

1.

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Osceola Gold Inc., f/k/a PhyHealth Corporation

A Delaware Corporation

Office Address

203 Three Springs Dr. Suite 3

Weirton, WV 26062

Mine Site Address

HC 64

Box 64545

County Road 39

Ely, NV 89301

740-275-7804

Osceolagoldinc.com

oseolagoldinc@gmail.com

SIC # 1041 – Gold Ores

Annual Disclosure Report

For the Period Ending: March 31, 2022

(the "Reporting Period")

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

735,712

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

735,712

As of March 31, 2022, the number of shares outstanding of our Common Stock was:

735,712

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

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

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.

Osceola Gold Inc. f/k/a/ PhyHealth Corporation – Name changed February 2016

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):

Delaware- Active

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

N/A

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

N/A

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

Office Address

203 Three Springs Dr. Suite #3
Weirton, WV 26062

Mine Site Address

HC 64
BOX 64545
Ely, NV 89301

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

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

HC64

Box 64545

County Road 39

Ely, NV 89301

(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.

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

Yes: ☐ No: ☒

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

N/A

2) Security Information

Trading symbol: OSCI
Exact title and class of securities outstanding: Common Stock
CUSIP: 68804P109
Par or stated value: \$0.0001

Total shares authorized: 298,000,000 as of date: March 31, 2022
Total shares outstanding: 297,264,288 as of date: March 31, 2022
Number of shares in the Public Float²: 735,712 as of date: March 31, 2022
Total number of shareholders of record: 154 as of date: March 31, 2022

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

Trading symbol: OSCI
Exact title and class of securities outstanding: Series A Preferred Stock
CUSIP: 68804P109
Par or stated value: \$0.0001
Total shares authorized: 1,000,000 as of date: March 31, 2022
Total shares outstanding: 247,039 as of date: March 31, 2022

Trading symbol: OSCI
Exact title and class of securities outstanding: Series B Preferred Stock
CUSIP: 68804P109
Par or stated value: \$0.0001
Total shares authorized: 1,000,000 as of date: March 31, 2022
Total shares outstanding: 0 as of date: March 31, 2022

Transfer Agent

Name: Issuer Direct/Direct Transfer
Phone: 919-481-4000
Email: info@issuereirect.com
Address: 1 Glenwood Ave, Suite 1001, Raleigh, NC 27603

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

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

3) Issuance History

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

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

1. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
<u>Opening Balance</u>									
Date <u>January 1, 2017</u> Common: 295,613,836 Preferred A: <u>247,039</u> Preferred B: <u>0</u>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>1/2/17</u>	<u>New Issuance</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>Yes</u>	<u>Elizabeth James</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>1/2/17</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>Yes</u>	<u>John Henry</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>1/2/17</u>	<u>New Issuance</u>	<u>166,667</u>	<u>Common</u>	<u>\$0.30</u>	<u>Yes</u>	<u>Joseph Simone</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>1/3/17</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Frank Mirabella</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>1/3/17</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>David Polos</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>1/3/17</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Ultimate Investment, LLC</u> <u>Mike Ptrocelli</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>

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

<u>1/4/17</u>	<u>New Issuance</u>	<u>1,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Wylde, LLC</u> <u>Christopher</u> <u>Wiggins</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>1/6/17</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Joseph Falco</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>1/6/17</u>	<u>New Issuance</u>	<u>1,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Union Square</u> <u>Energy Advisors</u> <u>Unlimited</u> <u>Ross DiMaggio</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>1/9/17</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Stanley</u> <u>Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>1/10/17</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Corey Allen</u> <u>Lambrecht</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>1/29/17</u>	<u>New Issuance</u>	<u>640,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Stanley</u> <u>Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>2/3/17</u>	<u>New Issuance</u>	<u>28,571</u>	<u>Common</u>	<u>\$0.35</u>	<u>No</u>	<u>Robert</u> <u>Schwalm</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>2/9/17</u>	<u>New Issuance</u>	<u>33,333</u>	<u>Common</u>	<u>\$0.30</u>	<u>No</u>	<u>James McHenry</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>3/8/17</u>	<u>New Issuance</u>	<u>287,270</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Eric Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>3/8/17</u>	<u>New Issuance</u>	<u>1,008.52</u> <u>1</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Eric Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>4/21/17</u>	<u>New Issuance</u>	<u>1,250.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Patricia Baresse</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>4/25/17</u>	<u>New Issuance</u>	<u>1,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>James McHenry</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>4/25/17</u>	<u>New Issuance</u>	<u>1,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Myron Cupp</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>4/26/17</u>	<u>New Issuance</u>	<u>2,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Ashok & Parul</u> <u>Shah</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>4/28/17</u>	<u>New Issuance</u>	<u>1,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Michael Evans</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>5/11/17</u>	<u>New Issuance</u>	<u>2,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Ashok & Parul</u> <u>Shah</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>5/12/17</u>	<u>New Issuance</u>	<u>1,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Paul & Sandra</u> <u>Appel</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>6/1/17</u>	<u>New Issuance</u>	<u>2,500.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Brent Watson</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>_____</u>

