

Newport Gold Inc.

168 Queen St. South, Mississauga, Ont. L5M 1K8

905-542-9555
<https://www.nearme.cool/>
nwpginfo@gmail.com

Quarterly Report (Amended)
For the period ending June 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

262,271,886 as of June 30, 2024 (Current Reporting Period Date or More Recent Date)

257,271,886 as of June 30, 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 Control⁴ of the company has occurred during this reporting period

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 and names used by predecessor entities, along with the dates of the name changes.

Newport Gold, Inc. (current)

The Issuer filed a Certificate of Amendment on 06/29/23 changing name to near me Technologies Inc. which name change was filed in error and reversed pursuant to a Certificate of Correction which was filed on 04/19/24 changing name back to Newport Gold, Inc

⁴ "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.

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

Prior Incorporation Information for the issuer and any predecessors during the past five years:
None

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:

- On May 17, 2023 the company issued 25,000,000 (issued) to 15019699 Canada Inc. in consideration for all assets of Save 72 Inc including all trademarks, technological and intellectual property related to the "nearme.cool" website and platform. An additional 25,000,000 shares of Newport Gold Inc. will also be transferred within 90 days upon completion of Mobile Wrapper Application (available for user download)

Address of the issuer's principal executive office:

168 Queen St. South, Mississauga L5M 1K8

Address of the issuer's principal place of business:

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

168 Queen St. South, Mississauga L5M 1K8

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: Heritage U.S. Transfer Corp.

Phone: 416-363-1240

Email: heritagetransferagency@gmail.com

Address: 80 Richmond St West, Suite 501, Toronto Ontario Canada M5H2A4

Publicly Quoted or Traded Securities:

Trading symbol:

NWPG

Exact title and class of securities outstanding:

common stock, \$.001 par value

CUSIP:

651875106

Par or stated value:

\$.001 par value

Total shares authorized:

400,000,000 as of date: Mar. 31, 2024

Total shares outstanding: 262,271,886 as of date: June 30, 2024
Total number of shareholders of record: 1160 as of date: June 30, 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:

Exact title and class of the security: NA
Par or stated value: NA
Total shares authorized: NA as of date: NA
Total shares outstanding: NA as of date: NA
Total number of shareholders of record: NA as of date: NA

Security Description:

:

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

Each outstanding share shall be entitled to vote on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class are limited or denied by or pursuant to the Articles of Incorporation or the Nevada Corporations Code

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

NA

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

NA

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

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 <u>Opening Balance:</u> Date <u>12/31/2021</u> Common: <u>123,203,136</u> Preferred: <u>NA</u> | | | *Right-click the rows below and select "Insert" to add rows as needed. | | | | | | |
|--|--|--|--|---|--|--|--|---|---------------------------------|
| Date of Transaction | Transaction type (e.g., new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities | Value of shares issued (\$/per share) at Issuance | Were the shares issued at a discount to market price at the time of issuance? (Yes/No) | Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed. | Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided | Restricted or Unrestricted as of this filing. | Exemption or Registration Type. |
| <u>11/23/2022</u> | <u>Issuance</u> | <u>134,068,750</u> | <u>Common</u> | <u>\$536,275</u> | <u>No</u> | <u>Derek Bartlett</u> | <u>Debt Conversion</u> | <u>Restricted</u> | _____ |
| <u>05/17/2023</u> | <u>Cancellation</u> | <u>25,000,000</u> | <u>Common</u> | <u>\$150,000</u> | <u>No</u> | <u>Derek Bartlett</u> | <u>N/A</u> | <u>Restricted</u> | _____ |
| <u>05/17/2023</u> | <u>Issuance</u> | <u>25,000,000</u> | <u>Common</u> | <u>\$150,000</u> | <u>No</u> | <u>15019699 Ontario Inc.</u> | <u>Consideration for Aquisition</u> | <u>Restricted</u> | _____ |
| <u>04/30/2024</u> | <u>Issuance</u> | <u>5,000,000</u> | <u>Common</u> | <u>\$37,500</u> | <u>No</u> | <u>Adam Broadway</u> | <u>Consideration for Consulting</u> | <u>Restricted</u> | _____ |
| Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>June 30, 2024</u> Common: <u>262,271,886</u> Preferred: <u>NA</u> | | | | | | | | | |

