

**CLIFTON MINING COMPANY**  
**REPORTS OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMS**  
**AND**  
**CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF AND FOR THE YEARS ENDED**  
**DECEMBER 31, 2025 AND 2024**

**Clifton Mining Company**  
**Index to the Consolidated Financial Statements**  
**December 31, 2025 and 2024**

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## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of Clifton Mining Company:

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Clifton Mining Company (“the Company”) as of December 31, 2025, the related consolidated balance sheets, statement of operations, cash flows, and statements of changes in stockholders’ equity for the year ended December 31, 2025 and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2025, and the results of its operations and its cash flows for the year ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

### Critical Audit Matters

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there were no critical audit matters.

*Sadler Gibb & Assoc.*

We have served as the Company’s auditor since 2025.

Draper, UT  
March 30, 2026



**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

BOARD OF DIRECTORS  
CLIFTON MINING COMPANY  
AMERICAN FORK, UTAH

**OPINION ON THE FINANCIAL STATEMENTS**

WE HAVE AUDITED THE ACCOMPANYING CONSOLIDATED BALANCE SHEET OF CLIFTON MINING COMPANY AS OF DECEMBER 31, 2024, AND THE RELATED CONSOLIDATED STATEMENTS OF OPERATIONS, CHANGES IN STOCKHOLDERS' EQUITY, AND CASH FLOWS FOR THE YEAR THEN ENDED, AND THE RELATED NOTES (COLLECTIVELY REFERRED TO AS THE "FINANCIAL STATEMENTS"). IN OUR OPINION, THE FINANCIAL STATEMENTS PRESENT FAIRLY, IN ALL MATERIAL RESPECTS, THE FINANCIAL POSITION OF CLIFTON MINING COMPANY AS OF DECEMBER 31, 2024, AND THE RESULTS OF ITS OPERATIONS AND ITS CASH FLOWS FOR THE YEAR THEN ENDED, IN CONFORMITY WITH ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA.

**BASIS FOR OPINION**

THESE FINANCIAL STATEMENTS ARE THE RESPONSIBILITY OF THE ENTITY'S MANAGEMENT. OUR RESPONSIBILITY IS TO EXPRESS AN OPINION ON THESE FINANCIAL STATEMENTS BASED ON OUR AUDIT. WE ARE A PUBLIC ACCOUNTING FIRM REGISTERED WITH THE PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD (UNITED STATES) ("PCAOB") AND ARE REQUIRED TO BE INDEPENDENT WITH RESPECT TO CLIFTON MINING COMPANY IN ACCORDANCE WITH THE U.S. FEDERAL SECURITIES LAWS AND THE APPLICABLE RULES AND REGULATIONS OF THE SECURITIES AND EXCHANGE COMMISSION AND THE PCAOB.

WE CONDUCTED OUR AUDIT IN ACCORDANCE WITH THE STANDARDS OF THE PCAOB AND IN ACCORDANCE WITH AUDITING STANDARDS GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA. THOSE STANDARDS REQUIRE THAT WE PLAN AND PERFORM THE AUDIT TO OBTAIN REASONABLE ASSURANCE ABOUT WHETHER THE FINANCIAL STATEMENTS ARE FREE OF MATERIAL MISSTATEMENT, WHETHER DUE TO ERROR OR FRAUD. CLIFTON MINING COMPANY IS NOT REQUIRED TO HAVE, NOR WERE WE ENGAGED TO PERFORM, AN AUDIT OF ITS INTERNAL CONTROL OVER FINANCIAL REPORTING. AS PART OF OUR AUDIT WE ARE REQUIRED TO OBTAIN AN UNDERSTANDING OF INTERNAL CONTROL OVER FINANCIAL REPORTING BUT NOT FOR THE PURPOSE OF EXPRESSING AN OPINION ON THE EFFECTIVENESS OF THE ENTITY'S INTERNAL CONTROL OVER FINANCIAL REPORTING. ACCORDINGLY, WE EXPRESS NO SUCH OPINION.

OUR AUDIT INCLUDED PERFORMING PROCEDURES TO ASSESS THE RISKS OF MATERIAL MISSTATEMENT OF THE FINANCIAL STATEMENTS, WHETHER DUE TO ERROR OR FRAUD, AND PERFORMING PROCEDURES THAT RESPOND TO THOSE RISKS. SUCH PROCEDURES INCLUDED EXAMINING, ON A TEST BASIS, EVIDENCE REGARDING THE AMOUNTS AND DISCLOSURES IN THE FINANCIAL STATEMENTS. OUR AUDIT ALSO INCLUDED EVALUATING THE ACCOUNTING PRINCIPLES USED AND SIGNIFICANT ESTIMATES MADE BY MANAGEMENT, AS WELL AS EVALUATING THE OVERALL PRESENTATION OF THE FINANCIAL STATEMENTS. WE BELIEVE THAT OUR AUDIT PROVIDES A REASONABLE BASIS FOR OUR OPINION.

**CRITICAL AUDIT MATTERS**

CRITICAL AUDIT MATTERS ARE MATTERS ARISING FROM THE CURRENT PERIOD AUDIT OF THE FINANCIAL STATEMENTS THAT WERE COMMUNICATED OR REQUIRED TO BE COMMUNICATED TO THE AUDIT COMMITTEE AND THAT: (1) RELATE TO ACCOUNTS OR DISCLOSURES THAT ARE MATERIAL TO THE FINANCIAL STATEMENTS AND (2) INVOLVED OUR ESPECIALLY CHALLENGING, SUBJECTIVE, OR COMPLEX JUDGMENTS. WE DETERMINED THAT THERE ARE NO CRITICAL AUDIT MATTERS.

**MAC ACCOUNTING GROUP & CPAs, LLP**

WE SERVED AS CLIFTON MINING COMPANY'S AUDITOR FROM 2016 THROUGH 2025.

MIDVALE, UTAH  
MARCH 26, 2025

**CLIFTON MINING COMPANY**  
**Consolidated Balance Sheets**

| <b><u>ASSETS</u></b>  | As of December 31, |              |
|---|--------------------|--------------|
|   | 2025               | 2024         |
| <b>CURRENT ASSETS</b>   |                    |              |
| Cash  | \$ 1,201,450       | \$ 1,277,707 |
| Receivables (Note 1)  | 2,380              | 23,219       |
| Prepaid expenses  | 17,444             | 18,544       |
| Total Current Assets  | 1,221,274          | 1,319,470    |
| <b>PROPERTY AND EQUIPMENT</b>   |                    |              |
| Mineral properties (Note 3)   | 1,043,615          | 1,055,915    |
| Buildings, net (Note 6)   | 98,763             | 108,236      |
| Total Property and Equipment, Net   | 1,142,378          | 1,164,151    |
| <b>OTHER ASSETS</b>   |                    |              |
| Equity method investment in affiliate (Note 2)  | 1,658,384          | 1,765,152    |
| Restricted cash-reclamation bonds (Note 4)  | 264,644            | 262,998      |
| Patent filings (Note 6)   | 2,619              | 4,413        |
| Deposit   | 350                | 350          |
| Total Other Assets  | 1,925,997          | 2,032,913    |
| Total Assets  | \$ 4,289,649       | \$ 4,516,534 |
| <br><b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>  |                    |              |
| <b>CURRENT LIABILITIES</b>  |                    |              |
| Accounts payable and accrued liabilities  | \$ 4,238           | \$ 8,834     |
| Total Current Liabilities   | 4,238              | 8,834        |
| <b>LONG-TERM LIABILITIES</b>  |                    |              |
| Reclamation and remediation liabilities (Note 4)  | 70,940             | 66,838       |
| Total Liabilities   | 75,178             | 75,672       |
| <b>COMMITMENTS AND CONTINGENCIES (Note 5)</b>   | \$ -               | \$ -         |
| <b>STOCKHOLDERS' EQUITY</b>   |                    |              |
| Preferred stock, \$0.001 par value, 10,000,000 shares authorized; 154,584 shares issued and outstanding as of December 31, 2025 and 2024 (Note 7)                   | 155                | 155          |
| Common stock, \$0.001 par value, 70,000,000 shares authorized; 59,370,791 shares issued and 55,235,892 shares outstanding as of December 31, 2025 and 2024 (Note 7) | 59,371             | 59,371       |
| Additional paid-in capital  | 17,302,864         | 17,251,247   |
| Retained deficit  | (12,406,186)       | (12,128,901) |
| Less: Treasury stock, at cost, 4,134,899 shares as of December 31, 2025 and 2024 (Note 7)   | (770,508)          | (770,508)    |
| Total Clifton Mining Stockholders' Equity   | 4,185,696          | 4,411,364    |
| Non-controlling interest  | 28,775             | 29,498       |
| Total Stockholders' Equity  | 4,214,471          | 4,440,862    |
| Total Liabilities and Stockholders' Equity  | \$ 4,289,649       | \$ 4,516,534 |

See accompanying notes to consolidated financial statements.

