Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Tamino Minerals Inc

367 Muskoka Road 3N
Toronto ON
Canada P1H 1H6

1-307-212-4657
www.taminominerals.ca
info@taminominerals.ca
1041

Quarterly Report

For the period ending September 30, 2022 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

535,585,278 as of September 30, 2022

497,085,278 as of December 31, 2021

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

[1] "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.

Tamino Minerals Inc. starting 3-2013
Formerly: Entertainment Games, Inc. until 3-2013
Formerly: eGames, Inc. until 10-2011
Formerly: Rom Tech, Inc. until 3-99

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

The company is incorporated in Pennsylvania and is in good standing.

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

None

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

None

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

367 Muskoka Rd. #3N
Toronto ON P1H 1H6
Canada

The address(es) of the issuer's principal place of business:
☒ *Check 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?

No: ☒ Yes: ☐ If yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: 800-785-7782
Email: info@pacificstocktransfer.com,
Address: 6725 Via Austi Parkway Suite 300 Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

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

Trading symbol:	TINO	
Exact title and class of securities outstanding:	common stock	
CUSIP:	87509W102	
Par or stated value:	$0.000.	
Total shares authorized:	1,000,000,000	as of date: September 30, 2022
Total shares outstanding:	535,585,278	as of date: September 30, 2022
Total number of shareholders of record:	1,323	as of date: September 30, 2022

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

Trading symbol:	Not applicable	
Exact title and class of securities outstanding:		
CUSIP:		
Par or stated value:		
Total shares authorized:		as of date:
Total shares outstanding:		as of date:
Total number of shareholders of record:		as of date:

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	Series B preferred stock	
CUSIP (if applicable):	not applicable	
Par or stated value:	par value $0.00	
Total shares authorized:	10,000,000	as of date September 30, 2022
Total shares outstanding (if applicable):	1	as of date: September 30, 2022
Total number of shareholders of record (if applicable):	1	as of date: September 30, 2022

Security Description:

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

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

Common shares have the right to one vote per share and the right to receive dividends if the board of directors authorizes dividends.

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

The holder of the one share of preferred stock has voting control of the Company. The Series B preferred stock has voting rights equal to 100% of the total voting rights outstanding plus 10%, which equates to 60% voting rights at all times. The Series B preferred stock has no explicit rights to dividends, no liquidation rights and is not convertible into common stock.

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

None

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

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:
No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 12/31/2019 Common: 370,585,278 Preferred: 1			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**

4/26/2021	New Issuance	25,000,000	Common	$0.0088	No	Pedro Villagran Garcia	Compensation	Restricted	144
4/26/2021	New Issuance	30,000,000	Common	$0.0088	No	ICF Industries Inc. Paul Riss	Consulting Fees	Restricted	144
4/26/2021	New Issuance	2,500,000	Common	$0.0088	No	Aida Lucia Sugich	Compensation	Restricted	144
4/26/2021	New Issuance	15,000,000	Common	$0.0088	No	BBVI Consulting SA Erik Blum	Consulting Fees	Restricted	144
4/26/2021	New Issuance	3,000,000	Common	$0.0088	No	Brandon Leonardo	Consulting Fees	Restricted	144
4/26/2021	New Issuance	5,000,000	Common	$0.0088	No	Jorge Lopez	Mining Acquisition Claims	Restricted	144
4/26/2021	New Issuance	5,000,000	Common	$0.0088	No	Pervasip Corp. Paul Riss	Consulting Fees	Restricted	144
6/03/2021	New Issuance	1,500,000	Common	$0.0136	No	Mark Ruthemberg	Consulting Fees	Restricted	144
6/03/2021	New Issuance	10,000,000	Common	$0.0136	No	ICF Industries Inc. Paul Riss	Consulting Fees	Restricted	144
8/25/2021	New Issuance	2,000,000	CS	$0.0115	No	James E. Bjork	Purchase of subsidiary	Restricted	144
8/25/2021	New Issuance	2,500,000	CS	$0.0115	No	Daniel Paquet	Consulting Fees	Restricted	144
8/25/2021	New Issuance	15,000,000	CS	$0.0115	No	Donald Keer	Consulting Fees	Restricted	144
8/26/2021	New Issuance	10,000,000	Common	$0.0116	No	ICF Industries Inc. Paul Riss	Consulting Fees	Restricted	144
8/24/2022	New Issuance	20,000,000	Common	$0.009	No	ICF Industries Inc. Paul Riss	Consulting Fees	Restricted	144
9/8/2021	New Issuance	18,500,000	Common	$0.003	No	Miroslav Zecevic	Consulting Fees	Restricted	144
Shares Outstanding on Date of This Report: Ending Balance Ending Balance: Date 09/30/2022 Common: 535,585,278 Preferred: 1									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.
Use the space below to provide any additional details, including footnotes to the table above:

