

**DIAMOND LAKE MINERALS, INC.**

8 East Broadway #609  
Salt Lake City Utah 84111

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compliance@diamondlakeminerals.com

## **Quarterly Report**

**For the period ending June 30, 2024 (the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

35,051,816 as of August 9, 2024 (*Current Reporting Period Date or More Recent Date*)

29,851,660 as of December 31, 2023 (*Most Recent Completed Fiscal Year End*)

### **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 Control<sup>1</sup> of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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<sup>1</sup> “Change in Control” shall mean any events resulting in:

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

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

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

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

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

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

- **The Company was incorporated in the State of Utah on January 5, 1954 as “G & L Equipment, Inc.”**
- **On August 10, 1982, the Company changed its name to “G & L Energy, Inc.”**
- **On December 1, 1993 the Company changed its name to “Diamond Lake Minerals, Inc.”**

Current State and Date of Incorporation or Registration: **Utah**

Standing in this jurisdiction: (e.g. active, default, inactive): **Active**

Prior Incorporation Information for the issuer and any predecessors during the past five years:

**N/A.**

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

**None.**

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

**The execution of the Share Exchange and Purchase Agreement between Diamond Lake Minerals and Avrio has been delayed due to a dispute between the parties concerning their respective obligations. It is unknown whether the transaction will be completed at this time. Regardless of the outcome of the dispute, Avrio will not become a subsidiary of the Company because the proposed agreement provides for the Diamond Lake Minerals’ purchase of a 24% ownership stake in Avrio, which falls below the 50% threshold.**

**Diamond Lake Minerals entered into a share exchange agreement with GlobexUS Holdings Corp. ("Horizon Fintex"), involving Horizon Fintex's regulated tokenized-securities exchange, Upstream, a MERJ Exchange market.**

**Upstream’s platform allows investors to directly connect to the exchange with their Upstream trading app, which eliminates the need for stockbroker middlemen. Investors trade in real-time 20 hours a day, 5 days a week with streamlined onboarding and transparent orderbooks where everyone sees level-2 bids and offers. Horizon Fintex’s Ethereum smart contract technologies were designed to prevent**

short selling, stock lending, wash trades, payment for order flow, and other market manipulation techniques.

Under the terms of the agreement, Horizon Fintex issued 1,250 common shares, valued at \$3,000 per share, in exchange for 1,000,000 newly issued common shares in Diamond Lake Minerals. This partnership is designed for mutual benefit, aiming to attract new issuers to list on Upstream, thereby increasing Upstream's trading liquidity and providing economic advantages to the shareholders of both companies. Upstream is the only market seeking to offer investors direct exchange access to primary and dual listed equities.

Diamond Lake Minerals also signed a Cooperation, Marketing, and Referral Agreement with a Horizon Fintex subsidiary. This agreement designates Diamond Lake Minerals as a commercial advisor, responsible for introducing and referring issuers who are seeking to list on Upstream.

DLMI did not invest directly in Upstream. However, they are investing in GlobexUS Holdings Corp., the parent company of Horizon Globex GmbH, which powers Upstream and earns 50% of the listing and trading revenues generated by Upstream.

Address of the issuer's principal executive office:

**8 East Broadway #609  
Salt Lake City, Utah 84111**

Address 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:

## 2) Security Information

### ***Transfer Agent***

**Name: Pacific Stock Transfer Company**

**Phone: (800) 363-9065**

**Email: info@pacificstocktransfer.com**

**Address: 6725 Via Austi Pkwy Suite 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: DLMI**

Exact title and class of securities outstanding: **Common Stock**

CUSIP: **252692207**

Par or stated value: **\$0.001 Par value**

Total shares authorized: **100,000,000 as of date: August 9, 2024**

Total shares outstanding: **35,051,816 as of date: August 9, 2024**

Total number of shareholders of record: **514 as of date: August 9, 2024**

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

**Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

*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 that do not have a trading symbol). 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: **Preferred Stock**

Par or stated value: **\$0.001 Par value**

Total shares authorized: **50,000,000 as of date: August 9, 2024**

Total shares outstanding (if applicable): **0 as of date: August 9, 2024**

Total number of shareholders of record: **0 as of date: August 9, 2024**

*Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.*

**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 has the authority to issue One Hundred Million (100,000,000) shares of common stock, \$.001 par value per share. Each share may vote at one per share. To-date no dividends have been declared or issued.**

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

**The corporation has the authority to issue Fifty Million (50,000,000) shares of preferred stock, par value \$.001 per share. To-date no dividends have been declared or issued. Dividends when declared are cumulative.**

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

Date 12/31/2021.

