

## Catalog

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# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## PetroSun, Inc.

A Nevada Corporation

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Phoenix, AZ 85018

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SIC: 51729902

**Quarterly Report**  
**For the Period Ending: June 30, 2021**  
(the "Reporting Period")

As of June 30, 2021, the number of shares outstanding of our Common Stock was: 385,382,091.

As of March 31, 2021, the number of shares outstanding of our Common Stock was: 377,382,091.

As of December 31, 2020, the number of shares outstanding of our Common Stock was: 343,000,750.

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<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**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.

LeBlanc Petroleum, Inc, a private Arizona corporation organized November 23, 2001 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 name of the Issuer is PetroSun, Inc. 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 and then on August 31, 2005 changed its name to PetroSun Drilling, Inc. and finally on August 8, 2006 changed its name to PetroSun, Inc. and is currently an active Nevada company.

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

N/A

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

**TorusMed, Inc**

On May 16, 2018 the Company organized TorusMed, Inc. and its subsidiary TorusAg, Inc. both Delaware Corporations. Upon incorporation TorusMed, Inc issued 58,297,150 common shares of its stock with a par value of \$58,297 to the Company to obtain intangible assets in the form of licenses and agreements generic to its business held by the Company. On June 11, 2018 the Company announced its intent to spin-off Torus Med, Inc. and distribute those shares to the Company's shareholders of record as of June 15, 2018 on a 5-to-1 ratio. For every five shares of PetroSun stock owned by our shareholders they will receive one share of the TorusMed stock currently owned by the Company. The spin-off has not yet been completed but is expected to happen in 2021.

**Torus TechWorks, Inc.**

On September 25, 2018, the Company approved the spin-off of its wholly-owned subsidiary Torus TechWorks, Inc. and distribution of outstanding shares to the Company's shareholders of record as of October 25, 2018 on a 5-to-1 ratio. The spin-off has not yet been completed but is expected to happen in 2021.

**Teche Mining, LLC**

On November 8, 2019, the Company organized Teche Mining, LLC as a Delaware limited liability company. The Company owns a one hundred percent (100%) membership interest. Teche Mining, LLC will be responsible for the acquisition and administration of mining technology.

On December 18, 2020, the Company through its subsidiary Teche Mining, LLC made a \$200,000 lease acquisition instalment to gain a 77.5% interest in the San Judas and San Pedro mining leases. The initial payment is to be used for expenses incurred to obtain twelve (12) one hundred fifty (150) foot cores across the San Judas and San Pedro mines owned by Minera Meseta, S.A. de C.V. and the evaluation of those cores for the presence of Lithium and Zeolite. Upon determination of sufficient mineral presence the Company will proceed to make payments to purchase the said interest up to \$6,000,000 for each of the two mines. The \$200,000 deposit is non-refundable in the event that a purchase is not forthcoming.

#### **Sun MicroMobility, LLC**

On May 12, 2020, the Company organized Sun MicroMobility, LLC (Sun) as a Delaware limited liability company. The Company is the single member holding one hundred percent (100%) member interest. Sun was organized to manufacture and distribute a solar and pedal powered hybrid vehicle. On September 11, 2020, the Company purchased for a sum of \$2,000,000 cash, all rights, title and interest of the assets in the bankruptcy estate of Organic Transit, Inc. the manufacture of the ELF, a solar and pedal hybrid vehicle, on behalf of Sun.

The Company's subsidiary Sun MicroMobility, LLC relocated its parts and manufacturing facility to Winston-Salem, North Carolina and set up operations dba Organic Transit.

#### **Infinite Tao, LLC**

On October 2, 2020, the Company purchased a three percent (3%) interest in Infinite Tao, LLC an Arizona Limited Liability Company, holding and developing certain gravimetric separation patents for the mining, oil and gas and environmental remediation industries, for \$120,000 cash.

#### **Sale of Working Interests**

On July 1, 2020, the Company assigned a two and one-half percent (2 ½%) working interest with a corresponding two percent (2%) net revenue interest in certain private oil, gas and helium leases on 186,472.5 acres in Navajo County, Arizona, 21,191.13 acres in Coconino County, Arizona and Arizona State Land Department leases on 19,515.86 acres in Apache County, Arizona for \$1,800,000 cash. The Company repeated the transaction on September 11, 2020 for a total assignment of a five percent (5) working interest and a corresponding four (4) net revenue interest in the described leases for a total receipt of \$3,600,000.

#### **PetroSun Energy Services of Texas LLC**

On March 25, 2021, the Company announced the execution of a Memorandum of Understanding that provides for the formation of PetroSun Energy Services of Texas LLC. The newly formed entity will be an affiliate of PetroSun Energy Services LLC, a wholly-owned subsidiary of PetroSun Inc (PSUD) and will be based in Houston, Texas. On April 13, 2021 the Company entered into an agreement with Energy Services of Texas, LLC, to acquire a forty percent (40%) equity interest for the payment of 6,000,000 common shares of the Company at \$0.15 per share or \$900,000. The ownership of the Texas LLC will be held in PetroSun Energy Services, LLC.

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

2999 North 44<sup>th</sup> 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:

N/A

## 2) Security Information

Trading symbol:	<u>PSUD</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>716766108</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	500,000,000 as of date: <u>June 30, 2021</u>
Total shares outstanding:	385,381,091 as of date: <u>June 30, 2021</u>
Number of shares in the Public Float <sup>2</sup> :	73,889,436 as of date: <u>June 30, 2021</u>
Total number of shareholders of record:	135 as of date: <u>June 30, 2021</u>

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](mailto:salli.marinov[@]sedonaequity.com)  
Address: 143 W Helena Dr, Phoenix, AZ 85023

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes:  No:

## 3) Issuance History

<sup>2</sup> "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.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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.

### 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:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>Dec 31, 2018</u>									
Common: <u>316,730,750</u>									
Preferred: <u>None</u>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
October 10, 2019	Reissuance	400,000	Common	\$0.00	No	Robert Epstein	TA Error correction	Restricted	Rule 144
October 10, 2019	New issuance	500,000	Common	\$0.20	No	Grant William Evans	Acquisition of Property Lease	Restricted	Rule 144
December 2, 2019	New issuance	1,000,000	Common	\$0-45	No	Grant William Evans	Acquisition of Property Lease	Restricted	Rule 144
January 21, 2020	New issuance	10,000,000	Common	\$0.055	No	MarFam63, LLC <sup>1</sup>	Consulting	Restricted	Rule 144
April 23, 2020	New issuance	3,000,000	Common	\$0.01`	Yes	Beangar, LLP <sup>2</sup>	Cash	Restricted	Rule 144
April 23, 2020	New issuance	900,000	Common	\$0.01	Yes	Pacific Life Policy Assets, LLC <sup>3</sup>	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 Rafel Toledano	Cash	Restricted	Rule 144
April 23, 2020	New issuance	8,125,000	Common	\$0.05	No	Mark David Gulison	Consulting	Restricted	Rule 144
October 5, 2020	New issuance	245,000	Common	\$0.001	Yes	Dana Epstein Collett	TA Error correction	Restricted	Rule 144
January 21, 2021	New issuance	2,000,000	Common	\$0.01	Yes	Beangar, LLC <sup>2</sup>	Cash	Restricted	Rule 144
January 21, 2021	New issuance	250,000	Common	\$0.05	No	R Gerald Baily	Director Fees	Restricted	Rule 144
January 21, 2021	New issuance	2,000,000	Common	\$0.01	No	Backersfield Capital, LLC <sup>3</sup>	Cash	Restricted	Rule 144
January 21, 2021	New issuance	300,000	Common	\$0.05	No	Sephardic Tora & Return Center Inc <sup>3</sup> .	Broker Incentive Fees	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 <sup>2</sup>	Cash	Restricted	Rule 144
February 1, 2021	Cancellation	(12,535,326 )	Common	\$0.001	No	PetroSun Treasury	Returned to Treasury	Restricted	Rule 144
February 9, 2021	New issuance	5,000,000	Common	\$0.05	No	Beangar, LLC <sup>2</sup>	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	Backersfield Capital, LLC <sup>3</sup>	Cash	Restricted	Rule 144
March 2, 2021	New issuance	600,000	Common	\$0.05	No	Star Venture Capital LLC <sup>3</sup>	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	Common	\$0.15	No	Christopher Cothran	Acquisition	Restricted	Rule 144
April 14, 2021	New issuance	3,000,000	Common	\$0.15	No	Paul Cothran	Acquisition	Restricted	Rule 144
April 14, 2021	New issuance	1,000,000	Common	\$0.15	No	Paul Ross Jackson	Acquisition	Restricted	Rule 144
April 14, 2021	New issuance	1,000,000	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 <sup>3</sup> .	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	400000	Common	\$0.01	No	Trust UWO Eugene H Levy	Cash	Restricted	Rule 144

Shares Outstanding on Date of This Report:

Ending	Balance
<u>Ending Balance:</u>	
Date <u>June 30, 2021</u>	Common: <u>385,382,091</u>
	Preferred: <u>None</u>

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 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

## 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.)
August 16, 2019	\$829,933	\$559,418	\$270,515	August 16, 2020	None	Gordon M LeBlanc, Jr <sup>1</sup>	Loan
August 16, 2019	\$92,532	\$63,573	\$28,958	August 16, 2020	None	Gordon M LeBlanc, Jr <sup>1</sup>	Loan
January 9/2020	\$715,475	\$640,000	\$75,475	July 31, 2022	None	Gordon M LeBlanc, Jr <sup>1</sup>	Loan
April 24, 2020	1,100,000	\$1,100,000	Zero	April 24, 2005	Costs of \$120,000 were withheld up-front plus 2,000,000 5 year warrants with an exercise price of \$0.05 and valued at \$74,796 issued to obtain the loan	Beargar, LLC, manager is Gary M Wells	Loan
<u>December 28, 2020</u>	<u>1,033,154</u>	<u>1,000,000</u>	<u>33,154</u>	<u>February 28, 2021</u>	<u>Note shall accrue interest at the rate of 10% per annum beginning at maturity and is</u>	Beargar, LLC, manager is Gary M	Loan



					<u>unconditionally guaranteed by AEP and secured by fifty percent (50%) of any new equity or proceeds from lease sales to Maker.</u>	Wells	
<u>May 26, 2021</u>	<u>2,600,000</u>	<u>2,600,000</u>	<u>Zero</u>	<u>Nov 26, 2021</u>	<u>Note shall accrue interest at the rate of 10% per annum beginning at maturity and is unconditionally guaranteed by AEP and secured by fifty percent (50%) of any new equity or proceeds from lease sales to Maker. Note also carries a royalty of \$2.00 per Mcf of all helium carried by tube trailers.</u>	Gary M Wells Trust	Loan

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

1. Company CEO

#### 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)<sup>4</sup>:

Name: Don D Meyers  
Title: Accountant  
Relationship to Issuer: Contract Accountant

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

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

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

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. Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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")

The Company is engaged in the business of oil, natural gas, helium and lithium exploration, production, processing and distribution. As of the date of this report, the Company has acquired oil and gas operating leases on approximately 218,066.58 acres in the Holbrook Basin of Arizona and 41,365.49 acres within specific targeted areas of McKinley, San Juan, Socorro and Valencia counties in New Mexico. The Company has included the Holbrook Basin property in a Joint Operating Agreement with Arizona Energy Partners, LLC (AEP) who has raised \$1,500,000 to implement exploration and development of the leases. The Company continues to seek opportunities to expand its interest in oil and gas properties, exploration and production tools and technologies and has accordingly organized or acquired interest in thirteen affiliates and subsidiaries.

### Navajo County, Arizona

On August 16, 2016, the Company (Lessee) executed a six (6) year lease agreement dated October 27, 2015 covering approximately 186,473 acres in Navajo County, Arizona with NZ Legacy LLC (Lessor). The lease was executed with a payment in the amount of \$559,418 made on behalf of the Company by Gordon M. LeBlanc, Jr. President and CEO. The Lease provided for other valuable consideration in the form of production royalties. The Company will receive an eighty-seven and one half percent (87.5%) net revenue interest for all hydrocarbons including oil, helium, natural gas, distillate and condensate with all extraction and production costs being borne by the Company. The Lessor will receive a royalty of twelve and one half percent (12.5%) of all production at the well free of cost and payable in kind or by the purchase of the lessor's share by the lessee at the going market price. The lease will continue after its primary six (6) year term on lands included in a Production Unit upon which is located a producing well or upon which the lessee is actively engaged in a continuous drilling program. The lessee is responsible to provide all appropriate insurance coverage required by law and good management practices. On May 6, 2020 the leases were extended three years.

