PIONEER OIL AND GAS
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the Shareholders:

Notice is hereby given that the Annual Meeting of Shareholders of Pioneer Oil and Gas (the "Company") will be held on Tuesday July 23, 2024, starting at 10:00 A.M., Mountain Daylight Time, at the Company's office, 1206 W. South Jordan Parkway, Unit B, South Jordan, Utah 84095. The following matters are on the agenda for the Meeting:

1. To Elect the Board of Directors;

2. To ratify the appointment of Jones Simkins LLP ("Jones"), as independent auditors for the current fiscal year;

3. To transact any other business matters that may properly come before the meeting or any adjournment or postponement thereof.

The Directors have fixed the close of business on June 4, 2024, as the record date for the determination of shareholders entitled to notice of and to vote at the meeting or any adjournment or postponement thereof. A complete list of such shareholders will be available at the corporate office of the Company during normal business hours and shall be open to the examination of any such shareholder for any purpose relevant to the Meeting.

A record of the Company's activities during the year ending September 30, 2023 and financial statements for that year, are in the Company's annual report to shareholders, which this year is contained within the proxy statement that accompanies this notice.

You are cordially invited to attend the Meeting. Any shareholder that does not expect to attend the Meeting in person is requested to complete, date, and sign the enclosed form of Proxy and return it promptly to Pioneer Oil and Gas. Thank you for your cooperation.

BY ORDER OF THE BOARD OF DIRECTORS

GREGG B. COLTON, Chairman of the Board of Directors, and President

YOUR VOTE IS IMPORTANT TO PIONEER OIL AND GAS. EVEN IF YOU EXPECT TO ATTEND THE ANNUAL MEETING, WE URGE YOU TO COMPLETE, DATE, AND SIGN THE ENCLOSED PROXY AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED. COMPLETING THE ENCLOSED PROXY WILL NOT PREVENT YOU FROM VOTING YOUR SHARES IN PERSON IF YOU DO ATTEND THE MEETING.

PIONEER OIL AND GAS
1206 W. South Jordan Parkway
Unit B
South Jordan, Utah 84095-5512

PROXY STATEMENT

Annual Meeting of Stockholders
To Be Held on July 23, 2024

GENERAL INFORMATION

This Proxy Statement is being furnished to the stockholders of Pioneer Oil and Gas (the "Company"), in connection with the solicitation of proxies on behalf of the Board of Directors of Pioneer Oil and Gas (the "Directors") for use at the Company's 2024 Annual Meeting of Stockholders and any and all adjournments or continuations thereof (the "Meeting"), to be held on Tuesday, July 23, 2024 for the purposes set forth under the next paragraph. These materials will be first mailed to stockholders on or about June 4, 2024.

PURPOSE OF ANNUAL MEETING

At the Meeting, stockholders will be asked (i) to elect a Board of Directors to serve until the next annual meeting of the stockholders, or until their successors are duly elected and qualified; (ii) to ratify the selection by the Directors of Jones Simkins LLP as independent auditors of the Company for the fiscal year ending September 30, 2024 ("Fiscal 2024"); and (iii) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

We urge you to read this Proxy Statement carefully in its entirety including the attached Exhibits. This Proxy Statement is first being mailed to the Company's shareholders on or about June 4, 2024.

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS PROXY STATEMENT AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION SHOULD NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY.

OTHER MATTERS

Management does not intend to present, and has no information as of the date of preparation of this Proxy Statement that others will present, any business at the Meeting other than business pertaining to matters required to be set forth in the Notice of Annual Meeting and Proxy Statement. However, if other matters requiring the vote of the stockholders properly come before the Meeting, it is the intention of the persons named in the enclosed proxy to vote the proxies held by them in accordance with their best judgment on such matters.

CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

When used in this Proxy Statement the words or phrases "will likely result," "are expected to," "will continue," "anticipate," "estimate," "project" or similar expressions are intended to identify "forward-looking statements". Such statements are subject to certain risks and uncertainties, which could cause actual results to differ materially from results presently anticipated or projected. The Company cautions you not to place undue reliance on any such forward-looking statements, which speak only as of the date made. The Company advises readers that the Company's actual results may differ materially from any opinions or statements expressed with respect to future periods in any current statements in this Proxy Statement or in our other filings with the SEC.

The Company does not undertake, and specifically disclaims any obligation, to publicly release the result of any revisions, which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

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QUORUM, VOTING RIGHTS AND OTHER MATTERS

The Company presently has one class of capital stock, common stock, $.001 par value, of which 5,096,706 shares were issued and outstanding at the close of business on June 4, 2024. Only shareholders of record at the close of business on June 4, 2024, will be entitled to notice of and to vote at the meeting. The presence at the meeting in person or by proxy of a majority of the shares entitled to a vote shall constitute a quorum for the transaction of business. All voting is non-cumulative.

The Directors know of no other matters, which are likely to be brought before the Meeting other than those listed on the proxy. If any other matters properly come before the Meeting, however, the person named in the enclosed proxy, or that person's duly constituted substitute acting at the Meeting, will be authorized to vote or otherwise act thereon in accordance with such matters. If the enclosed proxy is properly executed and returned prior to voting at the Meeting, the shares represented thereby will be voted in accordance with the instructions marked thereon. In the absence of instructions, executed proxies will be voted "FOR" the items listed in the Notice. The Directors recommend a vote **"FOR"** each of the proposals. Directors are elected by a plurality of the common stock represented at the meeting.

In accordance with Utah State law, certain corporate actions, generally, may create shareholder's rights of dissent and entitlement to payment of the fair market value of shares held. However, none of the proposals at the Annual Meeting creates such shareholder dissenters' rights.

Any stockholder executing a proxy has the power to revoke such proxy at any time prior to its exercise. A proxy may be revoked prior to exercise by (i) filing with the Company a written revocation of the proxy, (ii) appearing at the Meeting and casting a vote contrary to that indicated on the proxy, or (iii) submitting a duly executed proxy bearing a latter date.

The cost of preparing, printing, assembling and mailing this Proxy Statement and other material furnished to stockholders in connection with the solicitation of proxies will be borne by the Company. In addition to the solicitation of proxies by use of mails, officers, directors, employees and agents of the Company may solicit proxies by written communication, telephone or personal call. Such persons are to receive no special compensation for any solicitation activities. The Company will reimburse banks, brokers and other persons holding common stock in their names, or those of their nominees, for their expenses in forwarding proxy solicitation materials to beneficial owners of common stock.

The Company will appoint one or more inspectors of election to act at the Meeting and report the results. Prior to the Meeting, each inspector will sign an oath to perform his duties in an impartial manner and according to the best of his ability. Inspectors will ascertain the number of shares outstanding and the voting power of each, determine the shares represented at the Meeting and the validity of proxies and ballots, count all votes and ballots, and perform certain other duties as required by law. Inspectors will tabulate the number of votes cast for or withheld in the election of directors, and the number of votes cast for or against all other proposals, including abstentions and other non-votes.

The required quorum necessary to transact business at the Meeting is a majority of the issued common stock outstanding on the record date. If a quorum is present, a plurality of the votes cast for directors will determine the directors elected and the approval of each other proposal at the Meeting. Abstentions and broker non-votes will be counted to determine if a quorum is present but will not otherwise affect the voting on any proposal.

