

Alternative Reporting Standard: Pink[®] Basic Disclosure Guidelines

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, 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 Pink Basic Disclosure Guidelines (“Guidelines”).¹ These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have been designed to encompass the “Catch All” information required in Rule 15c2-11,² however they have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.³

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice. The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

Pink Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) may qualify for the Current Information Tier.

Qualification Process:

1. Subscribe to the OTC Disclosure & News Service by submitting an [OTCIQ Order Form](#) (available on www.otciq.com).
2. Upload the following documents through OTCIQ:
 - **Quarterly Reports** for Current Fiscal Year– must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Most Recently Completed Fiscal Year– must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Prior Completed Fiscal Year – must include Financial Reports listed below
 - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. (see the fillable form starting on Page 4).
 - **Financial Statements:** Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited. Required financial statements include:
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
 - Notes to Financial Statements

¹ This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

² Publication of information pursuant to these Guidelines also does not guarantee or ensure that the Company will be designated as having “current information” or eligible for public quotations pursuant to Rule 15c2-11 or any other applicable regulation.

³ OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

- Audit Letter, if audited
3. If financial statements are not audited by a PCAOB registered firm, provide the following:
 - **Attorney Letter Agreement:** Submit a signed Attorney Letter Agreement according to the [instructions](http://www.otcmarkets.com) on www.otcmarkets.com.
 - **Attorney Letter:** After following the appropriate procedures with a qualified attorney, upload an “Attorney Letter With Respect to Current Information” in accordance with the [Attorney Letter Guidelines](#) through OTCIQ. Attorney Letters must reference all required reports as set forth in Section 2 above.
 4. **Verified Profile:** Verify the Company Profile through OTCIQ. Profile information includes, but is not limited to, a complete list of officers, directors and service providers, outstanding shares, a business description and contact information.
 5. Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments.
 6. Companies will be 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.
 7. To qualify for Current Information on an ongoing basis, companies must upload 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.

Pink Limited Information Tier

Companies that make the information described below publicly available through OTCIQ for a period within the prior 6 months may qualify for the Limited Information Tier.

8. **Financial Statements:** Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
 - Notes to Financial Statements
 - Audit Letter, if audited
9. **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 and contact information.

Current Reporting of Material Corporate Events

Companies are expected to release quickly 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 would be 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 any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by

disseminating a news release within 4 business days following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.⁴

Material corporate events include:

- Entry into or termination of a material definitive agreement
- 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 financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- 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
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- 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
- Disclosure regarding stock promotion campaigns deemed material by the issuer
- Other events the issuer considers to be of importance

⁴ "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.otcm Markets.com/corporate-services/products/disclosure-and-news-service>

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

PERSHING RESOURCES COMPANY INC.

200 South Virginia Street, 8th Floor Reno Nevada 89501

775 398 3124

<https://www.pershingpm.com/>

j.adams@pershingpm.com

1021, 1041, 1044

Quarterly Report **For the Period Ending: March 31, 2021** (the "Reporting Period")

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

362,137,619

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

335,637,619

As of March 31, 2020, the number of shares outstanding of our Common Stock was:

282,437,619

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

Yes: No:

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

Yes: No:

Indicate by check mark whether a Change in Control⁵ of the company has occurred over this reporting period:

Yes: No:

⁵ "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 any names used by predecessor entities, along with the dates of the name changes.

Pershing Resources Company Inc,. was originally formed on August 26, 1996 as MG Gold Corporation under the laws of the State of Nevada. In February of `1997 the Company, (MG Gold), executed a stock merger with Mariah International Inc., a Utah registered company originally formed in as Cimarron Mining Corporation on May 16th of 1977 and, Guild Mark Industries Inc. which was incorporated in Delaware on May 11th of 1970. The stock merger of Mariah International and Guild Mark Industries into MG Gold was executed on a basis of 1 share M G Gold Corp for each 25 shares Guild Mark Industries, Inc held and, 1 share M G Gold Corp for each 10 shares Mariah International, Inc. held. On November 4th of 1998. MG Gold changed its name to MG Natural Resources Corporation. On June 12th of 2000 the Company's name was changed to Xenolix Technologies Inc. The Company then changed its name to Pershing Resources Company Inc. on April 1 of 2004.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Pershing Resources Company Inc. is Incorporated under the laws of the State of Nevada. The Company's incorporation and documentation with the State of Nevada is currently "active" and in good standing. Pershing Resources Company Inc. has been located at 200 South Virginia Street 8th Floor, Reno Nevada 89501 since March of 2015.