### Coconino County, Arizona

On August 16, 2016, the Company (Lessee) executed a six (6) year lease agreement dated October 27, 2015 covering approximately 21,191.13 acres in Coconino County, Arizona with NZ Legacy LLC (Lessor). The lease was executed with a payment in the amount of \$63,574 made on behalf of the Company by Gordon M. LeBlanc, Jr. President and CEO. The Lease provided for other valuable consideration in the form of production royalties. The Company will receive an eighty-seven and one half percent (87.5%) net revenue interest for all hydrocarbons including oil, helium, natural gas, distillate and condensate with all extraction and production costs being borne by the Company. The Lessor will receive a royalty of twelve and one half percent (12.5%) of all production at the well free of cost and payable in kind or by the purchase of the lessor's share by the lessee at the going market price. The lease will continue after its primary six (6) year term on lands included in a Production Unit upon which is located a producing well or upon which the lessee is actively engaged in a continuous drilling program. The lessee is also responsible to provide all appropriate Insurance coverage required by law and good management practices. On May 6, 2020 the leases were extended three years.

### Apache County, Arizona

On June 9, 2016, the Company acquired 4,859.84 acres of Arizona State Land Department leases from John Somers for \$55,509.18 with a net revenue interest of eighty-two and one half percent (82.5%). On October 19, 2016, the Company acquired a farm-out of 4,261.47 acres of Arizona State Land Department leases from United Helium, Inc. with a net revenue interest of eighty (80%) percent. On November 22, 2016 the Company's subsidiary Arizona Energy Partners, LLC acquired 1,281.64 privately owned acres from HNZ Holding, LLC for \$6,408.20 with a net revenue interest of eighty (80%) percent.

### McKinley, San Juan, Socorro and Valencia Counties, New Mexico

On March 8, 2018 the Company acquired 41,365.49 acres of Oil, Gas and Helium rights within specific targeted areas of New Mexico for \$124,096. The leases provide for a six-year prepaid term with a net revenue interest of 87.5%. Current plans are to drill an initial test well during the fourth quarter of 2018.

### Golden Eagle Gas Field in Grand County, Utah

On April 19, 2018 the Company entered into a 90-day Exclusivity Agreement to conduct due diligence investigations on a highly prospective oil and gas project, located in Grand County, Utah. The Agreement includes the option to farm in to the project at the conclusion of due diligence. If the option is exercised, PetroSun will be the Operator and acquire a 70% Net Revenue interest in the project after relevant government and third-party royalties. On June 15, 2018 the Company issued 10,000,000 of its common shares to acquire \$130,000 cash bonds held by the State of Utah or the BLM on the Golden Eagle Gas Field.

#### Sun MicroMobility, LLC

On May 12, 2020, the Company organized Sun MicroMobility, LLC (Sun) as a Delaware limited liability company. The Company is the single member holding one hundred percent (100%) membership interest. Sun was organized to manufacture and distribute a solar and pedal powered hybrid vehicle. Sun purchase the assets of Organic Transit out of bankruptcy including all rights and title to patents for the ELF solar and pedal powered vehicle and is currently operating as the dba Organic Transit. The Company has established a manufacturing and parts distribution facility for the ELF in Winston-Salem, North Carolina. The facility will support requirements for spare parts for bike technicians to support the current 850 owners of the ELF light vehicle. Manufacturing of new vehicles has begun at the same facility and is ramping up in support the current back-order demand of over 100 ELF vehicles.

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

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 as Exhibit 1.

#### Arizona Energy Partners, LLC

A Joint Operating Agreement (JOA) was executed on September 20, 2016, resulting from letters of agreement between various parties leading to the JOA. Within the JOA Arizona Energy Partners, LLC (AEP) is named as the project operator with the responsibility to explore, develop and operate certain oil and gas leases held in the Holbrook Basin of Arizona. AEP holds Oil, Gas and Helium leases in Apache, Navajo and Coconino counties of Arizona containing 218,066.58 acres.

Arizona Energy Partners, LLC was organized in the state of Arizona on December 23, 2015 with the Company as the managing member and holding seventy-two and one-half percent (72.5%) of the LLC. The Company's interest in AEP has been consolidated within these statements. During 2019 the Company's interest in AEP has been increased to eighty percent (80%).

With funding provided thru sale of two unencumbered twelve percent (12%) interests in the project leasehold for a total of \$3,000,000, AEP was able to drill two test wells know as AEP 16-1 and 17-1 both in the Concho Dome of the Holbrook Basin. The wells were evaluated and found to have helium concentrations of up to 9.3%.

During the fourth (4th) quarter of 2016 AEP began testing several upper zones for helium concentrations in the 17-1 well including the flow testing required by MHA. Completion of the evaluation of the helium resources took place during the first quarter of 2017.

MHA Petroleum Consultants of Denver, Colorado performed a resource evaluation on AEP's first test well 16-1 and on March 3, 2017 reported the estimated contingent helium resources on 4,000 acres of AEP's leases on the Concho Dome in the Holbrook Basin of Arizona to be 2.29 billion cubic feet. AEP has identified six additional sites on which it intends to drill in an effort to mature the contingent helium resources into reserves by the demonstration of commerciality.

The 16-1 and 17-1 wells are now shut-in helium wells waiting on a processing plant to commence production. The helium is contained in multiple zones located below 800 feet of salt that provides a seal and prevents the helium from escaping to the surface. AEP will process the helium concentration in its helium processing plant to be commissioned during 2021.

AEP expects to commence drilling operations on the Manuel Seep structure 15 miles to the East of the Concho Dome with the MS 2-1 well to begin in the second quarter of 2021.

AEP has executed a lease agreement for a commercial building on 2.89 acres in Farmington, New Mexico and will be the field headquarters for the Four Corners operations for AEP and PetroSun operations. The Farmington yard will be the base of the newly acquired Crown Duke CE750 drilling rig rated to 10,000 feet. The Spencer Harris 3500 drilling rig and 25,000 feet of casing and tubing will be moved from the Snowflake, Arizona yard to Farmington.

On December 28, 2018, the Company through its subsidiary AEP executed a Liquid Helium Supply Agreement with Uniper Global Commodities North America LLC to acquire helium molecules produced and processed by AEP from its gas field operations in the Paradox Basin, Grand County, Utah. AEP will process the helium concentration in its helium processing plant to be commissioned on or before April 30, 2021.

#### United Gas of North America, LLC

On May 11, 2017, the Company acquired fifty percent (50%) of Noble Gas Partners, LLC a Delaware limited liability Company for a stated value of \$2,700,000 with the issue of 18,000,000 common shares. On the date of acquisition the Company's

shares traded at \$0.04 per share so the Company recorded the acquisition at \$720,000, the market value of the stock. On the date of acquisition the two companies organized United Gas of North America, LLC an Arizona limited liability Company with both companies as equal members. United Gas of North America, LLC will engage in the transportation and distribution of helium.

#### PetroSun Energy Services, LLC

On July 11, 2017, the Company acquired the remaining fifty percent (50%) interest in Crosskeys Equipment, LLC an Arizona limited liability Company from Crosskeys Energy Services, LLC a Delaware limited liability Company with the issue of warrants that can be exercised within two years to purchase 5,000,000 of the Company's common shares at \$0.15 per share. Using the Black-Sholes valuation method the 5,000,000 warrants were valued at \$115,293 the amount used by the Company to record the purchase.

The Company already owned fifty percent (50%) of Crosskeys Equipment, LLC which was organized in the State of Arizona on August 17, 2015. On the date of acquisition Crosskeys Equipment, LLC was renamed PetroSun Energy Services, LLC and will engage in the energy equipment and services industry as a wholly owned subsidiary of the Company.

On April 13, 2021 the Company entered into an agreement with Energy Services of Texas LLC, a Texas limited liability company, to acquire a forty percent (40%) equity interest for the payment of 6,000,000 common shares of the Company at \$0.15 per share or \$900,000. The ownership of the Texas LLC will be held in PetroSun Energy Services, LLC a wholly-owned subsidiary of PetroSun.

#### Torus TechWorks, LLC

On July 12, 2017, the Company acquired Torus TechWorks, LLC (Torus) a Delaware limited liability Company with the issue of 10,000,000 common shares of stock at the market price of \$0.026 per share or \$260,000 and 10,000,000 warrants that can be exercised within eighteen (18) months to purchase one share of the Company's common stock at a price of \$0.20 per share. Using the Black-Sholes valuation method the warrants were valued at \$202,311 for a total amount of \$462,311 used by the Company to record the purchase.

On September 25, 2018, the Company approved the spin-off of its wholly-owned subsidiary Torus TechWorks, Inc. and distribution of outstanding shares to the Company's shareholders of record as of October 25, 2018 on a 5-to-1 ratio. The spinoff has not yet been completed.

#### TorusMed, Inc.

On May 16, 2018 the Company organized TorusMed, Inc. and its subsidiary TorusAg, Inc. both Delaware Corporations. Upon incorporation TorusMed, Inc issued 58,297,150 common shares of its stock with a par value of \$58,297 to the Company to obtain intangible assets in the form of licenses and agreements generic to its business held by the Company. On June 11, 2018 the Company announced its intent to spin-off Torus Med, Inc. and distribute those shares to the Company's shareholders of record as of June 15, 2018 on a 5-to-1 ratio. For every five shares of PetroSun stock owned by our shareholders they will receive one share of the TorusMed stock currently owned by the Company. PetroSun is in the energy sector and has no on-going synergies with the business of TorusMed. The spin-off has not yet been completed. Accordingly, TorusMed's activity has been consolidated with the Company.

#### PetroSun Lithium, LLC

On August 10, 2017 the Company organized PetroSun Lithium, LLC as a wholly-owned subsidiary to exploit affiliate held technology for the recovery of lithium resources within the United States. Sonoran Dish Energy, LLC and Sonoran CryoDesal, LLC will team with PetroSun Lithium, LLC to set up a plant for the recovery of lithium carbonate from brine water sourced from oil and gas production. A process demonstration plant is expected to be completed during the third quarter of 2018 at the Sonoran Dish Energy/Sonoran CryoDesal research facility in Phoenix, Arizona. On January 4, 2017, the Company executed an exclusive license agreement with Sonoran Dish Energy, LLC and Sonoran CryoDesal, LLC for proprietary technology developed for use in the oil and gas industry. On April 4, 2017 the Company has approved plans for the development of a cryogenic helium processing plant employing technology from Sonoran Dish Energy, LLC and Sonoran CryoDesal in the Holbrook Basin which will be operated by AEP.

#### Eau Resources, LLC

On March 19, 2018, PetroSun Energy Services, LLC formed a limited joint venture with ELD Resources, LLC (ELD) of Livonia, New York. The Joint venture formed Eau Resources, LLC (Eau) in which PetroSun Energy Services, LLC holds a fifty percent (50%) equity position. Eau Resources, LLC is licensed by ELD to use its patented and patent pending technologies focused on the treatment of industrial waste streams. Eau will exploit treatment of frac water and other waste streams generated by the oil and gas and other industries. During the period ended March 31, 2019, EAU Resources, LLC a PetroSun subsidiary began operations and has produced \$171,561 in revenue during its first quarter of operation.

#### M&M Production & Operation Inc and Independent Pipeline Corporation

On November 5, 2020, the Company entered into a Mutual Release and Settlement Agreement that cancelled the Asset Purchase Agreement, dated June 1, 2018 and its subsequent amendments, by and between the Company and the owners of M&M Production & Operation, Inc and Independent Pipeline Corporation both New Mexico corporations, due to multiple undisclosed financial and legal matters that prevented the closing of the purchase by the Company.

The Mutual Release and Settlement Agreement discharge both parties of any and all obligations and claims between each other at the fulfillment of the exchange of consideration. PetroSun is to receive the return of 16,285,326 shares of previously issued common stock and title to a backhoe currently in use. McCown received \$30,000 cash, release of all entitlement to claims on any assets originally agreed to be transferred in the original purchase and full release of any claim to funds advanced by PetroSun.

Accordingly, the Company has recorded the dissolution of its interest in and liabilities sustained from the original purchase agreement and resultant transactions.

#### AgWater Solutions, LLC

On November 4, 2019, the Company announced that it has formed AgWater Solutions, LLC as an affiliate. AgWater Solutions, LLC will implement Sonoran's Solar Thermal Desalination technology as an integral part of the agricultural wastewater process system. The Company has an eighty percent (80%) membership interest

#### Teche Mining, LLC

On November 8, 2019, the Company organized Teche Mining, LLC as a Delaware limited liability company. The Company owns 100% of membership interest. Teche Mining, LLC will be responsible for the acquisition and administration of mining technology.

On May 7, 2020, the Teche Mining, LLC entered into a Letter of Understanding regarding Gravimetric Separator System technology with two patents pending which addresses the soil clean-up industry. The letter is expected to be the basis of an operating agreement with the technology ownership parties.

