TRADING: OTC/BB
SYMBOL: MDMN
CUSIP: 58489M 10 9

COMPANY INFORMATION AND DISCLOSURE STATEMENT
Pursuant to Rule 15c2-11(a)(5)

MEDINAH MINERALS, INC.

a Nevada corporation

For the Period Ended
December 31, 2012

2030 Bannie Ave.
Las Vegas, NV 89102
Tel: (702) 366-1883

This Information Statement has been prepared in accordance with OTC Markets Alternative Reporting Standard: Guidelines for Providing Adequate Current Information. All financial data has been prepared as of December 31, 2012

INFORMATION STATEMENT
PURSUANT TO RULE 15c2-11
SECURITIES EXCHANGE ACT OF 1934

Information required to conform with the provisions of Subparagraph (a)5 of Rule 15c2-11 as promulgated under the Securities Exchange Act of 1934 as amended:

PART A General Company Information

Item 1 The exact name of the issuer and its predecessors.

Medinah Minerals, Inc. was formed in 1989 under the name of Medinah Energy, Inc. In 1999, the Company changed its name to Medinah Mining, Inc., and in 2008 changed its name to Medinah Minerals, Inc. The Company owns 51% of Medinah Mining (Chile) S.A.

Item 2 The address of the issuer's principal executive offices: 2030 Bannie Avenue; Las Vegas, NV 89102 U.S.A.

Address: 2030 Bannie Ave., Las Vegas, NV 89102
Telephone: (702) 366-1883
URL: www.medinah-minerals.com
Investor Relations: The Company has no investor relations department.

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization.

The issuer was organized under the corporate laws of the State of Nevada on October 6, 1989.

PART B Share Structure

Item 4 The exact title and class of securities outstanding.

The amount of the total authorized capital stock of the corporation shall be Three Billion (3,000,000,000) of common stock. The Company also has authorized 100,000,000 shares of Preferred Non-Voting stock. Of the 100,000,000 shares of Preferred Non-Voting Stock, a Series of 1,000,000 shares has been designated as “Class C Redeemable, Convertible Preferred Stock.” The Company's CUSIP number for its Common Stock is 58489M 10 9, and its Trading Symbol for its Common Stock is MDMN.

Item 5 The par or stated value and description of the security.

A. *Par or Stated Value.*

The Common Shares have a par value of $.001 per share, and the Preferred Non-Voting Stock have a par value of $.001 per share.

B. *Common or Preferred Stock.*

1. The common equity has voting rights of one vote per share. There are no preemptive rights. The common equity has standard dividend rights subject to any superior rights granted to any class of Preferred Non-Voting Stock.

2. The Preferred Non-Voting Stock is commonly referred to as "blank check" preferred, since preferences are not set in the Articles of Incorporation, but are set as separate series of preferred stock are authorized to be issued by the Board of Directors to meet specific situations such as acquisitions.

3. The Board of Directors authorized a series of Preferred Stock that applies to 1,000,000 shares, and has been designated as "Class C Redeemable, Convertible, Preferred Stock." The purpose of this series of Preferred Stock was to exchange debt owed by the Company to various shareholders for equity. The Class C Redeemable, Convertible, Preferred Stock carries the following preferences: A dividend rate of $.10 per share per annum; a redemption price of One Dollar per share plus all accrued dividends; convertible into common stock for three years beginning February 12, 2012, at the ratio of $.05 for each common share in year one, $.10 for each common share in year two, and $.20 for each common share in year three; conversion to common upon the consolidation, merger or sale of substantially all of the assets of the company; liquidation preference of one dollar per share; no voting rights; and no preemptive rights.

4. There are no provisions of the issuer's charter or bylaws that would delay, defer or prevent a change in control of the issuer.

Item 6 The number of shares of total amount of securities outstanding for each class of securities authorized.

1. Common Stock.

(A) As of December 31, 2012:
(i) Period end date: 12/31/12
(ii) Number of shares authorized: 3,000,000,000
(iii) Number of shares outstanding: 932,082,574
(iv) Freely tradable shares (public float): 732,890,000

(B) As of December 31, 2011:
(i) Period end date: 12/31/11
(ii) Number of shares authorized: 1,500,000,000
(iii) Number of shares outstanding: 711,810,270
(iv) Freely tradable shares (public float): 637,500,000

2. Preferred Non-Voting Stock

(A) As of December 31, 2012:
(i) Period end date: 12/31/12
(ii) Number of shares authorized: 100,000,000
(iii) Number of shares outstanding: 4,000
(iv) Freely tradable shares (public float): -0-

(B) As of December 31, 2011:

(i) Period end date: 12/31/11
(ii) Number of shares authorized: 50,000,000
(iii) Number of shares outstanding: -0-
(iv) Freely tradable shares (public float): -0-

Item 7 Name and address of Transfer Agent

American Registrar & Transfer Co., 342 East 900 South, Salt Lake City, UT 84111.
Telephone Number of the Transfer Agent is: 801-363-9065.
The Transfer Agent is registered with the Securities & Exchange Commission under the Exchange Act of 1934.

PART C Business Information

Item 8 The nature of the Issuer's business.

A. *Business Development.*

From the date of inception in 1989, the Company's business activity has directly and indirectly centered primarily on mineral exploration and development, principally in Chile, South America. The Company was formed as a corporation under the laws of the State of Nevada, and its fiscal year ends on December 31. The Company has never filed for bankruptcy, receivership or any similar proceeding.

Over the past three years there has been no material reclassification, merger or consolidation. Subsquent to June 30, 2012, Juan Jose Quijano Fernandez agreed to transfer a 1% interest in Medinah Mining (Chile) S.A. to the Company to increase its ownership to a majority interest. While the Company has had no sale of any significant amount of assets, the Company owns 51% of Medinah Mining (Chile) S.A., which has entered into a sale agreement involving the sale of mineral rights to an unrelated third party, Amarant Mining Ltd., a company incorporated in the British Virgin Islands. This transaction is more fully described below in Item 16(A) Plan of Operation.

