CLIFTON MINING COMPANY

CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

Clifton Mining Company
Index to the Consolidated Financial Statements
December 31, 2018 and 2017

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors
of Clifton Mining Company

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Clifton Mining Company and its subsidiary (the Company) as of December 31, 2018 and 2017, the related consolidated statements of operations, other comprehensive income, and changes in stockholders' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Change in Method of Accounting

As discussed in Note 1 to the financial statements, the Company has changed its method of accounting for its Equity Securities during the year ended December 31, 2018 due to the adoption of Accounting Standard Update 2016-01.

Basis for Opinion

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

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

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

Mac Accounting Group, LLP

We have served as the Company's auditor since 2016.

Midvale, Utah
April 8, 2019

CLIFTON MINING COMPANY
Consolidated Balance Sheets

ASSETS	As of December 31, 2018	2017
CURRENT ASSETS		
Cash	$ 614,411	$ 393,986
Equity securities (Note 1)	385	559
Receivables	13,040	11,747
Prepaid expenses	11,345	13,473
Total Current Assets	639,181	419,765
PROPERTY AND EQUIPMENT – IDLE PROPERTY		
Mineral properties (Note 3)	879,715	892,015
Buildings, net (Note 5)	165,117	174,589
Milling equipment, net (Note 5)	465,217	504,503
Total Property and Equipment, Net	1,510,049	1,571,107
OTHER ASSETS		
Equity investment in affiliate (Note 1)	970,668	999,648
Equity securities in affiliate (Note 2)	224,330	22,433
Restricted cash-reclamation bonds (Note 4)	74,480	74,450
Patent filings (Note 5)	15,216	17,016
Deposit	350	350
Total Other Assets	1,285,044	1,113,897
Total Assets	$ 3,434,274	$ 3,104,769
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	$ 4,697	$ 6,793
Accrued related party payable	575,972	625,496
Total Current Liabilities	580,669	632,289
LONG-TERM LIABILITIES		
Reclamation and remediation liabilities (Note 4)	46,755	44,052
Total Liabilities	627,424	676,341
STOCKHOLDERS' EQUITY		
Preferred stock, $0.001 par value, 10,000,000 shares authorized; 154,584 and 154,584 shares issued and outstanding, respectively (Note 6)	155	155
Common stock, $0.001 par value, 70,000,000 shares authorized; 58,770,791 and 58,770,791 shares issued and outstanding, respectively (Note 6)	58,771	58,771
Additional paid-in capital	16,736,452	16,675,900
Retained deficit	(14,020,132)	(14,338,325)
Accumulated other comprehensive income Unrealized gain (loss) on securities	-	32
Total Clifton Mining Stockholders' Equity	2,775,246	2,396,533
Noncontrolling interest	31,604	31,895
Total Stockholders' Equity	2,806,850	2,428,428
Total Liabilities and Stockholders' Equity	$ 3,434,274	$ 3,104,769

See accompanying notes to consolidated financial statements.

CLIFTON MINING COMPANY
Consolidated Statements of Operations and Other Comprehensive Income

	Years Ended December 31, 2018	Years Ended December 31, 2017
REVENUE	$ 7,965	$ 10,949
EXPENSES		
Exploration costs	12,300	12,300
General and administrative	17,959	24,371
Professional fees	18,942	24,579
Accretion expense	2,703	2,547
Depreciation and amortization	50,558	51,005
Salaries and employee benefits	288,055	294,059
Stock based compensation	60,552	68,174
Property and claim taxes, filing fees and insurance	67,897	69,236
Total Expenses	518,966	546,271
Loss From Operations	(511,001)	(535,322)
OTHER INCOME (EXPENSE)		
Interest income	378	507
Other income and expense	-	50,000
Gain from equity investment	491,253	150,201
Gain on equity securities - net	201,723	-
Gain on sale from affiliate stock transactions	135,517	138,217
Other Income (Expense)	828,871	338,925
Income (Loss) Before Income Taxes	317,870	(196,397)
Income Taxes	-	-
Net Income (Loss)	317,870	(196,397)
Less: Net Loss Attributable to Noncontrolling Interest	291	302
Net Income (Loss) Attributable to Clifton Mining	$ 318,161	$ (196,095)
Net income (loss) per share – basic and fully diluted	$ 0.01	$ (0.00)
Weighted average number of common shares outstanding during the year:		
Basic	58,770,791	58,770,791
Diluted	58,804,698	58,973,265
Net Income (Loss) Per Above	$ 318,161	$ (196,095)
Other comprehensive income, net of tax		
Unrealized gain (loss) on securities	-	363
Comprehensive income (loss)	$ 318,161	$ (195,732)

See accompanying notes to consolidated financial statements.