#### Sun MicroMobility, LLC

On May 12, 2020, the Company organized Sun MicroMobility, LLC (Sun) as a Delaware limited liability company. The Company is the single member holding one hundred percent (100%) membership interest. Sun was organized to manufacture and distribute a solar and pedal powered hybrid vehicle.

On September 11, 2020 the Company purchased from James B. Angell, Chapter 7 Trustee for Organic Transit, Inc all rights, title and interest in all of the assets in the bankruptcy estate of Organic Transit, Inc. the manufacture of the ELF, a solar and pedal hybrid vehicle, for \$2,000,000 cash. The purchase includes hard assets such as ELF demo inventory, office furniture and fixtures, manufacturing tools, parts inventory and manufacturing jigs, etc. Intangible and Intellectual assets include things like trade secrets, Patents, Trademarks, Copyrights, CAD drawings, 3D modeling, Manufacture and tooling processes and technology, Goodwill, proprietary software, internet domain names and websites, branding, and marketing materials etc.

The Company's subsidiary Sun MicroMobility, LLC relocated its parts and manufacturing facility to Winston-Salem, North Carolina and set up operations dba Organic Transit. The facility will support requirements for spare parts for bike technicians to support the current 850 owners of the ELF light vehicle. Manufacturing of new vehicles has begun at the same facility and is ramping up in support the current back-order demand of over 100 ELF vehicles.

#### Infinite Tao, LLC

As of March 31, 2021 the Company purchased a four percent (4%) interest with the possibility of obtaining up to ten percent (10%) in Infinite Tao, LLC an Arizona Limited Liability Company, holding and developing certain gravimetric separation system patents for the oil and gas industry.

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

Issuer is presently in the research and development stage regarding products and services and their respective markets for period ending June 30, 2021 as described above.

On September 11, 2020, the Company through its subsidiary Sun MicroMobility, LLC purchased all rights, title and interest in the bankruptcy estate of Organic Transit, Inc. the manufacture of the ELF, a solar and pedal hybrid vehicle, for \$2,000,000 cash. The purchase includes hard assets such as ELF demo inventory, office furniture and fixtures, manufacturing tools, parts inventory and manufacturing jigs, etc. Intangible and Intellectual assets include things like trade secrets, Patents, Trademarks, Copyrights, CAD drawings, 3D modeling, Manufacture and tooling processes and technology, Goodwill, proprietary software, internet domain names and websites, branding, and marketing materials etc.

Sun MicroMobility, LLC will do business as Organic Transit. Over 850 vehicles and been manufactured and sold and the Company's subsidiary has again begun manufacturing the ELF in March 2021 to provide vehicles to fill in excess of 100 backorders .

## 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.

In addition to properties described in Item 5 above, the Company currently leases two properties. It leases 1,781 square feet of office space at 2999 North 44th Street, Suite 620, Phoenix, AZ. at \$3,858.83 per month. The current lease is through August 31, 2018, and has been renewed. Additionally, it leases 5,920 square feet of office and warehouse space at 4000 Monroe Road, Farmington, NM as a field office at a rate of \$2,750 per month. The current lease term is from June 1, 2018 through May 31, 2022.

The Company's subsidiary Sun MicroMobility LLC is doing business as (dba) Organic Transit and has a manufacturing and parts facility in Winston-Salem, North Carolina. The lease is on a month-to-month basis with a six months minimum for approximately 5,500 square feet at \$1,600 per month.

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

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

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer 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.	CEO, President, Director	Scottsdale, AZ	143,690,314	Common	37.3%	

Raymond G Bailey	Director	Phoenix, AZ	500,000	Common	.1%	
Noble Gas Partners	More than 5%	Phoenix, AZ	18,000,000	Common	4.67%	Wholly-owned subsidiary of the Company
Torus Tech Works, LLC	More than 5%	Phoenix, AZ	27,350,000	Common	7.1%	Beneficially owned by JBHJ, LLC (Katie Tinnermon) Manager
Beangar, LLC	More than 5%	Milford, IA	41,333,334	Common	11%	Beneficially owned by Gary Wells

## 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:

### Securities Counsel

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@mcgearylawnfirm.com](mailto:aaron@mcgearylawnfirm.com)

### Accountant or Auditor

Name: Don D. Meyers  
Firm: Don Meyers and Assoc  
Address 1: 540 N 970 E  
Address 2: Springville, UT 84663  
Phone: 801-602-8925  
Email: [larenadon@gmail.com](mailto:larenadon@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., CEO 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.

August 12, 2021

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

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



**PetroSun, Inc.**

Consolidated Balance Sheets

(Unaudited)

	<u>June 30,</u> <u>2021</u>	<u>December 31,</u> <u>2020</u>
<b><u>ASSETS</u></b>		
Current Assets		
Cash	\$ 1,088,254	\$ 366,302
Inventory	117,737	115,346
Other Current Assets	30,410	30,460
Work in Progress	2,377,638	1,839,289
Bonds held on proven projects	130,000	130,000
Loans to Affiliates	-	-
Prepaid Expenses	2,200	2,200
Total Current Assets	3,746,239	2,483,597
Long-Term Assets		
Investment in Affiliates	5,149,500	4,209,500
Equipment (net)	890,321	956,011
Intangible assets	2,017,976	2,012,488
Intangible Drilling Costs	103,017	103,017
Unproven Gas and Oil Leases	5,054,152	3,404,386
Unproven Non-working interests	640,000	640,000
Total Fixed Assets	13,854,966	11,325,402
Total Assets	\$ 17,601,205	\$ 13,808,999
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
Liabilities		
Accounts Payable	\$ 29,030	\$ 31,730
Accrued Expenses	873,020	717,178
Operational Loans	3,066,847	4,227,727
Related Party Note	6,018,500	3,418,500
Total Liabilities	9,987,397	8,395,135
Stockholders' Equity		
Common Stock, authorized 500,000,000 shares, par value \$0.001, issued and outstanding on June 30, 2021 and December 31, 2020 is 383,298,757 and 329,015,424 respectively	383,297	329,015
Paid in Capital	27,613,335	24,104,836
Sold Working Interests	3,600,000	3,600,000
Accumulated Deficit	(23,982,824)	(22,619,987)
Total Stockholders' Equity	7,613,808	5,413,864
Total Liabilities and Stockholders' Equity	\$ 17,601,205	\$ 13,808,999

*The accompanying notes are an integral part of these statements*

**PetroSun, Inc.**

Consolidated Statements of Operations

(Unaudited)

	Six Months Ended		Three Months Ended	
	June 30,		June 30,	
	2021	2020	2021	2020
Revenue				
Revenue	\$ 406	\$ 3,465	\$ 110	\$ 2,175
Cost of Sales	104	586	62	274
Gross Income/(Loss)	<u>302</u>	<u>2,879</u>	<u>48</u>	<u>1,901</u>
Operating Expenses				
General and Administrative	301,053	139,661	91,185	49,746
Depreciation and depletion	85,590	39,486	67,224	20,171
Accrued Expenses	30,000	33,000	15,000	15,000
Lease Operating Expense	349,021	354,457	8,126	346,131
Research and Development	84,640	-	84,640	-
Professional Fees	234,168	1,304,889	132,363	629,706
Total Expenses	<u>1,084,472</u>	<u>1,871,493</u>	<u>398,538</u>	<u>1,060,754</u>
Net Loss from Operations	<u>(1,084,170)</u>	<u>(1,868,614)</u>	<u>(398,490)</u>	<u>(1,058,853)</u>
Other Income/(Expense)				
Interest Income	-	-	-	-
Interest Expense	<u>(313,843)</u>	<u>(184,928)</u>	<u>(37,385)</u>	<u>(134,381)</u>
Net Loss before Income Tax	<u>(1,398,013)</u>	<u>(2,053,542)</u>	<u>(435,875)</u>	<u>(1,193,234)</u>
Income Tax	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net Income/(Loss)	<u><u>\$ (1,398,013)</u></u>	<u><u>\$ (2,053,542)</u></u>	<u><u>\$ (435,875)</u></u>	<u><u>\$ (1,193,234)</u></u>
Basic and Diluted (Loss) per Share	<u>\$ -</u>	<u>\$ (0.01)</u>	<u>\$ -</u>	<u>\$ -</u>
Weighted Average Number of Shares	<u>367,536,971</u>	<u>332,754,376</u>	<u>367,536,971</u>	<u>332,754,376</u>

*The accompanying notes are an integral part of these notes*

**PetroSun, Inc.**

Consolidated Statement of Stockholders' Equity

(Unaudited)

Inception June 20, 2001 to June 30, 2021

	Common Stock		Paid in Capital	Working Interests	Accumulated Deficit	Total Equity
	Shares	Amount				
<b>Balance, December 31, 2018</b>	316,730,750	\$ 316,731	\$ 24,519,033	\$ -	\$ (16,341,633)	\$ 8,494,131
Options issued for loan incentive	-	-	1,464,254	-	-	1,464,254
Stock issued for TA Adjustment	400,000	400	(400)	-	-	-
Stock issued for acquisitions	1,500,000	1,500	490,202	-	-	491,702
Change of ownership interest adjustment	-	-	479,719	-	176,423	656,142
Donated capital	-	-	2,356	-	-	2,356
Net Income/(Loss)					(3,373,099)	(3,373,099)
<b>Balance, December 31, 2019</b>	318,630,750	318,631	26,955,164	-	(19,538,309)	7,735,486
Stock issued for services	18,125,000	18,125	938,126	-	-	956,251
Stock issued for cash	8,300,000	8,300	224,200	-	-	232,500
Stock issued for TA Adjustment	245,000	245	(245)	-	-	-
Paid in capital for warrants issued	-	-	74,796	-	-	74,796
Working interest issued for cash	-	-	-	3,600,000	-	3,600,000
Reversal of asset purchase	(16,285,326)	(16,286)	(4,141,924)	-	-	(4,158,210)
Net Income/(Loss)					(3,046,502)	(3,046,502)
<b>Balance, December 31, 2020</b>	329,015,424	329,015	24,050,117	3,600,000	(22,584,811)	5,394,321
Stock issued for services	2,950,000	2,950	144,550	-	-	147,500
Stock issued for cash	45,333,333	45,332	2,524,668	-	-	2,570,000
Stock issued for acquisition	6,000,000	6,000	894,000	-	-	900,000
Net Income/(Loss)					(1,398,013)	(1,398,013)
<b>Balance, June 30, 2021</b>	<u>383,298,757</u>	<u>\$ 383,297</u>	<u>\$ 27,613,335</u>	<u>\$ 3,600,000</u>	<u>\$ (23,982,824)</u>	<u>\$ 7,613,808</u>

*The accompanying notes are an integral part of these statements*

**PetroSun, Inc.**

Consolidated Statements of Cash Flows

(Unaudited)

	Six Months Ended		Three Months Ended	
	June 30,		June 30,	
	2021	2020	2021	2020
<b>Operating Activities</b>				
Net income/(loss)	\$ (1,398,013)	\$ (2,053,542)	\$ (435,875)	\$ (1,193,234)
Adjustments to reconcile net (loss) to cash:				
Intangible assets	(3,216)	-	(387)	-
Accrued expense	155,842	140,776	49,684	74,586
Depreciation	65,390	40,343	23,536	20,172
Common stock issued for services	147,500	-	-	-
Common stock issued for acquisition			900,000	
Changes in operating assets and liabilities				
Inventory	(2,391)	-	-	-
Work-In progress	(538,350)	(304,930)	(506,316)	(38,610)
Other current assets	(21,376)	(12,797)	(26,519)	(1,973)
Accounts payable	(2,700)	(1,450)	-	-
<b>Net Cash (Used) by Operating Activities</b>	<u>(1,597,314)</u>	<u>(2,191,600)</u>	<u>4,123</u>	<u>(1,139,059)</u>
<b>Investment Activities</b>				
Unproven oil and gas leases	(1,660,126)	(44,542)	(18,727)	(35,572)
Investment in affiliates	(40,000)	(59,556)	(900,000)	(25,000)
Purchase of equipment	-	-	-	-
<b>Net Cash (Used) by Investment Activities</b>	<u>(1,700,126)</u>	<u>(104,098)</u>	<u>(918,727)</u>	<u>(60,572)</u>
<b>Financing Activities</b>				
Notes payable-related party	2,600,000	1,740,000	2,600,000	1,121,369
Stock issued for cash	2,570,000	1,091,046	220,000	541,046
Operational loans	(1,166,442)	(523,414)	(1,139,461)	(479,886)
<b>Cash Provided by Financing Activities</b>	<u>4,003,558</u>	<u>2,307,632</u>	<u>1,680,539</u>	<u>1,182,529</u>
<b>Net Increase in Cash</b>	706,118	11,934	765,935	(17,102)
Cash, Beginning of Period	382,137	31,824	177,099	58,244
Cash, End of Period	<u>\$ 1,088,255</u>	<u>\$ 43,758</u>	<u>\$ 943,034</u>	<u>\$ 41,142</u>
<b>Supplemental Information:</b>				
Interest Paid	\$ -	\$ -	\$ -	\$ -
Income Taxes Paid	\$ -	\$ -	\$ -	\$ -
<b>Non-Cash Activities:</b>				
Depreciation	\$ 65,390	\$ 40,343	\$ 23,536	\$ 20,172
Stock issued for services/acquisition	\$ 147,500	\$ 550,000	\$ -	\$ 550,000

*The accompanying notes are an integral part of these statements*

**PetroSun, Inc.**  
**NOTES TO CONSOLIDATED RESTATED AND UNAUDITED FINANCIAL**  
**STATEMENTS**  
**(June 30, 2021 and December 31, 2020)**

**NOTE 1. GENERAL 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, Incorporated, a private Arizona corporation and changed its name to LeBlanc Petroleum, Incorporated and then on August 31, 2005 changed its name to PetroSun Drilling, Inc and finally on August 8, 2006 changed its name to PetroSun, Inc.. The merger was a recapitalization and accounted for as a stock exchange reverse acquisition. PetroSun, Inc. is the surviving legal entity with LeBlanc Petroleum Incorporated, the Arizona corporation, the historical accounting company.

