

TROPHY RESOURCES, INC.

255 Eversedge Ct., Alpharetta, GA 30009

404-444-7855

www.trophyresourcesinc.com

info@trophyresourcesinc.com SIC Code: 1311

Quarterly Report

For the Period Ending: September 30, 2024

(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

As of September 30, 2024, the number of shares outstanding of our Common Stock was: 2,117,305,607

As of December 31, 2023, the number of shares outstanding of our Common Stock was: 1,946,578,607

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

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

Yes: No:

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

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

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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.

Trophy Resources, Inc. 255 Eversedge Ct., Alpharetta, GA 30009 since 02-06 Trophy Resources, Inc. 1111 Alderman Dr., Ste. 210 Alpharetta, GA 30005
Trophy Resources, Inc. 3440 Preston Ridge Rd., Ste. 600 Alpharetta Ga, 30005 since 02-06
Formerly=AutoBidXL, Inc. until 2-06 1B055A NE San Rafael St., Portland, OR 97230 Formerly=Tango Incorporated until 10-05 #620, 304 – 8th Ave. S.W. Calgary, Alberta Canada T2P1C1
Formerly=Environmental Strategies & Technologies International, Inc. until 2-03 244 W. 54 St., Ste. 500 NY, NY 10019 Formerly=Phone-net.com, Inc. until 5-02 5694 Imperial St., Burnaby, British Columbia V5J 1G2
Formerly=Phon-net Corp. until 6-99 5694 Imperial St., Burnaby, British Columbia V5J 1G2 Formerly=XGA Golf International, Inc. until 1-99 73-929 Larrea, Ste. 1B, Palm Desert, CA 92260

Current State and Date of Incorporation or Registration: Florida, January 15, 1997.
Standing in this jurisdiction (e.g. active, default, inactive): Active

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

None

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

None

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

255 Eversedge Ct., Alpharetta, GA 30009

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

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

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

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

2) Security Information

Transfer Agent

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

OTC Markets Group Inc.
Disclosure Guidelines for the Pink Market (v5 December 18, 2023)

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:	TRSI	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	897067104	
Par or stated value:	\$0.001	
Total shares authorized:	5,000,000,000	<u>as of date: 11/13/2024</u>
Total shares outstanding:	2,117,305,607	<u>as of date: 11/13/2024</u>
Total number of shareholders of record:	346	<u>as of date: 11/13/2024</u>

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). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Preferred Stock Series A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>20,000,000</u>	<u>as of date: 11/13/2024</u>
Total shares outstanding:	<u>1,000,000</u>	<u>as of date: 11/13/2024</u>
Total number of shareholders of record	<u>1</u>	<u>as of date: 11/13/2024</u>

Exact title and class of the security:	<u>Common Stock, Series B</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>100,000,000</u>	<u>as of date: 11/13/2024</u>
Total shares outstanding:	<u>1,100,000,000</u>	<u>as of date: 11/13/2024</u>
Total number of shareholders of record (if applicable):	<u>21</u>	<u>as of date: 11/13/2024</u>

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.

none for Common Stock. Common Stock Series B has special voting rights such that each share of Common Stock Series B votes for 10 shares of Common Stock.

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

The Company has authorized a total of 20,000,000 shares of preferred stock, no par value assigned. 1,000,000 shares of Series A Preferred Stock were issued and outstanding as of December 31, 2022. In the event that dividends are declared on the Company's common stock, the holders of Series A Preferred Stock are entitled to dividends as if the Series A Preferred Stock was converted into the Company's common stock, in an amount of common A shares equal to the number of voting rights of the Series A Preferred Shares. Each share of Series A Preferred Share shall be entitled to the number of votes equal to: (i) 1.01 multiplied by the result of: (A) the number of shares of common A shares of the Company issued and outstanding at the time of such vote; plus (B) the number of shares of common B shares of the Company issued and outstanding at the time of such vote multiplied by 10; divided by, (ii) the total number of Series A Preferred Shares issued and outstanding at the time of such vote. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company (each a "Liquidation Event"), the holders of shares of Series A Preferred Shares then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its stockholders, upon a liquidation Event, an amount that the holder of the Series A Preferred Shares would have received if the Series A Preferred Shares had been converted into common A shares of the Company (in an amount of common A shares equal to the number of voting rights of the Series A Preferred Shares) immediately prior to the liquidation Event.

In March 2023, the Company issued 1,000,000 shares of Series B Preferred Stock to the owners of Jumpstart. The Series B Preferred Stock has a par value of \$0.001 and a stated value of \$1 per share. The Series B Preferred Stock is senior to the common stock of the Company for purposes of dividends and liquidation. The Series B Preferred Stock has voting rights, in aggregate, which shall equal 85% of the total issued and outstanding shares of common stock of the Company on a fully diluted basis, calculated as of the date of any shareholder vote. The holder of Series B Preferred Stock may convert their shares at any time into common stock of the Company at a price equal to 75% of the lowest closing price for the common stock during the twenty trading day period ending on the latest complete trading day prior to the conversion date.