PROPOSAL ONE: ELECTION OF DIRECTORS

A Board of three directors is to be elected at the Meeting. The nominees are the present directors, all of whom are standing for re-election. No director nominee has declined the nomination. Under the Bylaws of the Company, the Company must have a minimum of three and a maximum of seven directors. Each director serves until the next annual shareholders meeting or until a successor is duly elected. Don J. Colton and Gregg B. Colton are brothers and Bryce B. Colton is the son of Gregg B. Colton. The following table sets forth information about the nominees and lists their ages as of the date of the meeting.

Name	Age	Position(s) Held	Director Since
Don J. Colton	78	Director	October 1980
Gregg B. Colton	71	Director, CEO, President and Treasurer	October 1980
Bryce B. Colton	23	Director	July 2023

Don J. Colton served as the Company's President, Treasurer and Chairman of its Board of Directors from the Company's inception in October 1980, until the end of June 2015, when he retired. Since July of 2015 Mr. Colton has served as a Director of the Company and an advisor as needed. From 1979 to 1981, Mr. Colton was Chief Financial Officer and a member of the Board of Directors of Drilling Research Laboratory in Salt Lake City, Utah. The Drilling Research Laboratory was a subsidiary of Terra Tek, Inc. and prior to his involvement with the Drilling Research Laboratory, Mr. Colton was Manager of Special Projects for Terra Tek. Mr. Colton received a BS in Physics from Brigham Young University in 1970 and a Master of Business Administration from the University of Utah in 1974.

Gregg B. Colton serves as the Company's President, Treasurer, General Counsel and as Chairman of the Board of Directors. Mr. Colton has been employed with the Company since it actually commenced business in 1981 and served as an officer and a director of the Company from October 1980 to the present. Mr. Colton as the Company's President is involved in all aspects of the business including contract negotiation, exploration, acquisition and development of oil and gas properties. From 1981 to 1984, Mr. Colton was also a partner in the law firm of Cannon, Hansen & Wilkinson. Mr. Colton is a member of the Utah State Bar and a real estate broker. Mr. Colton earned his BA from the University of Utah in 1976 and a Juris Doctor and a Master of Business Administration from Brigham Young University in 1981.

Bryce B. Colton has served as a director of the Company since July 2023. Mr. Colton is currently attending Brigham Young University and also working on receiving a certificate from Mountainland Technical College (MTECH) in Web Programming and Development. Mr. Colton would like to pursue a degree from BYU in Information Systems. Mr. Colton is also the Manager of Colton Petroleum LLC.

Note: Don J. Colton and Gregg B. Colton are brothers and Bryce B. Colton is the son of Gregg B. Colton.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

BOARD OF DIRECTORS

The Company's directors hold office until the end of their respective terms or until their successors have been duly elected and qualified. Presently, the Board of Directors does not receive any cash compensation for serving on the Board. A. Franklin Adams currently serves as Secretary and Controller of the Company.

At the annual shareholders meeting in 1991, the shareholders approved an amendment to the Company's Articles of Incorporation, limiting the personal liability of directors to the Company and its shareholders, to the extent allowed by Utah law. In effect, the shareholders approved the adoption of statutory provisions, which permit a Utah corporation to eliminate the personal liability of directors for monetary damages for breach of fiduciary duty.

The Company's executive officers are appointed by the Board of Directors and serve at the discretion of the Board.

EXECUTIVE OFFICERS AND MANAGEMENT

The following table sets forth (i) the names of the executive officers, (ii) their ages as of the Record Date and (iii) the capacities in which they serve the Company:

Name	Age	Position(s)	Officer Since
Gregg B. Colton	71	President, Vice President, and Treasurer	1980
A. Franklin Adams	79	Secretary	2015

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of the Company's Common Stock by each person or group that is known by the Company to be the beneficial owner of more than five percent of its outstanding Common Stock, each director of the Company and all directors and executive officers of the Company as a group as of May 1, 2024.

Unless otherwise indicated, the Company believes that the persons named in the table below, based on information furnished by such owners, have sole voting and investment power with respect to the Common Stock beneficially owned by them, where applicable.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner	Percent of Class
Common	Don J. Colton 112 E. Provence Way Midway, Utah 84049	499,900	9.81%
Common	Gregg B. Colton 65 South Pfeifferhorn Drive Alpine, Utah 84004	1,638,999	32.16%
Common	Rodney Farnsworth PO Box 537 Mountain View, HI 96771	925,711	18.16%
Common	A. Franklin Adams 3375 Mount Ellen Way PC 516 Taylorsville, Utah 84129	141,100	2.77%
Common	Pioneer Employee Stock Ownership Plan 1206 W. South Jordan Parkway Unit B South Jordan, Utah 84095	1,080,583(1)	21.20%
All Directors and Officers as a Group (4 Persons)		4,286,293	84.10%

(1) Persons listed above have their vested shares under the Pioneer Employee Stock Ownership Plan included under their name. Don J. Colton and Gregg B. Colton as Trustees of the Pioneer Employee Stock Ownership Plan have the right to vote all the shares of the Plan at any shareholder meeting of the Company. The shares listed above under the Pioneer Employee Stock Ownership Plan include shares of the Plan that have not been allocated yet. It does not include shares in the Plan that are vested with the employees.

The Company currently has no arrangements, which may result in a change of control.

TRANSACTIONS WITH RELATED PARTIES

The Board of Directors approved several years ago a resolution to allow employees of the Company to purchase up to 25% of any oil and gas producing property acquired by the Company at the same time as the Company acquires the property. The resolution required that the employees pay for the cost of the oil and gas properties at approximately the same time the Company purchased the properties. In the event, the Company is unable to fund the total cost of any producing properties the employees of the Company may purchase the amount the Company is unable to fund even if it exceeds 25%. The employees also have the right to acquire 25% of any non-producing oil and gas leases acquired by the Company on similar terms as those for producing properties.

The Company also leases office space that is owned by the Board of Directors. The office space is leased to the Company on terms reasonable for the same kind of office space in the area that it is located. The office space is 1,950 square feet with an unfinished basement of approximately 975 square feet.

PROPOSAL TWO: RATIFICATION OF APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS

Jones Simkins LLP served as the independent accountants for the Company for the year ended September 30, 2023. There have been no disagreements during the three fiscal years ended September 30, 2023, 2022 and 2021, or at any other time with Company's present or former independent public accountants. Management of the Company intends to continue with its selection of Jones Simkins LLP for the fiscal year ending September 30, 2024. A representative of Jones Simkins LLP is not expected to be present at the Meeting.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF JONES SIMKINS LLP AS THE COMPANY'S ACCOUNTANTS.

PROPOSAL THREE: OTHER BUSINESS

The Company has not received any shareholder proposals for this Annual Meeting. The Board of Directors knows of no other business, other than stated in this Proxy Statement, to be presented for the action at the Annual Meeting. If other business is properly presented at the Meeting, however, which was not known, or did not become known to the Board a reasonable time before the solicitation, then the person designated in the enclosed Proxy will vote, or refrain from voting, in accordance with his best judgment.

STOCKHOLDER PROPOSALS

Stockholders may submit proposals on matters appropriate for stockholder action at the Company's annual meetings. For such proposals to be considered for inclusion in the Proxy Statement and form of proxy relating to the next annual meeting, the Company must receive them not later than September 30, 2024 or such later date as the Company may specify. Such proposals should be addressed to the Company's office at 1206 W. South Jordan Parkway, Unit B, South Jordan, Utah 84095-5512

INFORMATION ABOUT THE COMPANY

DESCRIPTION OF BUSINESS

The Company has focused its efforts over the years in acquiring oil and gas properties from other companies, selling producing wells and acquiring new oil and gas leases for the purpose of exploring for oil and gas. Leases have also been acquired over the years for the purpose of reselling them at a profit to other oil and gas companies.

