were acquired on 5/21/2021 but were not issued because of a communication error with the stock transfer agent. The 21,786 shares issued to Robert Girardi & Mary Girardi were discounted to the price of \$0.0001 as warrant shares that were included in a previous private offering with the overall share price for the total investment was \$0.15000. The 62,500 shares issued to John Shortsleeve were discounted to the price of \$0.0001 as warrant shares that were included in a previous private offering with the overall share price for the total investment was \$0.15000. The 108,980 shares issued to Suzanne Konicke were discounted to the price of \$0.0001 as warrant shares that were included in a previous private offering with the overall share price for the total investment was \$0.15000. The 10,000,000 shares of restricted common stock issued to Michael and Rachel Irish were issued in exchange for 100 percent ownership for the company Irish Metals LLC.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

No: ☒ Yes: ☐ (If yes, you must complete the table below)

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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

None

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

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

Mining & Exploration Activities

In the second quarter of FY2023, we have demonstrated remarkable progress in advancing our mining and exploration initiatives, with a primary focus on the Lucky Ben and Walla Walla project sites. Our unwavering commitment to excellence and innovation has propelled us forward despite challenges such as weather-related delays.

Lucky Ben Project: A successful execution of this season's exploration and development plan for the Lucky Ben project sites in Warren, Idaho, marked a significant achievement. After meticulous evaluation and face-to-face discussions, we have strategically partnered with Western Frontier Exploration and Mining Company for our mining operations. This selection was guided by their specialized knowledge, particularly the expertise of Steve Dodson in narrow vein gold systems. Western Frontier's versatile capabilities throughout a mine's life cycle perfectly align with our strategic objectives, amplifying project execution efficiency and shareholder value.

Operational Focus: Our strategic focus at the Lucky Ben Project centers on the ore body beneath the previously mined stope. We are committed to an accurate assessment of the nugget effect on assay results through comprehensive modeling and production projections. Our utilization of advanced sampling techniques directly on the vein, combined with leveraging the lower tunnel, is a testament to our pursuit of heightened accuracy and operational efficiency.

Ore Processing Facility: The dedicated efforts of Marvin's LLC, led by Thad Marvin, are evident in the specialized ore processing facility designed for the Lucky Ben Project. With the majority of equipment fabrication complete, the anticipated relocation to the site in Mid-September is a significant step. Concurrently, construction of the mill building is underway, with an estimated completion date in early September. Designed for resource efficiency, the facility boasts a hybrid power supply comprising generators and solar systems. Integral features like water recycling and an auto-sampler reinforce our commitment to sustainable practices.

We have developed plans with Western Frontier to stockpile at least 2700 tons of development rock from the direct vein drift program on the Lucky Ben Vein that will be run through the mill to develop a model to address the issue of nugget effect and other anomalies we have experienced in the sample assay process. We will be able to accurately determine the quantity of gold, silver, and other precious minerals recovered and develop models for future ore reserve estimations. We are developing plans and identifying the necessary resources to run this test facility through the winter and continue the bulk sampling process of the Lucky Ben vein during the winter months.

Walla Walla Project: Extending our operational footprint, our focus extends to the Walla Walla Project. A comprehensive assessment of past operations serves as the foundation for a tailored operations plan that leverages insights gained from the Lucky Ben Project. The project's location within the Marshall Lake Mining District positions it as a high-grade gold vein opportunity.

Site Visits, Permitting, and Environmental Stewardship

Walla Walla Project Site Visit: Collaborative planning remains a priority as we have organized a site visit with U.S. Forest Service personnel from the McCall Ranger District. This visit aims to refine our operations plan, which will be submitted for approval later this year. Additionally, we will seek cost estimates for the operations bond during this process.

Access Road and Environmental Considerations: A significant stride has been achieved in securing a conditional land use permit and access road construction permit for the new access road to the Lucky Ben Project site. Management has actively navigated the bonding process for road construction. Our commitment to minimizing environmental impact is evident in the design, which focuses on reducing silt runoff, dust, water flows, and wildlife disruption. Furthermore, engineering services are being secured for road and culvert design, with a strong emphasis on sustainability and responsible resource management.

Collaboration and Technological Innovation

Laser Mining Technology: Our recent achievements are further underscored by a groundbreaking breakthrough in laser spalling technology. Collaborating with the esteemed Colorado School of Mines, we have embraced this innovation, signaling a paradigm shift in the mining and construction sectors. This advancement offers unprecedented efficiency, precision, and safety by replacing traditional explosives with laser-based rock chipping. Beyond operational benefits, our commitment to environmental sustainability is evident through reduced waste generation and environmental impact.

Expanding Services and Strategic Alliances

CEO's Vision for Expansion: The collaborative efforts of CEO Sean Rae Zalewski, President Chantel Greene, and Mike Irish continue to drive expansion in clean energy, clean water, and ore processing services. A significant milestone was the signing of a non-disclosure and non-circumvent agreement with Xtra Energy Corporation. This agreement sets the stage for fruitful collaboration on refining and processing techniques, particularly for antimony and other metals. The ultimate objective is to establish an antimony-producing plant in Nevada, focusing on efficient extraction methods and minimized environmental footprint.

Investor Awareness and Funding

Enhanced Investor Awareness: Our commitment to transparency and effective communication is exemplified through strategic partnerships with Proactive Financial News, Marquee Equity, and Cambridge Consultants. These collaborations are poised to elevate our investor awareness efforts, ensuring our accomplishments and future prospects resonate with the market.

Conclusion

The second quarter of FY2023 for Sidney Resources Corporation has been marked by remarkable accomplishments and pioneering advancements across our projects and technological innovations. Our dedication to excellence, sustainability, and delivering value to shareholders remains unshakable. As we look forward, we are poised to continue our journey of progress and value creation.

Disclaimer: This communication contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those projected due to various factors. Readers are cautioned not to place undue reliance on these forward-looking statements.

Environmental, Sustainability, and Governance

We are developing transformative technology to ensure mineral supply needs to support the transition to clean energy are met while improving the health of our planet. We're committed to incorporating sustainability as a core value within our organization. We have actively engaged Federal, State, Local and Tribal Governments within our area of operations to build the networks necessary for the success of our goals and objects. We have identified a significant number of historic and/or abandoned mine sites near the town of Warren, Idaho where untreated mine water discharge is a major source of arsenic contamination in environmentally sensitive waterways. Our mission is to create technology that reduces water consumption, pollution and reduce the carbon footprint of mining globally while improving the health and safety of employees.

These efforts in conjunction with our developing technologies and potential revolutionary smelt free refining processes can change the World recovers all Rare Earth Elements from ore in captive capacity that creates zero toxic or free radical waste to the environment. We believe these projects fall within the scope of the Federal Funding is programs under or related to the Securing America's Critical Minerals Act. We have been in discussion with the offices of Federal

representatives. It is Sidney’s closely held belief that our laser technology could be to the Secure America’s Critical Minerals Act and through efficient and environmentally friendly technology it could be pivotal to the Nation’s goals for autonomy in securing rare earth element for our Nation’s security and energy needs.

We believe our commitment to pursuing ESG initiatives can be achieved in parallel with building the long-term interests of our shareholders. The integration of sustainable business practices creates lasting results that benefit all our stakeholders, including our customers, employees, shareholders, investors, and the communities in which we live and operate. Our approach to corporate sustainability is based on the U.N. Sustainable Development Goals and our commitment to achieving a more sustainable future.