CLIFTON MINING COMPANY

Consolidated Statements of Cash Flows

	Years Ended December 31, 2018	Years Ended December 31, 2017
Cash Flows From Operating Activities:		
Net income (loss)	$ 317,870	$ (196,397)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation and amortization expense	50,558	51,005
Depletion expense	12,300	12,300
Accretion expense	2,703	2,547
Gain from equity investment	(491,253)	(150,201)
Gain from equity securities - net	(201,723)	-
Gain on sale from affiliate stock transactions	(135,517)	(138,217)
Valuation for stock-based compensation expense related to options	60,552	68,174
Changes in operating assets and liabilities:		
Decrease (increase) in receivables, prepaid expenses, and other assets	805	(4,065)
(Decrease) in accounts payable and accrued liabilities	(51,620)	(32,126)
Net Cash Used in Operating Activities	(435,325)	(386,980)
Cash Flows From Investing Activities:		
Distributions from equity investment	655,750	320,250
Net Cash Provided by Investing Activities	655,750	320,250
Cash Flows From Financing Activities:		
Net Cash Provided by Financing Activities	-	-
Net increase (decrease) in cash	220,425	(66,730)
Cash, beginning of year	393,986	460,716
Cash, end of year	$ 614,411	$ 393,986
SUPPLEMENTAL CASH FLOW DISCLOSURES:		
Interest paid	$ -	$ -
Taxes paid	$ -	$ -
NON CASH INVESTING & FINANCING ACTIVITIES:		
Unrealized (increase) decrease in available for sale securities	$ -	$ (363)
Disposal of fixed assets	$ 3,521	$ -
Noncontrolling interest income allocation	$ 291	$ 302
Cumulative-effect adjustment for adoption of ASU 2016-01	$ 32	$ -

See accompanying notes to consolidated financial statements.

CLIFTON MINING COMPANY

Consolidated Statements of Changes in Stockholders' Equity and Other Comprehensive Income for the Years Ended December 31, 2018 and 2017

	Series A Preferred Shares		Common Shares		Additional	Retained	Other Compre- hensive	Clifton Mining Stockholders'	Non- controlling	Total Stockholders'
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Income	Equity	Interest	Equity
Balance, December 31, 2016	154,584	$ 155	58,770,791	$ 58,771	$ 16,607,726	$ (14,142,230)	$ (331)	$ 2,524,091	$ 32,197	$ 2,556,288
Compensation related to options	-	-	-	-	68,174	-	-	68,174	-	68,174
Net income for the year	-	-	-	-	-	(196,095)	-	(196,095)	(302)	(196,397)
Unrealized gain on securities	-	-	-	-	-	-	363	363	-	363
Balance, December 31, 2017	154,584	155	58,770,791	58,771	16,675,900	(14,338,325)	32	2,396,533	31,895	2,428,428
Adoption of ASU 2016-01	-	-	-	-	-	32	(32)	-	-	-
Compensation related to options	-	-	-	-	60,552	-	-	60,552	-	60,552
Net income for the year	-	-	-	-	-	318,161	-	318,161	(291)	317,870
Balance, December 31, 2018	154,584	$ 155	58,770,791	$ 58,771	$ 16,736,452	$ (14,020,132)	$ -	$ 2,775,246	$ 31,604	$ 2,806,850

See accompanying notes to consolidated financial statements.

Clifton Mining Company
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2018 and 2017

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Organization

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

Principles of Consolidation

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

Cash and Cash Equivalents

For purposes of the statements of cash flows, cash includes all cash and investments with original maturities to the Company of three months or less. As of December 31, 2018 and 2017 the Company had no cash equivalents.

Equity Securities

In January 2016, the FASB issued ASU No. 2016-01 Recognition and Measurement of Financial Assets and Financial Liabilities. The standard is intended to improve recognition, measurement, presentation and disclosure of financial instruments and requires certain financial instruments to be recorded at fair value. At the beginning of 2018, the Company elected to early adopt ASU 2016-01, which required a cumulative effect adjustment to opening retained earnings to be recorded for investments in equity securities with readily determinable fair values. At the beginning of 2018, the Company's cumulative-effect adjustment resulted in a $32 decrease to Accumulated Other Comprehensive Income with a corresponding increase to Retained Earnings for the same amount.

As a result of the adoption of ASU 2016-01, the Company has removed the reference to an available-for-sale classification and a cost method investment from their balance sheet for their investments in equity securities. Further, prior to adoption, changes in fair value of the Company's available-for-sale securities were reported in other comprehensive income for equity securities with readily determinable fair values and cost method investments were evaluated for impairment that had to be classified as "temporary" (recorded in other comprehensive income) or "other-than-temporary" (recorded in earnings). After adoption all investments in equity securities are measured at fair value, the changes in fair value are recognized in net income in accordance with ASC 321 Investments – Equity Securities.

