



CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

**BY ACCESSING THE INFORMATION BELOW YOU ARE ACKNOWLEDGING
YOUR UNDERSTANDING OF ITS CONFIDENTIAL NATURE. YOU MAY NOT
AFFECT TRADING TRANSACTIONS OF THIS STOCK BASED ON OR AS A
RESULT OF ANY NON PUBLIC INFORMATION.**

**As Supplemented with Supplement No. 1 Dated November 09, 2023 and
Supplement No. 2 Dated January 2, 2024**

Silverton Energy, Inc is offering up to 5,000,000 Class C Preferred Shares at a price of \$0.40 per share to accredited investors. These shares include rights to exchange for Class A Common Shares at a rate of 5:1 (Five Common A for One Preferred C). These shares are being offered for sale under the exemption and rule of Regulation D Rule 506 C

SILVERTON ENERGY, INC.

A Nevada Corporation

(Symbol: SLTN)

Investments will be available to Accredited Investors only as described in SEC Rule 501. Offerings have not been approved by the SEC. This is not an offer to sell or a solicitation of any offer to buy any securities in any jurisdiction in which such offer or solicitation, purchase or sale would be unlawful under the securities or other laws of the jurisdiction.

Offers are made only by this Private Placement Memorandum. To obtain further information, you must complete our investor questionnaire and meet the suitability standards required by law. Plans are preliminary, pending approval, and subject to change without notice. Financial projections and targets are early estimates and subject to change. No guarantees are expressed or implied, there is a risk of loss of capital.

The date of this Memorandum is May 1, 2023

**Supplement No. 4 to the
Confidential Private Placement Memorandum
Silverton Energy, Inc.
A Nevada Corporation
Dated December 11, 2024**

This document ("Supplement No. 4") should be read in conjunction with the Confidential Private Placement Memorandum of Silverton Energy Inc. (the "Company") dated May 1, 2023, including Supplement No. 1 dated November 9, 2023, Supplement No. 2 dated January 2, 2024, Supplement No. 3 dated June 14, 2024 (together with all exhibits thereto, the "Memorandum"), describing the offering of securities and incorporates and updates the information provided in the Memorandum. Capitalized terms not defined herein have the meanings given to them in the Memorandum. The purpose of this Supplement No. 4 is to provide the update to the Memorandum described below.

References to FINRA-Registered Broker-Dealer Sales and Commissions

References in the Memorandum to Nobles & Richards, Inc., a FINRA-registered broker-dealer, are omitted. Accordingly, no sales commissions shall be paid to any FINRA-registered broker-dealer, including Nobles & Richards, Inc. The Series C Preferred Stock is being offered on behalf of the Company by and through its officers.

THIS SUPPLEMENT MUST BE READ IN CONJUNCTION WITH THE MEMORANDUM.

Silverton Energy, Inc.
a Nevada corporation

By: /s/ Sam Smith
Sam Smith
Chief Executive Officer



**PRIVATE PLACEMENT MEMORANDUM
SILVERTON ENERGY INC.**

Maximum Offering: \$2,000,000 (5,000,000 shares of Class C Convertible Preferred Stock)

Offering Price: \$0.40 per share

Minimum Investment: \$100,000 (250,000 shares)

Silverton Energy, Inc. (“**Silverton**”, “we”, “us”, “our” or the “Company”) is a Nevada Corporation engaged in the oil and gas business. We intend to generate solid revenue through strategic acquisitions of mismanaged or underdeveloped oil and gas properties and implementing efficient operational procedures. The vertical alignment of Silverton’s bonded operating division allows us to have full transparency and control of costs which is often lacking in working interest offerings.

Silverton is offering for sale 5,000,000 Class C Convertible Preferred Shares (the “Shares”) to accredited investors. The funds derived from the sale of the Shares will fund the acquisition of new producing oil and gas properties primarily. In addition, a portion of the funds may be used for operating capital to further develop and maintain inventory wells and expenses associated with public market operations.

The following is an estimate of the use of the proceeds raised in this offering.

Shares	Offering Price	Selling Commissions ⁽¹⁾	Proceeds to Silverton
Per Share	\$0.40	\$0.048	\$0.352
Minimum Purchase Per Investor	\$100,000	\$12,000	\$88,000
Maximum Offering (5,000,000 shares)	\$2,000,000	\$240,000	\$1,760,000

(1) We will sell the shares in this offering through Nobles & Richards, a FINRA Registered Broker Dealer. The brokerage relationship includes an expense of 12% commission paid on all funds raised through the offering, thus decreasing the amount of net proceeds paid to Silverton.

There are numerous risks associated with this offering including the lack of transferability of the Shares. See “Risk Factors” beginning on page 7 for a description of the risk factors associated with this offering.

DATED MAY 1, 2023

THE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (“SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH STATE LAWS. THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. THESE AUTHORITIES HAVE NOT CONFIRMED OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THIS PRIVATE PLACEMENT MEMORANDUM IS FOR THE CONFIDENTIAL USE SOLELY OF EACH INDIVIDUAL WHO RECEIVES A COPY FROM THE COMPANY AND MAY NOT BE REPRODUCED. ANY ACTION CONTRARY TO THESE RESTRICTIONS MAY PLACE SUCH INDIVIDUAL AND THE ISSUER IN VIOLATION OF THE TEXAS SECURITIES ACT.

No public or private market currently exists for the Shares. The Shares may not be transferred or resold except as permitted under the Securities Act of 1933, as amended, and the applicable state securities laws. Prospective investors should proceed on the assumption that they may be required to bear the financial risks of an investment in the Shares for an indefinite period of time. See “Risk Factors”.

In making an investment decision, investors must rely on their own examination of the offering including the merits and risks involved. We will provide every prospective investor the opportunity to ask any questions and obtain any additional information within our possession or which we may reasonably obtain prior to the purchase of any Shares. However, the contents of this Memorandum should not be construed as legal, investment or tax advice. Prospective investors should consult their own advisors as to legal, investment, tax and related matters concerning an investment in the Shares. This Memorandum contains the only materials authorized to describe this offering.

The statements contained in the Memorandum are based on information we believe to be reliable. However, we make no warranty as to the accuracy of such information or that circumstances have not changed since the date such information was supplied. The Memorandum contains summaries of certain provisions of documents relating to an investment in the Shares. Such summaries do not purport to be complete and are qualified in their entirety by reference to the texts of the original documents, which are available upon request. This Offering is being and will be made pursuant to and in compliance with rules 501 through 503 and 506 of Regulation D and within the limitations contained therein.

Forward Looking Statements The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for forward-looking statements. Certain information included in this Memorandum (as well as information included in oral statements or other written statements made by or to be made by our management) contains statements that are forward-looking, such as statements relating to plans for operations and anticipated revenues and expenses. Any projections or forward-looking statements contained in this Memorandum have been prepared by our management and are subject to fluctuation due to numerous factors. While we believe these statements are valid and the documents upon which such statements are based are reasonable, they have been prepared internally by our management and have not been verified by an independent source. In addition, given the inherently speculative nature of projections or forward-looking statements, there can be no guarantee that any projections or forward-looking statements contained in this Memorandum will prove to be accurate. Our management is available to answer questions that may be raised by these projections or

forward-looking statements to facilitate an investor's understanding of the bases for and limitations of these projections or forward-looking statements. For more information, please contact us.

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SUMMARY OF THE OFFERING

A summary by its nature is not complete. This offering should be evaluated through the entirety of this memorandum including all exhibits.

Silverton's Business

Silverton is a Nevada C-Corporation engaged in the exploration and production of oil and gas and trades on the Other OTC market under the ticker symbol "SLTN". Silverton currently owns operated interests in the Osage Tribal Area of Oklahoma with intentions to acquire neighboring production in a "bolt-on" strategy to maintain, and ensure operating efficiencies as the company develops. As vertically integrated producers, we control our own equipment, costs and work schedule without reliance on third party operators. See "Business."

Sources and Uses of Funds

We expect to use most of the funds derived from the sale of the Shares in this offering to pay rework costs on existing wells and acquisition costs for new properties. As a public company, some general operating expenses may also be covered by the funds from this offering. See "Sources and Uses of Funds."

Directors and Executive Officers

Samuel C. Smith is Chief Executive Officer; Dr Ed Balli is Chief Financial Officer and John Long, Chief Operating Officer . They each operate as Directors of the company. All of our directors and executive officers have significant experience in the oil and gas industry. See "Directors and Executive Officers."

Compensation Of Directors and Executive Officers

Since our directors also serve as our management, our executive officers, at a future date, will have formalized employment agreements which pay them salaries and entitle them to participation in various bonus plans that will likely result in additional shares of our equity being issued to them. See "Compensation of Directors and Executive Officers."

Security Ownership of Management

Our executive officers own significant portions of our common stock and all of our currently issued preferred stock. In addition, if our executive officers achieve certain financial benchmarks, they will likely be issued additional securities in Silverton. See "Security Ownership of Management."

Plan of Distribution of this Offering

The sale of the securities in this offering will be managed by Nobles & Richards, FINRA Member Firm. The subscription period for the Shares will terminate on May 1, 2024, unless earlier terminated or extended, without the necessity of notice. An eligible Investor may subscribe for Shares by completing, executing, and delivering to us subscription documents (electronically or otherwise) and funds payable to the order of "**Silverton Energy, Inc.**" in an amount equal to \$0.40

multiplied by the number of Preferred Class C Shares to be purchased by such Investor. The minimum investment is \$100,000 (250,000 shares) unless waived at the Company's discretion. The Shares have not been registered under the Securities Act and are being offered and sold in reliance on exemptions for private offerings with limited liquidity. See "Terms of the Offering."

Risk Factors

Investment in the Shares is subject to numerous risks including general risks associated with investments in the oil and gas industry and specific risks associated with the Shares. See "Risk Factors."

