

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

ALZEX NEUROPHARMA INC. (FORMERLY “TRINITY RESOURCES, INC”)

8275 S. Eastern Avenue, Suite 200-168
Las Vegas, NV 89123

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SIC: 213114

Amended Quarterly Report

For the period ending JUNE 30, 2023 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,505,268 as of June 30, 2023

1,505,268 as of March 31, 2023

1,505,268 as of December 31, 2022

1,505,268 as of December 31, 2021

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 Control¹ of the company has occurred over this reporting period:

¹ “Change in Control” shall mean any events resulting in:

- (i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

Yes: ☐ No: ☒

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

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.

ALZEX NEUROPHARMA, INC.
8275 S. Eastern Avenue, Suite 200-168
Las Vegas, NV 89123

Formerly Trinity Resources Inc. until 08-10-2022
Formerly Trulan Resources Inc. until 08-06-2015
Formerly Hire International Inc. until 10-15-2012

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):

Company was incorporated on March 11, 1971 in the State of Delaware. The Company filed Articles of Domestication in the State of Nevada on October 26, 2022, and a Certificate of Conversion with the State of Delaware on September 1, 2023, and is currently active in the state of Nevada.

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:

On June 30, 2022, the Company entered into an asset purchase agreement to purchase the assets and intellectual property of Alzex Biomedical Group Inc. ("Alzex Bio"), a company incorporated under the laws of the Province of British Columbia, Canada. The purchase price was 10,000,000 restricted shares of our Series A and Series B Convertible Preferred Stock, which were subsequently issued on August 5, 2022. The Company will also advance the sum of \$150,000 to Alzex Bio to be disbursed with mutual agreement for settlement of certain outstanding liabilities of Alzex Bio as well as to further secure, and refile where warranted, additional patent protection covering the intellectual property. Under the terms of the asset purchase agreement, the shareholders of the Company's Series A and Series B Convertible Preferred Stock will retain security over the intellectual property until we have successfully raised the first five million dollars (\$5,000,000 USD) for deployment towards the clinical development of the acquired Alzex Bio assets, at which point the preferred shares will automatically convert to common shares.

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

8275 S. Eastern Avenue, Suite 200-168, Las Vegas, NV 89123

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

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

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

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

(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.

2) Security Information

Transfer Agent

Name: Transhare Corporation
Phone: 303-662-1112
Email: jliu@transhare.com
Address: Bayside Center 1, 17755 US Highway 19N, Suite 140, Clearwater, FL 33764

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>TRRI</u>	
Exact title and class of securities outstanding:	<u>COMMON STOCK</u>	
CUSIP:	<u>89656L 103</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>500,000,000</u>	as of date: <u>06-30-2023</u>
Total shares outstanding:	<u>1,505,268</u>	as of date: <u>06-30-2023</u>
Total number of shareholders of record:	<u>72</u>	as of date: <u>06-30-2023</u>

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

None

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 securities outstanding:	<u>PREFERRED STOCK SERIES A</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>20,000,000</u>	as of date: <u>06-30-2023</u>
Total shares outstanding:	<u>10,000,000</u>	as of date: <u>06-30-2023</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>06-30-2023</u>

Exact title and class of securities outstanding:	<u>PREFERRED STOCK SERIES B</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>50,000,000</u>	as of date: <u>06-30-2023</u>
Total shares outstanding:	<u>20,000,000</u>	as of date: <u>06-30-2023</u>
Total number of shareholders of record:	<u>10</u>	as of date: <u>06-30-2023</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 Corporation is authorized to issue up to 500,000,000 of Common Stock. The par value of each share is set at \$0.00001. Each share is granted one vote in all matters submitted to a vote of common stockholders.

- The holders of shares of Common Stock shall be entitled to one vote for each share held with respect to all matters voted on by the stockholders of the Corporation.
- Subject to the prior and superior right of the Preferred Stock upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Stock shall be entitled to receive that portion of the remaining funds to be distributed. Such funds to be paid to the holders of Common Stock shall be paid to the holders of Common Stock on the basis of the number of shares of Common Stock held by each of them.
- Dividends may be paid on the Common Stock as and when declared by the Board of Directors.

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

The Corporation is authorized to issue up to 20,000,000 in Preferred Series A Stock. The par value of each stock is set at \$0.00001. Each share is granted one vote in all matters submitted to a vote of common stockholders.

- **Authorized Shares.** The following language reflects the rights and preferences of our Series A Preferred Stock as discussed in our organizational document filed with the Nevada Secretary of State on October 26, 2022: The shares of the series of preferred stock are authorized, and shall be designated "Series A Convertible Preferred Stock" (the "Series A Convertible Preferred Stock"). The total number of authorized shares constituting the Series A Convertible Preferred Stock shall be 20,000,000 shares. The number of shares constituting this series of preferred stock of the Corporation may be increased or decreased at any time, from time to time, in accordance with applicable law up to the maximum number of shares of preferred stock authorized under the Articles, less all shares at the time authorized of any other series of preferred stock of the Corporation; provided, however, that no decrease shall reduce the number of shares of this series to a number less than that of the then-outstanding shares of Series A Convertible Preferred Stock. The stated par value of the Series A Convertible Preferred Stock shall be \$0.00001 per share. Shares of the Series A Convertible Preferred Stock shall be dated the date of issue.
- **Dividend Rights.** The holders of shares of Series A Convertible Preferred Stock shall not be entitled to receive any dividends.
- **Liquidation Rights.** The holders of shares of Series A Convertible Preferred Stock shall have priority rights on liquidation up to a maximum of fifty cents (\$0.50 USD) per share.
- **Voting Rights.** The holders of Series A Convertible Preferred Stock shall not be entitled to (a) any voting rights with respect to the Series A Convertible Preferred Stock or (b) notice of any meeting of the shareholders of the Corporation, except in each case to the extent specifically required by Delaware law.
- **Conversion Rights.** The holders of Series A Convertible Preferred Stock may convert their shares at a one-for-one (1:1) basis at any time into common stock. These Series A Convertible Preferred Stock shares will mature 10 years after the date of original issuance. Any holder of shares of Series A Convertible Preferred Stock desiring to convert any portion thereof into shares of Common Stock

