ISSUER INFORMATION DISCLOSURE

BRITANNIA MINING, INC.

(f/k/a MICRON ENVIRO SYSTEMS, INC.)
(a Nevada Corporation)

1001 Avenue of the Americas, Suite 1204
New York, N.Y. 10018

QUARTERLY REPORT

For the period ended September 30, 2014

November 24, 2014

BRITANNIA MINING, INC.

November 24, 2014

Information required for compliance with the provisions of the
OTC Markets Group Inc. (f/k/a Pink Sheets, LLC)
OTC Pink Basic Disclosure Guidelines
(Version 1.1 – April 25, 2013)

The following information specifies forward-looking statements of our management; this Issuer Information Statement contains certain "forward-looking statements" (as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended). These statements reflect our current expectations regarding our possible future results of operations, performance, and achievements. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, regulation of the Securities and Exchange Commission, and common law.

Wherever possible, we have tried to identify these forward-looking statements by using words such as "anticipate," "believe," "estimate," "expect," "plan," "intend," and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements. These risks, uncertainties and contingencies include, without limitation, the factors set forth under "Item VI Describe the Issuer's Business, Products and Services." We have no obligation to update or revise any such forward-looking statements that may be made to reflect events or circumstances after the date of this Issuer Information Disclosure.

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenue and expenses in the statement of operations. Actual results could differ from those estimates. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim and year end 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.

Item I Name of the issuer and its predecessors (if any).

The exact name of the Issuer is BRITANNIA MINING, INC. (the "Issuer" or "Company").

Other than listed above, the Issuer has used the following names in the past five years:
Formerly = Micron Enviro Systems, Inc. until 5-2013

Item II **Address of the issuer's principal executive offices.**

Company Headquarters

1001 Avenue of the Americas, Suite 1204
New York, N.Y. 10018
Phone: (646) 580-1153
Fax: (212) 461-2293
E-mail: info@britanniamining.com
Website: http://www.britanniamining.com

IR Contact

53 Davies Street
Mayfair
London, W1K 5JH
United Kingdom
Phone: (646) 580-1153
E-mail: ir@britanniamining.com

Item III **Security Information.**

The Issuer has authorized two classes of securities: one class of common stock and one class of preferred stock.

(1) Common Stock

Trading Symbol:		BMIN		
Exact title and class of securities outstanding:		Common Stock		
CUSIP:		11040Y104		
Par or Stated Value:		$0.001		
Total shares authorized:		600,000,000	as of:	September 30, 2014
Total shares outstanding:		299,722,417	as of:	September 30, 2014

(2) Preferred A Stock

Trading Symbol:		-none-		
Exact title and class of securities outstanding:		Preferred AA Stock		
CUSIP:		-none-		
Par or Stated Value:		$0.001		
Total shares authorized:		1,000,000	as of:	September 30, 2014
Total shares outstanding:		1,000,000	as of:	September 30, 2014

Transfer Agent

Pacific Stock Transfer Company
4045 South Spencer Street, Suite 403
Las Vegas, NV 89119

Phone: 702-361-3033
Facsimile: 702-433-1979

Pacific Stock Transfer Company is registered under the Federal Exchange Act, and as such is regulated by the Securities and Exchange Commission, in conjunction with FINRA.

List any restrictions on the transfer of security:

None

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

The Issuer has not effectuated a reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business, except as follows:

On June 26, 2008, the Company effectuated a 3-for-1 forward split of the Company's issued and outstanding common stock.

On September 9, 2009, the Company effectuated a 3–for-1 forward split of the Company's issued and outstanding common stock.

On January 31, 2013, the Company, by way of proxy vote, ratified a Merger with and to change the Company's name to Britannia Mining, Inc.

On May 31, 2013, the Company effectuated a 1-for-60 reverse split, and changed its trading symbol to "BMIN."

Item IV Issuance History.

1. During October 2012, the Company entered into a $100,147 Promissory Note Agreement with Edward Francis, a natural person. The promissory note agreement bears interest at 20 percent and becomes due immediately upon a subsequent funding obtained by the Company. The note may be repaid in whole or in part any time prior to maturity. There are no common shares issuable upon the execution of this promissory

note.

a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The agreement called for no conversion;
e. The Issuer received proceeds of $100,147;
f. The Note Agreement is not publicly traded;
g. The Note Agreement contains no conversion provision.