Management's Discussion and Analysis of Financial Condition and Results of Operations

Following the custodianship discharge in February 2023, the company introduced new management, executed an expenses issuance and executed its first acquisition, Xutapa Properties LLC completed on March 7, 2023. The initial acquisition consisted of an operating company, approximately 2,880 acres held by production (HBP) of 10 to 25 BOPD (barrels of oil per day) existing production with 62 additional wells that could be reworked. Management believes there is significant upside in the property for rework production as well as new drills given the acreage and geography. More importantly, there are tandem acquisition opportunities within the geography which could greatly accelerate production through strategic acquisition. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the financial statements contained in Exhibit A.

Dilution

At the same time, we issued shares of our common stock to our executive officers and key consultants and issued shares as part of the Xutapa Properties LLC Acquisition resulting in 94,600,000 Class A Shares, 1 share Preferred A and 1,000,000 shares Preferred B prior to this offering. See "Dilution."

Securities Being Offered

The Class C Preferred Stock is offered as a Preferred Equity Class, with rights to convert to common shares at a rate of 5 Class A Common Shares for each Share of Class C Preferred.

Description of Property

Our existing oil and gas properties are located in the Sovereign Osage Tribal Area of Northern Oklahoma. We intend to devote most of the proceeds raised in this offering to acquire additional oil and gas properties. See "Description of Property" and Exhibit B.

RISK FACTORS

PROSPECTIVE INVESTORS SHOULD BE AWARE THAT AN INVESTMENT IN THE SHARES INVOLVES A VERY HIGH DEGREE OF RISK. AS IS THE CASE WITH ANY COMPANY, NO SPECIFIC ASSURANCES CAN BE GIVEN AS TO SILVERTON'S PROFITABILITY OR FUTURE PERFORMANCE.

The following is a summary of some of the risks related to an investment in the Shares. Prospective Investors should carefully consider the following factors relating to risks associated with an investment in the Shares, which should be discussed in greater detail with the Investors' personal tax counsel, legal advisor, and/or accountant. The order in which the following risks are presented is not intended to represent the magnitude of the risks described. Additionally, the enumeration of these risks does not preclude other risks associated with an investment in the Shares.

Limited Operating History. Our company has a limited history. However, we acquired our first oil and gas property in March of 2023 and are led by a team of professionals with decades of experience in the oil and gas industry that includes a proven track record of evaluating, acquiring, and maximizing values in existing producing wells and fields.

Reliance Upon Management. If any member of our management ceases to be associated with Silverton, our business could suffer. Our success is largely dependent upon the efforts and extensive experience of our executive officers.

Duties and Responsibility of our Directors and Executive Officers. Our corporate organizational documents contain provisions which are intended to limit the liability of our management for any act or omission within the scope of their authority if it is determined in good faith that such course of conduct was (a) undertaken in good faith and (b) did not constitute gross negligence or misconduct. Our Directors and management are accountable to the shareholders and have a duty to exercise good faith and to deal fairly with Silverton in handling their affairs.

Restriction on Trading. Investors should be fully aware of the long-term nature of their investment in the Shares. Although a public trading market does exist for our common stock, the shares purchased pursuant to this offering are NOT and WILL NOT be registered, but rather the shares in this offering will convert to common shares at the investor's election when an exemption becomes available. Absent a registration statement, the common shares are eligible for restriction removal and trading through an exemption under Rule 144 or Rule 4(a)1.5. However, this could take as long as 2 years if the company is unsuccessful executing its plan to become a fully reporting company. Each Investor will be required to represent that such Investor is purchasing the Shares for such Investor's own account for investment purposes and not with a view to resale or distribute. The Shares will not be registered under the Securities Act or under state securities law but will instead be issued pursuant to specific exemptions, the availability of which is based in part upon the investment intent of each Investor.

Restrictions on Transfer. The Shares are not readily transferable and no transfer of Shares may be made unless the transferor delivers, if requested, an opinion of counsel to us, satisfactory to our management, that the transfer does not violate federal or state securities. To obtain such an opinion would generally require the Shares be registered under such laws or that an exemption from registration exists. There can be no assurance that an exemption will be available. If, as a result of some change in circumstances arising from an event not now contemplated, an investor wishes to transfer his or her Interests, that investor will in all likelihood find no market in the near future.

Risks Related to Ownership of Our Common Stock. Our Common Stock is eligible for quotation on the Pink Market but few quotations have been made and limited trading has occurred in our Common Stock. Due to the lack of an active trading market for our securities, you may have difficulty selling any shares you purchase, which could result in the loss of your investment.

Our Common Stock is eligible for quotation on the Pink Market operated by OTC Markets Group Inc. The Pink Market is a regulated quotation service that displays real-time quotes, last sale prices and volume information in over-the-counter securities. The Pink Market is not an issuer listing service, market or exchange. The requirements for quotation on the Pink Market are considerably lower and less regulated than those of an exchange. Because of this, it is possible that fewer brokers or dealers will be interested in making a market in our Common Stock because the market for such securities is more limited, the stocks are more volatile, and the risk to investors is greater, which may impact the liquidity of our Common Stock. Even if an active market begins to develop in our Common Stock, the quotation of our Common Stock on the Pink Market may result in a less liquid market available for existing and potential stockholders to trade Common Stock, could depress the trading price of our Common Stock and could have a long-term adverse impact on our ability to raise capital in the future. If an active market is never developed for our Common Stock, it will be difficult or impossible for you to sell any Common Stock you purchase.

Acquisition of Additional Properties. Although our management has significant experience in identifying and acquiring oil and gas properties and has already identified properties that would be a good acquisition for us, there can be no assurance we will be successful in our efforts to acquire additional properties at values that make economic sense. The primary purpose of this offering is to raise funds to purchase additional producing oil and gas properties.

Importance of Future Prices and Demand for Oil and Gas and Delays in Marketing Production. There can be no assurance that a market for any oil or gas produced from our properties will exist or that the prices obtainable will be adequate to cover the cost of operating such properties. Our revenues are highly dependent upon future prices of and demand for oil and gas. The energy market makes it particularly difficult to estimate accurately future oil and gas prices. Various factors beyond our control will continue to affect oil and gas prices. Such factors include, among other things, the domestic and foreign supply of oil and gas and the price of foreign imports, war or civil unrest, terrorism, the levels of consumer demand and consumer confidence, recession, decline in economic activity, changes in weather, the price and availability of alternative fuels, the rate of inflation, the availability of pipeline capacity and changes in existing and proposed state and federal regulations.

Speculative Nature of Oil and Gas Activities. Oil and gas development involves a high risk of loss. Decisions to acquire properties will be dependent in part on the evaluation of data compiled by petroleum engineers and geologists and obtained through geophysical testing and geological analysis. The results of such studies and tests are sometimes inconclusive or subject to varying interpretations. In any oil or gas activity, economic success depends almost entirely on the accuracy of estimates of oil or gas reserves in the ground, rates of production, demand for oil or gas and the prices of oil or gas. There can be no assurance that we will recover our investment in any properties we own.

Lack of Diversification. Although our intent behind this offering is to raise funds to acquire interests in other properties, at present our assets are limited. However, the main purpose of this offering is to acquire additional properties. Acquiring these additional properties will spread operational risks across more properties. We currently own 16 leases and 25 producing oil wells

Environmental Hazards and Liabilities. There are numerous natural hazards involved in the operation of oil and gas wells, including unexpected or unusual formations, pressures, surface damages, bodily injuries, damage to and loss of equipment, reservoir damage and loss of reserves. Uninsured or under insured liabilities would reduce the funds available to us and may result in the loss of properties. As the operator, and responsible party for our properties, it is possible that insurance coverage may be insufficient. In that event, assets could be utilized to pay personal injury and property damage claims and the costs of replacing destroyed equipment rather than for additional development activities.

Increases in Development Costs. The oil and gas industry historically has experienced periods of cost increases from time to time which can occur within short periods of time. These price fluctuations are real and will affect the overall final budget of any well in which we own an interest. Increases in the cost of exploration and development could affect our ability to operate properties within the budget originally established. Increased development activity could lead to shortages of certain equipment and materials needed for properties in which we own an interest which could make timely development of our properties more difficult.

Unpredictable Producing Life of Oil and Gas Wells. We cannot predict the life and production of any properties in which we have an interest. The actual life of individual wells could differ from the currently predicted economic life expectancy now anticipated. However, our existing properties and properties we anticipate acquiring are in areas that are anticipated to produce from a formation or formations for multiple years. Nevertheless, sufficient natural gas or oil may not be produced from our properties to provide us with a profit on our investment in such properties.

Joint Activities with Others. The company intends to acquire and operate its own properties. However, the company may participate in a joint venture with another operator, acquiring less than 100% of the working interest. Full development of the properties in which we own an interest may be jeopardized in the event of the inability of other working interest owners to pay their respective shares of development costs. These potential non-payments may limit us from recognizing the full value of our interest in our properties.

Competition Against Larger Companies. The oil and gas industry is highly competitive. We will be competing against other companies with significantly more resources than we have in the pursuit of good oil and gas properties.

Future Offerings. Our present intent is to use either equity or a combination of equity and bank debt to acquire additional properties. If we are unsuccessful in raising additional equity or borrowing funds, our ability to acquire additional properties will be limited.

Bank Debt. Consideration has been made, and meetings set to explore the possibility of utilizing bank debt as part of an acquisition. Introducing leverage to the company could have a negative impact on cashflow and even ability to borrow for future acquisitions in the future.

BUSINESS

Silverton Energy, Inc. is a public traded company founded in 2010 that was subsequently abandoned by the previous management. We recently acquired the company through the custodianship process.

Since our management's takeover of Silverton in March of 2023, we completed our first acquisition of Xutapa Properties LLC, an Oklahoma Limited Liability Company. The primary oil and gas properties are located in the Sovereign Osage Tribal Area of Northern Oklahoma and include approximately 2,880 Acres with 87 existing

wells. In addition to the leaseholds, Silverton now owns all of the membership interests, equipment and operating bond.