On December 23, 2015 the Company participated in the organization of a subsidiary Arizona Energy Partners, LLC (AEP) in the state of Arizona with the Company as the managing member and holding seventy-two and one-half percent (72.5%) of the LLC. On January 1, 2019 AEP went through a restructure resulting in The Company's interest in AEP being increased to eighty percent (80%) and has accordingly been consolidated in these statements.

The company has acquired interests in and organized a number of subsidiaries and affiliate Companies to enhance its activity in the petroleum product and other industries as described in detail in Footnote 10.

**NOTE 2. - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Financial Statement Presentation

The balance sheet presentation herein includes all assets and liabilities at historical cost. The Company has issued stock for the acquisition of rights related to proven and unproven properties and has capitalized those costs at the fair market value of the stock issued at the date of acquisition. Costs of exploration are expensed when incurred. The Company has on occasion issued shares of its common stock in exchange for certain services from the Company's Officers and Directors, business consultants and vendors. The stock has been issued at the fair-valued-based method. The cost of these services has been expensed in the period when the services were performed. No costs of services that were paid with stock have been capitalized.

### Accounting Basis

These financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

### Fiscal Year

The Company operates on a December 31 fiscal year end.

### Cash and Cash Equivalents

For the purpose of the statement of cash flows, cash equivalents include all highly liquid investments with maturity of three months or less.

### Revenue Recognition

Revenues from services are recognized when there is persuasive evidence of an arrangement, the fee is fixed or determinable, services have been rendered, payment has been contractually earned and it is reasonably assured that the related receivable or unbilled revenue is collectable.

### Advertising

Advertising and marketing costs are expensed as incurred. Marketing expense total zero for the period ended June 30, 2021 and the year ended December 31, 2020

### Use of Estimates

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

### Fair Value of Financial Instruments

Accounting Standards Codification (“ASC”) 820, Fair Value Measurements and Disclosures, requires disclosing fair value to the extent practicable for financial instruments that are recognized or unrecognized in the balance sheet. Fair value of financial instruments is the amount at which the instruments could be exchanged in a current transaction between willing parties. The Company considers the carrying amounts of cash, certificates of deposit, accounts receivable, accounts payable, notes payable, related party and other payables, customer deposits, and short term loans approximate their fair values because of the short period of time between the origination of such instruments and their expected realization. The Company considers the carrying amount of notes payable to approximate their fair values based on the interest rates of the instruments and the current market rate of interest.

### Dividends

The Company has not yet adopted any policy regarding payment of dividends. No dividends have been paid during the periods reported.

### Equipment

Drilling Equipment is depreciated using the straight-line method over its estimated useful lives of 7 years according to industry standards applicable in the oil and gas industry, other equipment is depreciated on a straight-line method over 3 years.

### Earnings (Loss) per Share

The basic earnings (loss) per share is calculated by dividing the Company's net income available to common shareholders by the weighted average number of common shares during the year. The diluted earnings (loss) per share is calculated by dividing the Company's net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted as of the first of the year for any potentially dilutive debt or equity.

Potentially dilutive securities have been excluded from the net loss per common share calculation as the effects would be anti-dilutive. Common stock equivalents as of June 30, 2021 that were excluded from the diluted earnings per share calculation consisted of 32,000,000 warrants to purchase shares of the Company's stock. Therefore, the basic and diluted earnings (loss) per share are presented on the face of the statement of operations as the same number.

### Stock Based Compensation

The Company has on occasion issued equity and equity linked instruments to non-employees in lieu of cash to various vendors for the receipt of goods and services and, in certain circumstances the settlement of short-term loan arrangements. The applicable GAAP establishes that share-based payment transactions with nonemployees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable.

### Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

## Risk

The Company is subject to several categories of risk associated with its activities. Mineral exploration and production is a speculative business, and involves 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, 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 price of the underlying commodity; availability and cost of services and equipment; and the presence of competitors with greater financial resources and capacity.

## Oil Property Costs

Oil property exploration costs are expensed as incurred. Oil property acquisition costs are initially capitalized when incurred. The Company assesses the carrying costs for impairment at each fiscal quarter end. When it has been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, the costs then incurred to develop such property, are capitalized. Such costs will be amortized using the units-of-production method over the estimated life of the probable reserve. If mineral properties are subsequently abandoned or impaired, any capitalized costs will be charged to operations.

## Environmental Costs

Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations, and which do not contribute to current or future revenue generation, are expensed. Liabilities are recorded when environmental assessments and/or remedial efforts are probable, and the cost can be reasonably estimated. Generally, the timing of these accruals coincides with the earlier of completion of a feasibility study or the Company's commitments to plan of action based on the then known facts.

## Asset Retirement Obligation

The Company records asset retirement obligations as a liability in the period in which a legal obligation associated with the retirement of tangible long-lived assets result from the acquisition, construction, development and/or normal use of the assets. The Company has undertaken drilling activity on its properties through its subsidiary AEP however, at this time has not incurred significant reclamation obligations. Consequently no asset retirement obligation was accrued in the June 30, 2021 and December 31, 2020 financial statements.

## Recent Accounting Guidance

The Company has evaluated the recent accounting pronouncements through ASU 2021-05 and believes that none of the pronouncements will have a material effect on the company's financial statements.



### Impairment of Long-Lived Assets

The Company reviews the recoverability of its long-lived assets whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The estimated future cash flows are based upon, among other things, assumptions about future operating performance, and may differ from actual cash flows. Long-lived assets evaluated for impairment are grouped with other assets to the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. If the sum of the projected undiscounted cash flows (excluding interest) is less than the carrying value of the assets, the assets will be written down to the estimated fair value in the period in which the determination is made. During the period ended June 30, 2021 and the year ended December 31, 2020 impairment was zero and zero respectively.

### **NOTE 3. GOING CONCERN**

The accompanying financial statements have been prepared assuming that the company will continue as a going concern. PetroSun is just beginning the establishment of its sources of revenue. Since its reestablishment the Company has produced limited. This raises substantial doubt about the Company's ability to continue as a going concern. Without realization of additional capital, it would be unlikely for the Company to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty.

Management plans to continue to seek funding from its shareholders and other qualified investors to pursue its business plan. As of the date of these statements the Company has acquired an interest in and organized several related subsidiaries with assets in several locations.

As of the date of these statements the Company has acquired oil and gas operating leases on approximately 218,066.58 acres in the Holbrook Basin of Arizona and 41,365.49 acres within specific targeted areas of McKinley, San Juan, Socorro and Valencia counties in New Mexico. The Company has included the Holbrook Basin property in a Joint Operating Agreement with Arizona Energy Partners, LLC (AEP) and has implemented exploration and development of the leases.

AEP has completed the drilling of two test wells know as AEP 16-1 and 17-1 both in the Concho Dome of the Holbrook Basin. The wells were evaluated and found to have helium concentrations of up to 9.3%. The 16-1 and 17-1 wells have been shut-in waiting on a processing plant to commence production. AEP will process the helium concentration in its own helium processing plant to be commissioned during 2021.

MHA Petroleum Consultants of Denver, Colorado preformed a resource evaluation on Arizona Energy Partners, LLC first test well and on March 3, 2017 reported the estimated contingent helium resources on 4,000 acres of AEP's interests on the Concho Dome in the Holbrook Basin of Arizona to be 2.29 billion cubic feet. AEP has identified six additional sites on which it intends to drill in an effort to mature the contingent helium resources into reserves by demonstration of commerciality.

The Company has also acquired a seventy percent (70%) net revenue interest in the Golden Eagle Gas Field in the Paradox Basin of Grand County, Utah. The Golden Eagle Gas Field currently has three shut-in natural gas wells known as PB1, PB2 and PB3 that have tested up to 2.5% helium concentrations. The Company plans to test a prospective helium bearing zone directly below 2,000 feet of salt in the PB3 well during the second quarter of 2021. During the third quarter of 2021, the Company also expects to commence drilling of a 7,500 foot lateral line from PB1 through highly fractured section above the Leadville formation. This program is designed to increase the total gas flow rate with the concentration of helium molecules exceeding seven percent (7%).

On May 12, 2020, the Company organized Sun MicroMobility, LLC (Sun) as a Delaware limited liability company. The Company is the single member holding one hundred percent (100%) membership interest. Sun was organized to manufacture and distribute a solar and pedal powered hybrid vehicle. On September 11, 2020 Sun completed the purchase of all assets of Organic Transit out of Bankruptcy for \$2,000,000. Operations were relocated and production and sales of its ELF solar and pedal powered vehicle will begin in the second Quarter of 2021 with back orders of over 100 vehicles.

The Company continues to seek opportunities to expand its interest in oil and gas properties, exploration and production tools and technologies and has accordingly organized or acquired interest in fourteen affiliates and subsidiaries as described in Footnotes 7 and 9.

#### **NOTE 4. RELATED PARTY TRANSACTIONS**

The directors and officers of the Company have other interests in the oil and gas business, which may present conflicts of interest with respect to the activities of the Company. The Chairman/CEO of the Company is involved on a part time basis for his own account as an independent oil and gas producer.

The Company leases office space from Concord Place located at 2999 North 44<sup>th</sup> Street, Suite 620, Phoenix, AZ 85018.

The company has short term, zero interest demand notes payable with a related party who is the CEO of the Company. These borrowings have been principally used to finance the operations of the company. The outstanding balance at June 30, 2021 of related party operational borrowings is \$3,066,847.

The Company's CEO agreed to forgive accrued salary and to forgo his salary during 2015 and 2016 and negotiated a new employment contract effective July 1, 2017. The Company has accrued \$60,000 for year thereafter.

PetroSun, Inc.  
Notes to Consolidated Financial Statements Continued

On August 16, 2016, the Company executed two (2) three (3) year notes to Gordon M. LeBlanc Jr., the Company's CEO, in the amounts of \$559,417.50 and \$63,573.39 respectively with maturity dates of August 16, 2019. Funds were used for the acquisition of oil and gas leases in the Holbrook Basin of Arizona as described in footnote 7. Each note provides for the accrual of 8% interest compounded annually interest. These notes have matured however the Company is continuing to accumulate the interest.

During 2019, the Company executed three three year notes with a related party in the amounts of \$921,467.40, \$621,267.40 and \$325,000. All of the notes were settled with the reversal of the asset purchase of M&M Production & Operation Inc. and Independent Pipeline Corporation in the fourth quarter of 2020.

On January 9, 2020, the Company executed a three year eight percent simple interest (8%) note for \$640,000 with Gordon M. LeBlanc Jr., the Company's CEO. And on December 29, 2020 the company executed a \$1,000,000 note that matures on February 28, 2021 at which time will begin to accrue interest at the rate of ten percent (10%) per annum.

On May 26, 2021, the Company executed a six (6) month note for \$2,600,000 cash with Gary M. Wells Trust with no interest due prior to maturity and ten percent (10%) per annum after maturity. The note is unconditionally guaranteed by Arizona Energy Partners, LLC a Company subsidiary. The note carries an \$80,000 broker fee. PetroSun also agrees to use up to \$40,000 to hire Preng of Houston, TX to commence a search for a CFO for PetroSun. Additionally, PetroSun agrees to pay Gary M Wells Trust \$2.00 per Mcf (one thousand cubic feet) of all helium carried by the ten helium tube trailers currently under negotiation for purchase by PetroSun.

