MATMOWN, INC.

1) Name of the issuer and its predecessors (if any)

Matmown, Inc. ("Matmown" or the "Company")
No predecessors

2) Address of the issuer's principal executive offices

Company Headquarters

4760 S. Pecos Rd. Suite 100-2
Las Vegas, NV 89121
702 330 4846
info@matmown.com
Matmown.com

IR Contact
None

3) Security Information

Trading Symbol: MTMW
Exact title and class of securities outstanding: common shares
CUSIP: 57681A103
Par or Stated Value: $0.001
Total shares authorized: 100,000,000 as of: November 19, 2014
Total shares outstanding: 73,401,429 as of: November 19, 2014

Additional class of securities:

Trading Symbol: not applicable
Exact title and class of securities outstanding: preferred
CUSIP: not applicable
Par or Stated Value:$0.001
Total shares authorized: 10,000,000 as of: November 19, 2014
Total shares outstanding: 837,160 as of: November 19, 2014

Transfer Agent
Name: Empire Stock Transfer, Inc.
Address 1: 1859 Whitney Mesa Dr.
Address 2: Henderson, NV 89014
Phone: (702)818 5898

Is the Transfer Agent registered under the Exchange Act?* Yes: X No: ☐

List any restrictions on the transfer of security:

No restrictions except for the restrictions on the transfer of the Company's common stock and preferred stock under the applicable securities laws.

Describe any trading suspension orders issued by the SEC in the past 12 months.
None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:
None

4) Issuance History

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

Not applicable

B. Any jurisdictions where the offering was registered or qualified;

Not applicable

C. The number of shares offered;

Not applicable

D. The number of shares sold;

See table below

E. The price at which the shares were offered and the amount actually paid to the issuer.

See table below

F/G. The trading status of the shares;

None of the Securities offered were registered under the Securities Act and the certificates representing our Common Stock contained a legend restricting the distribution, resale, transfer, pledge, hypothecation or other disposition of the Common Stock.

2013							
			restricted common shares issued	price per share	engineering & consulting services	liquidate debt	other/private placement
2/11/2013	SA Mining and Explorat		1,750,000	0.71	$ 1,242,500	$ -	$ -
2/11/2013	Alex Portelli		3,000,000	0.71	2,130,000		
2/11/2013	Veronica Torres		75,000	0.71	53,250		
3/14/2013	Craig Field		3,997,925	0.05		199,896	
11/8/2013	Alex Portelli		(100,000)	-			-
11/19/2013	Dale Plante		500,508	0.05		24,940	
			9,223,433	0.40	$ 3,425,750	$ 224,836	$ -

5) Financial Statements

Matmown, Inc
Balance Sheets
(unaudited)

	September 30 2014	December 31 2013
Assets		
Current assets		
Cash and cash equivalents	$ 1	$ 165
Total current assets	1	165
Investments		
Investment in Juncal Copper Mine	240,000	-
Investment in Matmown Corp., SAC	303,000	303,000
Loan to Matmown Corp., SAC	741,083	712,278
Investment in Matmown Oil and Gas, Inc	1	1
Loan to Matmown Oil and Gas, Inc.	-	215,014
	1,284,084	1,230,293
Long term assets		
Property, plant and equipment, net	2,664	3,542
Total long term assets	2,664	3,542
Total assets	$ 1,286,749	$ 1,234,000
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable and accrued expenses	$ 134,167	$ -
Accrued interest	148,654	67,157
Purchase agreement payable	196,000	-
Deferred revenue	212,704	212,704
Loans payable	705,520	520,094
Related party payable	47,190	81,429
Total current liabilities	1,444,234	881,383
Stockholders' equity		
Preferred stock, $0.001 par value, 10,000,000 shares authorized; 837,160 isuued and fully paid at June 30, 2014 and December 31, 2013	837	837
Common stock, $0.001 par value, 100,000,000 shares authorized; 73,401,429 and 72,273,096 and shares issued and outstanding as of September 30, 2014 and December 31, 2013	73,402	72,273
Additional paid in capital	44,793,555	44,707,393
Accumulated deficit	(45,025,279)	(44,427,887)
Total stockholders' equity	(157,484)	352,617
Total liabilities and stockholders' equity	$ 1,286,749	$ 1,234,000

see accompanying notes to unaudited financial statements

Matmown, Inc
Statements of Operations
(unaudited)