For the year ending December 31, 2018, a net gain on equity securities of $201,723 was recorded within other income (expense) on the Consolidated Statement of Operations and Other Comprehensive Income. For the year ending December 31, 2017, an unrealized gain on securities of $363 was recorded in other comprehensive income on the Consolidated Statement of Operations and Other Comprehensive Income.

As of December 31, 2018 and 2017, the Company has classified equity securities representing the investment of cash available for current operations with a fair value of $385 and $559, respectively, in current assets on the Consolidated Balance Sheet. As of December 31, 2018 and 2017, the Company has classified equity securities with a fair value of $224,330 and $22,433, respectively, as other assets on the

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Consolidated Balance Sheet due to the investments being made for the purposes of control or affiliation, in accordance with ASC 210-10 Balance Sheet – Overall.

Equity Investments

The Company accounts for its investments in companies subject to significant influence using the equity method of accounting, under which, the Company's pro-rata share of the net income (loss) of the affiliate is recognized as income (loss) in the Company's income statement. The Company also records its share of the change in equity of the affiliate in the Company's income statement and is added to the investment on the balance sheet. Distributions received from the affiliate are treated as a return of capital and are accordingly deducted from the carrying value of the investment. (See Note 2)

Depreciation

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

Patent

The measurable patent costs that were initially capitalized totaled $29,695. The patent was granted December 14, 2010 and is being amortized over a 16.5 year life beginning December 2010. The Company evaluates the recoverability of intangibles and reviews the amortization period on a continual basis utilizing the guidance of ASC Topic 350, "Intangibles - Goodwill and Other." Several factors are used to evaluate intangibles, including, but not limited to, management's plans for future operations. Costs incurred to renew or extend the term of the patent applications will be expensed as incurred. (See Note 5)

Stock – Based Compensation

ASC Topic 718 and 505, requires that share-based payments be reflected as an expense based upon the grant-date fair value of those awards. The expense is recognized over the remaining vesting periods of the awards. The Company estimates the fair value of these awards using the Black-Scholes model. This model requires management to make certain estimates in the assumptions used in this model, including the expected term the award will be held, volatility of the underlying common stock, discount rate and forfeiture rate. We develop our assumptions based on our past historical trends as well as consider changes for future expectations. (See Note 7)

Fair Value Measurements

The fair values of the Company's financial instruments is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value estimates presented in this report are based on information available to the Company as of December 31, 2018 and 2017.

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

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

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

Property Acquisition Evaluations and Mineral Exploration Costs

Acquisition costs of mining properties are deferred in the accounts. Mineral exploration expenditures are expensed as incurred. When production is attained, acquisition costs will be depleted using either the unit of production method based upon estimated proven recoverable reserves or the estimated production life of the properties. When deferred expenditures on individual properties exceed their estimated net realizable value, the properties are written down to the estimated value. Costs relating to properties abandoned are charged to operations in the period in which that determination is made.

Costs include the cash consideration and the fair market value of shares issued for the acquisition of mineral properties. Senior management regularly reviews the carrying amount of mineral properties to assess whether there has been any impairment in value. (See Note 3)

Reclamation and Remediation Costs

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

Future closure, reclamation and environmental related expenditures are difficult to estimate in many circumstances due to the early stages of investigation, uncertainties associated with defining the nature and extent of environmental contamination, the uncertainties relating to specific reclamation and remediation methods and costs, application and changing of environmental laws, regulations and interpretation by regulatory authorities and the possible participation of other potentially responsible parties.

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

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue Recognition

Effective January 1, 2018 the Company adopted the Financial Accounting Standards Board Accounting Standards Codification ("ASC") Subtopic 606-10, Revenue from Contracts with Customers ("ASC 606-10"). The adoption of ASC 606-10 had no impact on prior year or previously disclosed amounts.

The Company generates revenue when the Company's milling equipment is used to process independently owned ore and the subsequent concentrate has been delivered to a refinery and a reasonable estimate of the value of the concentrate has been determined. The Company generates net smelter revenue when the concentrate has been delivered to a refinery and the mineralized ore of gold and silver has been separated and weighed. In both cases, the Company's performance obligation is complete when control of the promised goods or services is transferred to a customer, at which time the Company recognizes revenue in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services. The Company determines collectability by performing ongoing credit evaluations and monitoring customer accounts receivable balances.