2. During October 2012, the Company amended a previously executed Convertible Promissory Note and entered into a $52,000 Convertible Promissory Note Agreement with Heritage Corporate Services, Inc., a Florida corporation. The convertible note agreement bears interest at five (5%) percent and has a February 4, 2013 maturity date. The note may be repaid in whole or in part any time prior to maturity. The note is convertible, at the investors' sole discretion, into common shares at a variable conversion price.

   The number of common shares issuable upon the conversion of the note is limited to 4.9 percent in beneficial ownership by the lender of the outstanding shares of common stock. The note does not automatically convert to common shares on their due dates.

   a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
   b. The transaction was unregistered;
   c. The transaction was executed via a private agreement and not a public offering;
   d. The agreement called for conversion, at the investors' sole discretion, into common shares at a variable conversion price;
   e. The Issuer received no proceeds;
   f. The Note Agreement is not publicly traded however, can convert into common shares;
   g. The Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

3. During October 2012, the Company entered into a Consulting Agreement with i-Business Media Group, LLC, a Michigan limited liability company. The agreement calls for $45,000 to be paid for the services provided as consideration. During November 2012, the Company executed a Convertible Promissory Note and entered into a $45,000 Convertible Promissory Note Agreement for the services provided. The convertible note agreement bears interest at five (5%) percent and has a maturity date of April 1, 2013. The note may be repaid in whole or in part any time prior to maturity. The note is convertible into common shares until the note is paid. The note does not

automatically convert to common shares on their due dates.

a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The agreement called for common shares to be issued;
e. The Issuer received no proceeds;
f. The Agreement is not publicly traded;
g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

4. During November 2012, the Company entered into a Consulting Agreement with Ajene Watson, LLC, a Florida limited liability company. The agreement calls for 10,000,000 shares of the Company's common stock to be issued as consideration.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The Agreement is not publicly traded;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

5. During December 2012, the Company entered into a $5,500 Secured Convertible Promissory Note Agreement with Clio General, SA. The convertible note agreement bears interest at 10 percent and has a June 3, 2013 maturity date. The note may be repaid in whole or in part any time prior to maturity. The note is convertible, at the investors' sole discretion, into common shares at a fixed or variable conversion price. The Company issued Clio General, SA 2,500,000 warrants to purchase the Company's common stock. The Warrants expire on December 3, 2017.

    The number of common shares issuable upon the conversion of the note is limited to 4.99 percent in beneficial ownership by the lender of the outstanding shares of common stock. The note does not automatically convert to common shares on their due dates.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for conversion, at the investors' sole discretion, into common shares at a variable conversion price;

e. The Issuer received proceeds of $4,618;
f. The Note Agreement is not publicly traded however, can convert into common shares;
g. The Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

6. During January 2013, the Company entered into a $45,278 Promissory Note Agreement with Edward Francis, a natural person. The promissory note agreement bears interest at 20 percent and becomes due immediately upon a subsequent funding obtained by the Company. The note may be repaid in whole or in part any time prior to maturity. There are no common shares issuable upon the execution of this promissory note.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for no conversion;
    e. The Issuer received proceeds of $45,278;
    f. The Note Agreement is not publicly traded;
    g. The Note Agreement contains no conversion provision.

7. During May 2013, the Company entered into a Promissory Note with Dr. Ricardo Enrique Tascon Forero, a natural person. As a material inducement, the agreement calls for the Company to issue 500,000 shares of the Company's common stock to Dr. Tascon Forero.
    a. The common stock was issued pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The common stock was issued per a conversion of a previously entered into promissory note;
    e. The Issuer received proceeds of $4,580;
    f. The agreement is not publicly traded however, calls for the issuance of common shares;
    g. The shares issued under this agreement contain the appropriate restrictive legend.