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

Derek Bartlett was issued 134,068,750 shares in 2022 representing 52.1% of the outstanding float making him a majority shareholder. On May. 17, 2023 Derek Bartlett resigned as President and CEO and returned 25,000,000 shares to treasury. On May 17, 2023 the company issued 25,000,000 to 15019699 Canada Inc. in consideration for all assets of Save 72 Inc including all trademarks, technological and intellectual property related to the "nearme.cool" website and platform. An additional 25,000,000 shares of Newport Gold Inc. will be transferred within 90 days upon completion and availability for user download.of a Mobile Wrapper Application Completed

On April 30, 2024 the company issued 5,000,000 to Adam Broadway in consideration for consulting provided to the company

B. Promissory and Convertible Notes

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

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

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder. *** You must disclose the control person(s) for any entities listed. | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|---|---|
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |

| | | | | | | | |
|-------|-------|-------|-------|-------|-------|-------|-------|
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |

*****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

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

The company is currently focused on strategic acquisitions in the technology sector. With a mission to identify and invest in innovative companies. On May 17, 2023 the company issued 25,000,000 (issued) to 15019699 Canada Inc. in consideration for all assets of Save 72 Inc including all trademarks, technological and intellectual property related to the “nearme.cool” website and platform. The deemed acquisition value was \$150,000 based on the market value of the shares on the date of the transaction (May 17). The company believes the digital assets could potentially become commercially viable in the future

B. Please list any subsidiaries, parent company, or affiliated companies.

None

C. Describe the issuers’ principal products or services.

The company owns a “near me” trademark granted by the United States Patent office

5) Issuer’s Facilities

The company has no physical assets. The company owns intellectual assets including all trademarks, technological and intellectual property related to the “nearme.cool” website and platform

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>Derek Bartlett</u> | <u>Owner>5%</u> | <u>Mississauga, Ontario</u> | <u>109,168,750</u> | | <u>42%</u> | <u>_____</u> |
| <u>Anthony McCabe</u> | <u>CEO/Director</u> | <u>Collingwood/Ontario</u> | <u>0</u> | <u>_____</u> | <u>_____</u> | <u>_____</u> |
| <u>John Arnold</u> | <u>Director/CFO</u> | <u>Guelph, Ontario</u> | <u>0</u> | <u>_____</u> | <u>_____</u> | <u>_____</u> |
| <u>15019699 Canada Inc.</u> | <u>Owner>5%</u> | <u>Terrebonne, Quebec</u> | <u>25,000,000</u> | <u>Common</u> | <u>10%</u> | <u>Zenon Stepkiewski</u> |
| | | | | | | |
| | | | | | | |

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 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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Kaye Cooper Kay & Rosenberg, LLP
Address 1: 425 Eagle Rock Avenue, Suite 200
Address 2: Roseland, NJ 07068
Phone: 973-443-0600 x11
Email: dmkaye@kcfkr.com

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____

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

9) Disclosure & Financial Information

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

Name: **Anthony McCabe**
Title: **CEO**
Relationship to Issuer: **CEO**

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):

Name: **Anthony McCabe**
Title: **CEO**
Relationship to Issuer: **CEO**

Describe the qualifications of the person or persons who prepared the financial statements:⁵ **Certified Professional Accountant of Ontario**

⁵ 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.

NEWPORT GOLD, INC

**CONSOLIDATED FINANCIAL
STATEMENTS (UNAUDITED)
FOR THE YEAR ENDED June 30, 2024**

NEWPORT GOLD, INC.

INDEX

| | <u>Page</u> |
|--|-------------|
| CONSOLIDATED BALANCE SHEETS | 11 |
| CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS | 12 |
| STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT) | 13 |
| CONSOLIDATED STATEMENTS OF CASH FLOWS | 14 |
| NOTES TO CONSOLIDATED FINANCIAL STATEMENTS | 15-22 |