Osage County Oil and Gas properties are attractive because of the high-quality oil and gas, the extensive reserves, and long production history of Oklahoma Oil Fields. In addition, the Osage County minerals are owned by the Osage Nation Head Rights which is managed by the US. Department of Interior's Bureau of Indian Affairs (BIA). BIA oversight means that all lease contracts are issued and managed by the BIA with the guaranty of clean title, clean environmental standards, oversight and in good standing for all compliance orders and code.

With this foothold, the plan to build on this success by evaluating and acquiring neighboring operations. We are confident in our ability to identify and fund acquisition prospects in Oklahoma to continually build our base of production assets and revenues.

Our plan is to acquire assets in close proximity to our current operations with an eye on the largest private producers in the area extracting upward of 800 BOPD. To fund the acquisitions, we intend to use three sources of capital; revenue, offered equity, bank debt and in cases of larger acquisitions, a combination of the three. We believe that by acquiring producing properties and positioning vertically as the operator, we can deliver strong value to our shareholders.

Through management's extensive industry experience, certain fundamental elements were recognized as a necessary baseline to function as a "complete" Oil & Gas Company. Those certain elements are:

- 1.) Bonded Operatorship – To lawfully produce hydrocarbons, an operator must conduct those operations under an executed and recognized bond showing financial capacity and the character to act responsibly to carry out activities as a vertically integrated Exploration & Production (E&P) and Bonded Operator,
- 2.) Exploration & Production – The company must own the rights to the hydrocarbons in the ground and have the operating permissions to extract those commodities.
- 3.) Assets – The company must sufficiently equip the operation to ensure independent ability to drill, produce and repair without reliance on third party service companies.
- 4.) Revenue – As a public company, minimizing Royalty participants is key to retaining the value exploited through operations, and reflecting that capture in the price p/share

The following are our guiding principles:

- ✓ Focus on core production with high reserve value
- ✓ Seek Upside in Acquisitions for cost advantaged production
- ✓ Purchase assets at attractive multiples
- ✓ Operate vertically to ensure control of our budgets and production timelines
- ✓ Seek to consistently recapitalize the company through the recognition of reserves acquired
- ✓ Maintain flexibility and creativity in deal structures to maximize shareholder value.

Xutapa Acquisition. This first acquisition included the needed Bonded Operatorship element to our overall strategy as well as a foothold in the targeted Osage Nation. All the acreage acquired through Xutapa is HBP (Held By Production). Twenty-five of these wells are currently producing approximately 260 barrels of oil per month (BOPM). The other existing wells could be cost effectively reworked to improve production.

At this time, our primary focus is acquiring additional producing leases as opposed to future rework and drilling opportunities.

Future Acquisitions. Our intent with this offering is to build on our first acquisition by acquiring additional assets near our current operations for efficiency and ease of operations. When these properties are identified, we anticipate using the funds raised through this offering together with potential bank debt to fund these future acquisitions.

Financial Forecasts. Future operating results and values are impossible to predict accurately and will vary from any forecasted results and may vary substantially. Financial forecasts are based on a number of assumptions which are subject to significant uncertainties and contingencies, many of which are beyond our control. Therefore, we make no representations as to financial performance of Silverton since there can be no assurance that such financial performance will be realized. No representation of any kind is made regarding financial performance. Investors should consult and rely on their own sources of information and advice to determine our ability to help investors achieve their own financial goals.

ESTIMATED USE OF PROCEEDS

We expect to use most of the funds derived from the sale of the shares to pay acquisition costs for new properties and asset rework. We also may use part of the funds raised to pay general operating expenses including financial audit and anticipated Regulation A+ Form 1-A Offering statement. . The amount spent for these items will vary in our management's discretion.

Gross Proceeds	\$2,000,000	
Commissions ⁽¹⁾	\$240,000	12%
Net Proceeds to the Company ^(3,4)	\$1,760,000	
Offering & Organizational fees ⁽²⁾	\$30,000	1.5%
Audit & Reg A+ Offering Statement	\$300,000	15%
Operating Overhead	\$150,000	7.5%
Asset rework	\$82,500	4.13%
Asset Acquisitions	\$1,197,500	59.87%
TOTAL	\$2,000,000	100%

(1) Up to 12% of proceeds will be used to pay the broker dealer and registered representatives

(2) Offering and Organizational of 1.5% will be paid by the Company of proceeds of the Offering

(3) Application of the net proceeds to the company are estimates and may vary

(4) The allocation of the use of proceeds among the categories of anticipated expenditures represents management's objectives, capital requirements, and financial conditions. Future events, including changes in the economic or competitive conditions of the Company's business plan or the completion of less than the total Offering, may cause the Company to modify the above-described allocation of proceeds. The Company's use of proceeds may vary significantly in the event any of the Company's assumptions prove inaccurate. The Company reserves the right to change the allocation of proceeds from the Offering as unanticipated events or opportunities arise.

The purchase price per Share of \$0.40 is payable in full upon Purchase. All payments for the subscription of a Share will be made by wire transfer, personal or business check. The minimum purchase amount is 250,000 shares for \$100,000 although we may accept subscriptions for less than \$100,000 if we deem the same appropriate in our discretion.

The maximum subscription amount is currently anticipated to be \$2 million. However, if sufficient demand exists, we may increase this maximum amount as we deem appropriate in our discretion. We are selling the Shares through Nobles & Richards, a FINRA Registered Broker Dealer. The brokerage relationship includes an expense of 12% commission paid on all funds raised through the offering, thus decreasing the amount of net

proceeds paid to Silverton. Up to 2% of issued Class A shares may be allocated to sales team members as additional compensation.

DIRECTORS AND EXECUTIVE OFFICERS

Samuel C. Smith – Chief Executive Officer

Mr. Smith is a United States Marine Corps Veteran who graduated from Texas A&M University in Commerce with degrees in both Economics and Political Science. Subsequently, he attended the University of Tulsa College of Law.

His career started in 2001 as a registered representative for an NASD Member Firm soliciting high net worth investors for participation in Limited Partnership Projects. Shortly following his role in sales, Mr. Smith moved into analysis and ultimately investment banking with activities focused on the “Buy-Side” of Mergers & Acquisitions, Leveraged Buyouts, and other types of combinations.

In 2009, with almost a decade of corporate finance experience, Sam embarked on a career as a Venture Capitalist, raising private and public equity, managing buying and selling groups, and identifying niche opportunities in a variety of industries.

Mr. Smith has owned and operated numerous businesses with an emphasis on corporate finance, growth and innovation. He has extensive experience in origination, structuring and oversight for seed capital funding and structured finance. He guided or overseen numerous private and public companies from the startup phase through the growth stage including and in particular exploration and production companies in the oil and gas space. Mr. Smith actively managed three operatorships, extensive acreage and upwards of 400 producing wells.

Mr. Smith has accepted the role of CEO and brings the early stage, corporate finance, public company, and energy production experience required to move the company to its full potential.

Dr Eduardo Balli – Chief Financial Officer

With over 30 years of experience, Dr Eduardo Balli has worked for both public and private companies within the Accounting and Auditing fields, as well as in the startup and buildout of several Midwest companies.

Dr Ed has been a Senior Faculty for two major Midwest and East Coast Universities. He has been an instructor for Auditing, General Accounting, Taxation, Information Systems Audit, and Cost Accounting. As an instructor he works with students pursuing both Bachelor and Graduate degree's. He has been on several University committees such as Curriculum Development, Student retention, and spent a year as President of the Faculty Advisory Committee providing improvement suggestions and areas of concern to upper Universities Leadership.

With a B.S. in Economics and Accounting, he graduated from Northern Illinois University, NIU. Dr Ed earned an M.B.A. in Finance from the University of Wisconsin-Madison, ultimately attained Doctor of Business Administration (D.B.A.) in Accounting from Argosy University.

John Long – Chief Operating Officer

Mr Long is a hands-on operator in the mid-south oilfield. He was born to a multi-generational oil patch family and began checking wells with his father at the age of 10. He later progressed to helping on the pulling rig and the drilling rig at the age of 14. Thus began Mr. Long's nearly 50 years working in "The Patch"

By the age of 20, John bought his first pulling rig and began a decade of work as an independent contractor servicing several large oil companies before acquiring his own producing leases at the age of 29. After his production and service company was firmly established, John steadily added equipment, leases and labor to his company before acquiring his drilling rig at the age of 36.

Mr Long drilled more than 40 wells for his own production while maintaining his continued contract drilling, well service, dozer and roustabout work for other large and small oil companies in the region.

At 41, John sold his business to enjoy the fruits of his endeavor only to discover his desire to remain in the patch was in his blood. In very short order, John built a new bonded oil company generating greater than \$1,000,000 in annual revenue through efficient operations and strategic acquisitions.

Mr. Long has accepted the role of Chief Operating Office and brings his decades of successful oilfield operations experience to assist in evaluating potential acquisitions as well as managing field operations.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Board Member	Current Compensation	Anticipated for 2023
Samuel C. Smith	\$0.00	\$115,000
John Long	\$0.00	\$160,000

In addition to their cash compensation, Smith, Khan and Long will receive grants of our common stock, stock options, and other items as deemed appropriate by our Board of Directors. These grants are based upon future performance of Smith, Khan and Long and of Silverton. We think these milestones will likely be reached, so these additional shares and options will probably be issued.

SECURITY OWNERSHIP OF MANAGEMENT

Common Stock: The following table sets forth the ownership of our executive officers and directors and any other security holder who owns more than 10% of our common stock.

Class A Common Shares				
Board Member	Prior to Offering		After Offering + Full Conversion	
	Share Balance	%	Share Balance	%
Samuel C. Smith	21,500,000	22.72%	21,500,000	17.98%
John Long	30,000,000	31.71%	30,000,000	25.08%
Shareholders	43,100,000	45.56%	119,600,000	56.94%

Preferred Stock. Silverton currently has three classes of preferred stock authorized, two of those are issued and the third the subject of this offering.