- shall give written notice that such holder elects to convert a stated number of Series A Convertible Preferred Stock into Common Stock (the "Conversion Notice") and shall surrender each certificate representing the Series A Convertible Preferred Stock to be converted, duly executed in favor of the Corporation or in blank accompanied by proper instruments of transfer, at the principal business office of the Corporation (or at such other place as may be designated by Corporation). The Conversion Notice shall set forth the name or names (with the address or addresses) in which the certificate or certificates for shares of the Common Stock shall be issued. To the extent permitted by law, the conversion of the Series A Convertible Preferred Stock pursuant to this section into Common Stock shall be deemed to have been effected immediately prior to the close of business on the date on which all the conditions of this section have been satisfied, and at such time the rights of the holder of such shares of Series A Convertible Preferred Stock so converted shall cease, and the person or persons in whose name any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the share of Common Stock represented thereby. The date on which the conversion of the Series A Convertible Preferred Stock pursuant to this section into Common Stock shall be deemed to have been effected is hereinafter referred to as the "Effective Conversion Date". Except as otherwise provided herein, no payment or adjustment shall be made in respect of the Common Stock delivered upon conversion of the Series A Convertible Preferred Stock. As soon as practicable after the Effective Conversion Date, the Corporation shall issue and deliver, or cause to be issued and delivered, to the converting holder a certificate or certificates for the number of whole shares of Common Stock issuable by reason of the conversion of such shares of Series A Convertible Preferred Stock, registered in such name or names and such denominations as the converting holder has specified, subject to compliance with applicable laws to the extent such designation shall involve a transfer. In case the number of shares of Series A Convertible Preferred Stock represented by the certificate or certificates surrendered for conversion pursuant to this section exceeds the number of shares converted, the Corporation shall, upon such conversion, execute and deliver to the holder thereof a new certificate for the number of shares of Series A Convertible Preferred Stock represented by the certificate or certificates surrendered that are not to be converted. The Corporation shall at all times reserve and keep available out of its authorized and unissued shares of Common Stock, such number of shares of its Common Stock as shall from time to time be sufficient to effect the conversion of all shares of the Series A Convertible Preferred Stock from time to time outstanding, but shares of Common Stock held in the treasury of the Corporation may, at the discretion of the Corporation, be delivered upon any conversion of the Series A Convertible Preferred Stock.
- Piggyback Registration Rights.** If at any time the Company shall determine to prepare and file with the U.S. Securities and Exchange Commission a registration statement relating to an offering for its account or the account of others under the Securities Act of any of its equity securities, other than on Form S-4 or Form S-8 (each as promulgated under the Securities Act), or their then equivalents relating to equity securities to be issued solely in connection with any acquisition of any entity or business or equity securities issuable in connection with the stock option or other employee benefit plans, the Company shall send to the Holder a written notice of such determination and if, within 15 calendar days after the date of such notice, the Holder (or any permitted successor or assign) shall so request in writing, the Company shall include in such registration statement all or any part of the Series A Preferred Convertible shares that such Holder requests to be registered.

The Corporation is authorized to distribute up to 50,000,000 in Preferred Series B Stock. The par value of each stock is set at \$0.00001. Each share is granted one vote in all matters submitted to a vote of common stockholders.

- Authorized Shares.** The following language reflects the rights and preferences of our Series B Preferred Stock as discussed in our organizational document filed with the Nevada Secretary of State on October 26, 2022: The shares of the series of preferred stock are hereby created and authorized, and shall be designated “Series B Convertible Preferred Stock” (the “Series B Convertible Preferred Stock”). The total number of authorized shares constituting the Series B Convertible Preferred Stock shall be 50,000,000 shares. The number of shares constituting this series of preferred stock of the Corporation may be increased or decreased at any time, from time to time, in accordance with applicable law up to the maximum number of shares of preferred stock authorized under the Articles, less all shares at the time authorized of any other series of preferred stock of the Corporation; provided, however, that no decrease shall reduce the number of shares of this series to a number less than that of the then-outstanding shares of Series B Convertible Preferred Stock. The stated par value of the Series B Convertible Preferred Stock shall be \$0.00001 per share. Shares of the Series B Convertible Preferred Stock shall be dated the date of issue.
- Dividend Rights.** The holders of shares of Series B Convertible Preferred Stock shall not be entitled to receive any dividends.
- Liquidation Rights.** The holders of shares of Series B Convertible Preferred Stock shall not have any liquidation rights.
- Voting Rights.** The holders of Series B Convertible Preferred Stock shall not be entitled to (a) any voting rights with respect to the Series B Convertible Preferred Stock or (b) notice of any meeting of the shareholders of the Corporation, except in each case to the extent specifically required by Delaware law.