<u>6/2/17</u>	<u>New Issuance</u>	<u>1,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>James McHenry</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>6/14/17</u>	<u>New Issuance</u>	<u>5,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>YES</u>	<u>David Rumbold</u>	<u>Private Placement</u>	<u>Unrestricted</u>	<u>_____</u>
<u>7/12/17</u>	<u>Cancellation</u>	<u>15,000.0</u> <u>00</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>Pizz Inc.</u> <u>Tracy</u> <u>Pizzoferrato</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>7/14/17</u>	<u>New Issuance</u>	<u>5,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>YES</u>	<u>David Rumbold</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>_____</u>
<u>8/3/17</u>	<u>New Issuance</u>	<u>2,222.22</u> <u>2</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>VM Consulting</u> <u>Vincent Musarro</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>8/9/17</u>	<u>New Issuance</u>	<u>10,000.0</u> <u>00</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>David Rumbold</u>	<u>Private Placement</u>	<u>Unrestricted</u>	<u>_____</u>
<u>8/9/17</u>	<u>Cancellation</u>	<u>20,000.0</u> <u>00</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>Pizz Inc.</u> <u>Tracy</u> <u>Pizzoferrato</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>8/23/17</u>	<u>New Issuance</u>	<u>7,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>David Rumbold</u>	<u>Private Placement</u>	<u>Unrestricted</u>	<u>_____</u>
<u>8/29/17</u>	<u>New Issuance</u>	<u>777,778</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>Joseph Simone</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>9/12/17</u>	<u>Cancellation</u>	<u>10,000.0</u> <u>00</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>Pizz Inc</u> <u>Tracy</u> <u>Pizzoferrato</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>9/26/17</u>	<u>New Issuance</u>	<u>1,500.00</u> <u>0</u>	<u>Common</u>	<u>\$0.105</u>	<u>No</u>	<u>Eric Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>9/22/17</u>	<u>New Issuance</u>	<u>500.000</u>	<u>Common</u>	<u>\$0.105</u>	<u>No</u>	<u>Tidepool</u> <u>Ventures</u> <u>Todd Violette</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>9/26/17</u>	<u>New Issuance</u>	<u>3,037.73</u> <u>0</u>	<u>Common</u>	<u>\$0.105</u>	<u>No</u>	<u>Eric Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>10/3/17</u>	<u>New Issuance</u>	<u>5,280.22</u> <u>7</u>	<u>Common</u>	<u>\$0.10</u>	<u>No</u>	<u>Eric Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>10/12/17</u>	<u>New Issuance</u>	<u>7,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.08</u>	<u>No</u>	<u>Donald Adams</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>1/19/18</u>	<u>New Issuance</u>	<u>500.000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Carmine</u> <u>Palummo</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>2/16/18</u>	<u>New Issuance</u>	<u>1,000.00</u> <u>0</u>	<u>Common</u>	<u>0.007</u>	<u>Yes</u>	<u>Kelly Hemming</u>	<u>Note Conversion</u>	<u>Restricted</u>	<u>Posted</u> <u>3/2/22</u>