____

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

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.** *You must disclose the control person(s) for any entities listed.	**Reason for Issuance (e.g. Loan, Services, etc.)**
______	______	______	______	______	______	______	______
______	______	______	______	______	______	______	______

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

____

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

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

Precious Metals Exploration and also Copper, Lead and Zinc. The company currently explores for these various minerals in the country of Mexico. The company recently added lithium to the list of metals that it currently explores for, and is obtaining rights to explore in Peru.

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

1) MINERALES TAMINO S.A. DE C.V. (Mexican Company)
2) TAMINO MINERALS, INC. (COLORADO, US)
3) 2252629 Ontario Inc. (Canadian Company incorporated in the Province of Ontario)

C. Describe the issuers' principal products or services.

GOLD AND SILVER EXPLORATION COMPANY. THE COMPANY HAS ADDED LITHIUM TO THE LIST OF METALS TO EXPLORE FOR AS IT IS MOVING INTO METALS IMPORTANT FOR FUTURE TECHNOLOGIES.

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, 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.

We currently rent a small office within the building located at 367 Muskoka Rd. #3N in the town of Huntsville, Ontario P1H1H6, Canada. We also hold an office in Sonora, Mexico.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more that 5% of any class of the issuers securities, 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.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide 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.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Pedro Villagran Garcia	CEO - Director	367 Muskoka Rd. Huntsville, ON P1H 1H6	183,499,000	Common Shares	39.24%	
Joseph Berry	Director	Granite Bay, CA 95746	53,200,000	Common Shares	11.38%	
Pedro Villagran Garcia	CEO - Director	367 Muskoka Rd. Huntsville ON P1H 1H6	1	Super Preferred Voting Share	100%	
Here To Serve Holding Corp. Paul Riss	>5%	Rye Brook, NY	65,000,000	Common Shares	12%	Paul Riss

7) Legal/Disciplinary History

A. 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.

The Company currently filed Litigation against Dale Barlage with Federal Authorities in the Republic of Mexico. The company was not in a position to serve Mr. Barlage because he was in Federal Prison. Management believes that he has fled the United States. The Company will report progress as the case advances.

Our legal counsel advises us that under Mexican mining law a mining claim must be kept in good standing until the case is resolved. As an example, there was a case that occurred in the 1980s where the Tarahumara Indians in the State of Chihuahua had a legal claim against a mining company. Mistakenly such mining claim was declared null and void, it was cancelled, due to the fact that there was no apparent activity.

President Carlos Salinas de Gortari reinstated the disputed mining claim and awarded the Tarahumara Indians a new title so that they could settle with the mining company. Such example is set forth by our CEO, as he purchased a mining claim from the Tarahumara Indians in the year 2003. The precedent was set by the Mexican Mining Bureau by Presidential Decree and has been brought to the attention of the Mexican federal authorities.

A precedent is a principle or rule established in a previous legal case that is either binding on or persuasive without going to courts for a court or other tribunal when deciding subsequent cases with similar issues or facts.

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Matthew McMurdo
Firm: McMurdo Law Group, LLC
Address 1: 1185 Avenue of the Americas, 3rd Floor
Address 2: New York, NY 10036
Phone: 1-917-318-2865
Email: matt@nannaronelaw.com

Accountant or Auditor

Name: Paul Riss
Firm: ICF Industries Inc.
Address 1: 800 Westchester Ave Suite 641N
Address 2: Rye Brook, NY 10573
Phone: 914-750-9339
Email: paul@heretoserve.tech

Investor Relations

Name: none
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter: https://twitter.com/KRTLHolding
Discord: not used
LinkedIn https://www.linkedin.com/company/krtl-holding/mycompany/verification/?viewAsMember=true
Facebook: not used
[Other] not used

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

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

9) Financial Statements

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

☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)[2]:

Name: Paul Riss
Title: Accountant
Relationship to Issuer: Independent consultant
Describe the qualifications of the person or persons who prepared the financial statements: CPA and MBA in accounting with distinction from New York University Stern School of Business. Member of the AICPA.