**CLIFTON MINING COMPANY**  
**Consolidated Statements of Operations**

|   | Years Ended December 31, |              |
|---|--------------------------|--------------|
|   | 2025                     | 2024         |
| REVENUE   | \$ -                     | \$ -         |
| OPERATING EXPENSES  |                          |              |
| Exploration costs   | 3,650                    | 968          |
| Depletion costs   | 12,300                   | 12,300       |
| General and administrative  | 32,592                   | 36,572       |
| Professional fees   | 70,421                   | 63,263       |
| Accretion expense   | 4,102                    | 3,865        |
| Depreciation and amortization   | 11,267                   | 11,296       |
| Salaries and employee benefits  | 231,235                  | 228,162      |
| Stock based compensation  | 51,617                   | 51,997       |
| Property and claim taxes, filing fees and insurance                   | 142,344                  | 153,569      |
| Total Operating Expenses  | 559,528                  | 561,992      |
| Loss From Operations  | (559,528)                | (561,992)    |
| OTHER INCOME (EXPENSE)  |                          |              |
| Interest income   | 47,873                   | 60,260       |
| Dividend income   | -                        | 1,248        |
| Gain on equity method investment                                      | 236,186                  | 277,452      |
| Gain (loss) from affiliate stock transactions                         | (2,539)                  | 29,194       |
| Other Income (Expense)  | 281,520                  | 368,154      |
| Loss Before Income Taxes  | (278,008)                | (193,838)    |
| Income Taxes  | -                        | -            |
| Net Loss  | (278,008)                | (193,838)    |
| Less: Net Loss Attributable to Noncontrolling Interest                | 723                      | 759          |
| Net Loss Attributable to Clifton Mining                               | \$ (277,285)             | \$ (193,079) |
| Net loss per share – basic  | \$ (0.01)                | \$ (0.00)    |
| Net loss per share – fully diluted                                    | \$ (0.01)                | \$ (0.00)    |
| Weighted average number of common shares outstanding during the year: |                          |              |
| Basic   | 55,235,892               | 55,235,892   |
| Diluted   | 55,235,892               | 55,235,892   |

See accompanying notes to consolidated financial statements.

**CLIFTON MINING COMPANY**  
**Consolidated Statements of Cash Flows**

|   | Years Ended December 31, |               |
|---|--------------------------|---------------|
|   | 2025                     | 2024          |
| <b>Cash Flows From Operating Activities:</b>                                |                          |               |
| Net loss  | \$ (278,008)             | \$ (193,838)  |
| Adjustments to reconcile net loss to net cash used by operating activities: |                          |               |
| Depreciation and amortization expense                                       | 11,267                   | 11,296        |
| Depletion expense   | 12,300                   | 12,300        |
| Accretion expense   | 4,102                    | 3,865         |
| Loss (gain) from equity method investment                                   | (236,186)                | (277,452)     |
| Loss (gain) from affiliate stock transactions                               | 2,538                    | (29,194)      |
| Valuation for stock-based compensation expense related to options           | 51,617                   | 51,997        |
| Changes in operating assets and liabilities:                                |                          |               |
| Receivables, prepaid expenses, and other assets                             | 20,293                   | (14,425)      |
| Accounts payable and accrued liabilities                                    | (4,596)                  | 4,461         |
| <br>Net Cash Used in Operating Activities                                   | <br>(416,673)            | <br>(430,990) |
| <br><b>Cash Flows From Investing Activities:</b>                            |                          |               |
| Distributions from equity method investment                                 | 340,416                  | 340,416       |
| <br>Net Cash Provided by Investing Activities                               | <br>340,416              | <br>340,416   |
| <br><b>Cash Flows From Financing Activities:</b>                            |                          |               |
| Net Cash Provided by Financing Activities                                   | -                        | -             |
| <br>Net decrease in cash  | <br>(76,257)             | <br>(90,574)  |
| Cash, beginning of year   | 1,277,707                | 1,368,281     |
| Cash, end of year   | \$ 1,201,450             | \$ 1,277,707  |
| <br><b>SUPPLEMENTAL CASH FLOW DISCLOSURES:</b>                              |                          |               |
| Interest paid   | \$ -                     | \$ -          |
| Taxes paid  | \$ -                     | \$ -          |
| <br><b>NON CASH INVESTING &amp; FINANCING ACTIVITIES:</b>                   |                          |               |
| Noncontrolling interest income allocation                                   | \$ 723                   | \$ 759        |

See accompanying notes to consolidated financial statements.

**CLIFTON MINING COMPANY**  
**Consolidated Statements of Changes in Stockholders' Equity for the Years Ended December 31, 2025 and 2024**

|  | Series A Preferred Stock |        | Common Stock |           | Additional<br>Paid-in Capital | Retained<br>Deficit | Treasury<br>Stock, at<br>Cost | Clifton Mining<br>Stockholders'<br>Equity | Non-<br>controlling<br>Interest | Total<br>Stockholders'<br>Equity |
|--|--------------------------|--------|--------------|-----------|-------------------------------|---------------------|-------------------------------|---|---------------------------------|----------------------------------|
|  | Shares                   | Amount | Shares       | Amount    |                               |                     |                               |   |                                 |                                  |
| Balance, December 31, 2023                                       | 154,584                  | \$ 155 | 59,370,791   | \$ 59,371 | \$ 17,199,250                 | \$ (11,935,822)     | \$ (770,508)                  | \$ 4,552,446                              | \$ 30,257                       | \$ 4,582,703                     |
| Compensation related to options<br>Net loss at December 31, 2024 | -                        | -      | -            | -         | 51,997                        | -                   | -                             | 51,997                                    | -                               | 51,997                           |
| Balance, December 31, 2024                                       | 154,584                  | 155    | 59,370,791   | 59,371    | 17,251,247                    | (193,079)           | (770,508)                     | 4,411,364                                 | (759)                           | 4,440,862                        |
| Compensation related to options<br>Net loss at December 31, 2025 | -                        | -      | -            | -         | 51,617                        | -                   | -                             | 51,617                                    | 29,498                          | 51,617                           |
| Balance, December 31, 2025                                       | 154,584                  | 155    | 59,370,791   | 59,371    | 17,302,864                    | (277,285)           | (770,508)                     | 4,185,696                                 | (723)                           | 4,214,471                        |

See accompanying notes to consolidated financial statements.

**CLIFTON MINING COMPANY**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2025 and 2024**

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Organization

Clifton Mining Company (the Company) was incorporated on June 8, 1993 under the laws of the State of Utah. In the beginning years, the Company was engaged in the process of acquiring, exploring, and developing properties or selling the properties at an appreciated value. The Company has acquired several claims which have previously been in production, with historical production records. The Company has obtained a report calculating mineralized material for the Clifton shear zone property (see Note 3 – Mineral Properties) and is no longer considered to be in the exploration stage. The Company is now primarily engaged in property management by joint venturing the properties to other companies, including the use of the Company's equipment to bring the claims into production and investing in other businesses.

Principles of Consolidation

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States and include the accounts of its 61% owned subsidiary, Woodman Mining Company. All intercompany accounts have been eliminated in consolidation.

Segment Reporting

All financial information is presented on a consolidated basis and reviewed by the Company's President and Chief Financial Officer who act together as Chief Operating Decision Makers (CODM). The CODM uses the consolidated net loss, as presented in the consolidated statement of operations, to assess segment performance and allocate resources. The measure of segment assets is reported on the balance sheet as total consolidated assets and that the Company operates as a single operating segment in accordance with FASB ASU 2023-07.

Cash and Cash Equivalents

For purposes of the statements of cash flows, cash includes all cash and investments with original maturities to the Company of three months or less. As of December 31, 2025 and 2024, the Company had no cash equivalents.

Receivables

Receivables are carried at net realizable value and accounts judged to be uncollectable are written off to bad debt. For the years ending December 31, 2025, and 2024, the Company carried no allowance for uncollectable receivables. Receivables for the years ending December 31, 2025 and 2024, in the amounts of \$2,380 and \$23,219, respectively, are amounts owed to the Company as reimbursements for expenses paid by the Company pursuant to a lease agreement.

