



Alternative Reporting Standard: Disclosure Guidelines for the Pink[®] Market

Federal and state securities laws require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Disclosure Guidelines (“Guidelines”)¹ that set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. Companies on the Pink Market that do not make disclosure directly to the SEC (via EDGAR), a banking regulator, or a non-U.S. regulatory authority may provide disclosure under our “Alternative Reporting Standard.” We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.²

Pink Current Information Tier

To qualify for the Current Information Tier:

1. **Subscribe to the OTC Disclosure & News Service:** To submit an application, visit [Gateway](#) to sign in or create a new account. Allow OTC Markets Group 2-4 weeks to process your application and provide authorized user credentials to OTCIQ.
2. **Publish Initial Disclosure:** Upload the following documents through OTCIQ:
 - *Annual Report* for the most recently completed fiscal year.
 - *All Quarterly Reports* for the Current Fiscal Year.

Annual or Quarterly Reports are composed of:

- **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. Available as a fillable form beginning on page 4 of these Guidelines.
- **Financial Statements:** Qualifying Financial Statements in accordance with the Financial Statement Requirements specified in Item 9 of these Guidelines.

Qualifying Financial Statements include:

- Audit Letter, if audited
- Balance Sheet
- Statement of Income
- Statement of Cash Flows
- Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
- Notes to Financial Statements

¹ These Guidelines have been designed to encompass the “current information” requirements under state and federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws. However, these Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. These Guidelines do not constitute legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements. These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

² OTC Markets Group may require companies with securities designated as “Caveat Emptor” or other compliance flags to make additional disclosures to qualify for the Pink Current Information tier.

3. **Publish Attorney Letter:** If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:
 - Attorney Letter Agreement: The attorney for the company must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#).
 - Attorney Letter: After the attorney reviews the company's disclosure, publish the "Attorney Letter With Respect to Current Information" through OTCIQ. Attorney Letters must be in accordance with the [Attorney Letter Guidelines](#).
4. **Verify Profile:** Verify the Company Profile through OTCIQ. This includes the complete list of current officers, directors, and service providers; outstanding shares; a business description; contact information; and the names of all company insiders and beneficial owners of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
5. **OTC Markets Group Processing of Reports:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
6. **Ongoing Requirements:** To qualify for Current Information on an ongoing basis, companies must:
 - Publish reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end
 - Annual Report within **90 days** of the fiscal year end
 - Attorney Letter within **120 days** of the fiscal year end if financial statements are unaudited.
 - Maintain a Verified Profile. At least once every six months, review and verify the Company Profile through OTCIQ.
 - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.
 - Maintain an Active standing in the Company's State of Incorporation.

Pink Limited Information Tier

Companies that do not meet the requirements of the Pink Current Information tier set forth above may still qualify for the Pink Limited Information Tier by meeting the following minimum disclosure requirements.

1. **Annual Financial Statements:** Publish one set of Qualifying Annual Financial Statements which cover the past 2 completed fiscal years, provided the most recently completed fiscal year is within the past 16 months.
2. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. "Company Insiders" shall include the beneficial owner of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
3. **Ongoing Requirements:** To qualify for Limited Information on an ongoing basis, companies must:

- Publish reports on the following schedule:
 - Annual Financial Statements as outlined in Item 9 within 120 days of the fiscal year end. Should a change in FYE occur, no more than 16 months may elapse from the fiscal year end of the prior Annual Financial Statement.
- Review and Verify the Company's profile information through OTCIQ at least once every 12 months.
- Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.

Current Reporting of Material Corporate Events

In addition to the disclosure requirements above, all companies on the Pink market are expected to promptly release to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents, or if the material events occurs after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or the OTC Disclosure & News Service.³

Material corporate events may include:

- Changes to the company's shell status. Please refer to our [FAQ on Shell Companies](#)
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Entry into or termination of a material definitive agreement or material agreement not made in the ordinary course of business
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct or contingent financial obligation including any default or acceleration of an obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities including material write-offs and restructuring; Material impairments
- Unregistered sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Change in a company's fiscal year; Amendments to articles of incorporation or bylaws that were not previously disclosed in a proxy statement or other such disclosure statement.
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities

³ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcmarkets.com/corporate-services/ir-tools-services>

- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- A company's bankruptcy or receivership
- Termination or reduction of a business relationship with a customer that constitutes a specified amount of the company's revenues
- Any material limitation, restriction, or prohibition, including the beginning and end of lock-out periods, regarding the company's employee benefits, retirement and stock ownership plan
- Earnings releases
- Other materially different information regarding key financial or operation trends from that set forth in periodic reports
- Other events the issuer determines to be material

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

HC 64, Box 64545
County Road 39
Ely, NV 89301

740-275-7804
OSClgold.com
osceolagoldinc@gmail.com

Annual Report

For the period ending March 31, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

293,464,288 as of March 31, 2024 *(Current Reporting Period Date or More Recent Date)*

293,464,288 as of December 31, 2023 *(Most Recent Completed Fiscal Year End)*

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

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.

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.