8. During June 2013, the Company issued 160,000,000 shares of the Company's common stock to the shareholders of Britannia Mining Ltd. as consideration for the Merger Agreement dated October 23, 2012 (the "Merger Agreement") with the Company.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act

of 1933, as amended, and Rule 506 promulgated thereunder;
b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The agreement called for common shares to be issued;
e. The Issuer received no proceeds;
f. The Merger Agreement is not publicly traded;
g. The Merger Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

9. During June 2013, the Company issued 17,500,000 shares of the Company's common stock to Bradley Rudman as consideration for the Merger Agreement dated October 23, 2012 (the "Merger Agreement") with the Company.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The Merger Agreement is not publicly traded;
    g. The Merger Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

10. During June 2013, the Company issued 10,000,000 shares of the Company's common stock to Kenneth Roberts, the Company's CEO, pursuant to an Independent Contractor agreement. The agreement calls for 10,000,000 shares of the Company's common stock to be issued as consideration.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The Agreement is not publicly traded;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

11. During June 2013, the Company issued 10,000,000 shares of the Company's common stock to Nicola Newmarch, the Company's COO, pursuant to an Independent Contractor agreement. The agreement calls for 10,000,000 shares of the Company's common stock to be issued as consideration.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act

of 1933, as amended, and Rule 506 promulgated thereunder;
b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The agreement called for common shares to be issued;
e. The Issuer received no proceeds;
f. The Agreement is not publicly traded;
g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

12. During June 2013, the Company entered into a Promissory Note with George Stathos, a natural person. As a material inducement, the agreement calls for the Company to issue 2,000,000 shares of the Company's common stock to Mr. Stathos.
    a. The common stock was issued pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The common stock was issued per a conversion of a previously entered into promissory note;
    e. The Issuer received proceeds of $7,000;
    f. The agreement is not publicly traded however, calls for the issuance of common shares;
    g. The shares issued under this agreement contain the appropriate restrictive legend.

13. During July 2013, the Company issued 4,000,000 shares of the Company's common stock to Ashley Gore, pursuant to a Stock Purchase Agreement. The agreement calls for 4,000,000 shares of the Company's common stock to be issued to Mr. Gore.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received $23,400;
    f. The Agreement is not publicly traded;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

14. During August 2013, the Company issued 300,000 shares of the Company's common stock to Mark Redmond, a natural person, pursuant to a Stock Purchase agreement. The agreement calls for 300,000 shares of the Company's common stock to be to Mr. Redmond.
    a. The common stock was issued pursuant to Section 4(2) of the Securities Act

of 1933, as amended, and Rule 506 promulgated thereunder;
b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The common stock was issued per a conversion of a previously entered into promissory note;
e. The Issuer received proceeds of $15,500;
f. The agreement is not publicly traded however, calls for the issuance of common shares;
g. The shares issued under this agreement contain the appropriate restrictive legend.

15. During September 2013, the Company issued 750,000 shares of the Company's common stock to Steven Kaldor, a natural person, pursuant to an Independent Contractor agreement. The agreement calls for 750,000 shares of the Company's common stock to be issued as consideration for Services.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The Agreement is not publicly traded;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

16. During September 2013, the Company entered into a Consulting Agreement with Clio General SA. The agreement calls for 20,000,000 shares of the Company's common stock to be issued as consideration.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The Agreement is not publicly traded;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

17. During September 2013, the Company entered into a $1,200 Secured Convertible Promissory Note Agreement with Bridgewater Capital Ltd. The convertible note agreement bears interest at 10 percent and has a March 4, 2014 maturity date. The note may be repaid in whole or in part any time prior to maturity. The note is convertible,

at the investors' sole discretion, into common shares at a fixed or variable conversion price. The Company issued Bridgewater Capital Ltd. 1,000,000 warrants to purchase the Company's common stock. The Warrants expire on September 4, 2018.

The number of common shares issuable upon the conversion of the note is limited to 4.99 percent in beneficial ownership by the lender of the outstanding shares of common stock. The note does not automatically convert to common shares on their due dates.

a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The agreement called for conversion, at the investors' sole discretion, into common shares at a variable conversion price;
e. The Issuer received proceeds of $1,000;
f. The Note Agreement is not publicly traded however, can convert into common shares;
g. The Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

18. During October 2013, the Company issued 78,722 shares of the Company's common stock to George Hyslop, a natural person, pursuant to an Independent Contractor agreement. The agreement calls for 78,722 shares of the Company's common stock to be issued as consideration for Services.
    a. The agreement was into entered into pursuant to Section 4 (2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The Agreement is not publicly traded
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend

19. During October 2013, the Company issued 71,111 shares of the Company's common stock to Maxwell Ward, a natural person, pursuant to an Independent Contractor Agreement. The Agreement calls for 71,111 shares of the Company's common stock to be issued as consideration for Services.
    a. The Agreement was entered into pursuant to Section 4 (2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered

c. The transaction was executed via a private agreement and not a public offering;
d. The Agreement called for common shares to be issued
e. The Issuer received no proceeds;
f. The Agreement is not publicly traded;
g. The Agreement and any shares issued under this Agreement contain the appropriate restrictive legend.