Equity Securities

In accordance with ASC 321 Investment – Equity Securities, equity securities are measured at fair value with the changes in fair value recognized in net income.

For the years ended December 31, 2025 and 2024, the Company had net loss on equity securities of \$0, if there had been an adjustment, it would be recorded in other income (expense) on the Consolidated Statements of Operations.

As of December 31, 2025 and 2024, the Company owned 5,810,824 shares of common stock in Desert Hawk Gold Corp. The Company elected to measure this investment at fair value with changes recognized in net income. This election was made for all identical or similar investments of Desert Hawk Gold Corp., including future purchases, and is irrevocable. On April 5, 2024, Desert Hawk Gold Corp. filed under Chapter 11 in the United States Bankruptcy Court, District of Nevada. By the end of 2024, through new

**CLIFTON MINING COMPANY**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2025 and 2024**

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

financing, Desert Hawk was able to work its way out of bankruptcy and their case has been dismissed from the bankruptcy court. Desert Hawk has once again started mining operations.

For the years ended December 31, 2025 and 2024, the Company determined that the fair value of their Desert Hawk Gold Corp. shares was \$0 due to Desert Hawk Gold Corp. being in default on significant liability contracts and there being questions regarding the recoverability of the asset value. When valued, this investment is classified as other assets on the Consolidated Balance Sheet due to the investments being made for the purposes of control or affiliation, in accordance with ASC 210-10 Balance Sheet – Overall.

Equity Method Investments

The Company accounts for its investments in companies subject to significant influence using the equity method of accounting, under which, the Company's pro-rata share of the net income (loss) of the affiliate is recognized as income (loss) in the Company's income statement. The Company also records its share of the change in equity of the affiliate in the Company's income statement and is added to the investment on the balance sheet. When the Affiliate issues shares through equity funding the Company recognizes a gain or loss in the same manner as if the Company had sold a portion of its investment. The gain or loss is measured by comparing the change in the difference between the carrying amount of the investment and the Company's proportionate share of the net assets of the Affiliate after the sale of shares. Distributions received from the affiliate are treated as a return of capital and are accordingly deducted from the carrying value of the investment. Purchases of additional investments are recorded at cost and increase the carrying value of the investment. (See Note 2)

Depreciation

Property and equipment are recorded at cost. Depreciation is determined using the straight-line method over the estimated useful lives of the assets over periods ranging from three to thirty-nine years. Expenditures for maintenance and repairs which do not extend the useful lives of the related assets are expensed as incurred.

Restricted Cash

The Company's restricted cash represents investments in certificates of deposit and is restricted primarily for reclamation funding or surety bonds. Restricted cash and cash equivalents balances are carried at fair value. Restricted cash is reported in a separate line on the consolidated balance sheets under Other Assets and totaled \$264,644 and \$262,998 at December 31, 2025 and 2024, respectively. Cash, excluding restricted cash, at December 31, 2025 and 2024, was \$1,201,450 and \$1,277,707, respectively.

Patent

The measurable patent costs that were initially capitalized totaled \$29,694. The patent was granted December 14, 2010 and is being amortized over a 16.5 year life beginning December 2010. The Company evaluates the recoverability of intangibles and reviews the amortization period on a continual basis utilizing the guidance of ASC Topic 350, "Intangibles - Goodwill and Other." Several factors are used to evaluate intangibles, including, but not limited to, management's plans for future operations. Costs incurred to renew or extend the term of the patent applications will be expensed as incurred. (See Note 6)

Stock – Based Compensation

ASC Topic 718 and 505, requires that share-based payments be reflected as an expense based upon the grant-date fair value of those awards. The expense is recognized over the remaining vesting periods of the awards. The Company estimates the fair value of these awards using the Black-Scholes model. This model requires management to make certain estimates in the assumptions used in this model, including

**CLIFTON MINING COMPANY**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2025 and 2024**

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

the expected term the award will be held, volatility of the underlying common stock, discount rate and forfeiture rate. We develop our assumptions based on our past historical trends as well as consider changes for future expectations. (See Note 10)

Fair Value Measurements

The fair values of the Company's financial instruments are defined 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. The fair value estimates presented in this report are based on information available to the Company as of December 31, 2025 and 2024.

The carrying values of cash and cash equivalents, accounts receivable and accounts payable approximate fair value. The authoritative guidance issued by the FASB includes a fair value three-tier hierarchy which prioritizes the inputs used in measuring the fair value. The hierarchy requires the Company to use observable inputs when available and to minimize the use of unobservable inputs when determining fair value. The first two levels of inputs are considered observable and the last level is considered unobservable, that may be used to measure fair value as follows:

Level 1 – Quoted prices in active markets for identical assets;

Level 2 – Significant other observable inputs, other than the quoted prices in active markets for identical assets, that are observable either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level 3 – Significant unobservable inputs in which there is little or no market activity and that are significant to the fair value of the assets or liabilities, which require the reporting entity to develop its own assumptions about the assumptions the market participants would use in pricing the asset or liability based on the best information available in the circumstances.

Property Acquisition Evaluations and Mineral Exploration Costs

Acquisition costs of mining properties are capitalized. Exploration costs are expensed as incurred on its mineral properties prior to the establishment of proven and probable reserves through the completion of a feasibility study. When production is attained, acquisition costs will be depleted using either the unit of production method based upon estimated proven recoverable reserves or the estimated production life of the properties. Costs include the cash consideration and the fair market value of shares issued for the acquisition of mineral properties. (See Note 3)

Reclamation and Remediation Costs

Current laws and regulations require certain closure, reclamation and remediation work to be done on mineral properties as a result of exploration, development and operating activities. The Company periodically reviews the activities performed on its mineral properties and makes estimates of closure, reclamation and remediation work that will need to be performed as required by those laws and regulations and makes estimates of amounts that are expected to be incurred when the closure, reclamation and remediation work is expected to be performed.

Future closure, reclamation and environmental related expenditures are difficult to estimate in many circumstances due to the early stages of investigation, uncertainties associated with defining the nature and extent of environmental contamination, the uncertainties relating to specific reclamation and

**CLIFTON MINING COMPANY**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2025 and 2024**

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

remediation methods and costs, application and changing of environmental laws, regulations and interpretation by regulatory authorities and the possible participation of other potentially responsible parties.

Reclamation costs are allocated to expense over the life of the related assets and are periodically adjusted to reflect changes in the estimated present value resulting from the passage of time and revisions to the estimates of either timing or amount of reclamation and abandonment costs. The Company has estimated costs associated with closure, reclamation and environmental reclamation of its properties which have been reflected in its financial statements in accordance with generally accepted accounting principles. (See Note 4)

Advertising Costs

Advertising costs are charged to general and administrative expenses when incurred. The Company recorded no advertising costs for the years ended December 31, 2025 and 2024.

Income Taxes

We recognize deferred income tax assets or liabilities for the expected future tax consequences of events that have been recognized in the consolidated financial statements or income tax returns. Deferred income tax assets or liabilities are determined based upon the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates expected to apply when the differences are expected to be settled or realized. Deferred income tax assets are reviewed periodically for recoverability and valuation allowances are provided as necessary.

We classify penalties and interest as income taxes as allowed by ASC Topic 740-10, “Accounting for Uncertainty in Income Taxes.” The Company recognizes tax benefits from uncertain positions if it is “more likely than not” that the position is sustainable, based upon its technical merits. The initial measurement of the tax benefit is the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement with a taxing authority having full knowledge of all relevant information.

Impairment of Long-Lived Assets

All long-lived assets are reviewed for impairment whenever events or circumstances change which indicate the carrying amount of an asset may not be recoverable, utilizing established guidelines based upon undiscounted future net cash flows from the asset or upon the determination that certain exploration properties do not have sufficient potential for economic mineralization. Costs relating to properties abandoned are charged to operations in the period in which that determination is made.

These estimates of undiscounted future cash flows can be dependent upon the estimates of metal to be recovered from proven and probable ore reserves, future production cost estimates, and future metal price estimates over the estimated remaining life of the mineral property. If undiscounted cash flows are less than the carrying value of an asset, an impairment loss will be measured as the amount by which the carrying amount exceeds the assets fair value.