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

None

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

None

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

200 South Virginia Street, 8th Floor Reno Nevada 89501

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

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

200 South Virginia Street, 8th Floor Reno Nevada 89501

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

Yes: No:

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

No

2) Security Information

Trading symbol: PSGR
Exact title and class of securities outstanding: Common
CUSIP: 715310108
Par or stated value: .0001

Total shares authorized: 500,000,000 as of date: 03/31/2021
Total shares outstanding: 362,137,619 as of date: 03/31/2021
Number of shares in the Public Float⁶: 79,435,996 as of date: 03/31/2021
Total number of shareholders of record: 1827 as of date: 03/31/2021

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

Trading symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: Colonial Stock Transfer Co, Inc.
Phone: 801 355 5740
Email: info@colonialstock.com
Address: 66 Exchange Place, 1st floor_Salt Lake City, UT 84111

Is the Transfer Agent registered under the Exchange Act?⁷ Yes: No:

3) Issuance History

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

⁶ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

⁷ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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

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

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2019</u> Common: 282,437,619 Preferred: <u>Not Issued</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>1/21/2019</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common</u>	<u>.01</u>	<u>Yes</u>	<u>David J Jordan</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	<u>Accounting Correction For 2018</u>
<u>1/21/2019</u>	<u>New Issuance</u>	<u>1,494,480</u>	<u>Common</u>	<u>.01</u>	<u>Yes</u>	<u>AI Consultants, Inc. Joel Adams Control Person</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	<u>Accounting Correction For 2018</u>
<u>8/16/2019</u>	<u>New Issuance</u>	<u>1,200,000</u> <u>300,000 Warrants</u>	<u>Common</u>	<u>01</u>	<u>Yes</u>	<u>Nominex Ltd Neil Novak Control Person</u>	<u>Share Purchase</u>	<u>Restricted</u>	
<u>8/16/2019</u>	<u>New Issuance</u>	<u>8,000,000</u> <u>2,000,000 Warrants</u>	<u>Common</u>	<u>01</u>	<u>Yes</u>	<u>SEINOM, LLC Wayne DeStefano Control Person</u>	<u>Share Purchase</u>	<u>Restricted</u>	
<u>8/16/2019</u>	<u>New Issuance</u>	<u>16,000,000</u> <u>4,000,000 Warrants</u>	<u>Common</u>	<u>01</u>	<u>Yes</u>	<u>Nelson Barry III</u>	<u>Share Purchase</u>	<u>Restricted</u>	

<u>8/16/2019</u>	<u>New Issuance</u>	<u>800,000</u> <u>200,000</u> <u>Warrants</u>	<u>Common</u>	<u>01</u>	<u>Yes</u>	<u>Marc Sonnenblick</u>	<u>Share Purchase</u>	<u>Restricted</u>	
<u>8/16/2019</u>	<u>New Issuance</u>	<u>1,200,000</u> <u>300,000</u> <u>Warrants</u>	<u>Common</u>	<u>01</u>	<u>Yes</u>	<u>Quinn McCullough</u>	<u>Share Purchase</u>	<u>Restricted</u>	
<u>8/16/2019</u>	<u>New Issuance</u>	<u>400,000</u> <u>100,000</u> <u>Warrants</u>	<u>Common</u>	<u>01</u>	<u>Yes</u>	<u>Michael S. Harrington</u>	<u>Share Purchase</u>	<u>Restricted</u>	
<u>8/16/2019</u>	<u>New Issuance</u>	<u>800,000</u> <u>200,000</u> <u>Warrants</u>	<u>Common</u>	<u>01</u>	<u>Yes</u>	<u>D Gerald Ninnis</u>	<u>Share Purchase</u>	<u>Restricted</u>	
<u>9/06/2019</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>01</u>	<u>No</u>	<u>Maria E Stan</u>	<u>Board Service</u>	<u>Restricted</u>	
<u>12/06/2019</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>01</u>	<u>No</u>	<u>Mountain Gold Claims, LLC</u> <u>Thomas Callicrate</u> <u>Control Person</u>		<u>Restricted</u>	
<u>12/06/2019</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>01</u>	<u>No</u>	<u>Black Rock Exploration LLC</u> <u>Roger Walthers</u> <u>Control Person</u>		<u>Restricted</u>	
<u>12/11/2019</u>	<u>New Issuance</u>	<u>800,000</u> <u>200,000</u> <u>Warrants</u>	<u>Common</u>	<u>01</u>	<u>No</u>	<u>Joseph Barton Esq.</u>	<u>Share Purchase</u>	<u>Restricted</u>	
<u>12/11/2019</u>	<u>New Issuance</u>	<u>400,000</u> <u>100,000</u> <u>Warrants</u>	<u>Common</u>	<u>01</u>	<u>No</u>	<u>Maria E Stan</u>	<u>Share Purchase</u>	<u>Restricted</u>	
<u>12/11/2019</u>	<u>New Issuance</u>	<u>4,000,000</u> <u>1,000,000</u> <u>Warrants</u>	<u>Common</u>	<u>01</u>	<u>No</u>	<u>David J. Jordan</u>	<u>Share Purchase</u>	<u>Restricted</u>	
<u>12/11/2019</u>	<u>New Issuance</u>	<u>400,000</u> <u>100,000</u> <u>Warrants</u>	<u>Common</u>	<u>01</u>	<u>No</u>	<u>Stephen D. Plumb</u>	<u>Share Purchase</u>	<u>Restricted</u>	