The Outstanding amount of these related party notes and accrued interest at the report dates follows:

<b>Related Party Notes</b>	June 30, 2021	December 31, 2020
Note 1: Three year, 8% interest	\$ 559,418	\$ 559,418
Note 2: Three year, 8% interest	63,573	63,573
Note 3: Three year, 3% interest	-	921,468
Note 4: Three year, 3% interest	-	621,267
Note 5: Three year, 3% interest	-	325,000
Note 6: Three year, 8% interest	640,000	640,000
Note 7: 60 Day, 10%	1,000,000	1,000,000
Note 8: Six Months, 10%	2,600,000	-
Principle sum of Notes	4,862,991	4,130,726
Accrued Interest	408,102	393,914
Interest settled		(78,594)
Notes settled		(1,867,735)
Total Notes Payable	\$ 5,271,093	\$ 2,578,311

**NOTE 5. EMPLOYMENT AGREEMENT**

Effective July 1, 2017, the CEO entered into an Employment Agreement wherein the CEO will receive a salary of \$60,000 per annum and shall be payable biweekly. The agreement also provides for reimbursement of legitimate business expenses and the provision of two weeks of vacation per year with an additional week earned for every three years of employment. The Company has been accruing this salary.

**NOTE 6. ACQUISITION OF OIL, GAS AND MINERAL LEASES**

**Navajo County, Arizona:**

On August 16, 2016, the Company (Lessee) executed a six (6) year lease agreement dated October 27, 2015 covering approximately 186,473 acres in Navajo County, Arizona with NZ Legacy LLC (Lessor). The lease was executed with a payment in the amount of \$559,418 made on behalf of the Company by Gordon M. LeBlanc, Jr. President and CEO. The Lease provided for other valuable consideration in the form of production royalties. The Company will receive an eighty-seven and one half percent (87.5%) net revenue interest for all hydrocarbons including oil, helium, natural gas, distillate and condensate with all extraction and production costs being borne by the Company. The Lessor will receive a royalty of twelve and one half percent (12.5%) of all production at the well free of cost and payable in kind or by the purchase of the lessor's share by the lessee at the going market price.

The lease will continue after its primary six (6) year term on lands included in a Production Unit upon which is located a producing well or upon which the lessee is actively engaged in a continuous drilling program. The lessee is responsible to provide all appropriate insurance coverage required by law and good management practices.

On May 6, 2020 the Company executed a three year extension on these leases.

**Coconino County, Arizona:**

On August 16, 2016, the Company (Lessee) executed a six (6) year lease agreement dated October 27, 2015 covering approximately 21,191.13 acres in Coconino County, Arizona with NZ Legacy LLC (Lessor). The lease was executed with a payment in the amount of \$63,574 made on behalf of the Company by Gordon M. LeBlanc, Jr. President and CEO. The Lease provided for other valuable consideration in the form of production royalties. The Company will receive an eighty-seven and one half percent (87.5%) net revenue interest for all hydrocarbons including oil, helium, natural gas, distillate and condensate with all extraction and production costs being borne by the Company. The Lessor will receive a royalty of twelve and one half percent (12.5%) of all production at the well free of cost and payable in kind or by the purchase of the lessor's share by the lessee at the going market price.

The lease will continue after its primary six (6) year term on lands included in a Production Unit upon which is located a producing well or upon which the lessee is actively engaged in a continuous drilling program. The lessee is also responsible to provide all appropriate Insurance coverage required by law and good management practices.

On May 6, 2020 the Company executed a three year extension on these leases.

**Apache County, Arizona:**

On June 9, 2016, the Company acquired 4,859.84 acres of Arizona State Land Department leases from John Somers for \$55,509.18 with a net revenue interest of eighty-two and one half percent (82.5%).

On October 19, 2016, the Company acquired a farm out of 4,261.47 acres of Arizona State Land Department leases from United Helium, Inc. with a net revenue interest of eighty (80%) percent.

On November 22, 2016 the Company's subsidiary Arizona Energy Partners, LLC acquired 1,281.64 privately owned acres from HNZ Holding, LLC for \$6,408.20 with a net revenue interest of eighty (80%) percent.

**McKinley, San Juan, Socorro and Valencia Counties, New Mexico**

On March 8, 2018 the Company acquired 41,365.49 acres of Oil, Gas and Helium rights within specific targeted areas of New Mexico for \$124,096. The leases provide for a six-year prepaid term with a net revenue interest of 87.5

On March 26, 2018 the Company entered into oil and gas leases covering an additional 12,740 acres in the counties of Valencia and Socorro, New Mexico for a period of two years with a Continuous Drilling clause post-primary lease term for project development. PetroSun plans to drill the initial test well during 2021 through its affiliate AEP.

**Golden Eagle Gas Field in Grand County, Utah**

On April 19, 2018 the Company entered into a 90-day Exclusivity Agreement to conduct due diligence investigations on a highly prospective oil and gas project, located in Grand County, Utah. The Agreement includes the option to farm in to the project at the conclusion of due diligence. If the option is exercised, PetroSun will be the Operator and acquire a 70% Net Revenue interest in the project after relevant government and third-party royalties.

The Golden Eagle Gas Field is in the Paradox Basin, Grand County, Utah and currently has three shut-in natural gas wells known as PB1, PB2 and PB3 that have tested up to 2.5% helium concentrations.

On June 15, 2018 the Company issued 10,000,000 of its common shares to acquire \$130,000 cash bonds held by the State of Utah or the BLM on the Golden Eagle Gas Field. On October 10, 2019 the Company issued 500,000 common shares valued at \$100,000 for regulatory costs of the Golden Eagle Project and were recorded as investments in Unproven Gas and Oil leases. On December 2, 2019 the Company issued 1,000,000 common shares valued at \$450,000 common shares for regulatory costs of the Golden Eagle Project and were recorded as investments in Unproven Gas and Oil leases.

### **San Judas and San Pedro Mines in Satevo, Chihuahua, Mexico**

On December 18, 2020, the Company through its subsidiary Teche Mining, LLC made a \$200,000 lease acquisition instalment to gain a 77.5% interest in the San Judas and San Pedro mining leases. The initial payment is to be used for expenses incurred to obtain twelve (12) one hundred fifty (150) foot cores across the San Judas and San Pedro mines owned by Minera Meseta, S.A. de C.V. and the evaluation of those cores for the presence of Lithium and Zeolite. Upon determination of sufficient mineral presence the Company will proceed to establish a payment schedule for the said interest up to \$6,000,000 for each of the two mines. The \$200,000 deposit is non-refundable in the event that a purchase is not forthcoming.

### **NOTE 7. JOINT OPERATING AGREEMENT**

A Joint Operating Agreement (JOA) was executed on September 2, 2016, resulting from letters of agreement between various parties leading to the JOA. Within the JOA Arizona Energy Partners, LLC (AEP) is named as the project operator with the responsibility to explore, develop and operate certain oil and gas leases held in the Holbrook Basin of Arizona.

Arizona Energy Partners, LLC was organized in the state of Arizona on December 23, 2015 with the Company as the managing member and holding seventy-two and one-half percent (72.5%) of the LLC. The Company's interest in AEP has been consolidated within these statements. During 2019 the Company's interest in AEP has been increased to eighty percent (80%).

The JOA provides for AEP to be the operating entity for the Holbrook Basin properties and bear the costs of exploration, development, production, marketing and product delivery.

With funding provided thru sale of two unencumbered twelve percent (12%) interests in the project leasehold for a total of \$3,000,000, AEP was able to drill two test wells know as AEP 16-1 and 17-1 both in the Concho Dome of the Holbrook Basin. The wells were evaluated and found to have helium concentrations of up to 9.3%.

MHA Petroleum Consultants of Denver, Colorado performed a resource evaluation on AEP's first test well 16-1 and on March 3, 2017 reported the estimated contingent helium resources on 4,000 acres of AEP's leases on the Concho Dome in the Holbrook Basin of Arizona to be 2.29 billion cubic feet. AEP has identified six additional sites on which it intends to drill in an effort to mature the contingent helium resources into reserves by the demonstration of commerciality.

The 16-1 and 17-1 wells are now shut-in helium wells waiting on a processing plant to commence production. The helium is contained in multiple zones located below 800 feet of salt that provides a seal and prevents the helium from escaping to the surface. AEP will process the helium concentration in its helium processing plant to be commissioned during 2021.

AEP expects to commence drilling operations on the Manuel Seep structure 15 miles to the East of the Concho Dome with the MS 2-1 well to begin in the second quarter of 2021.

AEP holds Oil, Gas and Helium leases in Apache, Navajo and Coconino counties of Arizona containing 218,066.58 acres.

AEP has executed a lease agreement for a commercial building on 2.89 acres in Farmington, New Mexico which is the field headquarters for the Four Corners operations for AEP and PetroSun operations. The Farmington yard is the base of the newly acquired Crown Duke CE750 drilling rig rated to 10,000 feet. The Spencer Harris 3500 drilling rig and 25,000 feet of casing and tubing has been move from Snowflake, Arizona yard to Farmington.

On December 28, 2018, the Company through its subsidiary AEP executed a Liquid Helium Supply Agreement with Uniper Global Commodities North America LLC to acquire helium molecules produced and processed by AEP from its gas field operations in the Paradox Basin, Grand County, Utah.

#### **NOTE 8. ASSIGNMENT OF WORKING INTERESTS**

On July 1, 2020, the Company assigned a two and one half percent (2.5%) working interest and a corresponding two percent (2%) net revenue interest in certain private oil, gas and helium rights on 186,472.5 acres in Navajo County, Arizona; 21,191.13 acres in Coconino County, Arizona; and Arizona State Land Department oil, gas and helium rights on 19,515.86 acres in Apache County, Arizona for \$1,800,000 cash. The assignment is made to Helium Acquisitions, LLC and is subject to the terms and provision of the JOA with Arizona Energy Partners, LLC dated September 2, 2016 and referenced in Note 7.

On September 11, 2020, the Company assigned another two and one half percent (2.5%) working interest and a corresponding two percent (2%) net revenue interest in certain private oil, gas and helium rights on 186,472.5 acres in Navajo County, Arizona; 21,191.13 acres in Coconino County, Arizona; and Arizona State Land Department oil, gas and helium rights on 19,515.86 acres in Apache County, Arizona for an additional \$1,800,000 cash. The assignment is made to Helium Acquisitions, LLC and is subject to the terms and provision of the JOA with Arizona Energy Partners, LLC dated September 2, 2016 and referenced in Note 7.

## **NOTE 9. OPERATIONAL LOANS**

The Company has received operational loans from related parties with a zero interest rate with a current balance at June 30, 2021 totaling \$3,066,847 made to both the Company and its subsidiaries.

On April 24, 2020 the Company received an operational loan in the amount of \$1,100,000 wherein up-front costs of \$120,000 were withheld. As incentive for the loan the Company issued 2,000,000 five year warrants to purchase common stock with an exercise price of \$0.05 per share.

## **NOTE 10. ACQUISITION AND ORGANIZATION OF AFFILIATES**

### **United Gas of North America, LLC**

On May 11, 2017, the Company acquired fifty percent (50%) of Noble Gas Partners, LLC a Delaware limited liability Company for a stated value of \$2,700,000 with the issue of 18,000,000 common shares. On the date of acquisition the Company's shares traded at \$0.04 per share so the Company recorded the acquisition at \$720,000, the market value of the stock.

On the date of acquisition the two companies organized United Gas of North America, LLC an Arizona limited liability Company with both companies as equal members. United Gas of North America, LLC will engage in the transportation and distribution of helium.

### **PetroSun Energy Services, LLC**

On July 11, 2017, the Company acquired the remaining fifty percent (50%) interest in Crosskeys Equipment, LLC an Arizona limited liability Company from Crosskeys Energy Services, LLC a Delaware limited liability Company with the issue of warrants that can be exercised within two years to purchase 5,000,000 of the Company's common shares at \$0.15 per share. Using the Black-Sholes valuation method the 5,000,000 warrants were valued at \$115,293 the amount used by the Company to record the purchase.

The Company already owned fifty percent (50%) of Crosskeys Equipment, LLC which was organized in the State of Arizona on August 17, 2015. On the date of acquisition Crosskeys Equipment, LLC was renamed PetroSun Energy Services, LLC and will engage in the energy equipment and services industry as a wholly owned subsidiary of the Company.

On April 13, 2021 the Company entered into an agreement with Energy Services of Texas LLC, a Texas limited liability company, to acquire a forty percent (40%) equity interest for the payment of 6,000,000 common shares of the Company at \$0.15 per share or \$900,000. The ownership of the Texas LLC will be held in PetroSun Energy Services, LLC a wholly-owned subsidiary of PetroSun.