Management’s estimates of metal prices, recoverable proven and probable ore reserves, future revenues, and operating, capital and reclamation costs are subject to risks and uncertainties of change affecting the recoverability of our investment in various projects. Although management believes it has made a reasonable estimate of these factors based on current conditions and information, it is reasonably possible that changes could occur in the near term which could adversely affect management’s estimate of net cash flows expected to be generated from our mineral properties and the need for asset impairment write-downs.

**CLIFTON MINING COMPANY**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2025 and 2024**

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

During the year ended December 31, 2025 and 2024, no impairment was recorded.

Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Earnings Per Share

Basic and diluted earnings per share are calculated in accordance with ASC Topic 260, "Earnings Per Share". Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects the potential dilution that could occur if stock options and other commitments to issue common stock were exercised resulting in the issuance of common stock of the Company. Due to the net loss during the years ended December 31, 2025 and 2024, potential common stock was not included in the computation of diluted earnings per share, because to do so would be antidilutive.

Concentration of Credit Risk

Financial instruments which potentially subject the Company to credit risk consist primarily of cash and cash equivalents and accounts receivable. At times throughout the year, the Company may maintain certain bank accounts in excess of FDIC insured limits. As of December 31, 2025 and 2024, cash balances that exceed FDIC limits of \$250,000 were \$943,053 and \$1,017,453, respectively.

The Company makes judgments as to its ability to collect outstanding accounts receivable and provides an allowance if collection becomes doubtful. Accounts that are judged to be uncollectable are written off. For the years ended December 31, 2025 and 2024, the Company carried no allowance for uncollectable receivables.

As of the year ended December 31, 2025 and 2024, one customer made up 100% and 98% of the receivable balance, respectively.

NOTE 2 – EQUITY METHOD INVESTMENT IN AFFILIATE

The Company owned a 20.69% and a 20.67% interest in American Silver, LLC (the "Affiliate"), at December 31, 2025 and 2024, respectively. The Company is accounting for this investment using the equity method, due to the Company having significant influence over the Affiliate.

American Silver, LLC, owns 100% of American Biotech Labs, LLC, ABL Manufacturing, LLC, ABL Medical, LLC, ABL International, LLC, and ABL BLDG 1, LLC. American Biotech Labs, LLC markets and sells products for the dietary supplement and cosmetic markets, including immune support products, tooth gel products, gels, lotions, and creams for natural skin care. These products are sold and distributed through health food stores, health care providers, nutritional supplement distributors and other companies throughout the world. ABL Medical, LLC, markets and sells approved wound dressing medical device products cleared under FDA Section 510(k), to pharmacies, retailers, medical offices, and hospitals. ABL Manufacturing, LLC manufactures these products in an FDA registered facility using patented processes.

Distributions received from American Silver, LLC during 2025 and 2024 amounted to \$340,416 and \$340,416, respectively. The gain from the equity method investment in American Silver, LLC for the years

**CLIFTON MINING COMPANY**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2025 and 2024**

NOTE 2 – EQUITY METHOD INVESTMENT IN AFFILIATE (Continued)

ending December 31, 2025 and 2024 was \$236,186 and \$277,452, respectively and affiliated stock transactions included a loss of \$2,539 at December 31, 2025 and a gain of \$29,194 at December 31, 2024.

The Company's recognized investment in American Silver, LLC for the years December 31, 2025 and 2024 was \$1,658,384 and \$1,765,152, respectively. The carrying value of the investment approximates the Company's proportionate share of the Affiliate's net assets. As the Affiliate is privately held, a readily determinable fair value is not available.

Condensed consolidated financial information of American Silver, LLC as of and for the years ended December 31, 2025 and 2024 was as follows:

| <u>Assets</u>   | <u>2025</u>          | <u>2024</u>          |
|---|----------------------|----------------------|
| Current assets:   |                      |                      |
| Cash and cash equivalents   | \$ 1,317,261         | \$ 1,966,466         |
| Accounts receivables, net   | 971,863              | 603,470              |
| Other current assets (prepaid expenses, inventory)  | <u>2,081,513</u>     | <u>2,000,946</u>     |
| Total current assets  | 4,370,637            | 4,570,882            |
| <br>Equipment: less accumulated depreciation  | <br>7,363,303        | <br>7,664,453        |
| Other Assets  | <u>133,907</u>       | <u>165,424</u>       |
| Total Assets  | <u>\$ 11,867,847</u> | <u>\$ 12,400,759</u> |
| <br><u>Liabilities and Members' Equity</u>  |                      |                      |
| Current liabilities:  |                      |                      |
| Accounts payable, accrued liabilities, related party payable,<br>customer deposits, and current portion notes payable | \$ 644,333           | \$ 521,385           |
| Notes payable, net of current portion and loan costs  | 3,200,370            | 3,339,692            |
| Members' equity   | <u>8,023,144</u>     | <u>8,539,682</u>     |
| Total Liabilities and Members' Equity   | <u>\$ 11,867,847</u> | <u>\$ 12,400,759</u> |
| <br><u>Statements of Operations</u>   |                      |                      |
| Net sales   | \$ 13,822,020        | \$ 14,165,802        |
| Cost of goods sold  | (6,570,796)          | (6,583,365)          |
| Selling, general and administrative expenses  | (6,637,165)          | (6,303,797)          |
| Other income  | <u>459,975</u>       | <u>65,625</u>        |
| Net income  | <u>\$ 1,074,034</u>  | <u>\$ 1,344,265</u>  |

NOTE 3 – MINERAL PROPERTIES

At December 31, 2025 and 2024, the Company's mining claims consist of 82 patented claims including 10 patented claims owned 50% by The Woodman Mining Company ("Woodman Mining"), 402 unpatented lode claims, including 32 placer claims, and during 2024, added one more state mineral lease making a total of seven (7) state mineral leases, and in total covering approximately 14,667 acres. Of these claims, 66 unpatented lode claims and 10 patented claims covering approximately 1,476 acres are subject to a 20-year lease entered on February 7, 2019 with Desert Hawk Gold Corp. (see Note 5), which is subject to certain terms and conditions with no ownership interest in the Company properties. The properties are located in the Gold Hill/Clifton Mining District, Tooele County, Northwest Utah area.

**CLIFTON MINING COMPANY**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2025 and 2024**

NOTE 3 – MINERAL PROPERTIES (Continued)

The acquisition costs of the mineral properties in the schedule below are stated at or below the market value and are not to exceed the original purchase price. Mineral properties consist of the following:

|  | 2025                | 2024                |
|--|---------------------|---------------------|
| Acquisition costs                                | \$ 1,162,459        | \$ 1,162,459        |
| Asset retirement obligation – mineral properties | 16,006              | 16,006              |
| Land   | 2,500               | 2,500               |
| (Less) accumulated depletion                     | (137,350)           | (125,050)           |
| Total  | <u>\$ 1,043,615</u> | <u>\$ 1,055,915</u> |

NOTE 4 – RECLAMATION AND REMEDIATION LIABILITIES

Federal, state and local laws and regulations concerning environmental protection affect the Company’s operations. Under current regulations, the Company is required to meet performance standards to minimize environmental impact from operations and to perform site reclamation and remediation activities. The Company’s provisions for reclamation and remediation liabilities are based on known requirements. It is not possible to estimate the impact on operating results, if any, of future legislative or regulatory developments.

The following table sets out the activity for the Company’s reclamation and remediation liabilities for the years ending December 31, 2025 and 2024.

|                 | December 31,<br>2025 | December 31,<br>2024 |
|-----------------|----------------------|----------------------|
| Opening Balance | \$ 66,838            | \$ 62,973            |
| Accretion       | 4,102                | 3,865                |
| Ending Balance  | <u>\$ 70,940</u>     | <u>\$ 66,838</u>     |

The Company believes that the reclamation obligations incurred by the exploration and development work being performed by Desert Hawk are adequately provided for in the current reclamation estimates on mining claims remaining under contract. Desert Hawk, on an ongoing basis, is required to obtain permits and post reclamation bonds and reclaim any disturbances caused by the exploration work. The Company has also posted reclamation bonds as required with current balances of \$264,644 and \$262,998 at December 31, 2025 and 2024, respectively.

NOTE 5 – COMMITMENTS AND CONTINGENT LIABILITIES

Effective February 7, 2019, the Company entered into a Second Amended and Restated Lease Agreement in which the Company and Woodman Mining granted to Desert Hawk continued possession of some of the Company’s properties for exploration, development and mining, and the right to occupy the specified properties and to explore, develop and mine these properties for minerals. As per the Agreement, Desert Hawk reimburses the Company for property taxes, Bureau of Land Management (“BLM”) maintenance fees, and other costs associated with the claims that are included in the Lease Agreement. The lease expires 20 years from the effective date.

