PERSHING RESOURCES COMPANY, INC. AND SUBSIDIARY
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED
JUNE 30, 2018 AND 2017

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& COMPANY CPA. P.C.

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INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To the Board of Directors
Pershing Resources Company, Inc. and Subsidiary
Reno, Nevada

We have reviewed the accompanying interim consolidated financial statements of Pershing Resources Company, Inc. and Subsidiary, which comprise the balance sheet as of June 30, 2018, and the related consolidated statements of operations, cash flows and changes in stockholders' equity for the six months then ended, and the related notes to the interim financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the interim financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these interim financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of interim financial statements that are free from material misstatement whether due to fraud or error.

Accountant's Responsibility
Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the interim financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountant's Conclusion
Based on our review, we are not aware of any material modifications that should be made to the accompanying interim financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Known Departure from Accounting Principles Generally Accepted in the United States of America
The Company's mineral property rights are carried on the balance sheet at $5,256,000 and $5,956,000 at June 30, 2018 and 2017, respectively. The Company had not completed sufficient procedures necessary to determine that the mineral property rights had not had an impairment in their value and were unable to determine whether any adjustments to these amounts were necessary. The effect of an impairment of value, if any, on the assets and stockholders' equity, have not been determined.

Goldfine & Co., cpa pc

Goldfine & Co. CPA P. C.
New York, NY
September 28, 2018

PERSHING RESOURCES COMPANY, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
JUNE 30, 2018 AND 2017

		2018		2017
ASSETS				
Current Assets				
Cash	$	90,658	$	21,143
Investments in Marketable Securities		172		172
Total Current Assets		**90,830**		**21,315**
Property and Equipment				
Land		-		30,000
Building		80,000		120,000
Building Improvements		7,500		7,500
Machinery and Equipment		47,046		47,046
Furniture and Fixtures		4,950		4,950
Total Property and Equipment		**139,496**		**209,496**
Less: Accumulated Depreciation		46,843		39,245
Net Property and Equipment		**92,653**		**170,251**
Other Assets				
Goodwill		177,514		365,014
Mineral Property Rights		5,256,000		5,956,000
Total Other Assets		**5,433,514**		**6,321,014**
Total Assets	**$**	**5,616,997**	**$**	**6,512,580**

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

PERSHING RESOURCES COMPANY, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
JUNE 30, 2018 AND 2017

		2018		2017
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities				
Accounts Payable and Accrued Expenses	$	61,517	$	224
Loans Payable, Related Party		22,915		4,400
Convertible Notes Payable		-		72,613
Total Current Liabilities		**84,432**		**77,237**
Total Liabilities		**84,432**		**77,237**
Stockholders' Equity				
Common Stock ($0.0001 Par Value; 500,000,000 Shares Authorized; 180,133,130 and 135,275,187 Shares Issued and Outstanding as of June 30, 2018 and 2017, Respectively)		18,013		13,528
Additional Paid-In Capital		12,528,645		12,061,859
Accumulated Deficit		(6,965,844)		(5,591,795)
Unrealized Loss on Investments		(48,249)		(48,249)
Total Stockholders' Equity		**5,532,565**		**6,435,343**
Total Liabilities and Stockholders' Equity	**$**	**5,616,997**	**$**	**6,512,580**

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

PERSHING RESOURCES COMPANY, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE INCOME (LOSS)
FOR THE SIX MONTHS ENDED JUNE 30, 2018 AND 2017

	2018	2017
Revenue	$ -	$ -
Operating Expenses		
Mining and Exploration Costs	9,404	3,440
Professional Fees	60,861	17,653
Research and Development	12,977	-
Repairs and Maintenance	-	1,900
SEC Administrative Costs	6,330	3,145
General and Administrative	132,536	79,771
Depreciation	4,251	5,390
Total Operating Expenses	**226,359**	**111,299**
Loss from Operations	**(226,359)**	**(111,299)**
Other Income (Expenses)		
Other Income	2,068	-
Interest Expense	(393,081)	(281)
Total Other Income (Expenses)	**(391,013)**	**(281)**
Loss Before Provision for Income Taxes	**(617,372)**	**(111,580)**
Provision for Income Taxes	-	-
Net Loss	**(617,372)**	**(111,580)**
Other Comprehensive (Loss) Income		
Unrealized (Loss) Gain on Investments Available for Sale	(125)	(188)
Total Other Comprehensive (Loss) Income	**(125)**	**(188)**
Comprehensive Loss	**$ (617,497)**	**$ (111,768)**