20. During October 2013, the Company issued 125,000 shares of the Company's common stock to Marilyn Dvorkin, a natural person, pursuant to an Independent Contractor Agreement. The Agreement calls for 125,000 shares of the Company's common stock to be issued as consideration for Services.
    a. The Agreement was entered into pursuant to Section 4 (2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The Agreement calls for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The Agreement is not publicly traded;
    g. The Agreement and any shares issued under this Agreement contain the appropriate restrictive legend.

21. During February 2014, the Company entered into a $6,000 Secured Convertible Promissory Note Agreement with Bridgewater Capital Ltd. The convertible note agreement bears interest at 10 percent and has a November 13, 2014 maturity date. The note may be repaid in whole or in part any time prior to maturity. The note is convertible, at the investors' sole discretion, into common shares at a fixed or variable conversion price. The Company issued Bridgewater Capital Ltd. 5,000,000 warrants to purchase the Company's common stock. The Warrants expire on February 13, 2019.

    The number of common shares issuable upon the conversion of the note is limited to 4.99 percent in beneficial ownership by the lender of the outstanding shares of common stock. The note does not automatically convert to common shares on their due dates.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for conversion, at the investors' sole discretion, into common shares at a variable conversion price;
    e. The Issuer received proceeds of $5,000;

f. The Note Agreement is not publicly traded however, can convert into common shares;
g. The Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

22. During February 2014, the Company entered into a $1,800 Secured Convertible Promissory Note Agreement with Bridgewater Capital Ltd. The convertible note agreement bears interest at 10 percent and has a November 13, 2014 maturity date. The note may be repaid in whole or in part any time prior to maturity. The note is convertible, at the investors' sole discretion, into common shares at a fixed or variable conversion price. The Company issued Bridgewater Capital Ltd. 1,000,000 warrants to purchase the Company's common stock. The Warrants expire on February 24, 2019.

The number of common shares issuable upon the conversion of the note is limited to 4.99 percent in beneficial ownership by the lender of the outstanding shares of common stock. The note does not automatically convert to common shares on their due dates.

a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The agreement called for conversion, at the investors' sole discretion, into common shares at a variable conversion price;
e. The Issuer received proceeds of $1,600;
f. The Note Agreement is not publicly traded however, can convert into common shares;
g. The Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

23. During March 2014, the Company entered into a $6,000 Secured Convertible Promissory Note Agreement with Bridgewater Capital Ltd. The convertible note agreement bears interest at 10 percent and has a December 21, 2014 maturity date. The note may be repaid in whole or in part any time prior to maturity. The note is convertible, at the investors' sole discretion, into common shares at a fixed or variable conversion price. The Company issued Bridgewater Capital Ltd. 5,000,000 warrants to purchase the Company's common stock. The Warrants expire on March 21, 2019.

The number of common shares issuable upon the conversion of the note is limited to 4.99 percent in beneficial ownership by the lender of the outstanding shares of common stock. The note does not automatically convert to common shares on their due dates.

a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;

b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The agreement called for conversion, at the investors' sole discretion, into common shares at a variable conversion price;
e. The Issuer received proceeds of $5,000;
f. The Note Agreement is not publicly traded however, can convert into common shares;
g. The Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

24. During March 2014, the Company entered into a $10,000 Secured Convertible Promissory Note Agreement with Bridgewater Capital Ltd. The convertible note agreement bears interest at 10 percent and has a December 31, 2014 maturity date. The note may be repaid in whole or in part any time prior to maturity. The note is convertible, at the investors' sole discretion, into common shares at a fixed or variable conversion price. The Company issued Bridgewater Capital Ltd. 10,000,000 warrants to purchase the Company's common stock. The Warrants expire on March 31, 2019.