The Company presently does not own any operated properties having disposed of its last operated wells. The Company's production income in oil and gas is derived from properties in which it owns a non-operated working interest, a royalty interest or an overriding royalty interest.

The Company's primary overriding royalty income is from the Hunter Mesa Unit and Grass Mesa Units in Garfield County, Colorado. The Company's overriding royalty interest although less than a half of a percent in both the Hunter Mesa Unit and the Grass Mesa Unit accounts for the majority of the Company's royalty income since the Units contain several hundred wells. An overriding royalty interest is an interest in a well that receives a percentage of the production from a well without paying any operation expenses.

The Company over the last few years has focused most of its exploration efforts in the Rocky Mountain area, and in acquiring mineral rights, overriding royalty interests and mineral acres in trend areas of existing production. The Company last year has also participated in the drilling of two wells in which it owns a non-operated working interest. One of the wells is in Payne County, Oklahoma which has been completed and the other well the Barlow 4-10 well is in Campbell County, Wyoming. The Barlow 4-10 well is presently awaiting to be completed.

Depending on its financial condition the Company plans on participating in more wells in the future as a non-operated working interest owner. Prospects from other companies desiring partners will be considered by the Company for future participation.

The Company was organized on October 16, 1980 under the laws of the State of Utah. The Company's principal place of business is located at 1206 West South Jordan Parkway, Unit B, South Jordan, Utah 84095-5512. The Company's telephone number is (801) 566-3000 and the Company's fax number is (801) 446-5500. The Company has primarily been engaged in the acquisition and exploration of oil and gas properties in Utah, Wyoming, Colorado and Nevada.

RECENT DEVELOPMENTS:

During the last year, the Company has been focusing on obtaining acreage in areas that hold promise for significant discoveries. The Company has also cut costs dramatically in the last few years to maintain its cash. During the last fiscal year ended September 30th, 2023, and to the present, the Company has engaged in the evaluation of many of its properties and focused on new areas of development.

The Company has also acquired mineral interest in the States of Alaska, Pennsylvania and Wyoming of approximately 18,700 net acres with the majority of the acres in Alaska.

DESCRIPTION OF SECURITIES.

Qualification. The following statements constitute brief summaries of the Company's Articles of Incorporation and Bylaws. Such summaries do not purport to be fully complete and are qualified in their entirety by reference to the full text of the Articles of Incorporation and Bylaws of the Company.

Common Stock. The Company's Articles of Incorporation authorize it to issue up to 50,000,000 (fifty million) Shares of its Common Stock, which carry a par value of $0.001 per Share.

Liquidation Rights. Upon liquidation or dissolution, each outstanding Common Share will be entitled to share equally in the assets of the Company legally available for the distribution to shareholders after the payment of all debts and other liabilities.

Dividend Rights. There are no limitations or restrictions upon the rights of the Board of Directors to declare dividends out of any funds legally available. The Company has declared and paid a dividend only once in the history of the Company. The Company declared a dividend of $.80 per share to be paid to all shareholders of record of October 24, 2008. The dividend was paid to shareholders during November of 2008. Presently, the Company does not plan on, or anticipate paying a dividend for the foreseeable future. The Board of Directors initially will follow a policy of retaining earnings, if any, to finance the future growth of the Company or repurchase Company stock. Accordingly, future dividends, if any, will depend upon, among other considerations, the Company's need for working capital, its financial conditions at the time and considerations of purchasing Company stock.

Voting Rights. Holders of Common Shares of the Company are entitled to cast one vote for each share held at all shareholders meetings for all purposes.

Other Rights. Common Shares are not redeemable, have no conversion rights and carry no preemptive or other rights to subscribe to or purchase additional Common Shares in the event of a subsequent offering.

Transfer Agent. The Company's transfer agent is Standard Registrar & Transfer whose address is 440 East, 400 South, Salt Lake City, Utah 84111. The phone number of Standard Registrar & Transfer is (801) 571-8844.

The Securities and Exchange Commission has adopted Rule 15g-9 which established the definition of a "penny stock", for the purposes relevant to the Company, as any equity security that has a market price of less than $5.00 per share, or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require: (i) that broker or dealer approve a person's account for transactions in penny stocks; and, (ii) the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased. In order to approve a person's account for transactions in penny stocks, the broker or dealer must (i) obtain financial information and investment experience objectives of the person; and (ii) make a reasonable determination that the transaction(s) in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks. The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prepared by the Commission relating to the penny stock market, which, in highlighted form, (i) sets forth the basis on which the broker or dealer made the suitability determination; and (ii) that the broker or dealer received a signed, written agreement from the investors prior to the transaction. Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and registered representative, current quotations for the securities and the rights and remedies available to an investor in case of fraud in penny stock transaction. Finally, monthly statements have to be sent disclosing recent price information for the penny stocks held in the account and information on the limited market in penny stocks.

SHARE INFORMATION

As of September 30, 2023, the Company had issued and outstanding 5,096,706 common shares held by approximately 59 holders of record.

There have been no cash dividends declared by the Company since its inception except for the dividend paid of $.80 per share in November of 2008, to shareholders of record on October 24, 2008. Further, there are no restrictions that would limit the Company's ability to pay dividends on its common equity or that would be likely to do so in the future.

The Company effected a 1-for-2000 reverse stock split in September 2005 and the repurchase of all resulting fractional shares, followed immediately by a 2000-for-1 forward stock split of the Company's common shares ("Stock Splits"). As a result of the Stock Splits, each shareholder owning fewer than 2000 common shares of the Company immediately before the Stock Splits received $1.50 in cash, without interest, for each of the Company's common shares owned by such shareholder immediately prior to the Stock Splits and is no longer a shareholder of the Company and each shareholder owning 2000 or more common shares immediately before the Stock Splits received 2000 Common Shares after the Stock Splits in exchange for each lot of 2000 Common Shares held before the Stock Splits. Any additional Common Shares held other than in a 2000 share lot were canceled and exchanged for $1.50 in cash per share. After the Stock Splits the Company delisted from registration with the Securities and Exchange Commission and the Company now trades on the Pink Sheets ® and is no longer a fully reporting company.

The Company also made a tender offer to all shareholders of record during the Summer of 2012 wherein the Company offered to purchase all shares owned by shareholders other than officers and directors for One Dollar per share. In conjunction with the tender offer and other private party purchases the Company made later, the Company acquired over one million eight hundred thousand shares from the previous year and cancelled the shares thereby reducing the number of issued and outstanding shares of the Company.

On July 1, 2015, the Company announced the retirement of Don J. Colton as President and Treasurer of the Company. The Company's ESOP plan purchased 993,579 common shares in the ESOP from Don J. Colton at One Dollar per share. Purchases by the ESOP are funded from loans by the Company. The Company has also acquired all the shares held by a major shareholder in the Company which consisted of 559,296 shares for a purchase price of seventy-five cents per share. Upon the purchase of these shares they were cancelled by the Company thereby reducing the total issued and outstanding shares of the Company.

COMMON SHARE REPURCHASE INFORMATION

The Company has in the past repurchased shares of the Company's stock and plans to continue to buy Common Shares in the Company as it deems feasible from time to time and management is authorized by the Board of Directors to purchase up to the remaining Common Shares owned by shareholders that are not officers or directors of the Company on terms and conditions determined by management. Anyone desiring to sell Common Shares is encouraged to contact the Company directly to inquire whether the Company would purchase their shares. Any shares purchased directly by the Company with the shareholder will be without a commission. The Company makes no promise of repurchasing a shareholder's stock at a given time since any decision will be based upon the Company's financial condition and working capital requirements along with the market price of the stock taken into consideration. However, in the past the Company has been acquiring shares offered by shareholders at the current ask price or above.

