Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

PetroSun, Inc.

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Annual Report
For the Period Ending: December 31, 2021
(the "Reporting Period")

As of December 31, 2021, the number of shares outstanding of our Common Stock was: 389,237,771

As of September 30, 2021, the number of shares outstanding of our Common Stock was: 475,583,956

As of December 31, 2020, the number of shares outstanding of our Common Stock was: 329,015,424

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):
Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:
Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:
Yes: ☐ No: ☒

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This annual report contains forward-looking statements that involve risks and uncertainties and includes statistical data, market data and other industry data and forecasts, which we obtained from market research, publicly available information and independent industry publications and reports that we believe to be reliable sources.

Certain information included or incorporated by reference in this annual report may be deemed to be "forward-looking statements" within the meaning of applicable securities laws. Such forward-looking statements concern our anticipated results and progress of our operations in future periods, planned exploration and, if warranted, development of our properties and plans related to our business and other matters that may occur in the future. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. All statements contained herein that are not clearly historical in nature are forward-looking, and the words "anticipate," "believe," "expect," "estimate," "may," "might," "will," "could," "can," "shall," "should," "would," "leading," "objective," "intend," "contemplate," "design," "predict," "potential," "plan," "target" and similar expressions are generally intended to identify forward-looking statements. Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking statements. Forward-looking statements in this annual report include, but are not limited to, statements with respect to risks related to:

- our operations being further disrupted and our financial results being adversely affected by public health threats, including the novel coronavirus ("COVID-19") pandemic;
- our limited operating history in the helium, oil and natural gas, and lithium industries;
- investment risk and operational costs associated with our exploration activities;
- our ability to develop and achieve production on our properties;
- our helium, oil and natural gas reserve quantities;
- the amount and nature of our capital expenditures;
- our future drilling and development plans and our potential drilling locations;
- the timing and amount of future capital and operating costs;
- production decline rates from our wells being greater than expected;
- business strategies and plans of management;
- our ability to efficiently integrate recent acquisitions;
- prospect development and property acquisitions;
- our status as an exploration-stage company, including our ability to identify lithium mineralization and achieve commercial lithium mining;
- our estimates of mineral resources and whether mineral resources will ever be developed into mineral reserves;
- mining, exploration and mine construction, if warranted, on our properties, including timing and uncertainties related to acquiring and maintaining mining, exploration, environmental and other licenses, permits, access rights or approvals in the State of Chihuahua, Mexico, as well as properties that we may acquire or obtain an equity interest in the future;
- our ability to access capital and the financial markets;
- recruiting, training and developing employees;
- possible defects in title of our properties;
- compliance with government regulations;

- environmental liabilities and reclamation costs;
- estimates of and volatility in prices for commodities relating to our business, including helium, oil, natural gas and lithium;
- our common stock price and trading volume volatility, as well as the development of an active trading market for our common stock;
- our status as an emerging growth company; and
- our failure to successfully execute our growth strategy, including any delays in our planned future growth.

All forward-looking statements reflect our beliefs and assumptions based on information available at the time the assumption was made. These forward-looking statements are not based on historical facts but rather on management's expectations regarding future activities, results of operations, performance, future capital and other expenditures, including the amount, nature and sources of funding thereof, competitive advantages, business prospects and opportunities. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, known and unknown, that contribute to the possibility that the predictions, forecasts, projections or other forward-looking statements will not occur. Although we have attempted to identify important factors that could cause actual results to differ materially from those described in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated, or expected. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Except as otherwise required by the securities laws of the United States, we disclaim any obligation to subsequently revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. We qualify all the forward-looking statements contained in this annual report by the foregoing cautionary statements.

Cautionary Note Regarding Unaudited Financial Statements

This Annual Report and Disclosure Statement, including the Financial Statements and related footnotes, have not been the subject of a financial review or audit by a public accounting firm or other external auditor. As a result, any reader of this Annual Report and Disclosure Statement should consider whether the same reliance should be given to these financial statements that he or she would give to financial statements that have received an opinion from a public accounting firm regarding the fairness of the financial statements' presentation from a financial point of view.

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.

The issuer of this Annual Report and Disclosure Statement is PetroSun, Inc. ("we", "our", "us", "PetroSun" or the "Company"). LeBlanc Petroleum, Inc, an Arizona corporation, was a predecessor entity which merged with the Company on December 1, 2001.

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

The Company is an active corporation incorporated under the laws of the State of Nevada.

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

None.

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

<u>Golden Eagle Oil & Gas, Inc.</u>

On February 28, 2020, we reorganized the three entities that we acquired from Halcyon Oil & Gas Pty Ltd. under an Acquisition Agreement dated June 15, 2018, subject to certain reversionary rights relating to the final consummation of that agreement. The acquisition involved Golden Eagle Oil & Gas Pty Ltd. ("GEOG"), a wholly-owned Australian proprietary limited company that, through two Delaware limited liability companies, owned helium, oil and gas leases in the Golden Eagle Gas Field of Grand County, Utah. For tax purposes, the ownership of these two subsidiaries were transferred from GEOG to a new PetroSun subsidiary, PetroSun Golden Eagle, LLC.

<u>Sun MicroMobility, LLC</u>

On September 11, 2020, the Company's wholly-owned subsidiary Sun MicroMobility, LLC ("Sun") purchased all rights, title and interest to the assets, including intellectual property, of the bankruptcy estate of Organic Transit, Inc., a Delaware corporation ("Organic Transit DE"), from James B. Angell, Chapter 7 Trustee. The purchase price paid for the assets was $2 million in cash. Organic Transit DE designed, manufactured, marketed and sold a solar-rechargeable battery- and pedal-powered, micromobility vehicle prior to filing for bankruptcy protection.

In September 2021, we incorporated a new company under Nevada law using the "Organic Transit" trademark. Organic Transit, Inc. (NV) was subsequently merged into our corporate structure as a holding company for Sun MicroMobility, LLC.

<u>Proposed Spin-Off Transactions</u>

The Company previously announced proposals to spin-off certain exploratory-stage subsidiaries that represent distinct businesses from our core businesses, which we consider to be our oil, natural gas and helium exploration and production operations and our prospective zeolite and lithum-mining business. Entities proposed for spin-off included TorusMed, Inc. and Organic Transit, Inc.

These subsidiaries and their businesses are early-stage and do not generate sufficient revenues or cash flow, if any, to support their respective operations on a standalone basis. As a result, there can be no assurance as to the timing, structure, or success of these proposed transactions, including any spin-off, joint venture or sale transaction relating to TorusMed, Inc. or Organic Transit, Inc., or whether the Company's equity in any standalone entities will be distributed to our shareholders rather than sold or retained by the Company.

For further information, see Note 10 to the Financial Statements attached to this Annual Report, "*Subsequent Events*".

The address of the issuer's principal executive office is:
2999 North 44th Street, Suite 620
Phoenix, AZ 85018

The address(es) of the issuer's principal place of business:
Check box if principal executive office and principal place of business are the same address: ☒

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?
Yes: ☐ No: ☒

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

Not applicable.

2) Security Information

Trading symbol:	PSUD
Exact title and class of securities outstanding:	Common Stock
CUSIP:	71676G 108
Par or stated value:	$0.001
Total shares authorized:	750,000,000 as of date: December 31, 2021
Total shares outstanding:	389,237,771 as of date: December 31, 2021
Number of shares in the Public Float[2]:	74,339,436 as of date: December 31, 2021
Total number of shareholders of record:	147 as of date: December 31, 2021

All additional class(es) of publicly traded securities (if any):
None.

Transfer Agent

Name:	Sedona Equity Registrar & Transfer, Inc
Phone:	602-620-1554
Email:	salli.marinov@sedonaequity.com
Address:	143 W Helena Dr, Phoenix, AZ 85023

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

3) Issuance History

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

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.

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

A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date Dec 31, 2019 Common: 318,630,750 Preferred: None	*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 Issu-ance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unre-stricted as of this filing.**	**Exemption or Regis-tration Type.**
January 21, 2020	*New issuance*	*10,000,000*	*Common*	*$0.055*	*No*	*MarFam63, LLC*[1]	*Consulting*	*Restricted*	*Rule 144*
April 23, 2020	*New issuance*	*3,000,000*	*Common*	*$0.01*	*Yes*	*Beangar, LLP*[2]	*Cash*	*Restricted*	*Rule 144*
April 23, 2020	*New issuance*	*900,000*	*Common*	*$0.01*	*Yes*	*Pacific Life Policy Assets, LLC*[3]	*Cash*	*Restricted*	*Rule 144*
April 23, 2020	*New issuance*	*450,000*	*Common*	*$0.01*	*Yes*	*Andrew A Levy*	*Cash*	*Restricted*	*Rule 144*
April 23, 2020	*New issuance*	*450,000*	*Common*	*$0.01*	*Yes*	*Trust UWO Eugene H Levy*	*Cash*	*Restricted*	*Rule 144*
April 23, 2020	*New issuance*	*600,000*	*Common*	*$0.01*	*Yes*	*Isabelle H Wright*	*Cash*	*Restricted*	*Rule 144*
April 23, 2020	*New issuance*	*600,000*	*Common*	*$0.01*	*Yes*	*Doron Rafael Toledano*	*Cash*	*Restricted*	*Rule 144*
April 23, 2020	*New issuance*	*8,125,000*	*Common*	*$0.05*	*No*	*Mark David Gulinson*	*Consulting*	*Restricted*	*Rule 144*
October 5, 2020	*New issuance*	*245,000*	*Common*	*$0.001*	*Yes*	*Dana Epstein Collett*	*TA Error correction*	*Restricted*	*Rule 144*
December 6, 2020	*Cancellation*	*(16,285,326)*	*Common*	*$0.001*	*No*	*PetroSun Treasury*	*Returned to Treasury & Cancelled*	*Restricted*	*Rule 144*
December 29, 2020	*New issuance*	*2,000,000*	*Common*	*$0.01*	*Yes*	*Beangar, LLC*[2]	*Cash*	*Restricted*	*Rule 144*
December 29, 2020	*New issuance*	*300,000*	*Common*	*$0.05*	*No*	*Sephardic Tora & Return Center Inc.*[3]	*Broker Incentive Fees*	*Restricted*	*Rule 144*
January 21, 2021	*New issuance*	*250,000*	*Common*	*$0.05*	*No*	*R Gerald Bailey*	*Director Fees*	*Restricted*	*Rule 144*
January 21, 2021	*New issuance*	*2,000,000*	*Common*	*$0.01*	*No*	*Bakersfield Capital, LLC*[3]	*Cash*	*Restricted*	*Rule 144*
January 21, 2021	*New issuance*	*200,000*	*Common*	*$0.05*	*No*	*Isabelle H Wright*	*Broker Incentive Fees*	*Restricted*	*Rule 144*
January 28, 2021	*New issuance*	*300,000*	*Common*	*$0.05*	*No*	*Eugene H Levy*	*Broker Incentive Fees*	*Restricted*	*Rule 144*
February 1, 2021	*New issuance*	*31,333,334*	*Common*	*$0.06*	*No*	*Beangar, LLC*[2]	*Cash*	*Restricted*	*Rule 144*