Medinah Mineral's vision is to be a leading junior mining company with a strategic focus to acquire, develop and produce cost effective mining resources in the mineral rich country of Chile. This strategy was developed and has deployed through local partnerships, global joint ventures and ably supported by an excellent working bond developed over the last 15 years with Chilean nationals. The execution of this strategy was predicated on a mandate for safe and sustainable mining practices enhanced with a commitment to the stake holders while being mindful of local socioeconomic needs. Recent developments in Chile have increased the awareness of safety issues and the Company strives to meet all necessary requirements to provide for a safe mining environment for all participants in the Company's mining activities.

During the last three years, the Company has acquired the following assets:

POLO Claims – Chile

15% ownership of the POLO claims, located in Southern Chile, by the purchase of a 15% Shareholding interest in the Chilean Company.

CICLON Claims – Chile

10% ownership of the Ciclon I and 10% of the Ciclon 2 claims, located approximately 30 kms east of Copiapo in Central Chile, by the purchase of a 10% share interest in each of the two Chilean companies.

The Company has not defaulted on any note, loan, lease or other indebtedness or financing arrangement, and there has been no change of control of the Company in the past three years.

On February 16, 2012, the Company increased its authorized stock from 1,500,000,000 shares of common stock, $.001 par value per share to 3,000,000,000 shares of common stock, $.001 par value per share and 1,000,000 shares of preferred stock, $.001 par value per share. On February 22, 2012, the Company corrected its prior amendment to clarify the creation of 3,000,000,000 shares of common stock, $.001 par value per share and 100,000,000 shares of Class C Redeemable Convertible Non-Voting Preferred Shares, $.001 par value per share

On May 7, 1999, the Company distributed 11,694,000 shares of Medinah Gold, Inc. which had been a wholly owned subsidiary, to its shareholders, creating a separately held entity.

On March 28, 2012, the Company announced a stock dividend of one share for every ten shares owned by shareholders as of April 1, 2012. The Company does not presently anticipate a stock split, stock dividend or recapitalization, merger, acquisition or reorganization or other similar transaction.

Assets Acquired – Subsequent Events

On February 22, 2013, the Company announced that it had acquired a twenty percent (20%) interest in a Chilean corporation, Sociedad Contractual Minera American Medinah Gold, referred to as “AMG” or American Medinah Gold. AMG owns mining claims on a total of 6,350 hectares, comprising of 3,150 hectares of placer claims and 3,200 hectares of hard rock claims, which are referred to by the Company as the “JOTA Property.” Hard rock claims are sometimes referred to as “lode claims.” Deposits subject to lode claims include classic veins or lodes having well-defined boundaries. They also include other rock in-place bearing valuable minerals and may be broad zones of mineralized rock. Examples include quartz or other veins bearing gold or other metallic minerals and large volume but low-grade disseminated metallic deposits. Mineral deposits subject to placer claims include all those deposits not subject to lode claims. Placer claims are sometimes thought of as deposits of unconsolidated materials, such as sand and gravel, containing free gold or other minerals. In exchange for its 20% interest in AMG, the Company was not required to contribute cash but issued 20,000,000 shares of its common stock, having a transaction value of approximately $1,200,000. AMG was formed by the President of the Company and his family during 2012. The President's family has been assembling the JOTA property for the past several years and made this opportunity available to the Company without the requirement of a cash contribution.

Legal Proceedings.

In February of 2008, Russell K. Godwin and RGM Communications filed a claim in the Supreme Court of British Columbia against Medinah Minerals, Inc., Juan José Quijano Fernández and

Leslie Price for $890,570.26 (Canadian), primarily for services alleged to have been provided to Medinah by Godwin and House during their term as Officers and Directors of Medinah, which expired on May 17, 2004. In addition, a claim was included “for royalties payable for a geological work report” dated January 15, 2001.

The Company considers this to be a frivolous, unsupported claim and has been vigorously defending the action. On March 27, 2008, Medinah Minerals, Inc. filed an extensive Defense and Counterclaims to the Writ of Summons served by Russell Godwin on February 22, 2008. On July 26, 2012, the Company filed an Amended Counterclaim, an Amended Response to the Civil Claim, and an Amended Third Party Notice.

The Amended Counterclaim alleges breach of fiduciary duty, tortious interference with economic relations, fraudulent misrepresentation and attempted fraud, conspiracy to commit fraud, tortious interference with Medinah's business and contractual relations, and conversion of Medinah's assets. The Amended Counterclaim sets forth the factual basis for these allegations, and estimates damages to the Company in the amount of $2,840,000 (US Dollars), which are sought against Russell K. Godwin, individually, and Benjamin Ainsworth, Helga Hansen and Russell K. Godwin as Executors of the Estate of Gordon David House.

Management is of the opinion that it has valid counterclaims and anticipates prevailing against Mr. Godwin and the Executor's of the Estate of Gordon David House.

Since the Company's filing of its Interim Statement for the fiscal period ended September 30, 2012, there has been no change in the status of this litigation.

B. *Business of Issuer*

The Company's main asset is a 51% interest in Medinah Mining (Chile) S.A. The other 49% interest is owned by Juan José Quijano Fernández, the President of the Company, and members of his family. Medinah Mining (Chile) S.A. was formed in 1999 to acquire certain mineral rights. Any and all operating activities on the property owned by Medinah Mining (Chile) S.A. has been conducted by Medinah Mining (Chile) S.A., not by the Company.

The Company's primary and secondary SIC Codes are as follows: 1061; 1021; 1044; 1041.

The Company has never been a shell company. For purposes of this section, a “shell company” means an issuer, other than a business combination related shell company, as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB, that has: (1) No or nominal operations; and (2) Either: (A) No or nominal assets; (B) Assets consisting solely of cash and cash equivalents; or (C) Assets consisting of any amount of cash and cash equivalent and nominal other assets.