- **Class A Preferred Stock:** This class consists of a single share created in the custodianship process as a control mechanism. The Series A Preferred Stock has 60% voting rights, and each share can be converted into 300,000,000 shares of common stock, However, there is no intention to convert or issue additional Preferred A Shares.
- **Class B Preferred Stock:** This is the control block of stock held by Sam Smith and John P Long Jr. Each share of Class B Preferred Stock entitles the holder thereof to cast 500 votes on all matters requiring vote.
- **Class C Preferred Stock:** The Class C Preferred is the share class being offered. They are a Preferred Equity Class that converts at a rate of five (5) Class A Common for each Class C Preferred Share.

Ownership of Control Persons After Offering								
Control Person	Class A Common		Preferred					
			Class A		Class B		Class C	
	Shares	%	Shares	%	Shares	%	Shares	%
Samuel C. Smith ⁽¹⁾	21,500,000	22.7%	1	100%	500,000	50%	0	0%
John Long ⁽¹⁾	30,000,000	31.4%	0	0%	500,000	50%	0	0%

(1) As a result of this offering, there will be no change in the preferred stock holdings of any covered person.

PLAN OF DISTRIBUTION OF SHARES IN THIS OFFERING

Plan of Distribution. We are offering to accredited investors a maximum of 5,000,000 Shares priced at \$0.40 per share for a Maximum Purchase Amount of \$2,000,000. However, if sufficient demand exists, we may increase this Maximum Purchase Amount as we deem appropriate in our discretion.

We reserve the right to withdraw or modify this Offering at any time and to reject any offers to purchase Shares. The minimum purchase amount is \$100,000, but we reserve the right in our management's sole discretion to allow purchases of smaller amounts to any Investor.

No minimum number of Shares must be sold in order for us to accept any subscription. All accepted subscription funds will be immediately available for our purposes without impound or escrow. Upon acceptance of an Investor's Subscription, the Investor will be admitted as a shareholder in Silverton, and his Subscription Amount will be immediately available for the Company's use.

This is a noncontingent offering. The Offering will terminate on the earlier to occur of the date we have accepted Subscriptions for the Maximum Subscription Amount or May 1, 2024, unless we extend or terminate the offering. This extension or early termination is to be in our sole discretion and without the necessity of notice.

Any person intending to subscribe for Shares should complete, sign, and date one copy of the enclosed Subscription Agreement and counterpart signature page to the Subscription Agreement and deliver such materials, electronically or otherwise, to us together with funds in the amount of \$0.40 per Share purchased, made payable to **"Silverton Energy, Inc."**

Nobles & Richards, a FINRA Member Firm will solicit applications to purchase Shares. Compensation of 12% of the gross sales will be paid in the form of a sales commission for the placement of the securities represented in this memorandum. No person has the authority to use any sales literature other than this memorandum in connection with the offering nor to make any representation about the terms of the offering or the Shares other than the information contained herein. If you receive any information from any person which is different from the information in this memorandum, you should disregard it in making your investment decision and should report such event to us.

Concurrent to this offering, the company is performing a PCAOB Audit and a subsequent Regulation A+ Offering Statement. In the event the offering statement should become effective, Management will immediately close this offering.

This memorandum is submitted to you on a confidential basis and may not be reproduced or distributed, in whole or in part, nor may any of the information contained herein be further disseminated for any other purpose. By accepting delivery of this memorandum, you agree to return this memorandum and all accompanying or related documents to us upon request if you do not desire to purchase any of the Shares offered hereby.

DILUTION

In February of 2023, the total Preferred Shares issued was 1 share of Class A Preferred Stock, and 52,424,875 shares of Class A Common Stock.

Following the custodianship discharge, the company introduced new management, executed an expenses issuance and executed its first acquisition. As a result, in March of 2023 the company made issuances totaling 77,000,000 of Class A Common Shares and 1,000,000 shares of Class B Preferred Shares, bringing the total outstanding shares of Common to 129,424,875.

Pursuant to a custodianship action, 33,824,875 shares of common stock were ordered to be cancelled. This was confirmed by the transfer agent and subsequently updated DTC to reflect the correct issued and outstanding Common A Shares to 94,600,000..

Assuming this offering is fully subscribed, 5,000,000 Shares of Class C Preferred Stock will be issued, and subsequently, each share of Preferred C Stock will be exchanged for 5 shares of Common A Stock, resulting in an additional 25,000,000 of Common A Stock for a total of 120,600,000 Common Shares outstanding.

As discussed in “Security Ownership of Management,” the employment agreements with our executive officers provides that such officers may be issued shares of common stock based upon such officers and Silverton achieving various performance milestones. If these shares are distributed, we will not be paid any cash for the issuance of such shares, but the shares will instead be issued as compensation for the success we enjoy as a result of our officers’ performance.

The table below illustrates the dilution if all shares of this offering are sold and subsequently converted to common shares.

	Total Outstanding Prior to Offering	Total Outstanding If Fully Subscribed	Total Outstanding Upon Full Conversion
Common A	94,600,000	0	119,600,000 ⁽¹⁾
Preferred A	1	1	1
Preferred B	1,000,000	1,000,000	1,000,000
Preferred C	0	5,000,000	0

(1) Assumes all 5M Class C Preferred are converted into 25M Class A Common.

SECURITIES BEING OFFERED

Shares Being Offered. We are offering for sale 5,000,000 shares of Class C Convertible Preferred stock at a purchase price of \$0.40 per Share. Each preferred share is convertible to five (5) common shares.

Authorized Capital Structure. Our authorized capital stock consists of 500,000,000 shares of common stock, \$0.001 par value per share, and 120,000,000 shares of preferred stock, no par value per share.

As of January 30, 2023, there were 52,424,875 shares of common stock and 1 share of preferred stock issued and outstanding. As detailed in the DILUTION section above, in March of 2023 the new management issued 77,000,000 of Class A Common Shares and 1,000,000 shares of Class B Preferred Shares. Subsequently, The Nevada District Court authorized and executed the cancellation of 33,824,875 shares of common stock.

These actions resulted in a total current outstanding Common A shares total of 94,600,000 and 1,000,001 preferred shares.

Common Stock. Holders of our common stock are entitled to one vote for each share on all matters voted upon by our stockholders, including the election of directors, and do not have cumulative voting rights. Subject to the rights of holders of any then outstanding shares of our preferred stock, our common stockholders are entitled to any dividends that may be declared by our board. Subject to the rights of the Silverton Shareholders, holders of our common stock are entitled to share ratably in our net assets upon our dissolution or liquidation after payment or provision for all liabilities and any preferential liquidation rights of our preferred stock then outstanding. Holders of our common stock have no preemptive rights to purchase shares of our stock. The shares of our common stock are not subject to any redemption provisions and are not convertible into any other shares of our capital stock. All outstanding shares of our common stock are, and the shares of common stock to be issued in the offering will be, upon payment thereof, fully paid and nonassessable. The rights, preferences and privileges of holders of our common stock will be subject to those of the holders of any shares of our preferred stock we may issue in the future.

Preferred Stock. Our Certificate of Formation, as amended, authorizes our Board of Directors to issue, without shareholder approval, up to 10,000,000 shares of preferred stock (no par value), which may be issued from time to time. As of the date hereof, Silverton currently has two classes of preferred stock authorized and issued.

Class A Preferred Stock: There is one share of Class A Preferred Stock that is convertible to 300,000,000 shares of Common Stock. This share exists as a defensive mechanism in the event of an attempted hostile takeover. Samuel C. Smith is the Sole owner of this share.

Class B Preferred Stock: Each share of Class B Preferred Stock entitles the holder thereof to cast 500 votes on any matter brought before the shareholders to vote. There are 1,000,000 shares of this stock accounting for 500,000,000 votes. This class of stock is effectively the “Control Block” of stock and is held by Samuel C. Smith (500,000 shares), and John P. Long (500,000 shares). The Class B Preferred Shares are not convertible to Common Shares.

Class C Preferred Stock: Each share of Class C Preferred Stock entitles the holder thereof to preferential treatment in matters of bankruptcy or dissolution, convertible to common at a rate of 5:1 (5 Common shares for 1 Class C Preferred Share). These shares are being offered under SEC registration exemption Regulation D Rule 506(c) to accredited investors only.

Management in its discretion and without notice, may elect to increase the number of shares to be sold in this offering to raise additional capital. Should management exercise this discretion, no notice will be delivered to subscribers or current shareholders, and all subscribers and shareholders will experience additional dilution.

Our board may, from time to time, authorize the issuance of one or more classes or series of preferred stock without stockholder approval. Subject to the provisions of our Certificate of Formation and limitations prescribed by law, our board is authorized to adopt resolutions to issue shares, establish the number of shares, change the number of shares constituting any series, and provide or change the voting powers, designations, preferences and relative rights, qualifications, limitations or restrictions on shares of our preferred stock, including dividend rights, terms of redemption, conversion rights and liquidation preferences, in each case without any action or vote by our stockholders. One of the effects of undesignated preferred stock may be to enable our board to discourage an attempt to obtain control of our company by means of a tender offer, proxy contest, merger or otherwise. The issuance of preferred stock may adversely affect the rights of our common stockholders by, among other things:

- Restricting dividends on the common stock;
- Diluting the voting power of the common stock;
- Impairing the liquidation rights of the common stock; or
- Delaying or preventing a change in control without further action by the stockholders.

Meetings of Shareholders. Our Bylaws require an annual meeting of shareholders for the purpose of electing directors and conducting any other business that may be properly transacted at the annual meeting. Our Bylaws further provide that special meetings of our shareholders may be called only by our Board of Directors or by any committee thereof duly formed and authorized to call such meeting, unless otherwise required by law.