Provide the following financial statements 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.

a. Audit letter, if audited;
b. Balance Sheet;
c. Statement of Income;
d. Statement of Cash Flows;
e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
f. Financial Notes

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

TAMINO MINERALS INC.

UNAUDITED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2022, AND 2021

Tamino Minerals Inc.
Consolidated Balance Sheets
UNAUDITED

	September 30, 2022	December 31, 2021
ASSETS		
Current Assets		
Cash	$ -	$ -
Total Current Assets	-	-
Mineral interests	796,286	794,327
TOTAL ASSETS	$ 796,286	$ 794,327
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current Liabilities		
Accrued expenses	$ 48,536	$ 45,730
Accrued interest expense	870	521
Notes payable	10,350	10,350
Notes payable - related parties	144,015	141,725
Salary payable - officers	1,701,800	1,519,520
Notes payable - officers	192,955	192,955
Demand notes payable	60,000	60,000
Total current liabilities	2,158,526	1,970,801
Long-term debt, COVID financial relief loan	47,400	47,400
Total liabilities	2,205,926	2,018,201
Commitments and contingencies	-	-
Shareholders' Deficit		
Preferred stock, no par value, 10,000,000 shares authorized, 1 share issued and outstanding	-	-
Common stock, no par value, 1,000,000,000 shares authorized, 535,585,279 issued and outstanding	-	-
Additional paid in capital	19,005,648	18,855,648
Accumulated deficit	(20,415,288)	(20,079,522)
Total shareholders' deficit	(1,409,640)	(1,223,874)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	$ 796,286	$ 794,327

The accompanying notes are an Integral part of these consolidated financial statments

Tamino Minerals Inc.
Consolidated Income Statements
UNAUDITED

	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021
Revenue	$ -	$ -	$ -	$ -
Expenses:				
Salary - officers	242,280	242,280	80,760	80,760
General and administrative	3,138	133,111	1,479	120,485
Legal and professional services	-	223,266	-	223,266
Consulting services	90,000	277,550	90,000	(16,905)
Total Expenses	335,418	876,207	172,239	407,606
Loss from operations	(335,418)	(876,207)	(172,239)	(407,606)
Other income (expense):				
Gain on debt extinguishment	-	157,426	-	-
Interest expense	(348)	(321)	(117)	(118)
Total other income (expense)	(348)	157,105	(117)	(118)
Net loss before income taxes	(335,766)	(719,102)	(172,356)	(407,724)
Income tax expense	-	-	-	-
Net loss	$ (335,766)	$ (719,102)	$ (172,356)	$ (407,724)
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted Average Number of Shares Outstanding:				
Basic and diluted	497,085,278	428,224,711	497,085,278	479,020,061

The accompanying notes are an Integral part of these consolidated financial statments

Tamino Minerals Inc.
Consolidated Statements of Shareholders' Deficit
For the Nine Months Ended September 30, 2022 and the Years Ended December 31, 2021 and 2020
UNAUDITED