<u>12/11/2019</u>	<u>New Issuance</u>	<u>3,400,000</u> <u>850,000</u> <u>Warrants</u>	<u>Common</u>	<u>01</u>	<u>No</u>	<u>AI Consultants Inc.</u> <u>Joel Adams</u> <u>Control Person</u>	<u>Share Purchase</u>	<u>Restricted</u>	<u>PIK against invoices</u>
<u>12/11/2019</u>	<u>New Issuance</u>	<u>400,000</u> <u>100,000</u> <u>Warrants</u>	<u>Common</u>	<u>01</u>	<u>No</u>	<u>Mountain Gold Claims LLC.</u> <u>Thomas Callicrate</u> <u>Control Person</u>	<u>Share Purchase</u>	<u>Restricted</u>	<u>PIK against invoices</u>
<u>12/11/2019</u>	<u>New Issuance</u>	<u>400,000</u> <u>100,000</u> <u>Warrants</u>	<u>Common</u>	<u>01</u>	<u>No</u>	<u>Mountain Gold Claims LLC.</u> <u>Thomas Callicrate</u> <u>Control Person</u>	<u>Share Purchase</u>	<u>Restricted</u>	<u>PIK against invoices</u>
<u>12/11/2019</u>	<u>New Issuance</u>	<u>400,000</u> <u>100,000</u> <u>Warrants</u>	<u>Common</u>	<u>01</u>	<u>No</u>	<u>Mountain Gold Claims LLC.</u> <u>Thomas Callicrate</u> <u>Control Person</u>	<u>Share Purchase</u>	<u>Restricted</u>	<u>PIK against invoices</u>
<u>12/11/2019</u>	<u>New Issuance</u>	<u>1,200,000</u> <u>300,000</u> <u>Warrants</u>	<u>Common</u>	<u>01</u>	<u>No</u>	<u>Thomas G></u> <u>Malone</u>	<u>Share Purchase</u>	<u>Restricted</u>	
<u>12/11/2019</u>	<u>New Issuance</u>	<u>400,000</u> <u>100,000</u> <u>Warrants</u>	<u>Common</u>	<u>01</u>	<u>No</u>	<u>Stephen D.</u> <u>Plumb</u>	<u>Share Purchase</u>	<u>Restricted</u>	<u>PIK against Consulting Fee</u>
<u>12/30/2019</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>003</u>	<u>Yes</u>	<u>Blackbridge Capital LLC</u> <u>Alex Dillion</u> <u>Control Person</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	<u>PIK against Consulting Fee Note Closed out</u>
<u>01/09/2020</u>	<u>Cancellation</u>	<u>10,000,000</u>	<u>Common</u>	<u>.003</u>	<u>Yes</u>	<u>Blackbridge Capital LLC</u> <u>Alex Dillion</u> <u>Control Person</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	<u>PIK against Consulting Fee Note Closed out</u>
<u>01/09/2020</u>	<u>Transfer</u>	<u>10,000,000</u>	<u>Common</u>	<u>003</u>	<u>Yes</u>	<u>GPL Ventures LLC</u> <u>Alex Dillion</u> <u>Control Person</u>	<u>Transfer</u>	<u>Unrestricted</u>	<u>Transfer and removal of stock legend</u>
<u>02/07/2020</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common</u>	<u>.04</u>	<u>No</u>	<u>Thomas G</u> <u>Malone</u>	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>Exercise of Warrants from 2019</u>