<u>4/18/18</u>	<u>Cancellation</u>	<u>25,000.00</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>Pizz Inc</u> <u>Tracy</u> <u>Pizzoferrato</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>5/1/18</u>	<u>New Issuance</u>	<u>13,886.252</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Eric Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>_____</u>
<u>7/20/18</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Erik Nomsen</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Posted 3/2/22</u>
<u>12/28/18</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Joseph Aversa</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>_____</u>
<u>8/01/18</u>	<u>New Issuance</u>	<u>1,150.000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Joseph Falco</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Posted 1/3/19</u>
<u>8/1/18</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Joseph Falco</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Posted 1/3/19</u>
<u>8/1/18</u>	<u>New Issuance</u>	<u>238,095</u>	<u>Common</u>	<u>\$0.021</u>	<u>Yes</u>	<u>Joseph Falco</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Posted 1/3/19</u>
<u>8/1/18</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Joseph Falco</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Posted 1/3/19</u>
<u>8/21/18*</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Kelly Hemming</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Posted 3/2/22</u>
<u>09/10/18*</u>	<u>New Issuance</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>yes</u>	<u>Eppe Jean Cassagne</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Posted 3/2/22</u>
<u>12/28/18</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Brandon James</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>_____</u>
<u>12/28/18</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Elizabeth James</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>_____</u>
<u>12/28/18</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Kyle James</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>_____</u>
<u>12/28/18</u>	<u>New Issuance</u>	<u>1,000.000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Byung Lee</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>_____</u>
<u>12/28/18</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Bryan McDaniel</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>_____</u>
<u>12/28/18</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Richard Morin</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>_____</u>
<u>12/28/18</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Erik Nommsen</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>_____</u>
<u>8/1/18</u>	<u>Cancellation</u>	<u>10,000.00</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>Pizz Inc</u> <u>Tracy</u> <u>Pizzoferrato</u>	<u>N/A</u>	<u>N/A</u>	<u>Posted 1/3/19</u>

<u>12/28/18</u>	<u>New Issuance</u>	<u>7,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Vic Sibilla</u>	<u>Shares in Lieu of Service</u>	<u>Restricted</u>	<u>_____</u>
<u>12/28/18</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Sandra Smith</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>_____</u>
<u>12/28/18</u>	<u>New Issuance</u>	<u>6,259.53</u> <u>1</u>	<u>Common</u>	<u>\$0.011981</u> <u>73</u>	<u>Yes</u>	<u>Tylek Partners</u> <u>Glen Merendino</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>_____</u>
<u>12/28/18</u>	<u>New Issuance</u>	<u>3,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Donald Adams</u>	<u>Private Placement</u>	<u>Unrestricted</u>	
<u>2/21/19*</u>	<u>New Issuance</u>	<u>640,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Stanley Goldstein</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Posted</u> <u>3/2/22</u>
<u>6/8/19*</u>	<u>New Issuance</u>	<u>2,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Kelly Hemming</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Posted</u> <u>3/2/22</u>
<u>6/25/19*</u>	<u>New Issuance</u>	<u>2,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Kelly Hemming</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Posted</u> <u>3/2/22</u>
<u>8/7/19</u>	<u>New Issuance</u>	<u>750,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>yes</u>	<u>Joshua Weiss,</u> <u>JKW Family,</u> <u>LTD</u>	<u>Private Placement</u>	<u>Restricted</u>	
<u>9/29/19*</u>	<u>New Issuance</u>	<u>5,000.00</u> <u>0</u>	<u>Common</u>	<u>0.10</u>	<u>no</u>	<u>Tony Bellisario</u> <u>Tina Porfilio and</u> <u>Brandy Bellisario</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Posted</u> <u>3/2/22</u>
<u>11/15/19*</u>	<u>New Issuance</u>	<u>1,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Dr. Leo Colarossi</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Posted</u> <u>3/5/22</u>
<u>11/15/19*</u>	<u>New Issuance</u>	<u>1,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Dennis Stephens</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Posted</u> <u>3/2/22</u>
<u>8/2/21*</u>	<u>New Issuance</u>	<u>2,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Bruce Haddad</u> <u>and James D.</u> <u>LeBow</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Posted</u> <u>3/2/22</u>
<u>8/21/21*</u>	<u>New Issuance</u>	<u>2,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Carlos Obando</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Posted</u> <u>3/2/22</u>
<u>8/2/21</u>	<u>New Issuance</u>	<u>2,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.0125</u>	<u>Yes</u>	<u>Gregg Epstein</u>	<u>Private Placement</u>	<u>Restricted</u>	
<u>8/2/21</u>	<u>Cancellation</u>	<u>31,203.9</u> <u>93</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>Pizz Inc</u> <u>Tracy</u> <u>Pizzoferrato</u>	<u>N/A</u>	<u>N/A</u>	<u>Posted</u> <u>3/2/22</u>
Shares Outstanding on March 31, 2022	<u>Ending Balance:</u> Common: <u>297,264,288</u> Preferred A: <u>247,039</u>								

	Preferred B: 0	
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Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

*** Due to a clerical error made by Osceola Gold Inc., the shares issued or canceled in 2019 were not issued. They do not change the share totals since the canceled shares are the ones that are going to be issued. As soon as issuance can be completed all shares will be issued.**