Osceola Gold Inc. f/k/d PhyHealth Corporation~ named changed February 2016

Current State and Date of Incorporation or Registration: Delaware

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

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

N/A

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

N/A

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

N/A

Address of the issuer's principal executive office:

HC 64, Box 64545
County Road 39
Ely, NV 89301

Address of the issuer's principal place of business:

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

HC 64, Box 64545
County Road 39
Ely, NV 89301

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: Issuer Direct

Phone: 919-481-4000

Email: info@issuereirect.com

Address: 1 Glenwood Ave Suite 1001, Raleigh, NC 27603

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>OSCI</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>68804P109</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>298,000,000</u>	as of date: <u>March 31, 2024</u>
Total shares outstanding:	<u>293,464,288</u>	as of date: <u>March 31, 2024</u>
Total number of shareholders of record:	<u>156</u>	as of date: <u>March 31, 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 that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Series A Preferred Shares</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>1,000,000</u>	as of date: <u>March 31, 2024</u>
Total shares outstanding:	<u>752,947</u>	as of date: <u>March 31, 2024</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>March 31, 2024</u>

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

Exact title and class of the security:	<u>Series B Preferred Shares</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>1,000,000</u>	as of date: <u>March 31, 2024</u>
Total shares outstanding:	<u>0</u>	as of date: <u>March 31, 2024</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>March 31, 2024</u>

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

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

The Series B Preferred Shares hold 67% of the voting power for Osceola Gold Inc.

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

The Series B Preferred Shares hold 67% of the voting power for Osceola Gold Inc.

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

N/A

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.

N/A

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

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

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

Shares Outstanding <u>Opening Balance</u> :			*Right-click the rows below and select "Insert" to add rows as needed.							
Date	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)								
12/31/21		Common: 291,864,288 Preferred A: 247,039 Preferred B: 0								
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.	

11-15-19	<u>New Issuance</u>	1,000,000	Common	\$0.01	Yes	Dennis Stephens	Private Placement	Restricted	
7-9-21	<u>New Issuance</u>	1,000,000	Common	\$0.01	Yes	James Lebow	Private Placement	Restricted	Posted 12-31-22
7-9-21	<u>New Issuance</u>	1,000,000	Common	\$0.01	Yes	Bruce Haddad	Private Placement	Restricted	Posted 12-31-22

8/21/2021	<u>New Issuance</u>	2,000,000	Common	\$0.015	Yes	Carlos Obando	Private placement	Restricted	
8/21/2021	<u>New Issuance</u>	2,000,000	Common	\$0.0125	Yes	Gregg Epstein	Private Placement	Restricted	
08/21/2021	<u>Cancelation</u>	31,203,993	Common	N/A	N/A	Pizz Inc. Tracy Pizzoferrato	N/A	N/A	Posted 3/2/22
08/26/2021	<u>New Issuance</u>	1,200,000	Common	\$0.01	Yes	James D. Lebow	Private Placement	Restricted	Posted 11/9/22
9/15/2021	<u>New Issuance</u>	1,500,000	Common	\$0.01	Yes	Bruce Haddad	Private Placement	Restricted	Posted 12-31-22
2/22/22	<u>New Issuance</u>	600,000	Common	\$0.01	Yes	Kelly Hemming	Private Placement	Restricted	Posted 11/30/22
3/31/22	<u>New Issuance</u>	2,000,000	Common	\$0.01	Yes	Dr. Leo Colarossi	Private Placement	Restricted	Posted 11/8/22
3/31/2022	<u>New issuance</u>	2,000,000	Common	\$0.05	Yes	Stanley Goldstein	Private Placement	Restricted	Posted 11/8/22
04/05/22	<u>Cancelation</u>	2,000,000	Common	N/A	N/A	Pizz Inc Tracy Pizzoferrato	N/A	N/A	---
4/5/22	<u>Cancelation</u>	2,000,000	Common	N/A	N/A	Pizz Inc Tracy Pizzoferrato	N/A	N/A	
4/5/22	<u>Cancelation</u>	1,000,000	Common	N/A	N/A	Pizz Inc Tracy Pizzoferrato	N/A	N/A	
4/25/22	<u>New Issuance</u>	10,000,000	Common	\$0.01	Yes	Christopher Montana	Private Placement	Restricted	
8/23/22	<u>Cancelation</u>	10,000,000	Common	N/A	N/A	Pizz Inc Tracy Pizzoferrato	N/A	N/A	

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

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

4) Issuer's Business, Products and Services

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

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

Excavation and extraction of gold ore

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

None

- C. Describe the issuers' principal products or services.

Excavation and extraction of gold ore

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

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.

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>Pizz Inc./ Tracy Pizzoferrato</u>	<u>Interim CEO</u>	<u>Steubenville, Ohio</u>	<u>1,000,000</u>	<u>Preferred B Shares</u>	<u>100%</u>	<u>Tracy Pizzoferrato</u>
<u>Pizz Inc./ Tracy Pizzoferrato</u>	<u>Interim CEO</u>	<u>Steubenville, Ohio</u>	<u>17,913,600</u>	<u>Pizz Inc./ Tracy Pizzoferrato</u>	<u>Pizz Inc./ Tracy Pizzoferrato</u>	<u>Pizz Inc./ Tracy Pizzoferrato</u>
<u>Ashok and Parul Shah</u>	<u>Owner of more than 5%</u>	<u>Lake Forest, California</u>	<u>27,000,000</u>	<u>Common Stock</u>	<u>9.2509%</u>	<u>Ashok and Parul Shah</u>
<u>Law Office of Randall Goulding</u>	Former Officer	<u>Chicago, Illinois</u>	<u>122,461</u>	<u>Preferred A Shares</u>	<u>12.25%</u>	<u>Randall Goulding</u>
—	—	—	—	—	—	—

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);

NO

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;

NO

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;

NO

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

NO

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.