NEWPORT GOLD, INC.
Consolidated Balance Sheet
June 30, 2024
(In U.S. Dollars)

| | <u>30-Jun</u> <u>2024</u> | <u>31-Dec</u> <u>2023</u> |
|---|------------------------------|------------------------------|
| Assets | | |
| Current | | |
| Cash | \$ 4,091 | \$ 1,070 |
| Prepaid expenses | 1,185 | 1,185 |
| | 5,276 | 2,255 |
| Long-term | | |
| Mineral Interests (note 5) | 0 | - |
| Equipment (note 6) | 0 | 0 |
| Intangible Digital Asset (note 7) | 174,125 | 170,501 |
| | 174,125 | 170,501 |
| Total assets | \$ 179,401 | \$ 172,756 |
| Liabilities | | |
| Current | | |
| Accounts payable and accrued liabilities | 918,368 | 918,368 |
| Accrued Officer Salaries (note 8) | 291,294 | 214,449 |
| Total Liabilities | 1,209,662 | 1,132,816 |
| Stockholders' Equity (Deficit) | | |
| Capital Stock | | |
| Common Stock - Authorized 400,000,000 shares with a par value of \$0.001 per share. Issued and outstanding 262,271,886 (2023 - 257,271,886) (note 9) | 262,273 | 257,272 |
| Additional paid-in capital | 5,585,489 | 5,585,489 |
| Subscriptions Receivable | 0 | 0 |
| Accumulated Other Comprehensive Income (Loss) | 148,872 | 148,872 |
| Accumulated Deficit - during development stage | (7,026,895) | (6,951,694) |
| Total Stockholders' Deficit | \$ (1,030,261) | \$ (960,061) |
| Total Liabilities and Stockholders' Deficit | \$ 179,401 | \$ 172,756 |

Going Concern (Note 2)

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

NEWPORT GOLD, INC.
Consolidated Statements of Operations and Comprehensive
Loss (In U.S. Dollars) 6 Months Ended June 30

| | <u>Q2</u> <u>June 30</u> <u>2024</u> | <u>6 Months</u> <u>Ended</u> <u>Jun 30</u> <u>2024</u> | <u>Q2</u> <u>June 30</u> <u>2023</u> | <u>6 Months</u> <u>Ended</u> <u>Jun 30</u> <u>2023</u> | <u>July 16, 2003</u> <u>(date of inception)</u> <u>to Jun 30</u> <u>2024</u> <u>Unaudited</u> |
|---|--|---|--|---|---|
| Expenses | | | | | |
| Consulting Fees | \$ 35,000 | \$ 65,000 | | \$ 30,000 | 2,691,223 |
| Accounting and legal | | | 5,145 | 5,145 | 1,356,009 |
| Office and travel | | | | | 135,501 |
| Filing and transfer agent fees | 1,701 | 6,233 | | | 167,082 |
| Occupancy costs | | | 4,047 | 4,047 | 17,514 |
| Interest & Bank Charges | 250 | 283 | | | 8,416 |
| Recovery of expenses | | | 271 | 284 | (439,172) |
| Foreign exchange loss (gain) | | | | | (8,778) |
| Consulting | | | | | 202,250 |
| Licensing & Royalty Fees | | | 32,250 | 32,250 | 184,847 |
| Investor relations | 1,474 | 1,474 | | | 119,581 |
| Expenditures on resource properties | | | 870 | 870 | 219,980 |
| Software Expenditures | 1,473 | 2,212 | | 35,397 | 4,556 |
| Amortization | | | 1,607 | 1,607 | 5,620 |
| | <u>(39,898)</u> | <u>(75,201)</u> | <u>(44,190)</u> | <u>(109,600)</u> | <u>(4,664,629)</u> |
| Write-down of mineral interest (Note 5) | <u>0</u> | <u>0</u> | <u>0</u> | <u>0</u> | <u>2,362,266</u> |
| Net income (loss) | <u>(39,898)</u> | <u>(75,201)</u> | <u>(44,190)</u> | <u>(109,600)</u> | <u>(7,026,895)</u> |
| Other comprehensive income (loss) | <u>0</u> | <u>0</u> | <u>0</u> | <u>0</u> | <u>148,872</u> |
| Total comprehensive income (loss) | <u>\$ (39,898)</u> | <u>\$ (75,201)</u> | <u>\$ (44,190)</u> | <u>\$ (109,600)</u> | <u>\$ (6,878,023)</u> |
| (Loss) Earnings Per Share - basic and diluted | \$ (0.000) | \$ (0.000) | \$ 0.001 | \$ (0.000) | |
| Weighted Average Number of Common Shares Outstanding - basic and diluted | <u>262,271,886</u> | <u>262,271,886</u> | <u>257,271,886</u> | <u>257,271,886</u> | |