**Eau Resources, LLC**

On March 19, 2018, PetroSun Energy Services, LLC formed a limited joint venture with ELD Resources, LLC (ELD) of Livonia, New York. The Joint venture formed Eau Resources, LLC (Eau) in which PetroSun Energy Services, LLC holds a fifty percent (50%) equity position. Eau Resources, LLC is licensed by ELD to use its patented and patent pending technologies focused on the treatment of industrial waste streams. Eau will exploit treatment of frack water and other waste streams generated by the oil and gas and other industries.

**Torus TechWorks, LLC**

On July 12, 2017, the Company acquired Torus TechWorks, LLC (Torus) a Delaware limited liability Company with the issue of 10,000,000 common shares of stock at the market price of \$0.026 per share or \$260,000 and 10,000,000 warrants that can be exercised within eighteen (18) months to purchase one share of the Company's common stock at a price of \$0.20 per share. Using the Black-Sholes valuation method the warrants were valued at \$202,311 for a total amount of \$462,311 used by the Company to record the purchase.

The interests that Torus owns in a variety of subsidiaries also transferred to the Company as follows:

Percent of Interest	Affiliate and Subsidiary Name	Activity
50%	Sonoran Dish Energy, LLC	Solar Power Generation and Energy Storage
50%	Sonoran Cry Desal, LLC	Freeze Desalination and non-membrane technology
100%	TorusMed, LLC	Initiated research program of industrial hemp as an agricultural commodity in Arizona for a variety of commercial uses
100%	TorusAg LLC	Owned by TorusMed, LLC
100%	Torus MediaWorks, LLC	Owns and consolidates the following media assets:
50%	Notable Kids Publishing	Publication and distribution of youth oriented books
100%	Americana Records	Americana music genre record label
50%	InPerpetuity Records	Country music genre record label, featuring Danny Griego

**TorusMed, Inc.**

On May 16, 2018 the Company organized TorusMed, Inc. and its subsidiary TorusAg, Inc. both Delaware Corporations. Upon incorporation TorusMed, Inc issued 58,297,150 common shares of its stock with a par value of \$58,297 to the Company to obtain intangible assets in the form of licenses and agreements generic to its business held by the Company. On June 11, 2018 the Company announced its intent to spin-off Torus Med, Inc. and distribute those shares to the Company's shareholders of record as of June 15, 2018 on a 5-to-1 ratio. For every five shares of PetroSun stock owned by our shareholders they will receive one share of the TorusMed stock currently owned by the Company. PetroSun is in the energy sector and has no on-going synergies with the business of TorusMed. The spin-off has not yet been completed. Accordingly, TorusMed's activity has been consolidated with the Company.

**Sun MicroMobility, LLC dba Organic Transit**

On May 12, 2020, the Company organized Sun MicroMobility, LLC (Sun) as a Delaware limited liability company. The Company is the single member holding one hundred percent (100%) membership interest. Sun was organized to manufacture and distribute a solar and pedal powered hybrid vehicle. The company will operate Sun with the dba Organic Transit.

On September 11, 2020 the Company purchased from James B. Angell, Chapter 7 Trustee for Organic Transit, Inc all rights, title and interest of all the assets in the bankruptcy estate of Organic Transit, Inc. the manufacture of the ELF, a solar and pedal hybrid vehicle, for \$2,000,000 cash. The purchase includes hard assets such as ELF demo inventory, office furniture and fixtures, manufacturing tools, parts inventory and manufacturing jigs, etc. Intangible and Intellectual assets include things like trade secrets, Patents, Trademarks, Copyrights, CAD drawings, 3D modeling, Manufacture and tooling processes and technology, Goodwill, proprietary software, internet domain names and websites, branding, and marketing materials etc.

The Company's subsidiary Sun MicroMobility, LLC relocated its parts and manufacturing facility to Winston-Salem, North Carolina and set up operations dba Organic Transit. The facility will support requirements for spare parts for bike technicians to support the current 850 owners of the ELF light vehicle. Manufacturing of new vehicles has begun at the same facility and is ramping up in support the current back-order demand of over 100 ELF vehicles.

**Torus TechWorks, Inc.**

On September 25, 2018, the Company approved the spin-off of its wholly-owned subsidiary Torus TechWorks, Inc. and distribution of outstanding shares to the Company's shareholders of record as of October 25, 2018 on a 5-to-1 ratio. The spin-off has not yet been completed.

### **PetroSun Lithium, LLC**

On August 10, 2017 the Company organized PetroSun Lithium, LLC as a wholly-owned subsidiary to exploit affiliate held technology for the recovery of lithium resources within the United States. Sonoran Dish Energy, LLC and Sonoran CryoDesal, LLC will team with PetroSun Lithium, LLC to set up a plant for the recovery of lithium carbonate from brine water sourced from oil and gas production. A process demonstration plant is expected to be completed during the third quarter of 2021 and will be located in Tempe, Arizona.

On January 4, 2017, the Company executed an exclusive license agreement with Sonoran Dish Energy, LLC and Sonoran CryoDesal, LLC for proprietary technology developed for use in the oil and gas industry.

On April 4, 2017 the Company has approved plans for the development of a cryogenic helium processing plant employing technology from Sonoran Dish Energy, LLC and Sonoran CryoDesal in the Holbrook Basin which will be operated by AEP.

### **M&M Production & Operation Inc and Independent Pipeline Corporation**

On November 5, 2020, the Company entered into a Mutual Release and Settlement Agreement that cancelled the Asset Purchase Agreement, dated June 1, 2018 and its subsequent amendments, by and between the Company and the owners of M&M Production & Operation, Inc and Independent Pipeline Corporation both New Mexico corporations, due to multiple undisclosed financial and legal matters that prevented the closing of the purchase by the Company.

The Mutual Release and Settlement Agreement discharge both parties of any and all obligations and claims between each other at the fulfillment of the exchange of consideration. PetroSun is to receive the return of 16,285,326 shares of previously issued common stock and title to a backhoe currently in use. McCown received \$30,000 cash, release of all entitlement to claims on any assets originally agreed to be transferred in the original purchase and full release of any claim to funds advanced by PetroSun.

Accordingly, the Company has recorded the dissolution of its interest in and liabilities sustained from the original purchase agreement and resultant transactions.

### **AgWater Solutions, LLC**

On November 4, 2019, the Company announced that it has formed AgWater Solutions, LLC as an affiliate. AgWater Solutions, LLC will implement Sonoran's Solar Thermal Desalination technology as an integral part of the agricultural wastewater process system. The Company has an eighty percent (80%) membership interest

### **Teche Mining, LLC**

On November 8, 2019, the Company organized Teche Mining, LLC as a Delaware limited liability company. The Company owns 100% of membership interest. Teche Mining, LLC will be responsible for the acquisition and administration of mining technology.

On May 7, 2020, the Company entered into a Letter of Understanding regarding Gravimetric Separator System technology with two patents pending which addresses the soil clean-up industry. The letter is expected to be the basis of an operating agreement with the technology ownership parties.

### **Infinite Tao, LLC**

As of March 31, 2021, the Company has purchased a four percent (4%) interest with the possibility of obtaining up to ten percent (10%) in Infinite Tao LLC an Arizona Limited Liability company developing and holding certain gravimetric separation patents for the mining, oil and gas and environmental remediation industries.

## **NOTE 11. CONSOLIDATION OF AFFILIATES AND SUBSIDIARIES**

### **Arizona Energy Partners, LLC**

Arizona Energy Partners, LLC (AEP) was organized in the state of Arizona on December 23, 2015 with the Company as the managing member and originally holding a sixty-seven and one-half percent (67.5%) of the LLC. During the year ended December 31, 2018 the Company acquired additional interest and now holds eighty percent (80%) interest in AEP.

### **Eau Resources, LLC**

During the period ended December 31, 2019, Eau Resources, LLC a PetroSun subsidiary began operations and has produced \$171,561 in revenue during its first quarter of operation.

### **TorusMed, Inc.**

On May 16, 2018 the Company organized TorusMed, Inc. and its subsidiary TorusAg, Inc. both Delaware Corporations. Upon incorporation TorusMed, Inc issued 58,297,150 common shares of its stock with a par value of \$58,297 to the Company to obtain intangible assets in the form of licenses and agreements generic to its business held by the Company. TorusMed has been listed in the consolidation tables.

PetroSun, Inc.  
Notes to Consolidated Financial Statements Continued

**All other Affiliates**

All other affiliates and subsidiaries are consolidated in the Company financials but not broken out in the consolidation tables until individual activity warrants presentation. The Company's interest in its various affiliates and subsidiaries has been consolidated and restated within these statements as follows:

	Six Months Ended June 30, 2021						Total
	PetroSun	Sun MicroMobility	TorusMed	Eau Resources	AEP	Less Inter-Company And Non-Ownership Adjustment	
<b><u>ASSETS</u></b>							
Current Assets							
Cash	\$ 876,318	\$ 20,745	\$ 161,090	\$ 30,096	\$ 6	\$ (1)	\$ 1,088,254
Inventory	-	77,180	40,557	-	-	-	117,737
Other Current Assets	-	-	-	30,410	-	-	30,410
Work in Progress	-	-	-	-	2,972,047	(594,409)	2,377,638
Bonds held on proven projects	130,000	-	-	-	-	-	130,000
Inter-Company Transfers	5,793,983	-	-	-	-	(5,793,983)	-
Prepaid Expenses	-	-	-	-	2,750	(550)	2,200
Total Current Assets	6,800,301	97,925	201,647	60,506	2,974,803	(6,388,943)	3,746,239
Long-Term Assets							
Investments in Affiliates	5,149,500	-	-	-	-	-	5,149,500
Equipment (Net)	79,304	-	-	174,078	796,174	(159,235)	890,321
Intangible Assets	-	1,928,307	84,955	4,714	-	-	2,017,976
Intangible Drilling Costs	-	-	-	-	128,771	(25,754)	103,017
Unproven Gas and Oil Leases	3,104,768	-	-	-	2,436,730	(487,346)	5,054,152
Unproven Non-working interests	-	-	-	-	800,000	(160,000)	640,000
Total Long-Term Assets	8,333,572	1,928,307	84,955	178,792	4,161,675	(832,335)	13,854,966
Total Assets	\$ 15,133,873	\$ 2,026,232	\$ 286,602	\$ 239,298	\$ 7,136,478	\$ (7,221,278)	\$ 17,601,205
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>							
Current Liabilities							
Accounts Payable	\$ 1,000	\$ -	\$ -	\$ 750	\$ 34,100	(6,820)	\$ 29,030
Inter-Company Transfers	-	250,109	441,193	341,052	3,218,750	(4,251,104)	-
Accrued Expenses	873,020	-	-	-	-	-	873,020
Operational Loans	2,005,858	-	132,150	187,308	1,087,328	(345,797)	3,066,847
Notes Payable	6,018,500	-	-	-	-	-	6,018,500
Total Liabilities	8,898,378	250,109	573,343	529,110	4,340,178	(4,603,721)	9,987,397
Stockholders' Equity							
Common Stock	383,297	-	58,297	-	-	(58,297)	383,297
Paid in Capital/Members Equity	22,995,720	1,945,282	-	-	5,840,416	(3,168,083)	27,613,335
Issued Working Interests	3,600,000	-	-	-	-	-	3,600,000
Accumulated Deficit	(20,743,522)	(169,159)	(345,038)	(289,812)	(3,044,116)	608,823	(23,982,824)
Total Stockholders' Equity	6,235,495	1,776,123	(286,741)	(289,812)	2,796,300	(2,617,557)	7,613,808
Total Liabilities and Stockholders' Equity	\$ 15,133,873	\$ 2,026,232	\$ 286,602	\$ 239,298	\$ 7,136,478	\$ (7,221,278)	\$ 17,601,205