NO

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.

NO

- 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.

N/A

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:	<u>Morgan Petitti</u>
Address 1:	<u>Petitti Law Group</u>
Address 2:	<u>118 W. Streetsboro #317, Hudson OH 44236</u>
Phone:	<u>330-697-8545</u>
Email:	<u>petittilaw@gmail.com</u>

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): @osceolagold
Discord: N/A
LinkedIn N/A
Facebook: Osceola Gold Inc
[Other] N/A

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: Tracy Pizzoferrato
Title: Interim CEO/ CFO
Relationship to Issuer: Employee

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: **Tracy Pizzoferrato**

Title: **Interim CEO/CFO**

Relationship to Issuer: **Employee**

Describe the qualifications of the person or persons who prepared the financial statements:⁵

Bachelor in Accounting with a concentration on Forensic Accounting

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- 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, Tracy Pizzoferrato certify that:

1. I have reviewed this Disclosure Statement for Osceola Gold Inc;

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.

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.

5-29-24

/s/ Tracy Pizzoferrato [CEO's Signature]

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

Principal Financial Officer:

I, Tracy Pizzoferrato certify that:

1. I have reviewed this Disclosure Statement for 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.

5-29-2024

/s/ Tracy Pizzoferrato [CFO's Signature]

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

OSCEOLA GOLD, INC.
(Formerly, PhyHealth Corp.)
2023 Annual Financial Statements
December 31, 2023, and March 31, 2024

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Osceola Gold Inc.
BALANCE SHEET
(unaudited)

<u>ASSETS</u>	-	-	-	-
CURRENT ASSETS			March 2024	December 2023
Cash and cash equivalents			4405	5693
Contract Receivable			-	-
Note Receivable-Related Party			-	-
Other Current Assets				-
Costs and estimated earnings in excess of billings			-	-
Adjustment to Current Assets			-	-
Total Current Assets			4405	5693
Fixed Assets				
Processing Equipment			0	0
Vehicles			9631	9631
Furniture and Equipment			1618	2148
Accumulated Depreciation			0	0
Total Fixed Assets			11,249	11,779
			TOTAL ASSETS	17,472
			TOTAL LIABILITIES AND STOCKHOLDER EQUITY	17,472
Current Liabilities				
Bank Overdraft			-	-
Accounts Payable and Accrued Expenses			784,649	784,649
Notes Payable and Capital Leases				-
Accruals on uncompleted contracts				-
Other Current Liabilities			3,141,722	3,141,722
TOTAL CURRENT LIABILITIES			3,926,371	3,926,371
Long Term Liabilities				
Notes Payable and Capital Leases			8,624,957	8,624,957
Adjustment to notes payable and capital leases				-
TOTAL LIABILITIES			12,551,328	12,551,328
Stockholders' Equity (deficit)				
Preferred A Stock (Par \$0.0001), 1,000,000 shares authorized, 752,947 and 752,961 issued and outstanding			25	25
Preferred B Stock, (Par \$0.0001), 1,000,000 shares authorized 0 and 0 issued and outstanding			100	100
Common Stock, (Par \$0.0001), 298,000,000 shares authorized 293,464,288 and 293,464,288 issued and outstanding			29726	29,726
Paid in Capital in Excess of par value				
Retained Deficit			(12,581,179)	(12,581,179)
Total Stockholders' Equity			(12,565,525)	(12,563,707)
TOTAL LIABILITIES AND STOCKHOLDER EQUITY			\$ 15,654	\$ 17,472

Osceola Gold Inc.

Consolidated Statement of Operations
(unaudited)

	<u>March 31, 2024</u>	<u>December 31, 2023</u>
INCOME	\$ 4,405	\$ 7,492
OPERATING EXPENSES	\$ 4,405	\$7,492
NET INCOME (LOSS)	\$ (4,405)	\$ (7,492)

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

Osceola Gold, Inc.
Statement of Shareholders' Equity (Deficit)
(unaudited)