Common: 6,911,945Preferred: 0

\*Right-click the rows below and select "Insert" to add rows

Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)			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
<u>12/29/22</u>	<u>New Issuance</u>			<u>\$0.002</u>	<u>Yes</u>	<u>Michael Reynolds</u>	<u>Services: Employee Compensation</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/29/22</u>	<u>New Issuance</u>			<u>\$0.002</u>	<u>Yes</u>	<u>Pinnacle Consulting – Robert L. Hymers III</u>	<u>Services: Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>2/14/23</u>	<u>Redemption/ Cancellation</u>			<u>\$0.44</u>	<u>Yes</u>	<u>Steven Riley</u>	<u>Debenture Conversion/ Compensation</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/22/23</u>	<u>New Issuance</u>			<u>\$0.72</u>	<u>Yes</u>	<u>Nando Cesarone</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/22/23</u>	<u>New Issuance</u>			<u>\$0.72</u>	<u>Yes</u>	<u>Dean E Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/22/23</u>	<u>New Issuance</u>			<u>\$0.72</u>	<u>Yes</u>	<u>Nicholas G. Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/22/23</u>	<u>New Issuance</u>			<u>\$0.72</u>	<u>Yes</u>	<u>William Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/22/23</u>	<u>New Issuance</u>			<u>\$0.72</u>	<u>Yes</u>	<u>Tim O'Malley</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/22/23</u>	<u>New Issuance</u>			<u>\$0.72</u>	<u>Yes</u>	<u>Thomas Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/22/23</u>	<u>New Issuance</u>			<u>\$0.001</u>	<u>Yes</u>	<u>Larry Namer</u>	<u>Advisory Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/22/23</u>	<u>New Issuance</u>			<u>\$0.001</u>	<u>Yes</u>	<u>Institutional Media Investments.</u>	<u>Advisory Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>

						<u>Inc – Jon Karas</u>			
<u>10/17/23</u>	<u>New Issuance</u>	<u>6,945</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>James Brock Dewald</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/17/23</u>	<u>New Issuance</u>	<u>6,945</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Christopher Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/17/23</u>	<u>New Issuance</u>	<u>13,899</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>George Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/17/23</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Andrew Fromm</u>	<u>Advisory Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/17/23</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Michael J. Malik, Sr.</u>	<u>Advisory Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/17/23</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Anthony Scaramucci</u>	<u>Advisory Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/17/23</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Brandon Fugal</u>	<u>Advisory Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/20/23</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.35</u>	<u>Yes</u>	<u>Esposito International Enterprises, LLC – Brian J. Esposito</u>	<u>Services: Officer Compensation</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/20/23</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Number of Shares Issued (or cancelled)</u>	<u>Class of Securities</u>	<u>Yes</u>	<u>William Michael Reynolds</u>	<u>Services: Employee Compensation</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/23/23</u>	<u>New Issuance</u>	<u>200,000</u>			<u>Yes</u>	<u>Agnieszka Budzyn</u>	<u>Advisory Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/24/23</u>	<u>New Issuance</u>	<u>69,445</u>	<u>15,000,000</u>	<u>Common</u>	<u>Yes</u>	<u>Jen 2 Capital LLC-Michael Casis</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/24/23</u>	<u>New Issuance</u>	<u>69,444</u>	<u>2,400,000</u>	<u>Common</u>	<u>Yes</u>	<u>Mac 22 Investments LLC- Michael Casis</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/28/23</u>	<u>New Issuance</u>	<u>34,722</u>	<u>(750,000)</u>	<u>Common</u>	<u>Yes</u>	<u>Scott Smith</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/28/23</u>	<u>New Issuance</u>	<u>20,833</u>	<u>69,500</u>	<u>Common</u>	<u>Yes</u>	<u>Thomas Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>11/28/23</u>	<u>New Issuance</u>	<u>13,899</u>	<u>13,899</u>	<u>Common</u>	<u>Yes</u>	<u>Ann Grippe</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/28/23</u>	<u>New Issuance</u>	<u>20,833</u>	<u>13,899</u>	<u>Common</u>	<u>Yes</u>	<u>William Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/28/23</u>	<u>New Issuance</u>	<u>10,417</u>	<u>20,849</u>	<u>Common</u>	<u>Yes</u>	<u>Nicholas Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/28/23</u>	<u>New Issuance</u>	<u>6,944</u>	<u>13,899</u>	<u>Common</u>	<u>Yes</u>	<u>Dean Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/28/23</u>	<u>New Issuance</u>	<u>20,833</u>	<u>13,899</u>	<u>Common</u>	<u>Yes</u>	<u>George Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/28/23</u>	<u>New Issuance</u>	<u>27,778</u>	<u>200,000</u>	<u>Common</u>	<u>Yes</u>	<u>Dwight Hartley</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/28/23</u>	<u>New Issuance</u>	<u>200,000</u>	<u>200,000</u>	<u>Common</u>	<u>Yes</u>	<u>I Martin Pompadur</u>	<u>Advisory Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/28/23</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Jesus Leal</u>	<u>Advisory Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/26/23</u>	<u>New Issuance</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Chris Costigan</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/21/24</u>	<u>New Issuance</u>	<u>34,722</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Matthew Messina</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/29/24</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>William Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>2/28/24</u>	<u>New Issuance</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Gary Laney</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>2/28/24</u>	<u>New Issuance</u>	<u>41,667</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Eric John Wangler</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>2/28/24</u>	<u>New Issuance</u>	<u>34,722</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Koonce Family Trust- Neil Koonce</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>2/28/24</u>	<u>New Issuance</u>	<u>6,944</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>James Brock Dewald</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>2/28/24</u>	<u>New Issuance</u>	<u>13,889</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Matthew Messina</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/06/24</u>	<u>New Issuance</u>	<u>2,964,912</u>	<u>Common</u>	<u>\$1.71</u>	<u>Yes</u>	<u>Avrio Worldwide PBC-Vincent Molinari</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>03/14/24</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Ryen Scharnowske</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>05/03/24</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Gary Rosen</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>05/03/24</u>	<u>New Issuance</u>	<u>34,722</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Terence Wayne Delaney</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>05/03/24</u>	<u>New Issuance</u>	<u>34,722</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Daniel Finn</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>05/03/24</u>	<u>New Issuance</u>	<u>6,944</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>George Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>05/07/24</u>	<u>New Issuance</u>	<u>6,944</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Edward Russell Jarecki</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>05/07/24</u>	<u>New Issuance</u>	<u>34,722</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Andew Fromm</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>05/07/24</u>	<u>New Issuance</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Matthew Martinez</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>05/07/24</u>	<u>New Issuance</u>	<u>34,722</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Earl Richey Owen</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>05/13/24</u>	<u>New Issuance</u>	<u>34,722</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Dave Friday</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>05/13/24</u>	<u>New Issuance</u>	<u>34,722</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Timothy Martin Porter</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>05/13/24</u>	<u>New Issuance</u>	<u>16,667</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Marvette Lowrie-Morris</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>05/13/24</u>	<u>New Issuance</u>	<u>3,472</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Pushpit Tandon</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/20/24</u>	<u>New Issuance</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Elena Musso</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/20/24</u>	<u>New Issuance</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Alan M. Jaffe</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/31/24</u>	<u>New Issuance</u>	<u>34,722</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>George Smith Saad, Jr.</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/30/24</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Tim Kilkeary</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>