The Company's most significant asset is its 51% ownership interest in Medinah Mining (Chile) S.A. The financial statements of the Company reflect its investment in Medinah Mining (Chile) S.A., but the financial statements of Medinah Mining (Chile) S.A. are not consolidated with, or included in, the financial statements of the Company that are attached to this disclosure statement.

During the past 10 fiscal years, the Company has spent $15,000,000 on research and development activities, by providing funding and financing to Medinah Mining (Chile) S.A. The Company does not directly incur any costs relating to compliance with environmental law, since any such costs would be incurred by its affiliate, Medinah Mining (Chile) S.A., or such other third party as may be involved in the actual mining operations.

The Company has no full time employees. The Company uses part time administrative, accounting and other professional services as required. The three Officers & Directors are reimbursed for out-of-pocket expenses and are compensated at the rate of $1,000 per month as an honorarium and 2,000,000 shares of Common stock per year of service.

Item 9 The nature of the products or services offered.

The Company presently has an indirect interest in the following projects:

The Lipangue Breccia Project. Situated on the Alto de Lipangue, Chile, at an elevation of 2,000 meters, the Lipangue project has been the primary focus of Medinah's exploration efforts. A program of geophysical mapping and diamond drilling has targeted a large breccia pipe bearing gold, silver and copper. The Company has expended in excess of $15,000,000 on its investment in Medinah Mining (Chile) S.A., which owns and controls these interests.

The Las Dos Marias Project. The Las dos Marias Project is located about two miles to the West of the Lipangue project and is known to contain potential gold-bearing shear zone/copper skarn. Like the Lipangue site, Las dos Marias is conveniently situated from a production standpoint, supplies of water and power and the availability of a skilled local work force are quite good in comparison to many other mining projects in South America. Medinah Mining (Chile) S.A. has completed an Agreement with Compañia Minera LDM (Chile) ("LDM") to commence a production adit designed to reach the known high-grade gold zones. LDM will expend up to $1,000,000 (one million dollars) in order to earn a 25% interest in the Las dos Marias claims as described below in Item 16, Exploration Program -The Las Dos Marias Project. Medinah Mining (Chile) S.A. owns 20% of the shares of LDM and the Medinah Minerals, Inc. owns a 30% royalty or net profit interest from production.

During the Year 2006/2011, Medinah Mining (Chile) S.A. constructed 81 kilometers of new roads connecting the Lipangue breccia and Las dos Marias properties and acquired approximately 2,000 hectares of adjacent properties. Extensive examination and sampling of the prospect claims was conducted. A 220-volt power line now services the entire property.

Medinah Minerals, Inc. owns a 15% interest in the "POLO 1-780" mineral claims in the VIII Region of Chile. An exploration program is underway to determine the most advantageous method of development.

Item 10 The nature and extent of the issuer's facilities.

The company presently utilizes shared office space for accounting purposes. The exploration and development of the various properties are carried out by the company's affiliate Medinah Mining (Chile) S.A., which contracts with independent operators. The company maintains an office in Chile, Las Vegas and storage facilities at a monthly cost of $4,000.

Part D Management Structure and Financial Information

Item 11 The names of the Chief Executive Officers and members of the Board of Directors

A. Officers and Directors

The last Shareholders Meeting was held on February 11 and 12, 2012. The Directors were re-elected at the Company's Shareholders Meeting and will serve until the issuer's next Meeting of Shareholders, or until their successors are duly elected and qualified.

Juan José Quijano Fernández (age 69) is the President, Director and CEO of the Company. Mr. Quijano-Fernández studied law in the Universidad Catolica de Chile and received a license to practice law from the Chilean Supreme Court of Justice. He is a specialist in Foreign Investments, Mining Law and Economic Legislation. His business address is El Vergel No. 2316, Providencia, Santiago, Chile. He is registered in the XVI Edition named "Diccionario Biografico de Chile", 1976-1978.

Mr. Quijano-Fernandez has been in general management and has served as a director of several Chilean companies and he now has direct participation in agriculture through his company Chilean Gold Fruits Ltd. and Sociedad Huertos del Maule Ltd.

Also, Mr. Quijano-Fernandez is believed to be the biggest owner of gold – platinum sedimentary deposits in Chile with over 350 different mines, some of which are registered in his own name and some are in participation with other investors.

Larry Regis, Jr. served as a Director and Secretary/Treasurer of the Company since its inception, and resigned on February 28, 2013, due to health reasons. A copy of his letter of resignation was filed with the news release posted through the OTC Disclosure & News Service.

Gregory A. Chapin (age 64) has been a Director of the Company since 2004. In February, 2013, Mr. Chapin was appointed Secretary/Treasurer of the Company. Mr. Chapin owns and operates two private companies, Chapin & Associates, Professional Business Consultants, a California based company and The Chapin Group, Professional Gaming Consultants, a Nevada based company. Mr. Chapin's gaming consulting is based on his nearly forty five years of gaming experience, which includes being the former investigative head of Los Angeles County Sheriff's Department's Gaming/Organized Crime Investigations Unit. Mr. Chapin officially retired from law enforcement in 1992. He is a highly respected consultant with experience in a variety of business environments, and been instrumental in providing business solutions to numerous multifaceted start-up operations and continues to serve as a consultant and advisory Board member to several successful enterprises. Mr. Chapin is also a retired California State Credentialed Teacher. As described below, Mr. Chapin owns 20% of Compañia Minera LDM (Chile). Mr. Chapin has a Bachelor's degree in Human Behavioral Sciences/Public Administration with graduate studies in Business Administration.