									Private Placement
<u>05/28/2020</u>	<u>New Issuance</u>	<u>200.000</u>	Common	<u>.01</u>	<u>No</u>	<u>Richard Levychin CPA</u>	<u>Advisory Board Service</u>	<u>Restricted</u>	
<u>05/28/2020</u>	<u>New Issuance</u>	<u>500.000</u>	Common	<u>.01</u>	<u>No</u>	<u>Richard Levychin CPA</u>	<u>CFO Service</u>	<u>Restricted</u>	
<u>07/27/2020</u>	<u>New Issuance</u>	<u>200.000</u>	Common	<u>.01</u>	<u>No</u>	<u>Luis A Vega P.Geo</u>	<u>Advisory Board Service</u>	<u>Restricted</u>	
<u>08/31/2020</u>	<u>New Issuance</u>	<u>500.000</u>	Common	<u>.01</u>	<u>No</u>	<u>Luis A Vega P.Geo</u>	<u>Exploration Property Lease Agreement</u>	<u>Restricted</u>	
<u>08/31/2020</u>	<u>New Issuance</u>	<u>500.000</u>	Common	<u>.01</u>	<u>No</u>	<u>Luis A Vega P.Geo</u>	<u>Exploration Property Lease Agreement</u>	<u>Restricted</u>	
<u>10/22/2020</u>	<u>New Issuance</u>	<u>10,000.000</u>	Common	<u>.01</u>	<u>No</u>	<u>SEINOM, LLC Wayne DeStefano Control Person</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	
<u>12/14/2020</u>	<u>New Issuance</u>	<u>35,000.000</u>	Common	<u>.01</u>	<u>No</u>	<u>Jason Hope</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	
<u>12/30/2020</u>	<u>New Issuance</u>	<u>300.000</u>	Common	<u>.01</u>	<u>No</u>	<u>Michael S Harrington</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	
<u>12/30/2020</u>	<u>New Issuance</u>	<u>5,000.000</u>	Common	<u>.01</u>	<u>No</u>	<u>David J Jordan</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	
<u>12/30/2020</u>	<u>New Issuance</u>	<u>700.000</u>	Common	<u>.01</u>	<u>No</u>	<u>AI Consultants Inc. Joel Adams Control Person</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	
<u>01/21/2021</u>	<u>New Issuance</u>	<u>500.000</u>	Common	<u>.017</u>	<u>No</u>	<u>Luis A Vega P.Geo</u>	<u>Exploration Property Lease Agreement</u>	<u>Restricted</u>	

<u>03/30/2021</u>	<u>New Issuance</u>	<u>14,000,000</u>	Common	<u>.025</u>	<u>Yes</u>	<u>Jason Hope</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	<u>Early Conversion</u>
<u>03/30/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	Common	<u>.025</u>	<u>Yes</u>	<u>Joseph Barton Esq.</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	<u>Early Conversion</u>
<u>03/30/2021</u>	<u>New Issuance</u>	<u>520,000</u>	Common	<u>.025</u>	<u>Yes</u>	<u>Al Consultants Inc.</u> <u>Joel Adams</u> <u>Control Person</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	<u>Early Conversion</u>
<u>03/30/2021</u>	<u>New Issuance</u>	<u>120,000</u>	Common	<u>.025</u>	<u>Yes</u>	<u>Suzanne Descanville</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	<u>Early Conversion</u>
<u>03/30/2021</u>	<u>New Issuance</u>	<u>200,000</u>	Common	<u>.025</u>	<u>Yes</u>	<u>Marc G Sonnenblick</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	<u>Early Conversion</u>
<u>03/30/2021</u>	<u>New Issuance</u>	<u>160,000</u>	Common	<u>.025</u>	<u>Yes</u>	<u>Michael S Harrington</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	<u>Early Conversion</u>
<u>03/31/2021</u>	<u>New Issuance</u>	<u>10,000,000</u>	Common	<u>.02</u>	<u>Yes</u>	<u>Jason Hope</u>	<u>Convertible Note Conversion</u>	<u>Restricted</u>	<u>Early Conversion</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u> <u>Ending Balance:</u>									
Date <u>3/31/2021</u> Common: 362,137,619									
Preferred: <u>Not Issued</u>									