- **Conversion Rights.** At any time and from time to time after the issuance of the Series B Convertible Preferred Stock, any holder thereof may convert any or all of the shares of Series B Convertible Preferred Stock held by such holder at the ratio of one (1) share of Common Stock for every one (1) share of Series B Convertible Preferred Stock converted (the “Conversion Rate”), provided, however, the Company shall not effect any conversion of the Series B Convertible Preferred Stock or any other preferred stock or warrant held by a holder of Series B Convertible Preferred Stock (a “Holder”), and no such Holder shall have the right to convert any Series B Convertible Preferred Stock or any other preferred stock or warrant held by such Holder, to the extent that after giving effect to such conversion, the beneficial owner of such shares (together with such beneficial owner’s affiliates) would beneficially own in excess of 4.9% of the shares of the Common Stock outstanding immediately after giving effect to such conversion or exercise. For purposes of the foregoing sentence, the aggregate number of shares of Common Stock beneficially owned by a beneficial owner of Series B Convertible Preferred Stock held by such beneficial owner and its affiliates shall include the number of shares of Common Stock issuable upon conversion of the Series B Convertible Preferred Stock, any other preferred stock and warrant held by such Holder with respect to which the determination of such sentence is being made, but shall exclude shares of Common Stock which would be issuable upon (i) conversion of the remaining, nonconverted Series B Convertible Preferred Stock beneficially owned by such beneficial owner and its affiliates and (ii) exercise or conversion of the unexercised or unconverted portion of any other securities of the Company beneficially owned by such beneficial owner and its affiliates (including, without limitation, any convertible notes or convertible preferred stock or warrants) subject to a limitation on conversion or exercise analogous to the limitation contained herein. Except as set forth in the preceding sentence, for purposes of this paragraph, beneficial ownership shall be calculated in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended. For purposes of this section, in determining the number of outstanding shares of Common Stock a Holder may rely on the number of outstanding shares of Common Stock as reflected in (1) the Company’s most recent quarterly or annual report or other public filing with the Securities and Exchange Commission or OTC Markets, as the case may be, (2) a more recent public announcement by the Company or (3) any other notice by the Company or its transfer agent setting forth the number of shares of Common Stock outstanding. For any reason at any time, upon the written or oral request of any Holder, the Company shall within two business days confirm orally and in writing to any such Holder the number of shares of Common Stock then outstanding. In any case, the number of outstanding shares of Common Stock shall be determined after giving effect to the conversion or exercise of securities of the Company, including the Series B Convertible Preferred Stock, any other preferred stock and warrant held by a Holder, by such Holder and its affiliates since the date as of which such number of outstanding shares of Common Stock was reported. These Series B Convertible Preferred Stock shares will mature 15 years after the date of original issuance. Any holder of shares of Series B Convertible Preferred Stock desiring to convert any portion thereof into shares of Common Stock shall give written notice that such holder elects to convert a stated number of Series B Convertible Preferred Stock into Common Stock (the “Conversion Notice”) and shall surrender each certificate representing the Series B Convertible Preferred Stock to be converted, duly executed in favor of the Corporation or in blank accompanied by proper instruments of transfer, at the principal business office of the Corporation (or at such other place as may be designated by Corporation). The Conversion Notice shall set forth the name or names (with the address or addresses) in which the certificate or certificates for shares of the Common Stock shall be issued. To the extent permitted by law, the conversion of the Series B Convertible Preferred Stock pursuant to this section into Common Stock shall be deemed to have been effected immediately prior to the close of business on the date on which all the conditions of this section have been satisfied, and at such time the rights of the holder of such shares of Series B Convertible Preferred Stock so converted shall cease, and the person or persons in whose name any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the share of Common Stock represented thereby. The date on which the conversion of the

Series B Convertible Preferred Stock pursuant to this section into Common Stock shall be deemed to have been effected is hereinafter referred to as the "Effective Conversion Date". Except as otherwise provided herein, no payment or adjustment shall be made in respect of the Common Stock delivered upon conversion of the Series B Convertible Preferred Stock. As soon as practicable after the Effective Conversion Date, the Corporation shall issue and deliver, or cause to be issued and delivered, to the converting holder a certificate or certificates for the number of whole shares of Common Stock issuable by reason of the conversion of such shares of Series B Convertible Preferred Stock, registered in such name or names and such denominations as the converting holder has specified, subject to compliance with applicable laws to the extent such designation shall involve a transfer. In case the number of shares of Series B Convertible Preferred Stock represented by the certificate or certificates surrendered for conversion pursuant to this section exceeds the number of shares converted, the Corporation shall, upon such conversion, execute and deliver to the holder thereof a new certificate for the number of shares of Series B Convertible Preferred Stock represented by the certificate or certificates surrendered that are not to be converted. The Corporation shall at all times reserve and keep available out of its authorized and unissued shares of Common Stock, such number of shares of its Common Stock as shall from time to time be sufficient to effect the conversion of all shares of the Series B Convertible Preferred Stock from time to time outstanding, but shares of Common Stock held in the treasury of the Corporation may, at the discretion of the Corporation, be delivered upon any conversion of the Series B Convertible Preferred Stock.

- **Piggyback Registration Rights.** If at any time the Company shall determine to prepare and file with the U.S. Securities and Exchange Commission a registration statement relating to an offering for its account or the account of others under the Securities Act of any of its equity securities, other than on Form S-4 or Form S-8 (each as promulgated under the Securities Act), or their then equivalents relating to equity securities to be issued solely in connection with any acquisition of any entity or business or equity securities issuable in connection with the stock option or other employee benefit plans, the Company shall send to the Holder a written notice of such determination and if, within 15 calendar days after the date of such notice, the Holder (or any permitted successor or assign) shall so request in writing, the Company shall include in such registration statement all or any part of the Series A Preferred Convertible shares that such Holder requests to be registered.