	<u>Series A Preferred Stock</u>		<u>Series B Preferred Stock</u>		<u>Common Stock</u>		<u>Paid in Capital in Excess of Par Value</u>	<u>Retained Deficit</u>	<u>Total Stockholders 'Equity</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Ending Balance- December 31, 2022	247,053	\$ 25	-	\$ -	291,864,288	\$ (7263)	\$ 1,559,438	\$ (13,059,180)	\$ (13,017,114)
Shares Extinguish debts	-	-	-	-		\$ -		\$ -	
Net Income for year ending December 31,, 2023	-	\$ -	1,000,000	\$ 100		\$ (0)	\$ -	\$ -	
Adjustments	-	\$ -	-	\$ -		\$ -	\$ (0)	(\$ -)	(\$ -)
Ending Balance December 31, 2023	247,053	\$ 25	1,000,000	\$ 100	293,464,288	\$ (7,492)	\$1,559,438	(\$12,581,179)	\$ (12,563,707)
Shares Issued	-	\$ -	-	\$ -		\$ -	\$ -	\$ -	\$ -
Common Stock issued for debt conversion	-	\$ -	1,000,000	\$ 100		\$ -	\$ -	\$ -	\$ -
Shares sold for \$0.05 per share					0	\$ 0	\$ 0		\$ -
Common stock issued in lieu of payment for services	-	\$ -	-	\$ -		\$ -	\$ -	\$ -	\$ -
Shares returned to Treasury	-	\$ -	-	\$ -		\$ -	\$ -	\$ -	\$ -
Conversion of preferred shares to common shares	-	\$ -	-	\$ -		\$ -	\$ -	\$ -	\$ -
Current period deficit	-	\$ -	-	\$ -				\$ -	\$ -
Ending Balance- March 31, 2024	247,053	\$ 25	1,000,000	\$ 100	293,464,288	\$ (4,405)	\$ 1,559,438	\$(12,581,179)	\$(12,565,525)

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

Osceola Gold Inc.
Consolidated Statement of Cash Flows
(unaudited)

	For the Period Ending December 31, 2023	
	March 2023	December 2023
Increase(decrease) in cash and cash equivalents		
Net Income/(Loss)	4405	5,693
Adjustments to reconcile net loss to net cash used		
In operating activities		-
Depreciation	0	(0)
Common Stock issued in lieu of services		-
Other Purchase Expense		-
Changes in Operating Assets and Liabilities		
Increase/(Decrease) in accounts payable and accrued expenses	597,352	597,352
Loss on disposal of Fixed Assets	0	0
Increase/(Decrease) in accrued wages	0	0
Increase in bank overdraft	0	0
Increase/(Decrease) in Other Current Liabilities	42,689	49,321
Net Cash Used in Operating Activities	640,041	646,673
 Cash Flow from Investing Activities	 640,041	 646,673
Net Cash Used in Investing Activities	640,041	646,673
 Cash Flow from Financing Activities		
Proceeds from Short-Term Debt		-
Payments on Short-Term Debt		-
Proceeds from Long-Term Debt		-
Proceeds from Sale of Common Stock		-
Accrued Interest		-
Net Cash Generated by Financing Activities	-	-
Net Increase in Cash and Cash Equivalents	-	-
Cash and Cash Equivalents at Beginning of Year	-	-
Cash and Cash Equivalents at end of Year	-	-
 Supplementary Disclosures of Cash Flow Information		
Cash Paid During the Year	\$ -	\$ -
Interest	\$ -	-
Taxes	\$ -	\$ -

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

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

The financial statements of Osceola Gold, Inc. f/k/a Phyhealth Corp. (the "Company") have been prepared by management and are unaudited. In the opinion of management, these financial statements reflect all adjustments of a normal recurring nature necessary for a fair presentation of the results for the interim periods presented.

Phyhealth Corp. was incorporated under the laws of the State of Delaware on April 27, 2012, which is considered date of inception. By amendment to the Articles of Incorporation, its name was changed to Osceola Gold, Inc. in August 2015.

Osceola Gold Inc is an emerging, low-cost producer whose primary assets are the gold mining claims known as Mav G in the famous Osceola Mining District in Mary Ann Canyon in White Pine County, Nevada.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Accounting Method

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

Cash and Cash Equivalents

For the purposes of the statement of cash flows, the Company considers all cash accounts and highly liquid investments with original maturities of less than three months to be cash equivalents.

Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Expenditures for minor replacements, maintenance and repairs which do not increase the useful lives of the property and equipment are charged to operations as incurred. Major additions and improvements are capitalized. Depreciation and amortization are computed using the straight-line method over an estimated useful life of 5 to 7 years.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of Long-Lived Assets

The Company evaluates its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The recoverability of assets to be held and used is measured by a comparison of the carrying amount of the asset to future non-discounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. No impairments were recognized for the years ended December 31, 2020, and 2021.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management of the Company to make a number of estimates and assumptions relating to the reported amounts of assets and liabilities and the 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. These estimates are based on historical experience and various other factors. The Company continually evaluates the information used to make these estimates as the business and economic environment changes. Historically, actual results have not varied materially from the Company's estimates and the Company does not currently anticipate a significant change in its assumptions related to these estimates. However, actual results may differ from these estimates under different assumptions or conditions.

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

Fair Value of Financial Instruments

The carrying amounts reported in the accompanying financial statements for cash and cash equivalents, accounts payable, and other current liabilities approximate fair values because of the immediate or short-term maturities of these financial instruments.

Concentrations of Risk

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contingencies

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

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

Stock-based Compensation

The Company recognizes stock-based compensation in accordance with ASC Topic 718 "Stock Compensation" which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including employee stock options and employee stock purchases related to an Employee Stock Purchase Plan based on the estimated fair values.