Progress in all areas of operations continued to move forward during the fourth quarter. Significant progress was made in the planning for expansion of ESG integration, the Lucky Ben, and laser technology development. The following is a summary of our commitment to developing ESG compliance and summaries for the Lucky Ben and the Technology Division.

Sidney’s Board of Directors is responsible for reviewing and overseeing corporate responsibility policies and programs. Sidney’s executive team, including the Chief Executive Officers and Chief Operations Officer, oversees the implementation of these policies and coordinates our efforts to identify, address, train and report on our ESG risks and opportunities and foster a dialogue on these issues with ESG experts, employees, shareholders and other stakeholders. We are committed to strengthening the ESG segment of our operations and ensuring that our governance and operational approach addresses the ESG pillars as identified by the Exponential Education Institute.

<div>ESG pillars</div> <div>Sustainable Development</div>	Environmental	<ul style="list-style-type: none">• Climate Change• Greenhouse Gases (GHG)• Resource depletion• Waste and pollution• Deforestation
	Social	<ul style="list-style-type: none">• Working Conditions• Local and indigenous communities• Conflict regions• Health and safety• Human resources and equality
	Governance	<ul style="list-style-type: none">• Executive Compensation• Corruption and bribery• Political influence• Structure and diversity of boards• Managers• Fiscal policy

ESG Pillar information source is Exponential Education Institute ESG Materials

Through ESG practices to include the transition from diesel- and gas-powered generators to solar power at the crew housing facilities and the Lucky Ben project site we will significantly reduce the carbon emissions at these locations. Significant efforts have been made to improve working conditions and the overall health and safety of personnel. Our efforts to engage the local communities and the Nez Perce Tribe for partnerships in clean water projects that focus on

the eliminating pollutants from abandoned mine sites being discharged into environmentally sensitive waterways. These efforts are essential components as we expand the positive social and environmental impacts of the company.

Forward Looking Statements

Certain statements in this release constitute forward-looking statements. These statements include the capabilities and success of the Company's business and any of its products, services or solutions. The words "believe," "forecast," "project," "intend," "expect," "plan," "should," "would," and similar expressions and all statements, which are not historical facts, are intended to identify forward-looking statements. These forward-looking statements involve and are subject to known and unknown risks, uncertainties and other factors, any of which could cause the Company to not achieve some or all of its goals or the Company's previously reported actual results, performance (finance or operating) to change or differ from future results, performance (financing and operating) or achievements, including those expressed or implied by such forward-looking statements. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company's filings with OTC Markets, copies of which may be obtained from the OTC Markets website at <https://www.otcmarkets.com/index.html>. The Company assumes no, and hereby disclaims any, obligation to update the forward-looking statements contained in this press release. Please note that the Company believes that any revenue related calculations contained in this release are accurate and based on factual information, there can be no assurance that the Company will be able to achieve all projections due to number of business-related factors.

B. List any subsidiaries, parent company, or affiliated companies.

None

C. Describe the issuers' principal products or services.

Exploration and development of mineral deposits. Research and development of mining equipment and technology. Development of partnerships for the advancement of clean energy projects and clean water projects focused on mine water discharges from operating and abandoned mines.

5) 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 and the extent in which the facilities are utilized.

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.

Sidney Resources Corporation currently leases the patented mining claims known the Lucky Ben Claim, Lucky Ben Extension, Hornet Claim, and the unpatented mining claims known as the Lucky Ben Extension West Claim and the Lucky Ben Extension South Claim, the Lucky Leland Claim, the Royal Richard Claim and the Dandy Don Claim. All of these claims are located in the historical mining district of Idaho known as the Warren Mining District. The Lucky Ben Claim was in previous production that ended in 1921. Sidney Resources paid \$60,000.00 for a five-year lease with an option to renew the lease for 5 additional years. The Board of Directors has signed a lease amendment extending the lease for the Lucky Ben Properties an additional 5 years beyond when the lease that was scheduled to expire at the end of 2019 and with the option to renew the lease an additional 5 years as long as work on the properties remains active. Under the terms of the Lease Amendment,

Lessor will be issued 20,000,000 shares of restricted common stock as payment for the lease amendment. Under the terms of the new lease amendment, Sidney Resources Corporation has the option to continue to lease the properties for an indefinite period of time with the condition that development work continues each year.

The company owns 47 unpatented mining claims known as the Walla Walla Claim group. The claims are located in the Marshal Lake Mining District of central Idaho. The claim group covers 980 +/- acres. the Walla Walla Mine is a high grade gold vein located near the historic Kimberly and Warren Mining Districts. This acquisition adds 1.61 square miles to SDRC's holdings in Idaho.

Sidney Resources Corporation has 3 portable storage buildings located on the property. We own 2 38' x 40' steel buildings that will be assembled on the Lucky Ben Property. We own a Caterpillar 470B Excavator. A Starlink Satellite Communication System. In addition, 3 above ground fuel storage tanks are located on the above properties. A large supply of mining timbers are now being stored on the Lucky Ben Claim. An ore pulverizer, sluice box, electrical generators, water tanks, water pumps and miscellaneous equipment and supplies are stored on site. A 12-foot heavy duty trailer. Sidney Resources Corporation issued 7 million shares of restricted common stock to Gary Mladjan for his designs of the Graduated Optical Collimator. Sidney Resources Corporation issued 750,000 shares of restricted common stock to Merger Mines Corporation for all patents and intellectual properties related to the Graduated Optical Collimator and all historic mine records and maps held which included over 200 maps and records of mines with a history of production of valuable minerals.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Sean Rae Zalewski</u>	<u>CEO</u>	<u>Hartland, WI</u>	<u>2,250,000</u>	<u>Common</u>	<u>0.7</u>	<u>_____</u>
<u>Gregg Lindner</u>	<u>Director</u>	<u>Minouqua, WI</u>	<u>20,450,000</u>	<u>Common</u>	<u>4.1</u>	<u>_____</u>
<u>Daniel Hally</u>	<u>COO</u>	<u>Clarkston, WA</u>	<u>3,806,016</u>	<u>Common</u>	<u>.76</u>	<u>_____</u>
<u>Sue Patti</u>	<u>Secretary</u>	<u>Delafield, WI</u>	<u>19,400,000</u>	<u>Common</u>	<u>3.8</u>	<u>_____</u>
<u>Leland Minerals, LLC</u>	<u>Owner of more than 5%</u>	<u>Spokane, WA</u>	<u>21,500,000</u>	<u>Common</u>	<u>6.7</u>	<u>Ward Leland, Owner 2828 E 32nd Ave Suite A Spokane, WA 99223 509-532-8330</u>

<u>Cameron Curriden</u>	<u>Director</u>	<u>Houston, TX</u>	<u>0</u>	<u>NA</u>	<u>NA</u>	
<u>Ryan Norman</u>	<u>Director</u>	Cocoa Beach, FL	<u>0</u>	<u>NA</u>	<u>NA</u>	
<u>Michael Irish</u>	<u>Director</u>	Coeur d' Alene, ID	<u>10,050,000</u>	<u>Common</u>	<u>2.97</u>	
<u>Chantel Greene</u>	<u>President</u>	Lapwai, ID	<u>0</u>	<u>NA</u>	<u>NA</u>	
<u>Corey Schram</u>	<u>Director</u>	Ripon, WI	6,685,920	<u>Common</u>	<u>1.97</u>	

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities 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);

None

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;

None

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

None

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.