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

NONE

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: Opening Balance Date <u>December 31, 2020</u> Common: <u>1,505,268</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>8/5/2022</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Series A Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Alzex Biomedical Group Inc. (Fabrice Heitzmann is the control person)</u>	<u>Purchase of Assets</u>	<u>Restricted</u>	<u>Regulation S</u>
<u>8/5/2022</u>	<u>New Issuance</u>	<u>6,000,000</u>	<u>Series B Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Twilight Capital Inc. (Nikolas Perrault is the control person)</u>	<u>Purchase of Assets</u>	<u>Restricted</u>	<u>Regulation S</u>
<u>8/5/2022</u>	<u>New Issuance</u>	<u>1,750,000</u>	<u>Series B Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Francis Marsais</u>	<u>Purchase of Assets</u>	<u>Restricted</u>	<u>Regulation S</u>
<u>8/5/2022</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Series B Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Vincent Levacher</u>	<u>Purchase of Assets</u>	<u>Restricted</u>	<u>Regulation S</u>
<u>8/5/2022</u>	<u>New Issuance</u>	<u>1,725,000</u>	<u>Series B Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Christophe Clement</u>	<u>Purchase of Assets</u>	<u>Restricted</u>	<u>Regulation S</u>
<u>8/5/2022</u>	<u>New Issuance</u>	<u>1,725,000</u>	<u>Series B Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Fabrice Heitzmann</u>	<u>Purchase of Assets</u>	<u>Restricted</u>	<u>Regulation S</u>
<u>8/5/2022</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Series B Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Solstar Pharma</u>	<u>Purchase of Assets</u>	<u>Restricted</u>	<u>Regulation S</u>
<u>8/5/2022</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Series B Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Fern Turner</u>	<u>Purchase of Assets</u>	<u>Restricted</u>	<u>Regulation S</u>
<u>8/5/2022</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Series B Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Patrick Barnabe</u>	<u>Purchase of Assets</u>	<u>Restricted</u>	<u>Regulation S</u>
<u>8/5/2022</u>	<u>New Issuance</u>	<u>2,750,000</u>	<u>Series B Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Massimiliano Arella</u>	<u>Purchase of Assets</u>	<u>Restricted</u>	<u>Regulation S</u>
<u>8/5/2022</u>	<u>New Issuance</u>	<u>2,750,000</u>	<u>Series B Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Keith Henderson</u>	<u>Purchase of Assets</u>	<u>Restricted</u>	<u>Regulation S</u>

Shares Outstanding on Date of This Report: <u>Ending Balance</u> Date <u>June 30, 2023</u> Common: <u>1,505,268</u> Preferred: <u>30,000,000</u>	
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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 December 31, 2022 pursuant to the tabular format above.

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

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.)
<u>1/20/2022</u>	<u>112,500</u>	<u>112,500</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A – Not Convertible</u>	<u>Robert Rosner</u>	<u>Loan</u>
<u>1/20/2022</u>	<u>63,000</u>	<u>63,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A – Not Convertible</u>	<u>1409792 Ontario Ltd. (Christopher Malone is the beneficial owner)</u>	<u>Loan</u>
<u>5/03/2022</u>	<u>97,472</u>	<u>89,900</u>	<u>7,572</u>	<u>N/A⁽¹⁾</u>	<u>N/A – Not Convertible</u>	<u>Twilight Capital Inc. (Nikolas Perrault is the beneficial owner)</u>	<u>Loan</u>

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

- (1) The loan agreement is for advances for up to \$200,000, of which \$89,000 has been advanced. Interest accrues at an annual rate of 8% from and including the Date of Advance on the amount outstanding. The repayment term is the earlier of the day the Borrower receives funds from its next financing or the day that is six (6) months (Nov 2, 2022) from the execution of this agreement.

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")

On June 30, 2022, the Company entered into an asset purchase agreement to purchase the assets and intellectual property of Alzex Biomedical Group Inc. ("Alzex Bio"), a company incorporated under the laws of the Province of British Columbia, Canada. The purchase price was 10,000,000 restricted shares of our Series A and Series B Convertible Preferred Stock, which were subsequently issued on August 5, 2022. The Company will also advance the sum of \$150,000 to Alzex Bio to be disbursed with mutual agreement for settlement of certain outstanding liabilities of Alzex Bio as well as to further secure, and refile where warranted, additional patent protection covering the intellectual property. Under the terms of the asset purchase agreement, the shareholders of the Company's Series A and Series B Convertible Preferred Stock will retain security over the intellectual property until we have successfully raised the

first five million dollars (\$5,000,000 USD) for deployment towards the clinical development of the acquired Alzex Bio assets, at which point the preferred shares will automatically convert to common shares.

On August 10, 2022, the Company filed a Certificate of Amendment with the Delaware Secretary of State changing its name from Trinity Resources Inc. to Alzex Neuropharma Inc.

On October 26, 2022, the Company filed Articles of Domestication with the Nevada Secretary of State effectively re-domiciling the Company to Nevada, and a Certificate of Conversion with the State of Delaware on September 1, 2023, and is currently active in the state of Nevada.