    The number of common shares issuable upon the conversion of the note is limited to 4.99 percent in beneficial ownership by the lender of the outstanding shares of common stock. The note does not automatically convert to common shares on their due dates.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for conversion, at the investors' sole discretion, into common shares at a variable conversion price;
    e. The Issuer received proceeds of $8,000;
    f. The Note Agreement is not publicly traded however, can convert into common shares;
    g. The Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

25. During March 2014, the Company entered into a Consulting Agreement with Anglo Pacific Minerals HK, a company organized under the laws of Hong Kong, China. The agreement calls for 355,556 shares of the Company's common stock to be issued as consideration.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;

d. The agreement called for common shares to be issued;
e. The Issuer received no proceeds;
f. The agreement is not publicly traded;
g. The agreement and any shares issued under this agreement contain the appropriate restrictive legend.

26. During March 2014, the Company issued 101,212 shares of the Company's common stock to David Gant, pursuant to a Stock Purchase Agreement.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received proceeds of $8,100;
    f. The Agreement is not publicly traded;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

27. During April 2014, the Company issued 1,000,000 shares of the Company's common stock to Conrad Williams, a natural person, pursuant to an Independent Contractor Agreement. The agreement calls for 1,000,000 shares of the Company's common stock to be issued as consideration for services.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The Agreement is not publicly traded;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

28. During April 2014, the Company issued 500,000 shares of the Company's common stock to Dr. Ricardo Enrique Tascon, a natural person, pursuant to an Independent Contractor Agreement. The agreement calls for 500,000 shares of the Company's common stock to be issued as consideration for services.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;

e. The Issuer received no proceeds;
f. The Agreement is not publicly traded;
g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

29. During April 2014, the Company issued 500,000 shares of the Company's common stock to Ajmal Nasir, a natural person, pursuant to an Independent Contractor Agreement.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The Agreement is not publicly traded;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

30. During July 2014, the Company entered into a $7,500 Secured Convertible Promissory Note Agreement with Bridgewater Capital Ltd. The convertible note agreement bears interest at 10 percent and has an April 30, 2015 maturity date. The note may be repaid in whole or in part any time prior to maturity. The note is convertible, at the investors' sole discretion, into common shares at a fixed or variable conversion price. The Company issued Bridgewater Capital Ltd. 7,500,000 warrants to purchase the Company's common stock. The Warrants expire on July 31, 2019.

    The number of common shares issuable upon the conversion of the note is limited to 4.99 percent in beneficial ownership by the lender of the outstanding shares of common stock. The note does not automatically convert to common shares on their due dates.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for conversion, at the investors' sole discretion, into common shares at a variable conversion price;
    e. The Issuer received proceeds of $6,000;
    f. The Note Agreement is not publicly traded however, can convert into common shares;
    g. The Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

31. During September 2014, the Company entered into a Consulting Agreement with Kelly Donovan, a natural person, pursuant to an Independent Contractor Agreement. The agreement calls for 500,000 shares of the Company's common stock to be issued as consideration.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The agreement is not publicly traded;
    g. The agreement and any shares issued under this agreement contain the appropriate restrictive legend.

32. During September 2014, the Company entered into a Consulting Agreement with Dr. Enrique Tascon Ferrero, a natural person, pursuant to an Independent Contractor Agreement. The agreement calls for 500,000 shares of the Company's common stock to be issued as consideration.

    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The Note Agreement is not publicly traded;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

33. During September 2014, the Company issued 1,000,000 shares of the Company's common stock to Leo Malim, pursuant to a Stock Purchase Agreement.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received proceeds of $40,000;
    f. The Agreement is not publicly traded however, can convert into common shares;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

Item V **Interim financial statements.**

The following documents are filed under "*Exhibit 1*" and are included as part of this Disclosure:

Financial Statements of the Company as of and for the three- month period ended September 30, 2014 and the twelve month periods ended December 31, 2013 and December 31, 2012, respectively:

Balance Sheet
Statement of Operations
Statement of Cash Flows
Notes to Financial Statements