PetroSun, Inc.  
Notes to Consolidated Financial Statements Continued

**Balance Sheet**

Year Ended December 31, 2020

	PetroSun	Sun MicroMobility	TorusMed	Eau Resources	AEP	Less Inter-Company And Non-Ownership Adjustment	Total
<b>ASSETS</b>							
Current Assets							
Cash	\$ 352,409	\$ 9,569	\$ 4,223	\$ 96	\$ 6	\$ (1)	\$ 366,302
Inventory	-	74,789	40,557	-	-	-	115,346
Other Current Assets	-	-	4,817	25,643	-	-	30,460
Work in Progress	-	-	-	-	2,299,111	(459,822)	1,839,289
Bonds held on proven projects	130,000	-	-	-	-	-	130,000
Inter-Company Transfers	3,555,499	-	-	-	-	(3,555,499)	-
Prepaid Expenses	-	-	-	-	2,750	(550)	2,200
Total Current Assets	4,037,908	84,358	49,597	25,739	2,301,867	(4,015,872)	2,483,597
Long-Term Assets							
Investments in Affiliates	4,209,500	-	-	-	-	-	4,209,500
Equipment (Net)	87,400	-	-	178,232	862,974	(172,595)	956,011
Intangible Assets	-	1,927,533	84,955	-	-	-	2,012,488
Intangible Drilling Costs	-	-	-	-	128,771	(25,754)	103,017
Unproven Gas and Oil Leases	1,455,002	-	-	-	2,436,730	(487,346)	3,404,386
Unproven Non-working interests	-	-	-	-	800,000	(160,000)	640,000
Total Long-Term Assets	5,751,902	1,927,533	84,955	178,232	4,228,475	(845,695)	11,325,402
Total Assets	\$ 9,789,810	\$ 2,011,891	\$ 134,552	\$ 203,971	\$ 6,530,342	\$ (4,861,567)	\$ 13,808,999
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>							
Current Liabilities							
Accounts Payable	\$ 3,700	\$ -	\$ -	\$ 750	\$ 34,100	(6,820)	\$ 31,730
Inter-Company Transfers	-	50,000	259,393	146,418	2,542,085	(2,997,896)	-
Accrued Expenses	717,178	-	-	-	-	-	717,178
Operational Loans	2,058,458	-	127,650	187,408	1,077,417	776,794	4,227,727
Notes Payable	3,418,500	-	-	-	-	-	3,418,500
Total Liabilities	6,197,836	50,000	387,043	334,576	3,653,602	(2,227,922)	8,395,135
Stockholders' Equity							
Common Stock	329,015	-	58,297	-	-	(58,297)	329,015
Paid in Capital/Members Equity	19,432,502	2,000,000	-	-	5,840,417	(3,168,083)	24,104,836
Issued Working Interests	3,600,000	-	-	-	-	-	3,600,000
Accumulated Deficit	(19,769,543)	(38,109)	(310,788)	(130,605)	(2,963,677)	592,735	(22,619,987)
Total Stockholders' Equity	3,591,974	1,961,891	(252,491)	(130,605)	2,876,740	(2,633,645)	5,413,864
Total Liabilities and Stockholders' Equity	\$ 9,789,810	\$ 2,011,891	\$ 134,552	\$ 203,971	\$ 6,530,342	\$ (4,861,567)	\$ 13,808,999

PetroSun, Inc.  
Notes to Consolidated Financial Statements Continued

<u>Statement of Operations</u>	Six Months Ended June 30, 2021						
	Sun		Eau		Less Non-Ownership		Total
	PetroSun	MicroMobility	TorusMed	Resources	AEP	Adjustment	
Revenue							
Revenue	\$ -	\$ -	\$ 406	\$ -	\$ -	\$ -	\$ 406
Cost of Sales	-	-	104	-	-	-	104
Gross Income/(Loss)	-	-	302	-	-	-	302
Operating Expenses							
General and Administrative	156,083	34,298	3,000	103,281	5,489	(1,098)	301,053
Depreciation and depletion	10,500	-	-	48,370	33,400	(6,680)	85,590
Accrued Expense	30,000	-	-	-	-	-	30,000
Lease Operating Expense	318,262	-	-	-	38,449	(7,690)	349,021
Research and Development	-	62,405	22,235	-	-	-	84,640
Professional Fees	149,404	72,456	-	9,828	3,100	(620)	234,168
Total Expenses	664,249	169,159	25,235	161,479	80,438	(16,088)	1,084,472
Net Loss from Operations	(664,249)	(169,159)	(24,933)	(161,479)	(80,438)	16,088	(1,084,170)
Other Income/Expenses							
Interest Income	-	-	-	-	-	-	-
Interest Expense	(313,843)	-	-	-	-	-	(313,843)
Net Loss before Income Tax	(978,092)	(169,159)	(24,933)	(161,479)	(80,438)	16,088	(1,398,013)
Income Tax	-	-	-	-	-	-	-
Net Income/(Loss)	\$ (978,092)	\$ (169,159)	\$ (24,933)	\$ (161,479)	\$ (80,438)	\$ 16,088	\$ (1,398,013)

<u>Statement of Operations</u>	Six Months Ended June 30, 2020						
	Sun		Eau		Less Non-Ownership		Total
	PetroSun	MicroMobility	TorusMed	Resources	AEP	Adjustment	
Revenue							
Revenue	\$ -	\$ -	\$ 3,465	\$ -	\$ -	\$ -	\$ 3,465
Cost of Sales	-	-	586	-	-	-	586
Gross Income/(Loss)	-	-	2,879	-	-	-	2,879
Operating Expenses							
General and Administrative	106,888	-	5,770	12,075	18,660	(3,732)	139,661
Depreciation and depletion	-	-	-	10,876	35,762	(7,152)	39,486
Accrued Expense	33,000	-	-	-	-	-	33,000
Lease Operating Expense	338,005	-	-	-	20,565	(4,113)	354,457
Research and Development	-	-	-	-	-	-	-
Professional Fees	1,255,204	-	29,211	14,230	7,805	(1,561)	1,304,889
Total Expenses	1,733,097	-	34,981	37,181	82,792	(16,558)	1,871,493
Net Loss from Operations	(1,733,097)	-	(32,102)	(37,181)	(82,792)	16,558	(1,868,614)
Other Income/Expenses							
Interest Income	-	-	-	-	-	-	-
Interest Expense	(184,928)	-	-	-	-	-	(184,928)
Net Loss before Income Tax	(1,918,025)	-	(32,102)	(37,181)	(82,792)	16,558	(2,053,542)
Income Tax	-	-	-	-	-	-	-
Net Income/(Loss)	\$ (1,918,025)	\$ -	\$ (32,102)	\$ (37,181)	\$ (82,792)	\$ 16,558	\$ (2,053,542)

PetroSun, Inc.  
Notes to Consolidated Financial Statements Continued

**Statement of Operations**

Three Months Ended June 30, 2021

	Sun		TorusMed	Eau		Less Non-Ownership		Total
	PetroSun	MicroMobility		Resources	AEP	Adjustment		
<b>Revenue</b>								
Revenue	\$ -	\$ -	\$ 110	\$ -	\$ -	\$ -	\$ -	\$ 110
Cost of Sales	-	-	62	-	-	-	-	62
Gross Income/(Loss)	-	-	48	-	-	-	-	48
<b>Operating Expenses</b>								
General and Administrative	64,698	22,096	-	-	5,489	(1,098)	-	91,185
Depreciation and depletion	-	-	-	40,504	33,400	(6,680)	-	67,224
Accrued Expense	15,000	-	-	-	-	-	-	15,000
Lease Operating Expense	8,126	-	-	-	-	-	-	8,126
Research and Development	-	62,405	22,235	-	-	-	-	84,640
Professional Fees	105,692	26,671	-	-	-	-	-	132,363
Total Expenses	193,516	111,172	22,235	40,504	38,889	(7,778)	-	398,538
Net Loss from Operations	(193,516)	(111,172)	(22,187)	(40,504)	(38,889)	7,778	-	(398,490)
<b>Other Income/Expenses</b>								
Interest Income	-	-	-	-	-	-	-	-
Interest Expense	(37,385)	-	-	-	-	-	-	(37,385)
Net Loss before Income Tax	(230,901)	(111,172)	(22,187)	(40,504)	(38,889)	7,778	-	(435,875)
Income Tax	-	-	-	-	-	-	-	-
Net Income/(Loss)	\$ (230,901)	\$ (111,172)	\$ (22,187)	\$ (40,504)	\$ (38,889)	\$ 7,778	-	\$ (435,875)

**Statement of Operations**

Three Months Ended June 30, 2020

	Sun		TorusMed	Eau		Less Non-Ownership		Total
	PetroSun	MicroMobility		Resources	AEP	Adjustment		
<b>Revenue</b>								
Revenue	\$ -	\$ -	\$ 2,175	\$ -	\$ -	\$ -	\$ -	\$ 2,175
Cost of Sales	-	-	274	-	-	-	-	274
Gross Income/(Loss)	-	-	1,901	-	-	-	-	1,901
<b>Operating Expenses</b>								
General and Administrative	38,075	-	267	9,971	1,791	(358)	-	49,746
Depreciation and depletion	-	-	-	5,866	17,881	(3,576)	-	20,171
Accrued Expense	15,000	-	-	-	-	-	-	15,000
Lease Operating Expense	334,945	-	-	-	13,982	(2,796)	-	346,131
Research and Development	-	-	-	-	-	-	-	-
Professional Fees	600,885	-	15,185	11,236	3,000	(600)	-	629,706
Total Expenses	988,905	-	15,452	27,073	36,654	(7,330)	-	1,060,754
Net Loss from Operations	(988,905)	-	(13,551)	(27,073)	(36,654)	7,330	-	(1,058,853)
<b>Other Income/Expenses</b>								
Interest Income	-	-	-	-	-	-	-	-
Interest Expense	(134,381)	-	-	-	-	-	-	(134,381)
Net Loss before Income Tax	(1,123,286)	-	(13,551)	(27,073)	(36,654)	7,330	-	(1,193,234)
Income Tax	-	-	-	-	-	-	-	-
Net Income/(Loss)	\$ (1,123,286)	\$ -	\$ (13,551)	\$ (27,073)	\$ (36,654)	\$ 7,330	-	\$ (1,193,234)



PetroSun, Inc.  
Notes to Consolidated Financial Statements Continued

Statement of Cash Flows

Six Months Ended June 30, 2021

	PetroSun	Sun MicroMobility	TorusMed	EAU Resources	AEP	Less	Total
						Inter-Company And Non-Ownership Adjustment	
Operating Activities							
Net income/(loss)	\$ (978,092)	\$ (169,159)	\$ (24,933)	\$ (161,479)	\$ (80,438)	\$ 16,088	\$ (1,398,013)
Adjustments to reconcile net (loss) to cash:							
Inter-company transfers	(2,239,545)	200,109	181,800	194,634	676,665	986,337	-
Intangible assets	-	(774)	-	(2,442)	-	-	(3,216)
Accrued expenses	155,842	-	-	-	-	-	155,842
Depreciation	7,796	-	-	4,154	66,800	(13,360)	65,390
Common stock issued for services	147,500	-	-	-	-	-	147,500
Changes in operating assets and liabilities							
Inventory	-	(2,391)	-	-	-	-	(2,391)
Accounts payable	(2,700)	-	-	-	-	-	(2,700)
Work in process	-	-	-	-	(672,937)	134,587	(538,350)
Other Current Assets	-	(16,609)	-	(4,767)	-	-	(21,376)
Net Cash (Used) by Operating Activities	<u>(2,909,199)</u>	<u>11,176</u>	<u>156,867</u>	<u>30,100</u>	<u>(9,910)</u>	<u>1,123,652</u>	<u>(1,597,314)</u>
Investment Activities							
Unproven oil and gas leases	(1,660,126)	-	-	-	-	-	(1,660,126)
Investment in affiliates	(40,000)	-	-	-	-	-	(40,000)
Net Cash (Used) by Investment Activities	<u>(1,700,126)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,700,126)</u>
Financing Activities							
Notes payable-related party	2,600,000	-	-	-	-	-	2,600,000
Stock issued for cash	2,570,000	-	-	-	-	-	2,570,000
Operational loans	(52,600)	-	-	(100)	9,910	(1,123,652)	(1,166,442)
Cash Provided by Financing Activities	<u>5,117,400</u>	<u>-</u>	<u>-</u>	<u>(100)</u>	<u>9,910</u>	<u>(1,123,652)</u>	<u>4,003,558</u>
Net Increase in Cash	508,075	11,176	156,867	30,000	-	-	706,118
Cash, Beginning of Period	368,243	9,569	4,223	96	6	-	382,137
Cash, End of Period	<u>\$ 876,318</u>	<u>\$ 20,745</u>	<u>\$ 161,090</u>	<u>\$ 30,096</u>	<u>\$ 6</u>	<u>\$ -</u>	<u>\$ 1,088,255</u>