**** The shares issued for 8/1/18 for Joseph Falco were entered and posted on 1/3/19 from Issuer Direct. They have an issuance date of 8/1/18**

***** During the year of 2018 & 2019, Pizz Inc has contributed of 101,203,993 stocks. Please refer to the table above.**

****** Tylek Partners from 12/28/18, value of the shares issued has been adjusted to equal \$75,000. The price went from \$0.01 to a corrected amount of \$0.01198173**

2. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>January 1, 2015</u>	<u>\$ 43,992</u>	<u>\$307,260</u>	<u>\$363.57</u>	<u>January 1, 2017</u>	Note Payable is based on a 21% APR. Converted to shares for David Rumbold.	<u>RK Grain/David Rumbold</u>	<u>Loan</u>
<u>July 1, 2015</u>	<u>\$ 212,802</u>	<u>\$100,000</u>	<u>\$1758.69</u>	<u>July 1, 2017</u>	Note Payable is based on a 21% APR. Converted to shares for David Rumbold.	<u>RK Grain/David Rumbold</u>	<u>Loan</u>
<u>July 1, 2015</u>	<u>\$213,999</u>	<u>\$423,999</u>	<u>\$35,682.88</u>	<u>July 1, 2017</u>	Note Payable is based on a 21% APR- Noteholder has not requested shares to convert debt	<u>More Success Group</u>	<u>Loan</u>
<u>April 1, 2016</u>	<u>\$ 140,537</u>	<u>\$500,000</u>	<u>\$35,684</u>	<u>April 1, 2018</u>	Note Payable is based on a 21% APR. Converted to shares for David Rumbold.	<u>RK Grain/David Rumbold</u>	<u>Loan</u>
<u>April 1, 2016</u>	<u>\$ 5,386</u>	<u>\$3,500</u>	<u>\$ 1,886</u>	<u>April 1, 2018</u>	Note Payable is based on a 21% APR	<u>Myron Cupp</u>	<u>Loan</u>

<u>August 1, 2016</u>	<u>\$ 14,274</u>	<u>\$10,000</u>	<u>\$ 4,274</u>	<u>August 1, 2018</u>	Note Payable is paid at 21% APR. Note Holder wants to have loan paid back, not converted to stocks.	<u>Brian Starszak</u>	<u>Loan</u>
<u>February 21, 2017</u>	<u>\$ 259,381</u>	<u>\$100,000</u>	<u>\$159,381</u>	<u>February 21, 2019</u>	Note Payable will be converted into common stock for what it is trading at.	<u>Stanley Goldstein</u>	<u>Loan</u>
<u>August 4, 2016</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>\$0.00</u>	<u>August 4, 2018</u>	Note Payable Note Holder has requested shares to convert	<u>Tylek/Glen Merendino</u>	<u>Loan</u>
<u>August 4, 2016</u>	<u>\$12,500</u>	<u>\$12,500</u>	<u>\$0.00</u>	<u>August 4, 2018</u>	Note Payable Note Holder has requested shares to convert	<u>Tylek/Glen Merendino</u>	<u>Loan</u>
<u>August 4, 2016</u>	<u>\$12,500</u>	<u>\$12,500</u>	<u>\$0.00</u>	<u>August 4, 2018</u>	Note Payable Note Holder has requested shares to convert	<u>Tylek/Glen Merendino</u>	<u>Loan</u>

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

**David Rumbold has 3 different note payables. They have been adjusted to what the correct balance should be.*

***Tom More has 1 note payable. It has been adjusted to what the correct balance should be.*

****Tylek has 3 notes totaling \$75,000. These loan arrangements have been corrected and added to this section.*

4) Financial Statements

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

☒ U.S. GAAP

☐ IFRS

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

Name: Tracy Pizzoferrato

Title: Controller

Relationship to Issuer: Employee

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

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

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

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

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

Financial Statements are filed separately and can be found in the OTC website listed under Osceola Gold Inc. f/k/a/ PhyHealth Corporation 2021 Annual Financial Statements period ending December 2021.