Kyle R. Kirkland (age 50) has been a Director since February 28, 2013, and was appointed upon the resignation of Larry Regis. Mr. Kirkland is a member of the Board of Directors of Steinway Musical Instruments, Inc. (NYSE: LVB), and was its controlling shareholder and served as its Chairman until June of 2011. He has been a principal of Kirkland Messina, Inc. since 1994. From 1991 to 1994, Mr. Kirkland was a Senior Vice President of an investment bank where he was responsible for its private placement financing activities. From 1990 to 1991, Mr. Kirkland was employed by Canyon Partners as a Vice President. From 1988 to 1990, he was employed by an investment banking firm in its high yield bond department. The Company believes that Mr. Kirkland's financial and business expertise, combined with over 25 years of Company and industry experience, give him the qualifications and skills to serve as director.

Advisor to the Board of Directors

On February 28, 2012, Michael Thomas agreed to act as an Advisor to the Company's Board of Directors. Mr. Thomas is a seasoned financial professional who has been involved with a broad array of domestic and international financings with extensive experience in analyzing, structuring and negotiating complex projects utilizing the public and private markets for debt and equity funding.

In 2003, Michael Thomas founded MET Capital Advisors, an independent economic and investment research and forecasting firm providing economic, securities and commodities outlooks for several brokerage firms and high net worth investors. Mr. Thomas worked from 1999 to 2002 as head of structured alternative investments for AIG designing new investment products and strategies including launching a global emerging markets infrastructure fund through Citibank.

Since 2005, Mr. Thomas has been an active contributing economist to Dow Jones MarketWatch and Bloomberg News forecasting each week a broad array of economic and market variables; he is also published periodically in SFO Magazine and several other securities and commodity-focused publications.

From 1991 to 2000 Mr. Thomas was head of high grade bonds for SunAmerica, running their $9 billion dollar high grade bond portfolio. Previously, Mr. Thomas headed corporate and private banking teams focused on high yield investing for First Interstate Bank of California and later moved to head up corporate product development from 1986 to 1991; for five years he was a corporate banking and credit officer for Crocker Bank serving as the bank’s specialist in communications and media where he was heavily involved in leveraged buyouts, private equity and multinational financings.

Before entering the investment world, Mr. Thomas spent nearly a decade with Fluor Corporation in their corporate financial staff following several years in project management where he was responsible for cost forecasting and financial affairs for major projects in the Middle East and South America performing engineering and construction for a broad array of natural resource related projects.

Mr. Thomas graduated with business and engineering degrees from the University of Washington; an MBA from the University of Southern California in finance and business economics; and he completed the credit and financial management program at Stanford University Business School.

B. Legal/Disciplinary History

In the last five years no officer, director or control person has been the subject of any legal or disciplinary action as specified in Part D, Item 11, Section B of the Alternative Reporting Standard: Guidelines for Providing Adequate Current Information.

C. Disclosure of Family Relationships

There are no family relationships among the Company's officers, directors or beneficial owners of more than five percent of any class of the issuer's equity securities.

D. Disclosure of Related Party Transactions

Medinah Mining (Chile) S.A. is the operating subsidiary of the Company, and is owned 51% by the Company and 49% by Juan Jose Quijano Fernandez, the President and CEO of the Company. The ownership interest of Mr. Fernandez was reacquired from Mr. Fernandez in 2004 when the Company was restructured as a result of the departure of Russel K. Godwin and Gordon David House, which resulted in litigation which is described in Item 8 above.

In October of 2011, Medinah Mining (Chile) entered into a joint venture with Compañia Minera LDM (Chile) ("LDM") to develop the claims at the Las dos Marias property, as described below in Item 16, Exploration Program -The Las Dos Marias Project. Compañia Minera LDM (Chile) was formed to fund the development of the claims, by agreeing to provide up to $1,000,000 to acquire a 25% interest in the claims (as described below). An initial payment of $300,000 was made which granted LDM a 10% interest in the claims, with an additional payment of $700,000 to be made which would provide LDM with a 15% interest in the claims. The Company owns a 30% royalty, or net profit interest from production in the claims. Gregory A. Chapin, a director of the Company owns a 20% interest in LDM, for which he has invested $250,000 which will repaid out of profits.

In February, 2013, the Company acquired a twenty percent (20%) interest in a Chilean corporation, Sociedad Contractual Minera American Medinah Gold, referred to as "AMG" or American Medinah Gold. In exchange for its 20% interest in AMG, the Company was not required to contribute cash but issued 20,000,000 shares of its common stock, having a transaction value of approximately $1,200,000. AMG was formed by the President of the Company and his family during 2012. The President's family has been assembling the JOTA property for the past several years and made this opportunity available to the Company without the requirement of a cash contribution. This transaction is described above in Item 8 (A) Assets Acquired -Subsequent Events.

Item 12 Financial Information for the issuer's most recent fiscal period.

The issuer's most recent balance sheet and profit and loss and retained earnings statement. The Financial Statements of the Company, for the fiscal year ended December 31, 2012, attached hereto and incorporated herein by reference.

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Similar financial information for such part of the two proceeding fiscal years as the issuer or its predecessor has been in existence. The Financial Statements of the Company, December 31, 2010, December 31, 2011 attached hereto and incorporated herein by reference.

Item 14 Beneficial Owners

Other. The ownership or management or anyone known to the issuer who beneficially owns more than 5% of the outstanding shares as of the date hereof:

Name	# of Shares Beneficially Owned	% Owned
Cede & Co.	746,256,618	80%

Cede & Co. is the nominee name for The Depository Trust Company, a large clearing house that holds shares in its name for banks, brokers and institutions in order to expedite the sale and transfer of stock. The Company believes that The Depository Trust Company is the largest security depository and post-trade financial services company in the world. Cede & Co. is commonly referred to as “Street Name.” The Company is not aware of any individual shareholders who hold five percent or more of the Company's common stock.

To the best knowledge and belief of the issuer, no broker, dealer or any other person associated with a broker/dealer is associated directly or indirectly with the issuer.