<u>5/30/24</u>	<u>New Issuance</u>	<u>10,00</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Charles Tobias</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/31/24</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Kent Anderson</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/30/24</u>	<u>New Issuance</u>	<u>34,722</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Eric E. Sampson</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/30/24</u>	<u>New Issuance</u>	<u>4,861</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Mark Luley</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/30/24</u>	<u>New Issuance</u>	<u>13,889</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Alan M. Jaffe</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/30/24</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Leslie Charney</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/03/24</u>	<u>New Issuance</u>	<u>13,889</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Elena Musso</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/28/24</u>	<u>New Issuance</u>	<u>55,556</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Russell Daniel Davis</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/28/24</u>	<u>New Issuance</u>	<u>69,444</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>CTCJ Family Trust</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/10/24</u>	<u>New Issuance</u>	<u>138,889</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>David Sweet</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/10/24</u>	<u>New Issuance</u>	<u>34,722</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Denise Krummel</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/16/24</u>	<u>New Issuance</u>	<u>45,926</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>James Emil Sciarretta</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/10/24</u>	<u>New Issuance</u>	<u>13,889</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>George Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/31/24</u>	<u>New Issuance</u>	<u>34,722</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Gary K. King</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/10/24</u>	<u>New Issuance</u>	<u>27,778</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Russell Daniel Davis</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/10/24</u>	<u>New Issuance</u>	<u>13,889</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Koonce Family Trust</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/10/24</u>	<u>New Issuance</u>	<u>6,944</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Dean E. Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/21/24</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Matthew Messina</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>6/21/24</u>	<u>New Issuance</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Matthew Martinez</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/2/24</u>	<u>New Issuance</u>	<u>83,333</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Elena Musso</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/2/24</u>	<u>New Issuance</u>	<u>34,722</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Christopher Laney</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/21/24</u>	<u>New Issuance</u>	<u>6,944</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Thomas E. Wilk</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/21/24</u>	<u>New Issuance</u>	<u>55,556</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>George Howard</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/21/24</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Daniel Finn</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/2/24</u>	<u>New Issuance</u>	<u>65,278</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Eric E. Sampson</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/31/24</u>	<u>New Issuance</u>	<u>65,278</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Eric E. Sampson</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/21/24</u>	<u>New Issuance</u>	<u>104,167</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Brendan Canavan</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/25/24</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Tim Kilkeary</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/25/24</u>	<u>New Issuance</u>	<u>208,333</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Barry Habib</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/28/24</u>	<u>New Issuance</u>	<u>13,889</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Eric John Wangler</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/25/24</u>	<u>New Issuance</u>	<u>138,889</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Thomas L. Cristello</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/2/24</u>	<u>New Issuance</u>	<u>13,889</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Terence Wayne Delaney</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/25/24</u>	<u>New Issuance</u>	<u>13,889</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Scott C. Smith</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/25/24</u>	<u>New Issuance</u>	<u>5,555</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Mark Luley</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/2/24</u>	<u>New Issuance</u>	<u>48,611</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Alan M. Jaffe</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/25/24</u>	<u>New Issuance</u>	<u>34,722</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Kevin Steckley</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>6/20/24</u>	<u>New Issuance</u>	<u>108,000</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Levin Corporate Law Group PLLC</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/20/24</u>	<u>New Issuance</u>	<u>12,000</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Ramj Properties LLC</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/20/24</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Eximus Holdings LLC</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/20/24</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Lawrence Wintermeyer</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/20/24</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Joseph Latona</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/28/24</u>	<u>New Issuance</u>	<u>69,444</u>	<u>Common</u>	<u>\$0.72</u>	<u>Yes</u>	<u>Jeanette Waite Bennett</u>	<u>Purchase Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date 08/14/2024	Common: <u>35,051,816</u>								
Preferred: 0									