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

PERSHING RESOURCES COMPANY, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF
CHANGES IN STOCKHOLDERS' EQUITY
FOR THE SIX MONTHS ENDED JUNE 30, 2018 AND 2017

	Common Stock $0.0001 Par Value Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Unrealized Loss on Investments Available for Sale	Total Stockholders' Equity
Balance, January 1, 2017	139,931,900	$ 13,993	$ 12,007,829	$ (5,480,215)	$ (48,151)	$ 6,493,456
Common Stock Issued for Services	280,361	28	8,383	-	-	8,411
Issuance of Common Stock to Retire Convertible Notes Plus Accrued Interest	1,505,108	151	45,003	-	-	45,154
Cancellation of Common Stock	(6,442,182)	(644)	644	-	-	-
Unrealized Loss on Investments Available for Sale	-	-	-	-	(98)	(98)
Net Loss for the Six Months Ended June 30, 2017	-	-	-	(111,580)	-	(111,580)
Balance, June 30, 2017	135,275,187	13,528	12,061,859	(5,591,795)	(48,249)	6,435,343
Balance, January 1, 2018	146,607,980	14,660	11,778,725	(6,348,472)	(48,151)	5,396,762
Issuance of Common Stock to Retire Convertible Notes Plus Accrued Interest	22,525,150	2,253	252,084	-	-	254,337
Proceeds from Issuance of Common Stock	11,000,000	1,100	108,900			110,000
Debt Discounts	-	-	388,936	-	-	388,936
Unrealized Loss on Investments Available for Sale	-	-	-	-	(98)	(98)
Net Loss for the Six Months Ended June 30, 2018	-	-	-	(617,372)		(617,372)
Balance, June 30, 2018	**180,133,130**	**$ 18,013**	**$ 12,528,645**	**$ (6,965,844)**	**$ (48,249)**	**$ 5,532,565**

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

PERSHING RESOURCES COMPANY, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2018 AND 2017

		2018		2017
Cash Flows from Operating Activities				
Net Loss	$	(617,372)	$	(111,580)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:				
Depreciation		4,251		5,390
Shares of Common Stock Issued for Services Rendered		-		15,363
Amortization of Debt Discount Interest Expense		393,081		-
Changes in Assets and Liabilities:				
Accounts Payable and Accrued Expenses		(26,258)		224
Net Cash Used in Operating Activities		**(246,298)**		**(90,603)**
Cash Flows from Investing Activities				
Proceeds fom Issuance of Common Stock		110,000		31,250
Net Cash Provided by Investing Activities		**110,000**		**31,250**
Cash Flows from Financing Activities				
Proceeds from Convertible Debt		218,059		72,613
Increase (Decrease) in Loans Payable, Related Party		3,325		(4,300)
Net Cash Provided by Financing Activities		**221,384**		**68,313**
Net Increase in Cash		**85,086**		**8,960**
Cash - Beginning of Period		5,572		12,183
Cash - End of Period	**$**	**90,658**	**$**	**21,143**
Supplemental Disclosures:				
Cash Paid for Interest	$	-	$	-
Cash Paid for Income Taxes	$	-	$	-
Summary of Noncash Activities:				
Common Stock Issued for Services	$	-	$	8,411
Common Stock Issued to Retire Convertible Notes Plus Accrued Interest	$	-	$	45,154
Common Stock Issued to Pay Accrued Interest on Debt	$	4,145	$	57

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

PERSHING RESOURCES COMPANY, INC. AND SUBSIDIARY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2018 AND 2017

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Organization

Pershing Resources, formerly named Xenolix, Technologies, Inc. (the "Company"), was incorporated under the laws of the State of Nevada on August 26, 1996. The Company is a gold and precious metals exploration company pursuing exploration and development opportunities primarily in Nevada. None of the Company's properties contain proven and probable reserves, and all of the Company's activities on all of its properties are exploratory in nature.