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

NEWPORT GOLD, INC.
Consolidated Statements of Stockholders' Equity (Deficit)
From July 16, 2023 to June 30, 2024
(In U.S. Dollars)

| | Shares | Par Value | Additional Paid-in Capital | Other Comprehensive Income (Loss) | Deficit During Development Stage (note 3(e)) | Total Stockholders' Equity (Deficit) |
|---|--------------------|----------------|----------------------------|-----------------------------------|--|--------------------------------------|
| Balance Dec 31, 2021 | 123,203,706 | 123,204 | 5,183,283 | 148,872 | (6,664,147) | (1,208,789) |
| Share Subscriptions | | | | | | |
| Common shares issued for cash | | | | | | |
| Common shares issued for mining claims | | | | | | |
| Common shares issued for debt | 134,068,750 | 134,069 | 402,206 | | | 536,275 |
| Foreign currency traslation adjustment | | | | | | |
| Net (Loss)/Gain | | | | | (106,029) | (106,027) |
| Balance Dec 31, 2022 | 257,271,886 | 257,272 | 5,585,490 | 148,872 | (6,770,176) | (778,541) |
| Share Subscriptions | | | | | | |
| Common shares issued for cash | | | | | | |
| Common shares issued for mining claims | | | | | | |
| Common shares issued for digital assets | 25,000,000 | 25,000 | 125,000 | | | |
| Common shares issued for debt | (25,000,000) | (25,000) | (125,000) | | | |
| Prior Period Adjustment | | | | | | |
| Foreign currency traslation adjustment | | | | | | |
| Net (Loss)/Gain | | | | | (181,518) | (181,518) |
| Balance Dec. 31, 2023 | 257,271,886 | 257,272 | 5,585,490 | 148,872 | (6,951,695) | (960,060) |
| Share Subscriptions | | | | | | |
| Common shares issued for cash | | | | | | |
| Common shares issued for mining claims | | | | | | |
| Common shares issued for digital assets | 5,000,000 | 5,000 | | | | 5,000 |
| Common shares issued for debt | | | | | | |
| Foreign currency traslation adjustment | | | | | | |
| Net (Loss)/Gain | | | | | (75,200) | (75,200) |
| Balance Jun 30, 2024 | 262,271,886 | 262,272 | 5,585,490 | 148,872 | (7,026,895) | (1,030,260) |

NEWPORT GOLD, INC.
Consolidated Statements of Cash Flows
6 Months Ended June 30, 2024
(In U.S. Dollars)

| | 6 Months Ended Jun 30 | | July 16, 2003 (date of inception) to Jun 30 2024 (Unaudited) |
|---|-----------------------|--------------|--|
| | 2024 | 2023 | |
| <u>Operating Activities</u> | | | |
| Net income (loss) | \$ (75,201) | \$ (109,600) | \$ (7,026,895) |
| Items not involving cash | | | |
| Amortization | - | - | 5,620 |
| Interest | - | - | 57 |
| Write down of amount owed to related party | - | - | 119,376 |
| Write down of mineral interest | - | 35,397 | 2,432,945 |
| | (75,201) | (74,203) | (4,468,783) |
| Changes in non cash operating assets and liabilities | | | |
| Prepaid expenses | - | - | (1,157) |
| Reclamation of bonds | - | - | 716 |
| Bank loan payable | - | - | 37,559 |
| Accounts payable and accrued liabilities | - | (0) | 724,672 |
| Accrued Officer Salaries | 76,847 | 81,253 | 1,203,738 |
| | 76,847 | 81,253 | 1,965,528 |
| Cash Used in Operating Activities | 1,646 | 7,050 | (2,503,255) |
| Investing Activities | | | |
| Purchase of equipment | - | - | (5,034) |
| Acquisition of capital assets | (3,625) | - | (50,865) |
| | (3,625) | - | (55,899) |
| Financing Activities | | | |
| Loan payable | - | - | 276,899 |
| Common shares issued | 5,001 | - | 1,970,702 |
| Subscriptions received | - | - | 237,150 |
| | 5,001 | - | 2,484,751 |
| Cash Provided by Financing Activities | 5,001 | - | 2,484,751 |
| Net increase (decrease) in cash | 3,022 | 7,050 | (74,403) |
| Effect of Exchange Rate Change on Cash | - | - | 2,620 |
| Balances Held in Foreign Currencies | - | - | 75,875 |
| Cash (Indebtness), Beginning of Period | 1,070 | 575 | - |
| Cash (Indebtness), End of Period | \$ 4,091 | \$ 7,624 | \$ 4,091 |
| Non-Cash Financing Activity | | | |
| Common stock issued for assets | - | 150,000 | \$ 2,568,325 |
| Common stocks issued for debt conversion | - | (150,000) | \$ 1,098,136 |

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

NOTE 1 – OPERATIONS AND BASIS OF PRESENTATION

Newport Gold, Inc. (the "Company"), an exploration stage company, was incorporated under the laws of Nevada on July 16, 2003, and is involved in the acquisition, exploration and development of mineral and energy properties. In 2023, The Company transitioned into a digital marketing company and divested all mining assets.