None

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

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Morgan E. Petitti, Esq
Address 1: 118 W Streetsboro Road #317
Address 2: Hudson, OH 44236
Phone: 330-697-8548
Email: PetittiLaw@gmail.com

Accountant or Auditor

Name: Chris Shipley
Firm: CDA/CPA Group
Address 1: 618 N 4th Street
Address 2: Coeur d' Alene, ID 83814
Phone: 208-765-1091
Email: admin@cdacpas.com

Investor Relations

Name: None
Firm: None
Address 1: None
Address 2: None
Phone: None
Email: None

All other means of Investor Communication:

Twitter: <https://twitter.com/SDRCMINING>
Discord: None
LinkedIn: <https://www.linkedin.com/company/sidney-resources-corp/>
Facebook: <https://www.facebook.com/sidneyresourcescorporation>
Instagram: https://www.instagram.com/sidney_resources_corp/
Website: <http://sidneyresources.com/>

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, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: William A. Jeckle
Firm: Randall-Danskin
Nature of Services: Patent Counsel
Address 1: Bank of America Financial Center
Address 2: 601 West Riverside Avenue #1500
Spokane, WA 99201-0626
Phone: 509-747-2052
Email: waj@randalldanskin.com

Name: Don Rolfe
Firm: Merger Mines Corporation
Nature of Services: Mining Engineering
Address 1: 3714 W Industrial Loop Rd
Address 2: Coeur d' Alene, ID 83815
Phone: 208-664-8801
Email: jmr626@centurytel.net

Name:
Firm:
Nature of Services:
Address 1:
Address 2:

Name: Matthew Dailey
Firm: Western Frontier Exploration & Mining
Nature of Services: Mining Engineering, Operational Planning, Construction, Safety Planning, Geological Services, Explosives & Blasting
Address 1: 640 Juniper Street Suite 4,
Address 2: Elko, NV 89801
Phone: (530) 574-4280
Email: matt@wfmining.com

Name: Gabriel Achenbach
Firm: Achenbach Designs, LLC
Nature of Services: Mechanical Engineering, Hardware Design, Prototyping in Plastics, Drafting, 3-D Cad, 3-D Printing, Molds, Castings, Extrusions, Machining, Project Setup, Manufacturability, Testing, And Ruggedization.
Address 1: 2408 E 60th
Address 2: Spokane, WA 99223
Phone: 509-993-3317
Email: gachenbach@comcast.net

9) Financial Statements

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

- ☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)⁶:

Name: Chris Shipley, CDA/CPA Group
Title: Certified Public Accountant
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements: Practice and Industry Specializations: Financial accounting and reporting, Income tax planning and preparation for business and individuals. Audit and attest (Governmental, nonprofit and private), Outsourced CFO, Accounting system design and internal controls. Professional Activities: An active member in American Institute of Public accountants (AICPA) and

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Idaho Society of Public Accountants (ISCPA), Past Board member of ISCPA, Past Treasurer, Coeur d'Alene Public Library Foundation, Past President of Leadership Coeur d'Alene class of 2011. Certifications: CPA – Idaho. Education: The University of Idaho - B.S., Finance, 1998, The University of Idaho - B.S., Economics, 1998

Provide the following financial statements 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes



Sidney Resources Corporation (An Exploration Stage Company)

Compiled Financial Statements

For the Periods Ended June 30, 2023 and December 31, 2022

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Independent Accountants' Compilation Report

To the Board of Directors
Sidney Resources Corporation
Lewiston, Idaho

Management is responsible for the accompanying financial statements of Sidney Resources Corporation (An Exploration Stage Company) which comprise the balance sheets as of June 30, 2023 and December 31, 2022 and the related statements of income for the three months and six months ended June 30, 2023 and June 30, 2022 and for the period beginning March 4, 2003 (inception) through June 30, 2023, and the related notes to the financial statements in accordance with accounting principles generally accepted in the United States of America. We have performed compilation engagements in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements, nor were we required to perform any procedures to verify the accuracy or the completeness of the information provided by management. We do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

CDA-CPA GROUP, PLLC

Coeur d'Alene, ID

August 10, 2023

SIDNEY RESOURCES CORPORATION
(An Exploration Stage Company)
BALANCE SHEETS
JUNE 30, 2023 AND DECEMBER 31 2022

	<u>06/30/23</u>	<u>12/31/22</u>
Assets		
Current Assets:		
Cash	\$ 46,875	\$ 80,953
Total Current Assets	46,875	80,953
Property and equipment, at cost:		
Fixed assets	21,373	21,373
Vehicles	11,000	11,000
	32,373	32,373
Less accumulated depreciation	(5,242)	(3,872)
Net property and equipment	27,131	28,501
Other Assets:		
Prepaid mine lease - net of amortization	1,783,970	736,075
Intangible assets - net of amortization	1,215,000	1,215,000
Security deposit	22,695	3,995
Construction in progress	19,310	19,310
Lease acquisition costs	281,050	281,050
Goodwill	1,385,000	-
	4,707,025	2,255,430
Total Assets	<u>\$ 4,781,031</u>	<u>\$ 2,364,884</u>

See independent accountants' compilation report and notes to the financial statements.

SIDNEY RESOURCES CORPORATION
(An Exploration Stage Company)
BALANCE SHEETS
JUNE 30, 2023 AND DECEMBER 31 2022

	<u>06/30/23</u>	<u>12/31/22</u>
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 56,300	\$ 56,300
Credit cards due	36,668	30,656
Deposits	165,500	165,500
Accrued payroll	<u>-</u>	<u>19,155</u>
Total current liabilities	258,468	271,611
Stockholders' equity:		
Revenue sharing agreement	-	-
Warrants - 1,363,012 .0001 per warrant	251	136
Preferred stock - .0001 par value, authorized 10,000,000 shares, none issued	-	-
Common stock - .0001 par value, 500,000,000 shares authorized, 338,453,253 and 309,177,293 shares issued and outstanding, respectively	2,615,665	30,665
Paid in capital	10,147,007	9,388,207
Deficit adccumulated during the exploration period	<u>(8,240,360)</u>	<u>(7,325,735)</u>
Total stockholders' equity	<u>4,522,563</u>	<u>2,093,273</u>
Total liabilities and stockholders' equity	<u><u>\$ 4,781,031</u></u>	<u><u>\$ 2,364,884</u></u>

See independent accountants' compilation report and notes to the financial statements.