See Attached Exhibit 1

Item VI **Describe the Issuer's Business, Products and Services.**

A. Description of the Issuer's business operations;

The Company is involved in the exploration and development of gold and iron ore mining properties. The Company plans to acquire low-cost properties that have the potential to yield high returns. After acquiring a property and selecting a possible exploration area through its own efforts or with others, the Company will compile reports, past production records and geologic surveys concerning the area. The Company will then undertake a field exploration program to determine whether the area merits work. Initial field exploration on a property normally consists of geologic mapping and geochemical and/or geophysical surveys, together with selected sampling to identify host environments that may contain specific mineral occurrences. If an area shows promise, the Company will generally conduct geologic drilling programs in an effort to locate the existence of economic mineralization. If such mineralization is delineated, further work will be undertaken to estimate ore reserves, evaluate the feasibility for the development of the mining project, obtain permits for commercial development, and, if the project appears to be economically viable, proceed to place the deposit into commercial production.

The Company may act as the operator on properties that are joint ventured with third parties. The operator of a mining property generally provides all labor, equipment, supplies and management on a cost plus fee basis and generally must perform specific tasks over a specified time period. Separate fees are generally charged to the joint venturers by the operator and the joint venturers pay the costs in proportion to their interests in the property.

We plan to raise additional funds in order conduct work programs and participate in the drilling on our various prospects, and to generally meet our future corporate obligations. The capital required for exploration and development of mining properties is substantial. We plan to raise funds through the sale of our common stock or through loans. There is no guarantee that we will be successful in arranging the required financing. Unless we raise funds through the sale of our common stock or through loans, we cannot conduct work programs on our existing properties, nor can we acquire new properties or leases. There is no assurance that we will be able to raise adequate capital.

Our future success will be materially dependent upon our ability to satisfy additional financing requirements. We are reviewing our options to raise equity capital. We cannot estimate when we will begin to realize revenue. In order to satisfy our requisite budget, we have held and will continue to conduct negotiations with various investors. We cannot predict whether these negotiations will result in additional investment income for us. Funding for our operations may not be available under favorable terms, if at all. If adequate funds are not available, we may be required to further curtail operations significantly or to obtain funds by entering into arrangements with collaborative partners or others that may require us to relinquish rights that we would not otherwise relinquish.

Our current exploitation and development plans are described in this disclosure document. Whether we undertake an exploitation or development project will depend on the following factors:

- availability and cost of capital;
- receipt of additional seismic data or the reprocessing of existing data;
- current and projected oil or natural gas, and metal prices;
- the costs and availability of drilling rigs and other equipment supplies and personnel necessary to conduct operations;
- success or failure of activities in similar areas;
- changes in the estimates of the costs to complete our projects;
- our ability to attract other industry partners to acquire a portion of the working interests, to reduce costs and exposure to risks;
- decisions of our joint working interest owners and partners;
- defects in title or loss of any leasehold interests in our properties could limit our ability to mine our properties or result in significant unanticipated costs;
- decreased availability or increased costs of key equipment, supplies or commodities such as diesel fuel, steel, explosives, magnetite and tires could decrease our profitability;
- our operations may adversely impact the environment which could result in material liabilities to us;
- the Mine Safety and Health Administration or other federal or state regulatory agencies may order certain of our properties to be temporarily or permanently closed;
- we may be required to obtain governmental permits and approvals for mining operations, which can be a costly and time-consuming process, can result in restrictions on our operations, and may delay or prevent us from obtaining necessary permits; and
- Union represented labor may result in an increased risk of work stoppages and increased labor costs.

We will continue to gather data about our projects, and it is possible that additional information will cause us to alter our schedule or determine that a project should not be pursued. You should understand that our plans regarding our projects might change.

The Company has determined that the Company is not now or any time in the past a “shell company” as that term is defined by the Commission as per Release 33-8869, footnote 172, whereby the Company is a fully operative ongoing operation with implemented business plan, notes payable, leases, rights, etc.

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

The Issuer was organized under the laws of the State of Nevada in 1999.

C. The issuer's primary and secondary SIC codes;

The Issuer's primary SIC Code is 1382.

D. The Issuer's fiscal year end date;

The issuer's fiscal year end date is December 31.

E. Principal products or services, and their markets;

The Company has previously engaged in Gold, Lithium, Oil, Iron Ore and Coal exploration. The Company currently owns 100% the following permits that are in good standing: 300 acres of gold permits in the Whitehorse Mining District of Yukon, Canada. Through its acquisition of Britannia Mining Ltd., the Company has entered into iron ore exploration in Malawi.

