VID3G INC.
(Formerly U.S. Mine Makers, Inc.)

(A DEVELOPMENT STAGE COMPANY)

FINANCIAL STATEMENTS

For the Three Months Ended September 30, 2014

(Unaudited)

NOTICE TO READER

The accompanying financial statements for Vid3G Inc. (the "Company") for the three months ended September 30, 2014 and 2013 have been prepared by management in accordance with accounting principles generally accepted in the United States. These financial statements, which are the responsibility of management, are unaudited and have not been reviewed by auditors. Management believes the unaudited financial statements are free of material misstatement and present fairly, in all material respects, the financial position of the Company as at September 30, 2014 and June 30, 2014 and the results of its operations, its cash flows and changes in stockholders' equity for each of the periods ended September 30, 2014 and 2013.

/s/"Roy Bosa"
Roy Bosa
Director, CEO and CFO

VID3G INC.
(Formerly U.S. Mine Makers, Inc.)
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS
(Unaudited)

	September 30, 2014	June 30, 2013
ASSETS		
Current assets		
Cash	$ 26,698	$ 2,227
Prepaids	10,000	10,000
Total current assets	36,698	12,227
Intangible asset (Note 3)	1,000,000	1,000,000
Total assets	$ 1,036,698	$ 1,012,227
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	$ 3,823	$ 3,150
Due to shareholders (Note 4)	126,629	131,629
Due to related parties (Note 5)	153,723	167,281
Note payable (Note 6)	4,810	4,810
Loan payable (Note 7)	183,435	-
Total current liabilities	472,620	306,870
Total Liabilities	472,620	306,870
STOCKHOLDERS' DEFICIT:		
Preferred stock, $0.0001 par value, 20,000,000 shares authorized, none issued and outstanding	-	-
Common stock, $0.0001 par value, 300,000,000 shares authorized and 170,404 shares issued and outstanding on September 30, 2014 and June 30, 2014, respectively	17,240	17,240
Additional paid-in capital	9,743,774	9,743,774
Deficit accumulated during the exploration stage	(9,196,736)	(9,055,657)
Total stockholders' equity	564,278	705,357
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 1,036,698	$ 1,012,227

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

VID3G INC.
(Formerly U.S. Mine Makers, Inc.)
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STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013
Operating expenses:		
Management fees	$ 21,000	$ 15,000
Technology development	109,500	20,000
General and administrative	4,359	6,541
Investor Awareness	5000	0
Shareholder Communication	548	0
Professional fees	600	5,500
Consulting fees	-	3,500
Operating loss	(141,007)	(50,541)
Interest expense	(72)	(101)
Net loss	$ (141,079)	(50,642)
Net loss per share:		
Basic and diluted	$ (0.00)	$ (0.00)
Weighted average shares outstanding:		
Basic and diluted	172,404,018	123,646,953

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

VID3G INC.
(Formerly U.S. Mine Makers, Inc.)
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' DEFICIT
(Unaudited)

	Common Stock		Additional Paid-in Capital	Deficit Accumulated during the Exploration Stage	Total Stockholders' Equity (Deficit)
	Shares	Amount			
		$	$	$	$
Balance, June 30, 2013	59,604,018	5,960	8,749,774	(8,839,790)	(84,056)
Common shares issued for asset acquisition	60,000,000	6,000	994,000	–	1,000,000
Common shares issued for debt conversion	52,800,000	5,280	–	–	5,280
Net loss	–	–	–	(246,013)	(246,013)
Balance, June 30, 2014	172,404,018	17,240	9,743,774	(9,055,657)	705,357
Net loss	–	–	–	(141,079)	(141,079)
Balance, September 30, 2014	**172,404,018**	**17,240**	**9,743,774**	**(9,196,736)**	**564,278**

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

VID3G INC.
(Formerly U.S. Mine Makers, Inc.)
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013
CASH FLOWS FROM OPERATINGACTIVITIES:		
Net loss	$ (141,079)	$ (50,642)
Adjustments to reconcile net loss to net cash used in operating activities:		
Net change in:		
Account payable and Accrued interest	673	1
NET CASH USED IN OPERATING ACTIVITIES	(140,046)	(50,641)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Related parties payables (repayments)	(13,558)	50,641
Shareholder payables (repayments)	(5,000)	-
Loans payable	183,435	
NET CASH PROVIDED BY FINANCING ACTIVITIES	164,877	50,641
NET CHANGE IN CASH	24,471	-
Cash, beginning of period	2,227	-
Cash, end of period	$ 26,698	$ -
SUPPLEMENTAL DISCLOSURES		
Cash paid for interest expense	$ -	$ -
Cash paid for income tax	$ -	$ -
NONE-CASH TRANSACTIONS		
Shares issued for asset acquisition	$ -	$ 1,000,000
Shares issued for debt conversion	$ -	$ 5,080

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

VID3G INC.
(Formerly U.S. Mine Makers, Inc.)
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS
Three Months Ended September 30, 2014
(Unaudited)

NOTE 1 - BASIS OF PRESENTATION

The accompanying unaudited interim financial statements of Vid3G Inc. (formerly U.S. Mine Makers, Inc. the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the financial statements for the most recent fiscal year ended June 30, 2014 have been omitted.

Effective August 15, 2013, the Company changed its business from acquisition and exploration of mineral properties to development of mobile application technologies. Effective February 12, 2014, the Company received approval from FINRA for the name change to Vid3G Inc. to better reflect the Company's current business.