SIDNEY RESOURCES CORPORATION
(An Exploration Stage Company)
STATEMENTS OF INCOME
FOR THE THREE MONTHS ENDED JUNE 30, 2023 AND 2022
AND FOR THE PERIOD BEGINNING 3/4/2003 (INCEPTION) THROUGH JUNE 30, 2023

	Three Months Ended		Six Months Ended		Since
	6/30/2023	6/30/2022	6/30/2023	6/30/2022	Inception
GROSS REVENUE	\$ -	\$ -	\$ -	\$ -	\$ -
EXPENSES					
Advertising	\$ 8,829	\$ 2,749	\$ 12,692	\$ 3,588	\$ -
Bank charges	292	25	560	75	-
Computer and internet	339	339	742	1,880	-
Education	-	200	-	200	-
Exploration costs	15,474	100,275	488,532	318,024	1,448,962
Amortization land lease	70,000	70,000	140,000	140,000	900,000
Depreciation	685	685	1,370	1,370	50,120
Licenses and fees	-	114	187	1,824	-
Interest and finance charges	1,516	176	2,993	176	-
Insurance	7,014	7,126	7,514	8,779	-
Janitorial	345	368	943	736	-
Legal and accounting	4,377	11,615	19,132	14,913	-
Dues and subscriptions	1,477	-	2,762	-	-
Printing and postage	129	236	801	631	-
Office expenses	155.00	194	726	194	-
Officer wages	57,500	40,000	85,250	70,000	240,250
Rent	32,280	-	32,280	11,985	-
Professional fees	20,179	47,941	38,203	82,340	-
Repairs	-	-	4,000	-	-
Research and development	238	-	366	111,014	154,597
Supplies	446	-	6,831	-	-
Meals and entertainment	-	468	-	468	-
Taxes	-	-	-	195	-
Taxes - payroll	3,195	6,388	6,347	6,388	-
Telephone	276	807	554	989	-
Travel	10,886	6,400	18,951	9,187	-
Utilities	646	-	1,614	1,380	-
Wages	15,380	30,000	30,791	57,480	-
Administrative costs	-	-	-	-	7,736,853
Consulting	10,926	-	10,926	-	-
Miscellaneous	27	11,536	133	16,727	-
Total expenses	262,611	337,642	915,200	860,543	10,530,782
Net loss before other income (expenses)	(262,611)	(337,642)	(915,200)	(860,543)	(10,530,782)
OTHER INCOME (EXPENSES)					
Relief of debt	-	-	-	-	808,589
Gain (loss) on sale of assets	-	-	-	-	756
Cancelled stock for service	-	1,480,500	-	1,480,500	1,480,500
Miscellaneous	577	-	577	-	577
NET (LOSS) INCOME	<u>\$ (262,034)</u>	<u>\$ 1,142,858</u>	<u>\$ (914,623)</u>	<u>\$ 619,957</u>	<u>\$ (8,240,360)</u>

See independent accountants' compilation report and notes to the financial statements.

SIDNEY RESOURCES CORPORATION
(An Exploration Stage Company)
STATEMENTS OF CASH FLOWS
FOR THE PERIODS ENDED JUNE 30, 2023 AND 2022
AND FOR THE PERIOD BEGINNING 3/4/2003 (INCEPTION) THROUGH JUNE 30, 2023

	Six Months 6/30/2023	Six Months 6/30/2022	Since Inception
Cash flows from operating activities			
Net Income (Loss)	<u>\$ (914,623)</u>	<u>\$ (677,718)</u>	<u>\$ (8,240,358)</u>
Adjustments to reconcile net income to net cash provided by operating activities			
Stock exchange from revenue sharing agreement	-	-	(135,000)
Stock for services	-	-	283,421
Stock for services cancelled	-	-	(1,480,500)
Stock errors in prior periods	-	-	(2,000)
Stock for acquisitions	2,585,000	-	2,585,000
Depreciation and amortization	141,370	140,086	860,045
(Increase) decrease in prepaid expenses	-	(4,624)	(9,995)
(Increase) decrease in prepaid mine lease	(1,200,000)	-	(1,200,000)
(Increase) decrease in goodwill	(1,385,000)	-	(1,385,000)
Increase (decrease) in accounts payable	-	(5,355)	3,336
Increase (decrease) in accrued liabilities	(1,040)	(451)	48,772
Increase (decrease) in deposits	(18,700)	(48,100)	146,800
Total Adjustments	<u>121,630</u>	<u>81,556</u>	<u>(285,121)</u>
Net cash provided (used) by operating activities	<u>(792,993)</u>	<u>(596,162)</u>	<u>(8,525,479)</u>
Cash flow from investing activities			
Purchase of Intangible Assets	-	(1,050,000)	(2,896,050)
Gross proceeds on sale of equipment	-	-	30,683
Cash payments for the purchase of property	-	(1,730)	(64,781)
Cash payments for building in progress	-	-	(9,500)
Net cash provided (used) by investing activities	<u>-</u>	<u>(1,051,730)</u>	<u>(2,939,648)</u>
Cash flow from financing activities			
Proceeds from issuance of common stock	758,800	2,161,850	11,386,751
Proceeds from issuance of warrants	115	-	251
Proceeds from revenue sharing agreement	-	5,000	125,000
Net cash provided (used) by financing activities	<u>758,915</u>	<u>2,166,850</u>	<u>11,512,002</u>
Net increase (decrease) in cash and equivalents	(34,078)	518,958	46,875
Cash and equivalents, beginning of year	<u>80,953</u>	<u>63,298</u>	<u>-</u>
Cash and equivalents, end period	<u><u>\$ 46,875</u></u>	<u><u>\$ 582,256</u></u>	<u><u>\$ 46,875</u></u>

See independent accountants' compilation report and notes to the financial statements.

SIDNEY RESOURCES CORPORATION

(An Exploration Stage Company)