Advertising Costs

Advertising costs are charged to general and administrative expenses when incurred. The Company recorded no advertising costs for the years ended December 31, 2018 and 2017.

Income Taxes

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

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

Impairment of Long-Lived Assets

Management reviews the net carrying value of all property and equipment and other long-lived assets, including mineral properties, on a periodic basis in accordance with ASC 360-10. We estimate the net realizable value of an asset based on the estimated undiscounted future cash flows that will be generated from operations at each property, the estimated salvage value of the surface plant and equipment and the value associated with property interests. These estimates of undiscounted future cash flows are dependent upon the estimates of metal to be recovered from proven and probable ore reserves, future production cost estimates and future metal price estimates over the estimated remaining life of the mineral property. If undiscounted cash flows are less than the carrying value of a property, an impairment loss will be recognized based upon the estimated expected future cash flows from the property discounted at an interest rate commensurate with the risk involved.

Management's estimates of metal prices, recoverable proven and probable ore reserves, and operating, capital and reclamation costs are subject to risks and uncertainties of change affecting the recoverability of our investment in various projects. Although management believes it has made a reasonable estimate

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

of these factors based on current conditions and information, it is reasonably possible that changes could occur in the near term which could adversely affect management's estimate of net cash flows expected to be generated from our mineral properties and the need for asset impairment write-downs.

Use of Estimates

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

Earnings Per Share

Basic and diluted earnings per share are calculated in accordance with ASC Topic 260, "Earnings Per Share". Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects the potential dilution that could occur if stock options and other commitments to issue common stock were exercised resulting in the issuance of common stock of the Company. As of December 31, 2018, the Company had total options of 4,400,000 exercisable and 5,750,000 outstanding, of which 1,350,000 were used in computation of fully diluted net income per share and 4,400,000 were excluded because they were anti-dilutive. As of December 31, 2017, 4,300,000 options were exercisable and a total of 5,650,000 were outstanding, of which 1,350,000 were used in the computation of fully diluted net loss per share and 4,300,000 were excluded because they were anti-dilutive. The earnings per share amounts are net of taxes.

Concentration of Credit Risk

Financial instruments which potentially subject the Company to credit risk consist primarily of cash and cash equivalents and accounts receivable. At times throughout the year, the Company may maintain certain bank accounts in excess of FDIC insured limits. As of December 31, 2018 and 2017 cash balances that exceed FDIC limits of $250,000 was $347,825 and $126,617, respectively.

The Company makes judgments as to its ability to collect outstanding accounts receivable and provides an allowance if collection becomes doubtful. Accounts that are judged to be uncollectable are written off. For the years ending December 31, 2018 and 2017, the Company carried no allowance for uncollectable receivables.

As of the years ended December 31, 2018 and 2017 one customer makes up 100% of the accounts receivable balance. For the years ended December 31, 2018 and 2017 this same customer represents 100% of the total annual revenue.

Reclassifications

Certain prior year amounts have been reclassified to conform to current presentation.

NOTE 2 - EQUITY INVESTMENT IN AFFILIATE

The Company owned an 18.6% and 18.8% interest in American Silver, LLC (the "Affiliate"), at December 31, 2018 and 2017, respectively. Although ownership percentages below 20% would normally be accounted for as an investment in equity securities, the Company is accounting for this investment, using the equity method due to the Company having significant influence over the Affiliate. Under the equity method the

NOTE 2 - EQUITY INVESTMENT IN AFFILIATE (Continued)

Company's share of the net income (loss) of the affiliate is recognized as income (loss) in the Company's income statement and added to or deducted from the investment account.

Distributions received from the Affiliate are treated as a reduction of the investment account. In addition, the Company's ownership interest in the Affiliate changes as the Affiliate issues additional equity in the ordinary course of business. When the Affiliate issues shares through equity funding the Company recognizes a gain or loss in the same manner as if the Company had sold a portion of its investment. The gain or loss is measured by comparing the change in the difference between the carrying amount of the investment and the Company's proportionate share of the net assets of the Affiliate after the sale of shares. American Silver, LLC owns 100% of American Biotech Labs, LLC, ABL Manufacturing, LLC, ABL Medical, LLC and ABL International, LLC. American Biotech Labs, LLC markets and sells products for the dietary supplement and cosmetic markets, including immune support products, tooth gel products, gels, lotions, and creams for natural skin care.

These products are sold and distributed through health food stores, health care providers, nutritional supplement distributors and other companies throughout the world. ABL Medical, LLC, markets and sells approved wound dressing medical device products cleared under FDA Section 510(k), to pharmacies, retailers, medical offices, hospitals and the tattoo market. ABL Manufacturing, LLC manufactures these products in an FDA registered facility using patented processes.