On December 16, 2022, the Company announced it has applied for name and symbol change to reflect its new name of ALZEX NEUROPHARMA INC. and is awaiting final approval from FINRA of its Corporate Action.

Alzex Neuropharma Inc. is an emerging biopharmaceutical company which, after acquiring the assets of Alzex Bio, a Canadian research and development company including a general patent (Wo2006/103120) which has been granted by The Patent Cooperation Treaty (PCT), an international patent law treaty with more than 157 Contracting States including the European Union, United States, United Kingdom and Israel is planning, upon securing sufficient funding, to continue research and development targeting innovative treatments of brain diseases. This will be spearheaded by development team members from Alzex Bio and in collaboration with partnerships including INSA (Institut National des Sciences Appliquées) a major French academic engineering and research institute, and the French biotech Seabud to ensure the chemical development of its new drugs currently dedicated to the symptomatic treatment of Alzheimer's Disease but can be applied to other neurological diseases due to its platform technology.

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

NONE

C. Describe the issuers' principal products or services.

Alzex Neuropharma Inc. is an emerging biopharmaceutical company which, after acquiring the assets of Alzex Bio, a Canadian research and development company including a general patent (Wo2006/103120) which has been granted by The Patent Cooperation Treaty (PCT), an international patent law treaty with more than 157 Contracting States including the European Union, United States, United Kingdom and Israel is planning, upon securing sufficient funding, to continue research and development targeting innovative treatments of brain diseases. This will be spearheaded by development team members from Alzex Bio and in collaboration with partnerships including INSA (Institut National des Sciences Appliquées) a major French academic engineering and research institute, and the French biotech Seabud to ensure the chemical development of its new drugs currently dedicated to the symptomatic treatment of Alzheimer's Disease but can be applied to other neurological diseases due to its platform technology.

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.

The Company maintains its corporate identity via a virtual office address lease agreement at Viewpoint Executive Suites 8275 South Eastern Avenue, Las Vegas, NV 89123.

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 issuer's securities including 5% holders of Series A and Series B Preferred, 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
Robert Rosner	CEO, Director, Secretary Treasurer	Beverly Hills, CA	1,067,810	Common	70.9%	
Christopher Malone	CFO, Director	Aurora, Canada	0	N/A	0%	
Alzex Biomedical Group Inc.	5% holder	Vancouver, BC Canada	10,000,000	Preferred Series A	100%	Fabrice Heitzmann
Twilight Capital Inc.	5% holder	Montreal, QC Canada	6,000,000	Preferred Series B	60%	Nikolas Perrault
Keith Henderson	5% holder	West Vancouver, BC Canada	2,750,000	Preferred Series B	13.75%	
Massimiliano Arella	5% holder	Laval, QC Canada	2,750,000	Preferred Series B	13.75%	
Francis Marsais	5% holder	Mont Saint Aignan, France	1,750,000	Preferred Series B	8.75%	
Christophe Clement	5% holder	Dijon, France	1,725,000	Preferred Series B	8.625%	
Frabrice Heitzmann	5% holder	Sceaux, France	1,725,000	Preferred Series B	8.625%	
Patrick Barnabe	5% holder	Chelsea, QC Canada	1,500,000	Preferred Series B	7.5%	
Fern Turner	5% holder	Kelowna, BC Canada	1,000,000	Preferred Series B	5%	

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: Branden Burningham
Firm: Burningham Law Group
Address 1: P.O. Box 521844
Address 2: Salt Lake City, UT 84152-1844
Phone: (385) 355-5189
Email: btb@burninglaw.com

Accountant or Auditor

Name: Olayinka Oyebola
Firm: Olayinka Oyebola & Co.
Address 1: 2nd Floor, Nurses House, PC 43 Churchgate Street
Address 2: Victoria Island, Lagos, Nigeria
Phone: 0803 333 8600
Email: yinka@olayinkaobeyola.com

Investor Relations

Name: _____
Firm: _____

Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

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

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)²:

Name: Christopher Malone
Title: CFO
Relationship to Issuer: CFO

Describe the qualifications of the person or persons who prepared the financial statements: CPA,CMA

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

² 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.

Important Notes:

- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

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, Robert Rosner, certify that:

1. I have reviewed this Disclosure Statement for Trinity Resources Inc.;
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.

September 7 2023 [Date]

/s/Robert Rosner [CEO's Signature]

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

Principal Financial Officer:

I, Christopher Malone, certify that:

1. I have reviewed this Disclosure Statement for Trinity Resources Inc.;
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.

September 7, 2023 [Date]

/s/Christopher Malone [CFO's Signature]

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

ALZEX NEUROPHARMA INC. (FORMERLY “TRINITY RESOURCES, INC”)**BALANCE SHEETS***Unaudited*

	<u>June 30, 2023</u>	<u>December 31, 2022</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 40	\$ 1,020
Accounts receivable, net of allowances	6,338	13,255
Prepaid expenses	917	5,042
Total current assets	<u>7,295</u>	<u>19,317</u>
Intangible assets	300	300
TOTAL ASSETS	<u>\$ 7,595</u>	<u>\$ 19,617</u>
 LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 40,392	\$ 4,783
Loans payable	97,472	91,202
Due to Director/Officer	213,034	141,715
TOTAL LIABILITIES	<u>350,898</u>	<u>237,700</u>
Stockholders' deficit:		
Preferred stock, \$0.0001 par value, 70,000,000 authorized; 30,000,000 issued	300	-
Common stock, \$0.0001 par value, 500,000,000 authorized; 1,505,268 and 1,505,268 issued and outstanding as of June 30,2023	15	15
Additional paid in capital	770,921	770,921
Accumulated deficit	<u>(1,114,539)</u>	<u>(989,319)</u>
Total stockholders' deficit	<u>(343,303)</u>	<u>(218,383)</u>
TOTAL LIABILITIES AND STOCKHOLDER'S DEFICIT	<u>\$ 7,595</u>	<u>\$ 19,317</u>