NOTE 2 – GOING CONCERN

These financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America on a going-concern basis. This presumes funds will be available to finance on-going development, operations and capital expenditures, and the realization of assets and payment of liabilities in the normal course of operations for the foreseeable future.

The general business strategy of the Company is to explore and research existing mineral properties and to potentially acquire further claims either directly or through the acquisition of operating entities. The continued operations of the Company depend upon the recoverability of mineral property reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development of these claims and upon the future profitable production of the claims. There continues to be insufficient funds to provide enough working capital to fund ongoing operations for the next twelve months. Management intends to raise additional capital through share issuances to finance its exploration on the Burnt Basin Property as described in note 5.

The Company has a working capital deficit of \$1,204,378 at June 30, 2024, and has an accumulated deficit during of \$7,026,895 and has not generated any operating revenue to date. These factors raise substantial doubt about the Company's ability to continue as a going-concern, which is dependent on the Company's ability to obtain and maintain an appropriate level of financing on a timely basis and to achieve sufficient cash flows to cover obligations and expenses. The outcome of the above matters cannot be predicted at this time. These financial statements do not give effect to any adjustments to the amounts and classifications of assets and liabilities, which might be necessary should the Company be unable to continue as a going-concern.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") as applicable to an exploration stage enterprise under FASB-ASC 915-205 and are expressed in US dollars.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, 2038052 Ontario Inc. and NWPG Mining Corp. All intercompany balances and transactions have been eliminated on consolidation.

Use of Estimates

The preparation of financial statements in conformity with US GAAP require 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 during the reporting period. Significant estimates include the recoverability of resource properties, accrued liabilities, rate of amortization and the valuation allowance for deferred income tax assets. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

NEWPORT GOLD, INC.
Notes to Consolidated Financial Statements

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

The Company considers highly liquid investments with original maturities of three months or less to be cash equivalents. At June 30, 2023 and June 30, 2024, cash and cash equivalents consisted of cash held at financial institutions and highly liquid investments with original maturities of less than three months.

Foreign Currency Translation

The Company's operations and activities are conducted principally in Canada; hence the Canadian dollar is the functional currency. Non-monetary assets and liabilities are translated at historical rates; monetary assets and liabilities are translated at exchange rates in effect at the end of the year; and expenses are translated at average rates for the year. Gains and losses from translation of foreign currency into the functional currency are included in current results of operations. The Company's reporting currency is the United States dollar. The Company translates financial statements into the reporting currency as follows: assets and liabilities are translated at the rates of exchange on the balance sheet date, and revenues and expenses are translated at average rates of exchange during the period. The resulting translation adjustments are included as part of other comprehensive income.

Mineral Property Acquisition Payments and Exploration Costs

The Company follows accounting standards for mineral rights, which concluded that mineral rights are tangible assets. Accordingly, the Company capitalizes certain costs related to the acquisition of mineral rights. If a commercially mineable ore body is discovered, such costs are amortized when production begins using the unit-of-production method based on proven and probable reserves. If no commercially viable ore body is discovered, or such rights are otherwise determined to have no value, such costs are expensed in the period in which it is determined the property has no future economic value.

Digital Acquisition Payments and Costs

Under US GAAP, digital assets are classified as intangible assets and are typically indefinite-lived and measured at cost less impairment losses.

Impairment of Long-Lived Assets

Management of the Company periodically reviews the net carrying value of its mineral properties and interests on a property-by-property basis. These reviews consider the net realizable value of each property to determine whether a permanent impairment in value has occurred and the need for any asset write-down. An impairment loss will be recognized when the estimated future cash flows (undiscounted) expected to result from the use of an asset are less than the carrying amount of the asset. Measurement of an impairment loss will be based on the estimated fair value of the asset if the asset is expected to be held and used.