On May 14, 2015, the Company acquired its wholly owned subsidiary, Simple Recovery, Inc. ("Simple Recovery"), through the issuance of 2 million shares of the Company's common stock.

Going Concern

These consolidated financial statements of the Company have been prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable period of time. The Company has incurred a net loss of $617,372 and $111,580 for the six months ended June 30, 2018 and 2017, respectively, has incurred a total accumulated deficit of $6,965,844 as of June 30, 2018 since its inception and requires capital for its contemplated business and exploration activities to take place. The Company plans to raise additional capital to carry out its business plan. The Company's ability to raise additional capital through future equity and debt securities issuances is unknown. Obtaining additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to profitable operations are necessary for the Company to continue business. The ability to successfully resolve these factors raises substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements of the Company do not include any adjustments that may result from the outcome of the uncertainties.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements have been prepared in conformity with U.S generally accepted accounting principles ("GAAP") and the rules and regulations of the United States Securities and Exchange Commission ("SEC"). It is Management's opinion, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial statement presentation.

In the preparation of the consolidated financial statements of the Company, intercompany transactions and balances have been eliminated. The Company applies the guidance of Topic 810 "Consolidation" of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") to determine whether and how to consolidate another entity. Pursuant to ASC 810-10-15-10 all majority-owned subsidiaries—all entities in which a parent has a controlling financial interest—shall be consolidated except when control does not rest with the parent. Pursuant to ASC 810-10-15-8, the usual condition for a controlling financial interest is ownership of a majority voting interest, and, therefore, as a general rule ownership by one reporting entity, directly or indirectly, of more than 50 percent of the outstanding voting shares of another entity is a condition pointing toward consolidation. The power to control may also exist with a lesser percentage of ownership, for example, by contract, lease, agreement with other stockholders, or by court decree.

All adjustments (consisting of normal recurring items) necessary to present fairly the Company's financial position as of June 30, 2018 and 2017, and the results of operations and cash flows for the six months ended June 30, 2018 and 2017 have been included. The results of operations for the six months ended June 30, 2018 and 2017 are not necessarily indicative of the results to be expected for the full year.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates and Assumptions

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated balance sheet, and revenues and expenses for the period then ended. Actual results may differ significantly from those estimates. Significant estimates made by management include, but are not limited to, the useful life of property and equipment, the valuation of deferred tax assets and liabilities, including valuation allowance, amounts and timing of closure obligations, the assumptions used to calculate fair value of stock-based compensation, capitalized mineral rights, asset valuations, and the fair value of common stock issued.

Reclassification

The Company has reclassified certain amounts in the 2017 consolidated financial statements to comply with the 2018 presentation.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of six months or less when acquired to be cash equivalents. The Company places its cash with a high credit quality financial institution. The Company's accounts at this institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000. To reduce its risk associated with bank balances exceeding the FDIC insurance limit on interest bearing accounts, the Company evaluates at least annually the rating of the financial institution in which it holds deposits. The Company held no cash equivalents June 30, 2018 and 2017.

Fair Value of Financial Instruments

The Company adopted Accounting Standards Codification ("ASC") 820, "Fair Value Measurements and Disclosures" ("ASC 820"), for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that requires the use of fair value measurements, establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results, but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

These inputs are prioritized below:

- Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data
- Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions

The Company analyzes all financial instruments with features of both liabilities and equity under the Financial Accounting Standard Board's ("FASB") accounting standard for such instruments. Under this standard, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments (Continued)

The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, prepaid expenses, investments in marketable securities, accounts payable and accrued expenses approximate their estimated fair market values based on the short-term maturity of these instruments. The carrying amounts of the loans and note payable at June 30, 2018 and 2017 approximate their respective fair values based on the Company's incremental borrowing rate.

The Company's investment in marketable securities is held for an indefinite period and thus is classified as available for sale. Unrealized holding gain and losses on such securities, which were added to stockholders' equity during 2018 and 2017 amounted to a loss of $125 and $188, respectively.

Property and Equipment

Property and equipment are carried at cost. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired, or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in income in the year of disposition. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets, generally one to thirty-nine years. For the six months ended June 30, 2018 and 2017, depreciation expense was $4,251 and $5,390 respectively.