**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 for the two most recently completed fiscal years and any subsequent period.**

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 12/31/2021 Common: 6,911,945  
 Preferred: 0

n Type.

#### A. 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>7/01/18</u>	<u>\$66,647</u>	<u>\$47,868</u>	<u>\$0</u>	<u>7/01/21</u>	<u>Market at 25% discount</u>	<u>James Emil Sciarretta</u>	<u>Loan</u>
<u>3/08/18</u>	<u>\$25,000</u>	<u>\$25,000</u>	<u>\$0</u>	<u>3/08/20</u>	<u>Market at 25% discount</u>	<u>Mark Lombard</u>	<u>Loan</u>
<u>1/01/22</u>	<u>\$47,459</u>	<u>35,256</u>	<u>\$12,203</u>	<u>12/31/23</u>	<u>On Demand</u>	<u>Michael Reynolds</u>	<u>Loan</u>

\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

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

**Diamond Lake Minerals, Inc. specializes in the development and support of digital assets and SEC-registered security tokens. Our goal is to responsibly innovate and develop valuable traditional businesses and successfully combine them with the future of money, digital assets and tokenization through our affiliation with GlobexUS Holdings Corp. ("Horizon Fintex"), involving Horizon Fintex's regulated tokenized-securities exchange, Upstream.**

**Our mission is to bring back to the public markets timeless business principles that are focused on healthy sustainable growth, strong earnings that generate yields combined in a modern digital world creating value for our stakeholders.**

**DLMI is positioning itself as an industry agnostic leader in the digital asset and security token space.**

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

Affiliated Companies

**WM Mike Reynolds PLLC  
8175 W. Ludlow Dr., Unit 174.  
Peoria AZ 85381**

**Avrio Worldwide, PBC, a Delaware company.**

C. Describe the issuers' principal products or services.

**Real Estate development and management related to the company's business purpose**

**5) Issuer's Facilities**

*The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

**The Company currently operates its business from one main office location. The lease payment which expires June 30, 2025 is \$1500 per month, automatically renewable on an annual basis.**

- 1. Arizona Office, located at 8175 W. Ludlow Drive, Unit 174,  
Peoria, AZ 85381**

**6) All Officers, Directors, and Control Persons of the Company**

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. 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. 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 investors 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 owners.*

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	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>Brian J. Esposito</u> <u>CEO<sup>2</sup></u>	<u>CEO</u>	<u>Saint Petersburg,</u> <u>Florida</u>	<u>6,013</u>	<u>Common</u>	<u>0.01715%</u>	_____
<u>Esposito</u> <u>Intellectual</u> <u>Enterprises,</u> <u>LLC</u>	<u>More than 5%</u>	<u>Saint Petersburg,</u> <u>Florida</u>	<u>3,000,000</u>	<u>Common</u>	<u>8.6%</u>	Brian J. Esposito
<u>William Michael</u> <u>Reynolds</u>	<u>President</u> <u>Director</u>	<u>Phoenix Arizona</u>	<u>16,000,000</u>	<u>Common</u>	<u>45.65%</u>	_____
<u>JP Michael LLC</u>	<u>More than 5%</u>	<u>Sun City Arizona</u>	<u>3,180,000</u>	<u>Common</u>	<u>9.07%</u>	<u>William Michael</u> <u>Reynolds</u>
<u>William M</u> <u>Reynolds Trust</u>	<u>More than 5%</u>	<u>Phoenix Arizona</u>	<u>1,320,000</u>	<u>Common</u>	<u>3.8%</u>	<u>William Michael</u> <u>Reynolds</u>
<u>Pinnacle</u> <u>Consulting</u> <u>Services</u>	<u>More than 5%</u>	<u>Los Angeles,</u> <u>California</u>	<u>2,400,000</u>	<u>Common</u>	<u>6.85%</u>	<u>Robert L. Hymers</u> <u>III</u>