February 9, 2021	*New issuance*	*5,000,000*	*Common*	*$0.05*	*No*	*Beangar, LLC*[2]	*Cash*	*Restricted*	*Rule 144*
March 2, 2021	*New issuance*	*600,000*	*Common*	*$0.05*	*No*	*Doron Rafael Toledano*	*Broker Incentive Fees*	*Restricted*	*Rule 144*
March 2, 2021	*New issuance*	*3,333,333*	*Common*	*$0.06*	*No*	*Bakersfield Capital, LLC*[3]	*Cash*	*Restricted*	*Rule 144*
March 2, 2021	*New issuance*	*600,000*	*Common*	*$0.05*	*No*	*Star Venture Capital LLC*[3]	*Broker Incentive Fees*	*Restricted*	*Rule 144*
March 2, 2021	*New issuance*	*400,000*	*Common*	*$0.05*	*No*	*Isabelle H Wright*	*Broker Incentive Fees*	*Restricted*	*Rule 144*
March 2, 2021	*New issuance*	*600,000*	*Common*	*$0.05*	*No*	*Eugene H Levy*	*Broker Incentive Fees*	*Restricted*	*Rule 144*
April 14, 2021	*New issuance*	*1,000,000* [4]	*Common*	*$0.15*	*No*	*Christopher Cothran*	*Acquisition*	*Restricted*	*Rule 144*
April 14, 2021	*New issuance*	*0* [4]	*Common*	*$0.15*	*No*	*Paul Cothran*	*Acquisition*	*Restricted*	*Rule 144*
April 14, 2021	*New issuance*	*1,000,000* [4]	*Common*	*$0.15*	*No*	*Paul Ross Jackson*	*Acquisition*	*Restricted*	*Rule 144*
April 14, 2021	*New issuance*	*1,000,000* [4]	*Common*	*$0.15*	*No*	*Rernando Rivera*	*Acquisition*	*Restricted*	*Rule 144*
June 18, 2021	*New issuance*	*600,000*	*Common*	*$0.01*	*No*	*Trust UWO Eugene H Levy*	*Cash*	*Restricted*	*Rule 144*
June 18, 2021	*New issuance*	*600,000*	*Common*	*$0.01*	*No*	*Sephardic Tora & Return Center Inc.*[3]	*Cash*	*Restricted*	*Rule 144*
June 18, 2021	*New issuance*	*400,000*	*Common*	*$0.01*	*No*	*Doron Rafael Toledano*	*Cash*	*Restricted*	*Rule 144*
June 18, 2021	*New issuance*	*400,000*	*Common*	*$0.01*	*No*	*Isabelle H Wright*	*Cash*	*Restricted*	*Rule 144*
July 13, 2021	*New issuance*	*833,333*	*Common*	*$0.12*	*No*	*Diana and Denny Walker*	*Cash*	*Restricted*	*Rule 144*
July 13, 2021	*New issuance*	*833,333*	*Common*	*$0.12*	*No*	*Michael P Rogan, Revocable Trust*	*Cash*	*Restricted*	*Rule 144*
August 8, 2021	*New issuance*	*60,606*	*Common*	*$0.33*	*No*	*Thomas and Kathleen Rogan, Trust*	*Cash*	*Restricted*	*Rule 144*
August 8, 2021	*New issuance*	*303,030*	*Common*	*$0.33*	*No*	*Michael P Rogan, Revocable Trust*	*Cash*	*Restricted*	*Rule 144*
August 8, 2021	*New issuance*	*30,303*	*Common*	*$0.33*	*No*	*Terrence and Valerie Rogan JT*	*Cash*	*Restricted*	*Rule 144*
August 8, 2021	*New issuance*	*60,606*	*Common*	*$0.33*	*No*	*Kellen and Thomas Gallagher*	*Cash*	*Restricted*	*Rule 144*
August 8, 2021	*New issuance*	*909,091*	*Common*	*$0.33*	*No*	*Diana and Denny Walker JT*	*Cash*	*Restricted*	*Rule 144*
August 8, 2021	*New issuance*	*606,060*	*Common*	*$0.33*	*No*	*Doug and Linda Truckermiller JT*	*Cash*	*Restricted*	*Rule 144*
August 8, 2021	*New issuance*	*1,515,152*	*Common*	*$0.33*	*No*	*Wells Revocable Trust*	*Cash*	*Restricted*	*Rule 144*

August 20, 2021	*New issuance*	*50,000*	*Common*	*$0.15*	*No*	*Kelly Rex Hauser*	*Consulting Svc*	*Restricted*	*Rule 144*
August 20, 2021	*New issuance*	*540,000*	*Common*	*$0.05*	*No*	*Darrell G Baxtier*	*Consulting Svc*	*Restricted*	*Rule 144*
August 22, 2021	*New issuance*	*600,000*	*Common*	*$0.30*	*No*	*Raymond Stuart Hobbs*	*Acquisition*	*Restricted*	*Rule 144*
September 2, 2021	*New issuance*	*800,000*	*Common*	*$0.25*	*No*	*Ariel Khanimov*	*Cash*	*Restricted*	*Rule 144*
September 2, 2021	*New issuance*	*800,000*	*Common*	*$0.25*	*No*	*William Adhout*	*Cash*	*Restricted*	*Rule 144*
September 2, 2021	*New issuance*	*800,000*	*Common*	*$0.25*	*No*	*Beangar, LLC*[2]	*Cash*	*Restricted*	*Rule 144*
September 2, 2021	*New issuance*	*1,660,000*	*Common*	*$0.25*	*No*	*Sephardic Tora & Return Center Inc.*[3]	*Cash*	*Restricted*	*Rule 144*
September 22, 2021	*New issuance*	*100,000*	*Common*	*$0.40*	*No*	*Ralph W Stevens*	*Broker Incentive Fees*	*Restricted*	*Rule 144*
September 22, 2021	*New issuance*	*15,000*	*Common*	*$0.40*	*No*	*Stephen M Preng*	*Broker Incentive Fees*	*Restricted*	*Rule 144*
September 22, 2021	*New issuance*	*10,000*	*Common*	*$0.40*	*No*	*Laura E Preng*	*Broker Incentive Fees*	*Restricted*	*Rule 144*
September 22, 2021	*New issuance*	*79,166*	*Common*	*$0.40*	*No*	*David E Preng*	*Broker Incentive Fees*	*Restricted*	*Rule 144*
September 23, 2021	*New issuance*	*0* [5]	*Common*	*$0.40*	*No*	*Rae Ann, LLC*[5]	*Acquisition*	*Restricted*	*Rule 144*
Shares Outstanding on Date of This Report: Ending Balance Ending Balance: Date Dec 31, 2021 Common: 389,237,771 Preferred: None									

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

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

1. Managing member: John Marren
2. Manager Gary M. Wells
3. Manager Chaim Muskat
4. Reflects shares held under an agreement, subsequently rescinded, that was executed on April 14, 2021, with Western Energy Services LLC ("WES") regarding entry into a joint venture. WES was a provider of oilfield equipment relating to oil and gas well completion operations, plugging and abandonment services and other oilfield services. Consideration for the transaction was intended to consist of 6 million shares conveyed to the equity owners of WES, in return for a 40% stake in the joint venture. Subsequent to the closing of the transaction, PetroSun learned of various undisclosed issues which undermined its rationale for entering the transaction. As a result, PetroSun and the equityholders of WES executed a rescission of the agreement on September 6, 2021. To date, 3 million of the 6 million shares issued as consideration have been cancelled.
5. Reflects issuance and subsequent rescission of shares issued as consideration for an acquisition of interests from Rae Ann, LLC under a Letter Agreement dated September 20, 2021. Rae Ann, LLC, a

Delaware limited liability company ("Rae Ann"), is a private company that has co-invested in a number of the Company's projects since approximately 2014. Rae Ann has also funded a number of loans to PetroSun, which used the loan proceeds to finance various acquisitions and project development activities. On September 20, 2021. the Company and Rae Ann (together with its subsidiary, Rae Ann Golden Eagle, LLC) agreed to enter into a series of transactions pursuant to which the Company would acquire from Rae Ann certain interests in various projects of PetroSun. Pursuant to the Letter Agreement, the Company issued a total of 89.2 million shares. Subsequent to the execution of the Letter Agreement, due to concerns regarding whether certain interests to be transferred to PetroSun were properly vested in Rae Ann and its subsidiaries at the time, the parties agreed to rescind the transfer of interests and the issuance of any share consideration that was provided as a result of such transaction. For further information relating to Rae Ann and Rae Ann Golden Eagle, LLC, see Note 10 to the Financial Statements attached to this Annual Report, "*Subsequent Events*".

The sole manager of Rae Ann, LLC is Robert Alexander.