Recent Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* (Topic 606), to supersede nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity is expected to be entitled for those goods or services. ASU 2014-09 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under existing U.S. GAAP, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each performance obligation. In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers* (Topic 606), to defer the effective date of ASU 2014-09 by 1 year. Accordingly, ASU 2014-09 will now be effective for the Company's year ending December 31, 2019. The adoption of ASU 2014-09 must be made using either of two methods: (a) retrospective to each prior reporting period presented with the option to elect certain practical expedients as defined with ASU 2014-09; or (b) retrospective with the cumulative effect of initially applying ASU 2014-09 recognized at the date of initial application and providing certain additional disclosures as defined in ASU 2014-09. The Company has not yet selected a transition method and is currently evaluating the impact of the pending adoption of ASU 2014-09 and ASU 2015-14 on its financial statements.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In February 2016, the FASB issued ASU No. 2016-02, *Leases*, which requires an entity to recognize the rights and obligations resulting from leases as lease assets and lease liabilities on the balance sheet, including leases previously recorded and classified as operating leases. Pursuant to this new guidance, a lessee should recognize in the balance sheet a liability to make lease payments (lease liability) and a right-of-use assets (lease asset) representing its right to use the underlying asset for the lease term, initially measured at the present value of the lease payments. This new standard is effective for the Company for the year ended December 31, 2020, with early application permitted, using a modified retrospective approach. The Company is currently evaluating the impact of the pending adoption of ASU 2016-02 on its financial statements.

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

NOTE 3 - FIXED ASSETS

As of September 30, 2022, fixed assets had a basis of \$16,043, respectively, and accumulated depreciation balance of \$0. Depreciation expense was recorded for the year ended June 30, 2022, was, \$18,081.

NOTE 4 - COMMITMENTS

As of August 24, 2014, the Company leases the mining rights from the majority shareholder, Pizz, Inc. The Company is obligated to pay annually the greater of Twenty percent (20%) of the gross revenue generated from the gold recovered or Fifty Thousand Dollars (\$50,000.00). Osceola Gold Has not remitted payment for this since July 2016 and are currently in default of the Lease and are in jeopardy of losing the mine lease with Pizz Inc.

In addition to the lease payments, the Company is obligated to pay annually the property tax owed by Pizz, Inc.

As of September 2018, the Company has moved their office to Weirton, WV. The Company has contracted for this office on an annual basis.

NOTE 5 - RELATED PARTY

Prior to December 2014, the Company entered into convertible debt agreements with various former officers. The obligation due to related party is outstanding with a balance of \$261,194 as of December 31, 2018, and 2017. The debt is non-interest bearing and considered due on demand. The debt is convertible into common shares. The debt is included in other current liabilities on the balance sheet.

The Company is not currently accruing interest in obligations due to prior officers as the creditors, amounts and terms are undefined. The statute of limitations of debts under Delaware law is six (6) years.

NOTE 6 - LONG-TERM LIABILITIES

Note Holder	Origination Date of Debt	Principal Balance	Accrued Interest	Total
**More Success Group	July 1, 2015	\$423,999	\$35,683	\$213,999
Myron Cupp	April 1, 2016	\$3,500	\$1,886	\$5,386
Brian Starszak	August 1, 2016	\$10,000	\$4,274	\$14,274

**RK Grain/David Rumbold have been audited and adjusted to the correct totals through 12/31/21.*

***More Success Group has been audited and adjusted to the correct totals through 12/31/21*

**** RK Grain and Dave Rumbold have been converted into common Stock and is no longer a liability.*

NOTE 7 - PREFERRED STOCK AND COMMON STOCK

The Company is authorized to issue Two Million (2,000,000) shares of Preferred Stock. On April 27, 2012, the management of the Company filed with the Delaware Secretary of State a certificate of amendment to the certificate of incorporation authorizing these amounts and designating One Million (1,000,000) shares as Series A Preferred Stock and One Million (1,000,000) shares as Series B Preferred Stock. The certificate of amendment to the certificate of incorporation designates any rights or privileges to either the Series A Preferred Stock or designates Pizz Inc. to the privilege to 1,000,000 of the Series B Preferred Stock.

Series A Preferred Stock

The Series A Preferred Stock is senior equity to the common stock of the Company. The Series A Preferred Stock participates in dividends on an as-converted basis pari passu with the Common Stock of the Company. The Series A Preferred Stock does not have a liquidation preference. The Series A Preferred Stock votes pari passu with the Common Stock of the Company. The Series A Preferred Stock may be converted at the holder's option on a one-to-one basis into the Common Stock of the Company. No transactions in Series A Preferred Stock occurred in this period.

Series B Preferred Stock

The Series B Preferred Stock is senior equity to the common stock of the Company. The Series B Preferred Stock participates in dividends on an as-converted basis pari passu with the Common Stock of the Company.

The Series B Preferred Stock does not have a liquidation preference. Series B Preferred Stock votes pari passu with the Common Stock of the Company. The Series B Preferred Stock may be converted at the holder's option on a one-to-one basis into the Common Stock of the Company. The Transactions for the Series B Preferred Stock occurred in granting Pizz Inc. the 1,000,000 Series Preferred B Stock that was available. This will give Pizz Inc. 67% voting power.