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

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

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

4) Financial Statements

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

- U.S. GAAP
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁸:

Name: **Richard Levychin CPA, CGMA**
Title: **Partner, Galleros-Robinson LLP**
Relationship to Issuer: **Contracted Accountant**

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

- C. Balance sheet;
D. Statement of income;
E. Statement of cash flows;
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
G. Financial notes; and
H. Audit letter, if audited

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

⁸ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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

See Financial Statements Submission

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

5) Issuer's Business, Products and Services

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

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

Pershing Resources is a mineral exploration and development company with 100% mineral rights interest in five porphyry related copper gold, silver (Cu, Au, Ag), projects in Arizona and three gold and silver (Au and Ag) projects in Nevada. The porphyry-related Cu,Au,,Ag New Enterprise Project, Arizona, is currently the Company's lead project. New Enterprise Project The New Enterprise Project is situated within the Laramide porphyry copper province, second largest in the world, centered primarily in Arizona and extending into New Mexico and Mexico. Current production of copper mines within Arizona alone contributes approximately 65% of the United States annual copper production. The New Enterprise project is located between the Mineral Park mine (approximately 20 miles to the northeast) and the Bagdad mine (approximately 45 miles to the southeast). The Mineral Park mine produced approximately 774 million lbs. of copper between 1965 and 1981,a 2013 National Instrument 43-101 Technical Report outlines the potential for a remaining Measured + Indicated Mineral Resource of 1.5 billion lbs. of copper at a cutoff grade of 0.105% Cu within 752 million tons. At the Bagdad mine, after 135 years of mining, Freeport-McMoRan reported in 2018 a remaining Proven + Probable resource of 14 billion lbs. Cu within 2,346,000 million tonnes of rock at a grade of 0.33% Cu with an annual production in 2017 of 173 million lbs. of copper. Except for the presence, delineation, and scale of economically viable copper mineralization described at both these nearby mines, their geology, structure, alteration, and mineralization is comparable to that observed within the New Enterprise Project. The mineral deposits at these nearby mines provide the support basis of a very similar exploration target as related to future planning and testing by Pershing as needed to discover what Pershing believes to be a currently concealed copper, gold, silver, and molybdenum mineral resource within the New Enterprise project area. The New Enterprise project is located 15 miles southeast of Kingman, Arizona, and easily accessible by taking Exit 66 off Interstate Highway 44 to Blake Ranch road. Blake Ranch road transects the entire approximately 5.5 mile length (north/south) of the New Enterprise project and a number of variably maintained gravel roads and off-road trails essentially transect east to west the approximately 3.0 mile wide property at a number of locations providing easy access across the mining claims. The New Enterprise project includes 385 unpatented mining claims totaling 7,954 acres of senior claim rights and includes four significant historical mine sites referred to as the; Enterprise, Jewell Tunnel, Century, and Standard Mines. Porphyry-related geothermal alteration outlined by recently acquired high-resolution Worldview3 hyperspectral satellite imaging and alteration mineral mapping coincident with Heli-GT magnetically rendered linear lows are situated in association with the past producing vein-related historic mines. Initial limited exploration work completed by Pershing considers the historic mines as an indication of upwelling porphyry-related geothermal alteration and Cu(copper), Au(gold), Ag(silver), and Mo(molybdenum), mineralization into an overlying roof pendant or lithocap. Upon securing sufficient funding, future exploration work will include