Item 15 The name, address, telephone number, and email address of each of the following outside providers that advice the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker: None
2. Promoters: None
3. Counsel: Robert C. Hackney and Hackney Law, P.A., have provided advice regarding the Alternative Reporting Standards. The firm is located at 1061 E. Indiantown Road, Suite 400, Jupiter, Florida 33477; Telephone 561-776-8600; email address: bobhackney@gmail.com
4. Accountant: Scott L. Jenson, PC, has complied financial statements for the Company. The firm is located at 2853 Naniloa Circle, Holladay, Utah 84117; Telephone 801-918-5124; email address: jenson2853@msn.com.
5. Public Relations Consultant(s): none .
6. Investor Relations Consultant: none .
7. Other advisors: Michael Thomas

Item 16 Management's Discussion and Analysis or Plan of Operation

Management's discussion and analysis (MD&A) is current through December 31, 2012 and is management's assessment of the operations and the financial results together with future prospects of the Company. This MD&A should be read in conjunction with our financial statements and related notes for the year ended December 31, 2011 and the year ended December 31, 2012.

This discussion contains certain forward-looking statements within the meaning of Section 27A of the Securities and Exchange Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended, which are intended to be covered by the safe harbors created thereby. Investors are cautioned that all forward-looking statements involve risks and uncertainties. Although Medinah Minerals, Inc. believes that the assumptions underlying the forward-looking statements contained herein are reasonable, any assumption could be inaccurate, and therefore, there can be no assurance that the forward-looking statements included in this discussion will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion should not be regarded as a representation by Medinah Minerals, Inc. or any other person that the objective and plans of Medinah Minerals, Inc. will be achieved.

Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward-looking statements, include, but are not limited to, possible variations in mineral resources or grade; metal prices; availability of sufficient financing to fund further required work in a timely manner and on acceptable terms; changes in project parameters as plans continue to be refined; availability of equipment; failure of equipment or processes to operate as anticipated; local community support, and political, regulatory, environmental and other risks of the mining industry.

Cautionary Note to U.S. Investors -- The United States Securities and Exchange Commission permits U.S. mining companies, in their filings with the SEC, to disclose only those mineral deposits that a company can economically and legally extract or produce. The SEC uses Industry Guide 7 as the disclosure guidance for “Description of property by issuers engaged or to be engaged in significant mining operations.” The SEC categorizes companies involving in mining in there different stages:

1. Production Stage: includes all issuers engaged in the exploitation of a mineral deposit (reserve).
2. Development Stage: includes all issuers engaged in the preparation of an established commercially minable deposit (reserves) for its extraction which are not in the production stage.
3. Exploration State: includes all issuers engaged in the search for mineral deposits (reserves) which are not in either the development or production stage.

While the Company believes and is of the opinion that the mining engineer and professional geologist information prepared for the Company indicates that its properties contain mineral deposits, no reserve reports have been prepared, and thus the Company is categorized as being in the Exploration State by the Securities and Exchange Commission. Under Industry Guide 7, a “final” or “bankable” feasibility study is required to report reserves, and a primary environmental analysis or report must be filed the the appropriate governmental authority. Since none of that has been accomplished, the Company takes no position with regard to the viability of its mineral claims.

A. Plan of Operation

Medinah Minerals vision is to be a leading junior mining company with a strategic focus to acquire, develop and produce cost effective mining resources in the mineral rich country of Chile. This strategy was developed and has been deployed through local partnerships, global joint ventures and ably supported by an excellent working bond developed over the last 15 years with Chilean nationals. The execution of this strategy was predicated on a mandate for safe and sustainable mining practices enhanced with a commitment to the stake holders while being mindful of the local socioeconomic need.

The Company believes that it has adequate cash reserves to satisfy its cash requirements for the next twelve months. Over the past few years, the Company has been seeking and negotiating with various parties to either joint venture, sell, or transfer all or part of the mineral claims that it holds indirectly through Medinah Mining (Chile) S.A., in the 1,508 mineral claims it refers to as its "Lipangue Breccia Projects."

Subsequent to a preliminary agreement among the parties dated January 17, 2012, a formalized purchase agreement was transacted in July 2012. Medinah Mining (Chile) S.A., and other owners of mineral claims entered into a Purchase and Sale Agreement with Amarant Mining Ltd., a company incorporated in the British Virgin Islands. This agreement is subject to a "Final Purchase and Sale Agreement." The Purchase and Sale Agreement calls for payment of $180 million over a ten year period and a 15% free carried equity interest in the new company or companies established to take ownership of the mining claims. As security for the payment of the USD $180,000,000, the transferring parties have acknowledged receipt of 90,000,000 of shares of a newly amalgamated mining company known as Alluvia Mining Limited, formed in Jersey, Channel Islands. Alluvia Mining Limited shares are now listed on the Mangold list in Sweden. The Mangold list, by Mangold Fondkommission in Sweden, is a list that is neither a regulated market nor a multilateral trading facility, but has permission, according to Chapter 2, Article 1 § 1 p. Securities Markets Act ("VML") to receive and transmit orders in relation to one or several financial instruments and thus organize trading in such instruments. Only banks and securities firms may place orders on the Mangold list.

Alluvia owns the majority property interests of mines in Canada; Chile; Surinam and the United States. Until the purchase price has been paid in full, the purchaser shall pay to the transferring parties, a net smelter royalty of 7.5% of the production of all minerals from the Lipangue group of claims. The transferring parties proximity property claims, currently in production and pursuant to the contract with Compañia Minera LDM (Chile), are excluded from the USD $180,000,000 (One Hundred and Eighty Million US dollars) Sale/Funding Agreement. The Purchasers retain a First Right of Refusal if the LDM (Chile) property is offered for sale to any third party. The Purchasers have already retained a Professional Geologist in Chile who has been working on issues relative to the Altos de Lipangue properties. Upon finalization of the agreement, the Purchasers report that they will begin a drill program. The Purchaser's Geologist has also investigated the ongoing work being done at the Las dos Marias Mining Operations (Compañia Minera LDM Chile) and has observed that the material being extracted from the adit is of ore grade that is scheduled to be shipped to the refinery for processing.