Distributions received from American Silver, LLC during 2018 and 2017 amounted to $655,750 and $320,250 respectively. The Company's recognized investment in American Silver, LLC for the years ending December 31, 2018 and 2017 was $970,668 and $999,648, respectively. As the Affiliate continues to obtain additional equity investment and has income or losses, the investment balance will continue to reflect those changes.

Condensed consolidated financial information of American Silver, LLC as of and for the years ended December 31, 2018 and 2017 was as follows:

Assets	2018	2017
Current assets:		
Cash	$ 1,896,819	$ 2,003,791
Receivables	1,145,950	982,118
Other current assets (prepaid expenses, inventory)	1,126,642	970,702
Total current assets	4,169,411	3,956,611
Equipment: less accumulated depreciation	1,413,408	1,329,755
Other Assets	505,207	549,463
Total Assets	$ 6,088,026	$ 5,835,829
Liabilities and Members' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$ 874,003	$ 527,643
Note payable less current portion	-	-
Members' equity	5,214,023	5,308,186
Total Liabilities and Members' Equity	$ 6,088,026	$ 5,835,829

NOTE 2 - EQUITY INVESTMENT IN AFFILIATE (Continued)

Statements of Operations		
Net sales	$ 13,337,647	$ 9,446,484
Cost of goods sold	(3,691,818)	(2,998,182)
Selling, general and administrative expenses	(7,087,409)	(5,724,730)
Other income	77,789	75,361
Net income	$ 2,636,209	$ 798,933

NOTE 3 - MINERAL PROPERTIES

At December 31, 2018, the Company's mining claims consist of 38 patented claims including 10 patented claims owned 50% by The Woodman Mining Company ("Woodman Mining"), 402 unpatented lode claims, including 32 placer claims, and 6 state mineral leases, in total covering approximately 13,296 acres. The properties are located in the Gold Hill/Clifton Mining District, Tooele County, Northwest Utah area.

On July 24, 2009, the Company entered into a Mining Venture Agreement in which the Company and Woodman Mining granted to Desert Hawk Gold Corp. ("Desert Hawk") exclusive possession of the properties for exploration, development and mining, and the right to occupy the properties and to explore, develop and mine the properties for minerals, for which Desert Hawk paid $250,000 for this right and issued 500,000 of Desert Hawk common shares to the Company in addition to the granting of various net smelter royalties. Desert Hawk has been granted a 20 year lease subject to certain terms and conditions with no ownership interest in the Company properties. Desert Hawk issued an additional 60,824 of its common shares to the Company in exchange for the transfer of the reclamation bond posted for the Company's mill site. The total value of cash and shares received from the transactions in 2009 was $636,265. Desert Hawk bought out the majority of its debt during 2018 by completing a private equity offering at $0.40 per share. The investment in the affiliate was therefore revalued at the $0.40 per share for a total value of $224,330. (See Note 9 – Fair Value of Financial Instruments).

Prior to 2016, the mill operation ceased, pending the availability of additional material to process. The Mining Venture Agreement stipulated that if no operations were being conducted, rent payments are required to maintain the lease on the mining claims. During 2018, Desert Hawk did not renew its lease on the non-operating property so no lease maintenance payments were received in 2018 and $50,000 lease maintenance payments were received during 2017 and recorded as other income in the statement of operations. During the fall of 2014 the heap leach pad was completed by Desert Hawk and net smelter royalty payments began November 2014. A total of $7,965 and $10,949 net smelter royalty was earned as of December 31, 2018 and 2017, respectively.

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

	2018	2017
Acquisition costs	$ 912,459	$ 912,459
Asset retirement obligation – mineral properties	16,006	16,006
Land	2,500	2,500
(Less) depletion expense	(51,250)	(38,950)
Total	$ 879,715	$ 892,015

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

NOTE 3 - MINERAL PROPERTIES (Continued)

Category	Tons	Ag (opt)	Ag (ounces)	Au (opt)	Au (ounces)	Pb(%)
Measured (1)	107,000	8.41	901,597	0.045	4,802	5.09
Indicated (2)	473,000	8.15	3,905,133	0.051	21,824	5.22
Total	580,000	8.05	4,806,730	0.050	26,626	5.20

Notes:

(1) Measured Resources are those materials for which tonnage is computed from dimensions revealed in outcrops or mine workings and/or drill holes and for which the grade is computed from the results of adequate sampling. The sites for inspection, sampling and measurement are so spaced and the geological character is so well defined that the size, shape and mineral content are established.