additional field mapping and sampling data that will be integrated with follow-up processing and interpretation of the Heli-GT magnetic survey data to identify priority targets for diamond drill testing. No mineral resource or mineral reserve estimate is available for the property and to-date there is no OTC Markets Group Inc. OTC Pink Basic Disclosure Guidelines (v2.1 December 2019) Page 15 of 21 sufficiently explored or known area of mineralization to warrant the calculation of a mineral resource or mineral reserve estimate. Other Arizona Projects Pershing's four other Arizona projects include 100% mineral rights agreements with properties east and south of the New Enterprise Project and west and northwest of the Bagdad Mine. These projects are at an early stage of data compilation and examination and further details will be publicly disclosed when available. Combined, the four properties include a minimum of 80 unpatented mining claims totaling approximately 1,600 acres. Other than the annual unpatented mining claim maintenance of \$165.00 per claim, no additional costs are required to maintain the mineral rights agreements of these Projects. Nevada Projects Pershing Resources has acquired 100% mineral rights agreements for the Klondyke, Divide, and West Bolo projects within the state of Nevada because of its proven endowment of gold; approximately 70% of United States annual gold production. Each of the Nevada Projects are considered separate assets with different types of mineral exploration targets, located in different Nevada designated mining districts, and includes 100% mineral rights agreements with different considerations publicly disclosed in press releases that announce each of these agreements. The Klondyke and Divide projects are situated within the Walker Lane Trend of structurally controlled epithermal gold and silver mineralization that has produced more than 50 million ounces of gold and 437 million ounces of silver. The West Bolo project is situated within a peripheral extension of the Carlin-style trend of gold mines, generally referred to as the Sulfur / Lovelock / Austin Carlin-style gold trend. Carlin-style gold deposits make-up the vast majority of Nevada's gold production, totaling more than 150 million ounces Au since the 1960's. Pershing's Nevada projects exploration work will begin with the compilation and confirmation of previous work followed by the acquisition and integration of state-of-the-art hyperspectral imagery and geophysical methods. The initial exploration work will be followed by bedrock mapping and sampling and the integration all the results to identify priority targets for follow-up exploration that may include drill testing. The work will follow best industry practices and is a well-established methodology for the discovery of mineral resources in each of the project locations that could have been concealed from previous explorers. Klondyke Project The Klondyke project is located within Esmeralda County and considered part of the Klondyke mining district of Nevada. It can be readily accessed by State Highway 95 and a series of gravel roads that cross directly over the project area. The Project is situated between the Tonopah (9 miles to the north) and Goldfields (14 miles to the south) mining districts and 2.5 miles south of Pershing's Divide Project. Combined, the Tonopah and Goldfields mining districts historically produced greater than 7 million ounces of gold and approximately 200 million ounces of silver of the total production from the Walker Lane Trend. The Klondyke Project includes 100% mineral rights agreement with Mountain Gold Claims LLC that includes 50 unpatented mining claims totaling 1,031 acres of leased unpatented mining claim rights. The project area has the potential for a stand-alone mining and milling operation, but like the Tonopah Divide project, it is sufficiently close enough to emerging gold producers in the Tonopah and Goldfields mining districts that mined concentrates could be shipped for processing at either of these locations. It is anticipated that upon securing sufficient funding, the proposed exploration work could identify high priority targets to drill test for the potential to discover a gold and silver mineral resource within the project area. No mineral resource or mineral reserve estimate is available for the property and to-date there is no sufficiently known mineralization to consider the calculation of a mineral resource or mineral reserve estimate. Divide Project The Divide Project is located within Esmeralda County, approximately 9 miles south of Tonopah mining district, Nevada, and can be readily accessed by State Highway 95 and a series of gravel roads that cross directly over the project area and leading to each of the two claim groups that make up the Divide project. The Tonopah mining district has produced 1.8 million ounces of gold and 174 million ounces of silver from approximately 7.5 million tonnes of the total production reported from the Walker Lane Trend and is currently experiencing a rejuvenation of exploration by companies examining past producing mines for additional gold and silver mineral resources. The Divide Project includes 100% mineral rights agreement with Mountain Gold Claims LLC and is made up of two blocks of contiguous claims; a main block that includes 60 unpatented mining claims totaling 1,239 acres and a second smaller block