Indemnification of Officers and Directors. Under our Bylaws, Silverton may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his or her position, if he or she acted in good faith and in a manner he or she reasonably believed to be in Silverton's best interest. We may advance expenses incurred in defending a proceeding. To the extent an officer or director is successful on the merits in a proceeding as to which he or she is to be indemnified, Silverton must indemnify the officer or director against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, then only by a court order. The indemnification coverage is intended to be to the fullest extent permitted by applicable laws.

Regarding indemnification for liabilities arising under the Securities Act of 1933, which may be permitted to officers or directors under applicable state law, and we understand that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

LEGAL PROCEEDINGS

We are not currently a party to any legal proceedings which, individually or in the aggregate, would be expected to have a material effect on our business, financial condition, results of operations, or financial statements, taken as a whole, if determined adversely to us.

In August of 2020, Chief Operating Officer John Long filed Chapter 11 bankruptcy in Oklahoma which was dismissed in April of 2022 and terminated May 2022. Chapter 11 for a company to reorganize and restructure its obligations.

The foregoing is not expected to affect management or operations of the company.

DESCRIPTION OF PROPERTY

STRATEGY – BUILDING VERTICAL ALIGNMENT AND Foothold: Our first acquisition was completed in March of 2023 and included 100% membership interest of Xutapa Properties LLC, an Oklahoma Limited Liability Company. This acquisition included all assets, leaseholds and the operating bond necessary to execute our strategic vertical alignment.

BUREAU OF INDIAN AFFAIRS OVERSIGHT: Osage County Oil and Gas properties are attractive because of the high-quality oil and gas, the extensive reserves and long production history of Oklahoma Oil Fields. In addition, the Osage County Minerals are owned by the Osage Nation Head Rights and is the only County in Oklahoma that is managed by the US. Department of Interior Bureau of Indian Affairs (BIA) also meaning that all leases contracts are issued and managed by the BIA (Bureau Of Indian Affairs) with the guaranty of clean title, clean environmental standards, oversight and in good standing for all compliance orders and code.

ACQUIRING CLOSE PROXIMITY OPERATIONS: With this foothold, the plan is to build on this success by evaluating and acquiring neighboring operations. We are confident in our ability to identify and fund acquisition prospects in Oklahoma to continually build our base of production assets and revenues.

Our plan is to acquire assets in close proximity to our current operations with an eye on the largest private producers in the area extracting upward of 800-BOPD. To fund the acquisitions, we intend to use three sources of capital; revenue, offered equity, bank debt and in cases of larger acquisitions, a combination of the three. We believe that by acquiring producing properties and positioning vertical as the operator, we can deliver strong value to our shareholders.

MULTIPLE PRODUCTIVE ZONES: The Osage Tribal Area produces from multiple sand formations including the Bartlesville, Red Fork, Skinner, Wayside, Cleveland, Layton and Endicott as well as lime and carbonate formations including Mississippian, Atoka, Oswego, Checkerboard and Hogshooter. (See Exhibit B: Description of Property)

EXISTING PRODUCTION AND DRILLING OPPORTUNITIES: Along with the foothold in the Osage Nation and the operator, we also acquired approximately 2,880 acres with 87 existing wellbores on 850 of those acres and significant drilling opportunities on the remaining ~2,000 undeveloped acres.

ACREAGE HELD BY PRODUCTION: The wells in the Xutapa acquisition are primarily producing from the Wayside formation encountered at depths ranging from 1,200 feet to 2,400 feet. Since our acquisition of Xutapa 25 of our wells have produced 10 to 25 BOPD. This production, although minimal, grants us the right to HBP (hold by production) all the leased acreage.

FUTURE REWORK OPPORTUNITIES: The other 62 existing wells could be reworked on a well-by-well basis at the discretion of our management team based on their industry experience. This could result in another 60 BOPD bringing the total production for the asset to approximately 85 BOPD or in excess of 2,500 BOPM. Assuming a current oil price of \$70/BO, this equates to gross production of \$175,000 per month.

FUTURE DRILLING OR FARMOUT OPPORTUNITIES: The leasehold has other productive zones that have not been tapped. Since this property is largely undeveloped, as previously mentioned, we have the opportunity to drill or farmout more than 100 new wells.

The Xutapa serves as an example of the type of acquisitions we will be targeting. Additional information concerning our current properties is included in the attached Exhibit B.

Exhibit A
Financial Statements

Bansal & Co LLP was retained in November 2023 to conduct a PCAOB Audit of Silverton Energy, Inc. The PPM will be supplemented to include the audited Balance Sheet once the audit is complete.

EXHIBIT B

XUTAPA OIL BRIEF

In 1915, one of the first large ranches in the Osage Nation was the Chapman-Barnard ranch, put together by James A. Chapman, a Tulsa oilman, and Mr. H.G. Barnard, a Texas ranch man. The original Chapman-Barnard Ranch consisted of 70,000 acres.

Xutapa's leasehold consists of 2,880 acres with 87 oil wellbores in the Wayside Sand formation. The property has a Mississippi Chat formation across the acreage. This property is greatly underdeveloped and has room for infield drilling in the future.

General Specifications

Acres	2,880		
Oil wells	87	Lease road condition	Fair
Current production	10 - 25 BOPD	NRI	80%
Wells pumping	25	Additional Equipment	Work over rig with tools
Wells equipped	34		Chase truck
(need to be reworked and turned on)			Truck for pumper
Wells not equipped	38		Gin Pole truck
(need pump jack, rod/tubing or other)			4x4 ATV for pumper

Legal Description	Lease Name	Contract Type	Acres
SW-16-28-09	Freeman/Leonard 1	Oil & Gas	160
NE-15-28-09	Eberts/Leonard	Oil & Gas	160
SW-10-28-09	Stingly	Oil & Gas	160
SE-10-28-09	Lawson	Oil & Gas	160
NE-21-28-09	Chapman	Oil & Gas	160
NW-15-28-09	Leonard	Oil & Gas	160
SW-15-28-09	Leonard	Oil & Gas	160
NE-16-28-09	Bass Brothers	Oil & Gas	160
NW-14-28-09	Leonard Ranch	Easement	160
SE-16-28-09	Leonard I	Oil & Gas	160
SW-21-28-09	Chapman	Oil & Gas	160
NW-22-28-09	Chapman	Oil & Gas	160
NW-21-28-09	Chapman	Oil & Gas	160
NW-27-28-09	Leonard	Oil & Gas	160
SE-21-28-09	Chapman	Oil & Gas	160
SW-27-28-09	Leonard	Oil & Gas	160
SE-28-28-09	Bass Brothers	Oil & Gas	160
NE-28-28-09	Bass Brothers	Oil & Gas	160





STRATIGRAPHIC GUIDE

Osage Tribal Area of Oklahoma

Time Scale			Region 2 Cherokee Platform
System	Series	Group	
G Permian	Leonardian	El Reno	
		Enid	Garber
	Wolfcampian		Herington
		Chase	Winfield
			Fort Riley
			Hoy Whitney
			Cottonwood
		Council Grove	Holston
			Neva
			Red Eagle
			Forsaker
		Admire	Belvoir
	Virgilian		Campbell
		Wabaunsee	Ragan
			Crews
			Ebert
			Burlingame
			Newkirk
			Pawhuska
F Pennsylvanian	Shawnee		Hoover
			Elgin
			Carmichael
			Oread
			Endicott
	Douglas		Lovell
			Haskell
			Tonkawa

Time Scale			Region 2 Cherokee Platform
System	Series	Group	
E Pennsylvanian	Missourian	Ochelata	Penry (Gas)
			Avant
			Cottage Grove
			Dewey
			Hogshooter
	Skiatook		Layton
			Checkerboard
			(U) Cleveland (L)
			Wayside
			Big Lime
	Marmaton		Peru
			Oswego
			Prue
			Verdigris
			(U) Skinner (M) (L)
D Pennsylvanian	Des Moinesian		Pink Lime
			Red Fork
			Inola
			Bartlesville
			Brown Lime
	Krebs		Booth
			Atoka Lime
			Gilcrease

Lithology Color Code

	Sandstone
	Carbonate
	Shale
	Coal
	Granite Wash

Time Scale			Region 2 Cherokee Platform
System	Series	Group	
C Mississippian	Morrowan		Dutcher
			Papoose
			Pike
			Mississippi(an) Miss Lime Miss Solid
			Meramecian
	Chesterian		Osagean
			Kinderhookian
			Chattanooga
			Bois d'Arc Haragan
			Upper - Middle
	Devonian		Uisterian
			Cayugan
			Niagaran
B Mississippian	Cincinnati		Trenton
			Bromide (1 st) (U) (2 nd) (3 rd) (L)
			Tulip Creek
			Oil Creek
			Joins Turkey ML
	Champlainian		Arbuckle
			Canadian
			Granite
			Pre-Cambrian
			Granite

Exhibit C
INVESTOR QUESTIONNAIRE
&
SUBSCRIPTION AGREEMENT

PROSPECTIVE INVESTOR BACKGROUND & SUITABILITY QUESTIONNAIRE

Individual completing this form

Relationship to investor/account holder

FORM OF OWNERSHIP The investment is to be held in the following manner (please initial one):

- ☐ INDIVIDUAL
- ☐ CORPORATION
- ☐ JOINT TENANTS
- ☐ TENANTS-IN-COMMON
- ☐ CUSTODIAN (IRA)
- ☐ LIMITED LIABILITY COMPANY
- ☐ TRUST
- ☐ PARTNERSHIP
- ☐ OTHER _____

Trust, IRA, qualified plan, corporation, partnership or other entity investors: please provide information regarding the entity and the individual(s) responsible for the entity's investment decision. Custodial information should be presented here for IRA and qualified plan investors. Note: For custodial accounts (IRA's, etc.), distributions must be sent to the custodian unless the custodian provides written instructions to send distributions elsewhere.