B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
December 21, 2015	$1,001,367	$100,000	$0 [1]	March 31, 2020 [1]	None [2]	Ronald Monat and Ronald Monat, PLLC (Ronald Monat, Manager)	Loan
June 11, 2018	$511,428	$100,000	$0 [1]	March 31, 2020 [1]	None [3]	Ronald Monat	Loan
February 6, 2019	$119,618	$82,071	$0 [1]	March 31, 2020 [1]	None[4]	Ronald Monat	Loan
November 5, 2019	$32,475	$24,800	$0 [1]	March 31, 2020 [1]	None	Ronald Monat	Loan
August 16, 2016	$81,578	$55,509	$2,450[6]	August 16, 2019	None	Gordon M. LeBlanc, Jr. [5]	Loan
August 16, 2019	$863,053	$559,418	$25,160 [6]	August 16, 2020	None	Gordon M LeBlanc, Jr. [5]	Loan
August 16, 2019	$96,235	$63,573	$2,805 [6]	August 16, 2020	None	Gordon M LeBlanc, Jr. [5]	Loan
January 9, 2020	$741,278	$640,000	$101,278	July 31, 2022	None	Gordon M LeBlanc, Jr. [5]	Loan
February 21, 2020	$747,748 [7]	$620,000	$90,548	August 8, 2021	None	Bakersfield Capital, LLC (Chaim Muskat, Manager)	Loan
April 24, 2020	$1,203,973	$1,100,000	$103,973[8]	January 20, 2021	None [8]	Beangar, LLC (Gary M Wells, Manager)	Loan
December 28, 2020	$1,083,836	$1,000,000	$83,836 [9]	February 28, 2021	None [9]	Beangar, LLC (Gary M Wells, Manager)	Loan
May 26, 2021	$2,624,932	$2,600,000	$24,932 [10]	November 26, 2021	None	Gary M Wells Trust (Gary M Wells, Trustee)	Loan
September 20, 2021 5	$884,273	$788,000 [11]	$96,273	September 21, 2024	None	Rae Ann, LLC, Sole Member Robert Alexander	Loan
November 22, 2021	$2,122,438	$2,100,000	$22,438	December 31, 2021 [12]	Convertible at $0.25 per share	Beangar, LLP (Gary M Wells, Manager)	Loan
December 13, 2021	$552,712	$550,000	$2,712	December 31, 2021 [12]	Convertible at $0.25 per share	Beangar, LLP (Gary M Wells, Manager)	Loan

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

1. The loans from Ronald Monat and his affiliates, Ronald Monat, PLLC and RM Energy Ventures, LLC, carried various original maturity dates. Pursuant to amendments to the original terms, the loans all matured on March 31, 2020. As a result, all of the loans are in default.

   Interest under the loans has been paid-in-kind and currently accrues at a rate of 1% per month, compounded monthly. The loans are secured by a Deed of Trust & Assignment of Rents relating to property of PetroSun's Chairman and President, Gordon M. LeBlanc, Jr., as well as by a Stock Pledge and Security Agreement on shares owned by Mr. LeBlanc.

2. As additional consideration for Tranche 1 of loans from Mr. Monat and Ronald Monat, PLLC, Mr. Monat received a 17.5% equity stake in PetroSun's subsidiary Arizona Energy Partners, LLC ("AEP").
3. As additional consideration for Tranche 2 of loans, Mr. Monat received a 1% working interest in certain leasehold acreage of the Company in Grand County, Utah, La Plata County, Colorado, and in any leases acquired by the Company in Santa Fe, Sandoval, Bernalillo, Valencia and Socorro Counties, New Mexico. Subsequent to this initial grant, Mr. Monat received an additional 2% working interest in these leases. In addition, Mr. Monat was to receive an additional 2.5% equity stake in AEP transferred from Mr. LeBlanc under an amendment executed on August 23, 2018.
4. As additional consideration for Tranche 3 of loans, Mr. Monat received 30 million options to acquire common shares of the Company at a price of $0.10 per share. The options carry an expiration date of January 31, 2024.
5. Company Chairman and President.
6. These loans from Mr. LeBlanc compound annually at an interest rate of 8.0%.
7. Current balance includes exit fee that was due at maturity of $37,200.
8. Pursuant to the terms of the $1.1 million Secured Promissory Note to Beangar, LLP ("Beangar"), no interest accrued prior to the maturity of on January 20, 2021. The note is unconditionally guaranteed by AEP and secured by 50% of proceeds to the Company from any new equity or proceeds from lease sales. Beginning at maturity, the note accrues interest at 10% per annum. On April 21, 2020, to incentivize Beangar's entry into the note, the Company issued 3 million common shares for $30,000, or $0.01 per share. The Company also issued 2 million, five-year warrants with an exercise price of $0.05 per share.
9. Pursuant to the terms of the $1.0 million Secured Promissory Note to Beangar, interest of 10% per annum began to accrue at maturity of the note on February 28, 2021. The note is unconditionally guaranteed by AEP and secured by 50% of proceeds to the Company from any new equity or proceeds from lease sales.
10. Pursuant to the terms of the $2.6 million Secured Promissory Note, interest of 10% per annum began to accrue at maturity of the note on May 26, 2021. The note is unconditionally guaranteed by AEP and secured by 50% of proceeds to the Company from any new equity or proceeds from lease sales. To incentivize the lender's entry into the note, the Company granted to the lender a royalty of $2.00 per Mcf of all helium carried by certain helium tube trailers that the Company intended to acquire with proceeds from the note.
11. Represents the consolidation, restatement and extension of the maturity dates of existing loans to the Company and its subsidiaries from Rae Ann, LLC pursuant to a Letter Agreement signed by the parties on September 20, 2021.
12. Convertible secured promissory notes of $2.1 million and $550,000 matured upon execution of an equity purchase agreement with the lender or on December 31, 2021. If no equity agreement was executed by December 31, 2021, the maturity date automatically extended to November 22, 2024, and December 13, 2024, respectively.

4) Financial Statements

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

☒ U.S. GAAP
☐ IFRS

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

Name: Christopher Hewitt
Title: Chief Financial Officer
Relationship to Issuer: Officer and employee

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

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

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

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

See Financial Statements of PetroSun, Inc. appended to this Annual Report and Disclosure Statement following Item 10.

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

5) Issuer's Business, Products and Services

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

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

We are an exploration-stage company focused primarily on exploring for and producing, processing and marketing helium, oil, natural gas, and lithium. We own mineral leases that are variously prospective for helium, oil and natural gas in the Four Corners region of the Western United States, and we are in the process of acquiring title to two mining concessions in the Mexican state of Chihuahua that are prospective for zeolite clay, which may be used as an agricultural soil amendment, and for lithium. Collectively, we believe that our energy and resource assets provide a diverse range of development targets through which we may capitalize on commodity price trends. In addition, the locations of our assets in the United States and Mexico position us to deliver any future production of helium, hydrocarbons, and other resources to diverse markets and customers in the United States.

In addition, we hold a range of investments in technologies, including patents, relating to wastewater purification, intensive agriculture growth, solar thermal membrane filtration, and solar-rechargeable battery- and bicycle-powered micromobility vehicles. The Company also holds an exclusive license to pursue applications of a centrifuge technology being developed by two third parties in the mining sector. The Company also holds other media and publishing assets that it considers to be immaterial.

Helium, Oil and Natural Gas

As of December 31, 2021, we held helium, oil and natural gas leases on approximately 365,489 gross acres located in the Holbrook Basin of Arizona and the Four Corners region of New Mexico and Colorado. The Company also held an option to acquire approximately 26,800 gross acres in the Golden Eagle Gas Field, which is located in the Paradox Basin of Utah.

The table below describes our existing leasehold acreage by state and county:

State	County	Approx. Gross Acres	
Holbrook Basin			
Arizona	Navajo	218,379	
Arizona	Coconino	21,191	
Arizona	Apache	70,753	
Total Holbrook Basin		310,323	
Four Corners Area			
New Mexico	McKinley	21,567	
New Mexico	San Juan	5,040	
New Mexico	Socorro	480	
New Mexico	Valencia	14,278	
Colorado	La Plata	14,000	1
Total Four Corners Area		55,365	
Golden Eagle Gas Field			
Utah	Grand	26,800	2
Total All Basins		392,489	

1. Subject to approval of tribal authorities.
2. Properties remained subject to completion of acquisition under terms of purchase agreement at December 31, 2021.

Holbrook Basin and Four Corners Region

As of the date of this report, we hold helium, oil and gas leases on approximately 310,324 gross acres in the Holbrook Basin of Arizona and 41,365 gross acres within the Four Corners region of New Mexico. We also hold approximately leases on approximately 14,000 gross acres in the Four Corners region of Colorado that are subject to approval by the relevant tribal authority.

Mineral leases are structured to include a primary term, which is generally defined as a set number of years from the date of execution of the lease. If commercial production has not been established on a production unit of which the lease forms a part by the end of the primary term, the lease will generally terminate. Our leases generally contain an option through which we, as lessee, may extend the primary term through the payment of annual sums set in the lease and referred to in the industry as "delay rental" payments. If we are unable to commence production or pay delay rental payments on our leases, the leases will expire.

We do not currently produce from any lease, nor did we produce from any lease during the years ended December 31, 2021 or 2020. Generally, following the expirations of the mineral lease's primary term, a lease on which commercial production is established will be "held by production" so long as production continues. However, certain leases, including our leases in Navajo and Coconino counties in Arizona, contain "continuous drilling" clauses which require us to continue development activities on the leases, even after production initially commences, in order to maintain the lease *in toto*. If we are unable to continue development activities on such leases, including by drilling new wells, the undeveloped portion of those leases will terminate. On May 6, 2020, the primary term of our leases in Navajo and Coconino counties in Arizona were extended three years by agreement with the lessor, to August 16, 2025.

Arizona Energy Partners, LLC ("AEP"), in which we own an 80% equity stake, is the operator of our Holbrook Basin properties under a joint operating agreement.

Properties in the Golden Eagle Gas Field of Grand County, Utah

On April 19, 2018, we entered into an Exclusivity Agreement with Halcyon Oil & Gas, Ltd. ("HOG"), which through its subsidiaries holds leases that are prospective for natural gas and helium in the Golden Eagle Gas Field, located in the Paradox Basin in Grand County, Utah. The Golden Eagle leases comprise approximately 26,800 gross acres and include three wells that were completed but are currently shut in, rather than producing, due to the need for a processing plant capable of extracting helium from natural gas production. Under the Exclusivity Agreement, which remained effective at December 31, 2021, we held an option to acquire certain subsidiaries of HOG and thereby become the owner and operator of the leases, with an approximately 70% working interest. For more information, please see Note 10 to the Financial Statements attached to this Annual Report, "*Subsequent Events*".

Resource Mining

Acting through our wholly-owned subsidiary, Teche Mining, LLC, and its 77.5%-owned Mexican subsidiary, Compañía Minera La Meseta, S.A. de C.V., we entered into agreements on June 1, 2021 under which we acquired options to purchase two properties, which we refer to as San Judas I and San Judas II, that have been designated as mining concessions by the Mexican federal mining regulators. San Judas I and San Judas II lie in the Mexican state of Chihuahua approximately 250 miles south of El Paso, Texas, and comprise approximately 395 acres and 244 acres, respectively. As a result of coring tests and subsequent laboratory analysis conducted during the year ended December 31, 2020, we believe that these concessions are prospective for surface deposits of zeolite clay, which is a soil amendment suitable to agriculture, and potentially for lithium that is suspended in the zeolite clay.