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

5) Issuer's Business, Products and Services

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

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")
- Osceola Gold Inc. f/k/a PhyHealth Corporation is the holder of that certain (MAV 5 G) claim grouping in the Osceola Mining District located in White Pine County, Nevada, which district has previously, been successfully mined since the district's founding, circa 1872. The primary minerals that have been excavated in the Osceola Mining District have been gold and tungsten. The Osceola Gold Mining District remains rich in gold and trace minerals. The claims immediately adjacent to Osceola Gold's claim are currently operated by North America's largest mining companies, among them Barrick Gold and Kennecott.
- B. Please list any subsidiaries, parents, or affiliated companies.
- None
- C. Describe the issuers' principal products or services.
- Gold Excavation and Extraction

6) Issuer's Facilities

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

*Osceola Gold, Inc. leases Office space at 203 Three Springs Dr. Suite #3, Weirton, WV 26062.
Mav G Claim located at County Road 39, White Pine County, NV 89301*

7) Company Insiders (Officers, Directors, and Control Persons)

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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, 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.**

Thomas More, President and CEO, is a serial and tenured entrepreneur who has now become the interim Chief Executive Officer with OsceolaGold. He has been an avid follower of the Osceola Gold Mine project and has visited the mine many times to learn and get an understanding of the entire mining process. He has now made the commitment to, first and foremost, to get the mine operating by following the geologic assays and prove the profitability of the project and then scale the operation to greater heights in the most efficient manner possible while being compliant with all government agencies and entities.

More has an award winning and proven track record of entrepreneurial success based upon vision, a strong work ethic, and integrity. He is a self-made man and looks forward to guiding the Osceola Gold Mine project to levels of success that will deem it worthy as a legitimate Gold Mine that can benefit all investors soon and beyond. More is a graduate of the University of St Thomas with a business degree and lives in Newport Beach, California.

Name of Officer/Director or Control Person	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	Note
<u>Robert Trink</u>	<u>Former President</u>	<u>Alpharetta, GA</u>	<u>4,840,402</u>	<u>Common</u>	<u>1.637%</u>	
<u>Robert Trink</u>	<u>Former President</u>	<u>Alpharetta, GA</u>	<u>105,051</u>	<u>Preferred A Shares</u>	<u>41.3%</u>	_____
<u>Law Offices of Randall Goulding</u>	<u>Former Officer</u>	<u>Chicago, IL</u>	<u>33,086</u>	<u>Common</u>	<u>.0011%</u>	_____
<u>Law Offices of Randall Goulding</u>	<u>Former Officer</u>	<u>Chicago, IL</u>	<u>122,461</u>	<u>Preferred A Shares</u>	<u>12.25%</u>	_____
<u>Pizz Inc.</u> Tracy Pizzoferrato	<u>Controller</u>	Steubenville, OH	<u>72,171,007</u>	<u>Common</u>	<u>24.2784%</u>	_____

<u>Ashok & Parul Shah</u>	<u>Owner more than 5%</u>	<u>Irvine, CA</u>	<u>27,000,000</u>	<u>Common</u>	<u>9.0828%</u>	<u>_____</u>
<u>Dave Rumbold/ RK Grain</u>	<u>Owner more than 5%</u>	<u>Wyoming, IL</u>	<u>21,000,000</u>	<u>Common</u>	<u>7.0644%</u>	<u>_____</u>
<u>Thomas More</u>	<u>Officer- President</u>	<u>Newport Beach, CA</u>	<u>2,500,000</u>	<u>Common</u>	<u>0.534%</u>	<u>Thomas was an investor long before he was CEO/President</u>
<u>Eric Goldstein</u>	<u>Owner of more than 5%</u>	<u>Scottsdale, AZ</u>	<u>29,095,791</u>	<u>Common</u>	<u>9.7878%</u>	

8) Legal/Disciplinary History

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

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

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

None

9) Third Party Providers

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

Securities Counsel

Name: Joshua Brinen
Firm: Brinen & Associates LLC
Address 1: 90 Broad Street 2nd Floor
Address 2: New York NY 10004
Phone: (212)330-8151
Email: jbrinen@brinenlaw.com

Accountant or Auditor

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

Investor Relations

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

Other Service Providers

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

Name: Morgan Pettiti
Firm: Pettiti Law Group
Nature of Services: Legal
Address 1: 118 W Streetsboro Street #317
Address 2: Hudson OH 44236
Phone: (330) 697-8548
Email: Pettitilaw@gmail.com

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, Thomas More certify that:

1. I have reviewed this Annual Disclosure Statemen for period March 31, 2022, of Osceola Gold 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.

April 30, 2022

/s/ Thomas More

Principal Financial Officer:

I, Tracy Pizzoferrato certify that:

1. I have reviewed this Annual Disclosure Statement for period December 31, 2021, of Osceola Gold 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.

April 9, 2022

/s/ Tracy Pizzoferrato