Name of Entity

Tax ID Number of Entity

Telephone Number

Account/IRA Number (custodial accounts)

Authorized Person

Title of Authorized Person

Address: Street/City/State/Zip

Phone Number

If the investment will be in the name of a partnership, limited liability company, or corporation, complete the following

NOTE: REPRESENTATIVES OF ENTITIES WHO WILL BE RESPONSIBLE FOR MAKING THE DECISION TO PURCHASE THE SECURITIES MUST EACH COMPLETE A PROSPECTIVE INVESTMENT SUITABILITY QUESTIONNAIRE.

Date of Formation Number of Equity Owners Net Worth of Entity

All of the equity owners are accredited investors: Yes _____ No _____

Was this entity formed for the purpose of making this investment: Yes _____ No _____

For a **corporation**, please attach copies of (i) Articles of Incorporation/Organization or Certificate of Formation, (ii) Bylaws, and (iii) Resolutions or Consents authorizing the purchase of the Units.

For a **limited liability company**, please attach copies of (i) Articles of Organization or Certificate of Formation, (ii) Limited Liability Company Agreement or Operating Agreement, and (iii) Resolutions or Consents (if any) authorizing the purchase of the Units.

For a **partnership**, please attach a copy of the applicable Partnership Agreement.

If the investment will be in the name of a trust or an estate, answer the following:

NOTE: EACH TRUSTEE OR EXECUTOR MUST COMPLETE A PROSPECTIVE INVESTMENT SUITABILITY QUESTIONNAIRE.

Date of Formation Number of Beneficiaries Net Worth of Entity

All of the equity owners are accredited investors: Yes _____ No _____

For a **trust**, attach a copy of the instrument creating the trust (Required).

For an **estate**, attach a copy of the will and/or current letters testamentary (Required).

Other Information: Using additional pages as necessary, please provide the Company with any additional information not requested above that you believe will help the Company more fully understand your investment profile and identify what types of investments or strategies may be suitable for you.

Primary Applicant Contact Information

☐ Mr. ☐ Mrs. ☐ Ms. ☐ Dr. **Suffix** ☐ Sr. ☐ Jr.

First Name Middle Name Last Name

Permanent Address Apt/Suite No.

City State ZIP Code Country

Work Phone Home Phone Mobile Phone Email Address

☐ Please check if you have been at your current home address for less than one year.

Mailing Address (if different from above) Apt/Suite No.

City State ZIP Code Country

Employment Status

Are you currently:

☐ Employed ☐ Self-Employed ☐ Not Employed ☐ Retired ☐ Student ☐ Other: _____

Job Title

Occupation

Employer

Years with this Employer

Business Address

Apt/Suite No.

City

State

ZIP Code

Country

USA PATRIOT Act Information (Required by Federal law)

All applicants please provide the information below. Non-resident aliens, also include a completed W-8BEN.

Date of Birth (mm/dd/yyyy) Social Security or Taxpayer ID No. Country of Citizenship

ID No. (Select one): ☐ Driver's License ☐ Passport ☐ State ID ☐ Other Government-issued ID

Place/Country of Issuance Issue Date (mm/yyyy) Expiration Date (mm/yyyy)

For individuals, community property, or joint tenant investors, please include a copy of a government issued form of picture identification (e.g., passport or driver license) for each interested party. If the address contained in the identification is not accurate or provided, please provide proof of your current address (e.g., current utility bill, lease, etc.).

Co-Applicant Contact Information (if applicable)

☐ Mr. ☐ Mrs. ☐ Ms. ☐ Dr. **Suffix** ☐ Sr. ☐ Jr.

First Name Middle Name Last Name

☐ Use the same contact information listed for the primary applicant.

Permanent Address Apt/Suite No.

City State ZIP Code Country

Work Phone Home Phone Mobile Phone Email Address

☐ Please check if you have been at your current home address for less than one year.

Employment Status

Are you currently:

☐ Employed ☐ Self-Employed ☐ Not Employed ☐ Retired ☐ Student ☐ Other: _____

Job Title Occupation

Employer Years with this Employer

Business Address Apt/Suite No.

City State ZIP Code Country

USA PATRIOT Act Information (Required by Federal law)

All applicants please provide the information below. Non-resident aliens, also include a completed W-8BEN.

Date of Birth (mm/dd/yyyy) Social Security or Taxpayer ID No. Country of Citizenship

ID No. (Select one): ☐ Driver's License ☐ Passport ☐ State ID ☐ Other Government-issued ID

Place/Country of Issuance Issue Date (mm/yyyy) Expiration Date (mm/yyyy)

For individuals, community property, or joint tenant investors, please include a copy of a government issued form of picture identification (e.g., passport or driver license) for each interested party. If the address contained in the identification is not accurate or provided, please provide proof of your current address (e.g., current utility bill, lease, etc.).

Trusted Contact Person Information (optional)

This voluntary template reflects FINRA Rule 2165 (Financial Exploitation of Specified Adults) and amendments to FINRA Rule 4512 (Customer Account Information) relating to financial exploitation of seniors. Please note that Rule 2165 and the amendments to Rule 4512 went into effect on February 5, 2018.

By choosing to provide information about a trusted contact person, you authorize us to contact the trusted contact person listed below and disclose information about your account to that person in the following circumstances: to address possible financial exploitation, to confirm the specifics of your current contact information, health status, or the identity of any legal guardian, executor, trustee or holder of a power of attorney, or as otherwise permitted by FINRA Rule 2165 (Financial Exploitation of Specified Adults).

☐ Mr. ☐ Mrs. ☐ Ms. ☐ Dr. **Suffix** ☐ Sr. ☐ Jr.

First Name Middle Name Last Name

Address Apt/Suite No.

City State ZIP Code Country

Work Phone Home Phone Mobile Phone Email Address

Relationship to Primary Applicant/Co-Applicant: _____

ALL APPLICANTS

Industry and Other Affiliations

Primary
Applicant

☐ Yes ☐ No

Co-Applicant

☐ Yes ☐ No

Are you, your spouse, or any other immediate family members, including parents, in-laws, siblings and dependents:

Employed by or associated with the securities industry (for example, a sole proprietor, partner, officer, director, or branch manager, registered representative or other associated person of a broker-dealer firm) or a financial services regulatory agency?

If yes, please specify entity below. If this entity requires its approval for you to open this account, please provide a copy of the required authorization letter (with this Application).

☐ Broker-Dealer or Municipal Securities Dealer

☐ Investment Adviser

☐ FINRA or other Self Regulatory Organization*
Securities Regulator

☐ State or Federal

(*Including a national securities exchange, registered securities association, registered clearing agency or the Municipal Securities Rulemaking Board.)

Name of entity(ies): _____

☐ Yes ☐ No

☐ Yes ☐ No

An officer, director or 10% (or more) shareholder in a publicly-owned company?

Name of company and symbol: _____

☐ Yes ☐ No

☐ Yes ☐ No

A senior military, governmental or political official in a non-US country?

Name of country: _____

[Firms may consider whether to include this question in the context of their risk assessment procedures and the products and services they offer.]

Financial Situation and Needs, Liquidity Considerations, and Tax Status

Please tell us your best estimate as to:

ANNUAL INCOME ¹ (from all sources)	NET WORTH ² (excluding your residence)	LIQUID NET WORTH ³	TAX RATE (highest marginal)
<input type="checkbox"/> \$25,000 and under	<input type="checkbox"/> \$25,000 and under	<input type="checkbox"/> \$25,000 and under	<input type="checkbox"/> 0-15%
<input type="checkbox"/> \$25,001-50,000	<input type="checkbox"/> \$25,001-50,000	<input type="checkbox"/> \$25,001-50,000	<input type="checkbox"/> 16-25%
<input type="checkbox"/> \$50,001-100,000	<input type="checkbox"/> \$50,001-200,000	<input type="checkbox"/> \$50,001-200,000	<input type="checkbox"/> 26-30%
<input type="checkbox"/> \$100,001-250,000	<input type="checkbox"/> \$200,001-500,000	<input type="checkbox"/> \$200,001-500,000	<input type="checkbox"/> 31-35%
<input type="checkbox"/> \$250,001-500,000	<input type="checkbox"/> \$500,001-1,000,000	<input type="checkbox"/> \$500,001-1,000,000	<input type="checkbox"/> Over 35%
<input type="checkbox"/> Over \$500,000	<input type="checkbox"/> \$1,000,001-3,000,000	<input type="checkbox"/> \$1,000,001-3,000,000	
	<input type="checkbox"/> Over \$3,000,000	<input type="checkbox"/> Over \$3,000,000	

ANNUAL EXPENSES ⁴ (recurring)	SPECIAL EXPENSES ⁵ (future, non-recurring)	LIQUIDITY NEEDS
<input type="checkbox"/> \$50,000 and under	<input type="checkbox"/> \$50,000 and under	The ability to quickly and easily convert to cash all or a portion of the investments in this account without experiencing significant loss in value from, for example, the lack of a ready market, or incurring significant costs or penalties is (check one) <input type="checkbox"/> Very important <input type="checkbox"/> Important <input type="checkbox"/> Somewhat important <input type="checkbox"/> Does not matter
<input type="checkbox"/> \$50,001-100,000	<input type="checkbox"/> \$50,001-100,000	
<input type="checkbox"/> \$100,001-250,000	<input type="checkbox"/> \$100,001-250,000	
<input type="checkbox"/> \$250,001-500,000	<input type="checkbox"/> \$250,001-500,000	
<input type="checkbox"/> Over \$500,000	<input type="checkbox"/> Over \$500,000	
	<i>Timeframe for special expenses:</i> <input type="checkbox"/> Within 2 years <input type="checkbox"/> 3-5 years <input type="checkbox"/> 6-10 years	

¹ **Annual income** includes income from sources such as employment, alimony, social security, investment income, etc.

² **Net worth** is the value of your assets minus your liabilities. For purposes of this application, assets include stocks, bonds, mutual funds, other securities, bank accounts, and other personal property. Do not include your primary residence among your assets. For liabilities, include any outstanding loans, credit card balances, taxes, etc. Do not include your mortgage.