Common Stock Issuances

NOTE 8 - RISKS RELATED TO OUR SECURITIES AND THE OVER-THE-COUNTER MARKET

Securities trading on the OTC Markets (the "Pink Sheets") may be volatile, and transactions may be sporadic, which could depress the market price of our common stock and make it difficult for our stockholders to resell their shares.

We are not a fully reporting issuer with the Securities and Exchange Commission we are alternative reporting to OTC markets standards, and our common stock is quoted on the "Pink Sheets" as provided by OTC Markets under the ticker symbol OSCI. Trading in stock quoted on the Pink Sheets, or any other over-the-counter venues, is often thin and characterized by wide fluctuations in trading prices, due to many factors that may have little to do with our operations or business prospects. This volatility could depress the market price of our common stock for reasons unrelated to operating performance. Moreover, the Pink Sheets is not a stock exchange, and trading of securities on the Pink Sheets is often more sporadic than the trading of securities listed on a quotation system such as NASDAQ or a physical stock exchange (e.g., New York Stock Exchange). Accordingly, shareholders may have difficulty reselling any of their shares.

Our stock is a penny stock. Trading of our stock may be restricted by the SEC's penny stock regulations and FINRA's sales practice requirements, which may limit a stockholder's ability to buy and sell our stock.

Our stock is a penny stock. The Securities and Exchange Commission has adopted Rule 15g-9 which generally defines "penny stock" to be any equity security that has a market price (as defined) less than Five Dollars (\$5.00) per share or an exercise price of less than Five Dollars (\$5.00) per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to people other than established customers and "accredited investors". The term "accredited

investor" refers generally to institutions with assets in excess of Five Million Dollars (\$5,000,000) or individuals with a net worth in excess of One Million Dollars (\$1,000,000) or annual income exceeding Two Hundred Thousand Dollars (\$200,000) or Three Hundred Thousand Dollars (\$300,000) jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market.

The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements

showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules.

NOTE 8 - RISKS RELATED TO OUR SECURITIES AND THE OVER THE COUNTER

MARKET (Continued)

discourage investor interest in, and limit the marketability of, our common stock. In addition to the "penny stock" rules promulgated by the Securities and Exchange Commission, the Financial Industry Regulatory Authority ("FINRA") has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. FINRA's requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock.

Rule 144 sales are sales of publicly traded securities pursuant to the safe harbor of Rule 144 of Section 4 of the Securities Act of 1933. Under Section 4 of the Securities Act of 1933, the shareholder can sell shares of the Company into the public markets absent a registration if the selling shareholder complies with certain conditions, the Company is not a shell pursuant to Rule 144(i), and the Company complies with certain reporting provisions of Rule 144. The Company does not comply with the Company complies with certain reporting provisions of Rule 144 at this time. In the future, Rule 144 sales may have a depressive effect on our stock price as

An increase in the supply of shares for sale, with no corresponding increase in demand will cause prices to fall. All of the outstanding shares of common stock held by the present officers, directors, and affiliate stockholders are "restricted securities" within the meaning of Rule 144 under the Securities Act of 1933, as amended. As restricted shares, these shares may be resold only.

pursuant to an effective registration statement or under the requirements of Rule 144 or other applicable exemptions from registration under the Act and as required under applicable state securities laws. Rule 144 provides in essence that a person who is an affiliate or officer or director who has held restricted securities for six months may, under certain conditions, sell every three months, in brokerage transactions, a number of shares that does not exceed the greater of Ten Percent (10%) of a company's outstanding common stock. There is no limit on the amount of restricted securities that may be sold by a non-affiliate after the owner has held the restricted securities for a period of six months if the company is a current reporting company under

the 1934 Act. A sale under Rule 144 or under any other exemption from the Act, if available, or pursuant to subsequent registration of shares of common stock of present stockholders, may have a depressive effect upon the price of the common stock in any market that may develop.

FINRA sales practice requirements may also limit a stockholder's ability to buy and sell our stock.

In addition to the "penny stock" rules described above, the Financial Industry Regulatory Authority (FINRA) has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other

NOTE 8 - RISKS RELATED TO OUR SECURITIES AND THE OVER THE COUNTER MARKET (Continued)

information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares. Failure to achieve and maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business and operating results. It may be time consuming, difficult, and costly for us to develop and implement the additional internal controls, processes and reporting procedures required by the Sarbanes-Oxley Act. We may need to hire additional financial reporting, internal auditing, and other finance staff in order to develop and implement appropriate additional internal controls, processes, and reporting procedures. If we fail to comply in a timely manner with the requirements of Section 404 of the Sarbanes-Oxley Act regarding internal control over financial reporting or to remedy any material weaknesses in our internal controls that we may identify, such failure could result in material misstatements in our financial statements, cause investors to lose confidence in our reported financial information and have a negative effect on the trading price of our common stock.

Pursuant to Section 404 of the Sarbanes-Oxley Act and current SEC regulations, we are required to prepare assessments regarding internal controls over financial reporting and, furnish a report by our management on our internal control over financial reporting. We have begun the process of documenting and testing our internal control procedures in order to satisfy these requirements, which is likely to result in increased general and administrative expenses and may shift management time and attention from revenue-generating activities to compliance activities. While our management is expending significant resources in an effort to complete this important project, there can be no assurance that we will be able to achieve our objective on a timely basis. Failure to achieve and maintain an effective internal control environment or complete our Section 404 certifications could have a material adverse effect on our stock price.