Nthale Iron Ore, Malawi

The Company is currently renewing its license for the exploration of over 650 sq. km in Malawi. The Company has already formally explored 20 sq. km and identified targets suitable for drilling. In the year ahead, the company plans to commence core sampling at Nthale Hill and widen the exploration area beyond 20 sq. km to continue with magnetic imaging and geophysical survey. The company has set its initial corporate targets to define a Resource according to the Joint Ore Reserves Committee ("JORC") at Nthale Hill and to obtain a Competent Person's Report (CPR) on the property. The Company is currently working to renew the license in accordance with the Malawi Mines and Minerals Act. The Company is required to complete a geological progress report and outline the plan of development, including the expected expenditures by the Company over the next 12 months. The Company estimates that the geological report will begin upon sufficient funding.

White Gold Prospect, Yukon, Canada

The Company currently has 100% of 6 Gold claims in the Whitehorse Mining District of Yukon, Canada. Each claim is approximately 50 acres for a total of 300 acres. The Permits were renewed in June 2014 and the Permits expire June 2015 unless pending minimum work is completed in the property. The Company is currently intending to begin sampling on the property pending securing new funding from its investors. The Company estimates that the sampling will begin upon sufficient funding. In June 2013, the Company did not renew the 16 Gold claims in the Dawson District of Yukon, Canada that the Company had previously contracted for.

Developing Commodity Trading Division - Iron Ore, Malaysia

During the fourth quarter 2013, the Company entered into advanced discussions with representatives promoting Malaysia and its commodity products. Following extensive due diligence of this region and the suitability of products for market, the Company signed a Letter of Interest indicating the Company's interest in the commodity products presented and scheduled a visit to Malaysia to inspect certain producers of iron ore and other commodities for the first quarter 2014. Subsequently, in March 2014 the Company signed Memoranda of Understanding (MOU) with Malaysian iron ore miners. Under the terms of the MOU, the Company and iron ore producers will work together to market and position Malaysian iron ore supply to compete in the seaborne iron ore market.

Iron Ore, the world's most important commodity after crude oil, continues to the traded across the globe despite the challenges of the current market. Due to the Company's strategic position, the Company is not exposed to financial risk related to the cost of production. Management visited Malaysia in September 2014 and continues to work with its partners towards fulfilling contracts.

Item VII **Describe the Issuer's Facilities.**

The Company owns no real estate. It currently maintains its corporate offices at 1001 Avenue of the Americas, Suite 1204, New York, N.Y. 10018. In addition, the Company leases office space at 53 Davies Street, Mayfair, London, W1K 5JH, United Kingdom. The lease has a one year term at $1850 and £300 per month respectively.

Item VIII **Officers, Directors, and Control Persons.**

A – Officers and Directors

(1) Kenneth Roberts
Chief Executive Officer
53 Davies Street Mayfair
London, W1K 5JH
United Kingdom

(2) Nicola Newmarch
Chief Operating Officer
53 Davies Street Mayfair
London, W1K 5JH
United Kingdom

Directors

Kenneth Roberts
Nicola Newmarch
Gavin Scott (NED)

B - Legal/Disciplinary History **Identify whether any 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);

None of the foregoing persons have been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.

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 a person's involvement in any type of business, securities, commodities, or banking activities;

None of the foregoing persons have been the subject of any order, judgment, or decree, that permanently or temporarily enjoined, barred, suspended or otherwise limited such a person's involvement in any type of business, securities, commodities, or banking activities

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, 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;

None of the foregoing persons have been the subject of any finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law.

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 of the foregoing persons have been the subject of any 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.

C – Beneficial Shareholders

There are three (3) registered shareholders with 5% or more of the Company's issued and outstanding shares:

Name	Number of Shares Beneficially Owned	Percent of Class (1)
Elsworth and Fen, LTD c/o Kenneth Roberts International House 39 Great Windmill Street Piccadilly London, W1D 7LX	63,529,114	21.20%

The Carpe Group c/o Nicola Newmarch International House 39 Great Windmill Street Piccadilly London, W1D 7LX	63,529,114	21.20%
Bradley Rudman 1001 Avenue of the Americas, Suite 1204 New York, N.Y. 10018	21,666,666	7.23%

*	less than 1%
(1)	Based on 299,722,417 shares of common stock outstanding as of September 30, 2014.