AVAILABLE INFORMATION

The Company is no longer subject to the information requirements of the Exchange Act since it delisted by the end of calendar year 2005. Since the Company is no longer required to file with the SEC the reports provided to the shareholder's may not contain some of the information as before because the Company is no longer under an obligation to provide the information. The Company is having its financial statements posted on its website of **www.piol.com**.

The Company will provide without charge upon the written or oral request of any person to whom this Proxy Statement is delivered, by first class mail or other equally prompt means within one business day of receipt of such request, a copy of reports posted on its website, proxy statements and other information provided to shareholders. You may obtain a copy of these documents and any amendments thereto by written request addressed to Pioneer Oil and Gas, 1206 W. South Jordan Parkway, Unit B, South Jordan, Utah 84095.

LEGAL PROCEEDINGS.

The Company may become or is subject to investigations, claims, or lawsuits ensuing out of the conduct of its business, including those related to tax and title issues, environmental safety and health, commercial transactions etc. The Company is currently not aware of any such items, which it believes could have a material adverse affect on its financial position other than the lawsuit filed by Northern Arapaho Tribes of the Wind River Indian Reservation ("Tribes"). In conjunction with the Tribes lawsuit the Bureau of Land Management has an enforcement action against Pioneer Oil and Gas ("Company") to plug and abandon 10 wells and remediate the oil and gas lease that was effective back in 1999 and terminated between Pioneer Oil and Gas and the Tribes on November 2001. The enforcement action has been affirmed by the State Director of the BLM for the State of Wyoming and was being held in abeyance waiting the outcome of the Tribes lawsuit against Pioneer. Pioneer filed a Motion to Dismiss the Tribes lawsuit in Tribal Court and a hearing was held in November 2019. The Tribal Judge stated he would make a ruling by December 9, 2019, but as of yet no ruling has been made. Due to the delay on the Tribal Court's Motion to Dismiss the BLM has moved forward on its action.

Pioneer has now appealed the BLM decision to the IBLA (the Interior Board of Land Appeals) and has filed its briefs along with Tribe and BLM filing their briefs. The Tribal action and the BLM enforcement action are primarily requiring the same obligation namely that the Company plug and abandon the 10 wells and remediate the lease. The Company contends since it did not drill any wells on the lease nor operate the lease to produce oil and gas during the time it was lessee it should not be liable for past operations that occurred on the lease prior to the time it was the lessee. The Company is also arguing that the statute of limitations bars recovery along with laches (unreasonable delay) and other defenses in contesting the actions. Pioneer Oil and Gas will continue to vigorously fight the Tribes lawsuit with the BLM enforcement action. During the period, the Company held the lease it did not operate the wells on the lease nor did it perform any operations other than some minor cleanup operations that were required for taking the lease.

A final adverse decision regarding this matter against the Company could have a detrimental effect on the financial health of the Company and might require a bankruptcy if the Company is not successful in prevailing on the BLM enforcement action and the lawsuit by the Tribes.

FINANCIAL AND OTHER INFORMATION

The audited financial statements regarding the Company for the fiscal year ended September 30, 2023, are presented in the Appendix following the Proxy Statement and the six month statement for the period ending March 31, 2024. A summary of selected financial data, and the information contained in the disclosures entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations", are presented below.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

RESULTS OF OPERATIONS –2023 Compared to 2022

Total revenue for fiscal year 2023 was $420,074 as compared to total revenue for fiscal year 2022 of $495,169. Costs of operations increased from $30,641 in 2022 to $43,981 in 2023. This item includes all well operating expenses and any amounts paid to employees and other interest owners for their interest in producing properties**.**

General and administrative costs increased from $182,748 in fiscal 2022 to $216,927 in 2023.

The Company's total stockholders' equity increased in 2023 from $818,010 in 2022 to $910,862 in 2023. Net income increased from net income of $30,253 in 2022 to a net income of $87,744 in 2023. Net income per share changed from net income per share of $0.01 in 2022 to a net income per share of $.02 in 2023.

LIQUIDITY AND CAPITAL RESOURCES

Historically the Company has funded operations primarily from earnings and bank borrowing. As of September 30, 2023 the Company had working capital of $863,178. Because of its relatively high working capital in relation to its total assets the Company decided to discontinue its credit line and not pay the associated fees after 2008.

During fiscal 2023 net cash provided by operating activities was $164,564 while cash used by investing activities was ($23,915). Net cash used in financing activities was $0 for fiscal 2023. There was a net increase in cash of $140,649 as cash increased from $380,091 to $520,740.

OIL AND GAS PROPERTIES

The Company, as of the date of this proxy statement, is the owner of several oil and gas properties located throughout the Rocky Mountain Region. The Company no longer operates any oil and gas wells but receives its income from non-operating working interests and royalty interests. The standardized measure of discounted future net cash flows (before income taxes) of all the Company's properties as of September 30, 2016 was $405,000. For fiscal year 2022 and 2023 no standardized measure of discounted future net cash flows was provided by the Company.

INCOME TAXES

As of September 30, 2023, the Company had net operating loss carry forwards of approximately $4,335,000 that begin to expire in 2031. Because of the carry forwards the Company is currently not making estimated quarterly tax payments.

THE COMPANY UNDERTAKES TO PROMPTLY FURNISH (WITHOUT CHARGE EXCEPT AS TO THE EXHIBITS IF REQUESTED THAT INCLUDE ARTICLES OF INCORPORATION, BYLAWS, AND A COPY OF ITS FINANCIAL STATEMENTS, TO ANY SHAREHOLDER OF RECORD UPON WRITTEN REQUEST, WHICH SHALL ALSO INCLUDE A GOOD FAITH REPRESENTATION THAT, AS OF JUNE 4, 2024, THE PERSON MAKING THE REQUEST WAS THE BENEFICIAL OWNER OF COMMON STOCK OF THE COMPANY ENTITLED TO VOTE AT THE ANNUAL MEETING.

BY ORDER OF THE BOARD OF DIRECTORS:

By: Gregg B. Colton
Chairman of the Board of Directors,
And President

PIONEER OIL AND GAS

PIONEER OIL AND GAS

FINANCIAL STATEMENTS

September 30, 2023 and 2022

JONES SIMKINS

Certified Public Accountants

PIONEER OIL AND GAS
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September 30, 2023 and 2022

Logan Office:
1011 West 400 North, Suite 100
Logan, UT 84323-0747

Salt Lake City Office:
41 North Rio Grande; Suite 101
Salt Lake City, UT 84101

JONES SIMKINS
Certified Public Accountants
Providing Guidance with Insight & Integrity

75 YEARS 1948-2023

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and
Stockholders of Pioneer Oil and Gas
South Jordan, Utah

Opinion

We have audited the accompanying financial statements of Pioneer Oil and Gas (the Company), which comprise the balance sheets as of September 30, 2023 and 2022, and the related statements of income, stockholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2023 and 2022, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the financial statements are issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information on oil and gas operations is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

JONES SIMKINS LLC
Salt Lake City, Utah
January 16, 2024

PIONEER OIL AND GAS
BALANCE SHEETS
September 30, 2023 and 2022

ASSETS		2023	2022
Current assets:			
Cash	$	520,740	380,091
Investments		146,348	171,010
Receivables		24,674	57,040
Resale leases, at lower of cost or net realizable value		193,546	198,747
Total current assets		885,308	806,888
Property and equipment, net		57,054	36,067
Other assets		2,537	2,537
Total assets	$	944,899	845,492
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Payables and accrued expenses	$	22,130	19,634
Total current liabilities		22,130	19,634
Asset retirement obligation		11,907	7,848
Total liabilities		34,037	27,482
Commitments and contingencies			
Stockholders' equity:			
Common stock, par value $.001 per share, 50,000,000 shares authorized; 5,096,706 shares issued and outstanding		5,097	5,097
Stock subscription receivable		(24,768)	(40,930)
Note receivable from employee stock ownership plan		(1,076,822)	(1,065,768)
Retained earnings		2,007,355	1,919,611
Total stockholders' equity		910,862	818,010
	$	944,899	845,492

The accompanying notes are an integral part of these financial statements.