	Common Shares	Common Stock, Par Value	Preferred Shares	Preferred Stock, Par Value	Additonal Paid in Capital	Accumulated Deficit	Total Shareholders' Deficit
Balance, December 31, 2019	370,585,278	$ -	1	$ -	$ 17,912,598	$ (18,817,032)	$ (904,434)
December 31, 2020 net loss	-	-	-	-	-	(450,971)	(450,971)
Balance, December 31, 2020	370,585,278	-	1	-	17,912,598	(19,268,003)	(1,355,405)
Stock-based compensation	64,500,000	-	-	-	566,050	-	566,050
Stock issued for salary payable	25,000,000	-	-	-	220,000	-	220,000
Purchase of mineral rights	7,000,000	-	-	-	76,000	-	76,000
Stock issued for liabilities	30,000,000	-	-	-	81,000	-	81,000
December 31, 2021, net loss	-	-	-	-	-	(811,519)	(811,519)
Balance, December 31, 2021	497,085,278	-	1	-	18,855,648	(20,079,522)	(1,223,874)
March 31, 2022, Q1 net loss	-	-	-	-	-	(82,515)	(82,515)
Balance, March 31, 2022	497,085,278	-	1	-	18,855,648	(20,162,037)	(1,306,389)
June 30, 2022, Q2 net loss	-	-	-	-	-	(80,895)	(80,895)
Balance, June 30, 2022	497,085,278	$ -	1	$ -	$ 18,855,648	$ (20,242,932)	$ (1,387,284)
Stock issued for salary payable	18,500,000	-	-	-	60,000	-	60,000
Stock-based compensation	20,000,000				90,000		90,000
September 30, 2022, Q2 net loss	-	-	-	-	-	(172,356)	(172,356)
Balance, September 30, 2022	535,585,278	$ -	1	$ -	$ 19,005,648	$ (20,415,288)	$ (1,409,640)

The accompanying notes are an Integral part of these consolidated financial statments

Tamino Minerals Inc.
Consolidated Statements of Cash Flow
UNAUDITED

	Nine Months Ended September 30, 2022		Nine Months Ended September 30, 2021	
OPERATING ACTIVITIES				
Net loss	$	(335,766)	$	(719,102)
Adjustment to reconcile net loss to net cash used in operating activities:				
Gain on extinguishment of liabilities		-		(157,426)
Stock-based compensation		90,000		566,050
Changes in operating assets and liabilties:				
Accrued expenses		2,806		1,453
Salary payable - officers		242,280		242,280
Accrued interest payable		349		320
Net cash used in operating activities		(331)		(66,425)
INVESTING ACTIVITIES				
Mineral interests		(1,959)		(5,925)
Net cash used in investing activities		(1,959)		(5,925)
FINANCING ACTIVITIES				
Proceeds from loans		-		19,750
Proceeds from related party loans		2,290		52,263
Cash provided by financing activities		2,290		72,013
Net increase (decrease) in cash		-		(337)
Cash at beginning of the year		-		337
Cash at end of the period	$	-	$	-
Supplemental disclosure of cash flow information:				
Cash paid for taxes	$	-	$	-
Cash paid for interest	$	-	$	-
Supplemental non-cash investing and financing information:				
Stock issued in exchange for accrued expenses	$	-	$	81,000
Stock issued for officers' salary payable	$	-	$	220,000
Stock issued to purchase mineral rights	$	-	$	44,000
Stock issued and debt assumed to purchase subsidiary	$	-	$	63,600

The accompanying notes are an Integral part of these consolidated financial statments

Tamino Minerals Inc.
Notes to the Consolidated Financial Statements
September 30, 2022
Unaudited

Note 1 – Organization and Basis of Presentation

Organization and Line of Business

Tamino Minerals Inc. (the "Company," "we," or "our") began its existence as Rom Tech, Inc. as a Pennsylvania corporation incorporated in July 1992. Rom Tech, Inc. was changed to Entertainment Games, Inc. ("eGames") in March of 1999. On March 25, 2013, Tamino Minerals Inc. was authorized as a Pennsylvania corporation. It continues to operate in good standing as a Pennsylvania entity.

The Company transitioned to a mining exploration enterprise. It is currently exploring in Mexico for precious metals including copper, lead and zinc. It has several properties in a highly prospective area for gold in Mexico known as the "Las Amalias Mine" and it continues to evaluate and develop economic opportunities.

Basis of Presentation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries after elimination of significant intercompany balances and transactions. The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. The Company has a December 31 year end.

Note 2 – Summary of Significant Accounting Policies

Use of Estimates

In preparing consolidated financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The most significant estimates relate to income tax valuation allowance. On a continual basis, management reviews its estimates, utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less to be cash equivalents. The Company has no cash equivalents. The Company uses one financial institution for its cash balances and has not maintained cash balances that exceed federally insured limits.