located approximately 3.3 miles to the northeast of the main block that includes 10 unpatented mining claims totaling 124 acres. Both claim blocks are contiguous with the West Vault Mining Inc., Hasbrouck Project that includes a 2016 reported combined measured and indicated mineral resource of 738,000 ounces Au and 14,096,000 Ag in 54,185,000 tons. The historical Gold Seam and Treasure Hill mines are located within the main block of the Divide Project. The smaller group of Divide claims to the northwest includes several surface workings and previously completed drill holes by West Kirkland Mining Inc. The Divide OTC Markets Group Inc. OTC Pink Basic Disclosure Guidelines (v2.1 December 2019) Page 16 of 21 Project is covered by a significant accumulation of colluvial sediments washed down from a mountain range to the north; potentially masking the obvious weather resistant feature typical of the silicification associated with gold mineralization in the area. No mineral resource or mineral reserve estimate is available for the property and to-date there is no sufficiently known mineralization to consider the calculation of a mineral resource or mineral reserve estimate. West Bolo Project The West Bolo project is located within the Hot Creek Range, within Ney County, approximately 10 miles north of the Tybo Mining District and 65 miles northeast of Tonopah, within central Nevada. The project can be readily accessed by State Highway 6 and a series of gravel roads that cross directly over the project area. The West Bolo project includes 113 unpatented mining claims totaling approximately 2,334 acres. The east-west trending Hot Creek Canyon cuts through the southern edge of the claim block. The West Bolo Project includes two separately negotiated 100% mineral rights agreements: one with America's Gold Exploration Inc. and the other with Mountain Gold Claims LLC. with certain terms and conditions disclosed in press releases that announced each of these agreements. The Project area includes at least four north trending structures associated with previously reported anomalous gold-bearing grab samples. Each of the gold occurrences are within, or in close association with, jasperoid (silicification) and sulphidation alteration and brecciation of carbonate rocks. These alteration and gold mineralization features are a primary marker for the processes that typify Carlin-style gold mineralization and directly comparable with the reported gold-bearing occurrences within the adjacent Bolo Property (1 mile east of the West Bolo Project) which has previously reported drilling results by Barrian Mining Corp. in 2019 of 1.2 g/t gold across 122 metres and 148 g/t Au across 4.6 metres,. (see Barrian press release of October 23, 2019) The West Bolo project is at an early stage of mineral exploration with known gold-bearing structures that require a significant amount of initial fieldwork to better characterize and define which of the structures to focus more detailed exploration work, and eventually drill test. No mineral resource or mineral reserve estimate is available for the property and to-date there is no sufficiently known mineralization to consider the calculation of a mineral resource or mineral reserve estimate. Federal and county claims documentation on all of the properties mentioned above is current and in good standing.

B. Please list any subsidiaries, parents, or affiliated companies.

Simple Recovery LLC is the wholly-owned subsidiary company of Pershing Resources Company Inc.. Simple Recovery LLC and its assets were purchased By Pershing Resources in May of 2015 for 2.4 million restricted shares Simple Recovery is a Nevada registered LLC and is acts as the operational arm for the majority of the exploration and development activities of Pershing Resources Company...Stephen D Plumb and Joel Adams act as the CEO/CFO and COO respectively of Simple Recovery Inc. They are also the only board members of the LLC.

C. Describe the issuers' principal products or services.

Pershing Resources Company Inc. is a venture stage exploration, focused on the exploration and development of copper gold and silver projects located in Arizona and Nevada.

In 2018, Pershing began to shift its primary focus from cash-flowsheet development and recovery of metals in historic mine spoils, to the discovery of copper, gold, and silver in-situ mineral resources. By the end of 2020, the Company had acquired five mineral exploration projects in Arizona and three in Nevada. The projects acquired have a potential to include a mineral resource to meet strong emerging long-term price growth forecasts and have had limited application of modern exploration deposit modelling and utilization of state-of-the-art exploration methods to test the mineral resource potential of these properties. Upon securing sufficient funds, exploration work within each of the Company's Projects will

focus on the identification and the drill testing of priority targets to discover and develop potentially overlooked Cu, Au, and Ag mineral resources.

6) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Pershing Resources Development Facility is an 100% owned 24 acres of private land with a house and warehouse in Arizona. It is located less than 1 mile from the eastern boundary of the Company's New Enterprise Project and will serve as a base of operations for all exploration and development work.

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

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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Stephen D Plumb, CPA</u>	<u>CEO, Director, Treasurer Chairman</u>	<u>Okemos, MI</u>	<u>17,362,421</u> <u>200,000 Warrants</u>	<u>Common</u>	<u>4.84%</u>	<u>3,710,000 owned under West-Tec LLC Phoenix, AZ</u> <u>Stephen D Plumb, Control Person</u>
<u>Joel Adams III</u>	<u>COO, Director Secretary</u>	<u>New York, NY</u>	<u>17,530,933</u> <u>850,000 Warrants</u>	<u>Common</u>	<u>4.84%</u>	<u>15,980,933 shares and 850,000 Warrants held under AI Consultants Inc.</u> <u>Joel Adams</u>