³ **Liquid net worth** is your net worth minus assets that cannot be converted quickly and easily into cash, such as real estate, business equity, personal property and automobiles, expected inheritances, assets earmarked for other purposes, and investments or accounts subject to substantial penalties if they were sold or if assets were withdrawn from them.

⁴ **Annual expenses** might include mortgage payments, rent, long-term debts, utilities, alimony or child support payments, etc.

⁵ **Special expenses** might include a home purchase, remodeling a home, a car purchase, education, medical expenses, etc.

Investment Risk Tolerance

Investing involves risk. Different investment products and strategies involve different degrees of risk. The higher the expected returns of a product or strategy, the greater the risk that you could lose most of your investment. Investments should be chosen based on your objectives, timeframe, and tolerance for market fluctuations.

- ☐ **Moderately Aggressive.** I am willing to accept high risk to my initial principal, including high volatility, to seek high returns over time, and understand I could lose a substantial amount of the money invested.
- ☐ **Significant Risk.** I am willing to accept maximum risk to my initial principal to aggressively seek maximum returns, and understand I could lose most, or all, of the money invested.

Investment Objectives and Investment Time Horizon

Check all that apply:

- ☐ Generate income for current or future expenses
- ☐ Partially fund my retirement
- ☐ Steadily accumulate wealth over the long term
- ☐ Generate wealth and pass it on to my heirs
- ☐ Market speculation
- ☐ Other: _____

The expected period of time you plan to invest to achieve your financial goal(s):

- ☐ Under 1 year ☐ 1-2 years ☐ 3-5 years ☐ 6-10 years ☐ 11-20 years ☐ Over 20 years

Please tell us how you are funding this account (check all that apply):

- | | |
|---|---|
| <input type="checkbox"/> Income | <input type="checkbox"/> Insurance payout |
| <input type="checkbox"/> Funds from another account | <input type="checkbox"/> Inheritance |
| <input type="checkbox"/> Gift | <input type="checkbox"/> Other: _____ |
| <input type="checkbox"/> Sale of business or property | |

Other Information

Please provide us with any additional information not requested above that you believe will help us more fully understand your investment profile and identify what types of investments or strategies may be suitable for you.

(use additional space as needed)

Financial Investment Experience

We are collecting the information below to better understand your investment experience. We recognize your responses may change over time as you work with us.

Please check the boxes that best describe your investment experience to date.

Investment investments)	Years experience			Transactions per year (excluding automatic		
Mutual Funds/						
Exchange Traded Funds	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5	<input type="checkbox"/> 0-5	<input type="checkbox"/> 6-15	<input type="checkbox"/> Over 15
Individual Stocks	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5	<input type="checkbox"/> 0-5	<input type="checkbox"/> 6-15	<input type="checkbox"/> Over 15
Bonds	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5	<input type="checkbox"/> 0-5	<input type="checkbox"/> 6-15	<input type="checkbox"/> Over 15
Options	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5	<input type="checkbox"/> 0-5	<input type="checkbox"/> 6-15	<input type="checkbox"/> Over 15
Securities Futures	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5	<input type="checkbox"/> 0-5	<input type="checkbox"/> 6-15	<input type="checkbox"/> Over 15
Annuities	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5	<input type="checkbox"/> 0-5	<input type="checkbox"/> 6-15	<input type="checkbox"/> Over 15
Alternative ⁶	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5	<input type="checkbox"/> 0-5	<input type="checkbox"/> 6-15	<input type="checkbox"/> Over 15
Margin	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5			

⁶ May include structured products, hedge funds, etc.

Other Investments

Please provide us with additional information about your other investments to help us more fully understand your investment profile and identify what types of investments or strategies may be suitable for you.

Investment type/Description	Firm holding the investment	Amount (\$US)
		\$
		\$
		\$
		\$

(use additional space as needed)

INVESTOR REPRESENTATIONS

The source of my funds for this investment will come from the following: _____

_____ I acknowledge that my investment objectives and goals in this investment are primarily speculation and growth, agree that these risks with my personal investment objectives and I acknowledge that I may lose part or all of my investment.

_____ I agree that his investment does not exceed 10% of my net worth, excluding my primary residence, its furnishings, and my automobiles.

_____ I have the knowledge and experience in financial and business matters that I am able to evaluate the merits and risks of an investment in the Company.

_____ My proposed investment does not include any part of borrowed funds.

_____ If my proposed investment is anticipated to be held in an individual retirement account (IRA), my IRA account was not funded by a roll-over 401k or other employer sponsored retirement plan for the specific purpose of investing in the Company.

_____ I represent that I have no required liquidity from my investment in the Company.

_____ I understand and acknowledge that my investment May have a short-term time horizon or a long-term time Horizon and my financial situation is such that I can withstand either a short-term investment or a long-term investment in the Company.

You affirm that the information you have provided is accurate and you agree to notify us of any changes in the information provided.

Signatures

Primary Applicant Name (please print)

Primary Applicant Signature

Date

Co-Applicant Name (please print)

Co-Applicant Signature

Date

Silverton Energy Inc.

Silverton Energy Inc.
101 E. Park Blvd, Suite 600
Plano, TX 75076

Gentlemen:

The undersigned, intending to be legally bound, hereby irrevocably applies to purchase from Silverton Energy Inc. ("**Silverton**"), a Nevada corporation, the number of shares (the "**Shares**") of Class C Convertible Preferred Stock in Silverton indicated beside the undersigned's signature, and to thereupon become a Silverton shareholder ("**Shareholder**") as indicated herein. This subscription is submitted to Silverton in accordance with and subject to the terms and conditions described in this Subscription Agreement and the Confidential Placement Memorandum (the "**Memorandum**") dated May 1, 2023, as supplemented with Supplement No. 1 Dated November 09, 2023 and Supplement No. 2 Dated January 2, 2024 relating to the Shares.

Subscription. Subject to the terms and conditions hereof and the provisions of the Memorandum, the undersigned hereby irrevocably subscribes for the number of Shares indicated below and agrees to deliver herewith to Silverton his or her payment to the order of "**Silverton Energy Inc.**" in an amount equal to 100% of the purchase price for the number of Shares purchased.

1. **Acceptance of Subscription.** Silverton shall have the right to accept or reject this subscription, in whole or in part. This subscription shall be deemed to be accepted by Silverton only when it is executed by Silverton. Once accepted by Silverton, this subscription shall be irrevocable. In the event this subscription is rejected by Silverton, the proceeds of this subscription will be returned promptly to the undersigned, without interest.

2. **Representations and Warranties of the Undersigned.** The undersigned hereby represents and warrants to and covenants with Silverton that:

(a) He or she has adequate means of providing for his or her current needs and possible personal contingencies, and he or she has no need now, and anticipates no need in the foreseeable future, to sell the Shares for which he or she hereby subscribes. He or she is able to bear the economic risks of this investment, and consequently, without limiting the generality of the foregoing, is able to hold his or her Shares for an indefinite period of time and has a sufficient net worth to sustain a loss of his or her entire investment in the Shares in the event such loss should occur.

(b) He or she has such knowledge and experience in financial, tax and business matters that he or she is capable of evaluating the terms and risks of the prospective investment in the Shares and is able to bear the economic risk of such investment for an indefinite period.

(c) He or she recognizes that his or her investment in the Shares involves a high degree of risk which may result in the loss of the total amount of his or her investment. He or she acknowledges that he or she has carefully considered all risks incident to the purchase of Shares, as summarized under "Risk Factors" and set forth in other portions of the Memorandum, and that he or she has been advised and is fully aware that investment in Silverton is a highly speculative and uncertain venture involving a high degree of risk, the advantages and benefits of which are generally limited to a certain group of investors.

(d) He or she is acquiring his or her Shares for his or her own account or for the account of his or her spouse for investment and not with a view to the distribution or resale thereof.

(e) He or she is aware that he or she must bear the economic risk of his or her investment in the Shares for an indefinite period of time because (i) the Shares have not been registered under the Securities Act or under the securities laws of any state, and therefore cannot be sold unless they are subsequently registered under the Securities Act and any applicable state securities laws or unless an exemption from such registration is available and, further, that only Silverton can take action to register the Shares. He or she also recognizes that

no federal or state agency has passed upon the validity of the Shares to date or made any finding or determination as to the fairness of an investment in the Shares.

(f) He or she has received and read a copy of the Memorandum dated May 1, 2023, as supplemented with supplement No. 1 Dated November 9, 2023 (including the exhibits appended thereto) and Supplement No. 2 Dated January 2,, 2024, and any amendments thereof or supplements thereto, has had the opportunity to obtain any additional information necessary to verify the accuracy of the information contained in such documents and to evaluate the merits of the investment and has been given the opportunity to meet with officials of Silverton and its Affiliates and to have said officials answer any questions regarding the terms and conditions of this particular investment, and all such questions have been answered to his or her full satisfaction. In reaching the conclusion that he or she desires to acquire the Shares, he or she has carefully evaluated his or her financial resources and investments and acknowledges that he or she is able to bear the economic risks of this investment.

(g) No oral or written representations have been made or oral or written information furnished to the undersigned or his or her Purchaser Representative, if any, that were in any way inconsistent with the information contained in the Memorandum. In making his or her decision to become a shareholder of Silverton he or she has relied solely upon his or her review of such documents and independent investigations made by him without assistance of Silverton, its Affiliates or their employees or agents. He or she has received no offering material other than the Memorandum.

(h) He or she understands and agrees that the following restrictions and limitations imposed by Rule 502 of Regulation D under the Securities Act and applicable state securities laws, are applicable to his or her purchase and the resale, assignment, pledge, hypothecation or other transfer of his or her Shares:

(i) He or she agrees that the Shares shall not be sold, assigned, pledged, hypothecated or otherwise transferred unless they are registered under the Securities Act and applicable state securities laws or unless an exemption from such registration is available.