We have exercised the options to purchase San Judas I and II, which carry purchase prices of US$6.0 million and US$3.0 million, respectively, excluding broker fees of 10% of the respective purchase price for each concession. The purchase prices also include Mexican value-added taxes due on the transactions and calculated as 16% of the respective purchase prices. Funding under the San Judas I and II purchase agreements was originally set under an installment payment schedule, including payments in varying amounts and various dates commencing on February 2, 2021 and ending on June 18, 2022. The parties have entered into two amendments to the installment payment schedule. Remaining payments are currently scheduled to occur between May and December 2022 but are suspended until proposed constitutional amendments and national legislation is resolved which seeks to reform Mexico's electrical power industry and also proposes to terminate the issuance of future lithium mining concessions. The Mexican legislature may act on the proposals at any time during its current session, which will conclude on April 30, 2023.

We have also executed four option agreements relating to the purchase of properties, which we refer to as "Grupo Poker", that are contiguous to San Judas I and II. Coring tests have not been performed at this time to indicate whether any or all of these properties may also be prospective for zeolite and lithium. Title diligence is continuing on these properties, which have not yet received approval as mining concessions by the Mexican mine regulatory authority. The properties comprise a total of approximately 2,579 gross acres and, if all options were exercised, would carry a total purchase price of $8.0 million, excluding broker fees of 10% of the respective purchase price for each concession. Future installment payments under these purchase contracts for these properties must be paid according to a schedule that is dependent upon the receipt of approval for documentation submitted for each property from the General Mining Office of the Mexican federal government (the "DGM") and the registry of each property with the Mexico's Public Mining Registry (the "RPM").

Finally, we have also executed a purchase contract to acquire acreage, which we refer to as "Rancho Refflor", nearby San Judas I and II that may be suitable to support mining operations. That property, which is not prospective for minerals, comprises approximately 763 acres.

As of December 31, 2021, we had funded the equivalent of US$3.1 million toward the purchase contracts for San Judas I and II, Grupo Poker, and Rancho Refflor, including required VAT taxes and a pro rata proportion of related broker fees.

Renewables and Other Technology

<u>Eau Resources</u>

We hold a 50% equity stake in Eau Resources, LLC ("Eau"), which holds a license to intellectual property relating to processing wastewater, such as oilfield production water and frac flow-back water, into organic-free brine water. Eau has developed its technology into a mobile, trailer-mounted water processing platform suitable to supporting drilling and fracking operations in the upstream oil and gas industry, in addition to other industrial applications.

Sonoran Dish Energy, LLC and Sonoran CryoDesal, LLC

We also hold 50% equity stakes in Sonoran Dish Energy, LLC ("Sonoran Dish") and a sister company, Sonoran CryoDesal, LLC ("Sonoran CryoDesal"). Sonoran Dish holds proprietary technology that it has developed relating to the use of concentrated arrays to generate heat for industrial processes, as well as proprietary technology relating to the filtration of industrial wastewater. Sonoran CryoDesal holds a proprietary technology relating to desalination of wastewater.

TorusMed, Inc., TorusAg, LLC & Subsidiaries

Our wholly-owned subsidiary TorusAg, LLC ("TorusAg") is currently conducting research into a technology utilizing cell cultures to grow and supply industrial hemp to the CBD industry. The research is being conducted under a Research Agreement with the University of Arizona. As of December 31, 2021, TorusAg held one patent for intensive agriculture technology and had submitted an application for another patent.

TorusMed, Inc. ("TorusMed"), another wholly-owned subsidiary of the Company, develops, markets, and sells CBD products, including a cream suitable for over-the-counter sales. TorusMed is also a party to a technology development and licensing agreement with Arizona State University relating to intensive agriculture technology.

Organic Transit, Inc. and Sun MicroMobility, LLC

Our wholly-owned subsidiary Sun MicroMobility, LLC ("Sun"), acquired the assets of Organic Transit, Inc., a Delaware corporation ("DE OTI"), for $2.0 million, excluding fees and expenses, from James B. Angell, Chapter 7 Trustee for DE OTI. DE OTI was a Delaware corporation in the business of developing, manufacturing, marketing, and selling an electric and pedal-powered, micromobility vehicle with a solar-rechangeable battery. The debtor had developed and manufactured the vehicle, called the "ELF", and sold approximately 800 units over approximately five years in business. The purchase included hard assets such as ELF demo inventory, office furniture and fixtures, manufacturing tools, parts inventory and manufacturing jigs, etc., as well as all of DE OTI's intangible assets, including trade secrets, patents, trademarks, copyrights, manufacture and tooling processes and technology, internet domain names and websites, branding, and marketing materials.

During 2021, we commenced work on a potential new ELF design and commenced assembly of a prototype unit. In addition, we incorporated a new wholly-owned holding company for Sun as a Nevada corporation under the name Organic Transit, Inc.

Other Businesses

Through various wholly-owned subsidiaries, we also own intellectual property relating to the media and publishing, including children's books and a small catalog of country music.

In addition, on September 3, 2021, we executed a Letter of Understanding with Rare Metal Recovery, LLC ("RMR"), under which we agreed to acquire up to 25% of RMR for approximately $1.1 million (the "RMR Agreement"). RMR is in the business of developing and commercializing gravimetric separation technology using patents and other intellectual property held by its affiliate Good Earth IP, LLC ("Good Earth IP"; formerly known as Infinite Tao, LLC). As part of the RMR Agreement, PetroSun received an exclusive license from RMR and Good Earth IP for all applications of RMR's gravimetric technology in the mining industry, subject to a royalty of five percent (5.0%).

As of December 31, 2021, we held a 5.0% equity interest in Good Earth IP and an approximately 4.0% equity interest in RMR. The agreement requires us to fund the purchase of the remaining portion of the 25% equity stake by reimbursing RMR for its operating costs and capital expenditures. In return, we will receive recognition on a pro rata basis toward the 25% target equity stake.

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

The list below identifies the Company's corporate subsidiaries by . The Company's direct or indirect ownership stake as of December 31, 2021, in each entity appears in parentheticals after each entity's name. To better understand the full scope of the Company's subsidiaries and affiliated companies, in addition to the information below, please see the Notes to PetroSun's consolidated financial statements, attached hereto following Item 10.

I. PetroSun, Inc.
    a. AgWater Solutions, LLC (100%)
        i. AgWater, LLC (10%)

b. Americana Records (100%)
c. Arizona Energy Partners, LLC (80%)
d. Eau Resources, LLC (50%)
e. InPerpetuity Records (100%)
f. Noble Gas Partners, LLC (50%; inactive)
g. Notable Kids Publishing (50%)
h. Organic Transit, Inc. (100%)
    i. Sun MicroMobility, LLC (100%)
i. PetroSun, Inc., an Arizona corporation (100%)
j. PetroSun Energy Services, LLC (100%)
k. PetroSun Golden Eagle, LLC (100%)
    i. Golden Eagle Exploration, LLC (100%)
    ii. Golden Paradox Inc. (100%)
l. PetroSun Lithium, LLC (100%; inactive)
m. Princess Energy, LLC (37.5%)
n. Sonoran CryoDesal, LLC (50%)
o. Sonoran Dish Energy, LLC (50%)
p. Teche Mining, LLC (100%)
    i. Compania Minera La Meseta, S.A. de C.V. (77.5%)
q. TorusAg, LLC (100%)
r. TorusMed, Inc. (100%)
    i. TorusAg, Inc. (100%)
s. Torus MediaWorks (100%; inactive)
t. Torus TechWorks, Inc. (100%; inactive)
u. United Gas of North America, LLC (100%)
v. United Helium, Inc. (74.8%)

C. Describe the issuers' principal products or services.

For the years ended December 31, 2021 and 2020, we were primarily an exploratory-stage company. During 2021, our operations consisted primarily of planning to commence drilling projects in the Holbrook Basin of Arizona, the Four Corners region of New Mexico and Colorado, and in the Golden Eagle Gas Field of Utah. Our operations in 2021 and 2020 were limited in part due to the impact of Covid-related lockdowns on our mineral leases, capital constraints, and delays in closing our acquisition in the Golden Eagle Gas Field of Grand County, Utah, which remained pending at December 31, 2021.

During 2021, our other operations included coring tests conducted through Compania Minera La Meseta, S.A. de C.V., on the two mining concessions that are the subject of agreements to purchase. In addition, we commenced the development by our subsidiary Sun MicroMobility, LLC of a prototype for a new model of a solar-rechargeable battery- and pedal-powered, micromobility vehicle. Finally, we earned approximately $54,041 in revenues from the sale of CBD product by our wholly-owned subsidiary TorusMed, Inc.

6) Issuer's Facilities

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

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

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

Please refer to Item 5 above for information relating to our oil, natural gas and helium leases in the U.S. and our two mining concessions under agreements to purchase, other real property and options to acquire real property in Mexico. In addition, please refer to Note 10 to the Financial Statements attached to this Annual Report, "*Subsequent Events*".

We leased four properties during the year ended December 31, 2021 and 2020, including our corporate office at 2999 North 44th Street, Suite 620, Phoenix, AZ. Our corporate office lease, which encompasses approximately 1,781 square feet, will expire on December 31, 2022 and is billed at approximately $4,879 per month.

During the years ended December 31, 2021 and 2020, we also leased approximately 5,920 square feet of office and warehouse space at 4000 Monroe Road in Farmington, New Mexico, as a field office, and attached property served as a storage yard. The lease was billed monthly at $2,750. The lease terminated on May 31, 2021 and became a month-to-month rental until the Company relocated its field office to St Johns, Arizona. Beginning in January 2022, we entered leases on two properties in St. Johns as a field office and storage yard on a month-to-month basis. Total payments for the St. Johns properties are $1,500 per month, plus utilities.

The Company's subsidiary Sun MicroMobility LLC also leases a portion of a facility that it primarily uses to warehouse parts and inventory acquired with the Chapter 7 bankruptcy estate of DE OTI in Winston-Salem, North Carolina. The lease encompasses approximately 5,500 square feet and is month-to-month for $1,710 per month.

We do not own or lease any other facilities to support the operations of our subsidiaries in the U.S. or in Mexico.

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

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

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

The information in the table below is presented as of December 31, 2021.