The Company pays an annual maintenance fee to the BLM at the current rate of \$200 per lode claim on an annual basis. The Company also rents a warehouse in Wendover, Utah, to store drill core and samples at the rate of \$350 a month.

**CLIFTON MINING COMPANY**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2025 and 2024**

NOTE 6 – PROPERTY AND EQUIPMENT AND PATENTS

Buildings and equipment, less accumulated depreciation as of December 31, 2025 and 2024 consisted of the following:

| <u>December 31, 2025</u>                | <u>Cost</u>       | <u>Accumulated<br/>Depreciation</u> | <u>Net Book<br/>Value</u> |
|---|-------------------|-------------------------------------|---------------------------|
| Buildings                               | \$ 347,886        | \$ (256,858)                        | \$ 91,028                 |
| Asset retirement obligation - buildings | 21,536            | (13,801)                            | 7,735                     |
| Total                                   | <u>\$ 369,422</u> | <u>\$ (270,659)</u>                 | <u>\$ 98,763</u>          |
| <br>Mill Equipment                      | <br>\$ 734,728    | <br>\$ (734,728)                    | <br>\$ -                  |
| Equipment:                              |                   |                                     |                           |
| Machinery and equipment                 | \$ 25,434         | \$ (25,434)                         | \$ -                      |
| Vehicles                                | 4,334             | (4,334)                             | -                         |
| Office equipment and fixtures           | 5,639             | (5,639)                             | -                         |
| Total                                   | <u>\$ 35,407</u>  | <u>\$ (35,407)</u>                  | <u>\$ -</u>               |
| <br>Patent                              | <br>\$ 29,694     | <br>\$ (27,075)                     | <br>\$ 2,619              |
| <br><u>December 31, 2024</u>            | <br><u>Cost</u>   | <br><u>Depreciation</u>             | <br><u>Value</u>          |
| Buildings                               | \$ 347,886        | \$ (247,937)                        | \$ 99,949                 |
| Asset retirement obligation - buildings | 21,536            | (13,249)                            | 8,287                     |
| Total                                   | <u>\$ 369,422</u> | <u>\$ (261,186)</u>                 | <u>\$ 108,236</u>         |
| <br>Mill Equipment                      | <br>\$ 734,728    | <br>\$ (734,728)                    | <br>\$ -                  |
| Equipment:                              |                   |                                     |                           |
| Machinery and equipment                 | \$ 25,434         | \$ (25,434)                         | \$ -                      |
| Vehicles                                | 4,334             | (4,334)                             | -                         |
| Office equipment and fixtures           | 5,639             | (5,639)                             | -                         |
| Total                                   | <u>\$ 35,407</u>  | <u>\$ (35,407)</u>                  | <u>\$ -</u>               |
| <br>Patent                              | <br>\$ 29,694     | <br>\$ (25,281)                     | <br>\$ 4,413              |

Total depreciation expense for the years ending December 31, 2025 and 2024, was \$9,473 and \$9,496, respectively. Total patent amortization expense for the years ending December 31, 2025 and 2024 was \$1,794 and \$1,800 respectively. The amount of patent amortization expense, related to patents granted as of December 31, 2025, for each of the next five years is expected to be as follows:

|       |                 |
|-------|-----------------|
| 2026  | \$ 1,800        |
| 2027  | 819             |
| 2028  | -               |
| 2029  | -               |
| 2030  | -               |
| Total | <u>\$ 2,619</u> |

**CLIFTON MINING COMPANY**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2025 and 2024**

**NOTE 7 – CAPITAL STOCK**

Our authorized capital stock consists of 70,000,000 shares of common stock, par value \$0.001 per share and 10,000,000 shares of preferred stock, par value \$0.001 per share, of which 251,918 have been designated as 1993 Series Preferred A Stock. In January 2020, pursuant to a Share Repurchase Plan, the Company began buying back Company common shares pursuant to SEC Rule 10b-18 and as of December 31, 2025 and 2024, the Company had repurchased 4,134,899 common shares, at a cumulative cost of \$770,508. As the ultimate disposition is not yet decided, the cost of the acquired stock is shown separately as a deduction from the total of capital stock, additional paid-in capital, and retained earnings.

As of December 31, 2025 and 2024, the number of shares issued was 59,370,791, less the 4,134,899 of treasury shares held, leaving the remaining balance of 55,235,892 of common stock outstanding. As of December 31, 2025 and 2024 there were 154,584 shares of 1993 Series Preferred A Stock issued and outstanding. During the years 2025 and 2024, the Company issued no shares of common stock.

The 1993 Preferred is voted with the common stock of the Company as a single class and is not entitled to vote as a separate class, except to the extent that the consent of the holders of the 1993 Preferred, voting as a class, is specifically required by the provisions of the corporation laws of the state of Utah, as now existing or as hereafter amended. Each holder of 1993 Preferred is entitled to such number of votes in respect of each share of such stock held by him or her that would be appurtenant to the common stock issuable upon conversion in respect of such stock. For purposes of the declaration and payment of dividends, the common stock and the 1993 Preferred shall be treated together as a single class.

Subject to adjustment upon the happening of certain events, the 1993 Preferred is convertible into common stock on a one-for-one basis. The 1993 Preferred may be converted at the option of the holder at any time. The 1993 Preferred is automatically convertible into common stock upon the happening of any of the following events: (1) the date of effectiveness of a registration statement under the Securities Act of 1933, as amended, (the “Securities Act”) or any successor statute, which covers the resale of common stock issuable on the conversion of the 1993 Preferred, (2) the date of effectiveness of a registration statement under the Securities Act, for a firmly underwritten offering of common stock which will provide gross proceeds to the Company of \$5,000,000 or more, (3) the date on which the Company has received gross proceeds of at least \$5,000,000 pursuant to a best-efforts offering of common stock which was registered pursuant to the Securities Act, or (4) the date on which the Board causes a notice to be sent, by first class mail to the latest known address as shown on the Company’s records, to the holders of 1993 Preferred which accurately states that: (a) the Company has successfully completed two consecutive fiscal years in which it has shown in each year a net profit before taxes (excluding nonrecurring and extraordinary items), (b) such net profit is shown on the Company’s regular books and records of account and (c) the aggregate amount of the two-year period net profit equals or exceeds \$5,000,000. Subject to certain requirements and limitations, the 1993 Preferred redemption price is \$5.00 per share paid in cash, plus any accrued unpaid dividends, if applicable. If the Company is liquidated, the 1993 Preferred holders would be entitled to be paid out first at \$3.00 per share. The issued and outstanding shares of 1993 Series Preferred A Stock had an aggregate liquidation preference of \$463,752.

**NOTE 8 – RELATED PARTY TRANSACTIONS**

The Company owns membership units of American Silver, LLC, shares management and board members with the affiliate, and exercises significant influence over the Affiliate, therefore considers the Affiliate to be a related party. Distributions received from American Silver, LLC during 2025 and 2024 amounted to \$340,416 and \$340,416, respectively.

**CLIFTON MINING COMPANY**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2025 and 2024**

**NOTE 9 – RECENT ACCOUNTING PRONOUNCEMENTS**

The Company shares office space with American Biotech Labs, LLC and incurs rent and ancillary charges in connection with this arrangement. For the years ending December 31, 2025 and 2024, the Company incurred \$1,860 and \$1,860, respectively, of such costs which were charged to operations. As of December 31, 2025 and 2024, no amounts were due to American Biotech Labs, LLC.

From time to time, new accounting pronouncements are issued by FASB that are adopted by the Company as of the specified effective date. If not discussed, the Company believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company's financial statements upon adoption.

In November 2023, the FASB issued Accounting Standards Update (ASU) 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The amendments in this update improve reportable segment disclosure requirements through enhanced disclosures about significant segment expenses and other segment items and increase the frequency of segment disclosures. The Company adopted this standard on a retrospective basis for all periods presented, beginning January 1, 2024. The Company only has one segment and therefore the adoption of this standard did not change the company's reportable segments.

In December 2023, the FASB issued Accounting Standards Update (ASU) 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The amendments in this update require enhanced disclosures to certain income tax disclosures, most notably the effective tax rate reconciliation and income taxes paid. The Company adopted ASU 2023-09 for the year ended December 31, 2025 on a retrospective basis. See Note 11.