PIONEER OIL AND GAS
STATEMENTS OF INCOME
Years Ended September 30, 2023 and 2022

		2023	2022
Revenue:			
Oil and gas revenue	$	52,704	81,154
Royalty revenue		367,370	414,015
		420,074	495,169
Costs and expenses:			
Cost of operations		43,981	30,641
General and administrative expenses		216,927	182,748
Exploration costs		58,579	52,058
Lease rentals		-	240
Loss on abandonment and impairment of resale leases		5,201	-
Depreciation, depletion, and amortization		6,603	10,697
		331,291	276,384
Income from operations		88,783	218,785
Other income (loss):			
Interest income		21,896	12,879
Unrealized loss on investments		(24,666)	(170,476)
Realized loss on investments		-	(33,265)
Miscellaneous		1,731	2,330
Net other loss		(1,039)	(188,532)
Income before provision for income taxes		87,744	30,253
Provision for income taxes		-	-
Net income	$	87,744	30,253
Net income per common share:			
Basic	$	0.02	0.01
Diluted	$	0.02	0.01
Weighted average common shares:			
Basic		5,097,000	5,097,000
Diluted		5,097,000	5,097,000

The accompanying notes are an integral part of these financial statements.

PIONEER OIL AND GAS
STATEMENTS OF STOCKHOLDERS' EQUITY
Years Ended September 30, 2023 and 2022

	Common Stock		Stock Subscription	Note Receivable	Retained	
	Shares	Amount	Receivable	from ESOP	Earnings	Total
Balance at October 1, 2021	5,096,706	$ 5,097	$ (57,092)	$ (1,054,663)	$ 1,889,358	$ 782,700
Net Income	-	-	-	-	30,253	30,253
Accrued interest on note receivable from employee stock ownership plan	-	-	-	(11,105)	-	(11,105)
Payments on stock subscription receivable	-	-	16,162	-	-	16,162
Balance at September 30, 2022	5,096,706	5,097	(40,930)	(1,065,768)	1,919,611	818,010
Net income	-	-	-	-	87,744	87,744
Accrued interest on note receivable from employee stock ownership plan	-	-	-	(11,054)	-	(11,054)
Payments on stock subscription receivable	-	-	16,162	-	-	16,162
Balance at September 30, 2023	5,096,706	$ 5,097	$ (24,768)	$ (1,076,822)	$ 2,007,355	$ 910,862

The accompanying notes are an integral part of these financial statements.

PIONEER OIL AND GAS
STATEMENTS OF CASH FLOWS
Years Ended September 30, 2023 and 2022

		2023	2022
Cash flows from operating activities:			
Net income	$	87,744	30,253
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, depletion, and amortization		6,603	10,697
Accretion expense		380	400
Employee benefit plan expense		16,162	16,162
Loss on investments		24,666	203,741
Interest income		(11,054)	(11,105)
(Increase) decrease in:			
Receivables		32,366	(23,252)
Increase (decrease) in:			
Payables and accrued expenses		2,496	(7,456)
Net cash provided by operating activities		164,564	219,440
Cash flows from investing activities:			
Purchases of investments		(4)	(5)
Purchases of resale leases		-	(11,388)
Purchases of property and equipment		(23,911)	(11,616)
Net cash used in investing activities		(23,915)	(23,009)
Cash flows from financing activities:			
Net cash provided by financing activities		-	-
Net increase in cash		140,649	196,431
Cash, beginning of year		380,091	183,660
Cash, end of year	$	520,740	380,091

The accompanying notes are an integral part of these financial statements.

PIONEER OIL AND GAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2023 and 2022

Note 1 – Organization and Summary of Significant Accounting Policies

Organization

The Company is incorporated under the laws of the State of Utah and is primarily engaged in the business of acquiring, developing, producing, and selling oil and gas properties to companies located in the continental United States.

Concentration of Credit Risk

Financial instruments which potentially subject the Company to concentration of credit risk consist primarily of cash, investments and receivables.

The Company maintains its cash in bank deposit accounts, which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk with respect to cash and cash equivalents.

In the normal course of business, the Company provides credit terms to its customers and performs ongoing credit evaluations. As of September 30, 2023 and 2022, one customer's balance represented approximately 51% and 63%, respectively, of receivables.

The Company manages credit risk for investments by ensuring that the investments are held with high quality institutions.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less to be cash equivalents.

Investments

Investments are comprised of marketable equity securities and are strategic equity investments with readily determinable fair values for which the Company does not have the ability to exercise significant influence. These securities are accounted for at fair value and are classified as investments on the balance sheets. All gains and losses on these investments, realized and unrealized, are recognized in operations.

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Receivables

Receivables are amounts due on oil and gas sales and are presented net of the allowance for doubtful accounts and are generally unsecured. Receivables are carried at their estimated collectible amounts. Credit is generally extended on a short-term basis; thus receivables do not bear interest although a finance charge may be applied to such receivables that are more than thirty days past due. Receivables are periodically evaluated for collectability based on past credit history with customers. Provisions for losses on receivables are determined based on loss experience, known and inherent risk in the account balance, current economic conditions, and the financial stability of customers.

Resale Leases

The Company capitalizes the costs of acquiring oil and gas leaseholds held for resale, including lease bonuses and any advance rentals required at the time of assignment of the lease to the Company. Advance rentals paid after assignment are charged to expense as carrying costs in the period incurred. Costs of oil and gas leases held for resale are valued at lower of cost and net realizable value and included in current assets since they could be sold within one year, although the holding period of individual leases may be in excess of one year. The cost of oil and gas leases sold is determined on a specific identification basis.

Oil and Gas Producing Activities

The Company utilizes the successful efforts method of accounting for its oil and gas producing activities. Under this method, all costs associated with productive exploratory wells and productive or nonproductive development wells are capitalized while the costs of nonproductive exploratory wells are expensed.

If an exploratory well finds oil and gas reserves, but a determination that such reserves can be classified as proved is not made after one year following completion of drilling, the costs of drilling are charged to operations. Indirect exploratory expenditures, including geophysical costs and annual lease rentals are expensed as incurred. Unproved oil and gas properties that are individually significant are periodically assessed for impairment of value and a loss is recognized at the time of impairment by providing an impairment allowance. Other unproved properties are amortized based on the Company’s experience of successful drillings and average holding period. Capitalized costs of producing oil and gas properties, after considering estimated dismantlement and abandonment costs and estimated salvage values, are depreciated and depleted by the units-of-production method. Support equipment and other property and equipment are depreciated over their estimated useful lives.