Name of Officer/Director or Control Person	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	Note
Gordon LeBlanc, Jr.	Chairman, CEO & President	Phoenix , AZ	143,590,314	Common	36.9%	
R. Gerald Bailey	Director	Phoenix, AZ	500,000	Common	0.1%	
Christopher Hewitt	Chief Financial Officer	Tempe, AZ	0	NM	0.0%	
Beangar, LLC	Owned more than 5%	Milford, IA	43,648,486	Common	11.2%	Beneficially owned by Gary Wells
Cede & Co.	Owned more than 5%	Jersey City, NJ	43,389,680	Common	11.1%	Beneficial Holder
Ronald Monat	Owned more than 5% [1]	Phoenix, AZ	500,000	Common	0.1% [1]	

1. Mr. Monat and affiliates meet the 5% threshold based on the Company's fully-diluted share count. Using that methodology, Mr. Monat and affiliates hold 7.5% of the Company's common stock.

8) Legal/Disciplinary History

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

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

None.

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

None.

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

None.

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

None.

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

There are no material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject.

9) Third Party Providers

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

<u>Securities Counsel</u>
Name: Aaron D. McGeary
Firm: The McGeary Law Firm, P.C.
Address 1: 1600 Airport Fwy., Suite 300
Address 2: Bedford, Texas 76022
Phone: 817 282-5885
Email: aaron@mcgearylawfirm.com

<u>Accountant</u>
Name: Geok Pang Lim, C.P.A.
Firm: GPL Consulting LLC
Address 1: 14210 Flower Creek Ln
Address 2: Houston, TX 77077
Phone: 619 277-4128
Email: geoklim@aol.com

<u>Accountant</u>
Name: Mark Shelley, C.P.A.
Firm: Shelley Tax
Address 1: 1012 S Stapley Dr
Address 2: Mesa, AZ 85204
Phone: 480 461-8301
Email: markshelleycpa@gmail.com

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, Gordon LeBlanc, Jr., Chairman, Chief Executive Officer and President of PetroSun, Inc., certify that:

1. I have reviewed this annual disclosure statement of PetroSun, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 14, 2022

/s/ Gordon LeBlanc, Jr.
Gordon LeBlanc, Jr., CEO

Principal Financial Officer:

I, Christopher Hewitt, Chief Financial Officer, Treasurer and Secretary of PetroSun, Inc., certify that:

1. I have reviewed this annual disclosure statement of PetroSun, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 14, 2022

/s/ Christopher Hewitt
Christopher Hewitt, CFO

PETROSUN, INC
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	December 31, 2021	December 31, 2020 (Restated)
ASSETS		
Current assets:		
Cash	$ 594,961	$ 382,055
Receivables	672,899	200,545
Inventory	44,000	74,789
Total current assets	1,311,860	657,389
Non-current assets:		
Exploration and evaluation assets	10,408,678	5,228,150
Property, plant and equipment, net	836,046	1,046,908
Intangible assets	2,079,076	2,074,404
Investment in affiliates	375,567	120,000
Other assets	166,641	132,750
Total assets	$ 15,177,867	$ 9,259,601
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and other liabilities	$ 586,062	$ 220,635
Accrued interest	679,010	372,950
Current portion of notes payable	9,672,087	3,122,087
Total current liabilities	10,937,159	3,715,672
Non-current liabilities:		
Due to related parties	1,299,802	2,156,296
Notes payable	2,440,900	3,752,900
Total liabilities	14,677,861	9,624,868
Stockholders' Equity:		
Common stock, $0.001 par value per share; 750,000,000 shares authorized 389,237,771 and 329,015,424 issued and outstanding as of December 31, 2021 and 2020, respectively	389,237	329,015
Additional paid-in capital	25,000,946	19,432,502
Accumulated deficit	(24,890,177)	(20,126,784)
Total stockholders' equity (deficit)	500,006	(365,267)
Total liabilities and stockholders' equity	$ 15,177,867	$ 9,259,601

The accompanying notes are an integral part of these financial statements

PETROSUN, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Years ended December 31,			
	2021		**2020**	
			(Restated)	
Revenues	$	54,041	$	6,416
Cost of sales		353		1,076
Gross income		53,688		5,340
Operating expenses:				
General and administrative		3,352,523		2,176,460
Depreciation, amortization and impairment		188,714		612,392
Research and development		148,665		84,355
Total operating expenses		3,689,902		2,873,207
Loss from operations		(3,636,214)		(2,867,867)
Other income (expenses):				
Other income (expense)		363		-
Gain on sales of assets		-		3,288,505
Impairment loss on investments		(575,000)		-
Foreign exchange gain (loss)		60,774		545
Interest expense		(613,316)		(685,530)
Total other income (expenses)		(1,127,179)		2,603,520
Loss before income taxes		(4,763,393)		(264,347)
Income tax expense		-		-
Net loss	$	(4,763,393)	$	(264,347)
Basic and diluted loss per weighted-average share	$	(0.01)	$	-
Basic and diluted weighted-average number of shares outstanding		377,958,562		327,027,735

The accompanying notes are an integral part of these financial statements

PETROSUN, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Years Ended December 31, 2021	Years Ended December 31, 2020 (Restated)
Cash flows from operating activities:		
Net loss	$ (4,763,393)	$ (264,347)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation, amortization and impairment	155,534	612,392
Share based payment	263,666	956,250
Issuance of stock warrants	-	74,796
Impairment loss on investments	575,000	-
Gain on sale of assets	-	(3,288,505)
Changes in operating assets and liabilities:		
Receivables	(472,354)	(200,545)
Inventory	30,789	(45,156)
Other assets	(39,420)	(964,185)
Accounts payable and other liabilities	738,903	231,053
Due to related parties	(856,494)	(2,498,693)
Net cash used in operating activities	(4,367,769)	(5,386,941)
Cash flows from investing activities:		
Proceeds from sale of assets	-	3,600,000
Investments in lithium concessions	(2,541,907)	-
Addition to exploration and evaluation assets	(2,458,621)	(1,103,064)
Addition to property, plant and equipment	(11,230)	-
Investment in affiliates	(380,567)	(120,000)
Net cash used in investing activities	(5,392,325)	2,376,936
Cash flows from financing activities:		
Issuance of common shares for cash	4,735,000	232,500
Repayments of notes payable	(1,300,000)	(450,000)
Proceeds from notes payable	6,538,000	3,577,687
Net cash provided by financing activities	9,973,000	3,360,187
Increase (decrease) in cash	212,906	350,182
Cash at beginning of period	382,055	31,873
Cash at end of period	$ 594,961	$ 382,055
Supplemental disclosure:		
Cash paid for income taxes	$ -	$ -
Cash paid for interest	$ -	$ -

The accompanying notes are an integral part of these financial statements

PETROSUN, INC.
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
For the year ended December 31, 2021
(Unaudited)

	Common Stock		Additional Paid	Accumulated	
	Shares	Amount	In Capital	Deficit	Total
Balance, December 31, 2020 (restated)	329,015,424	$ 329,015	$ 19,432,502	$ (20,126,784)	$ (365,267)
Common stock issued for cash	52,878,181	52,878	4,682,122		4,735,000
Common stock issued for services	3,744,166	3,744	259,922		263,666
Common stock issued for acquisitions	6,600,000	6,600	1,073,400		1,080,000
Cancellation of common stock issued for acquisition	(3,000,000)	(3,000)	(447,000)		(450,000)
Net loss	-	-	-	(4,763,393)	(4,763,393)
					-
Balance, December 31, 2021	389,237,771	$ 389,237	$ 25,000,946	$ (24,890,177)	$ 500,006

The accompanying notes are an integral part of these financial statements

Note 1 – Organization and Business

PetroSun, Inc. ("PetroSun" or the "Company") was organized in the state of Nevada on June 20, 2001 as JBO, Inc. On December 1, 2001, JBO, Inc. merged with LeBlanc Petroleum, Inc., a private Arizona corporation, and changed its name to LeBlanc Petroleum, Incorporated. On August 31, 2005, the Company changed its name to PetroSun Drilling, Inc. and on August 8, 2006 to PetroSun, Inc. The merger of JBO, Inc. and LeBlanc Petroleum, Inc. was a recapitalization and accounted for as a reverse acquisition. PetroSun, Inc. was the surviving legal entity from the transaction and LeBlanc Petroleum Inc., was treated as the historical accounting company.

As defined by the United State Security & Exchange Commission ("SEC") Industry Guide 7, the Company qualifies as an exploration-stage mining company since it is in the process of exploring and evaluating prospective helium and lithium properties to determine which, if any, contain deposits that are economically recoverable. The recoverability of the stated value of exploration and evaluation assets depends upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

Going Concern

These financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred ongoing losses and expects to incur further losses in the development of its businesses. These circumstances comprise a material uncertainty and cast significant doubt on the Company's ability to continue as a going concern. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing, to commence profitable operations in the future, and to repay its liabilities arising from normal business operations as they become due.

The Company is in the process of exploring prospective helium, hydrocarbon, and lithium properties and has not yet determined whether these properties have adequate helium reserve or mineral deposits to be economically recoverable. In addition, the Company relies on equity and debt financing to fund such operations. The Company's main source of funding has been the issuance of equity and debt securities for cash through private placements with investors. The Company's continuing operations are dependent on its ability to obtain the necessary financing, to complete the exploration, evaluation, and development of prospective helium and lithium property interests and on future profitable production and sales of helium reserves and lithium mineral extracts, in addition to its success commercializing its other business, which also require capital.

Note 2 – Basis of Presentation and Summary of Significant Accounting Policies

Principles of Consolidation

These consolidated financial statements include the accounts of the Company and its controlled subsidiaries which includes Arizona Energy Partners, LLC ("AEP"), Eau Resources, LLC ("Eau"), PetroSun Golden Eagle, LLC, Princess Energy, LLC, Sun MicroMobility, LLC ("SMM"), Teche Mining, LLC ("Teche") and its subsidiary, Compania Minera La Meseta, S.A. de C.V., and TorusMed, LLC ("TorusMed"). Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All significant intercompany accounts and transactions have been eliminated in consolidation. The Company has several other controlled subsidiaries that currently do not have any transactional activities for accounting records.

Restatement of previously issued financial statements

Upon further review, the Company has determined that previously issued consolidated financial statements as of and for the year ended December 31, 2020 for PetroSun, Inc. and its subsidiaries, should no longer be relied upon due to errors in the financial statements. As a result, the Company has restated the affected financial statements to make corrections to prior-period retained earnings, investments in affiliates, and to the presentation of outstanding debt and corporate borrowings as of and for the year ended December 31, 2020, as well as to operating results for the subsequent interim reporting periods.

Use of Estimates

The accompanying consolidated financial statements are prepared in conformity with generally accepted accounting principles in the United States ("U.S. GAAP"), which requires the Company to make a number of estimates and assumptions relating to the reported amounts of assets and liabilities; disclosure of contingent assets and liabilities as of the date of the financial statements; and the revenues and expenses reported during the reporting periods presented. The most significant estimates pertain to the evaluation of unproved properties for impairment, accrued operating expenses and the allocation of general and administrative expenses. Actual results could differ significantly from these estimates.