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

None

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

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Date 12/31/2022		Opening Balance							
		Common: <u>1,946,578,607</u>							
		Preferred: <u>100,000,000</u>							
		Common B: <u>1,000,000</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. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>3/27/23</u>	<u>New issuance</u>	10,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Frank Connor	<u>Acquisition</u>	<u>Restrict</u> <u>d</u>	_____
<u>3/27/23</u>	<u>New issuance</u>	10,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	JD Grogan	<u>Acquisition</u>	<u>Restrict</u> <u>d</u>	_____
<u>3/27/23</u>	<u>New issuance</u>	10,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Jeffry Martin	<u>Acquisition</u>	<u>Restrict</u> <u>d</u>	
<u>3/27/23</u>	<u>New issuance</u>	20,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Richard Haviland	<u>Acquisition</u>	<u>Restrict</u> <u>d</u>	
<u>3/27/23</u>	<u>New issuance</u>	10,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Carolyn Canouse	<u>Acquisition</u>	<u>Restrict</u> <u>d</u>	

<u>3/27/23</u>	<u>New issuance</u>	10,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Mary Albano	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	10,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	James Canouse	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	10,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Joseph Katz	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	20,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Drew Barry	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	10,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Brian McMillan	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	10,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Matthew Toddy	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	30,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Mark Stalica	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	10,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Theresa Martin	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	10,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Catherine Mulligan	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	10,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Lisa Warfield	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	10,000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Jeffrey Canouse	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	560000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	James Canouse	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	120000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Mary Albano	<u>Acquisition</u>	<u>Restricted</u>	

<u>3/27/23</u>	<u>New issuance</u>	30000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Casey DeSandre	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	30000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Juan Ledezem Bise	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	30000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Rachel Canouse	<u>Acquisition</u>	<u>Restricted</u>	
<u>3/27/23</u>	<u>New issuance</u>	30000	<u>Series B preferred stock</u>	<u>\$1.00</u>	<u>No</u>	Elise Canouse	<u>Acquisition</u>	<u>Restricted</u>	
<u>08/25/23</u>	<u>New issuance</u>	118,093,000	<u>Common Stock</u>	<u>\$0.00012</u>	<u>No</u>	Trillium Partners, LP/Stephen Hicks	<u>Note conversion</u>	<u>Unrestricted</u>	
<u>09/13/23</u>	<u>New issuance</u>	91,691,000	<u>Common Stock</u>	<u>\$0.00007</u>	<u>No</u>	Trillium Partners, LP/Stephen Hicks	<u>Note conversion</u>	<u>Unrestricted</u>	
<u>09/15/23</u>	<u>New issuance</u>	8,2171,000	<u>Common Stock</u>	<u>\$0.00010</u>	<u>No</u>	Trillium Partners, LP/Stephen Hicks	<u>Note conversion</u>	<u>Unrestricted</u>	
<u>09/22/23</u>	<u>New issuance</u>	56,690,000	<u>Common Stock</u>	<u>\$0.00005</u>	<u>No</u>	Trillium Partners, LP/Stephen Hicks	<u>Note conversion</u>	<u>Unrestricted</u>	
<u>10/10/23</u>	<u>New issuance</u>	<u>53,747,000</u>	<u>Common Stock</u>	<u>\$0.00011</u>	<u>No</u>	Trillium Partners, LP/Stephen Hicks	<u>Note conversion</u>	<u>Unrestricted</u>	
<u>10/20/23</u>	<u>New issuance</u>	<u>70,821,000</u>	<u>Common Stock</u>	<u>\$0.00007</u>	<u>No</u>	Trillium Partners, LP/Stephen Hicks	<u>Note conversion</u>	<u>Unrestricted</u>	
<u>11/8/23</u>	<u>New issuance</u>	<u>127,372,000</u>	<u>Common Stock</u>	<u>\$0.00007</u>	<u>No</u>	Trillium Partners,	<u>Note conversion</u>	<u>Unrestricted</u>	

						LP/Stephen Hicks			
<u>11/27/23</u>	<u>New issuance</u>	<u>153,121,000</u>	<u>Common Stock</u>	<u>\$0.00004</u>	<u>No</u>	Trillium Partners, LP/Stephen Hicks	<u>Note conversion</u>	<u>Unrestricted</u>	
<u>1/18/2024</u>	<u>New issuance</u>	<u>153,121,000</u>	<u>Common stock</u>	<u>\$0.00004</u>	<u>No</u>	Trillium Partners, LP/Stephen Hicks	<u>Note conversion</u>	<u>Unrestricted</u>	
<u>5/1/2024</u>	<u>New issuance</u>	<u>17,606,000</u>	<u>Common</u>	<u>\$0.00004</u>	<u>No</u>	Trillium Partners, LP/Stephen Hicks	<u>Note conversion</u>	<u>Unrestricted</u>	
Shares Outstanding on Date of This Report: Ending Balance:									
Date <u>9/30/24</u> Common: <u>2,117,305.607</u>									
Preferred Series A: <u>1,000,000</u>									
Preferred Series B: <u>1,000,000</u>									
Common B: 100,000,000									