(2) Indicated Resources are those materials for which tonnage and grade are computed partly from specific measurements, samples, or production data, and partly from projections for a reasonable distance on geological evidence. The sites available for inspection, measurement, and sampling are too widely or otherwise inappropriately spaced to outline the material completely or to establish its grade throughout.

Behre Dolbear qualified the mineralized material estimate as follows: The majority of the surface samples were collected from old, shallow prospecting pits that occurred at irregular spacing; the underground samples were taken from only readily accessible locations in old mines; and the sampling technique may have biased the Clifton data.

NOTE 4 - RECLAMATION AND REMEDIATION LIABILITIES

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

The following table sets out the activity for the Company's reclamation and remediation liabilities for the years ending December 31, 2018 and 2017.

	December 31, 2018	December 31, 2017
Opening Balance	$ 44,052	$ 41,505
Accretion	2,703	2,547
Ending Balance	$ 46,755	$ 44,052

The Company believes that the reclamation obligations incurred by the exploration work being performed by Desert Hawk are adequately provided for in the current reclamation estimates on mining claims remaining under contract. Desert Hawk, on an ongoing basis, is required to obtain permits and post reclamation bonds and reclaim any disturbances caused by the exploration work. The Company has also posted reclamation bonds as required with current balances of $74,480 and $74,450 at December 31, 2018 and 2017, respectively.

NOTE 5 - PROPERTY AND EQUIPMENT AND PATENTS

Buildings and equipment, less accumulated depreciation as of December 31, 2018 and 2017 consisted of the following:

2018	Cost	Accumulated Depreciation	Net Book Value
Buildings	$ 347,886	$ (194,368)	$ 153,518
Asset retirement obligation - buildings	21,536	(9,937)	11,599
Total	$ 369,422	$ (204,305)	$ 165,117
Mill Equipment	$ 1,014,812	$ (549,595)	$ 465,217
Equipment:			
Machinery and equipment	$ 25,434	$ (25,434)	$ -
Vehicles	4,334	(4,334)	-
Office equipment and fixtures	5,639	(5,639)	-
Total	$ 35,407	$ (35,407)	$ -
Patent	$ 29,694	$ (14,478)	$ 15,216

2017	Cost	Accumulated Depreciation	Net Book Value
Buildings	$ 347,886	$ (185,448)	$ 162,438
Asset retirement obligation - buildings	21,536	(9,385)	12,151
Total	$ 369,422	$ (194,833)	$ 174,589
Mill Equipment	$ 1,014,812	$ (510,309)	$ 504,503
Equipment:			
Machinery and equipment	$ 25,434	$ (25,434)	$ -
Vehicles	7,855	(7,855)	-
Office equipment and fixtures	5,639	(5,639)	-
Total	$ 38,928	$ (38,928)	$ -
Patent	$ 29,694	$ (12,678)	$ 17,016

The amount of patent amortization expense for each of the next five years will be approximately $1,800 per year. Total patent amortization expense for the years ending December 31, 2018 and 2017, totals $1,800 and $1,800, respectively. Total depreciation expense for the years ending December 31, 2018 and 2017 was $48,758 and $49,205, respectively.

NOTE 6 - CAPITAL STOCK

Our authorized capital stock consists of 70,000,000 shares of common stock, par value $0.001 per share and 10,000,000 shares of preferred stock, par value $0.001 per share, of which 251,918 have been designated as 1993 Series Preferred A Stock. As of December 31, 2018 and 2017 there were 58,770,791 and 58,770,791 respectively of common stock outstanding and there were 154,584 and 154,584 respectively of 1993 Series Preferred A Stock outstanding. During 2018 and 2017 the Company issued no shares of common stock.

The 1993 Preferred is voted with the common stock of the Company as a single class and is not entitled to vote as a separate class, except to the extent that the consent of the holders of the 1993 Preferred, voting as a class, is specifically required by the provisions of the corporation laws of the state of Utah, as now existing or as hereafter amended. Each holder of 1993 Preferred is entitled to such number of votes in respect of each share of such stock held by him or her that would be appurtenant to the common stock issuable upon conversion in respect of such stock. Subject to adjustment upon the happening of certain events, the 1933 Preferred is convertible into common stock on a one-for-one basis. The 1993 Preferred may be converted at the option of the holder at any time.

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

NOTE 7 - STOCK OPTIONS

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

The plan makes available 10% of the outstanding shares for grants. Options granted under this plan shall have a term established by the board of directors, but in no event will the term exceed five years. The exercise price of each option is to be determined by the board of directors on the date of grant. All options granted to date are for a stated term of five years or less.