Depreciation

Equipment is recorded at cost. Expenditures for major additions and improvements are capitalized; minor replacements, maintenance and repairs are charged to expense as incurred. 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. Amortization is provided over the estimated useful lives of the related assets using the declining-balance method for financial statement purposes.

Amortization of equipment is calculated at 30% on the declining-balance basis.

Income Taxes

The Company accounts for income taxes in accordance with FASB ASC 740, Income Taxes. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts and tax bases of existing assets and liabilities and are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded to reduce the deferred tax assets, if there is uncertainty regarding their realization.

NEWPORT GOLD, INC.
Notes to Consolidated Financial Statements

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income Taxes (continued)

FASB ASC 740 also addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under FASB ASC 740, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. FASB ASC 740 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of FASB ASC 740.

Loss Per Share

The Company computes earnings per share in accordance with ASC 260, Earnings per Share. Under the provision, basic earnings per share are computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing the net income (loss) for the period by the weighted average number of common and potentially dilutive common shares outstanding during the period. There were no potentially dilutive common shares outstanding during the period.

Other Comprehensive Income

The Company follows US GAAP, “*Reporting Comprehensive Income*”, which establishes standards for the reporting and display of comprehensive income, its components and accumulated balances in financial statements. Comprehensive income consists of net income and other gains and losses affecting stockholders' equity that under generally accepted accounting principles are excluded from net income. For the Company, such items consist primarily of foreign currency translation gains and losses.

Asset Retirement Obligations

The Company has adopted the provisions of US GAAP, “*Accounting for Asset Retirement Obligations*”. The basis of this policy is the recognition of a legal liability for obligations relating to the retirement of property, plant and equipment, and obligations arising from the acquisition, construction, development or normal operations of those assets. Such asset retirement costs must be recognized at fair value when a reasonable estimate of fair value can be estimated in the period in which the liability is incurred. A corresponding increase to the carrying amount of the related asset, where one is identifiable, is recorded and amortized over the life of the asset. Where a related future value is not easily identifiable with a liability, the change in fair value over the course of the year is expensed. The amount of the liability is subject to re-measurement at each reporting period. The estimates are based principally on legal and regulatory requirements.

It is possible that the Company's estimates of its ultimate reclamation and closure liabilities could change as a result of changes in regulations, changes in the extent of environmental remediation required, changes in the means of reclamation, or changes in cost estimates. Changes in estimates are accounted for prospectively commencing in the period the estimate is revised. No liability has been recorded as the Company is in the exploration stage on its properties and, accordingly, no environmental disturbances have occurred.

Fair Value of Financial Instruments

Financial assets and liabilities recorded on the accompanying balance sheets are categorized based on the inputs to the valuation techniques as follows:

Level 1 - Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that the company has the ability to access at the measurement date (examples include active exchange-traded equity securities, listed derivatives and most United States Government and agency securities).

NEWPORT GOLD, INC.
Notes to Consolidated Financial Statements

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value of Financial Instruments (continued)

Level 2 - Financial assets and liabilities whose values are based on quoted prices in markets where trading occurs infrequently or whose values are based on quoted prices of instruments with similar attributes in active markets. Level 2 inputs include the following:

- Quoted prices for identical or similar assets or liabilities in non-active markets (examples include corporate and municipal bonds which trade infrequently);
- Inputs other than quoted prices that are observable for substantially the full term of the asset or liability (examples include interest rate and currency swaps); and
- Inputs that are derived principally from or corroborated by observable market data for substantially the full term of the asset or liability (examples include certain securities and derivatives).

Level 3 - Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's own assumptions about the assumptions a market participant would use in pricing the asset or liability.

An asset or liability's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Availability of observable inputs can vary and is affected by a variety of factors. The Company uses judgment in determining fair value of assets and liabilities and Level 3 assets and liabilities involve greater judgment than Level 1 and Level 2 assets or liabilities.

Stock Based Compensation

The Company accounts for share-based compensation in accordance with ASC Topic 718, Compensation—Stock Compensation (ASC 718). Under the provisions of ASC 718, share-based compensation cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employee's requisite service period (generally the vesting period of the equity grant).