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Oil and Gas Producing Activities (continued)

On the sale or retirement of a complete unit of a proved property, the cost and related accumulated depreciation, depletion and amortization are eliminated from the property accounts, and the resultant gain or loss is recognized. On the retirement or sale of a partial unit of proved property, the cost is charged to accumulated depreciation, depletion and amortization with a resulting gain or loss recognized in income.

On the sale of an entire interest in an unproved property for cash or cash equivalent, gain or loss on the sale is recognized, taking into consideration the amount of any recorded impairment if the property has been assessed individually. If a partial interest in an unproved property is sold, the amount received is treated as a reduction of the cost of the interest retained.

The continued carrying value of the Company's oil and gas properties depends primarily upon the estimated reserves and the prices it receives for oil and natural gas production. Oil and gas prices historically have been volatile and are likely to continue to be volatile in the future. The Company's production quantities of oil and natural gas are in decline. Any decrease in oil and gas prices without an offsetting increase in reserve quantities could result in an impairment of the Company's assets.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is provided using the straight-line method over the estimated useful lives of the assets. Expenditures for maintenance and repairs are expensed when incurred and betterments are capitalized. When assets are sold, retired or otherwise disposed of the applicable costs and accumulated depreciation are removed from the accounts, and the resulting gain or loss is reflected in operations.

Long-Lived Assets

The Company evaluates its long-lived assets in accordance with Accounting Standards Codification (ASC) 360. Long-lived assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that their net book value may not be recoverable. When such factors and circumstances exist, the Company compares the projected undiscounted future cash flows associated with the related asset or group of assets over their estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets and is recorded in the period in which the determination was made. During the years ended September 30, 2023 and 2022, there were no impairments.

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Revenue from Contracts with Customers

Revenue is recognized in accordance with the provisions of ASC 606. Revenue is recognized from oil sales at such time as the oil is delivered to the buyer. Revenue is recognized from gas sales when the gas passes through the pipeline at the well head. Generally, the Company's contracts have an initial term of one year or longer but continue month to month unless written notification of termination in a specified time period is provided by either party to the contract. The Company has used the practical expedient in ASC 606 which states that the Company is not required to disclose that transaction price allocated to remaining performance obligations if the variable consideration is allocated entirely to a wholly unsatisfied performance obligation. Future volumes are wholly unsatisfied, and disclosure of the transaction price allocated to remaining performance obligation is not required. The Company does not have any gas balancing arrangements.

The opening balance for receivables for the year ending September 30, 2022 was $33,788.

Contract Balances

The Company receives purchaser statements from the majority of its customers. Payment is unconditional upon receipt of the statement or invoice. Accordingly, the Company's product sales contracts do not give rise to contract assets or liabilities under ASC 606. The majority of the Company's contract pricing provisions are tied to a market index, with certain adjustments based on, among other factors, whether a well delivers to a gathering or transmission line, quality of the oil or natural gas, and supply and demand conditions. The price of these commodities fluctuates to remain competitive with supply.

Prior Period Performance Obligations

The Company records revenue in the month production is delivered to the purchaser. Settlement statements may not be received for 30 to 90 days after the date production is delivered, and therefore the Company is required to estimate the amount of production delivered to the purchaser and the price that will be received for the sale of the product. Differences between the Company's estimates and the actual amounts received for product sales are generally recorded in the following month that payment is received. Any differences between the Company's revenue estimates and actual revenue received historically have not been significant. The Company has internal controls in place for its revenue estimation accrual process.

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Use of Estimates in the Preparation of Financial Statements

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

Significant estimates include volumes of oil and natural gas reserves used in calculating depletion of proved oil and natural gas properties, future net revenues and abandonment obligations, future taxable income and related assets/liabilities, the collectability of outstanding receivables, stock-based compensation expense, and contingencies. Oil and natural gas reserve estimates have numerous inherent uncertainties. The accuracy of any reserve estimate is a function of the quality of available data and of engineering and geological interpretation and judgment. Subsequent drilling results, testing and production may justify revision of such estimates. Accordingly, reserve estimates are often different from the quantities of oil and natural gas that are ultimately recovered. In addition, reserve estimates are vulnerable to changes in wellhead prices of crude oil and natural gas. Such prices have been volatile in the past and can be expected to be volatile in the future.

The significant estimates are based on current assumptions that may be materially affected by changes to future economic conditions such as the market prices received for sales of volumes of oil and natural gas, the creditworthiness of counterparties, interest rates, the market value of the Company's common stock and corresponding volatility and the Company's ability to generate future taxable income. Future changes to these assumptions may affect these significant estimates materially in the near term.

Income Taxes

The Company files federal and state income tax returns in states in which it operates. Deferred income taxes arise from temporary differences resulting from income and expense items reported for financial accounting and tax purposes in different periods. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred income taxes are classified as noncurrent. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. A valuation allowance is established for any deferred tax asset for which realization is not more likely than not.

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Income Taxes (continued)

The Company considers many factors when evaluating and estimating its tax positions and tax benefits. Tax positions are recognized only when it is more likely than not (likelihood of greater than 50%), based on technical merits, that the positions will be sustained upon examination. Reserves are established if it is believed certain positions may be challenged and potentially disallowed. If facts and circumstances change, reserves are adjusted through the provision for income taxes. The Company recognizes interest expense and penalties related to unrecognized tax benefits in the provision for income taxes.

Earnings Per Share

The computation of basic earnings per common share is based on the weighted average number of shares outstanding during each year.

The computation of diluted earnings per common share is based on the weighted average number of shares outstanding during the year plus the common stock equivalents which would arise from the exercise of stock options and warrants outstanding using the treasury stock method and the average market price per share during the year. Common stock equivalents are not included in the diluted earnings per share calculation when their effect is antidilutive. Common stock equivalents that could potentially dilute earnings per share are common stock options.

Stock-Based Compensation

The Company has stock-based employee compensation plans, which are described more fully in Note 13. The Company accounts for stock-based compensation in accordance with ASC 718. ASC 718 requires the Company to recognize compensation cost based on the grant date fair value of options granted. During the years ended September 30, 2023 and 2022, the Company recognized no compensation related to stock options.

Presentation of Sales and Similar Taxes

Taxes collected from customers and remitted to governmental authorities are reported on a net basis and thus excluded from revenues.

Note 2 – Detail of Certain Balance Sheet Accounts

As of September 30, 2023 and 2022, receivables consist of amounts due on oil and gas sales of $24,674 and $57,040, respectively.

As of September 30, 2023 and 2022, payables and accrued expenses consist of the following:

		2023	2022
Accounts payable	$	1,485	4,465
Accrued expenses		20,645	15,169
	$	22,130	19,634

Note 3 – Investments

As of September 30, 2023, investments consist of the following:

		Cost	Unrealized Gains	Market Value
Equity securities	$	95,356	50,992	146,348
Total	$	95,356	50,992	146,348

As of September 30, 2022, investments consist of the following:

		Cost	Unrealized Gains	Market Value
Equity securities	$	95,356	75,654	171,010
Total	$	95,356	75,654	171,010

Note 3 – Investments (continued)

The Company holds investments in equity securities of companies operating in a wide variety of industries. Based upon a review of market and other conditions, the Company believes fair values will recover to equal or exceed the cost basis of the Company's investments. Accordingly, no impairment loss has been recognized.

Realized gains and losses are determined on the basis of specific identification. During the years ended September 30, 2023 and 2022, no sales proceeds or gross realized gains and losses have been recognized.

Note 4 – Fair Value Measurements

The Company's investments are reported at fair value in the accompanying balance sheets. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The Company utilizes the following valuation techniques to measure fair value for its assets and liabilities:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs. All fair value measurements of the Company's investments are classified within Level 1 of the valuation hierarchy.