In addition, in connection with our on-going assessment of the effectiveness of our internal control over financial reporting, we may discover "material weaknesses" in our internal controls as defined in standards established by the Public Company Accounting Oversight Board ("PCAOB"). A material weakness is a

significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The PCAOB defines "significant deficiency" as a deficiency that results in more than a remote likelihood that a misstatement of the financial statements that is more than inconsequential will not be prevented or detected.

In the event that a material weakness is identified, we will employ qualified personnel and adopt and implement policies and procedures to address any material weaknesses that we identify. However, the process of designing and implementing effective internal controls is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to maintain a system of internal controls that is adequate to satisfy our reporting obligations as a public company. We cannot assure you that the measures we will take will remediate any material weaknesses that we may.

NOTE 8 - RISKS RELATED TO OUR SECURITIES AND THE OVER THE COUNTER MARKET (Continued)

identify or that we will implement and maintain adequate controls over our financial process and reporting in the future.

Any failure to complete our assessment of our internal control over financial reporting, to remediate any material weaknesses that we may identify or to implement new or improved controls, or difficulties encountered in their implementation, could harm our operating results, cause us to fail to meet our reporting obligations or result in material misstatements in us financial statements. Any such failure could also adversely affect the results of the periodic management evaluations of our internal controls and, in the case of a failure to remediate any material weaknesses that we may identify, would adversely affect the annual auditor attestation reports regarding the effectiveness of our internal control over financial reporting that are required under Section 404 of the Sarbanes-Oxley Act. Inadequate internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our common stock.

We do not intend to pay dividends.

We do not anticipate paying cash dividends on our common stock in the foreseeable future. We may not have sufficient funds to legally pay dividends. Even if funds are legally available to pay dividends, we may nevertheless decide in our sole discretion not to pay dividends. The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of our operations, cash flows and financial condition, operating and capital requirements, and other factors our board of directors may consider relevant. There is no assurance that we will pay any dividends in the future, and, if dividends are paid, there is no assurance with respect to the amount of any such dividend.

Volatility in our common share price may subject us to securities litigation, thereby diverting our resources that may have a material effect on our profitability and results of operations.

As discussed in the preceding risk factors, the market for our common shares is characterized by significant price volatility when compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. We may in the future be the target of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management's attention and resources.

If we are unable to continue as a going concern, investors may face a complete loss of their investment.

The independent auditor's report on our financial statements contains explanatory language that substantial doubt exists about our ability to continue as a going concern. The report states that we depend on the continued contributions of our executive officers to work effectively as a team, to execute our business strategy and to manage our business. The loss of key personnel, or their failure to work effectively, could have a material adverse effect on our business, financial condition, and results of operations. If we are unable to

obtain sufficient financing in the near term or achieve profitability, then we would, in all likelihood, experience severe liquidity problems and may have to curtail our operations. If we curtail our operations, we may be placed into bankruptcy or undergo liquidation, the result of which will adversely affect the value of our common shares.

Compliance with changing regulation of corporate governance and public disclosure will result in additional expenses and pose challenges for our management team.

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules and regulations promulgated thereunder, the Sarbanes-Oxley Act and SEC regulations, have created uncertainty for public companies and significantly increased the costs and risks associated with accessing the U.S. public markets. Our management team will need to devote significant time and financial resources to comply with both existing and evolving standards for public companies, which will lead to increased general and administrative expenses and a diversion of management time and attention from revenue generating activities to compliance activities.

NOTE 9 - GOING CONCERN

The accompanying financial statements have been prepared on the basis of accounting principles applicable to a "going concern", which assume that the Company will continue in operation for at least one year and will be able to realize its assets and discharge its liabilities in the normal course of operations.

Several conditions and events cast doubt about the Company's ability to continue as a "going concern". The Company has incurred net losses of approximately (\$13,059,180) for the period from inception through June 30, 2020, has a liquidity problem, and requires additional financing and/or sales in order to finance its business

activities on an ongoing basis. The Company is actively pursuing alternative financing and has had discussions with various third parties, although no firm commitments have been obtained.

The Company's ability to survive will depend on numerous factors including, but not limited to, the Company's receiving continued financial support, completing public equity financing, or generating profitable operations in the future.

These financial statements do not reflect adjustments that would be necessary if the Company were unable to continue as a "going concern". While management believes that the actions already taken or planned will mitigate the adverse conditions and events which raise doubt about the validity of the "going concern" assumption used in preparing these financial statements, there can be no assurance that these actions will be successful.

If the Company were unable to continue as a "going concern", then substantial adjustments would be necessary to carrying values of assets, the reported amounts of its liabilities, the reported revenue and expenses, and the balance sheet classifications used.