Mineral Property Acquisition and Exploration Costs

Costs of lease, exploration, carrying and retaining unproven mineral lease properties are expensed as incurred. The Company expenses all mineral exploration costs as incurred as it is still in the exploration stage. If the Company identifies proven and probable reserves in its investigation of its properties and upon development of a plan for operating a mine, it would enter the development stage and capitalize future costs until production is established. When a property reaches the production stage, the related capitalized costs are amortized using the units-of-production method over the estimated life of the proven and probable reserves. If in the future the Company has capitalized mineral properties, these properties will be periodically assessed for impairment. To date, the Company has not established the commercial feasibility of any exploration prospects; therefore, all exploration costs are being expensed.

ASC 930-805, "Extractive Activities-Mining: Business Combinations" ("ASC 930-805"), states that mineral rights consist of the legal right to explore, extract, and retain at least a portion of the benefits from mineral deposits. Mining assets include mineral rights. Acquired mineral rights are considered tangible assets under ASC 930-805. ASC 930-805 requires that mineral rights be recognized at fair value as of the acquisition date. As a result, the direct costs to acquire mineral rights are initially capitalized as tangible assets. Mineral rights include costs associated with acquiring patented and unpatented mining claims.

ASC 930-805-30-1 and 30-2 provides that in fair valuing mineral assets, an acquirer should take into account both:

- The value beyond proven and probable reserves ("VBPP") to the extent that a market participant would include VBPP in determining the fair value of the assets.
- The effects of anticipated fluctuations in the future market price of minerals in a manner that is consistent with the expectations of market participants.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of Long-Lived Assets

The Company accounts for the impairment or disposal of long-lived assets according to the ASC 360, "Property, Plant and Equipment". The Company continually monitors events and changes in circumstances that could indicate that the carrying amounts of long-lived assets, including mineral rights, may not be recoverable. Long-lived assets in the exploration stage are monitored for impairment based on factors such as the Company's continued right to explore the area, exploration reports, assays, technical reports, drill results and the Company's continued plans to fund exploration programs on the property, and whether sufficient work has been performed to indicate that the carrying amount of the mineral property cost carried forward as an asset will not be fully recovered. The tests for long-lived assets in the exploration stage are monitored for impairment based on factors such as current market value of the long-lived assets and results of exploration, future asset utilization, business climate, mineral prices and future undiscounted cash flows expected to result from the use of the related assets.

Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated future net undiscounted cash flows expected to be generated by the asset. When necessary, impaired assets are written down to estimated fair value based on the best information available. Estimated fair value is generally based on either appraised value or measured by discounting estimated future cash flows. Considerable management judgment is necessary to estimate discounted future cash flows. Accordingly, actual results could vary significantly from such estimates. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The Company did not record any impairment of its long-lived assets June 30, 2018 and 2017.

Asset Retirement Obligations

Asset retirement obligations ("ARO"), consisting primarily of estimated mine reclamation and closure costs are recognized in the period incurred and when a reasonable estimate can be made, and recorded as liabilities at fair value. Such obligations, which are initially estimated based on discounted cash flow estimates, are accreted to full value over time through charges to accretion expense. Corresponding asset retirement costs are capitalized as part of the carrying amount of the related long-lived asset and depreciated over the asset's remaining useful life. Asset retirement obligations are periodically adjusted to reflect changes in the estimated present value resulting from revisions to the estimated timing or amount of reclamation and closure costs. The Company reviews and evaluates its asset retirement obligations annually or more frequently at interim periods if deemed necessary.

To date the Company's activity has been primarily exploratory in nature and the obligating events that would trigger the accrual of an asset retirement obligation have not occurred.

Income Taxes

The Company accounts for income taxes pursuant to the provision of ASC 740-10, "Accounting for Income Taxes" ("ASC 740-10"), which requires, among other things, an asset and liability approach to calculating deferred income taxes. The asset and liability approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. A valuation allowance is provided to offset any net deferred tax assets for which management believes it is more likely than not that the net deferred asset will not be realized.