**NOTE 10 – STOCK OPTIONS**

The Company has adopted a stock option plan. Under the plan, options or stock awards may be granted to employees, including officers, of the Company and to other individuals who are not employees of the Company as may be deemed in the best interest of the Company by the board of directors or duly authorized committee.

The plan makes available 10% of the outstanding shares for grants, which according to the Plan will not exceed 7,000,000 shares of common stock. Options granted under this plan shall have a term established by the board of directors, but in no event will the term exceed five years. The exercise price of each option is to be determined by the board of directors on the date of grant. All options granted to date, are for a stated term of five years or less.

During the years 2025 and 2024, the Company granted 1,150,000 and 1,300,000 options, respectively, with 5-year terms, vesting one year from the date of grant, and an exercise price of \$0.09 and \$0.045, respectively. The weighted-average using the Black-Scholes valuation method for the options granted during 2025 and 2024 calculated a fair value of \$0.05546 and \$0.02755 per share, respectively.



**CLIFTON MINING COMPANY**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2025 and 2024**

NOTE 10 – STOCK OPTIONS (Continued)

|                         | <u>July 17, 2025</u> | <u>July 22, 2024</u> |
|-------------------------|----------------------|----------------------|
| Risk-free interest rate | 4.01%                | 4.17%                |
| Expected life           | 5 years              | 5 years              |
| Expected volatility     | 71%                  | 70%                  |
| Expected dividend       | -                    | -                    |

NOTE 11 – INCOME TAXES

Effective January 1, 2007, the Company adopted the provisions of ASC Topic 740-10, “Accounting for Uncertainty in Income Taxes,” which clarifies the accounting for uncertainty in income taxes recognized in a company’s financial statements in accordance with FASB Statement No. 109, *Accounting for Income Taxes*. ASC Topic 740-10 requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position.

Interpretations of and guidance surrounding income tax laws and regulations change over time. As such, changes in the subjective assumptions and judgments can materially affect amounts recognized in the balance sheets and statements of income.

At the adoption date of January 1, 2007, the Company had no unrecognized tax benefit which would affect the effective tax rate if recognized. There has been no significant change in the unrecognized tax benefit during the years ended December 31, 2025 and 2024.

The Company classifies interest and penalties arising from the underpayment of income taxes in the statement of income under general and administrative expenses. As of December 31, 2025, the Company had no accrued interest or penalties related to uncertain tax positions. The Company is no longer subject to federal and state income tax examinations for the years prior to 2018.

At December 31, 2025, the Company has net operating loss carry-forwards available to offset future federal taxable income from the year 2025 through 2045 of approximately \$3,925,860. The utilization of the net operating loss carry-forwards is dependent upon the tax laws in effect at the time the net carry-forwards can be utilized. The Internal Revenue Code contains provisions that likely could reduce or limit the availability and utilization of these net operating loss carry-forwards. For example, limitations are imposed on the utilization of net operating loss carry-forwards if certain ownership changes have taken place. The Company will perform an analysis to determine whether any such limitations have occurred as the net operating losses are utilized. The amount of and ultimate realization of the benefits from the net operating losses is dependent, in part, upon the tax laws in effect, the Company’s future earnings, and other future events, the effects of which cannot be determined.

The Company has established a valuation allowance for all deferred income tax assets not offset by deferred income tax liabilities due to the uncertainty of their realization. Accordingly, there is no benefit for income taxes in the accompanying consolidated statements of operations.

Deferred income taxes are determined based on the estimated future effects of differences between the financial statement and income tax reporting bases of assets and liabilities given the provisions of currently enacted tax laws and the tax rates expected to be in place.

**CLIFTON MINING COMPANY**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2025 and 2024**

NOTE 11 – INCOME TAXES (Continued)

The deferred income tax assets (liabilities) are comprised of the following calculated at an expected U.S. Federal Statutory tax rate of 21% at December 31, 2025 and 2024:

|                           | December 31,<br>2025 | December 31,<br>2024 |
|---------------------------|----------------------|----------------------|
| Deferred tax assets:      |                      |                      |
| NOL Carryover             | \$ 844,700           | \$ 790,000           |
| Depreciation              | -                    | -                    |
| Deferred tax liabilities: |                      |                      |
| Depreciation              | (9,200)              | (9,200)              |
| Valuation allowance       | (835,500)            | (780,800)            |
| Net deferred tax asset    | <u>\$ -</u>          | <u>\$ -</u>          |

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax loss for the years ended December 31, 2025 and 2024 due to the following:

|  | 2025        | %        | 2024        | %        |
|--|-------------|----------|-------------|----------|
| Book income at statutory rate          | \$ (58,200) | 21.0%    | \$ (40,500) | 21.0%    |
| Accretion                              | 900         | (0.4%)   | 800         | (0.4%)   |
| Unrealized loss from equity investment | (500)       | 1.1%     | (2,200)     | 1.1%     |
| Unrealized gain from equity securities | -           | 0.0%     | -           | 0.0%     |
| Stock based compensation               | 10,800      | (5.6%)   | 10,900      | (5.6%)   |
| Depreciation                           | (9,200)     | 3.7%     | (7,200)     | 3.7%     |
| Valuation allowance                    | 56,200      | (19.8%)  | 38,200      | (19.8%)  |
| Income tax benefit for fiscal year     | <u>\$ -</u> | <u>-</u> | <u>\$ -</u> | <u>-</u> |

NOTE 12 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events through March 30, 2026, the date on which the financial statements were available to be issued and there are two subsequent events to report. On March 12, 2026, the Company received a distribution from American Silver, LLC in the amount of \$92,004. On March 11, 2026, a shareholder converted 40,000 of 1993 Series Preferred A shares into common shares.

**Clifton Mining Company**  
705 East 50 South, American Fork, UT 84003

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(801) 756-1414  
[www.Cliftonmining.com](http://www.Cliftonmining.com)  
[Clifton@cliftonmining.com](mailto:Clifton@cliftonmining.com)

## Annual Report

For the period ending December 31, 2025 (the “Reporting Period”)

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

As of March 30, 2026, the number of shares outstanding of our Common Stock is **59,410,791**, less the treasury shares the balance is **55,275,892**, which balance excludes 4,134,899 shares held in treasury which were repurchased pursuant to SEC Rule 10b-18.

As of December 31, 2025, the number of shares outstanding of our Common Stock is **59,370,791**, less the treasury shares the balance is **55,235,892**, which balance excludes 4,134,899 shares held in treasury which were repurchased pursuant to SEC Rule 10b-18.

As of September 30, 2025, the number of shares outstanding of our Common Stock is **59,370,791**, less the treasury shares the balance is **55,235,892**, which balance excludes 1,375,003 held in treasury and 2,759,896 shares we’ve repurchased pursuant to SEC Rule 10b-18 that are held in a Company brokerage account pending deposit to the treasury.

As of June 30, 2025, the number of shares outstanding of our Common Stock is **59,370,791**, less the treasury shares the balance is **55,235,892**, which balance excludes 1,375,003 held in treasury and 2,759,896 shares we’ve repurchased pursuant to SEC Rule 10b-18 that are held in a Company brokerage account pending deposit to the treasury.

As of March 31, 2025, the number of shares outstanding of our Common Stock is **59,370,791**, less the treasury shares the balance is **55,235,892**, which balance excludes 1,375,003 held in treasury and 2,759,896 shares we’ve repurchased pursuant to SEC Rule 10b-18 that are held in a Company brokerage account pending deposit to the treasury.

As of December 31, 2024, the number of shares outstanding of our Common Stock is **59,370,791**, less the treasury shares the balance is **55,235,892**, which balance excludes 1,375,003 held in treasury and 2,759,896 shares we’ve repurchased pursuant to SEC Rule 10b-18 that are held in a Company brokerage account pending deposit to the treasury.

As of December 31, 2023, the number of shares outstanding of our Common Stock is **59,370,791**, less the treasury shares the balance is **55,235,892**, which balance excludes 1,375,003 held in treasury and 2,759,896 shares we’ve repurchased pursuant to SEC Rule 10b-18 that are held in a Company brokerage account pending deposit to the treasury.