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

<sup>2</sup> Open market purchases made between 2/6/24 and 5/26/24

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

**None**

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

**None**

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

**None**

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

**None**

5. Been the subject 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**

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

**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 to 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.  
 Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).  
 If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Walter E. Beard Jr.  
 Address 1: 6000 Sugar Hill Drive, Unit 13  
 Address 2: Houston, Texas 77057  
 Phone: (713) 870-6159  
 Email: [webeard1986@gmail.com](mailto:webeard1986@gmail.com)

Accountant or Auditor

Name: Benjamin Young  
 Firm: Square the Books  
 Address 1: 180 N. University Ave.  
 Address 2: Provo, UT 84601  
 Phone: (801) 592-8547  
 Email: [byoungcpa@squarethebooks.com](mailto:byoungcpa@squarethebooks.com)

*All other means of Investor Communication:*

X (Twitter): <https://twitter.com/DiamondLakeMinl>  
 Discord: X  
 LinkedIn: <https://www.linkedin.com/company/diamond-lake-minerals/about/>  
 Facebook: <https://www.facebook.com/profile.php?id=61550750335732>  
 Instagram: <https://www.instagram.com/diamondlakemineralsinc/>  
 Company Newsroom: <https://diamondlakeminerals.com/newsroom>  
 Investor Relations: <https://diamondlakeminerals.com/investors>

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) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: W. Michael Reynolds  
Title: President  
Relationship to Issuer: Officer & Director

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

U.S. GAAP

C. The following financial statements were prepared by:

Benjamin Young,  
Certified Public Accountant  
Outside Accountant to Diamond Lake Minerals

## 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.

I, Brian J. Esposito certify that:

1. I have reviewed this Disclosure Statement for Diamond Lake Minerals, 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 June 30, 2024 operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.
- August 12, 2024

/s/ Brian J. Esposito

*Principal Financial Officer:*

I, Brian J. Esposito certify that:

1. I have reviewed this Disclosure Statement for Diamond Lake Minerals, 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.
- August 12, 2024

/s/ Brian J. Esposito

**DIAMOND LAKE MINERALS, INC.**

**Financial Statements**

**June 30, 2024 and 2023**

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**DIAMOND LAKE MINERALS, INC.**Balance Sheets  
(unaudited)

	<u>ASSETS</u>	
	June 30, 2024	June 30, 2023
CURRENT ASSETS		
Cash and cash equivalents	\$ 398,118	\$ 125
Cryptocurrency	58,883	-
Certificate of deposit	400,000	-
Total Current Assets	857,001	125
FIXED ASSETS		
Fixed assets, net	43,220	-
Total Fixed Assets	43,220	-
OTHER ASSETS		
Aviro common stock (see note 6)	6,720,000	-
Total Other Assets	6,720,000	-
TOTAL ASSETS	\$ 7,620,221	\$ 125
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
LIABILITIES		
Accounts payable	\$ -	\$ -
Payroll liabilities	6,365	-
Related party payables	46,355	-
Notes payable - related party	35,256	84,019
Accrued interest - related party	12,203	6,930
Aviro liability (see note 6)	1,524,975	-
Debentures	102,789	102,789
Total Current Liabilities	1,727,943	193,738
STOCKHOLDERS' EQUITY		
Common stock (Par \$0.001), 100,000,000 authorized, 34,859,455 and 23,561,945 issued and outstanding	34,860	23,562
Paid in capital in excess of par value	16,206,783	9,323,781
Retained deficit	(10,349,365)	(9,540,956)
Total Stockholders' Equity	5,892,278	(193,613)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 7,620,221	\$ 125

The accompanying financials were not subject to an audit, review, or compilation.