STATEMENT OF SHAREHOLDERS' EQUITY

For the Period Beginning March 4, 2003 (Inception) through June 30, 2023

	Revenue Sharing Agreement	Warrants	Preferred Stock	Common Stock Shares	Amount	Additional Contributed Capital	Deficit Accumulated During Exploration Period	Total
March 4, 2003 Initial								
Capitalization	\$-	\$-	\$-	8,000,000	\$8,000	\$2,292,322	\$ (2,353,286)	\$(52,964)
Quasi reorganization	-	-	-	-	-	(2,292,322)	2,292,322	-
Stock sales	-	-	-	6,852,500	6,852	644,584	-	651,436
Stock for services	-	-	-	1,212,647	1,213	120,052	-	121,265
Stock for Lease acquisition	-	-	-	500,000	500	49,500	-	50,000
Net loss for the period	-	-	-	-	-	-	(396,261)	(396,261)
Balances at December 31, 2003	-	-	-	16,565,147	16,565	814,136	(457,225)	373,476
Stock sales	-	-	-	785,000	785	97,290	-	98,075
Stock for services	-	-	-	2,514,000	2,514	213,886	-	216,400
Stock for equipment	-	-	-	93,750	94	9,281	-	9,375
Stock warrants exercised	-	-	-	400,000	400	99,600	-	100,000
Net loss for the year ended	-	-	-	-	-	-	(558,876)	(558,876)
Balance at December 31, 2004	-	-	-	20,357,897	20,358	1,234,193	(1,016,101)	238,450
Stock sales	-	-	-	8,550,000	8,550	408,950	-	417,500
Stock for services	-	-	-	1,750,000	1,750	173,250	-	175,000
Net loss for the year ended	-	-	-	-	-	-	(516,401)	(516,401)
Balance at December 31, 2005	-	-	-	30,657,897	30,658	1,816,393	(1,532,502)	314,549
Stock sales	-	-	-	1,420,220	1,420	69,580	-	71,000
Stock for services	-	-	-	660,000	660	32,340	-	33,000
Net loss for the year ended	-	-	-	-	-	-	(250,394)	(250,394)
Balance at December 31, 2006	-	-	-	32,738,117	32,738	1,918,313	(1,782,896)	168,155
Stock sales	-	-	-	2,353,216	2,353	110,337	-	112,690
Stock for services	-	-	-	12,109,000	12,109	593,341	-	605,450
Net loss for the year ended	-	-	-	-	-	-	(764,334)	(764,334)
Balances at December 31, 2007	-	-	-	47,200,333	47,200	2,621,991	(2,547,230)	121,961
Stock sales	-	-	-	2,010,800	2,011	55,584	-	57,595
Stock for services	-	-	-	7,823,000	7,823	226,867	-	234,690
Stock for supplies	-	-	-	275,000	275	7,975	-	8,250
Net loss for the year ended	-	-	-	-	-	-	(425,014)	(425,014)
Balance at December 31, 2008	-	-	-	57,309,133	57,309	2,912,417	(2,972,244)	(2,518)
Stock sales	-	-	-	2,710,000	2,710	34,128	-	36,838
Stock for services	-	-	-	4,440,000	4,440	173,160	-	177,600
Change of Domicile/par value	-	-	-	-	(58,013)	58,013	-	-
Net loss for the year ended	-	-	-	-	-	-	(541,972)	(541,972)
Balance at December 31, 2009	-	-	-	64,459,133	6,446	3,177,718	(3,514,216)	(330,052)
Stock sales	-	-	-	2,862,500	286	52,014	-	52,300
Stock for services	-	-	-	-	-	-	-	-
Net loss for the year ended	-	-	-	-	-	-	(161,122)	(161,122)
Balance at December 31, 2010	-	-	-	67,321,633	6,732	3,229,732	(3,675,338)	(438,874)
Stock sales	-	-	-	14,995,197	1,500	72,623	-	74,123
Stock for services	-	-	-	9,000,000	900	179,100	-	180,000
Net loss for the year ended	-	-	-	-	-	-	(335,842)	(335,842)
Balance at December 31, 2011	-	-	-	91,316,830	9,132	3,481,455	(4,011,180)	(520,593)
Stock sales	-	-	-	-	-	-	-	-
Stock for services	-	-	-	-	-	-	-	-
Net loss for the year ended	-	-	-	-	-	-	(34,086)	(34,086)
Balance at December 31, 2012	-	-	-	91,316,830	9,132	3,481,455	(4,045,266)	(554,679)
Stock sales	-	-	-	600,000	60	5,940	-	6,000
Stock for services	-	-	-	-	-	-	-	-
Net gain for the year ended	-	-	-	-	-	-	780,507	780,507
Balance at December 31, 2013	-	-	-	91,916,830	9,192	3,487,395	(3,264,759)	231,828

See independent accountants' compilation report and notes to the financial statements.

SIDNEY RESOURCES CORPORATION

(An Exploration Stage Company)

STATEMENT OF SHAREHOLDERS' EQUITY (Continued)

For the Period Beginning March 4, 2003 (Inception) through June 30, 2023

	Revenue Sharing Agreement	Warrants Shares	Preferred Stock	Common Stock Shares	Amount	Additional Contributed Capital	Deficit Accumulated During Exploration Period	Total
Balance at December 31, 2013	\$ -	-	-	91,916,830	\$ 9,192	\$ 3,487,395	\$ (3,264,759)	\$ 231,828
Revenue Sharing	105,000	-	-	-	-	-	-	105,000
Stock sales	-	-	-	700,000	70	6,930	-	7,000
Stock for services	-	-	-	13,500,000	1,350	113,400	-	114,750
Net Loss for the year ended	-	-	-	-	-	-	(134,759)	(134,759)
Balance at December 31, 2014	105,000	-	-	106,116,830	10,612	3,607,725	(3,399,518)	323,819
Revenue Sharing	20,000	-	-	-	-	-	-	20,000
Stock sales	-	-	-	-	-	-	-	-
Stock for services	-	-	-	-	-	-	-	-
Net loss for the year ended	-	-	-	-	-	-	(75,588)	(75,588)
Balance at December 31, 2015	\$ 125,000	-	-	106,116,830	\$ 10,612	\$ 3,607,725	\$ (3,475,106)	\$ 268,231
Revenue Sharing	-	-	-	-	-	-	-	-
Stock sales	-	-	-	-	-	-	-	-
Stock for services	-	-	-	-	-	-	-	-
Net loss for the year ended	-	-	-	-	-	-	(15,848)	(15,848)
Balance at December 31, 2016	\$ 125,000	-	-	106,116,830	\$ 10,612	\$ 3,607,725	\$ (3,490,954)	\$ 252,383
Revenue Sharing	-	-	-	-	-	-	-	-
Stock sales	-	-	-	24,000,000	2,400	57,600	-	60,000
Stock for services	-	-	-	-	-	-	-	-
Net loss for the year ended	-	-	-	-	-	-	(42,654)	(42,654)
Balance at December 31, 2017	\$ 125,000	-	-	130,116,830	\$ 13,012	\$ 3,665,325	\$ (3,533,608)	\$ 269,729
Revenue Sharing	-	-	-	-	-	-	-	-
Stock sales	-	-	-	24,570,000	2,457	58,968	-	61,425.00
Stock for services	-	-	-	76,000,000	7,600	459,200	-	466,800.00
Net loss for the year ended	-	-	-	-	-	-	(534,126)	(534,126)
Balance at December 31, 2018	\$ 125,000	-	-	230,686,830	\$ 23,069	\$ 4,183,493	\$ (4,067,737)	\$ 263,828
Revenue Sharing	-	-	-	-	-	-	-	-
Stock sales	-	-	-	-	-	-	-	-
Stock for services	-	-	-	-	-	-	-	-
Net loss for the year ended	-	-	-	-	-	-	(32,436)	(32,436)
Balance at December 31, 2019	\$ 125,000	-	-	230,686,830	\$ 23,069	\$ 4,183,493	\$ (4,100,173)	\$ 231,389
Revenue Sharing	-	-	-	-	-	-	-	-
Stock sales	-	-	-	8,000,000	800	199,200	-	200,000
Error in 2017 Stock issue	-	-	-	(1,000,000)	100	100	-	-
Stock for services	-	-	-	30,600,000	3,060	1,951,940	-	1,955,000
Net loss for the year ended	-	-	-	-	-	-	(940,278)	(940,278)
Balance at December 31, 2020	\$ 125,000	-	-	268,286,830	\$ 26,829	\$ 6,334,733	\$ (5,040,451)	\$ 1,446,111
Revenue Sharing	-	-	-	-	-	-	-	-
Stock sales	(5,000)	-	-	20,632,858	2,063	713,286	-	710,350
Error in Prior Year Stock Issue	5,000	-	-	3,000,000	300	(300)	-	5,000
Stock for services	-	-	-	28,000,000	2,800	2,608,200	-	2,611,000
Net loss for the year ended	-	-	-	-	-	-	(2,113,977)	(2,113,978)
Balance at December 31, 2021	\$ 125,000	-	-	319,919,688	\$ 31,992	\$ 9,655,919	\$ (7,154,428)	\$ 2,658,483
Revenue Sharing	-	-	-	-	-	-	-	-
Stock sales	(135,000)	136	-	6,655,173	428	939,612	-	805,176
Error in Prior Year Stock Issue	-	-	-	(40,500)	(4)	4	-	-
Stock errors in prior periods	10,000	-	-	-	-	(12,000)	-	(2,000)
Stock for services	-	-	-	1,942,932	179	283,242	-	283,421
Stock for services cancelled	-	-	-	(19,300,000)	(1,930)	(1,478,570)	-	(1,480,500)
Net loss for the year ended	-	-	-	-	-	-	(914,623)	(914,623)
Balance at December 31, 2022	\$ -	\$ 136	-	309,177,293	\$ 30,665	\$ 9,388,207	\$ (8,069,051)	\$ 1,349,957

See independent accountants' compilation report and notes to the financial statements.