	Three months ended September 30		Nine months ended September 30	
	2014	2013	2014	2013
Revenue, net	$ -	$ -	$ -	$ -
Cost of goods sold	-	(5,886)	-	(5,886)
Gross profit	-	(5,886)	-	(5,886)
Operating expenses				
Stock based compensation	-	6,064,381	-	6,064,381
Impairment of assets	-	-	215,014	-
General and administrative	34,207	210,039	237,994	302,308
Total operating expenses	34,207	6,274,420	453,008	6,366,689
Loss from operations	34,207	6,280,306	453,008	6,372,575
Other expense				
Interest expense	-	10,986	144,384	30,225
Loss for the three and nine month periods	$ 34,207	$ 6,291,292	597,392	$ 6,402,800
Basic and diluted loss per share	$ 0.0005	$ 0.0898	$ 0.0082	$ 0.0914
Weighted average shares outstanding				
Basic and diluted	73,401,429	70,061,238	72,580,878	70,061,238

see accompanying notes to unaudited financial statements

Matmown, Inc
Statements of Cash Flow
(unaudited)

	Three months ended September 30 2014	Nine months ended September 30 2014
Cash flows from operating activities		
Loss for the period	$ (34,207)	$ (597,392)
Adjustments to reconcile net loss		
to cash used in operating activities		
Discount on shares sold	-	41,000
Depreciation and amortization expense	-	798
Accrued interest	-	81,497
Impairment of assets	-	215,014
Increase in current liabilities:		
Increase in accounts payable and accruals	86,262	215,664
Net cash used in operating activities	52,055	(43,419)
Cash flows from investing activities		
Acquisition of working interest in Juncal Copper Mine	(240,000)	(240,000)
Increase in short term advances	(7,650)	(28,805)
Net cash used in investing activities	(247,650)	(268,805)
Cash flows from financing activities		
Decrease in related party debt	(29,237)	(34,239)
Repayment of loans payable	(22,290)	(177,940)
Cash derived from sale of common shares	10,000	25,000
Purchase agreement payable	196,000	196,000
Increase in notes payable	37,406	299,736
Cash provided by financing activities	191,879	308,557
Net increase (decrease) in cash and cash equivalents	(3,717)	(3,664)
Cash and cash equivalents, beginning balance	218	165
Cash and cash equivalents, ending balance	$ 1	$ 1
Supplementary information		
Cash paid during the nine months for:		
Interest	$ -	$ 148,654
Income taxes	$ -	$ -

see accompanying notes to unaudited financial statements

Matmown, Inc.
Notes to Financial Statements
(Unaudited)
For the nine months ended September 30, 2014

Note 1 – Organization, Business & Operations

History

The Company was incorporated in Nevada on January 16, 2008.

Business and Products

Matmown is an international gold and copper mining and exploration company. The company has mining operations in Peru and Chile. The Company is committed to exploration and production and currently controls 6,900 hectares in Peru. The primary concessions were acquired by Matmown Corp. S.A.C. in 2005, 2006 and 2008. The Company began producing gold throughout 2006. The production values reached 16.4 grams (of gold) per metric ton.

The Company's primary property in Peru has had several geological studies performed on it. The preliminary study showed positive results. A second, larger study was performed which revealed good indications of gold. Given all of the previous results, a third study was commissioned. The third study was by far the most comprehensive in size and details to date. The results of the third study determined the property to have sufficient indications of not only gold but other metals. Additionally, the geological reports show that the locations of the primary property's deposits are near main roads and are found in the types of structures that allow for excellent mining exploitation. These two factors are highly advantageous from the standpoint of mineral recovery. In December 2009, an NI 43-101 report was conducted on the Peru property. It met the objective which was to determine that it is a property of merit.

Matmown Inc. has acquired a twenty per cent (20%) interest in the MINERA JUNCAL S.A. Mining Project. Juncal is located northeast from the city of Illapel, Coquimbo Region and just over three hundred (300) km from Santiago, immediately east of the historic mining district Farellón Sanchez. An area characterized by pervasive gold, silver and copper mineralization mined before colonial times. The characteristic geology within the Juncal property and generally in the Region is a sequence of volcano-sedimentary rocks correlated to Cretaceous age, typified by reddish brown andesites and occasionally ocoiticas interbedded with brown sandstones and thin volcaniclastic sandstones of sub-horizontal path and occasionally lower mantles with NW direction. Existing development work at Juncal is limited to the operation of a main tunnel, one hundred and fifty (150) meters long and consisting of galleries and tunnels that follow one of the main mineralized veins exposed near the surface. Mineralization at the Juncal site consists of both oxidized and sulfide ores. Oxidized ores found are chrysocolla, atacamite, brochantite, some black oxides and copper clays. The main sulfide minerals are pyrite, chalcopyrite, bornite, chalcocite and covellite. The gangue consists mainly of quartz and calcite. To date, the major ore minerals exploited have been bornite and chalcopyrite with average grades of 2.0% copper per ton.