(ii) A legend in substantially the following form will be placed on any certificate(s) or other document(s) evidencing the Shares:

THESE SHARES IN SILVERTON ENERGY, INC. ("SILVERTON") HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS AND MAY NOT BE SOLD, ASSIGNED, TRANSFERRED, PLEDGED OR OTHERWISE DISPOSED OF UNLESS SUCH SHARES ARE REGISTERED PURSUANT TO ALL SUCH APPLICABLE LAWS OR UNLESS COUNSEL SATISFACTORY TO SILVERTON SHALL HAVE RENDERED A SATISFACTORY OPINION THAT SUCH REGISTRATION IS NOT REQUIRED.

(iii) Stop transfer instructions have or will be issued with respect to the Shares so as to restrict the resale, assignment, pledge, hypothecation or other transfer thereof.

(i) He or she acknowledges that he or she has been advised that Rule 144 promulgated under the Securities Act is not applicable and further acknowledges that Silverton is not obligated to make the filings and reports, or make available publicly the information, which is a condition to the availability of Rule 144 or take any other action in furtherance of making any other exemption available.

(j) He or she will provide Silverton such information as may be reasonably requested by Silverton to enable it to satisfy itself as to his or her knowledge and experience and his or her ability to bear the economic risk of an investment in the Shares.

(k) If the undersigned is a corporation, partnership, trust or other entity, it was not formed for the purpose of this investment, and it is authorized and qualified to become a shareholder in Silverton and the person signing this Subscription Agreement on behalf of such entity has been duly authorized by such entity to do so.

(l) If the undersigned is purchasing the Shares in a representative or fiduciary capacity, the representations and warranties contained herein (and in any other written statement or document delivered to Silverton in connection herewith) shall be deemed to have been made on behalf of the person or persons for whom such Shares are being purchased.

(m) The information provided to Silverton is complete and accurate and may be relied upon by Silverton and he or she will notify Silverton immediately of any material change in any of such information which occurs prior to the closing of the purchase of the Shares by him or her.

(n) The foregoing representations, warranties and agreements together with all other representations and warranties made or given by the undersigned to Silverton in any other written statement or document delivered in connection with the transactions contemplated hereby, shall be true and correct in all respects on and as of the date of the admission of the undersigned to Silverton as if made on and as of such date and shall survive such date.

3. **Indemnification.** The undersigned acknowledges that he or she understands the meaning and legal consequences of the representations, warranties and covenants set forth in Section 2 hereof and that Silverton has relied and will rely upon such representations, warranties and covenants and he or she hereby agrees to indemnify and hold harmless Silverton, and its respective officers, directors, controlling persons, agents and employees, from and against any and all loss, damage, or liability, joint or several, and any action in respect thereof, to which any such person may become subject to or arising out of a breach of any such representation, warranty or covenant or the inaccuracy of such certifications. Notwithstanding the foregoing, however, no representation, warranty, acknowledgement or agreement made herein by the undersigned shall in any manner be deemed to constitute a waiver of any rights granted to him under federal or state securities laws. All representations, warranties and covenants contained in this Subscription Agreement, and the indemnification contained in this Section 3, shall survive the acceptance of this subscription and the issuance of shares in Silverton.

4. **Survival.** All representations, warranties and covenants contained in this Subscription Agreement, and the indemnification contained in Section 3 hereof, shall survive the acceptance of the subscription. The undersigned acknowledges and agrees that this Subscription Agreement shall survive (a) changes that are not material in the transactions, documents and instruments described in the Memorandum and (b) the death or disability of the undersigned.

5. **Arbitration.** This Subscription contains a Pre-dispute Arbitration Clause. By signing this subscription agreement, the parties agree as follows:

(1) All parties to this agreement are giving up the right to sue each other in court, including the right to a trial by jury, except as provided by the rules of the arbitration forum in which a claim is filed.

(2) Arbitration awards are generally final and binding; a party's ability to have a court reverse or modify an arbitration award is very limited.

(3) The ability of the parties to obtain documents, witness statements and other discovery is generally more limited in arbitration than in court proceedings.

(4) The arbitrators do not have to explain the reason(s) for their award unless, in an eligible case, a joint request for an explained decision has been submitted by all parties to the panel at least 20 days prior to the first scheduled hearing date.

(5) The panel of arbitrators may include a minority of arbitrators who were or are affiliated with the securities industry.

(6) The rules of some arbitration forums may impose time limits for bringing a claim in arbitration. In some cases, a claim that is ineligible for arbitration may be brought in court.

(7) The rules of the arbitration forum in which the claim is filed, and any amendments thereto, shall be incorporated into this agreement.

(8) The (iv) The arbitrators' award is not required to include factual findings or legal reasoning and any parties' right to appeal or to seek modification of rulings by the arbitrators is strictly limited.

(a) "No person shall bring a putative or certified class action to arbitration, nor seek to enforce any pre-dispute arbitration agreement against any person who has initiated in court a putative class action; or who is a member of a putative class who has not opted out of the class with respect to any claims encompassed by the putative class action until: (i) the class certification is denied; or (ii) the class is decertified; or (iii) the customer is excluded from the class by the court. Such forbearance to enforce an agreement to arbitrate shall not constitute a waiver of any rights under this agreement except to the extent stated herein."

(b) Any controversy or claim arising out of or relating to any interpretation, breach or dispute concerning any of the terms or provisions of Silverton Agreement or this Subscription Agreement, which disagreement is not settled in writing within thirty days after it arises, shall be settled by arbitration in Las Vegas, Nevada, in accordance with the terms of Silverton Agreement and the laws of the State of Nevada and under the rules then obtaining of the American Arbitration Association (or any successor thereto), and judgment upon the award rendered in said arbitration shall be final and may be entered in any court in the State of Nevada having jurisdiction thereof.

Any party hereto may apply for such arbitration. Notwithstanding the foregoing, no shareholder shall be required to arbitrate any claim or controversy regarding allegations of violations of state or federal securities laws.

6. *Governing Law.* THIS SUBSCRIPTION AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED IN ALL RESPECTS BY THE LAWS OF THE STATE OF NEVADA.

SIGNATURE PAGE TO SUBSCRIPTION AGREEMENT

IN WITNESS WHEREOF, the undersigned has executed this Subscription Agreement on _____
(DATE)

Signature of First Subscriber

Signature of Joint Subscriber (if applicable)

Printed Name of First Subscriber

Printed Name of Joint Subscriber (if applicable)

Legal Address

Mailing Address (if different):

City, State Zip

City, State Zip

Tax Identification Number

TIN of Joint Subscriber (if applicable)

Telephone Number

Telephone Number

Email Address

Email Address

_____ X \$0.40 per share = _____
Number of Preferred C Shares: Aggregate Purchase Price:
(Preferred "C" 5:1 Convertible Per the PPM)

APPROVAL AND ACCEPTANCE OF SUBSCRIPTION

SILVERTON ENERGY INC.

By: Samuel C. Smith, its Chief Executive Officer

Effective Date: _____

ACCREDITED INVESTOR VERIFICATION

1. Rule 506(c) of the Securities and Exchange Commission provides that as a means to establish that you are an "accredited investor," that Nobles & Richards, Inc., a duly registered broker-dealer ("Nobles & Richards"), and securities issuers utilizing Nobles & Richards rely on the written confirmation of a certified public accountant, licensed attorney, registered investment advisor or registered broker-dealer who has taken reasonable steps within 90 days of the written confirmation to verify that you, the prospective investor, are an accredited investor and has determined that you are an accredited investor (see definition below).

2. Attached is a form of written confirmation, which should be used by you and provided to Nobles & Richards by your CPA, attorney, investment advisor or broker-dealer.

3. An individual is an "accredited investor" if the individual has personal income (excluding income attributable to a spouse) of more than \$200,000 or a joint income with that person's spouse in excess of \$300,000 in each of the two most recent years and has a reasonable expectation of reaching the same income level in the current year, or has an individual net worth (either individually or jointly with a spouse) in excess of \$1,000,000. For purposes of calculating net worth, (i) your primary residence shall not be included as an asset; (ii) indebtedness that is secured by your primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and (iii) indebtedness that is secured by your primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability.

For entities including LLCs, corporations, irrevocable trusts or partnerships ("Entities"), an "accredited investor" refers to Entities in which (i) all owners are also accredited investors or (ii) have more than \$5,000,000 in assets.

ACCREDITED INVESTOR VERIFICATION

DATE: _____

TO: Nobles & Richards, Inc.

RE: _____ ("Investor")

The undersigned represents and acknowledges the following:

1. The undersigned serves in the professional capacity set forth below for Investor.
2. The undersigned has taken reasonable steps within the last 90 days to verify that Investor is an "Accredited Investor" as defined in Section 501 of Regulation D of the Securities and Exchange Commission.
3. The undersigned has determined that the Investor is an Accredited Investor.

PROFESSIONAL CAPACITY

Please check the applicable box:

- ☐ Certified public accountant who is duly registered and in good standing in the laws of the place of his or her residence or principal office.
- ☐ Licensed attorney who is in good standing in the laws of the jurisdiction in which he or she is admitted to practice law.
- ☐ Investment advisor registered with the Securities and Exchange Commission.

A registered broker-dealer.

Printed Name of Professional: _____ Signature of Professional: _____

Address: _____

Phone Number: _____

Email Address: _____

An individual is an "accredited investor" if the individual has personal income (excluding income attributable to a spouse) of more than \$200,000 or a joint income with that person's spouse in excess of \$300,000 in each of the two most recent years and has a reasonable expectation of reaching the same income level in the current year, or has an individual net worth (either individually or jointly with a spouse) in excess of \$1,000,000. For purposes of calculating net worth, (i) your primary residence shall not be included as an asset; (ii) indebtedness that is secured by your primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and (iii) indebtedness that is secured by your primary residence at the time of the sale of securities shall be included as a liability. For entities including LLCs, corporations, irrevocable trusts or partnerships ("Entities"), an "accredited investor" refers to Entities in which (i) all owners are also accredited investors, or (ii) have more than \$5,000,000 in assets.