Example: A company with a fiscal year end of December 31st, 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****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:

None

B. Promissory and Convertible Notes

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

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

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

12/31/22	10,647	10,647	1,922	12/31/23	Lower of \$0.01 or 30% discount to the three days average bid price prior to the date of conversion.	Joseph Canouse/J.P. Carey LP	Services
04/19/20	500,000	500,000	64,674	04/19/50	2437 p+I monthly starting 4/19/21	EIDL	EIDL
02/16/21	55,411	46,024	2,477	02/16/26	2020.39 p+I monthly	PPP	PPP
03/27/23	87,865	87,865	18,151	Upon demand	n/a	JAHOCO, LLC/ James P. Canouse	Services
03/31/23	50,000	50,000	5,008	03/31/24	Lower of \$0.01 or 30% discount to the three days average bid price prior to the date of conversion.	James P. Canouse	Services
06/30/23	50,000	50,000	5,019	6/30/24	Lower of \$0.01 or 30% discount to the three days average bid price prior to the date of conversion.	James P. Canouse	Services
8/2/23	2,338,128	2,281,758	0	9/30/24	65% of the market price	Trillium Partners, LP/ Stephen Hicks	Settlement agreement
9/30/23	50,000	50,000	4,011	9/30/24	Lower of \$0.01 or 30% discount to the three days average bid price prior to the date of conversion.	James P. Canouse	Services
12/31/23	50,000	50,000	3,003	12/31/24	Lower of \$0.01 or 30% discount to the three days average bid price prior to the date of conversion.	James P. Canouse	Services
3/31/24	50,000	50,000	2,005	3/31/25	Lower of \$0.01 or 30% discount to the three days average bid price prior to the date of conversion.	James P. Canouse	Services
6/30/24	50,000	50,000	1,008	6/30/25	Lower of \$0.01 or 30% discount to the three days average bid price prior to the date of conversion.	James P. Canouse	Services
9/30/24	50,000	50,000	0	9/30/25	Lower of \$0.01 or 30% discount to the three days average bid price prior to the date of conversion.	James P. Canouse	Services

***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. (Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

A year-round family entertainment center.

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

None

C. Describe the issuers’ principal products or services.

None

5) Issuer’s Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. 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.

Jumpstart Family Entertainment, LLC leases 26,337 SF of space at 5067 Bethelview Rd. The space is primarily used as an indoor family entertainment space. The space houses an indoor trampoline park, pro-style ninja course, over 25 arcade machines, full kitchen and private party rooms.

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.

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	Names of control person(s) if a corporate entity

<u>James Canouse</u>	CEO/Chairman of the Board/Chief Financial Officer	255 Eversedge Ct, Alpharetta, GA 30009	100,000,000	Common Class B	100%	\$200,000 per year
			1,000,000	Series A preferred Stock	100%	

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

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 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.

On June 21, 2023, the Company entered into a settlement agreement and stipulation ("Settlement Agreement") with Trillium Partners, LP ("TP") in connection with the settlement of \$2,338,128 of bona fide obligations the Company owed to certain of its creditors. The Settlement Agreement was subject to a fairness hearing, and on August 2, 2023 a Federal court in the District of Maryland held a fairness hearing and granted approval of the Settlement Agreement. If the Settlement Agreement is satisfied in full, the Company shall reduce the Company's debt obligations equal to \$2,338,128 in exchange for the issuance of settlement shares of Company's common stock pursuant to the terms of section 3(a)(10) of the Securities Act of 1933, in multiple tranches, at a price equal to the 65% of the closing bid price for the common stock for the day preceding the delivery of such tranche subject to adjustment for the actual sale price. At no time may TP beneficially own more than 9.99% of the Company's outstanding common stock.

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. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jeff Turner
Firm: JDT Legal, PLLC
Address 1: 897 W. Baxter Dr.
Address 2: South Jordan, UT 84095
Phone: 801-810-4465
Email: _____

Accountant or Auditor

Name: Steven M Plumb
Firm: Clear Financial Solutions
Address 1: 3050 Post Oak Blvd., Suite 510
Address 2: Houston TX 77056
Phone: 713-780-0806
Email: steven@clearfinancials.com

Investor Relations

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

All other means of Investor Communication:

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

Other Service Providers

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

Name: None
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Financial Statements

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

Name: **Steven M. Plumb, CPA**
Title: **Accountant**
Relationship to Issuer: **None**

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

- IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual)²:

Name: **Steven M. Plumb, CPA**
Title: **Accountant**
Relationship to Issuer: **Consultant**

Describe the qualifications of the person or persons who prepared the financial statements: Mr. Plumb is a CPA licensed with the State of Texas with over 30 years of experience preparing public company financial statements.

² The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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

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

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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, James P Canouse certify

that:

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

11/13/2024

/s/ James P. Canouse

James P. Canouse

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

Principal Financial Officer:

I, James P. Canouse certify that:

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

11/13/2024

/s/ James P. Canouse

James P. Canouse

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