SIDNEY RESOURCES CORPORATION

(An Exploration Stage Company)

STATEMENT OF SHAREHOLDERS' EQUITY (Continued)

For the Period Beginning March 4, 2003 (Inception) through June 30, 2023

	Revenue Sharing	Warrants	Preferred	Common Stock		Additional	Deficit		
	Agreement	Shares	Stock	Shares	Amount	Contributed	Accumulated		
						Capital	During		
							Exploration		
							Period		Total
Balance at December 31, 2022	\$ -	\$ 136	-	309,177,293	\$ 30,665	\$ 9,388,207	\$(7,325,735)		\$2,093,273
Stock sales	-	115	-	7,275,960	-	758,800	-		758,915
Stock for acquisitions	-	-	-	22,000,000	2,585,000	-	-		2,585,000
Net loss for the 6 months ended	-	-	-	-	-	-	(914,623)		(914,623)
*	-	-	-	-	-	-	(2)		(2)
Balance at June 30, 2023	\$ -	\$ 251	-	338,453,253	\$ 2,615,665	\$10,147,007	\$(8,240,360)		\$4,522,563

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See independent accountants' compilation report and notes to the financial statements.

Sidney Resources Corporation
(An Exploration Stage Company)
Notes to Financial Statements
June 30, 2023 and December 31, 2022

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

History

The company was formed in 1896 and incorporated in Idaho on June 10, 1910 as Sidney Mining Company. The purpose of the Company was to develop and mine mineral properties in Idaho State. In the past the Company mined and processed zinc ore and related minerals in the Yreka Mining District in Shoshone County, Idaho.

On March 4, 2003, the Company merged with its wholly-owned subsidiary Sidney Resources Corporation. The Company then changed its name to Sidney Resources Corporation.

In 2003, the company sold 6,852,500 shares common stock at \$.095 per share. The Company also issued 1,212,647 shares of Common stock for services and 500,000 shares for Lease acquisition costs. These shares were valued at \$.10 per share, reflecting the share sales during the year.

In 2004, the Company sold 785,000 shares common stock at \$.125 per share. It issued 400,000 shares of common stock for the exercise of warrants that were issued during 2004. The warrants were exercised at \$.25 per share. It also issued 93,750 shares of common stock for the purchase of equipment and 2,514,000 shares of Common stock for services. These shares were valued at \$.10 per share, reflecting the share sales during the year.

In 2005, the Company sold 8,550,000 shares common stock at \$.05 per share. It also issued 1,750,000 shares of Common stock for services. These shares were valued at \$.05 per share, reflecting their issue early in the year and share sales during the previous year.

In 2006, the Company sold 1,420,220 shares common stock at \$.05 per share. It also issued 660,000 shares of Common stock for services. These shares were valued at \$.05 per share, reflecting the share sales during the year.

In 2007, the Company sold 2,353,216 shares common stock at \$.048 per share. It also issued 12,109,000 shares of Common stock for services. These shares were valued at \$.05 per share, reflecting the share sales during the year.

In 2008, the Company sold 2,010,800 shares common stock at \$.03 per share. It also issued 7,823,000 shares of Common stock for services and 275,000 shares for supplies. These shares were valued at \$.03 per share, reflecting the share sales during the year.

Sidney Resources Corporation
(An Exploration Stage Company)
Notes to Financial Statements
June 30, 2023 and December 31, 2022

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In 2009, the Company sold 2,710,000 shares common stock at \$.04 per share. It also issued 4,440,000 shares of Common stock for services. These shares were valued at \$.04 per share, reflecting the share sales during the year.

In 2010 as of December 31, the Company sold 2,862,500 shares common stock at \$.02 per share. It issued no shares of Common stock for services.

In 2011, the Company sold 14,995,197 shares common stock at Market value. It also issued 9,000,000 shares of Common stock for services. These shares were valued at \$.02 per share, reflecting the share sales during the period issued.

For the year ended December 31, 2012 there were no stock transactions for the Company.

In 2013, the Company sold 600,000 shares common stock at \$.01 per share. It issued no other stock.

For the year ended December 31, 2014, the Company sold 700,000 shares common stock at \$.01 per shares. It also issued 13,500,000 shares of Common stock for services valued at \$.0085 per share, reflecting the share price at the time of issue.

For the year ended December 31, 2015 the Company had no stock transactions.

For the year ended December 31, 2016 the Company had no stock transactions.

For the year ended December 31, 2017, the Company issued 24,000,000 shares of common stock at \$.0025.

For the year ended December 31, 2018 the Company issued 24,570,000 shares of common stock at \$.0025 and 76,000,000 shares of common stock for services valued at market.

For the year ended December 31, 2019 the Company had no stock transactions.

For the year ended December 31, 2020 the Company issued 8,000,000 shares of common stock and 30,600,000 shares of common stock for services and prepaid lease valued at market.

Sidney Resources Corporation
(An Exploration Stage Company)
Notes to Financial Statements
June 30, 2023 and December 31, 2022

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

For the year ended December 31, 2021 the Company issued 23,632,858 shares of common stock and 28,000,000 shares of common stock for services, equipment and Mining Technology valued at market.

For the year ended December 31, 2022 the Company Issued 6,655,173 shares of common stock and 750,000 shares of common stock for Patents and mine records valued at market and 1,192,932 of common stock for services and cancelled 19,300,000 shares of common stock.

For the second quarter ended June 30, 2023 the Company Issued 22,000,000 shares of common stock valued at \$2,585,000 for acquisitions; 225,960 shares issued from exercised warrants of \$115; and 7,050,000 shares valued at \$705,000.

Financial Statement Presentation

The acquisition was treated as a reverse merger whereby the acquired company is treated as the acquiring company for accounting purposes.

An Exploration Stage Company

The Company is an Exploration Stage Company since it is engaged in the search for mineral deposits, which are not in the development or productions stage. As an exploration stage company, the Company will present, since inception, results on its statements of operations, stockholders' equity and cash flows.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all short-term debt securities purchased with a maturity of three months or less to be cash equivalents.

Property and Equipment

Property and equipment are carried at cost. Maintenance, repairs and renewals are expensed as incurred. Depreciation of property and equipment is provided for over their estimated useful lives, which range from five, seven and ten years, using the straight-line method.

Lease Acquisition Costs

Lease acquisition cost of \$281,050 at June 30, 2023 and December 31, 2022, primarily includes costs incurred to build and improve the road on the leased land. Since mining has not commenced, no amortization expense has been recognized for the periods presented. Amortization will be recorded using the units-of-production method when mining begins.

Sidney Resources Corporation
(An Exploration Stage Company)
Notes to Financial Statements
June 30, 2023 and December 31, 2022

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Environmental Liabilities

The Company is subject to a variety of federal and state environmental regulations and agencies. The Company will only accrue liabilities for environmental claims and damages when it is probable, and the costs are estimable.

Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Research and Development Costs Charged to Expense as Incurred

Expenditures for research activities relating to development and improvement are charged to expense as incurred. Such expenditures amounted to \$44,620 in the three months ended June 30, 2023 and \$88,368 in the six months ended June 30, 2023.

Revenue Recognition

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" (ASU 2014-09) as modified by ASU No. 2015-14, "Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date," ASU 2016-08, "Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)," ASU No. 2016-10, "Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing," and ASU No. 2016-12, "Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients." The revenue recognition principle in ASU 2014-09 is that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

In addition, new and enhanced disclosures will be required. Companies may adopt the new standard either using the full retrospective approach, a modified retrospective approach with practical expedients, or a cumulative effect upon adoption approach. The Company adopted ASU 2014-09 on January 1, 2018, using the modified retrospective approach. Because the Company doesn't have any customer contracts as of January 1, 2018, the adoption of ASU 2014-09 did not have a material impact on the Company's financial position, results of operations, equity or cash flows.

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NOTE 2 – INCOME TAXES

The Company Accounts for Income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating losses, and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of the operations in the period that includes the enactment date. Deferred income tax expense (benefit) represents the change during the period in the deferred tax assets and deferred tax liabilities.

The components of the deferred tax assets and liabilities are individually classified as current and noncurrent based on their characteristics. Deferred tax assets are reduced by a valuation allowance when it is more likely than not that some portion of the deferred tax assets will not be realized.

The Company evaluates and accounts for uncertain tax positions in accordance with Accounting Standards Codification (ASC) 740, Income Taxes. ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return as well as guidance on de-recognition, classification, interest and penalties and financial statement reporting disclosures. For these benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement.

The Company is subject to routine audits by taxing jurisdictions, however, there are currently no audits in progress. The Company remains subject to examinations by U.S. Federal and various state authorities for years ending after December 31, 2019.

The Company has no significant differences between book and tax accounting. At June 30, 2023 and December 30, 2022, the Company had an estimated tax loss carry-forward of approximately \$7,600,000 and \$7,000,000. Due to uncertainties as to future profitability, the value of the net operating loss carry forward is fully reserved and no valuation allowance has been booked.

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NOTE 3 – MINERAL LEASE INTANGIBLE ASSETS

The Company has a 5-year lease with an option to renew for an unlimited term as long as the Company is conducting underground mining work producing ore. The lease will expire at the end of the five-year period starting the 3rd quarter of 2020, or if the Company fails to do major mining work by the end of December 31 in any year where mining work was not completed. The lease was paid with the issue of 20,000,000 shares of restricted stock. There will be a royalty payment that will be 6% of net smelter returns. The value of the stock is reflected in prepaid expenses.

The lease guarantees Sidney Resources Corporation the exclusive rights and options to lease the Lucky Ben Mine Group Properties and mineral rights located within the Warren Mine District of Idaho. The lease will be amortized over 60 months. Amortization for the second quarter ended June 30, 2023 was \$140,000 and for the year ended December 31, 2022 was \$280,000 and accumulated amortization was \$840,000 at June 30, 2023 and \$700,000 at December 31, 2022.

In the second quarter 2021 the Company acquired certain mining technology from Gary Mladjan for 7,000,000 shares of restricted stock valued at \$.15 per share. Amortization will begin when the technology is put into service.

In the first quarter 2022 the Company acquired patents and mine records from Merger Mines for 750,000 shares of stock valued at \$.22 per share. Amortization will begin when put into use.

During the first quarter of 2023, the Company successfully acquired the Walla Walla Project in the Marshall Lake Mining District of Idaho County. The purchase included 100% ownership of the property in exchange for 1,200,000 shares issued at a discounted price of \$0.1000 per share. In addition, \$500,000 in royalties will be paid, which represents 50% of the first \$1,000,000 net profit generated from the property.

NOTE 4 – RELATED PARTIES

The officers and members of the Board of Directors have received stock and cash as compensation, amounts paid to date was as follows, includes past Directors and Officers:

		<u>Cash</u>	<u>Stock Shares</u>	<u>Stock Value</u>
Balance	12/31/2022	\$ 151,000	79,825,953	\$ 1,034,145
	Additions	-	-	-
	Cancelled	-	-	-
Balance	6/30/2023	<u>\$ 151,000</u>	<u>79,825,953</u>	<u>\$ 1,034,145</u>

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NOTE 5 – REVENUE SHARING AGREEMENT

During the 4th quarter of 2014 the Company entered into agreements with investors whereby the investor will receive a share of the Company's profit. The investors were limited to \$5,000 investment and a maximum of 140 investors. In exchange for the cash injection the investors will receive .143% of the profits annually that are specific to the Lucky Ben Mine Project. The Company collected no money for the year ended June 30, 2023 and none during the year ended December 31, 2022. In 2021 A deposit was moved to Revenue Sharing after determining the deposit was for the Revenue Sharing program, and a revenue sharing agreement for \$5,000 was converted into 50,000 shares of common stock. For the year ended December 31, 2022 revenue sharing amounts of \$115,000 was converted into 1,150,000 shares of common stock.

NOTE 6 – STOCKHOLDERS' EQUITY

Revenue Sharing Agreement

See note 5 for information concerning this arrangement.

Common Stock

The Company is authorized at 500,000,000 shares of Common stock, with a par value of \$.0001 per share, authorized as of June 30, 2023 and as of December 31, 2022. An error was corrected decreasing the shares issued by 40,500 for the period ended March 31, 2022 and an error increasing the shares issued by 3,000,000 shares during the year ended December 31, 2021.

During the second period ended June 30, 2022 19,300,000 shares of stock for services was cancelled valued at \$1,480,500 and recorded as increase in other income along with decreases in capital stock and paid in capital of \$1,930 and \$1,478,570 respectively.

There were 338,453,253 shares outstanding as of June 30, 2023 and 309,177,293 outstanding at December 31, 2022.

Preferred Stock

The Company is authorized at 10,000,000 shares of Preferred stock, with a par value of \$.0001 per share, authorized as of June 30, 2023 and December 31, 2022. There were 0 shares outstanding. The unissued shares of Preferred stock may be divided into and issued in designated series from time to time by one or more resolutions adopted by the Board of Directors.

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NOTE 6 – STOCKHOLDERS’ EQUITY (continued)

Warrants and Options

In 2004, the Company as part of a Private Placement Offer issued 400,000 warrants with an exercisable price of \$0.25 per share. The warrants were exercised in 2004 for \$100,000. All other warrants issued in connection with this offering have expired. In September 2006, the Board of Directors eliminated the issuance of warrants and options by the Company. In the six months 2022 the Board of Directors issued warrants as part of stock purchases in the amount of 1,363,012 for a value of .0001 per warrant. The warrants were issued one for every two shares purchased in the first quarter.

NOTE 7 – COMMITMENTS

Effective October 1, 2021 the company had entered into a yearly lease for company offices in Coeur d’Alene, Idaho. The lease is for \$4,035 per month.

NOTE 8 – COMPENSATED ABSENCES AND PROPERTY TAX ACCRUALS

The Company does not compensate for absences and does not have significant personal or real estate property taxes to accrue.