Risk and Uncertainties

The Company is subject to several categories of risk affiliated with its activities. Mineral exploration and production are speculative businesses and involve a high degree of risk. Among the factors that have a direct bearing on the Company's prospects are uncertainties inherent in estimating mineral deposits, future mining production, project capital budgets, and cash flows, particularly with respect to properties that have not been fully proven with economic mineral reserves; access to additional capital; changes in the prices of the underlying commodities; availability and cost of services and equipment; and the presence of competitors with greater financial resources and capacity.

Impact of COVID-19

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is currently not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations.

Cash and Cash Equivalents

Cash and cash equivalents include highly liquid instruments with an original maturity of three months or less and are stated at cost, which approximates fair value. As of December 31, 2021 and 2020, the Company did not have any cash equivalent transactions.

Fair Value of Financial Instruments

As of December 31, 2021, and 2020, the carrying value of accounts receivable, accounts payable, accrued expenses, accrued interest and investments in affiliates approximates fair value due to the short-term nature of such items. The Company's debt is carried at cost which approximates the fair value of the debt as the related interest rates approximate the interest rates currently available to the Company.

Exploration and Evaluation Assets

Property acquisition costs include cash costs and the fair market value of issued common shares and other share-based payments, including shares paid under option or joint interest agreements. Amounts shown for properties represent costs incurred net of write-downs and recoveries and are not intended to represent present or future values. Capitalized costs are subject to measurement uncertainty and it is reasonably possible a change in future conditions could require a material change in recorded amounts.

The Company uses the "successful efforts" method of accounting for its oil, natural gas and helium properties and capitalizes all costs related to property interests on a property-by-property basis once it receives legal rights to explore a property. Such costs include property acquisition costs and exploration and development expenditures, net of any recoveries. In addition, annual payments on certain mineral, oil, natural gas and helium leases to delay the expiration of a lease's primary term are capitalized. Upon abandonment or sale of any property interests, accumulated capitalized costs are charged to operations net of proceeds. Once commercial production starts, capitalized costs will be depleted over the estimated helium, hydrocarbon, or other mineral reserve using the units of production method. Incidental revenues received while the properties, which are in the exploration stage, are credited to the carrying value of the properties. Cost recoveries are credited against specific property costs, as received.

Other Property and Equipment

Property and equipment include two drilling rigs and related oilfield equipment, office equipment and furniture which are stated at cost. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets. The estimated useful lives of property and equipment range from three to seven years. The Company recorded approximately $155,534 and $612,392 of depreciation, amortization and impairment for the years ended December 31, 2021, and 2020, respectively.

Intangible Assets

Intangible assets, either acquired as a result of an acquisition or developed internally, are assets that can be identified, are controlled by the Company, and are expected to provide future economic benefits to the Company. Intangible assets are recorded at cost less accumulated depreciation and accumulated impairment losses, if any. Intangible assets acquired as a result of an acquisition or in a business combination are measured at fair value at the acquisition date.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are depreciated over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). If the recoverable amount of the asset is estimated to be less than the carrying amount, the carrying amount is reduced to its recoverable amount. The Company derecognizes the carrying amount of intangible assets on disposal or when no future economic benefits are expected from its use. Intangible assets with indefinite useful lives are not depreciated, but are tested for impairment annually, either individually or at the cash-generating unit level. The estimated useful life and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Investment in Affiliates

The Company accounts for its investment in affiliates using the equity method if it has significant influence over the affiliate and owns 20% or more interest in the investment. If the Company owns less than 20% and has no significant influence over the affiliate, it will account for the investment in affiliates using the cost method. Under the equity method, the Company's investment in an affiliate is initially recognized at cost and subsequently increased or decreased to recognize the Company's share of earnings and losses of the affiliate and for impairment losses after the initial recognition date. The Company's share of an affiliate's losses that are in excess of its investment in the affiliate are recognized only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the affiliate. The Company's share of earnings and losses of affiliates are recognized through profit or loss during the period. Distributions received from an affiliate are accounted for as a reduction in the carrying amount of the Company's investment in the affiliate. Where the Company has a free-carried interest in expenditures, the Company records its proportionate share based on its ownership percentage with an offsetting amount recorded in reserves.

Intercompany transactions between the Company and its affiliates are recognized only to the extent of unrelated investors' interests in the affiliates.

At the end of each reporting period, the Company assesses whether there is any objective evidence that an investment in an affiliate is impaired. Objective evidence includes observable data indicating that there is a measurable decrease in the estimated future cash flows of the affiliate's operations. When there is objective evidence that an investment in an affiliate is impaired, the carrying amount of such investment is compared to its recoverable amount, being the higher of its fair value less cost to sell and value in use (i.e. present value of its future cash flows). If the recoverable amount of an investment in affiliate is less than its carrying amount then an impairment loss is recognized in that period. When an impairment loss reverses in a subsequent period, the carrying amount of the investment in an affiliate is increased to the revised estimate of recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had an impairment loss not been previously recognized. A reversal of an impairment loss is recognized through profit or loss in the period that the reversal occurs. See Note 4 on Investment in affiliates.

Impairment of Long-lived Assets

The Company accounts for long-lived assets at cost. The Company may impair these assets whenever events or changes in circumstances indicate that the carrying amount of such assets may not be fully recoverable. Recoverability is measured by comparing the carrying amount of an asset to the expected undiscounted future net cash flows generated by the asset. If it is determined that the asset may not be recoverable, and if the carrying amount of an asset exceeds its estimated fair value, an impairment charge is recognized to the extent of the difference. The Company's management evaluate its long-term assets at each reporting period to determine whether there are any indications of impairment.

(i) Exploration and evaluation asset impairment

As of December 31, 2021 and 2020, management has determined that there were no indicators of impairment for its exploration and evaluation assets since the wells drilled in the Holbrook Basin discovered helium concentration up of to approximately 9.3%. These wells are temporarily shut-in awaiting further development and production once the Company obtains adequate funding to build a processing facility or contracts with a third-party processing provider.

(ii) *Inventory impairment*

For the years ended December 31, 2021 and 2020, the Company recorded $33,180 and $40,557, respectively, of inventory impairment as follows:

	December 31, 2021	December 31, 2020
Sun MicroMobility, LLC	$ 77,180	$ 74,789
TorusMed, LLC	-	40,557
	77,180	115,346
Less: valuation allowance	(33,180)	(40,557)
	$ 44,000	$ 74,789

(iii) *Intangible asset impairment*

During the year ended December 31, 2020, the entire goodwill balance of $310,881, which arose from the acquisition of the Chapter 7 bankruptcy estate of Organic Transit, Inc. ("OT") by the Company's wholly-owned subsidiary, SMM, was impaired due to lack of available certified or market valuation data to support that the fair value exceeds the reporting entity's carrying value. The carrying value of the website and social media platform, which were together valued at $62,248 following the acquisition, was also impaired. The total impairment charge of $373,129 relating to these intangible assets are included in depreciation, amortization and impairment under operating expenses for the year ended December 31, 2020. No impairment charge on intangible assets was recorded for the year ended December 31, 2021.

(iv) *Investment in affiliates impairment*

From 2016 to 2021, the Company acquired or organized equity interests in various affiliates through the issuance of the Company's common shares or cash payments. Some of these entities have been inactive for more than one year. At the end of each reporting period, management determined whether the carrying amount of these affiliates exceeds its estimated fair value and the investments are recoverable. As a result, the Company recognized an impairment charge on the carrying value of the following two affiliates for the year ended December 31, 2021:

		December 31,	
Acquired Date	**Investment in Affiliates**	**2021**	**2020**
4/13/2021	Energy Services of Texas, LLC [1]	$ 450,000	$ -
6/1/2021	United Gas of North America, LLC [2]	125,000	-
		575,000	-
	Less: impairment charge	(575,000)	-
		$ -	$ -

[1] Energy Services of Texas, LLC is no longer in business.
[2] No further development on the transaction with United Gas of North America, LLC

Decommissioning liabilities

Provisions for decommissioning, plugging and abandonment liabilities associated with the Company's exploration and evaluation properties are based on current legal and constructive requirements, technology, price levels and expected plans for remediation. Amounts recorded for decommissioning liabilities require the use of management's best estimates of future decommissioning expenditures, expected timing of expenditures and future inflation rates. The estimates are based on internal and third party information and actual costs and cash outflows can differ from estimates due to changes in laws and regulations, public expectations, prices, discovery and analysis of site conditions, and changes in clean up technology. As of December 31, 2021 and 2020, management determined that the Company has plan to further develop and process the helium reserve for production and does not consider the need to decommission the wells currently.

Revenue Recognition

The Company recognizes revenue when it is realized or realizable and earned. Revenues are considered realized or realizable and earned when: (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been rendered, (iii) the seller's price to the buyer is fixed or determinable, and (iv) collectability is reasonably assured.

Income Taxes

The Company uses the asset and liability method in accounting for income taxes. Deferred tax assets and liabilities are recognized for temporary differences between financial statement carrying amounts and the tax bases of assets and liabilities and are measured using the tax rates expected to be in effect when the differences reverse. Deferred tax assets are also recognized for operating loss and tax credit carry forwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is used to reduce deferred tax assets when uncertainty exists regarding their realization.

The Company recognizes its tax benefits only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement. A liability for "unrecognized tax benefits" is recorded for any tax benefits claimed that do not meet these recognition and measurement standards. As of December 31, 2021, and 2020, the Company has determined that no liability is required to be recognized.

The Company's policy is to recognize any interest and penalties related to unrecognized tax benefits in income tax expense. No interest or penalties were required to be accrued as of December 31, 2021, and 2020. Further, the Company does not expect that the total amount of unrecognized tax benefits will significantly increase or decrease during the next 12 months.

Loss Per Share

Basic loss per share was calculated by dividing net income or loss applicable to common shares by the weighted average number of common shares outstanding during the periods presented. The calculation of diluted income (loss) per share should include the potential dilutive impact of shares issuable upon the conversion of debt or preferred stock, vested restricted stock and exercise of warrants and options during the period, unless their effect is anti-dilutive. As of December 31, 2021 and 2020, common stock equivalents including shares underlying options and warrants, have been excluded from the diluted share calculations as they were anti-dilutive as a result of net losses incurred.