The Company follows the provision of ASC 740-10 related to Accounting for Uncertain Income Tax Positions. When tax returns are filed, there may be uncertainty about the merits of positions taken or the amount of the position that would be ultimately sustained. In accordance with the guidance of ASC 740-10, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes (Continued)

Tax positions that meet the more likely than not recognition threshold are measured at the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefit associated with tax positions taken that exceed the amount measured as described above should be reflected as a liability for uncertain tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company believes its tax positions are all more likely than not to be upheld upon examination. As such, the Company has not recorded a liability for uncertain tax benefits.

The Company has adopted ASC 740-10-25, “Definition of Settlement”, which provides guidance on how an entity should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits and provides that a tax position can be effectively settled upon the completion and examination by a taxing authority without being legally extinguished. For tax positions considered effectively settled, an entity would recognize the full amount of tax benefit, even if the tax position is not considered more likely than not to be sustained based solely on the basis of its technical merits and the statute of limitations remains open. The federal and state income tax returns of the Company are subject to examination by the IRS and state taxing authorities, generally for three years after they are filed.

Research and Development Costs

Research and development costs are expensed as incurred. These costs include professional fees and other costs related to development.

Equity Based Payments to Non-Employees

Pursuant to ASC Topic 505-50, “Equity Based Payments to Non-Employees”, for share-based payments to consultants and other third-parties, compensation expense is determined at the measurement date. Accordingly, the Company records compensation expense based on the fair value of the services rendered on the reporting date.

Related Party Transactions

Parties are considered to be related to the Company if the parties directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal stockholders of the Company, its management, members of the immediate families of principal stockholders of the Company and its management and other parties with which the Company may deal where one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all related party transactions. All transactions shall be recorded at fair value of the goods or services exchanged. Property purchased from a related party is recorded at the cost to the related party and any payment to or on behalf of the related party in excess of the cost is reflected as compensation or distribution to related parties depending on the transaction.

Recent Accounting Pronouncements

In January 2017, the FASB issued ASU No. 2017-4, Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment, which eliminates Step 2 from the goodwill impairment test. When an indication of impairment was identified after performing the first step of the goodwill impairment test, Step 2 required that an entity determine the fair value at the impairment testing date of its assets and liabilities (including unrecognized assets and liabilities) using the same procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. Under the amendments in ASU No. 2017-4, an entity would perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying value. An entity would recognize an impairment charge for the amount by which the carrying value exceeds the reporting unit’s fair value. In addition, an entity

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements (Continued)

must consider income tax effects from any tax deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable. A public business entity that is a SEC filer should adopt the amendments in ASU No. 2017-4 for its annual, or any interim, good will impairment tests in fiscal years beginning after December 15, 2019. The Company is currently in the process of assessing the impact the adoption of this guidance will have on the Company's consolidated financial statements.

In May 2017, the FASB released ASU 2017-09, "Compensation - Stock Compensation". The update provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in ASC Topic 718. An entity shall account for the effects of a modification described in ASC paragraphs 718-20-35-3 through 35-9, unless all the following are met: (1) The fair value of the modified award is the same as the fair value of the original award immediately before the original award is modified; (2) The vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the original award is modified; and (3) The classification of the modified award as an equity instrument or a liability instrument is the same as the classification of the original award immediately before the original award is modified. The provisions of this update become effective for annual periods and interim periods within those annual periods beginning after December 15, 2017. The Company does not believe the guidance will have a material impact on its consolidated financial statements.

In July 2017, the FASB issued ASU 2017-11 "Earnings Per Share (Topic 260). The amendments in the update change the classification of certain equity-linked financial instruments (or embedded features) with down round features. The amendments also clarify existing disclosure requirements for equity-classified instruments. For freestanding equity-classified financial instruments, the amendments require entities that present earnings per share ("EPS") in accordance with Topic 260, Earnings Per Share, to recognize the effect of the down round feature when it is triggered. That effect is treated as a dividend and as a reduction of income available to common shareholders in basic EPS. Convertible instruments with embedded conversion options that have down round features would be subject to the specialized guidance for contingent beneficial conversion features (in Subtopic 470-20, Debt—Debt with Conversion and Other Options), including related EPS guidance (in Topic 260). For public business entities, the amendments in Part I of this update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Company does not believe the guidance will have a material impact on its consolidated financial statements.