### **Shell Status**

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

Yes:  No:

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

Yes:  No:

**Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

**Clifton Mining Company was originally filed on June 8, 1993 as Megaton Gold Corporation and on February 24, 1994, the name of the company was changed to Clifton Mining Company and still remains the same today.**

Current State and Date of Incorporation or Registration: Utah corporation filed on June 8, 1993

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

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

None

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

None

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

None

Address of the issuer's principal executive office:

705 East 50 South, American Fork, UT 84003

Address of the issuer's principal place of business:

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

Same

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

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

N/A

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<sup>1</sup> "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.

## 2) Security Information

### **Transfer Agent**

Name: Computershare Inc.  
Phone: (303) 262-0600  
Email: Neil.Handiekar@computershare.com  
Address: 6200 South Quebec Street, Greenwood Village, CO 80111

### **Publicly Quoted or Traded Securities:**

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

Trading symbol: CFTN  
Exact title and class of securities outstanding: CLIFTON MNG CO - COM  
CUSIP: 186904108  
Par or stated value: \$0.001  
Total shares authorized: 70,000,000 as of date: December 31, 2025  
Total shares outstanding: 59,410,791 less treasury shares is 55,275,892  
as of date: March 30, 2026  
Total number of shareholders of record: 162 as of date: March 27, 2026

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

None

### **Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security: Preferred Stock  
Par or stated value: \$0.001  
Total shares authorized: 10,000,000 as of date: March 30, 2026  
Total shares outstanding: 114,584 as of date: March 30, 2026  
Total number of shareholders of record: 9 as of date: March 30, 2026

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

None

### **Security Description:**

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

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

The common stock of the Company is voted with the 1993 Preferred as a single class and each outstanding common share is entitled to one vote. There are no special dividend, voting, or preemptive rights granted to the common shareholders, however, the corporation may make distributions (including dividends) as authorized by the board of directors and in the manner and upon the terms and conditions provided by law and in the corporation's articles of incorporation.

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

The 1993 Preferred is voted with the common stock of the Company as a single class and is not entitled to vote as a separate class, except to the extent that the consent of the holders of the 1993 Preferred, voting as a class, is specifically required by the provisions of the corporation laws of the state of Utah, as now existing or as hereafter amended. Each holder of 1993 Preferred is entitled to such number of votes in respect of each share of such stock held by him or her that would be appurtenant to the common stock issuable upon conversion in respect of such stock. Subject to adjustment upon the happening of certain events, the 1993 Preferred is convertible into common stock on a one-for-one basis. The 1993 Preferred may be converted at the option of the holder at any time.

The 1993 Preferred is automatically convertible into common stock upon the happening of any of the following events: (1) the date of effectiveness of a registration statement under the Securities Act of 1933, as amended, (the "Securities Act") or any successor statute, which covers the resale of common stock issuable on the conversion of the 1993 Preferred, (2) the date of effectiveness of a registration statement under the Securities Act, for a firmly underwritten offering of common stock which will provide gross proceeds to the Company of \$5,000,000 or more, (3) the date on which the Company has received gross proceeds of at least \$5,000,000 pursuant to a best-efforts offering of common stock which was registered pursuant to the Securities Act, or (4) the date on which the Board causes a notice to be sent, by first class mail to the latest known address as shown on the Company's records, to the holders of 1993 Preferred which accurately states that: (a) the Company has successfully completed two consecutive fiscal years in which it has shown in each year a net profit before taxes (excluding nonrecurring and extraordinary items), (b) such net profit is shown on the Company's regular books and records of account and (c) the aggregate amount of the two-year period net profit equals or exceeds \$5,000,000.

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

None

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

None

**3) Issuance History**

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

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

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

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

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

| Shares Outstanding as of Second Most Recent Fiscal Year End:<br><u>Opening Balance</u><br>Date <u>01-01-2024</u> Common: <u>55,235,892</u><br>Preferred: <u>154,584</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.<br><br>***You must disclose the control person(s) for any entities listed. | Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided | Restricted or Unrestricted as of this filing. | Exemption or Registration Type. |
| <u>3-11-2026</u>  | <u>Conversion-New Issuance</u>   | <u>40,000</u>                          | <u>Common</u>  | <u>N/A</u>  | <u>N/A</u>   | <u>Vasant Chheda &amp; Shobha Chheda JT TEN</u>  | <u>Preferred A to Common</u>   | <u>Restricted</u>                             | <u>Section 3(a)(9)</u>          |
| Shares Outstanding on Date of This Report:<br><u>Ending Balance:</u> <u>Ending Balance</u><br>Date <u>03-30-2026</u> Common: <u>55,275,892</u><br>Preferred: <u>114,584</u> |  |  |  |   |  |  |  |   |                                 |

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

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

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

On March 11, 2026, Vasant Chheda and Shobha Chheda converted 40,000 of their 1993 Series Preferred A shares to Common shares pursuant to the rights granted to the 1993 Series Preferred A shareholders, which rights include converting at anytime at no cost.

## B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

| Date of Note Issuance | Principal Amount at Issuance (\$) | Outstanding Balance (\$) (include accrued interest) | Maturity Date | Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares) | # Shares Converted to Date | # of Potential Shares to be Issued Upon Conversion <sup>5</sup> | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g., Loan, Services, etc.) |
|-----------------------|-----------------------------------|---|---------------|---|----------------------------|---|--|--|
|                       |                                   |   |               |   |                            |   |  |  |
|                       |                                   |   |               |   |                            |   |  |  |
|                       |                                   |   |               |   |                            |   |  |  |

Total Outstanding Balance:

Total Shares:

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

Any additional material details, including footnotes to the table are below:

None

#### 4) Issuer's Business, Products and Services

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

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

No direct operations, however, some of the Company's property is leased out to a company who is recovering gold and silver from the property through a heap leach operation. In the beginning years, the Company was engaged in the process of acquiring, exploring, and developing properties or selling the properties at an appreciated value. The Company has acquired several claims which have previously been in production, with historical production records. The Company has obtained a report calculating mineralized material for the Clifton shear zone property and is no longer considered to be in the exploration stage. The Company is now primarily engaged in property management by joint venturing the properties to other companies, including the use of the Company's equipment to bring the claims into production and investing in other businesses.

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

At December 31, 2025, the Company owned a 20.7% interest in American Silver, LLC (the "Affiliate"). American Silver, LLC owns 100% of American Biotech Labs, LLC, ABL Manufacturing, LLC, ABL Medical, LLC and ABL International, LLC. American Biotech Labs, LLC markets and sells products for the dietary supplement and cosmetic markets, including immune support products, tooth gel products, gels, lotions, and creams for natural skin care.

These products are sold and distributed through health food stores, health care providers, nutritional supplement distributors and other companies throughout the world. ABL Medical, LLC, markets and sells approved wound dressing medical device products cleared under FDA Section 510(k), to pharmacies, retailers, medical offices, and hospitals. ABL Manufacturing, LLC, manufactures these products in an FDA registered facility using patented processes. The financial information is summarized in the Company's financial statements in Note 2. Affiliate's main number is (801) 756-1000. American Silver, LLC holds 17 patents, with additional patents pending.

Affiliate's main websites are <https://silverbiotics.com>, [www.ablmedical.com](http://www.ablmedical.com), and <https://ablmfg.com>. Officers, directors, and managers are: Robert Holladay, Scott Moeller, Mark Moeller, Nathan Moeller, Dawn Sorenson, Paul Schwitzer, David Cox, Shane Jackson, and Nathan Kerr.

At December 31, 2025, the Company owned 61% of Woodman Mining Company and all intercompany accounts have been eliminated in consolidation.

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

The Company owns patented mining claims and leases claims from the Bureau of Land Management and from the State of Utah School Trust Lands Administration and the Company is primarily engaged in the property management of these properties and through leasing and joint venture agreements, with the intent to bring all potential properties into the extraction of minerals including gold and silver.

#### 5) Issuer's Facilities

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

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

The Company currently rents office space where it also keeps Company records, from an affiliate American Biotech Labs, LLC in American Fork, UT, on a month to month basis at the rate of \$155 per month. The Company believes this is a fair market price for the small of amount of space it uses.

**Mineral Properties (UNAUDITED)**

The Company's owns 82 patented mining claims including, 10 patented claims owned 50% by The Woodman Mining Company. The Company also leases 402 unpatented lode claims, including 32 placer claims, at the current annual maintenance rate of \$200 per claim from the Bureau of Land Management. The Company also has seven (7) state mineral leases and pays annual royalty fees for each lease to the Trust Lands Administration. The total area encompassing these claims and mineral leases is approximately 14,667 acres. The properties are located in the Gold Hill/Clifton Mining District, Tooele County, Northwest Utah area. The patented claims are 100% owned with no mortgage and the unpatented, placer, and state mineral properties are all leased from the government.