Recent Accounting Pronouncements

In February 2013, the FASB issued Accounting Standards Update ("ASU") 2013-02, "Comprehensive Income (Topic 220) Reporting Amounts Reclassified out Of Accumulated Other Comprehensive Income." ASU 2013-02 requires entities to report either on their income statement or disclose in footnotes to the financial statements the effects on net income from significant items that are classified out of the accumulated other comprehensive income for all reporting periods (annual and interim) covered by the financial statements. The standard also requires cross-reference to other disclosures currently required under GAAP for other reclassification items that are not required to be reclassified directly to net income. This standard is effective for us for fiscal periods beginning after December 15, 2012 and we expect the adoption of ASU 2013-02 to have no material impact on our financial position and results of operations.

In January 2013, the FASB issued ASU 2013-01, "Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities." The FASB issued ASU 2013-01 in response to concerns raised by constituents regarding the potential broad scope of disclosure requirements upon adoption of ASU 2011-11. It limits the scope of the new balance sheet offsetting disclosures to derivatives, repurchase agreements and securities lending transactions to the extent that they are (1) offsetting in the financial statements or (2) subject to an enforceable master netting arrangement or similar agreement. ASU 2013-01 will be effective for us on January 1, 2013. We expect the adoption of this standard to have no material effect on our financial position and results of operations.

NEWPORT GOLD, INC.
Notes to Consolidated Financial Statements

NOTE 4 – FINANCIAL INSTRUMENTS

Fair Value

The carrying values of cash and cash equivalents, and accounts payable and accrued liabilities approximate their fair values because of the short-term maturity of these financial instruments. The fair values of due to related parties cannot be reasonably estimated, as no liquid and active market exists for such instruments.

Interest Rate Risk

The Company is not exposed to interest rate risk as the Company has no interest-bearing financial instruments.

Credit Risk

The Company is exposed to credit risk with respect to its cash and cash equivalents; however, this risk is minimized as cash is placed with major financial institutions.

Currency Risk

The Company is exposed to foreign currency fluctuations to the extent expenditures incurred by the Company are not denominated in the functional currency.

NOTE 5 – MINERAL INTERESTS

Mineral interests consisted of the following:

| | June 30 | June 30 |
|-------------------|----------------|----------------|
| | 2024 | 2023 |
| Mineral Interests | \$0 | \$0 |

During Q1 of 2023 the company made a strategic decision to not renew its only mining claim - Manitou claim number 530691 (63.36 hectares), resulting in the write down of the company's primary mining asset interest in the amount of 35,397.

NOTE 6 – EQUIPMENT

| | June 30 | June 30 |
|--------------------------|----------------|----------------|
| | 2024 | 2023 |
| Cost | \$5,606 | \$5,606 |
| Accumulated depreciation | \$(5,606) | \$(5,606) |
| Net | \$ - | \$ - |

Depreciation expense for the quarter ended Mar.31, 2024 was \$0.00.

NEWPORT GOLD, INC.
Notes to Consolidated Financial Statements

NOTE 7 – DIGITAL ASSETS

Digital Assets consist of the following:

| | <u>June 30</u> <u>2024</u> | <u>June 30</u> <u>2023</u> |
|----------------|-------------------------------|-------------------------------|
| Digital Assets | \$174,125 | \$0 |

On May 17, 2023 the company issued 25,000,000 (issued) to 15019699 Canada Inc. in consideration for all assets of Save 72 Inc including all trademarks, technological and intellectual property related to the “nearme.cool” website and platform. The deemed acquisition value was \$150,000 based on the market value of the shares on the date of the transaction (May 17). The company believes the digital assets could potentially become commercially viable in the future.

During Q4 of 2023 the company incurred \$20,500 of capital eligible software development costs.

During Q1 of 2024 the company incurred \$3,625 of capital eligible software development costs.

NOTE 8 – RELATED PARTY TRANSACTIONS

Loan Payable-Shareholders

As at June 30, 2024 the Company owes \$618,367 to a shareholder. The loan has no definite terms of repayment, is unsecured and bears no interest.

Accrued Officer Salaries

As at June 30, 2024, \$32,232 was due to Derek Bartlett, former C.E.O and \$258,964 was due to Anthony McCabe, C.E.O.

NOTE 9 – COMMON STOCK AND WARRANTS

On December 28, 2012, Alex Johnston, a principal stockholder, agreed to convert the \$370,927 accrued officer salaries debt which had been assigned to him by Derek Bartlett into 18,546,350 shares of common stock of the Company, and the Company has agreed to issue the shares to Alex Johnston in full and complete payment and settlement of the debt.