In August 2017, the FASB issued ASU 2017-12 "Derivatives and Hedging (Topic 815) Targeted Improvements to Accounting for Hedging Activities". ASU 2017-12 eliminates the requirement to separately measure and report hedge ineffectiveness and generally requires the entire change in the fair value of a hedging instrument to be presented in the same income statement line as the hedged item. The guidance also eases certain documentation and assessment requirements and modifies the accounting for components excluded from the assessment of hedge effectiveness. The guidance is effective for the Company beginning after December 15, 2018, although early adoption is permitted. The Company does not believe the guidance will have a material impact on its consolidated financial statements.

In June 2018, the FASB issued ASU No. 2018-07 "Compensation - Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting." These amendments expand the scope of Topic 718, Compensation - Stock Compensation (which currently only includes share-based payments to employees) to include share-based payments issued to nonemployees for goods or services. Consequently, the accounting for share-based payments to nonemployees and employees will be substantially aligned. The ASU supersedes Subtopic 505-50, Equity - Equity-Based Payments to Non-Employees. The guidance is effective for public companies for fiscal years, and interim fiscal periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted, but no earlier than a company's adoption date of Topic 606, Revenue from Contracts with Customers. The Company is assessing ASU 2018-07 and does not expect it to have a material impact on its accounting and disclosures.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements (Continued)

Other accounting standards that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption. The Company does not discuss recent pronouncements that are not anticipated to have an impact on or are unrelated to its financial condition, results of operations, cash flows or disclosures.

NOTE 3 — MINERAL PROPERTIES

The Company's mineral properties consists of a 40% interest in 107 mining leases and mining claims located in Pershing County, Nevada. The 40% interest in the properties was acquired in March 2004 for consideration of 35 million shares of the Company's common stock for a total value of $5,250,000.

In 2004 Simple Recovery acquired 8 Bureau of Land Management claims located in Mohave County at a cost of $4,800. In 2010 it acquired another 2 Bureau of Land Management claims in Mohave County at a cost of $1,200.

In May 2017 the Company signed a Letter of Intent for the acquisition of a 100% interest in three U. S. Bureau of Land Management mineral rights leases comprised of 60 acres of land located approximately 2 miles from Meadview, Arizona, collectively known as the Climax/Joshua and Harmon Mines. The price stated in the Letter of Intent is $200,000 of which $50,000 is payable in the Company's restricted common shares and the balance of $150,000 is payable in cash. In connection with the transaction the Company is required to pay $3,000 per month in non-refundable payments which will be applied to the final purchase price. The deal was not completed and $6,000 was incurred in connection with the transaction was recorded as an expense.

As of June 30, 2018 and 2017, based on management’s review of the carrying value of mineral rights, management determined that there is no evidence that the cost of these acquired mineral rights will not be fully recovered and accordingly, the Company has determined that no adjustment to the carrying value of mineral rights was required. As of the date of these consolidated financial statements, the Company has not established any proven or probable reserves on its mineral properties and has incurred only acquisition and exploration costs.

NOTE 4 – LOANS PAYBLE, RELATED PARTIES

Other loans payable represents net advances received of $22,915 and $4,400, respectively as of June 30, 2018 and 2017 that are non-interest bearing and due on demand.

NOTE 5 — CONVERTIBLE NOTES PAYABLE, NET OF DEBT DISCOUNT

Convertible notes payable represents advances that bear interest at 3% and are due on demand, and 8% interest due on various dates. The notes are secured by and convertible into shares of the Company’s common stock.

The balance due, net of discounts, as of June 30, 2018 and 2017 was $0 and $72,613, respectively. For the six months ended June 30, 2017, $30,102 of notes including accrued interest of $57 were converted into 1,505,108 shares of the Company’s common stock. For the six months ended June 30, 2018, $254,336 of notes including accrued interest of $4,145 were converted into 22,525,150 shares of the Company’s common stock.

In connection with the above convertible notes the Company determined that a beneficial conversion feature existed on the date the notes were issued. The beneficial conversion feature related to the notes was valued as the difference between the effective conversion price (computed by dividing the relative fair value allocated to the convertible note by the number of shares the note is convertible into) and the fair value of the common stock multiplied by the number of shares into which the note may be converted.