Investments

The Company adopted FASB ASU No. 2016-01, *Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities* ("ASU 2016-01"), which updates certain aspects of the recognition, measurement, presentation and disclosure of financial instruments. The adoption of ASU 2016-01 did not have a material impact on the Company's consolidated financial statements.

Exploration and Evaluation of Mineral Properties

Exploration and evaluation assets represent properties on which the Company is conducting exploration to determine whether significant mineralization exists or for which the Company has identified a mineral resource of such quantity and grade or quality that it has reasonable prospects for economic extraction. All costs incurred prior to obtaining the legal right to undertake exploration and evaluation activities on an area of interest are expensed as incurred. Once the legal right to explore has been obtained, exploration expenditures are capitalized in respect of each identifiable area of interest until a technical feasibility study has been completed and the commercial viability of extracting a mineral resource is demonstrable. Exploration and evaluation activities include the following:

- acquiring the rights to explore;
- researching and analyzing historical exploration data;
- gathering exploration data through topographical, geochemical and geophysical studies;
- exploratory drilling, trenching and sampling;
- determining and examining the volume and grade of the resource; and
- compiling pre-feasibility and feasibility studies.

Exploration and evaluation assets are carried at historical cost, less any impairment, if applicable.

Revenue Recognition

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)." Topic 606 established that the Company recognize revenue using the following five-step model

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when or as, the Company satisfies a performance obligation.

The Company will identify performance obligations in contracts with customers. The transaction price is determined based on the amount the Company expects to be entitled to receive in exchange for transferring the promised services to the customer. The transaction price in the contract is allocated to each distinct performance obligation in an amount that represents the relative amount of consideration expected to be received in exchange for satisfying each performance obligation. Revenue is recognized when performance obligations are satisfied.

Judgments and Estimates

The estimation of variable consideration for each performance obligation requires the Company to make subjective judgments. The Company may enter contracts with customers that regularly include promises to transfer multiple services. For arrangements with multiple services, the Company evaluates whether the individual services qualify as distinct performance obligations. In its assessment of whether a service is a distinct performance obligation, the Company determines whether the customer can benefit from the service on its own or with other readily available resources, and whether the service is separately identifiable from other services in the contract. This evaluation requires the Company to assess the nature of each individual service offering and how the services are provided in the context of the contract, including whether the services are significantly integrated, highly interrelated, or significantly modify each other, which may require judgment based on the facts and circumstances of the contract.

If an agreement involves multiple distinct performance obligations, the Company allocates arrangement consideration to all performance obligations at the inception of an arrangement based on the relative standalone selling prices ("SSP") of each performance obligation. Where the Company has standalone sales data for its performance obligations which are indicative of the price at which the Company sells a promised service separately to a customer, such data is used to establish SSP. In instances where standalone sales data is not available for a particular performance obligation, the Company estimates SSP by the use of observable market and cost-based inputs. The Company continues to review the factors used to establish list price and will adjust standalone selling price methodologies as necessary on a prospective basis.

Contract Assets

Contract assets are recorded for those parts of the contract consideration not yet invoiced but for which the performance obligations are completed. The revenue is recognized when the customer receives services. Contract assets are included in other current or non-current assets in the consolidated balance sheets, depending on if their reduction will be recognized during the succeeding twelve-month period or beyond.

Deferred Revenue

Deferred revenues represent billings or payments received in advance of revenue recognition and are recognized upon transfer of control. Balances consist primarily of prepaid services not yet provided as of the balance sheet date. Deferred revenues that will be recognized during the succeeding twelve-month period are recorded as current deferred revenues in the consolidated balance sheets, with the remainder recorded as other non-current liabilities in the consolidated balance sheets.

Costs to Obtain a Customer Contract

Sales commissions and related expenses are considered incremental and recoverable costs of acquiring customer contracts. These costs are capitalized as other current or non-current assets and amortized on a straight-line basis over the life of the contract, which approximates the benefit period. The benefit period was estimated by taking into consideration the length of customer contracts, technology lifecycle, and other factors. All sales commissions are recorded as consulting fees within the Company's consolidated statement of operations.

Remaining Performance Obligations

As of September 30, 2022, and December 31, 2021, the Company had no contract revenue and no contract revenue which has a remaining performance obligation.