						<u>Control Person</u>
<u>Richard Levychin, CPA</u>	<u>CFO</u> <u>Advisory Board</u>	<u>New York</u>	<u>700,000</u>	<u>Common</u>	<u>0.019%</u>	
<u>Maria E. Stan, CPA</u>	<u>Director & Chair</u> <u>Audit Committee</u>	<u>Boston, MA</u>	<u>1,350,000</u> <u>100,000</u> <u>Warrants</u>	<u>Common</u>	<u>0.0372%</u>	—
<u>Neil D Novak, P. Geo</u>	<u>Director</u>	<u>Cambridge, ON</u> <u>Canada</u>	<u>2,150,000</u> <u>300,000</u> <u>Warrants</u>	<u>Common</u>	<u>0.059%</u>	<u>2,150,000 shares & 300,000 Warrants held under Nominex Ltd. of Ontario Canada Neil Novak Control Person</u>
<u>Joseph M. Barton, Esq</u>	<u>Director</u>	<u>Larkspur, CA</u>	<u>2,750,000</u> <u>200,000</u> <u>Warrants</u>	<u>Common</u>	<u>0.0759%</u>	—
<u>David J. Jordan</u>	<u>Director</u>	<u>Okemos, MI</u> <u>&</u> <u>Naples FL</u>	<u>23,250,000</u> <u>1,000,000</u> <u>Warrants</u>	<u>Common</u>	<u>6.42%</u>	
<u>Dr. Stephen V. Savran MD</u>	<u>Director</u>	<u>Las Vegas, NV</u>	<u>4,020,000</u>	<u>Common</u>	<u>1.11%</u>	
<u>D Gerald Ninnis</u>	<u>Share Holder & Advisory Board Member</u>	<u>Iona, CA</u>	<u>11,700,000</u> <u>200,000</u> <u>Warrants</u>	<u>Common</u>	<u>3.23%</u>	
<u>Luis A Vega P. Geo</u>	<u>Share Holder & Advisory Board Member</u>	<u>Kingman AZ</u>	<u>1,700,000</u>	<u>Common</u>	<u>0.047%</u>	
<u>Jason Hope</u>	<u>Share Holder</u>	<u>Phoenix, AZ</u>	<u>96,500,000</u>	<u>Common</u>	<u>26.64%</u>	
<u>Nelson Barry</u>	<u>Share Holder</u>	<u>San Francisco, CA</u>	<u>16,000,000</u> <u>4,000,000</u> <u>Warrants</u>	<u>Common</u>	<u>4.42%</u>	
<u>Wayne DeStefano</u>	<u>Share Holder</u>	<u>Phoenix, AZ</u>	<u>23,000,000</u> <u>2,000,000</u> <u>Warrants,</u>	<u>Common</u>	<u>6.35%</u>	<u>18,000,000 shares and 2,000,000 Warrants</u>

						<u>Held</u> <u>By</u> <u>SEINOM,,, LLC</u> <u>Wayne</u> <u>DeStefano</u> <u>Control Person</u>
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8) Legal/Disciplinary History

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

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

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

None

9) Third Party Providers

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

Securities Counsel

Name: Dwight A. Kinsey
Firm: Duane Morris, LLP

Address 1: 230 Park Avenue 11th Floor
Address 2: New York, NY 10169
Phone: 212 818 9200
Email: DAKinsey@duanemorris.com

Accountant or Auditor

Name: Michael Lipschultz, CPA
Firm: UHY, LLP
Address 1: 1185 Avenue of the Americas 38th Floor
Address 2: New York, NY 10036
Phone: 212 381 4800
Email: mlipschultz@uhy-us.com

Investor Relations

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

Other Service Providers

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

Name: Edward C Walker PhD, P. Geo
Firm: PetroLogic
Nature of Services: Principal Consulting Geologist
Address 1: PO Box 114, 115 Ermatinger Street
Address 2: Lakefield, Ontario KDL 2HD
Phone: 705 652 8686
Email: petrologic@sympatico.ca

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, Stephen D. Plumb certify that:

1. I have reviewed this **Quarterly disclosure statement** of Pershing Resources Company 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.

March 31, 2021

Stephen D Plumb

CEO & Treasurer

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

Principal Financial Officer:

I, Joel Adams III certify that:

1. I have reviewed this **Quarterly disclosure statement** of Pershing Resources Company, 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.

March 31, 2021

Joel Adams

COO & Secretary

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