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

Current metals market and economic conditions

The spot price for gold at the end of December, 2012, was just below $1,660 per ounce, although at the time of this filing the price is below $1,600. Silver prices at the end of December 2012 were in the $30 per ounce range, and have receded to the $28 per ounce range as of the date of this filing. Some industy predictions of gold prices forecast a high by the end of 2013 of $2,200 per ounce. Similarly, some industry predictions of silver prices forecast a $40 per ounce price.

Prices for gold and silver still remain below 2011 highs of nearly $1900/oz and $50/oz for gold and silver, respectively. Even though it has receded recently, gold is still up nearly 90% from its

1980 nominal high of $850/oz, whereas silver remains below the 1980 nominal high of $50/oz. On an inflation-adjusted basis, silver still remains well below its highs of $140/oz in real terms as does gold with its high from 1980 estimated at $2350/oz in 2011 dollars. The current gold to silver price ratio of approximately 53:1 remains well below its historic highs of 15-20:1 but is now well off of its 2010 lows in the 60-80:1 range.

Management believes that the fundamentals for both silver and gold appear to remain strongly supportive for continued higher prices as governments continue to combat economic concerns with stimulus strategies to encourage economic growth and increase their sovereign debt. Increasingly, investors are returning to hard assets as a store of value and hedge against inflation and currency devaluation resulting in increased investment demand for both silver and gold in all forms, including Exchange Traded Funds (ETF's), new physical metal investment trusts, bars and coins.

For silver specifically, its hybrid nature as both a precious and industrial metal shows in the significant increases last year in both investment and industrial demand growth. Industrial demand for silver is closely tied to global economic growth particularly in developing countries with applications ranging from biomedical to high technology. Silver appears to have resumed the multi-year trend prior to the recent global economic crisis of increasing overall industrial demand and has been accompanied by strong increases in investor demand. An April 2012 report on silver by Byron Capital highlighted that the sustained growth in use of silver in technology usage alone may be enough to raise the price of silver to $68.88 by 2018.

Base metals have also seen significant ranges in their prices over the past two years with copper falling from its high of nearly $4.50/lb in July and August 2011 to approximately $3.55/lb at the end of December 2012. Management believes that recent price fluctuations in base metals appear to have been driven largely by economic concerns and general market volatility. We believe that long term growth in demand for copper is likely to continue to be driven largely by growth in developing economies, particularly in Asia where per capita consumption levels remain well below that of more developed nations. A slowdown in economic activity would result in a price reduction in metals such as copper and silver.

Prices in molybdenum have also been volitile, with a 52 week high of $15.20/lb and a 52 week low of $10.43/lb. Prices in molybdenum spiked from 2004 through 2008 to over $40/lb, and have rebounded from a low in 2009 in the $8/lb range.

Exploration Program - The Lipangue Breccia Project.

Situated on the Alto de Lipangue, Chile, at an elevation of 2,000 meters, the Lipangue project has been the primary focus of Medinah's exploration efforts. A program of geophysical mapping and diamond drilling has targeted a breccia pipe bearing gold, silver and copper. The Company has expended in excess of $15,000,000 in connection with the exploration efforts on these mineral rights. The Lipangue Breccia Projects consists of a group of One Thousand Five Hundred Eight (1,508) minerals claims, and has been the subject matter of a Geological Report by Howe Chile Limitada (A.C.A. Howe International Limited – South American Office) dated June 19, 2000, and a Summary Geological Report by the same company dated February 12, 2001. Both reports are available on the Company's website. These claims are described above in Item 16A – Plan of Operation, and are subject to the Purchase Agreement executed in July 2012 by the Company's subsidiary.

Exploration Program - The Las Dos Marias Project.

The Las dos Marias Project is located about two miles to the West of the Lipangue project and is known to contain at least one potential gold-bearing shear zone/copper skarn. Like the Lipangue site, Las dos Marias is conveniently situated from a production standpoint, supplies of water and power and the availability of a skilled local work force are quite good in comparison to many other mining projects in South America. The Company has expended in excess of $1,000,000 on the project to date. Medinah Mining (Chile) S.A. has completed an Agreement with LDM to commence a production adit designed to reach the known high-grade gold zones. LDM will expend up to $1,000,000 (one million dollars) in order to earn a 25% interest in the Las dos Marias claims, as more fully described below. Medinah Mining (Chile) S.A. owns 20% of the shares of LDM.

Medinah Mining (Chile) S.A. is the owner of the Las dos Marias claims 1-10 at an elevation of 1,400 to 1,500 meters, encompassing 130 hectares in total area, and geographically located on the headwaters of Quebrada Durazno River on the northwest slope of the Alto de Lipangue plateau. Further, it lies approximately three (3) kilometers from the highly impressive breccia discoveries on the Gordon claims which are an integral part of the Alto de Lipangue group of claims 100% owned by Medinah Mining (Chile) S.A.

Medinah Mining (Chile) S.A. provides the following clarification of the ownership and profit interest structure created to exploit the Las dos Marias high-grade vein that is now assumed by management to extend at least 200 meters into the Las dos Marias group of claims.

The agreement with Compañia Minera LDM Chile is for the purpose of extracting the ore and exploring the extent of the vein system carrying the high-grade gold intercepted in DDH 99-01 and DDH 99-02. Included in the ownership is Medinah Mining (Chile) S.A. that retains 20% of LDM. In addition, Medinah Minerals Inc. receives a 30% net profits interest in any profits produced from this property without any capital requirements. The property containing the high-grade structure is known as the Los Amigos 1, registered 132020088-18. The agreement covers all ore recovered from this vein and from the full extent of this vein as far as it extends within the boundaries of the Las dos Marias group of claims. Ores that exist outside of this vein structure are not included in this agreement and can be mined separately by Medinah Mining (Chile) S.A. on the remaining Los Amigos claims.