<u>Cost of Services</u>

Cost of services consist of direct costs paid to third parties to generate revenue.

<u>Fair Value of Financial Instruments</u>

Under the Fair Value Measurements Topic of the FASB Accounting Standards Codification, the Company bases its fair value on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is the Company's policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon management's own estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, that could significantly affect the results of current or future value.

Impairment of long-lived assets

The Company periodically reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less that the carrying amount of the asset. The amount of impairment is measured as the difference between the asset's estimated fair value and its book value. During the nine- and three-month periods ended September 30, 2022, and 2021, the Company did not record any impairment losses.

Income Taxes

The Company accounts for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income and the reversal of deferred tax liabilities during the period in which related temporary differences become deductible. A valuation allowance has been established to eliminate the Company's deferred tax assets as it is more likely than not that any of the deferred tax assets will be realized.

The Company records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process whereby (1) we determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

Based on the Company's history of losses, it has been concluded that there are no significant uncertain tax positions requiring recognition in the Company's financial statements. The Company believes that its income tax positions would be sustained on audit and does not anticipate any adjustments that would result in a material change to its financial position.

The Company may in the future become subject to foreign, federal, state and local income taxation though it has not been since inception. The Company is not presently subject to any income tax audit in any taxing jurisdiction.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net income or loss applicable to common shareholders by the weighted average number of common shares during the period. A diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the quarter. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. As of September 30, 2022, and 2021, the Company had no convertible securities outstanding.

Stock-Based Compensation

The Company utilizes the Black-Scholes option pricing model to estimate the fair value of employee stock option awards at the date of grant, which requires the input of highly subjective assumptions, including expected volatility and expected life. Changes in these inputs and assumptions can materially affect the measure of estimated fair value of share-based compensation. These assumptions are subjective and generally require significant analysis and judgment to develop. The Company estimates volatility by considering the historical stock volatility. The Company has opted to use the simplified method for estimating expected term.

Recent Accounting Pronouncements

In March 2017 the FASB issued ASU 2017-04 Intangibles—Goodwill and Other (Topic 350) Simplifying the Test for Goodwill Impairment. This amendment simplifies the measurement of goodwill by eliminating Step 2 from the goodwill impairment test. This update is effective for fiscal years beginning after December 15, 2021. The adoption of ASU No. 2017-04 is not expected to have a material impact on the Company's financial statements.

Management does not believe that any other recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, we will adopt those that are applicable under the circumstances.

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position, or cash flow.

Note 3 – Going Concern Matters and Realization of Assets

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the ordinary course of business. However, the Company has negative working capital, an accumulated deficit, and is not generating revenues. In addition, the Company may be unable to meet all of its obligations as they become due. The Company believes that its existing cash resources may not be sufficient to fund its debt payments and working capital requirements.

The Company may not be able to raise sufficient additional debt, equity, or other cash on acceptable terms, if at all. Failure to generate sufficient revenues, raise sufficient funds to complete its mineral exploration activities, or achieve certain other business plan objectives could have a material adverse effect on the Company's results of operations, cash flows and financial position, including its ability to continue as a going concern, and may require it to significantly reduce, reorganize, discontinue, or shut down its operations.

In view of the matters described above, recoverability of a major portion of the recorded asset amounts shown in the accompanying consolidated balance sheet is dependent upon continued operations of the Company which, in turn, is dependent upon the Company's ability to meet its financing requirements on a continuing basis, and to succeed in its future operations. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue in its existence.

Management's plans include the pursuit of financing from known lenders, related parties and larger mining companies that seek to operate as a joint venture and earn-in financing that is common in the mining industry.

Management has determined, based on the debt balances it is carrying, that without additional cash resources to complete its exploration activities, it is not probable that management's plan will sufficiently alleviate or mitigate, to a sufficient level, the relevant conditions or events noted above. Accordingly, the management of the Company has concluded that there is substantial doubt about the Company's ability to continue as a going concern within one year after the issuance date of these financial statements.