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation
The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. The Company believes that the disclosures are adequate to make the information presented, not misleading. The financial statements reflect all adjustments (consisting primarily of normal recurring adjustments) that are, in the opinion of management necessary for a fair presentation of the Company's financial position and results of operations. The operating results for the three and nine months ended September 30, 2014 are not, necessarily indicative of the results to be expected for any other interim period of any future year.

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

Cost of Sales

Cost of sales is the direct cost associated with the earning of revenue and predominantly includes the cost and transportation of obtaining inventory, the cost of packaging, the cost of obtaining permits, licenses, and other government fees and the related transportation and storage costs to deliver the product to a distributor.

Cash and Cash Equivalents

For purposes of the statements of cash flows, cash equivalents include all highly liquid investments with original maturities of three months or less which are not securing any corporate obligations. 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.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. An allowance for doubtful accounts will be provided for those accounts receivable considered to be potentially uncollectable based on historical experience and management's evaluation of outstanding accounts receivable at the end of the period. Bad debts will be written off against the allowance when identified.

Prepaid Expenses

Prepaid expenses consist primarily of short-term prepaid expenditures that will amortize within one year.

Inventory

Inventories are stated at the lower of cost or market. Cost is computed on a weighted-average basis, which approximates the first-in, first-out method; market is based upon estimated replacement costs. Costs included in inventory primarily include finished spirit product and packaging.

Revenue Recognition

Sales of products and related costs of products sold are recognized when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred, (iii) the price is fixed or determinable and (iv) collectability is reasonably assured. These terms are typically met upon shipment o products to the customer.

Payments received in advance of satisfaction of the relevant criteria for revenue recognition are recorded as advances from customers.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. 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. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future deductibility is uncertain.

Stock-Based Compensation

The Company records stock-based compensation at fair value as of the date of grant and recognizes the corresponding expense over the requisite service period (usually the vesting period), utilizing the Black-Scholes option-pricing model. The volatility component of the calculation is based on the historic volatility of the Company's stock or the expected future volatility. The expected life assumption is primarily based on historical exercise patterns and employee post-vesting termination behavior. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

NOTE 3 - GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the financial statements, during the three months ended September 30, 2014 and 2013, the Company incurred net losses of $34,207 and $6,291,292. During the nine months ended September 30, 2014 the losses were $597,392 compared to $6,402,800 for the nine months ended September 30, 2013. The Company's accumulated deficit was $45,025,279 and $44,427,887 for the nine months ended September 30, 2014 and the year ended December 31, 2013. If the Company is unable to generate profits and is unable to continue to obtain financing for its working capital requirements, it may have to curtail its business sharply or cease business altogether. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The financial statements do not include any adjustment relating to the recoverability and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company is taking certain steps to provide the necessary capital to continue its operations. These steps included, but are not limited to: 1) focus on sales to minimize the need for capital at this stage; 2) converting part of the outstanding accounts payable to equity; 3) raising equity financing; 4) continuous focus on reductions in cost where possible.

NOTE 4- ACCOUNTS RECEIVABLE AND INVENTORY

Accounts receivable consists of amounts owing by customers for product delivered to them. The Company evaluates the potential collectability of these amounts and determines whether or not an allowance for that collectability is appropriate.

NOTE 5 - ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consist of expenses incurred but not paid as of September 30, 2014 and December 31, 2013.

NOTE 6- RELATED PARTY TRANSACTIONS

During the year ended December 31, 2013 the Company repaid $50,105, to related parties and $34,239 during the nine months ended September 30, 2014.

NOTE 7 - STOCKHOLDERS' EQUITY

Common stock
On February 11, 2013 the Company issued 4,825,000 of its common restricted shares to two investors for $4,825.

During the nine months ended September 30, 2014 the Company sold 300,000 restricted common shares to two investors for a total of $15,000. On July 16, 2014 the Company issued 583,333 restricted common shares to six investors in consideration for forgiveness of $22,290 of notes payable and 245,000 restricted common shares to one investor for $10,000 cash.

NOTE 8 – SUBSEQUENT EVENTS

The Company had been advised that an alleged former corporate officer had issued a complaint against the Company claiming that the Company had not repaid loans which he made to the Company, nor had the Company paid him his contracted salary for the time he was employed. Although the Company was not served with the action and denies the allegations it settled the matter for a total of $85,000 which has been reflected in the Company's financial report for the nine months ended September 30, 2014.

(End of notes to financial statements)

6) Describe the Issuer's Business, Products and Services

A. description of the issuer's business operations;

Matmown is an international gold and copper mining and exploration company focused on precious and base metals. The company has mining operations in Peru and Chile.