The accompanying notes are an integral part of these unaudited consolidated financial statements

ALZEX NEUROPHARMA INC. (FORMERLY “TRINITY RESOURCES, INC”)**STATEMENTS OF OPERATIONS****Unaudited**

	Three Months Ended June 30, 2023	Three Months Ended June 30, 2022	Six Months Ended June 30, 2023	Six Months Ended June 30, 2022
Operating expenses:				
General and administrative expenses	41,626	34,029	121,654	68,933
Total operating expenses	<u>(41,626)</u>	<u>(34,029)</u>	<u>(121,654)</u>	<u>(68,933)</u>
Loss from operations	(41,626)	(34,029)	(121,654)	(68,933)
Other income (expense):				
Interest expense	(1,793)	-	(3,566)	-
Write-off of convertible debenture	-	-	-	-
Total other income (expense)	<u>(1,793)</u>	<u>-</u>	<u>(3,566)</u>	<u>-</u>
Income before income taxes	(43,419)	(34,029)	(125,220)	(68,933)
Income taxes	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net income (loss)	<u>\$ (43,419)</u>	<u>\$ (34,029)</u>	<u>\$ (125,220)</u>	<u>\$ (68,933)</u>

The accompanying notes are an integral part of these unaudited consolidated financial statements

ALZEX NEUROPHARMA INC. (FORMERLY “TRINITY RESOURCES, INC”)

STATEMENTS OF STOCKHOLDERS' EQUITY

Unaudited

	Common Stock			Preferred Stock			Other Comprehensive Income	Treasury Stock	Retained Earnings	Total
	Shares	Amount	Additional Paid in Capital	Shares	Amount	Additional Paid in Capital				
Balance, December 31, 2020	1,505,268	15	770,921	-	-	-	-	-	(845,604)	(74,668)
Net loss	-	\$ -	\$ -	-	\$ -	\$ -	\$ -	\$ -	\$ 21,980	21,980
Balance, December 31, 2021	1,505,268	15	770,921	-	-	-	-	-	(823,624)	(52,688)
Shares issued for asset acquisition	-	\$ -	\$ -	30,000,000	\$ 300	\$ -	\$ -	\$ -	\$ -	300
Net loss	-	\$ -	\$ -	-	\$ -	\$ -	\$ -	\$ -	\$ (165,695)	(165,695)
Balance, December 31, 2022	1,505,268	\$ 15	\$ 770,921	30,000,000	\$ 300	\$ -	\$ -	\$ -	\$ (989,319)	\$(218,083)
Net loss	-	\$ -	\$ -	-	\$ -	\$ -	\$ -	\$ -	\$ (81,801)	(81,801)
Balance, March 31, 2023	1,505,268	15	770,921	30,000,000	300	-	-	-	(1,071,120)	(299,884)
Net loss	-	\$ -	\$ -	-	\$ -	\$ -	\$ -	\$ -	\$ (43,419)	(43,419)
Balance, June 30, 2023	1,505,268	15	770,921	30,000,000	300	-	-	-	(1,114,539)	(343,303)

The accompanying notes are an integral part of these unaudited financial statements

ALZEX NEUROPHARMA INC. (FORMERLY “TRINITY RESOURCES, INC”)**STATEMENTS OF CASH FLOWS***Unaudited*

	Six Months Ended June 30, 2023	Six Months Ended June 30, 2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (125,220)	\$ (68,933)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Write-off of convertible debenture	-	-
Depreciation and amortization	-	-
Bad debt	-	-
Accrued loan interest	1,773	
Changes in operating assets and liabilities:		
Accounts receivable	6,917	
Intangible assets	-	
Prepaid expenses	4,125	
Accounts payable and accrued expenses	35,609	(346)
Notes Payable		61,000
Due to Director/Officer	71,319	9,957
Net cash provided by (used in) operating activities	(5,477)	1,678
CASH FLOWS FROM FINANCING ACTIVITIES:		
Debt forgiveness	-	-
Loan advances	4,497	-
Net cash provided by financing activities	4,497	-
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(980)	1,678
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	1,020	219
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 40	\$ 1,897

The accompanying notes are an integral part of these unaudited financial statements

ALZEX NEUROPHARMA INC. (FORMERLY “TRINITY RESOURCES, INC.”)

NOTES TO THE FINANCIAL STATEMENTS

(All figures stated in United States Dollars)

NOTE 1 – NATURE OF OPERATIONS

Alzex Neuropharma Inc. (Formerly “Trinity Resources, Inc.”) (“we,” “our,” “us,” or “Alzex”) was incorporated in the state provider of Delaware on March 11th, 1971. Operating as Hire International, Inc. up until September 30, 2012 we were a global of human resource solutions offering direct placement recruiting in a variety of fields, contingent staffing, employee benefits management and employee leasing.

On October 15, 2012, the Company changed its name from Hire International, Inc. to Trulan Resources Inc. Also in October 2012, we commenced operations in the field of natural resource mineral property acquisitions and exploration throughout North, Central, and South America.