Foreign Exchange Currency

Transactions in currencies other than the U.S. dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenue and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on transactions are included in the consolidated statement of operations.

Note 3 – Exploration and Evaluation Assets

	Holbrook Basin Helium Project, Arizona	Four Corners Helium Project, New Mexico & Colorado	Golden Eagle Helium Project, Utah	Meseta Lithium Project, Mexico	Total
Balance, December 31, 2019	$ 1,949,287	$ 567,663	$ 550,000	$ -	$ 3,066,951
Acquisition costs	-	-	210,000	-	210,000
Exploration & evaluation costs	1,844,064	8,970	98,166	-	1,951,200
Balance, December 31, 2020	3,793,351	576,633	858,166	$ -	5,228,150
Acquisition costs	180,000	-	560,000	2,541,907	3,281,907
Exploration & evaluation costs	932,110	-	422,754	543,756	1,898,621
Balance, December 31, 2021	$ 4,905,461	$ 576,633	$ 1,840,920	$ 3,085,663	$ 10,408,678

Holbrook Basin Helium Project, Arizona

In 2015, the Company acquired an 87.5% working interest in leases for oil, natural gas, and helium unproved properties in the following counties in the state of Arizona for total consideration of $678,501.

	Approximate Gross Acreage	Purchase Price
Navajo County	186,473.00	$ 559,418
Coconino County	21,191.13	63,574
Apache County	4,859.84	55,509
		$ 678,501

On July 29, 2016, the Company sold 13% of its working interests on the above leases for a total cash consideration of $1,750,000. Upon execution of the lease assignments of the working interests to the acquirors, the Company recognized a gain of $1,071,500 on recovery of costs since the proceeds from sale of a portion of the leases exceeded the total carrying value of $678,501 on the entire Arizona property.

On May 6, 2020, the Company paid an additional amount of $311,495 for a three-year extension on the above leases. Each lease will continue after its primary term to the extent that the leasehold is included in a Production Unit upon which is located a producing well or if the lessee is engaged in activity that qualifies as a “continuous drilling” program. The Company recorded the payment of $311,495 as additional acquisition costs.

On August 18, 2020, the Company entered into a purchase and sale agreement to convey a 10.0% working interest in its Arizona properties for a cash consideration of $3,600,000. Upon execution of the lease assignment, the Company recognized a gain of $3,288,505 as recovery of costs since the proceeds from sale of a portion of the leases exceeded the total carrying value of $311,495 on the entire Arizona property. As of December 31, 2021, and 2020, the Company holds an approximately 64.5% average working interests in its Navajo County and Coconino County leases and a 62.0% average working interest in its Apache County leases.

On August 16, 2021, the Company issued 600,000 restricted common shares of the Company at a deemed value of $0.30 per share to acquire 6,400,000 shares of common stock of United Helium, Inc., which holds working interests in leases in the Holbrook Basin. The acquisition brought the Company’s equity state in United Helium Inc. to approximately 74.8%, subject to an approximately 5.6% overriding revenue interest on leases from the Arizona State Land Department which contain proven and probable commercial helium reserves

Beginning in 2016, the Company, acting through its wholly-owned subsidiary, AEP, drilled two test wells known as the AEP 16-1 and 17-1 on its Concho Dome leases in the Holbrook Basin. The wells were evaluated and found to have helium concentrations of up to approximately 9.3%. These wells will require re-entry in order to produce in economic quantities, in addition to access to a cryogenic processing plant to extract helium. In June 2021, AEP commenced drilling operations on a well known as the MS 2-1 east of the Concho Dome. The well was not completed due to mechanical issues with the rig. As of December 31, 2021 and 2020, the Company incurred $932,110 and $1,844,064, respectively, in drilling and evaluating the AEP 16-1, 17-1 and MS 2-1 wells, which will remain capitalized until such time the Company re-completes or completes the wells, as appropriate, to process any commercial quantities of the gaseous helium production.

Four Corners Helium Project, New Mexico and Colorado

On March 8, 2018, the Company acquired helium and hydrocarbons leases on approximately 41,365 acres (gross) within McKinley, San Juan, Socorro and Valencia counties, New Mexico. The leases provide for a six-year primary term with a landowner royalty of 87.5%.

On March 26, 2018, the Company acquired additional leases covering an additional 12,740 acres (gross) in the counties of Valencia and Socorro, New Mexico. The primary term for each lease was two years, and each lease includes a Continuous Drilling clause that governs the post-primary term development of the lease

Golden Eagle Project, Utah

On April 19, 2018, the Company entered into a 90-day Exclusivity Agreement covering approximately 26,800 acres (gross) in the Golden Eagle Gas Field of the Paradox Basin, which is located in Grand County, Utah. The leases currently hold three shut-in natural gas wells known as PB-1, PB-2 and PB-3, that have tested positive for helium. On December 2, 2019, the Company issued 1,000,000 common shares valued at $450,000 for regulatory costs of the Golden Eagle Project. For additional information regarding the Golden Eagle Project, see Note 10, “*Subsequent Events*”.

Meseta Mining Concessions in Chihuahua, Mexico

Acting through its wholly-owned subsidiary, Teche Mining, LLC, and its 77.5%-owned Mexican subsidiary, Compania Minera La Meseta, S.A. de C.V., the Company entered into agreements on June 1, 2021 to acquire options to purchase two properties, which the Company refers to as San Judas I and San Judas II. These properties have been designated as mining concessions by the Mexican federal mining regulators and lie in the Mexican state of Chihuahua approximately 250 miles south of El Paso, Texas. San Judas I and San Judas II comprise approximately 395 acres and 244 acres, respectively, and are contiguous.

Following coring tests and subsequent laboratory analysis conducted during the year ended December 31, 2020, the Company notified the sellers of San Judas I and II that it would exercise its options to purchase the properties, which may be prospective for surface deposits of zeolite clay, which is a soil amendment suitable to agriculture, and potentially for lithium that is suspended in the zeolite clay.

The purchase contracts for San Judas I and II carry purchase prices of US$6,000,000 and US$3,000,000, respectively, excluding broker fees of 10% of the respective purchase price for each concession. The respective purchase prices include Mexican value-added taxes of 16%. Funding under the San Judas I and II purchase agreements was originally set under an installment payment schedule, including payments in varying amounts and various dates commencing on February 2, 2021 and ending on June 18, 2022. The parties have entered into two amendments to the installment payment schedule, including an amendment that followed the payment of the equivalent of US$1,401,666 on February 9, 2022. Remaining payments are set to occur between May and December 2022 but are suspended while proposed constitutional amendments and legislation to reform Mexico's electrical power industry, and which also proposes to terminate the issuance of future lithium mining concessions, remain under consideration. The Mexican congress may act on the proposed constitutional amendments and legislation at any time prior to its adjournment on April 30, 2023.

In addition to San Judas I and II, the Company has executed four option agreements relating to properties that are contiguous to San Judas I and II. Coring tests have not been performed at this time to indicate whether any or all these properties may also be prospective for zeolite or lithium. Title diligence is continuing on these properties, which have not yet received approval as mining concessions by the Mexican mine regulatory authority. The properties comprise a total of approximately 2,579 gross acres and, if all options were exercised, would carry a total purchase price of $8,000,000, excluding broker fees of 10% of the respective purchase price for each concession and Mexican value-added taxes. If the options are exercised, the purchase prices for these properties will be paid in installments. The payment schedules under these purchase contracts are dependent upon receipt of approval for documentation submitted for each property from the General Mining Office of the Mexican federal government (the "DGM") and the registry of each property with the Mexico's Public Mining Registry (the "RPM").

Finally, the Company has also executed a purchase contract to acquire acreage, which is referred to as "Rancho Refflor", nearby San Judas I and II that may be suitable to support mining operations. That property, which is not prospective for minerals, comprises approximately 763 acres. Following a payment of $100,000 that the Company made on February 5, 2022, remaining payments are scheduled to be made in equal installments on June 5, 2022, June 5, 2023, and June 5, 2024.

As of December 31, 2021, we had funded the equivalent of approximately US$3,052,000 toward the purchase contracts for San Judas I and II, Grupo Poker, and Rancho Refflor, including related VAT taxes and a pro rata proportion of related broker fees.

NOTE 4 – INVESTMENT IN UNCONSOLIDATED AFFILIATES

On September 30, 2020, the Company entered into a second amended letter of understanding to acquire 10% interest in Good Earth IP, LLC ("GEIP"), which was formerly known as Infinite Tao, LLC for total consideration of $400,000. GEIP holds intellectual property relating to certain gravimetric separation technology ("GST"). In addition, on September 3, 2021, the Company executed a Letter of Understanding with Rare Metal Recovery, LLC ("RMR"), under which the Company agreed to acquire up to 25% of RMR, for approximately $1,091,000 (the "RMR Agreement"). RMR is in the business of developing and commercializing GST using patents and other intellectual property held by its affiliate, GEIP. The Company has provided non-refundable funds totaling $200,000 to GEIP since May 2020. As of December 31, 2020, the Company paid approximately $120,000 to GEIP to acquire a 3% interest, and during 2021, the Company and its wholly-owned subsidiary, Teche Mining, LLC, paid a total $255,567 to GEIP and RMR, bringing the total balance to $375,567 as of December 31, 2021. As of that date, the Company held a 5% interest in GEIP and an approximately 3.4% interest in RMR. Since the Company does not have control or significant influence over the investment and owns less than 20% of GEIP and RMR, the investment is accounted for at historical cost in non-current asset section of the balance sheet.

NOTE 5 - NOTES PAYABLE & DUE TO RELATED PARTIES

The Company's debts as of December 31, 2021 and 2020 consist of the following:

	December 31, 2021	December 31, 2020
Various notes payable due to a senior officer at 8% p.a.	$ 1,652,900	$ 1,652,900
Various notes payable due to private investors at 6%- 8% p.a.	10,460,088	5,222,088
	12,112,988	6,874,988
Less: current portion	(9,672,088)	(3,122,088)
	$ 2,440,900	$ 3,752,900

The Company depended on loans from its senior officer and private investors, who are also shareholders of the Company, to fund the operations of PetroSun and its subsidiaries. All related party transactions were measured at the amount of consideration established and agreed to by the related party. All amounts due from or payable to related parties are unsecured, interest bearing and have no fixed terms of repayment. For the years ended December 31, 2021 and 2020, approximately $1,299,802 and $2,156,296, respectively, of operating costs were funded by related parties.