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

**DIAMOND LAKE MINERALS, INC.**Statements of Operations  
(unaudited)

	For the six months ended June 30, 2024	For the six months ended June 30, 2023
INCOME	\$ -	\$ -
COST OF GOODS SOLD	-	-
GROSS MARGIN	-	-
OPERATING EXPENSES		
Office rent	7,500	9,000
Advertising and marketing	57,272	-
Automobile expense	2,424	2,030
Computer expense	5,237	-
Professional fees	165,039	6,966
Travel expense	7,064	-
Officer compensation	195,290	-
Utilities expense	-	369
Other operating expenses	7,430	131
OPERATING EXPENSES	447,256	18,496
OTHER INCOME		
Interest income	397	-
Loss in change in value of cryptocurrency	(7,464)	-
Interest expense	(2,061)	(3,145)
TOTAL OTHER INCOME	(9,128)	(3,145)
NET INCOME (LOSS)	(456,384)	\$ (21,641)

The accompanying financials were not subject to an audit, review, or compilation.

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

**DIAMOND LAKE MINERALS, INC.**  
Statement of Stockholders' Equity (Deficit)  
(unaudited)

	Common Stock		Paid in Capital in Excess of Par Value	Retained Deficit	Total Stockholders' Equity
	Shares	Amount			
Balance, December 31, 2023	29,851,660	\$ 29,852	\$ 9,708,669	\$ (9,892,981)	\$ (154,460)
Shares returned in redemption, release, and payment agreement	2,964,912	2,965	5,067,035	-	5,070,000
Shares issued for cash	2,032,883	2,033	1,431,089	-	1,433,122
Shares issued for services rendered	10,000	10	(10)	-	-
Net loss for the six months ended June 30, 2024	-	-	-	(456,384)	(456,384)
Balance, June, 30 2024	<u>34,859,455</u>	<u>\$ 34,860</u>	<u>\$ 16,206,783</u>	<u>\$ (10,349,365)</u>	<u>\$ 5,892,278</u>

The accompanying financials were not subject to an audit, review, or compilation.  
The accompanying notes are an integral part of these financial statements.

**DIAMOND LAKE MINERALS, INC.**  
Statement of Stockholders' Equity (Deficit)  
(unaudited)

	Common Stock		Paid in Capital in Excess of Par Value	Retained Deficit	Total Stockholders' Equity
	Shares	Amount			
Balance, December 31, 2022	24,311,945	\$ 24,312	\$ 9,109,102	\$ (9,519,315)	\$ (385,901)
Shares returned in redemption, relase, and payment agreement	(750,000)	(750)	214,679	-	213,929
Net loss for the six months ended June 30, 2023	-	-	-	(21,641)	(21,641)
Balance, June 30, 2023	<u>23,561,945</u>	<u>\$ 23,562</u>	<u>\$ 9,323,781</u>	<u>\$ (9,540,956)</u>	<u>\$ (193,613)</u>

The accompanying financials were not subject to an audit, review, or compilation.  
The accompanying notes are an integral part of these financial statements.



**DIAMOND LAKE MINERALS, INC.**  
**Statements of Cash Flows**  
(unaudited)

	For the six months ended June 30, 2024	For the six months ended June 30, 2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (456,384)	\$ (21,641)
Adjustments to reconcile net loss to net cash used in operating activities:		
Increase in cryptocurrency	(58,883)	-
Increase in certificate of deposit	(400,000)	-
Decrease in equipment loans	-	(75,417)
Decrease in Avrio liability	(125,025)	-
Decrease in accounts payable	-	(1,690)
Decrease in related party payables	(63,145)	(175,500)
Increase in related party accrued interest	2,061	3,145
Increase (decrease) in notes payable related party	(33,128)	18,620
Net Cash Used in Operating Activities	<u>(1,134,504)</u>	<u>(252,483)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Fixed assets acquired for cash	<u>(43,220)</u>	-
Net Cash Used in Investing Activities	<u>(43,220)</u>	<u>-</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Change redemption, release, any payment agreement	<u>1,415,747</u>	<u>252,608</u>
Net Cash Provided by Financing Activities	<u>1,415,747</u>	<u>252,608</u>
<b>NET INCREASE IN CASH</b>	<b>238,023</b>	<b>125</b>
<b>CASH AT BEGINNING OF PERIOD</b>	<u><b>142,720</b></u>	<u><b>-</b></u>
<b>CASH AT END OF PERIOD</b>	<u><u><b>\$ 398,118</b></u></u>	<u><u><b>\$ 125</b></u></u>
<b>SUPPLEMENTAL DISCLOSURES</b>		
Cash Paid For:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -

The accompanying financials were not subject to an audit, review, or compilation.  
The accompanying notes are an integral part of these financial statements.

**Diamond Lake Minerals, Inc.**  
Notes to the Financial Statements  
June 30, 2024 and 2023

**NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

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

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

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

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

Tioga Industries, LLC ceased operations in 2018. In February 2020 Tioga was officially transferred to Emil Sciarretta. Emil Sciarretta failed to return his shares issued for Tioga and the matter is currently being litigated in Utah in Diamond Lake Minerals inc. v James Emil Sciarretta.