On August 6, 2015, the Company changed its name from Trulan Resources Inc. to Trinity Resources Inc.

On June 30, 2022, the Company entered into an asset purchase agreement to purchase the assets and intellectual property of Alzex Biomedical Group Inc. (“Alzex Bio”), a company incorporated under the laws of the Province of British Columbia, Canada. The purchase price was 10,000,000 restricted shares of our Series A and Series B Convertible Preferred Stock. The Company will also advance the sum of \$150,000 to Alzex Bio to be disbursed with mutual agreement for settlement of certain outstanding liabilities of Alzex Bio as well as to further secure, and refile where warranted, additional patent protection covering the intellectual property. Under the terms of the asset purchase agreement, the shareholders of the Company’s Series A and Series B Convertible Preferred Stock will retain security over the intellectual property until we have successfully raised the first five million dollars (\$5,000,000 USD) for deployment towards the clinical development of the acquired Alzex Bio assets, at which point the preferred shares will automatically convert to common shares.

On August 5, 2022, we issued 10,000,000 Series A convertible preferred shares and 20,000,000 Series B convertible preferred shares (collectively known as the “Alzex Convertible Preferred Shares”) at par value at \$0.00001 per share as part of the purchase price of the Alzex Acquisition.

On August 10, 2022, the Company filed a Certificate of Amendment with the Delaware Secretary of State changing its name from Trinity Resources Inc. to Alzex Neuropharma Inc.

On October 26, 2022, the Company filed Articles of Domestication with the Nevada Secretary of State effectively re-domiciling the Company to Nevada, and a Certificate of Conversion with the State of Delaware on September 1, 2023, and is currently active in the state of Nevada.

NOTE 2 – LIQUIDITY AND GOING CONCERN

Our financial statements have been prepared on a going concern basis which assumes we will be able to meet our obligations and continue our operations during the next fiscal year. Asset realization values may be significantly different from carrying values as shown in our financial statements and do not give effect to adjustments that would be necessary to the carrying values of assets and liabilities should we be unable to continue as a going concern.

As shown in the accompanying financial statements, we incurred a net loss of (\$165,695) and (\$21,980) during the fiscal year ended December 31, 2022 and 2021, respectively. In addition, we have an accumulated deficit at December 31, 2022 of (\$989,319). We expect to incur further losses near-term in the development of our business, all of which casts substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern depends on our ability to generate future profits and/or obtain the necessary financing to meet our obligations arising from normal business operations when they come due. We anticipate that additional funding will be in the form of convertible debt financings or equity

financings from the sale of our common stock. We may also seek to obtain loans from officers, directors or significant shareholders.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation:

The accompanying financial statements of Alzex Neuropharma Inc. (formerly Trinity Resources Inc.) as of June 30, 2023 and December 31, 2022, respectively, are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America.

The results of the periods presented in these financial statements are not necessarily indicative of the results that may be expected for any future period. While management believes that these financial statements are a fair presentation of the economic results of operations and financial condition of the consolidated companies, the financial statements are unaudited. Therefore, it is the opinion of management that an audit would require adjustments to these financial statements and that these adjustments may or may not be material to the presentation in substance and form.

Reclassifications

Certain reclassifications have been made to our prior year financial statements to confirm to our current year presentation. These reclassifications had no effect on our previously reported results of operations or accumulated deficit.

Cash and Cash Equivalents

We consider all amounts on deposit with financial institutions and highly liquid investments with an original maturity of three months or less to be cash equivalents.

Concentrations of Credit Risk

Our financial instruments which potentially subject us to credit risk are our cash and cash equivalents. We maintain our cash and cash equivalents at reputable financial institutions and currently, we are not exposed to significant credit risk.

Fair Value of Financial Instruments

We value our financial assets and liabilities using fair value measurements. Our financial instruments primarily consist of cash and cash equivalents, accounts payable, accrued liabilities and amounts due to related parties. Fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The carrying amount of cash and cash equivalents, accounts payable, accrued liabilities and amounts due to related parties approximates fair value because of the short term nature of these financial instruments.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of expenses during the periods presented.

We make our estimate of the ultimate outcome for these items based on historical trends and other information available when the financial statements are prepared. Changes in estimates are recognized in accordance with the accounting rules for the estimate, which is typically in the period when the new information becomes available.

We believe that our significant estimates, assumptions and judgments are reasonable, based upon information available at the time they were made. Actual results could differ from these estimates, making it possible that a change in these estimates could occur in the near term.

Impairment of Long-lived Assets

We continually monitor events and changes in circumstances that could indicate that our carrying amounts of long-lived assets, including mineral rights, may not be recoverable. When such events or changes in circumstances occur, we assess the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through their undiscounted future cash flows. If the future undiscounted cash flows are less than the carrying amount of these assets, we recognize an impairment loss based on the excess of the carrying amount over the fair value of the assets.

Income Taxes

We account for income taxes through the use of the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, and for income tax carry-forwards. A valuation allowance is recorded to the extent that we cannot conclude that realization of deferred tax assets is more likely than not. 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 operations in the period that includes the enactment date.

We follow a two-step approach to recognizing and measuring tax benefits associated with uncertain tax positions taken or expected to be taken in a tax return. The first step is to determine if, based on the technical merits, it is more likely than not that the tax position will be sustained upon examination by a taxing authority, including resolution of any related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement with a taxing authority. We recognize interest and penalties, if any, related to uncertain tax positions in our provision for income taxes in the statements of operations. To date we have not recognized any tax benefits from uncertain tax positions.