NOTE 2 – GOING CONCERN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with United States generally accepted accounting principles, on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has not started income generating operations. Losses are anticipated in the development of its business and there can be no assurance that the Company will be able to achieve or maintain profitability. These factors raise substantial doubt concerning the Company's ability to continue as a going concern.

The continuing operations of the Company and the recoverability of the carrying value of assets is dependent upon the ability of the Company to obtain necessary financing to fund its working capital requirements, and upon future profitable operations. The accompanying financial statements do not include any adjustments relative to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result from the outcome of this uncertainty.

There can be no assurance that capital will be available as necessary to meet the Company's working capital requirements or, if the capital is available, that it will be on terms acceptable to the Company. The issuances of additional equity securities by the Company may result in dilution in the equity interests of its current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase the Company's liabilities and future cash commitments. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the business and future success may be adversely affected.

Impairment of Long-Lived Assets

The Company reviews long-lived assets for indicators of impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If the review indicates that the carrying amount of the asset may not be recoverable, the potential impairment is measured based on a projected discounted cash flow method using a discount rate that is considered to be commensurate with the risk inherent in the Company's current business model. For purposes of recognition and measurement of an impairment loss, a long-lived asset is grouped with other assets at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets.

Use of Estimates

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

Basic Loss per Share

Basic loss per share has been calculated based on the weighted average number of shares of common stock outstanding during the period.

NOTE 3 – INTANGIBLE ASSET

Effective August 15, 2013 the Company entered into and closed an asset purchase agreement acquiring the right, title and interest to 27 Vid3G mobile application patents from Leexoo Technology Ltd/Vid3G LLC ("VID3G"), a LLC formed in the state of Nevada. As consideration for the purchase, the Company issued 60,000,000 shares of common stock to VID3G, which is valued at $1,000,000 based on the discounted closing trading price of the Company's common shares on August 15, 2013.

NOTE 4 – DUE TO SHAREHOLDERS

At September 30, 2014 the Company had $ 126,629 (June 30, 2014 - $131,629) owing to shareholders for cash advances and expenses paid on behalf of the Company. These advances are unsecured, non-interest bearing and payable upon demand

NOTE 5 – DUE TO RELATED PARTIES

At September 30, 2014 the Company had $ 153,723 (June 30, 2014 - $161,281) owing to officers for management fees and expenses paid on behalf of the Company. These advances from related parties are unsecured, non-interest bearing and payable upon demand.

NOTE 6 – NOTE PAYABLE

During October, 2009 the Company issued a promissory note in the amount of $11,040 in satisfaction of an outstanding debt for services. The promissory note was unsecured, payable upon demand and bears simple annual interest rate of 6%. Effective September 28, 2012, the note was in default and the terms of the promissory note were amended whereby the holder of the promissory note had the right to convert the full or part of the principal amount of $11,040 into common stock of the Company at $0.0001 per share.

During the year ended June 30, 2014, $5,280 of this note payable was settled with the issuance of 52,800,000 shares of the Company's common stock at $0.0001 per share.

During the three months ended September 30, 2014, there were no additional settlements.

NOTE 7 – LOAN PAYABLE

On July 17, 2014 the Company entered into a Proposed Acquisition Agreement (the "Agreement") with a private Canadian company (the "Purchaser") to enable the Purchaser to commence due diligence on the potential purchase of 100% of the Vid3G technology for a purchase price of approximately CAD $2,200,000. In conjunction with the Agreement, the Purchaser advanced the Company an interest-free loan in the amount of $183,435 (CAD$200,000), secured against the Company's technology assets.

Upon satisfactory due diligence by the Purchaser, and upon execution of a Definitive Agreement, the consideration will consist of CAD $200,000 by way of forgiveness of the aforementioned loan and the balance in the form of 2,000,000 common shares in a Canadian Public Company with each Public Company share having a market price of at least CAD$1.00 per share. It is expected that a Definitive Agreement may be reached as early as December 31, 2014.

NOTE 8 – COMMON STOCK

On July 24, 2012, the Company issued 50,000,000 common shares to the former sole director and officer of the Company for services rendered. The shares were fair valued at $5,000.

During the year ended June 30, 2014, the Company issuance of 52,800,000 (2013 - 9,500,000) shares of the Company's common stock to settle $5,280 (2013 - $950) of the note payable at $0.0001 per share.

Effective August 15, 2013 the Company entered into and closed an asset purchase agreement acquiring the right, title and interest to 27 Vid3G mobile application patents from Leexoo Technology Ltd/Vid3G LLC ("VID3G"), and issued 60,000,000 shares of common stock valued at $1,000,000 – see NOTE 3.

NOTE 9 – RELATED PARTY TRANSACTIONS

During the three months ended September 30, 2014, the Company incurred management fees of $15,000 (2013 - $15,000) to the CEO, which was outstanding at September 30, 2014.

During the three months ended September 30, 2014, the Company incurred management fees of $6,000 (2013 - $Nil) to the VP of Operations, which was outstanding at September 30, 2014

Related party transactions incurred in the normal course of operations and are measured at agreed to amounts, which is the amount of consideration established and agreed to by the parties.

NOTE 10 – SUBSEQUENT EVENT

On November 3, 2014 the Company announced that it had signed a Letter of Intent for the purchase of 100% of Superior Adsorbents Inc., a private Pennsylvania company specializing in custom made impregnated carbons for water and waste water applications. The Company expects to finalize the terms within the next 30 days.