Note 4 – Fair Value Measurements (continued)

In addition to investments, the Company holds certain other financial instruments which may include all current assets and liabilities that could be readily traded. However, none of these instruments are held for trading purposes. The Company estimates that the carrying amount of all current financial instruments approximates fair value due to the short maturity of these items.

Note 5 – Property and Equipment

Property and equipment consists of the following:

	2023	2022
Oil and gas properties (successful efforts method)	$ 387,891	363,980
Office furniture and equipment	42,635	42,635
Capitalized asset retirement cost	7,934	4,255
	438,460	410,870
Less accumulated depreciation, depletion and amortization	(381,406)	(374,803)
	$ 57,054	36,067

Note 6 – Asset Retirement Obligation

The Company has an obligation to plug and abandon certain oil and gas wells it owns. Accordingly, a liability has been established equal to the obligation.

The following is a reconciliation of the aggregate retirement liability associated with the Company's obligation to plug and abandon its oil and gas properties:

		2023	2022
Balance, beginning of year	$	7,848	7,448
Increase in obligations		3,679	-
Accretion expense		380	400
Balance, end of year	$	11,907	7,848

Note 7 – Stock Subscription Receivable

The stock subscription receivable consists of a one percent receivable due from the Company's employee stock ownership plan (ESOP). The receivable is reduced every six months by the amount of the obligation owed by the Company to the ESOP, less interest (see Note 14). During the years ended September 30, 2023 and 2022, the Company recognized $396 and $1,050, respectively, of interest income related to this note.

Note 8 – Note Receivable from the ESOP

During the year ended September 30, 2016, the Company advanced $993,579 to the ESOP in exchange for an unsecured note receivable bearing interest at 1%, with no specific repayment terms. The proceeds of the note were used by the ESOP to acquire 993,579 ESOP shares held by an owner of the Company. As of September 30, 2023 and 2022, the balance owed the Company by the ESOP, including accrued interest, was $1,076,822 and $1,065,768, respectively. During the years ended September 30, 2023 and 2022, the Company recognized $11,054 and $11,105, respectively, of interest income related to this note.

Note 9 – Income Taxes

The income tax provision differs from the amount computed at statutory rates as follows:

		2023	2022
Federal provision at statutory rate	$	19,000	7,000
State benefit, net of federal effect		3,000	2,000
Change in valuation allowance		(14,000)	16,000
Percentage depletion		(14,000)	(18,000)
Other		6,000	(7,000)
	$	-	-

Deferred tax assets (liabilities) are comprised of the following:

		2023	2022
Net operating loss carryforward	$	1,218,000	1,234,000
Intangible drilling costs and depletion		(12,000)	(8,000)
Unrealized holding gain on investments		(12,000)	(18,000)
Asset retirement obligation		2,000	2,000
		1,196,000	1,210,000
Less valuation allowance		(1,196,000)	(1,210,000)
	$	-	-

As of September 30, 2023, the Company has federal net operating loss (NOL) carryforwards of approximately $4,335,000 that begin to expire in 2031. If substantial changes in the Company's ownership should occur there would be an annual limitation of the amount of NOL carryforwards which could be utilized. Also, the ultimate realization of these carryforwards is due, in part, on the tax law in effect at the time, and future events, which cannot be determined.

Note 10 – Sales to Major Customers

The Company had oil and gas revenues to major customers during the years ended September 30, 2023 and 2022, which exceeded ten percent of total oil and gas revenues as follows:

		2023	2022
Company A	$	254,532	237,018
Company B	$	64,201	80,410

Note 11 – Related Party Transactions

The Company disburses revenue for several oil and gas properties in which employees, officers and other related and unrelated parties have a working or royalty interest. At September 30, 2023 and 2022, there were no related party balances included in accounts payable due to officers as a result of these activities. The Company also is a member in certain limited partnerships and the operator for certain joint ventures formed for the purpose of oil and gas exploration and development.

The Company leases its office space from certain officers of the Company on a month-to-month basis. The lease requires monthly rental payments of $1,700 plus all expenses pertaining to the office space. Rent expense for the years ended September 30, 2023 and 2022 was approximately $22,000 and $22,000, respectively.

The Company has a stock subscription receivable and a note receivable from the ESOP (see Notes 7 and 8, respectively).

Note 12 – Supplemental Disclosures of Cash Flow Information

For the years ended September 30, 2023 and 2022, no interest or income taxes were paid by the Company.

During the year ended September 30, 2023, the Company increased property and equipment and asset retirement obligation of $3,679.

Note 13 – Stock Options

The Company has adopted a stock option plan (the Plan). Under the Plan, the Company may issue shares of the Company's common stock or grant options to acquire the Company's common stock from time to time to employees, directors, officers, consultants or advisors of the Company on the terms and conditions set forth in the Plan. No activity has occurred during the last two years and there are no common stock options outstanding as of September 30, 2023.

Note 14 – Employee Stock Ownership Plan

The Company has adopted a noncontributory employee stock ownership plan (ESOP) covering all full-time employees who have met certain service requirements. It provides for discretionary contributions by the Company as determined annually by the Board of Directors, up to the maximum amount permitted under the Internal Revenue Code. The plan has received IRS approval under Section 401(A) and 501(A) of the Internal Revenue Code. Pension expense charged to operations for the years ended September 30, 2023 and 2022 was $16,162 and $16,162, respectively. All outstanding shares held by the ESOP are included in the calculation of earnings per share.

Note 15 – Employee Benefit Plan

The Company sponsors a 401(k) defined contribution plan that covers all eligible employees. The Company makes non-elective contributions on behalf of employees at the discretion of management. The amount contributed by the Company to the defined contribution plan for the years ended September 30, 2023 and 2022 was $0.

Note 16 – Commitments and Contingencies

Limited Partnerships

The Company has an immaterial interest in a limited partnership drilling program and acts as the general partner. As the general partner, the Company is contingently liable for any obligations of the partnership and may be contingently liable for claims generally incidental to the conduct of its business as general partner. As of September 30, 2023, the Company is unaware of any such obligations or claims arising from this partnership.

Note 16 – Commitments and Contingencies (continued)

Employment Agreements

The Company has entered into severance pay agreements with employees and officers of the Company who also serve as board members. Under the terms of the agreements, a board member who is terminated shall receive severance pay equal to the amount such board member received in salary and bonus for the two years prior to termination.

Litigation

The Company has had a lawsuit filed against it by the Northern Arapaho Tribes (the Tribe) asking the Company to plug and abandon 10 wells and remediate the respective oil and gas leases previously held by the Company but terminated in 2001. In addition, the Bureau of Land Management has initiated an enforcement action related to this matter. The Company did not drill or operate any wells during the time it was lessee of the properties and is contending that it should not be held liable for past operations that occurred prior to the time it was lessee, and that the statute of limitations has passed. The Company plans to continue to vigorously argue both actions and has requested a stay from the enforcement action while awaiting the outcome of the lawsuit with the Tribe. An estimate of any potential liability associated with this lawsuit and enforcement action cannot be reasonably determined.

The Company has a lawsuit filed against it by XTO asking the Company to plug and abandon a well located in Rio Blanco County, Colorado. The Company sold its interest in the well in question that eventually filed for bankruptcy. The Company asserts that it is not liable for the costs associated with plugging and abandoning the well and will continue to vigorously defend itself against this lawsuit. An estimate of any potential liability associated with this lawsuit cannot be reasonably determined.