The shares of the Company trade on the Over-the-Counter Bulletin Board under the symbol, "DLMI."

Diamond Lake Minerals, Inc. and its subsidiary are collectively referred to herein as "the Company."

**Diamond Lake Minerals, Inc.**  
Notes to the Financial Statements  
June 30, 2024 and 2023

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This summary of significant accounting policies of the Company is presented to assist in understanding the Company's financial statements which conform to U.S. generally accepted accounting principles. The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements. The following policies are considered to be significant:

Basis of Accounting

The financial statements of the Company are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America. The Company has elected a calendar year-end.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents, unless held for reinvestment as part of the investment portfolio, pledged to secure loan agreements or otherwise encumbered. The carrying amount approximates the fair value because of the short maturities of those instruments.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Minor repairs and maintenance are expensed as incurred, whereas major improvements are capitalized. When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. The Company uses other depreciation methods (generally accelerated) for tax purposes where appropriate.

Impairment of Long-Lived Assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. The Organization evaluates the recoverability of long-lived assets by measuring the carrying amounts of the assets against the estimated undiscounted cash flows associated with these assets. At the time such evaluation indicates that the future undiscounted cash flows of certain long-lived assets are not sufficient to recover the assets' carrying value, the assets are adjusted to their fair value (based upon discounted cash flows). No impairment losses were recognized for the six months ended June 30, 2024 and 2023, respectively.

**Diamond Lake Minerals, Inc.**  
Notes to the Financial Statements  
June 30, 2024 and 2023

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses, including functional allocations during the reporting period. Actual results could differ from those estimates. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances in making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. While actual results could differ from those estimates, management believes that the estimates are reasonable.

Key estimates made in the accompanying financial statements include, among others, the economic useful lives and recovery of long-lived assets and contingencies.

Concentrations of Risk

The Company maintains its cash in bank deposit accounts which, at times, may exceed the federally insured limits. Accounts are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to certain limits. The Company has not experienced any losses in such accounts or lack of access to its cash and believes it is not exposed to a significant risk of loss with respect to cash. However, no assurance can be provided that access to the Company's cash will not be impacted by adverse economic conditions in the financial markets.

On June 30, 2024 and 2023, the Company had in its bank accounts no funds in excess of the \$250,000 per depository institution that is federally insured.

Contingencies

Certain conditions may exist as of the date that these financial statements are issued which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities and such assessments inherently involves exercise of judgement. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

**Diamond Lake Minerals, Inc.**  
Notes to the Financial Statements  
June 30, 2024 and 2023

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Contingencies (Continued)

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability is accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, is disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee is disclosed.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, accounts payable and accrued expenses, and shareholder loans. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

Financial assets and liabilities recorded at fair value on the balance sheets are categorized based upon a fair value hierarchy established by GAAP, which prioritizes the inputs used to measure fair value into the following levels:

Level 1— Quoted market prices in active markets for identical assets or liabilities at the measurement date.

Level 2— Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable and can be corroborated by observable market data.

Level 3— Inputs reflecting management's best estimates and assumptions of what market participants would use in pricing assets or liabilities at the measurement date. The inputs are unobservable in the market and significant to the valuation of the instruments.

Financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

**Diamond Lake Minerals, Inc.**  
Notes to the Financial Statements  
June 30, 2024 and 2023

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Revenue Recognition

The Company recognizes revenue when it is realized or realizable and earned less estimated future doubtful accounts. The Company considers revenue realized or realizable and earned by evaluating our revenue contracts with customers based on the five-step model under ASC 606:

1. Identify the contract with the customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to separate performance obligations; and
5. Recognize revenue when (or as) each performance obligation is satisfied.

Recent Accounting Pronouncements

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force) did not or are not believed to have a material impact on the Company's present or future financial statements.

**NOTE 3 - RELATED PARTY TRANSACTIONS**

The related-party payables on December 31, 2022, are made up of three individual payables from a shareholder. On February 14, 2023, that stockholder signed a Redemption, Release, and Payment Agreement whereby all of his stock were returned to the treasury, he released the Company from any liabilities owed, in exchange for \$1. The related-party payables on March 31, 2024, are made up of officer compensation for two officers that were accrued but not paid as of December 31, 2023.

The related-party payables on March 31, 2024, are made up of accrued officer compensation to two officers for \$38,055.

Note payable – related party consists of advances made by a shareholder which were refinanced into a note payable bearing 8% interest. As of June 30, 2024 and 2023, the principal balance totaled \$35,256 and \$84,019, respectively. The accrued interest balance totaled \$12,203 and \$6,930, respectively.

**NOTE 4 - LIQUIDITY AND GOING CONCERN**

The Company has incurred losses since its inception and has not yet received any revenues from sales of products or services. These factors create substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern.