A study prepared by Behre Dolbear & Company, Inc. dated April 1996 and updated October 2000 by Robert Cameron, Consulting reported the following mineralized material for the Clifton shear zones:

**UNAUDITED**

| Category      | Tons           | Ag (opt)    | Ag (ounces)      | Au (opt)     | Au (ounces)   | Pb (%)      |
|---------------|----------------|-------------|------------------|--------------|---------------|-------------|
| Measured (1)  | 107,000        | 8.41        | 901,597          | 0.045        | 4,802         | 5.09        |
| Indicated (2) | <u>474,000</u> | <u>8.15</u> | <u>3,905,133</u> | <u>0.051</u> | <u>21,824</u> | <u>5.22</u> |
| Total         | <u>581,000</u> | <u>8.05</u> | <u>4,806,730</u> | <u>0.050</u> | <u>26,626</u> | <u>5.20</u> |

**Notes:**

- (1) Measured Resources are those materials for which tonnage is computed from dimensions revealed in outcrops or mine workings and/or drill holes and for which the grade is computed from the results of adequate sampling. The sites for inspection, sampling and measurement are so spaced and the geological character is so well defined that the size, shape and mineral content are established.
- (2) Indicated Resources are those materials for which tonnage and grade are computed partly from specific measurements, samples, or production data, and partly from projections for a reasonable distance on geological evidence. The sites available for inspection, measurement, and sampling are too widely or otherwise inappropriately spaced to outline the material completely or to establish its grade throughout.

Behre Dolbear qualified the mineralized material estimate as follows: The majority of the surface samples were collected from old, shallow prospecting pits that occurred at irregular spacing; the underground samples were taken from only readily accessible locations in old mines; and the sampling technique may have biased the Clifton data. Because a feasibility study has not yet been prepared on any of the Company's properties, no proven or probable reserves have been calculated.

The Company also owns two mill buildings located in Gold Hill, Utah, along with some milling and mining equipment located in those buildings, however, there is no current production in either of these facilities. The Company owns approximately 5.8 million shares of Desert Hawk Gold Corp., stock, who has a current heap leach operation going on a portion of the Company's property. The Company also leases warehouse space in Wendover Nevada where samples are stored on a month to month basis, at the current rate of \$350 per month.

**6) All Officers, Directors, and 5% Control Persons of the Company**

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

**A special note, on December 27, 2025, K. Bruce Jones, a member of the board of directors, passed away.**

| Names of All Officers, Directors and Control Persons | Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Names of control person(s) if a corporate entity |
|--|---|---|------------------------|------------------|---|--|
| <u>Kenneth Friedman</u>                              | <u>Officer/Director</u>   | <u>Black Hawk, CO</u>                   | <u>624,000</u>         | <u>Common</u>    | <u>1.1%</u>                               | <u>Includes shares held in a Trust</u>           |
| <u>Scott Moeller</u>                                 | <u>Officer/Director</u>   | <u>Alpine, UT</u>                       | <u>1,865,402</u>       | <u>Common</u>    | <u>3.4%</u>                               | <u>Includes shares held in a Trust</u>           |
| <u>Clifford Reid</u>                                 | <u>Director</u>   | <u>San Antonio, TX</u>                  | <u>0</u>               |                  | <u>0.0%</u>                               | <u>—</u>   |
| <u>Robert Holladay</u>                               | <u>Director</u>   | <u>Saratoga Springs, UT</u>             | <u>173,000</u>         | <u>Common</u>    | <u>0.3%</u>                               | <u>Includes shares held in a Trust</u>           |
| <u>Jerry Wilhelm</u>                                 | <u>Director</u>   | <u>Hanover, PA</u>                      | <u>1,775,643</u>       | <u>Common</u>    | <u>3.2%</u>                               | <u>—</u>   |
| <u>Michael Marr</u>                                  | <u>Director</u>   | <u>Reno, NV</u>                         | <u>1,839,076</u>       | <u>Common</u>    | <u>3.3%</u>                               | <u>Erica Marr<br/>Jessica Marr</u>               |
| <u>Erica Marr</u>                                    | <u>Director</u>   | <u>San Leandro, CA</u>                  | <u>1,839,076</u>       | <u>Common</u>    | <u>3.3%</u>                               | <u>Jessica Marr</u>                              |
| <u>Jessica Marr</u>                                  | <u>Director</u>   | <u>Oakland, CA</u>                      | <u>1,839,076</u>       | <u>Common</u>    | <u>3.3%</u>                               | <u>Erica Marr</u>                                |
| <u>Dawn Sorenson</u>                                 | <u>Officer</u>  | <u>American Fork, UT</u>                | <u>0</u>               |                  | <u>0.0%</u>                               | <u>—</u>   |

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

All Officers/Directors reported no except Scott Moeller and Michael Marr. Mr. Moeller reported he is subject of a criminal charge filed in Utah State Fourth District Court case no. 251402509 and Mr. Moeller disputes and denies the allegations, intends to plead not guilty, and will continue to defend against such allegations. Mr. Marr reported that he had an indictment on 11/19/2014 convicted 6/2/2017 on two counts of violation 15 U.S.C. - 1 of the Sherman Act and all fines and sentencing have been completed.

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

All Officers/Directors reported no except Mr. Michael Marr, who lost his real estate license, but reports that he could reapply and get relicensed if approved, if decided to do so in the future.

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

All Officers/Directors reported no except Scott Moeller, who reported that in a civil action a judgement was filed against him and other family member trustees, pursuant to a complaint filed case no. 223400911 by certain family members related to Mr. Moeller. A stay motion has been filed and the case has been appealed.

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

All Officers/Directors reported no.

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

All Officers/Directors reported no except Mr. Michael Marr, who lost his real estate license, but reports that he could apply and get re-licensed if wanted to.

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

All Officers/Directors reported no except Mr. Michael Marr, who report that as part of his case describe in number 1 above, that he was charged with mail fraud and then dismissed.

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

Desert Hawk Gold Corp. ("Desert Hawk"), who has leased some of the Company's properties and in which the Company owns common shares, on April 5, 2024, filed under Chapter 11 in the United States Bankruptcy Court, District of Nevada. On October 29, 2024, Desert Hawk filed a Debtor's Motion to Dismiss its Chapter 11 Case and it's the Company's understanding that it was dismissed in November 2024, so that Desert Hawk is no longer in Chapter 11. It has been reported to the Company that operations has re-commenced, however the Company has no additional information at this time.

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

### Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Christopher Seamster  
Firm: Michael Best & Friedrich LLP  
Address 1: 227 West Trade Street Suite 1500, Charlotte, NC 28202  
Phone: 336-510-3338  
Email: cdseamster@michaelbest.com

### Accountant or Auditor

Name: Tyler Neves, CPA, Partner  
Firm: Sadler, Gibb & Associates, LLC

Address: 344 West 13800 South, Ste 250, Draper, UT 84020  
Phone: 801-783-2970  
Email: tneves@sadlergibb.com

Investor Relations

Name: Customer Relations  
Firm: GS Whitney & Co.  
Address 1: 109 East 17<sup>th</sup> Street, Cheyenne, WY 82001  
Address 2: 1621 Central Avenue, Cheyenne, WY 82001  
Phone: 469-353-8157  
Email: admin@gswitney.com

*All other means of Investor Communication:*

X (Twitter): None  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

Other Service Providers

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

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

**9) Disclosure & Financial Information**

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

Name: **Scott Moeller**  
Title: **VP - Finance and Director**  
Relationship to Issuer: **Officer and Director**

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

- IFRS  
 U.S. GAAP

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

Name: **Scott Moeller**  
Title: **VP - Finance**  
Relationship to Issuer: **Officer and Director**  
Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **Accounting Degree, 30+ Years Industry Experience**

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<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**Financial Statement Requirements:**

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

**10) Issuer Certification**

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Kenneth S. Friedman certify that:

1. I have reviewed this Disclosure Statement for Clifton Mining Company;
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.

03-30-2026 (Date)

/s/ KENNETH S. FRIEDMAN (President, CEO)

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

*Principal Financial Officer:*

I, Scott S. Moeller certify that:

1. I have reviewed this Disclosure Statement for Clifton Mining Company;
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.

03-30-2026 (Date)

/s/ SCOTT S. MOELLER (VP-Finance, CFO)

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