Related Party Amounts Due

Amounts due to related parties are classified as current liabilities because the related parties are control persons and have the ability to control the repayment dates of the amounts owed.

Mining Claims / Mineral Rights

We have determined that our mining claims meet the definition of mineral right, as defined by accounting standards, and are tangible assets. As a result, our direct costs to acquire or lease mineral rights are initially capitalized as tangible assets. Mineral rights include costs associated with: leasing or acquiring patented and unpatented mining claims, leasing mineral rights including lease signature bonuses, lease rental payments and advance minimum royalty payments; and options to purchase or lease mineral properties.

If we establish proven and probable reserves for a mineral property and establish that the mineral property can be economically developed, mineral rights will be amortized over the estimated useful life of the property following commencement of commercial production of expensed if it is determined that the mineral property has no future economic value or if the property is sold or abandoned. For mineral rights in which proven and probable reserves have not yet been established, we assess the carrying values for impairment at the end of each reporting period and whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

The net carrying value of our mineral rights represents the fair value at the time the mineral rights were acquired less accumulated depletion and any impairment losses. Proven and probable reserves have not been proven for the mineral rights as of June 30, 2023. No impairment loss was recognized during the periods ended June 30, 2023 and 2022, and mineral rights are net of \$0.00 of impairment losses as of June 30, 2023 and 2022.

Exploration Costs

Mineral exploration costs are expensed as incurred. When it has been determined that it is economically feasible to extract minerals and the permitting process has been initiated, exploration costs incurred to delineate and develop the property are considered pre-commercial production costs and will be capitalized and included as mine development costs in our balance sheets.

Net Loss per Common Share

We compute basic net loss per common share by dividing our net loss attributable to common shareholders by our weighted average-average number of common shares outstanding during the period. Computation of diluted net loss per common shares is similar to our computation of basic net loss per common share except that the numerator is increased to exclude charges which would not have been incurred, and the denominator is increased to include the number of additional common

shares that would have been outstanding (using the if-converted and treasure stock methods) if securities containing potentially dilutive common shares (stock options and convertible debt) had been converted to common shares, and if such assumed conversion is dilutive.

All potential common shares outstanding have been excluded from diluted net loss per common share because the impact of such inclusion would be anti-dilutive. Our potential common shares outstanding associated with dilutive securities at June 30, 2023 and December 31, 2022 were 30,000,000 and 30,000,000, respectively, and were comprised of shares underlying convertible preferred shares to stockholders.

New Accounting Standards

From time to time, the Financial Accounting Standards Board (“FASB”) or other standards setting bodies issue new accounting pronouncements. Updates to the FASB Accounting Standards Codification are communicated through issuance of an Accounting Standards Update. Unless otherwise discussed, we believe that the impact of recently issued guidance, whether adopted or to be adopted in the future, is not expected to have a material impact on our consolidated financial statements upon adoption.

NOTE 4 – CONVERTIBLE PREFERRED SHARES

10,000,000 Series A convertible preferred shares and 20,000,000 Series B convertible preferred shares or the “Alzex Convertible Preferred Shares” were issued on August 5, 2022, at par value at \$0.00001 per share as part of the purchase price of the Alzex Acquisition.

The shareholders of the Company's Series A and Series B Convertible Preferred Stock may convert their shares at a one-for-one basis at any time into common stock of the Company. These Series A Convertible Preferred Stock shares will mature 10 years after the date of original issuance. These Series B Convertible Preferred Stock shares will mature 15 years after the date of original issuance.

Pursuant to the Alzex Acquisition Transaction, the Alzex Convertible Preferred Shares will be automatically converted into our common shares once we complete the first five million dollars financing (the “Alzex Follow-on Financing”) towards the clinical development of the acquired Alzex assets. This implies the successful completion of the \$5 million Alzex Follow-on Financing is the key incentive for the conversion from preferred shares into common shares of our Company. Prior to the successful completion of the Alzex Follow-on Financing per the asset purchase agreement, the shareholders of the Alzex Convertible Preferred shares still retain the security of the Alzex Assets. As such we assign zero value of the conversion feature of the Alzex Convertible Preferred Shares.

NOTE 5 – RELATED PARTY TRANSACTIONS

The balance due to our Chief Executive Officer at June 30, 2023 was \$137,359 (December 31, 2021 - \$91,715). This balance includes accrued fee of \$112,500 which bears no interest and have no specified repayment terms.

The balance due to our Chief Financial Officer at June 30, 2023 was \$76,000 (December 31, 2022 - \$50,000). This balance includes accrued fee of \$76,000 bears no interest and have no specified repayment terms.

NOTE 6 – LOAN PAYABLE

During May 2022, we have entered into a loan agreement with an arms-length third party (the “Lender”) whereby the Lender agreed to advance up to \$200,000 loan proceeds.

The loan balance shall be payable by us to the Lender on or before the earlier of the day we receive funds from its next financing or November 3, 2022. We shall pay interest at an annual rate of 8% from and including the date of advances made by the lender to us. The interest will be payable at maturity. Loan provider has allowed the loan to extend and is now due on demand.

As of June 30, 2023, the Lender advanced \$89,900 (December 31, 2022 - \$89,900) to us with the balance of accrued interest at \$7,572 (December 31, 2022 - \$2,202).

NOTE 7 – SUBSEQUENT EVENTS

None

NOTE 8 – COMPARATIVE FIGURES

Comparative figures have been reclassified to conform to current year's presentation.