NOTE 5 — CONVERTIBLE NOTES PAYABLE, NET OF DEBT DISCOUNT (CONTINUED)

In accordance with ASC 470 "Debt with Conversion and other Options", the intrinsic value of the beneficial conversion features was recorded as a debt discount with a corresponding amount to additional paid in capital. The debt discount is amortized to interest expense over the life of the instrument.

For the six months ended June 30, 2018, the Company recorded effects of beneficial conversion features of $388,936 and $388,936 of interest expense related to convertible notes financing of $250,191 incurred in June 2018.

For the six months ended June 30, 2017, the Company recorded no beneficial conversion feature.

Interest expense incurred from these loans for the six months ended June 30, 2018 and 2017 was $393,081 and $281, respectively, which includes $388,936 and $0, respectively, of interest expense from beneficial conversions.

NOTE 6 — STOCKHOLDERS' EQUITY

The Company was originally authorized to issue 250,000,000 shares of $0.0001 par value common stock. During 2017 the Company increased its authorized shares to 500,000,000.

June 30, 2017

The Company issued 280,361 shares of common stock in consideration of professional services valued at $8,411.

$30,102 of notes including accrued interest of $57 were converted into 1,505,108 shares of the Company's common stock.

June 30, 2018

The Company issued 951,667 shares of common stock in consideration of professional services valued at $41,983.

$254,336 of notes including accrued interest of $4,145 were converted into 22,525,150 shares of the Company's common stock.

6,442,182 shares of common stock were cancelled.

NOTE 7 — NET LOSS PER COMMON SHARE

Net income or loss per common share is calculated in accordance with ASC Topic 260, "Earnings Per Share". Basic income or loss per share is computed by dividing net income or loss available to common stockholder, adjusted for preferred dividends, by the weighted average number of shares of Common Stock outstanding during the period. The computation of diluted net loss per share does not include anti-dilutive Common Stock equivalents in the weighted average shares outstanding. The following table sets forth the computation of basic and diluted loss per share:

		June 30, 2018		June 30, 2017
Net loss available to common stockholders	$	(617,372)	$	(111,580)
(weighted-average shares)		123,937,506		137,089,691
Net loss per common share, basic and diluted	**$**	**0.00**	**$**	**0.00**

NOTE 8 — INCOME TAXES

The Company accounts for income taxes under ASC Topic 740: Income Taxes which requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and the tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax losses and tax credit carryforwards. ASC Topic 740 additionally requires the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets.

The provision (benefit) for income taxes for the six months ended June 30, 2018 and 2017 differs from the amount which would be expected as a result of applying the statutory tax rates to the losses before income taxes due primarily to the valuation allowance to fully reserve net deferred tax assets.

Realization of deferred tax assets is dependent upon sufficient future taxable income during the period that deductible temporary differences and carry-forwards are expected to be available to reduce taxable income. As the achievement of required future taxable income is uncertain, the Company recorded a valuation allowance.

	As of June 30, 2018	As of June 30, 2017
Deferred tax assets:		
Net operating loss before non-deductible items	$ (6,965,844)	$ (5,591,795)
Tax rate	34%	34%
Total deferred tax assets	(2,368,387)	(1,901,210)
Less: Valuation allowance	2,368,387	1,901,210
Net deferred tax assets	$ —	$ —

The Company has a net operating loss carryforward for tax purposes totaling approximately $7 million at June 30, 2018, expiring through the year 2037. Internal Revenue Code Section 382 places a limitation on the amount of taxable income that can be offset by carryforwards after certain ownership shifts.

On December 22, 2017, Public Law 115-97, informally referred to as the Tax Cuts and Jobs Act ("the TCJA") was enacted into law. The TCJA provides for significant changes to the U.S. Internal Revenue Code of 1986, as amended, that impact corporate taxation requirements. Effective January 1, 2018, the federal tax rate for corporations was reduced from 35% to 21% for US taxable income and requires one-time remeasurement of deferred taxes to reflect their value at a lower tax rate of 21%. Also, mandatory repatriation of untaxed foreign earnings and profits will be taxed at 15.5% to the extent the underlying assets are liquid and 8% on the remaining balance. There are other provisions to the TCJA, such as conversion of a worldwide system to a territorial system, limitations on interest expense and domestic production deductions, which will be effective in fiscal 2019. The Company anticipates its effective tax rate to be 21%, excluding the one-time impact of the TCJA for fiscal 2018 primarily due to the reduction in the federal tax rate. The Company's actual effective tax rate for fiscal 2018 may differ from management's estimate due to changes in interpretations and assumptions. Due to the timing of enactment and complexity of the TCJA, the Company is unable to estimate a reasonable range of the one-time impact associated with mandatory repatriation, re-measurement of deferred taxes and other provisions of the TCJA.