There are a total of 10 claims in the Las dos Marias group. No claims other than the Los Amigos 1 are included in this transaction. Medinah Mining (Chile) S.A. does not have any capital overlay as it is entirely funded by Compañia Minera LDM Chile.

Medinah Mining (Chile) S.A. retains 100% ownership in all other claims and 100% of the gold and copper deposits contained within formations other than this particular vein structure.

There is a rich history of gold mining in this region going back to the Inca natives, followed by Spanish explorers. The Las dos Marias properties contain several old working sites associated with these early explorers and also sites from more recent gold discoveries. These sites contained small veins to stringers which were expressed as surface outcrops of gold bearing quartz. These were mined by working in on these leads and recovering what gold was available. Many of these old workings contained massive arseno-pyrite mineralization which was dumped as waste and is still stockpiled nearby. The Company believes that these dumps run 5+ grams of gold per ton and higher in some places. Arseno–pyrite is well known for its association with gold, but was difficult to separate until the advent of modern gold recovery techniques, thus the prior discarding by earlier miners.

During a diamond drilling program in 1999, Medinah Mining (Chile) S.A. personnel discovered a gold bearing quartz vein at the 67- to 69-meter depth of the drill core. This drill core material delivered gold assays that were encouraging to the Company.

Exploration was carried out under the supervision of A.C.A. Howe International, Gordon House P. Geo., and Paul Jones, Mining Engineer with DM 99-02 encountering a high-grade gold intercept at the 68-meter depth.

A.C.A. Howe International re-sampled these sections and reported as follows:

"Note: one extremely high-grade, 2-meter interval with individual samples yielding 61.77 and 122.2 grams gold/tonne, respectively was returned from DM 99-02 between 68 and 70 meters. A.C.A. Howe re-assays of the secondary sample in this interval yielded 455 grams gold/tonne across 1 meter, indicating the probable nugget nature of the gold mineralization in this interval."

Paul Jones, Mining Engineer, submitted a follow-up mining/exploration program for DM 99-02 that proposed sinking a shaft to the high-grade intercept to extract gold containment at that location.

Note that these reports are not reserve reports, and the Company is not expressing an opinion as to the volume or value of any minerals in these locations.

Results of Exploration Program

Medinah Mining (Chile) S.A. has recently contracted with a private company - Compañia Minera LDM Chile to follow Paul Jones' advice. Instead of sinking just a shaft, the Company has chosen to proceed with a preferred plan of driving an adit (tunnel) in the side of the mountain approximately 40 meters below the top of the plateau. This is designed to intercept the gold-bearing veins. During adit construction, the crew discovered a 2-meter wide vein heavily mineralized just below surface where the excavator was digging foundations for the adit entrance. This appears to be similar to the veins that were intercepted at DD 99-01 and DD 99-02.

Our Company Geologist has sampled the vein and reports that visible gold is apparent. Assays are pending and will be released as soon as they are received. The excavator has dug into the vein more than 8 meters in depth at the time of writing and has also broken through into several old Spanish tunnels that were following associated quartz stringers. The new tunnel has advanced 123 meters, and has intersected the targeted DDH 99-02.

Our Company Geologist has determined the strike and dip of this vein and, as it follows the shear structure found at DD99-02, he has reached the conclusion that it is indeed the target vein. We had hoped to intercept the vein before the location of DD 99-02, but to discover it coming right through to the side of the mountain management believes significantly increases the potential gold reserves in place. Paul Jones based his projections on a 15 meter long vein by 35 meters vertically. The vein has been discovered 185 meters out from the drill site and the shear zone appears to continue across Las dos Marias. Management is of the opinion that this confirms the competency, consistency and strength of this vein and it is possible that the vein could extend within the shear zone the entire width of the Las dos Marias property carrying with it the consistency of the gold discovered at DD 99-02 and the intercept at base camp.

As reported earlier, new access roads have been upgraded and completed to handle larger 20 ton ore trucks, which are shortly to start trucking ore directly to the Enami refinery and other processing plants. As the claims are situated at the 1,400 to 1,500 meter levels, winter snows are not a problem.

It has now been determined by management that it believes it is economical to ship ore containing a minimum of 5 grams of gold per tonne, directly to the Enami refinery. A new mill and concentrator unit is being set up at the base of the plateau for the purpose of custom processing for local miners. The Company believes that this could increase the profitability of this operation as it is much closer than the Emani plant.

Assays on the recent discovery vein, extensions thereof, and mined ore, are awaited and will be published. Mining development continues with two shifts per day and crews housed in the on-site camp.

Related Party Transactions

The management and supervision of the Company's mineral exploration activities are handled by Medinah Mining (Chile) S.A., which is partially owned by the President of the Company, Juan José Quijano Fernández and his family.

Compañia Minera LDM Chile is a company formed to further explore the Las dos Marias high-grade vein described above. This private company, which includes affiliates of the Company, was formed to fund these exploration activities so that there is no financial risk to either the Company or Medinah Mining (Chile) S.A., while benefiting the Company and Medinah Mining (Chile) S.A. by providing a profit sharing stake in the outcome of any successful mining venture that may result.

Results of Operations

Twelve Month Period Ended December 31, 2012

The Company had net income of $324,921 for the twelve month period ended December 31, 2012, compared to $17,014 for the comparable twelve month period ended December 31, 2011. Total operating expenses for the twelve month period ended December 31, 2012 were higher at $506,930 than the operating expenses for the twelve month period ended December 31, 2011, which were $164,804. Gross revenue for the twelve month period ended December 31, 2012 increased to $831,851 from $ 181,818 for the twelve month period ended December 31, 2011.

General and Administrative

Accounting and legal costs in the current twelve month period reflect the involvement of

Company counsel in the process of updating the Company's Information Statement to maintain OTC Markets Alternative Reporting Standard: Guidelines for Providing Adequate Current Information, as well as costs in connection with the Canadian litigation. Accounting costs also increased based on the Company's focus on updating financial data.