Statement of Cash Flows

Six Months Ended June 30, 2020

	PetroSun	Sun MicroMobility	TorusMed	EAU Resources	AEP	Less	Total
						Inter-Company And Non-Ownership Adjustment	
Operating Activities							
Net income/(loss)	\$ (1,918,025)	\$ -	\$ (32,102)	\$ (37,181)	\$ (82,792)	\$ 16,558	\$ (2,053,542)
Adjustments to reconcile net (loss) to cash:							
Inter-company transfers	(688,731)	-	69,686	24,464	427,196	167,385	-
Intangible assets	-	-	-	-	-	-	-
Accrued expenses	30,645	-	-	-	-	-	30,645
Depreciation	-	-	-	11,733	35,762	(7,152)	40,343
Common stock issued for services	-	-	-	-	-	-	-
Changes in operating assets and liabilities							
Work in process	-	-	-	-	(381,163)	76,233	(304,930)
Other Current Assets	-	-	(12,797)	-	-	-	(12,797)
Accounts payable	(3,400)	-	-	750	1,500	(300)	(1,450)
Net Cash (Used) by Operating Activities	<u>(2,579,511)</u>	<u>-</u>	<u>24,787</u>	<u>(234)</u>	<u>503</u>	<u>252,724</u>	<u>(2,301,731)</u>
Investment Activities							
Unproven oil and gas leases	(44,542)	-	-	-	-	-	(44,542)
Investment in affiliates	(59,556)	-	-	-	-	-	(59,556)
Equipment and yard	-	-	-	-	-	-	-
Net Cash (Used) by Investment Activities	<u>(104,098)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(104,098)</u>
Financing Activities							
Notes payable-accrued interest	110,131	-	-	-	-	-	110,131
Notes payable-related party	1,740,000	-	-	-	-	-	1,740,000
Stock issued for cash	1,091,046	-	-	-	-	-	1,091,046
Operational loans	(247,115)	-	(25,000)	(370)	(900)	(250,029)	(523,414)
Cash Provided by Financing Activities	<u>2,694,062</u>	<u>-</u>	<u>(25,000)</u>	<u>(370)</u>	<u>(900)</u>	<u>(250,029)</u>	<u>2,417,763</u>
Net Increase in Cash	10,453	-	(213)	(604)	(397)	2,695	11,934
Cash, Beginning of Period	30,153	-	648	825	247	(49)	31,824
Cash, End of Period	<u>\$ 40,606</u>	<u>\$ -</u>	<u>\$ 435</u>	<u>\$ 221</u>	<u>\$ (150)</u>	<u>\$ 2,646</u>	<u>\$ 43,758</u>

PetroSun, Inc.  
Notes to Consolidated Financial Statements Continued

Statement of Cash Flows

Three Months Ended June 30, 2021

	PetroSun	Sun		EAU		AEP	Less	Total
		MicroMobility	TorusMed	Resources	Inter-Company And Non-Ownership Adjustment			
Operating Activities								
Net income/(loss)	\$ (230,901)	\$ (111,172)	\$ (22,187)	\$ (40,504)	\$ (38,889)	\$ 7,778	\$ (435,875)	
Adjustments to reconcile net (loss) to cash:								
Inter-company transfers	(1,882,954)	140,109	181,799	83,798	628,474	848,774	-	
Intangible assets	-	(387)	-	-	-	-	(387)	
Accrued expenses	52,384	-	-	-	-	-	52,384	
Depreciation	100	-	-	(3,284)	33,400	(6,680)	23,536	
Common stock issued for services	-	-	-	-	-	-	-	
Common stock issued for acquisition	900,000	-	-	-	-	-	900,000	
Changes in operating assets and liabilities								
Inventory	-	-	-	-	-	-	-	
Work in process	-	-	-	-	(632,895)	126,579	(506,316)	
Other Current Assets	-	(16,609)	-	(9,910)	-	-	(26,519)	
Net Cash (Used) by Operating Activities	(1,161,371)	11,941	159,612	30,100	(9,910)	976,451	6,823	
Investment Activities								
Unproven oil and gas leases	(18,727)	-	-	-	-	-	(18,727)	
Investment in affiliates	(900,000)	-	-	-	-	-	(900,000)	
Net Cash (Used) by Investment Activities	(918,727)	-	-	-	-	-	(918,727)	
Financing Activities								
Notes payable-acrued interest	(2,700)	-	-	-	-	-	(2,700)	
Notes payable-related party	2,600,000	-	-	-	-	-	2,600,000	
Stock issued for cash	220,000	-	-	-	-	-	220,000	
Operational loans	(27,599)	-	-	(100)	9,910	(1,121,672)	(1,139,461)	
Cash Provided by Financing Activities	2,789,701	-	-	(100)	9,910	(1,121,672)	1,677,839	
Net Increase in Cash	709,603	11,941	159,612	30,000	-	(145,221)	765,935	
Cash, Beginning of Period	166,715	8,804	1,478	96	6	-	177,099	
Cash, End of Period	\$ 876,318	\$ 20,745	\$ 161,090	\$ 30,096	\$ 6	\$ (145,221)	\$ 943,034	

Statement of Cash Flows

Three Months Ended June 30, 2020

	PetroSun	Sun		EAU		AEP	Less	Total
		MicroMobility	TorusMed	Resources	Inter-Company And Non-Ownership Adjustment			
Operating Activities								
Net income/(loss)	\$ (1,123,286)	\$ -	\$ (13,551)	\$ (27,073)	\$ (36,654)	\$ 7,330	\$ (1,193,234)	
Adjustments to reconcile net (loss) to cash:								
Inter-company transfers	(192,117)	-	36,186	-	66,871	89,060	-	
Intangible assets	-	-	-	-	-	-	-	
Accrued expenses	15,000	-	-	-	-	-	15,000	
Depreciation	-	-	-	5,867	17,881	(3,576)	20,172	
Common stock issued for services	-	-	-	-	-	-	-	
Changes in operating assets and liabilities								
Work in process	-	-	-	-	(48,263)	9,653	(38,610)	
Other Current Assets	-	-	(1,973)	-	-	-	(1,973)	
Accounts payable	-	-	-	-	-	-	-	
Net Cash (Used) by Operating Activities	(1,300,403)	-	20,662	(21,206)	(165)	102,467	(1,198,645)	
Investment Activities								
Unproven oil and gas leases	(35,572)	-	-	-	-	-	(35,572)	
Investment in affiliates	(25,000)	-	-	-	-	-	(25,000)	
Equipment and yard	-	-	-	-	-	-	-	
Net Cash (Used) by Investment Activities	(60,572)	-	-	-	-	-	(60,572)	
Financing Activities								
Notes payable-acrued interest	59,586	-	-	-	-	-	59,586	
Notes payable-related party	1,100,000	-	-	21,369	-	-	1,121,369	
Stock issued for cash	541,046	-	-	-	-	-	541,046	
Operational loans	(352,452)	-	(25,000)	-	-	(102,434)	(479,886)	
Cash Provided by Financing Activities	1,348,180	-	(25,000)	21,369	-	(102,434)	1,242,115	
Net Increase in Cash	(12,795)	-	(4,338)	163	(165)	33	(17,102)	
Cash, Beginning of Period	53,401	-	4,773	58	15	(3)	58,244	
Cash, End of Period	\$ 40,606	\$ -	\$ 435	\$ 221	\$ (150)	\$ 30	\$ 41,142	

## **NOTE 12. STOCKHOLDERS' EQUITY**

### Common Stock

The Company is authorized to issue 500,000,000 shares of common stock at a par value of \$0.001 and at December 31, 2018 has 316,730,750 common shares issued and outstanding.

During the year ended December 31, 2019 the Company had the following equity transactions:

On October 10, 2019 the Company issued 400,000 shares of common stock to settle an error made by our previous transfer agent that caused the State of Michigan to sell stock as unclaimed. The Company recorded the issue at zero in anticipation of receipts from the State of Michigan.

On October 10, 2019 the Company issued 500,000 common shares at \$0.20 per share to cover regulatory costs related to the Golden Eagle Project in Utah and recorded a \$100,000 investment in Unproven Gas and Oil Leases.

On December 10, 2019 the Company issued 1,000,000 common shares at \$0.45 per share to cover regulatory costs related to the Golden Eagle Project in Utah and recorded a \$450,000 investment in Unproven Gas and Oil Leases.

During the year ended December 31, 2020 the Company had the following equity transactions:

On January 21, 2020, the Company issued 10,000,000 common shares at the market price of \$0.055 per share for consulting services.

On April 23, 2020, the Company issued 6,000,000 common shares at a discounted price of \$0.01 per share or \$60,000.

On May 29, 2020, the Company issued 8,125,000 common shares for consulting services at the market price of \$0.05 per share.

On October 23, 2018, the Company issued 245,000 common shares to settle an error made by our previous transfer agent.

On December 29, 2020, the Company recorded the issue of 2,000,000 common sold for cash at \$0.01 per share or \$20,000 as a loan incentive and recorded the sale at the market price of \$0.075 per share. As of December 31, 2020 the shares have not been issued.

On December 29, 2020, the Company recorded the issue of 300,000 common sold for cash at \$0.01 per share or \$3,000 as a loan incentive and recorded the sale at the market price of \$0.075 per share. As of December 31, 2020 the shares have not been issued.

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Notes to Consolidated Financial Statements Continued

On December 31, 2020, the Company recorded the return of 16,285,326 common shares to its treasury from the reversal of its purchase of M&M Production and Operations Inc and Independent Pipeline Corporation.

During the period ended June 30, 2021 the Company had the following equity transactions:

On January 21, 2021, the Company issued 250,000 common shares for director fees of \$12,500; 200,000 common shares for broker fees of \$10,000 and 2,000,000 common shares for \$20,000 cash.

On January 28, 2021, the Company issued 300,000 common shares for broker fees of \$15,000.

On February 1, 2021, the Company issued 31,333,334 common shares for \$1,880,000 cash.

On February 9, 2021, the Company issued 5,000,000 common shares for \$250,000 cash.

On March 2, 2021, the Company issued 3,333,333 common shares for \$200,000 cash and a total of 2,200,000 common shares for broker fees of \$110,000.

On April 14, 2021, the Company recorded the issue of 6,000,000 common shares at \$0.15 per share for the acquisition of forty percent (40%) of PetroSun Energy Services of Texas, LLC.

On June 18, 2021, the Company recorded the issue of 2,000,000 common shares for \$20,000 cash.

On June 18, 2021, the Company recorded the issue of 833,333 common shares for \$100,000 cash. Shares not yet issued.

On June 29, 2021, the Company recorded the issue of 833,333 common shares for \$100,000 cash. Shares not yet issued.

#### Outstanding Warrants

On April 24, 2020 the Company received an operational loan in the amount of \$1,100,000 wherein up-front costs of \$120,000 were withheld. As incentive for the loan the Company issued 2,000,000 five year warrants on June 23, 2020 to purchase common stock with an exercise price of \$0.05 per share with a calculated fair value using the Black-Sholes pricing model of \$74,796. The Company applied a 30% discount for the lack of marketability for restricted shares.

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The Black Sholes variables follow:

**Black-Sholes Variables**

Stock Price:	\$0.054
Exercise/Strike Price:	\$0.05
Volatility:	232.50%
Risk-Free Rate:	0.34%
Years to Maturity:	5 years

Outstanding Warrants as of March 31, 2020 follows:

<u>Warrants Outstanding</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
2,000,000	\$ 0.05	24-Apr-2025

**Outstanding Options**

On February 1, 2019, the Company issued 30,000,000 five year options to purchase restricted common stock at a strike price of \$0.10 per share as an incentive compensation for making substantial loans to the Company. The options immediately vest and can be exercise at any time up to January 31, 2024. The Company recorded the expense in the second quarter of 2019.

The Company calculated the fair value of the 30,000,000 restricted share options to be \$1,464,254 by using the Black-Sholes options pricing model with the following parameters and taking a 30% discount for the lack of marketability of the restricted shares:

During the period ended March 31, 2021, the Company had outstanding options for the purchase of 30,000,000 restricted common shares as summarized in the table below:

<u>Options Outstanding</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
30,000,000	\$ 0.10	31-Jan-2024

**NOTE 13. 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 is \$4,291,222 which is calculated by multiplying a 22% estimated tax rate by the cumulative NOL of \$19,505,554. The total valuation allowance is a comparable \$4,291,222.

Details for the period ended June 30, 2021 and the year ended December 31, 2020 follow:

	June 30, 2021	December 31, 2020
Deferred Tax Asset	\$ 307,563	\$ 665,872
Valuation Allowance	(307,563)	(665,872)
Current Taxes Payable	-	-
Income Tax Expense	<u>\$ -</u>	<u>\$ -</u>

The following chart shows the estimated federal net operating losses and the year they expire.

Year	Amount	Expiration
2001	136,240	2021
2002	43,042	2022
2003	184,571	2023
2004	301,347	2024
2005	158,505	2025
2006	1,341,823	2026
2007	1,380,291	2027
2008	3,954,573	2028
2009	585,697	2029
2010	303,281	2030
2011	332,325	2031
2012	285,524	2032
2013	640,995	2033
2014	9,072	2034
2015	3,750	2035
2016	90,048	2036
2017	254,492	2037
2018	1,726,082	2038
2019	3,349,190	2039
2020	3,026,693	2040
YTD 2021	1,398,013	2041
Total	<u>\$ 19,505,554</u>	