NOTE 10 - LITIGATION

Randall S. Goulding, as assignee for the original plaintiff, Securities Counselors, Inc., v. Osceola Gold, Inc., and Pizz Inc., a Nevada corporation Case No. 1:16-cv-04860

On April 5, 2016, Securities Counselors, Inc. filed suit in the Circuit Court of Cook County, Illinois, County Department, Law Division against Osceola Gold, Inc. and Pizz Inc. alleging a breach of their attorney-client agreement pursuant to which Securities Counselors had allegedly agreed to perform legal services for Osceola and Pizz and Osceola and Pizz had allegedly agreed to pay for certain specified services, plus costs and additional services billed at an hourly rate. Securities Counselors, Inc. has made a demand of Osceola and Pizz in the amount of \$191,173.63. Osceola and Pizz has made a demand from Securities Counselors, Inc. of \$1,142,902.91. On May 2, 2016, Osceola and Pizz filed a Notice of Removal removing the action from the Circuit Court of Cook County, Illinois, County Department, Law Division to the United States District Court in the Northern District of Illinois. On May 19, 2016, Osceola and Pizz filed a first Motion to Dismiss for Failure to State a Claim. On or about June 16, 2016, Securities Counselors filed a Motion to File an Amended Complaint. On June 22, 2016, a hearing was held on Securities Counselor's Motion to File an Amended Complaint and, as Securities Counselor did not appear to present the Motion, the Motion was denied. On June 22, 2016, Securities Counselors filed a first Motion to File a First Amended Complaint. On June 29, 2016, the Court entered an Order granting Securities Counselor's Motion to File a First Amended Complaint. On July 6, 2016, Securities Counselors filed a First Amended Complaint. On July 20, 2016, Osceola Gold and Pizz filed a Motion to Dismiss the First Amended Complaint for Failure to State a Claim. On August 3, 2016, Securities Counselors filed a Response in Opposition to Osceola Gold and Pizz's Motion to Dismiss the First amended Complaint for Failure to State a Claim. On August 16, 2016, Osceola Gold and Pizz filed a Reply in Support of Osceola Gold and Pizz's Motion to Dismiss the First Amended Complaint for Failure to State a Claim. On November 9, 2016, Osceola Gold, and Pizz's Motion to Dismiss the First Amended Complaint for Failure to State a Claim was denied.

On December 2, 2016, Osceola Gold and Pizz filed an Answer and Counterclaims. On January 11, 2017, Randall S. Goulding, as assignee for the original plaintiff, Securities Counselors, Inc. filed a Motion to Dismiss for Failure to State a Claim. On January 25, 2017, Osceola Gold and Pizz Inc. filed an Opposition to Motion to Dismiss for Failure to State a Claim for the Counterclaims. On January 11, 2017, Randall S. Goulding, as assignee for the original plaintiff, Securities Counselors, Inc. filed a Reply to Defendant Osceola Gold and Pizz, Inc.'s Opposition to the Motion to Dismiss for Failure to State a Claim. On February 21, 2017, Randall S. Goulding, as assignee for the original plaintiff, Securities Counselors, Inc.'s motion to dismiss and strike Osceola Gold and Pizz, Inc.'s counterclaims were granted in part and denied in part. Depositions were conducted in April and July 2017. Discovery closed at the end of the July depositions. The parties entered into a joint pre-trial order on September 1, 2017. The matter is set for trial on November 14, 2017. Osceola Gold and Pizz intend to continue to vigorously defend against the claims asserted by Securities Counselors, Inc. On April 5, 2016, Securities Counselors, Inc. filed a suit against Osceola Gold, Inc. and Pizz Inc. in a fee dispute in the amount of \$191,173.63. Osceola and Pizz has made a demand from Securities Counselors, Inc. of \$1,142,902.91. The matter is set for trial on November 14, 2017. Osceola Gold and Pizz intend to continue to vigorously defend against the claims asserted by Securities Counselors, Inc. We are unable to estimate either the likelihood of an outcome of this matter, or the amount that will be awarded to the prevailing party. The parties have reached an agreement to settle this case, although no paperwork has been signed or filed to

reflect the settlement offer. When the settlement offer is completed, the company will disclose that information.

NOTE 11 - SUBSEQUENT EVENTS

The Company has evaluated subsequent events through September 30, 2022, the date which the financial statements were available to be issued, and noted the following material subsequent events that require disclosure to these financial statements as of September 30, 2022:

As of August 24, 2014, the Company leases the mining rights from the majority shareholder, Pizz, Inc. The Company is obligated to pay annually the greater of Twenty percent (20%) of the gross revenue generated from the gold recovered or Fifty Thousand Dollars (\$50,000.00). The Company is in arrears on this lease and owes One Hundred Sixty-Two Thousand Six Hundred Ninety-Eight Dollars (\$406,358) dollars representing a partial year of lease payments. The Company is open to the payment of the royalties due through the conversion of the outstanding debt to common stock.

In December 2016, the Company issued one (1) stock warrant to Union Square Energy Advisors. The warrant granted them the ability to purchase Five Hundred Thousand (500,000) Shares at a strike price of Ten Cents (\$0.10) for a period of five years. The agreement was entered into in the fourth quarter of 2016 and terminated on January 1, 2021.

In addition to the lease payments, the Company is obligated to pay annually the property tax owed by Pizz, Inc. The Company is in arrears on this payment and owes to the Bureau of Land Management Fifty-Six Thousand Three Hundred Fifty-Eight Dollars (\$56,358) in property taxes for tax years 2017, 2018, 2019, 2020 and 2021, 2022.