On August 10, 2012 the Company sold 1,940,000 units at a price of \$0.05 per unit for gross proceeds of \$97,848. Each unit consists of one share of common stock, par value 0.001 per share and one common stock purchase warrant with an exercise price of \$0.05 that expired August 10, 2014. During Q 4 2013, 350,000 shares were issued for a debt settlement.

On January 5 2016, Derek Bartlett converted \$60,000.00 of debt into 6 million shares of the company and the company has agreed to issue the shares, in full and complete settlement of the \$60,000.00 of that debt.

NEWPORT GOLD, INC.
Notes to Consolidated Financial Statements

NOTE 9– COMMON STOCK AND WARRANTS (continued)

On June 25 2017 Derek Bartlett who is owed U.S. \$ 505,722.00 from the company agreed to assign the latter amount to Alex Johnston who also agreed to convert that amount into Newport Gold stock @ 3 cents per share resulting in an issuance of 16,857,400 shares of Newport Gold

On August 5 2017 the company's directors signed a resolution amending the company's Articles of Incorporation and increased its authorized capital to 250 million shares. On July 24 2017 Alex Johnston assigned 105,000.00 \$ of his debt to 2 entities who converted that debt into 3.5 million shares of the company which are subject to a one year hold.

On August 15 2017 Eco- Orex agreed to extend the term of license from 10 to 20 years and to extend the company's performance dates to September 2018 to coincide with the closing date as defined in the stock purchase and sale agreement dated October 2016. On August 28 2017 the company delivered 25 million Reg S company shares to Eco- Orex / 2207449 ONTARIO INC. as part of the agreement, the latter becomes an affiliate of the company and the shares are subject to a one year hold.

On June 30, 2018 Anthony McCabe assigned \$230,000; Derek Bartlett assigned \$123,570 and Tony James assigned \$36,000 of debt in fees to Alex Johnston who converted the total into Newport Gold shares at 3 cents per share. Alex Johnston in addition converted his debt from fees of \$36,000 into Newport Gold shares also at 3 cents per share. The total amount of shares from the conversion of \$425,570 resulted in the issuance of 14,186,666 shares to Alex Johnston. These shares are restricted under the Securities Act of 1933 and are being issued pursuant to the exemption from registration set out in Regulation S.

The Company has recently determined that certain shares were previously issued in excess of the then total number of authorized shares. During 2022 the company obtained greater than 50% of outstanding shareholder votes authorizing the increase of authorized shares from 100,000,000 to 400,000,000.

On Nov. 23, 2022 Anthony McCabe assigned \$290,922 of debt to Derek Bartlett who converted the total into Newport Gold shares at 0.004 cents per share. Derek Bartlett in addition converted his debt from fees of \$245,353 into Newport Gold shares also at 0.004 cents per share. The total amount of shares from the conversion of \$536,275 resulted in the issuance of 134,068,750 shares to Derek Bartlett. These shares are restricted under the Securities Act of 1933 and are being issued pursuant to the exemption from registration set out in Regulation S. The resulting transaction resulted in Derek Bartlett becoming a majority shareholder controlling 52.1% of the outstanding float.

On May. 17, 2023 Derek Bartlett resigned and returned 25,000,000 shares to treasury.

On May 17, 2023 the company issued 25,000,000 to 15019699 Canada Inc. in consideration for all assets of Save 72 Inc including all trademarks, technological and intellectual property related to the "nearme.cool" website and platform.

NEWPORT GOLD, INC.
Notes to Consolidated Financial Statements

On April 30, 2024 the company issued 5,000,000 to Adam Broadway in consideration for consulting services

There are no outstanding warrants as at Dec 31, 2023.

NOTE 10 – INCOME TAXES

The Company has non-capital losses for Canadian income tax purposes of \$809,610 (\$851,062 Canadian) available that expire as follows:

| | |
|------|---------|
| 2026 | 225,810 |
| 2027 | 131,375 |
| 2028 | 166,661 |
| 2029 | 137,972 |
| | 809,610 |

NOTE 11 – SUBSEQUENT EVENTS

The Company has no subsequent events to report

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Anthony McCabe certify that:

1. I have reviewed this Disclosure Statement for Newport 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.

July 14 2024 [Date]



_____ [CEO's Signature]

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

Principal Financial Officer:

I, John Arnold certify that:

1. I have reviewed this Disclosure Statement for Newport 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.

July 14 2024 [Date]

A handwritten signature in black ink, appearing to be 'Joa' or similar, written over a horizontal line.

_____ [CFO's Signature]

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