NOTE 9 — MINING TRANSACTIONS

New Enterprise

The Company has committed to beginning a Phase 1 geologic study and mapping and sampling program on its New Enterprise Property near Kingman, Arizona and has an on going consulting agreement with Duncan Bain Consulting Ltd of London Ontario, Canada to provide supplemental geologic consulting to the Company. The monthly consulting fee is $500. Duncan Bain Consulting Ltd and/or a subcontractor will be brought in to execute the mapping and sampling program

NOTE 9 — MINING TRANSACTIONS (CONTINUED)

New Enterprise (Continued)

in the first quarter of 2018 and execute the Phase 1 Report. The estimated fee for the sampling program and Phase 1 Report has been agreed on as $35,500. Additional costs related to lab analysis and travel expenses will be incurred by the Company as well.

The Company has filed documentation with the BLM and has received a permit to begin road clearing and site preparation in advance of beginning a bulk sampling program on the New Enterprise mine site. Work is scheduled to commence in the first quarter of 2018. The Company has formed an Advisory Board currently comprised of three named members. Members of the Advisory Board serve for 2 years and are compensated over the 2 year period with the Company's restricted common stock.

Climax/Joshua and Harmon Mines

In May 2017 the Company signed a Letter of Intent for the acquisition of a 100% interest in three U. S. Bureau of Land Management mineral rights leases comprised of 60 acres of land located approximately 2 miles from Meadview, Arizona, collectively known as the Climax/Joshua and Harmon Mines. The price stated in the Letter of Intent is $200,000 of which $50,000 is payable in the Company's restricted common shares and the balance of $150,000 is payable in cash. In connection with the transaction the Company is required to pay $3,000 per month in non-refundable payments which will be applied to the final purchase price. The deal was not completed and $6,000 was incurred in connection with the transaction.

Uncle Sam

In May 2017 the Company signed a contract to purchase a 197 acre private property located in California for 9 million shares of restricted common stock. The value of the shares was $360,000. The transaction and all related service contract agreements was subsequently cancelled effective September 28, 2017 due to non-performance on the part of the seller. The shares were returned to the Company in the fourth quarter of 2017.

West Bolo

On March 18, 2018, the Company entered into a five year "earn-in" joint venture agreement with America's Gold Exploration, Inc. (“AGEI”) on the West Bolo Mining Project located in Nye County Nevada. Under the terms of the agreement the Company paid 10,000,000 restricted common shares in May 2018 to AGEI for the earn in rights and will pay Donald J. McDowell, CEO of AGEI, $50,000 within 90 days of execution. The Company has also committed to funding of up to $5 million of exploration and development costs over a five year period, at the end of which the Company will have accumulated or "earned-in" a 70% ownership stake in the West Bolo Project.

Tonopah SIN Mining

On March 18, 2018, the Company entered into a six year "earn-in" joint venture agreement with William Matlack and Donald J. McDowell (“M & M”) on the Tonopah SIN Mining Project Located in Esmeralda County Nevada. Under the terms of the agreement, the Company paid 3,770,770 restricted common shares in May 2018 to M & M for the earn in rights and paid M & M $50,000 within 90 days of execution. The Company has also committed to funding of up to $5 million of exploration and development costs over a five-year period, at the end of which the Company will have accumulated or "earned-in" a 70% ownership stake in the Tonopah SIN Project.

NOTE 10 — SUBSEQUENT EVENTS

The Company has evaluated subsequent events for disclosure and/or recognition in the consolidated financial statements through the date that the consolidated financial statements were available to be issued. Below are subsequent events disclosures:

Convertible Notes

In August 2018, the Company issued 30,700,000 shares of common stock for $307,000.