PERU

Matmown Corp (Peru) is focused on acquiring and developing properties rich in minerals and precious metals allowing the Company to strive for maximum returns on investment. The primary concessions in Peru were acquired in 2005, 2006 and 2008 by Matmown Corp, our wholly owned subsidiary. The Company's property in Peru has had multiple Geological studies performed on it, prior to the performance of the current NI 43-101 report. To date, Matmown controls six thousand and nine hundred (6,900) hectares in Peru, or seventeen thousand (17,000) acres. The Company intends to further quantify the asset through a drilling program in order to show the reserve values within the structure of the NI 43-101 format.

CHILE

Matmown Inc. has acquired a twenty per cent (20%) interest in the MINERA JUNCAL S.A. Mining Project. Juncal is located northeast from the city of Illapel, Coquimbo Region and just over three hundred (300) km from Santiago, immediately east of the historic mining district Farellón Sanchez. An area characterized by pervasive gold, silver and copper mineralization mined before colonial times. The characteristic geology within the Juncal property and generally in the Region is a sequence of volcano-sedimentary rocks correlated to Cretaceous age, typified by reddish brown andesites and occasionally ocoiticas interbedded with brown sandstones and thin volcaniclastic sandstones of sub-horizontal path and occasionally lower mantles with NW direction. Existing development work at Juncal is limited to the operation of a main tunnel, one hundred and fifty (150) meters long and consisting of galleries and tunnels that follow one of the main mineralized veins exposed near the surface. Mineralization at the Juncal site consists of both oxidized and sulfide ores. Oxidized ores found are chrysocolla, atacamite, brochantite, some black oxides and copper clays. The main sulfide minerals are pyrite, chalcopyrite, bornite, chalcocite and covellite. The gangue consists mainly of quartz and calcite. To date, the major ore minerals exploited have been bornite and chalcopyrite with average grades of 2.0% copper per ton.

B. date and State (or Jurisdiction) of Incorporation:

January 16, 2008 Nevada

C. the issuer's primary and secondary SIC Codes;

Primary SIC code: 1000

D. the issuer's fiscal year end date;

December 31

E. principal products or services, and their markets;

Matmown is engaged in the exploration, discovery, development and production of natural resources, more specifically, we are in the business of mining minerals and metals from the earth. Our Company works with domestic and overseas contacts in an effort to intelligently produce minerals, metals and other natural resources, and markets our products worldwide. We strive to use environmentally conscience methods of extraction to produce these resources and be a good steward of our properties. The Company has, in the past, had gold production from its Peru holdings and, has ceased its production until further funding is secured.

7) Describe the Issuer's Facilities

The issuer operates from office space located at the address referred to in 1) above and pays $240 per month on a month to month lease. The Company also rents an office in Peru for which it pays $293 per month.

The primary concessions in Peru were acquired in 2005, 2006 and 2008 by Matmown Corp., our wholly owned subsidiary. To date, Matmown controls six thousand and nine hundred (6,900) hectares in Peru, or seventeen thousand (17,000) acres.

8) Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons.
Alex Portelli: Chairman, Secretary, Treasurer, and Director, 3,855,522 common shares or 5.3%
Michael Boyko: President, CEO, 1,000,000 common shares or 1.4%
Greg Chase: Director, 815,200 common shares or less than 1%
Darren Griffith: Director, 1,152,678 common shares or 1.6%
Harmony Exploration Inc.: 10,888,000 common shares or 14.8%

B. Legal/Disciplinary History. None of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

   No

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

   No

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

   None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

   None

C. Beneficial Shareholders.

Harmony Exploration, Inc. 10,888,000 common shares
P.O. Box 11898
College Station, Texas 77842
Glen and Patsy Chmelar-principals
Glen Chmelar- registered agent

D. No broker or dealer or any associated person is affiliated, directly or indirectly with the issuer.

9) Third Party Providers

Legal Counsel
Name: Gregg Jaclin
Firm: Szaferman, Lainkd, Blumstein, & Blader, as the Company's U.S. corporate and securities law counsel.
Address 1: 101 Grover Mill Road, Second Floor
Address 2: Lawrenceville, NJ 08648
Phone: 609 275 0400
Email: giaclin@szaferman.com

Accountant or Auditor

None

Investor Relations Consultant

None

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: Murray Goldenberg
Firm: None.
Address 1: P.O. Box 3719
Address 2: Palm Desert CA 92261
Phone: 310 890 2209
Email: m.gol@verizon.net

10) Issuer Certification

I, Michael Boyko certify that:

1. I have reviewed this annual disclosure statement of Matmown 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.

November 19, 2014

/s/ Michael Boyko
Michael Boyko
President