NOTE 9 - GOING CONCERN

The Company has not generated significant revenues or profits to date. This factor among others may indicate the Company will be unable to continue as a going concern. The Company’s continuation as a going concern depends upon its ability to generate sufficient cash flow to conduct its operations and its ability to obtain additional sources of capital and financing. Management continues to look for additional capital through stock sales and/or minimum royalty payments on production, minimizing debt load to meet its working capital obligations in 2023 and beyond. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 10 – STOCK-BASED COMPENSATION

At various times during the life of the company it has issued stock for services, supplies and other costs. The company recorded an expense as of average trading value of the stock at the time of issue and an increase in the value of stock. The stock is restricted for one year but has no vesting requirements.

During the second quarter of 2022 19,300,000 shares issued to officers & directors was cancelled.

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NOTE 10 – STOCK-BASED COMPENSATION (continued)

Since inception the Company has issued 142,301,579 shares valued at \$3,066,876 for services, 32,500,000 shares valued at \$2,650,000 for lease acquisition, 293,750 valued at \$21,375 for equipment which was capitalized, 275,000 valued at \$8,250 for supplies, 7,000,000 shares valued at \$1,050,000 for mining technology, and 750,000 shares valued at \$165,000 for patents and mining records, and 10,000,000 shares valued at \$1,385,000 for acquisitions.

NOTE 11 – ACQUISITIONS

On February 17, 2023, the Company acquired 100% of the shares of Irish Metals, LLC, a developer of new technologies and processes for mining and other industries. As a result of the acquisition, the Company is expected to focus on clean refining technologies and environmental clean-up.

In addition to the completed acquisition comes the engagement of Mike Irish as the new Sidney Resources Chief Scientific Officer.

On February 17, 2023, the company released 10,000,000 shares valued at \$1,385,000. As of the acquisition date, no significant assets or liabilities were identified, which means that the entire amount was allocated to goodwill. None of the goodwill recognized is expected to be tax-deductible.

NOTE 12 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through August 10, 2023, the date on which the financial statements were issued.

Mining & Exploration Activities

In the second quarter of FY2023, we have demonstrated remarkable progress in advancing our mining and exploration initiatives, with a primary focus on the Lucky Ben and Walla Walla project sites. Our unwavering commitment to excellence and innovation has propelled us forward despite challenges such as weather-related delays.

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NOTE 12 – SUBSEQUENT EVENTS (continued)

Lucky Ben Project: A successful execution of this season's exploration and development plan for the Lucky Ben project sites in Warren, Idaho, marked a significant achievement. After meticulous evaluation and face-to-face discussions, we have strategically partnered with Western Frontier Exploration and Mining Company for our mining operations. This selection was guided by their specialized knowledge, particularly the expertise of Steve Dodson in narrow vein gold systems. Western Frontier's versatile capabilities throughout a mine's life cycle perfectly align with our strategic objectives, amplifying project execution efficiency and shareholder value.

Operational Focus: Our strategic focus at the Lucky Ben Project centers on the ore body beneath the previously mined stope. We are committed to an accurate assessment of the nugget effect on assay results through comprehensive modeling and production projections. Our utilization of advanced sampling techniques directly on the vein, combined with leveraging the lower tunnel, is a testament to our pursuit of heightened accuracy and operational efficiency.

Ore Processing Facility: The dedicated efforts of Marvin's LLC, led by Thad Marvin, are evident in the specialized ore processing facility designed for the Lucky Ben Project. With the majority of equipment fabrication complete, the anticipated relocation to the site in Mid-September is a significant step. Concurrently, construction of the mill building is underway, with an estimated completion date in early September. Designed for resource efficiency, the facility boasts a hybrid power supply comprising generators and solar systems. Integral features like water recycling and an auto-sampler reinforce our commitment to sustainable practices.

We have developed plans with Western Frontier to stockpile at least 2700 tons of development rock from the direct vein drift program on the Lucky Ben Vein that will be run through the mill to develop a model to address the issue of nugget effect and other anomalies we have experienced in the sample assay process. We will be able to accurately determine the quantity of gold, silver, and other precious minerals recovered and develop models for future ore reserve estimations. We are developing plans and identifying the necessary resources to run this test facility through the winter and continue the bulk sampling process of the Lucky Ben vein during the winter months.

Walla Walla Project: Extending our operational footprint, our focus extends to the Walla Walla Project. A comprehensive assessment of past operations serves as the foundation for a tailored operations plan those leverages insights gained from the Lucky Ben Project. The project's location within the Marshall Lake Mining District positions it as a high-grade gold vein opportunity.

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NOTE 12 – SUBSEQUENT EVENTS (continued)

Site Visits, Permitting, and Environmental Stewardship

Walla Walla Project Site Visit: Collaborative planning remains a priority as we have organized a site visit with U.S. Forest Service personnel from the McCall Ranger District. This visit aims to refine our operations plan, which will be submitted for approval later this year. Additionally, we will seek cost estimates for the operations bond during this process.

Access Road and Environmental Considerations: A significant stride has been achieved in securing a conditional land use permit and access road construction permit for the new access road to the Lucky Ben Project site. Management has actively navigated the bonding process for road construction. Our commitment to minimizing environmental impact is evident in the design, which focuses on reducing silt runoff, dust, water flows, and wildlife disruption. Furthermore, engineering services are being secured for road and culvert design, with a strong emphasis on sustainability and responsible resource management.

Collaboration and Technological Innovation

Laser Mining Technology: Our recent achievements are further underscored by a groundbreaking breakthrough in laser spalling technology. Collaborating with the esteemed Colorado School of Mines, we have embraced this innovation, signaling a paradigm shift in the mining and construction sectors. This advancement offers unprecedented efficiency, precision, and safety by replacing traditional explosives with laser-based rock chipping. Beyond operational benefits, our commitment to environmental sustainability is evident through reduced waste generation and environmental impact.

Expanding Services and Strategic Alliances

CEO's Vision for Expansion: The collaborative efforts of CEO Sean Rae Zalewski, President Chantel Greene, and Mike Irish continue to drive expansion in clean energy, clean water, and ore processing services. A significant milestone was the signing of a non-disclosure and non-circumvent agreement with Xtra Energy Corporation. This agreement sets the stage for fruitful collaboration on refining and processing techniques, particularly for antimony and other metals. The ultimate objective is to establish an antimony-producing plant in Nevada, focusing on efficient extraction methods and minimized environmental footprint.

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NOTE 12 – SUBSEQUENT EVENTS (continued)

Investor Awareness and Funding

Enhanced Investor Awareness: Our commitment to transparency and effective communication is exemplified through strategic partnerships with Proactive Financial News, Marquee Equity, and Cambridge Consultants. These collaborations are poised to elevate our investor awareness efforts, ensuring our accomplishments and future prospects resonate with the market.

Conclusion

The second quarter of FY2023 for Sidney Resources Corporation has been marked by remarkable accomplishments and pioneering advancements across our projects and technological innovations. Our dedication to excellence, sustainability, and delivering value to shareholders remains unshakable. As we look forward, we are poised to continue our journey of progress and value creation.

Disclaimer: This communication contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those projected due to various factors. Readers are cautioned not to place undue reliance on these forward-looking statements.

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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Sean Rae Zalewski certify that:

1. I have reviewed this Disclosure Statement for Sidney Resources Corporation;
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 12, 2023 [Date]

/s/SEAN RAE ZALEWSKI [CEO's Signature]

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

Principal Financial Officer:

I, Daniel S Hally certify that:

1. I have reviewed this Disclosure Statement for Sidney Resources Corporation;
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 12, 2023 [Date]

/s/DANIEL S HALLY [CFO's Signature]

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