The Company may also become or is subject to investigations, claims or lawsuits ensuing out of the conduct of its business, including those related to environmental safety and health, commercial transactions, etc.

Note 17 – Risks and Uncertainties

The Company’s oil and gas reserves are continually declining, which will eventually result in a reduction of the amount of oil and gas produced, oil and gas revenues, and cash flows. The Company has historically replaced reserves through both drilling and acquisitions, however, there is no assurance that oil and gas reserves can be located through drilling or acquisition or that even if reserves are located, that such reserves will allow the recovery of all or part of the investment made by the Company to obtain these reserves.

Note 17 – Risks and Uncertainties (continued)

The Company's carrying cost of its oil and gas properties are subject to possible future impairment based on the estimated future cash flows of these properties. These estimated future cash flows are in turn subject to oil and gas prices that are subject to fluctuations and, as a consequence, no assurance can be given that oil and gas prices will decrease, increase or remain stable.

Note 18 – Subsequent Events

The Company evaluated its September 30, 2023 financial statements for subsequent events through January 16, 2024, the date the financial statements were available to be issued. The Company is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

PIONEER OIL AND GAS
SUPPLEMENTARY INFORMATION
ON OIL AND GAS OPERATIONS
September 30, 2023 and 2022

The information on the Company's oil and gas operations as shown in this schedule is based on the successful efforts method of accounting and is presented in conformity with the disclosure requirements of ASC 932.

Capitalized Costs Relating to Oil and Gas Producing Activities

		2023	2022
Proved oil and gas properties and related equipment	$	387,891	363,980
Unproved oil and gas properties		-	-
Capitalized asset retirement cost		7,934	4,255
		395,825	368,235
Accumulated depreciation, depletion and amortization and valuation allowances		(338,771)	(332,604)
	$	57,054	35,631

Costs Incurred in Oil and Gas Acquisition, Exploration and Development Activities

		2023	2022
Acquisition of properties:			
Proved	$	23,911	-
Unproved	$	-	-
Exploration costs	$	-	-
Development costs	$	-	11,388

PIONEER OIL AND GAS
SUPPLEMENTARY INFORMATION
ON OIL AND GAS OPERATIONS
September 30, 2023 and 2022

Results of Operations for Producing Activities

		2023	2022
Oil and gas - revenues	$	420,074	495,169
Production costs net of reimbursements		(43,981)	(30,881)
Exploration costs		(58,579)	(52,058)
Depreciation, depletion and amortization and valuation provisions		(6,167)	(9,888)
Net income before income taxes		311,347	402,342
Income tax provision		75,000	97,000
Results of operations from producing activities (excluding corporate overhead and interest costs)	$	236,347	305,342

PIONEER OIL AND GAS

FINANCIAL STATEMENTS

March 31, 2024

JONES SIMKINS

Certified Public Accountants

PIONEER OIL AND GAS
INDEX TO FINANCIAL STATEMENTS
March 31, 2024

JONES SIMKINS
Certified Public Accountants
Providing Guidance with Insight & Integrity
75 YEARS 1948-2023

Logan Office:
1011 West 400 North, Suite 100
Logan, UT 84323-0747

Salt Lake City Office:
41 North Rio Grande; Suite 101
Salt Lake City, UT 84101

INDEPENDENT ACCOUNTANT'S COMPILATION REPORT

To the Board of Directors and
Stockholders of Pioneer Oil and Gas
South Jordan, Utah

Management is responsible for the accompanying financial statements of Pioneer Oil and Gas (a C corporation) (the Company), which comprise the balance sheet as of March 31, 2024, and the related statements of operations and cash flows for the six months ended March 31, 2024 and 2023, in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements, nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. We do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

Management has elected to omit substantially all of the disclosures required by accounting principles generally accepted in the United States of America. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Company's financial position, results of operations, and cash flows. Accordingly, the financial statements are not designed for those who are not informed about such matters.

The balance sheet as of September 30, 2023, was audited by us and we expressed an unmodified opinion on it in our report dated January 16, 2024. We have not performed any auditing procedures since that date.

Jones Simkins LLC

JONES SIMKINS LLC
Salt Lake City, Utah
June 3, 2024

PIONEER OIL AND GAS
BALANCE SHEETS

ASSETS		March 31, 2024 (Compiled)	September 30, 2023 (Audited)
Current assets:			
Cash	$	444,279	520,740
Investments		125,556	146,348
Receivables		26,177	24,674
Resale leases, at lower of cost and net realizable value		193,546	193,546
Total current assets		789,558	885,308
Property and equipment, net		124,157	57,054
Other assets		2,537	2,537
Total assets	$	916,252	944,899
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Payables and accrued expenses	$	29,521	22,130
Total current liabilities		29,521	22,130
Asset retirement obligation		14,545	11,907
Total liabilities		44,066	34,037
Commitments and contingencies			
Stockholders' equity:			
Common stock, par value $.001 per share, 50,000,000 shares authorized; 5,096,706 shares issued and outstanding		5,097	5,097
Stock subscription receivable		(16,866)	(24,768)
Note receivable from employee stock ownership plan		(1,082,151)	(1,076,822)
Retained earnings		1,966,106	2,007,355
Total stockholders' equity		872,186	910,862
Total liabilities and stockholders' equity	$	916,252	944,899

See independent accountant's compilation report.

PIONEER OIL AND GAS
STATEMENTS OF OPERATIONS
Six Months Ended March 31, 2024 and 2023

		2024	2023
Revenue:			
Oil and gas revenue	$	15,596	30,363
Royalty revenue		110,671	264,031
		126,267	294,394
Costs and expenses:			
Cost of operations		14,493	11,917
General and administrative expenses		115,295	112,745
Exploration costs		25,789	28,273
Depreciation, depletion and amortization		5,425	3,302
		161,002	156,237
Income (loss) from operations		(34,735)	138,157
Other income (expense):			
Interest income		13,381	8,680
Gain (loss) on investments		(20,795)	62,679
Other		900	900
Net other income (expense)		(6,514)	72,259
Income (loss) before provision for income taxes		(41,249)	210,416
Provision for income taxes		-	-
Net income (loss)	$	(41,249)	210,416
Net income per common share:			
Basic	$	(0.01)	0.04
Diluted	$	(0.01)	0.04
Weighted average common shares:			
Basic		5,097,000	5,097,000
Diluted		5,097,000	5,097,000

See independent accountant's compilation report.

<u>PIONEER OIL AND GAS</u>
<u>STATEMENTS OF CASH FLOWS</u>
<u>Six Months Ended March 31, 2024 and 2023</u>

		2024	2023
Cash flows from operating activities:			
Net income (loss)	$	(41,249)	210,416
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation, depletion and amortization		5,425	3,302
(Gain) loss on investments		20,795	(62,679)
Accretion expense		225	202
Employee benefit plan expense		8,081	8,081
Interest income		(5,508)	(5,533)
Decrease (increase) in:			
Receivables		(1,503)	26,730
Increase in:			
Payables and accrued expenses		7,391	2,283
Net cash provided by (used in) operating activities		(6,343)	182,802
Cash flows from investing activities:		-	-
Cash flows from financing activities:		-	-
Net increase (decrease) in cash		(76,461)	182,802
Cash, beginning of period		520,740	380,091
Cash, end of period	$	444,279	562,893

PIONEER OIL AND GAS
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION
Six Months Ended March 31, 2024 and 2023

During the six months ended March 31, 2024, the Company:

- Increased property and equipment and asset retirement obligation for $2,413.