NOTE 7 - STOCK OPTIONS (Continued)

Information regarding the option plan is summarized as follows:

Date granted		Weighted average price per share	Outstanding at January 1, 2017	Granted	Exercised	Expired/ forfeited	Outstanding at December 31, 2017
February 27, 2012	$	0.27	1,140,000	-	-	(1,140,000)	-
March 29, 2013	$	0.25	1,250,000	-	-	(300,000)	950,000
April 30, 2014	$	0.15	1,250,000	-	-	(300,000)	950,000
November 14, 2014	$	0.21	300,000	-	-	-	300,000
August 12, 2015	$	0.14	1,050,000	-	-	-	1,050,000
August 23, 2016	$	0.14	1,050,000	-	-	-	1,050,000
September 15, 2017	$	0.09	-	1,350,000	-	-	1,350,000
Total options	$	0.15	6,040,000	1,350,000	-	(1,740,000)	5,650,000
Exercisable December 31, 2017							4,300,000

Date granted		Weighted Average Price per share	Outstanding at January 1, 2018	Granted	Exercised	Expired/ Forfeited	Outstanding at December 31, 2018	Weighted average remaining contractual life (years)
March 29, 2013	$	0.25	950,000	-	-	(950,000)	-	-
April 30, 2014	$	0.15	950,000	-	-	-	950,000	0.33
November 14, 2014	$	0.21	300,000	-	-	(100,000)	200,000	0.87
August 12, 2015	$	0.14	1,050,000	-	-	(100,000)	950,000	1.62
August 23, 2016	$	0.14	1,050,000	-	-	(100,000)	950,000	2.65
September 15, 2017	$	0.09	1,350,000	-	-	-	1,350,000	3.71
September 18, 2018	$	0.075	-	1,350,000	-	-	1,350,000	4.72
Total options	$	0.12	5,650,000	1,350,000	-	(1,250,000)	5,750,000	2.77
Exercisable December 31, 2018							4,400,000	2.17

The valuation for stock-based compensation expense recognized for the years ended December 31, 2018 and 2017 was $60,552 and $68,174 related to employee stock options issued during the respective periods. As of December 31, 2018 there was $38,262 of unrecognized stock-based compensation expense related to non-vested employee stock options. The valuation for stock-based compensation expense assumes all awards will vest, therefore no reduction has been made for estimated forfeitures.

The following assumptions were made in estimating fair value for the options issued in 2018 and 2017.

	September 18, 2018	September 15, 2017
Risk-free interest rate	2.94%	1.81%
Expected life	5 years	5 years
Expected volatility	59%	61%

NOTE 8 - COMMITMENTS AND CONTINGENT LIABILITIES

Effective July 24, 2009, the Company entered into an Amended and Restated Lease and Sublease Agreement in which the Company and Woodman Mining granted to Desert Hawk possession of the Properties for exploration, development and mining, and the right to occupy the Properties and to explore, develop and mine the Properties for minerals.

NOTE 9 - FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments which include cash and cash equivalents, receivables, accounts payable, and other payables are stated on the Company's balance sheet at fair value. Those financial instruments for which the fair value is estimated, according to a hierarchy measurement based on three levels of inputs, is presented below for the years ending December 31, 2018 and 2017, as follows:

December 31, 2018

		Fair Value Measurement at the End of the Period		
Financial Instruments:	Carrying Value	Level 1	Level 2	Level 3
Equity securities	$ 385	$ 385	$ -	$ -
Equity securities in affiliate	224,330	-	224,330	-
Total	$ 224,715	$ 385	$ 224,330	$ -

December 31, 2017

		Fair Value Measurement at the End of the Period		
Financial Instruments:	Carrying Value	Level 1	Level 2	Level 3
Equity securities	$ 559	$ 559	$ -	$ -
Equity investment in affiliate	22,433	-	22,433	-
Total	$ 22,992	$ 559	$ 22,433	$ -

Level 1 - The Company's Level 1 assets consist of those assets with readily determinable fair values based on quoted prices in active markets for identical assets.

Level 2 - The Company's Level 2 assets consisted of those equity investments in affiliates with fair values that are determined by significant other observable inputs, which would include other share placements made by affiliate during the current period.

Level 3 - The Company had no investments which were considered to be Level 3 assets, which values are based on significant unobservable inputs.

NOTE 10 - RELATED PARTY TRANSACTIONS

The Company shares office space with American Biotech Labs, LLC and incurs rent and ancillary charges in connection with this arrangement. The Company incurred $7,860 and $7,860 of such costs which were charged to operations in each year for 2018 and 2017, respectively. As of December 31, 2018 and 2017 the amounts due to American Biotech Labs, LLC were zero and zero. The unconsolidated affiliate American Silver, LLC, is considered to be a related party due to several of the Company's management and board members have similar positions with the affiliate. The Company has recorded payroll expense, accrued wages, and accounts payable to its officers and directors of the Company. For the years ended December 31, 2018 and 2017 $143,000 was recorded as payroll expense for officers and directors. Amounts due to these individuals as of December 31, 2018 and 2017 was $575,972 and $625,496, respectively.