**Diamond Lake Minerals, Inc.**  
Notes to the Financial Statements  
June 30, 2024 and 2023

**NOTE 4 - LIQUIDITY AND GOING CONCERN (Continued)**

The ability of the Company to continue as a going concern is dependent on the Company generating cash from the sale of its common stock and/or obtaining debt financing and attaining future profitable operations. Management's plans include selling its equity securities and obtaining debt financing to fund its capital requirement and ongoing operations; however, there can be no assurance the Company will be successful in these efforts.

**NOTE 5 - STOCK ISSUANCE**

During the year ended December 31, 2022, the Company issued 17,400,000 shares of common stock for services rendered.

As explained in Note 3, a shareholder signed a Redemption, Release, and Payment Agreement which resulted in the return of 750,000 shares of common stock to the treasury.

During the year ended December 31, 2023, the Company issued 489,655 shares of common stock for \$352,500 and issued 5,800,000 shares of common stock for services rendered.

During the six months ended June 30, 2024, the Company issued 2,022,883 shares of common stock for \$1,415,747, issued 10,000 shares of common stock for services rendered, and pursuant to the purchase agreement explained in Note 6 issued 2,964,912 shares of common stock.

**NOTE 6 - SHARE EXCHANGE AND PURCHASE AGREEMENT**

On September 1, 2023, the Company entered a Share Exchange and Purchase Agreement with Avrio Worldwide, PBC f.k.a. GFTX, PBC ("Avrio"), whereby the Company would acquire 24% of the issued and outstanding shares of Avrio common stock (4,074,800 shares) in exchange for \$400,000 in cash, a \$1,250,000 promissory note from DLMI, and 2,964,912 shares of common stock of the Company. On November 22, 2023, the company f.k.a GFTX, PBC amended its articles of incorporation with the State of Delaware to change its name to Avrio Worldwide, PBC. The Share Exchange and Purchase Agreement closed on December 31, 2023, with 24% of the Capital Stock of Avrio being issued to DLMI.

Pursuant to the purchase agreement above, on March 6, 2024, the Company issued 2,964,912 shares of common stock to Avrio. The Company also made two of the agreed payments during the quarter ended March 31, 2024, for a total of \$125,000. The Company is in default of the terms of the purchase agreement and is currently renegotiating the agreement.

The Diamond Lake Minerals transaction with Avrio is delayed as a dispute has arisen between the parties who are currently negotiating their respective positions. It is unknown whether the transaction will be completed at this time. Regardless of the outcome Avrio will not become a subsidiary of the Company based upon the 24% ownership which would fall below the 50% threshold.

**Diamond Lake Minerals, Inc.**  
Notes to the Financial Statements  
June 30, 2024 and 2023

**NOTE 6 - SHARE EXCHANGE AND PURCHASE AGREEMENT (Continued)**

Diamond Lake Minerals entered into a share exchange agreement with GlobexUS Holdings Corp. ("Horizon Fintex"), involving Horizon Fintex's regulated tokenized-securities exchange, Upstream.

Uniquely on Upstream, investors are directly connected to the exchange with their Upstream trading app, which eliminates the need for stockbroker middlemen. Investors trade in real-time 20 hours a day, 5 days a week with streamlined onboarding, transparent orderbooks where everyone sees level-2 bids and offers, and the software was designed to prevent short selling, stock lending, wash trades, payment for order flow, and other possible market manipulation techniques thanks to Horizon Fintex's Ethereum smart-contract technologies.

Under the terms of the agreement, Horizon Fintex issued 1,250 common shares, valued at \$3,000 per share, in exchange for 1,000,000 newly issued common shares in Diamond Lake Minerals. This partnership is designed for mutual benefit, aiming to attract new issuers to list on Upstream, thereby increasing Upstream's trading liquidity and providing economic advantages to the shareholders of both companies. Upstream is the only market seeking to offer investors direct exchange access to primary and dual listed equities .

Diamond Lake Minerals also signed a Cooperation, Marketing, and Referral Agreement with a Horizon Fintex subsidiary. This agreement designates Diamond Lake Minerals as a commercial advisor, responsible for introducing and referring issuers who are seeking to list on Upstream.

DLMI did not invest directly in Upstream. However, they are investing in GlobexUS Holdings Corp., the parent company of Horizon Globex GmbH, which powers Upstream, earning 50% of the listing and trading revenues generated by Upstream, a MERJ Exchange market.

**NOTE 7 - SUBSEQUENT EVENTS**

The Company has evaluated subsequent events through August 12, 2024, the date on which the financial statements were available to be issued, and noted no material subsequent events that would require adjustment in or disclosure to these financial statements as of June 30, 2024.