Note 4 – Income Taxes

The Company did not have any material unrecognized tax benefits as of September 30, 2022, and December 31, 2021. The Company does not expect the unrecognized tax benefits to significantly increase or decrease within the next twelve months. The Company recorded no interest and penalties relating to unrecognized tax benefits as of and during the nine- and three-month periods ended September 30, 2022, and 2021. The Company is subject to United States federal income tax, as well as taxes by various state and foreign jurisdictions.

At the end of each interim reporting period, the Company estimates its effective income tax rate expected to be applicable for the full year. This estimate is used in providing for income taxes on a year-to-date basis and may change in subsequent interim periods. The Company's effective tax rate from operations for the nine- and three-month periods ended September 30, 2022, and 2021 was 0%. The effective rates for fiscal 2022 and fiscal 2021 differed from the U.S. federal statutory rate of 21% due to current year tax losses and tax loss carryforwards.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company has established a full valuation allowance for any deferred taxes.

The Company recorded no income tax expense for the nine- and three-month periods ended September 30, 2022, and 2021 due to the net losses in all periods.

Note 5 – Debt

The Company has notes payable totalling $60,000 as of September 30, 2022, and December 31, 2021, that are payable on demand and non-interest bearing.

The Company also has notes payable of $10,350 as of September 30, 2022, and December 31, 2021, that bear interest at an annual rate of 4.5%. The notes are issued with a one-year term and each note that matured in 2021 was extended for an additional year. Accrued interest payable amounted to $870 and $521 as of September 30, 2022, and December 31, 2021, respectively.

The Company received $15,800 on February 9, 2021, as an interest-free loan from the government of Canada under the Canada Emergency Business Account ("CEBA"). In June 2021, the Company assumed an existing CEBA loan when it purchased 2252629 Ontario Inc., resulting in a total CEBA loan payable of $47,400. The loan is interest free before December 31, 2022, and principal payments are not required. If the loan is not repaid by January 1, 2023, the loan becomes a 3-year term loan with a 5% interest rate per year. Only interest payments are required on a monthly basis, with the outstanding principal due in full by December 31, 2025. Depending on the total amount of the CEBA loan, between 25% to 34% of the loan is eligible for a loan forgiveness benefit.

Note 6 – Related Party Transactions

Related party notes payable account total $144,015 and $141,725 as of September 30, 2022, and December 31, 2021, respectively. Advances are regularly provided by related parties to pay for operating expenses and mineral exploration. The notes are payable on demand and are not interest bearing.

Notes payable to officers amounted to $192,955 as of September 30, 2022, and December 31, 2021. These notes are not interest bearing and they are payable on demand.

Salary payable to officers amounted to $1,701,800 and $1,519,520 as of September 30, 2022, and December 31, 2021, respectively. Officers' salaries amounted to $242,280 and $80,760 in the nine-and three-month periods ended September 30, 2022 and 2021, respectively.

Note 7 – Stockholders' Equity (Deficit)

The Company is authorized to issue 1,000,000,000 shares of common stock, par value $0.000001 per share and 10,000,000 shares of preferred stock, par value $0.00 per share. As of September 30, 2022, and December 31, 2021, there were 535,585,278 and 497,085,278 shares of common stock outstanding, respectively, and 1 share of Series B preferred stock, issued and outstanding. The holder of the one share of preferred stock has voting control of the Company. The Series B preferred stock has voting rights equal to 100% of the total voting rights outstanding plus 10%, which equates to 60% voting rights at all times. The Series B preferred stock has no explicit rights to dividends, no liquidation rights and is not convertible into common stock.

During the nine months ended September 30, 2022, the Company issued 20,000,000 shares of common stock valued at $90,000 for consulting services. It also issued 18,500,000 shares of common stock to pay $60,000 of accrued salary to our Chief Executive Officer.

During the year ended December 31, 2021, the Company issued 7,000,000 shares of common stock, valued at $76,000, to purchase mineral rights; 25,000,000 shares of common stock, valued at $220,000, to its Chief Executive Officer for payment of accrued salary payable; 30,000,000 shares of common stock, valued at $81,000,000, to settled accrued expenses; and 64,500,000 shares of common stock valued at $566,050, as compensation to consultants.