Travel costs increased significantly during the fiscal year as the company focused its efforts on the expansion of its exploratory operations on the Las dos Marias properties and on following up on the sale of its mineral claims known as the Lipangue Breccia Project. Representatives of the Company traveled to Santiago, Chile.

Transfer agent and filing fees for the twelve months ended December 31, 2012 were above those incurred in 2011. Management anticipates increased administrative expenditures during the coming year based on anticipated travel to Chile.

Investor Relations

In September, 2012, the Company retained South American Mining Media, a private company, to provide investor contact services and act as a liaison, but the Company has never had an investor relations department.

Liquidity and Solvency

As of December 31, 2012, the Company had $213,849 cash on hand, accounts receivable of $433,948, trust deposits of $120,000 and prepaid expenses of $41,195.

PART E - Issuance History

Item 17 List of securities offerings and shares issued for services in the past two years.

Stock Issuances during 2012

During the fourth quarter of 2012, the Company issued no shares of Common Stock or Preferred Stock. During the third quarter of 2012, the Company issued 129,351,000 shares of Common Stock to six individuals at five cents per share, and during the second quarter of 2012, the Company issued 39,221,574 shares to four individuals at five cents per share. During the first quarter of 2012, the Company issued 31,700,000 shares of Common Stock to four individuals at five cents per share.

The issuances during 2012 were made to the following individuals:

Vittal Karra, Mick Shindell, Donald R. Johnson, Anthony Arrigoni, John A. Toyer, Jr., James O'Callaghan, Robert Harris.

During the first quarter of 2012, the Company also issued 20,000,000 shares of Common Stock to Juan Jose Claro and family in exchange for a ten percent interest in two mineral claims known as Ciclon 1 and Ciclon 2. The shares were deemed by the board of directors to be valued at five cents per share.

Between February and March 2012, the Company offered and sold 7,350,000 shares of Class C

Redeemable, Convertible Preferred Stock to a total of eighteen individuals. The shares were issued at $1 per share, and are convertible to Common Stock at the ratio of 5 cents for each share of Common Stock in year one, 10 cents for each share of Common Stock in year two, and 20 cents for each share of Common Stock in year three. They bear no voting rights, and accrue interest at ten percent per annum. The issuances were made to the following individuals:

Juan José Quijano Fernández, Larry Regis, Ian Dow, Vittal Karra, Pamela Fitzpatrick, Christopher M. Day, Paul Donnelly, Mick Shindell, Donald R. Johnson, David Dessecker, Anthony Arrigoni, John A. Toyer, Jr., Cynthia R. Shindell, Richard Bengard, Gregory A. Chapin, Leslie Price.

The Class C Redeemable, Convertible Preferred Stock were offered and sold for an aggregate amount of $8,030,098, which included conversion of outstanding loans from shareholders in the following amounts in February, 2012:

Juan José Quijano Fernández	$ 73,000
Greg Chapin	$ 335,963
GXK Ventures Inc.	$1,142,336
Larry Regis	$ 25,000

Stock Issuances during 2011

During 2011, the Company issued a total of 12,919,000 shares of Common Stock to a total of fifteen individuals and entities. The shares were offered and issued at prices varying from $.02 to $.05, and the Company received an aggregate of $395,570 in cash. In two instances shares were issued for services performed for the Company. The following is a list of the entities and individuals who acquired Common Stock from the Company during 2011: David Dessecker, Donald R. Johnson, Mick Shindell, Timothy Williams, Anthony Arrigoni, Temple Investments Co. Thomas Adair, Jace Chapin, Thomson J. Barclay, Dennis Noble, Larry Regis and Brock Chapin.

Temple Investments Co. is an entity owned and controlled by Ken Keast, a Canadian citizen. Thomas Adair and Larry Regis obtained shares of Common Stock for services rendered to the Company.

Stock Issuances Since December 31, 2012

In February 2013 the Company acquired a twenty percent (20%) interest in a Chilean corporation, Sociedad Contractual Minera American Medinah Gold, referred to as "AMG" or American Medinah Gold. AMG owns mining claims on a total of 6,350 hectares, comprising of 3,150 hectares of placer claims and 3,200 hectares of hard rock claims, which are referred to by the Company as the "JOTA Property." In exchange for its 20% interest in AMG, the Company was not required to contribute cash but issued 20,000,000 shares of its common stock, having a transaction value of approximately $1,200,000. This transaction is more fully described above under Item 8 (A) Assets Acquired – Subsequent Events.

Each of the above-described transactions was exempt from the registration requirements of the Act pursuant to Section 4(2) thereof or Regulation D, Regulation S or Rule 701 promulgated thereunder, as transactions not involving a public offering or involving the issuance of securities in certain compensatory circumstances. With respect to each transaction listed above, no general solicitation was made by either the Registrant or any person acting on its behalf; the securities sold are subject to transfer restrictions; and the certificates representing the securities contain an appropriate legend stating that such securities have not been registered under the Act and may not be offered or sold other than pursuant to an effective registration statement under the Act or an applicable exemption from the registration requirements thereof.

Part F Exhibits

Item 18 Material Contracts. Under Item 16, A – Plan of Operation, the Company described the agreement with Aramant Mining, Ltd. Other than that agreement, there are no other material contracts requiring disclosure.

Item 19 Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws were previously filed with the Company's Company Information and Disclosure Statement dated October 1, 2012 and last amended November 5, 2012. No changes have been made since that date. These documents are incorporated by reference.

Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

The Company is holding as security a deposit of 90,000,000 shares of Alluvia Mining Limited, a company incorporated in Jersey, Channel Islands. These shares are security for the performance of Amarant Mining Ltd. in connection with the transaction described above in Item 16, A - Plan of Operation.

Item 21 Issuer's Certifications

I, Juan José Quijano Fernández, certify that:

1. I have reviewed this annual disclosure statement of Medinah Minerals, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated this ____ day of March, 2013.

Juan José Quijano Fernández
President