Approximately $10,448,100 of the notes and borrowings and accrued interest of approximately $556,403, were converted into the Company's common shares concurrent with the terms and condition of a Stock Purchase Agreement executed in February 2022. The conversion rate for all principal and interest was $0.25 / share. The Company also executed an incremental convertible promissory note of $500,000 on January 18, 2022, which also was converted. See additional disclosure in Note 10, "*Subsequent Events*". Remaining secured debt of approximately $1,700,000, all due to a single lender, is in technical default since it matured on March 31, 2020, and it remains in default currently.

NOTE 6 - STOCKHOLDERS' EQUITY

Authorized Shares of Common Stock

On December 6, 2021, the Company filed the amendment of the Company's certificate of incorporation to increase the number of authorized shares of common stock from 500,000,000 to 750,000,000 shares with a par value of $0.001 per share.

Cancellation of Common Stock issued for Acquisition

On September 24, 2021, the Company cancelled 3,000,000 common shares valued at $450,000 for the reversal of half of the consideration originally paid to the equityholders of Western Energy Services, LLC ("WES") for the purchase of 40% of a joint venture to be called PetroSun Energy Services of Texas, LLC. The cancellation followed the execution of a rescission of the transaction between the Company and WES on September 6, 2021. An additional 3,000,000 shares issued as consideration for the purchase are also subject to cancellation.

NOTE 7 – SUPPLEMENTAL CASH FLOW INFORMATION

The following table summarizes information on non-cash investing and financing activities for the years ended December 31, 2021 and 2020:

	2021	2020
Reversal of M&M asset purchase transaction	-	(4,158,210)
Common shares issued due to transfer agent's omission	-	245,000
Issuance of common shares for unproved properties	180,000	-
Cancellation of common shares issued for investment in affiliates	(450,000)	-

NOTE 8 - PROVISION FOR INCOME TAXES

The Company provides for income taxes under ASC 740 *"Income Taxes."* The standard requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. In the Company's opinion, it is uncertain whether they will generate sufficient taxable income in the future to fully utilize the net deferred tax asset. Accordingly, a valuation allowance equal to the deferred tax asset has been recorded. The total deferred tax asset as of December 31, 2021 is $5,502,070 which include $2,909,429 of federal net operating losses, $438,756 of state net operating losses, and $1,746,394 of capital losses. These amounts are calculated by multiplying the carryforward operating and capital losses by the applicable federal and state rates. The total valuation allowance is a comparable $5,502,070.

The income tax provision (benefit) for the years ended December 31, 2021 and 2020 consisted of the following:

	December 31, 2021	December 31, 2020
U.S. Federal:		
Current	$ -	$ -
Deferred	4,655,822	3,787,880
State and local:		
Current	-	-
Deferred	846,248	643,742
	5,502,070	4,431,621
Change in valuation allowance	(5,502,070)	(4,431,621)
Income tax provision	$ -	$ -

As of December 31, 2021 and 2020, the Company had net operating loss carry-forwards for federal income tax purposes of approximately $13,854,423 and $9,721,362 respectively, available to offset future taxable income. To the extent not utilized, the net operating loss carry-forwards as of December 31, 2021 will expire beginning in 2021 through 2041. The capital loss carryforward of $8,316,160 is carried forward until utilized.

NOTE 9 – LEASES

Effective January 1, 2019, the Company adopted ASU 2016-02, *Leases* (Topic 842). The purpose of this guidance is to increase transparency and comparability among organizations by recognizing certain lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The main difference between previous GAAP methodology and the method under this new guidance is the recognition on the balance sheet of certain lease assets and lease liabilities by lessees for those leases that were classified as operating leases under previous GAAP.

The Company made accounting policy elections to not capitalize leases with a lease term of twelve months or less and to not separate lease and non-lease components for all asset classes. The Company has also elected to adopt the package of practical expedients within ASU 2016-02 that allows an entity to not reassess prior to the effective date (i) whether any expired or existing contracts are or contain leases, (ii) the lease classification for any expired or existing leases, or (iii) initial direct costs for any existing leases and the practical expedient regarding land easements that exist prior to the adoption of ASU 2016-02. The Company did not elect the practical expedient of hindsight when determining the lease term of existing contracts at the effective date.

The Company had four operating leases during the years ended December 31, 2021 and 2020, including its corporate office in Phoenix, Arizona. The corporate office lease, which encompasses approximately 1,781 square feet and will expire on December 31, 2022, is leased on a month-to-month basis for 4,879 per month.

During the years ended December 31, 2021 and 2020, the Company also leased approximately 5,920 square feet of office and warehouse space in Farmington, New Mexico, as a field office, and the attached property served as a storage yard. The lease was billed monthly at $2,750. The lease terminated on May 31, 2021 and became a month-to-month rental until the

Company relocated its field office to St Johns, Arizona. Beginning in January 2022, the Company entered leases on two properties in St. Johns as a field office and storage yard on a month-to-month basis. Total payments for the St. Johns properties are $1,500 per month, plus utilities.

The Company's subsidiary, SMM, also leases a portion of a facility that it primarily uses to warehouse parts and inventory acquired with the Chapter 7 bankruptcy estate of DE OTI in Winston-Salem, North Carolina. The lease encompasses approximately 5,500 square feet and is month-to-month for $1,710 per month.

The lease costs associated with above short-term leases are reflected in general and administrative expenses. For the years ended December 31, 2021 and 2020, total rent expenses were $163,013 and $88,589, respectively.

NOTE 10 - SUBSEQUENT EVENTS

Merger with Rae Ann, LLC

On January 10, 2022, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with Rae Ann, LLC ("Rae Ann"), and its parent company, Rae Ann Holdings, LLC ("RA Holdings") through which the Company acquired additional interests in various projects which PetroSun or its subsidiaries already hold interests. The transaction was effectuated through a merger of the Company with Rae Ann in return for the issuance of 89,171,959 common shares of the Company to RA Holdings. Using the closing price of the Company's common stock on January 10 of $0.40 per share, the value of the transaction was approximately $35.7 million. The acquired interests encompass mineral leasehold interests as well as equity held by Rae Ann in certain subsidiaries of PetroSun, as described below:

PetroSun, Inc. Project/Entity	Rae Ann Share
Equity in Princess Energy, LLC [1]	37.50%
Working Interests in approximately 282,923 helium, oil and natural gas leasehold acres in Apache, Navajo and Coconino Counties, AZ [2]	12.00%
Working Interests in approximately 15,980 helium, oil and natural gas leasehold acres in San Juan County, NM and La Plata County, CO [3]	20.00%
Interests in helium, oil and natural gas leasehold acres located in Socorro and Valencia Counties, NM	25.00%
Equity in PetroSun Golden Eagle, LLC [4]	25.00%
Equity in Eau Resources, LLC	20.00%
Equity in AgWater Solutions, LLC	20.00%
Equity in Teche Mining, LLC	20.00%

(1) Princess Energy, LLC is a subsidiary of the Company which holds working Interests in certain leases in New Mexico.
(2) Includes economics from helium processing assets and operations and helium distribution activities.
(3) Subject to approval by tribal authorities.
(4) Held by Rae Ann Golden Eagle, LLC

It was previously announced that the Company and Rae Ann (together with its subsidiary, Rae Ann Golden Eagle, LLC) entered into a series of transactions pursuant to which the Company would acquire certain interests held by Rae Ann in various projects in which the Company also held an interest. As part of these transactions, Rae Ann also agreed to consolidate various loans it had with PetroSun into one master loan agreement. Subsequent to the announcement of these transactions, due to concerns regarding whether certain interests to be transferred to PetroSun were properly vested in Rae Ann and its subsidiaries at the time, the parties agreed to rescind the transfer of interests in the various co-investment projects that were held by Rae Ann and Rae Ann Golden Eagle and the issuance of any share consideration that was provided as a result of such transaction. However, the parties did not rescind the amendment and consolidation of the various loans between Ran Ann and PetroSun and its affiliates.

Stock Purchase Agreement and Debt Conversion Agreement

On February 3, 2022, the Company entered into a Stock Purchase Agreement ("SPA") with Beangar, LLP ("Beangar"), an existing shareholder and lender to the Company. The SPA will increase Beangar's equity holdings by $15,000,000, or 60,000,000 shares, including the conversion of convertible promissory notes of $2,650,000 borrowed from Beangar by the Company between November 22, 2021 and December 13, 2021 and $500,000 borrowed from Beangar on January 18, 2022. The conversion of principal and interest due under these promissory notes occurred the same conversion price, $0.25 per share, as new equity raised under the SPA. Total shares issued upon the conversion of these promissory notes came to 12,818,109 shares.

New capital committed under the SPA will be funded in stages, with funding of $3,950,000, $3,950,000 and approximately $3,900,000 due on February 7, April 30 and June 15, 2022, respectively. Proceeds of the SPA may be used by the Company to fund to fund its helium and natural gas drilling and development projects, acquisition and development of the Company's lithium projects in Chihuahua, Mexico, and for other projects and operating and G&A expenses of the Company, subject to certain approval rights granted to Beangar.

Concurrently with the SPA, Beanger and other lenders to the Company executed a Debt Conversion Agreement to convert outstanding debt into common shares at a conversion price of $0.25 per share. Beangar and its affiliates, excluding convertible promissory notes, converted $4,700,000 in other long-term debt principal, along with accrued interest, into approximately 19,800,000 common shares. Of the other $5,300,0000 in other debt outstanding as of December 31, 2021, $3,600,000 was converted into approximately 16,500,000 common shares. Following the Debt Conversion Agreement, the Company's remaining debt came to approximately $1,700,000. The loans comprising the remaining debt are secured promissory notes borrowed from a single lender who is also a stockholder in the Company. Since these remaining notes matured on March 30, 2020, they are in default at this time.

Acquisition of Golden Eagle Oil & Gas

On February 10, 2022, the Company executed an amendment (the "Second Amendment") to the Acquisition Agreement dated June 15, 2018, relating to its purchase of equity held by Halcyon Oil & Gas Pty Ltd. in three subsidiaries. Under the Acquisition Agreement, the Company received a working interest of approximately 70% in approximately 26,800 gross acres in the Golden Eagle Gas Field in Grand County, Utah, in return for the payment of $1,800,000 in cash consideration and an agreement as operator to undertake exploratory and developmental drilling. The Second Amendment extended the deadline to February 10, 2026 for the Company to "earn-in" by satisfying a development capital commitment of $30,000,000. The amendment also expanded the types of spending to be credited toward the earn-in obligation. Subsequent to the execution of the Second Amendment, the Company funded the remaining $1,040,000 of the purchase price for the acquisition and related broker fees of $90,000.