Note 8 – Commitment and Contingencies

<u>Litigation</u>

The Company currently filed Litigation against Dale Barlage with Federal Authorities in the Republic of Mexico. The company was not in a position to serve Mr. Barlage because he was in federal prison. Management believes that he has fled the United States of America. We will report progress as the case advances.

Our legal counsel advises us that under Mexican mining law a mining claim must be kept in good standing until the case is resolved. As an example, there was a case that occurred in the 1980s where the Tarahumara Indians in the State of Chihuahua had a legal claim against a mining company. Mistakenly such mining claim was declared null and void, it was cancelled, due to the fact that there was no apparent activity.

President Carlos Salinas de Gortari reinstated the disputed mining claim and awarded the Tarahumara Indians a new title so that they could settle with the mining company. Such example is set forth by our CEO, as he purchased a mining claim from the Tarahumara Indians in the year 2003. The precedent was set by the Mexican Mining Bureau by Presidential Decree and has been brought to the attention of the Mexican federal authorities.

A precedent is a principle or rule established in a previous legal case that is either binding on or persuasive without going to courts for a court or other tribunal when deciding subsequent cases with similar issues or facts.

15,000,000 shares of the stock-based compensation in the year ended December 31, 2021 were issued for legal services to Mr. Donald Kerr. On March 15, 2016 the Company entered into a Professional and Services Agreement with Mr. Donald Keer in order to litigate against Beaufort Capital Partners LLC. The Company has agreed to issue up to 50,000,000 shares of common stock for legal services, of which 15,000,000 have been issued so far.

<u>Leases</u>

The company's mineral interests are in Hermosillo, Mexico. Its corporate offices are in Canada at a location owned by the Chief Executive Officer and no rent is charged to the Company.

Contingencies

A novel strain of coronavirus, or COVID-19, has spread throughout Asia, Europe and the United States, and has been declared to be a pandemic by the World Health Organization. Our business plans have not been significantly impacted by the COVID-19 outbreak. However, we cannot at this time predict the specific extent, duration, or full impact that the COVID-19 outbreak will have on our financial condition, operations, and business plans for 2021. Our operations have adapted social distancing and cleanliness standards and we may experience delays in anticipated timelines and milestones.

COVID-19 prevented the Company from taking swift legal action against a group of investors from Montreal, because the courts were not hearing cases. Management is waiting for the courts in Canada to open so it can proceed against these investors that did not fulfill their contractual obligations. An arbitrator has been appointed to assist with the lawsuit in hopes of finding a resolution that is satisfactory to the Company.

Note 9 – Fair Value

The Fair Value Measurements Topic of the FASB Accounting Standards Codification establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company has the ability to access at the measurement date.
- Level 2: inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs are unobservable inputs for the asset or liability.

Under the Fair Value Measurements Topic of the FASB Accounting Standards Codification, we base fair value on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is our policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon management's own estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows that could significantly affect the results of current or future value.

Following is a description of valuation methodologies used for assets and liabilities recorded at fair value and for estimating fair value where it is practicable to do so for financial instruments not recorded at fair value (disclosures required by the Fair Value Measurements Topic of the FASB Accounting Standards Codification).

Cash and cash equivalents, accounts receivable, and accounts payable

In general, carrying amounts approximate fair value because of the short maturity of these instruments.

Debt

The debt is carried at its face value plus accrued interest. Based on the small size of the Company, it is impracticable for the Company to estimate the fair value of its debt.

The Company has no instruments with significant off-balance sheet risk.

Note 10 – Mineral Properties

As of September 30, 2022, and December 31, 2021, the Company's mining interests amounted to $796,286 and $794,327, respectively. The mineral properties consist of unpatented claims in Mexico, in an area known as the "Las Amalias Mine."

Note 11 – Subsequent Events

The company has evaluated all subsequent events through the date these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

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, Pedro Villagran Garcia certify that:

1. I have reviewed this Disclosure Statement for Tamino Minerals, Inc.

1. 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

2. 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.

05/15/2023

/s/ Pedro Villagran Garcia

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

Principal Financial Officer:

I, Pedro Villagran Garcia certify that:

1. I have reviewed this Disclosure Statement for Tamino Minerals, Inc.

1. .

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.

05/15/2023

/ s/ Pedro Villagran Garcia

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