NOTE 11 - INCOME TAXES

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

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

At the adoption date of January 1, 2007, the Company had no unrecognized tax benefit which would affect the effective tax rate if recognized. There has been no significant change in the unrecognized tax benefit during the years ended December 31, 2018 and 2017.

The Company classifies interest and penalties arising from the underpayment of income taxes in the statement of income under general and administrative expenses. As of December 31, 2018, the Company had no accrued interest or penalties related to uncertain tax positions. The Company is no longer subject to federal and state income tax examinations for the years prior to 2015.

At December 31, 2018, the Company has net operating loss carry-forwards available to offset future taxable income from the year 2019 through 2037 of approximately $8,363,000. The utilization of the net operating loss carry-forwards is dependent upon the tax laws in effect at the time the net carry-forwards can be utilized. The Internal Revenue Code contains provisions that likely could reduce or limit the availability and utilization of these net operating loss carry-forwards. For example, limitations are imposed on the utilization of net operating loss carry-forwards if certain ownership changes have taken place. The Company will perform an analysis to determine whether any such limitations have occurred as the net operating losses are utilized. The amount of, and ultimate realization of, the benefits from the net operating losses is dependent, in part, upon the tax laws in effect, the Company's future earnings, and other future events, the effects of which cannot be determined.

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

NOTE 11 - INCOME TAXES (Continued)

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

The deferred income tax assets (liabilities) are comprised of the following calculated at an expected U.S. Federal Statutory tax rate of 21% at December 31, 2018 and 21% at December 31, 2017:

	December 31, 2018	December 31, 2017
Deferred tax assets:		
NOL Carryover	$ 1,756,300	$ 1,792,300
Accrued compensation	121,000	131,400
Valuation allowance	(1,877,300)	(1,932,700)
Net deferred tax asset	$ -	$ -

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax loss for the years ended December 31, 2018 and 2017 due to the following:

	2018	2017
Federal income tax benefit at statutory rate	$ 66,800	$ (41,200)
Accretion	600	500
Unrealized loss from equity investment	17,000	13,300
Unrealized gain from equity securities	(42,400)	-
Stock based compensation	12,700	14,300
NOL carryover used	(44,300)	-
Accrued compensation - related party	(10,400)	(1,300)
Valuation allowance	-	14,400
Income tax benefit for fiscal year	$ -	$ -

NOTE 12 - EARNINGS PER SHARE

The following data sets forth the computation of basic and diluted earnings per share.

	December 31, 2018	December 31, 2017
Numerator: Net income (loss) for basic and diluted earnings per share	$ 318,161	$ (196,095)
Denominator: Basic earnings per share weighted average shares	58,770,791	58,770,791
Denominator: Fully diluted earnings per share weighted average shares	58,804,698	58,973,265
Basic earnings per share	$ 0.01	$ (0.00)
Fully diluted earnings per share	$ 0.01	$ (0.00)

NOTE 13 – ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The components of other comprehensive income (loss) consists of changes in net unrealized gains (losses) on available for sale securities with readily determined fair values. The accumulated balances for the unrealized gains (losses) on available for sale securities related to other comprehensive income (loss) net of tax, are summarized as follows:

	2018	2017
Beginning period balance	$ 32	$ (331)
Cumulative effect adjustment for early adoption of ASU 2016-01	(32)	-
Other comprehensive income, net of tax	-	363
Ending period balance	$ -	$ 32

NOTE 14 – RECENT ACCOUNTING PRONOUNCEMENTS

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

NOTE 15 - SUBSEQUENT EVENTS

The Company has evaluated subsequent events through April 8, 2019, the date on which the financial statements were available to be issued and there are two subsequent events to report. On February 7, 2019, the Company entered into a second amended and restated agreement with Desert Hawk Gold Corp. ("Amended Agreement"). This Amended Agreement includes several changes with the most significant being that Desert Hawk purchase from Clifton its five percent (5%) net smelter return royalty for $3 million in cash and 5.5 million shares of Desert Hawk Gold Corp. stock. The current estimated value of the Desert Hawk stock is $0.40 per share, making the estimated value of the exchange $5.2 million. The Amended Agreement also includes the release of additional properties back to the Company. The Amended Agreement closed on March 7, 2019, with final documents received March 11, 2019.

On March 15, 2019, the Company received a distribution from American Silver, LLC in the amount of $259,250.