Item IX **Third Party Providers.**

1. Legal Counsel

   Arthur Marcus, Esq
   Sichenzia Ross Friedman Ference LLP
   61 Broadway, 32nd Floor
   New York, New York 10006
   Telephone: (212) 930-9700
   Fax: (212) 930-9725
   http://www.srff.com

   David E. Price, Esq.
   Law Office of David E. Price
   13520 Oriental St.
   Rockville, MD 20853

2. Accountant or Auditor Accountant:

   United States Accountant:

   Deron Johnson, CPA
   Wong Johnson & Associates APC
   41856 Ivy Street #203
   Murrieta, California 92562-8805
   Telephone: 951-693-1120
   dgj@wjacpa.com

   United Kingdom Accountant:

   Stanley Davis Group Limited
   41 Chalton Street
   London, NW1 1JD

United Kingdom
Telephone: + (44) 20 7554 2236
neil.dolby@stanleydavis.co.uk

Malawi Auditor:

Evelyn Mwapasa, Partner
KPMG, LLP
MASM House
Lower Sclater Road,
Po Box 508
Blantyre, Malawi
Telephone: + (265) 01 820 744
www.kpmg.com/mw

United Kingdom Auditor:

Alex Shall, Audit Partner
Auria London
9 Wimpole Street London
W1G 9SRUnited Kingdom
Telephone: + (44) 207 291 1000
http://www.aurialondon.com

PCAOB Auditor:

Steven C. Vertucci, CPA, Partner
Malone Bailey, LLP
10350 Richmond Ave Suite 800
Houston, TX 77042
www.MaloneBailey.com

3. Investor Relations Consultant

   None

4. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement

   None

Item X **Issuer's Certifications.**

CERTIFICATIONS

I, Kenneth Roberts, Chief Executive Officer of Britannia Mining, Inc., hereby certify that:

1. I have reviewed this "Quarterly Company Information and Disclosure Statement" of Britannia Mining, Inc. for the period through September 30, 2014; and

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 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, and for, the periods presenting this disclosure statement.

Date: November 24, 2014

/s/ *Kenneth Roberts*
By: Kenneth Roberts
Chief Executive Officer

Exhibit 1

BRITANNIA MINING, INC.

(Unaudited)
CONDENSED CONSOLIDATED BALANCE SHEET

	September 30, 2014	December 31, 2013	December 31 2012
ASSETS			
CURRENT ASSETS			
Cash	3,978	4,172	-
Accounts receivable	7,759	7,759	-
Prepaid expenses	-	-	-
Other current assets	$ 77,347	$ 79,443	$ -
	89,084	91,374	-
OTHER ASSETS			
Long-term investments	190	190	-
Property, plant and equipment	46	46	-
Intangible assets - goodwill	9,762,132	9,762,132	-
Gold claims	$ 75,000	$ 75,000	$ 150,000
TOTAL ASSETS	$ 9,926,452	$ 9,928,742	$ 150,000
LIABILITIES AND STOCKHOLDERS' DEFICIT			
CURRENT LIABILITIES			
Accounts payable	$ 44,780	$ 40,650	388
Stock payable	30,000	-	378,000
Note payable	-	52,000	52,000
Other notes payable	170,892	205,605	100,147
Bank liability	65,164	65,164	-
Tax liability	103,694	101,773	-
Accruals	128,466	93,325	(703)
Related party payables	183,150	138,150	138,150
TOTAL CURRENT LIABILITIES	$ 726,146	$ 696,667	$ 667,982
LONG-TERM LIABILITIES			
Convertible Note 10% - Clio General, SA	42,600	42,600	42,600
Convertible Notes 10% - Bridgewater Capital Ltd.	37,717	24,200	23,000
Other	-	45,000	-
TOTAL LONG-TERM LIABILITIES	$ 80,317	111,800	65,600
STOCKHOLDERS' EQUITY (DEFICIT)			
Preferred stock, $0.001 par value per share; 1,000,000 shares authorized; 1, 000,000 shares issued and outstanding;	10,000	10,000	10,000
Common stock, $0.001 par value per share; 600,000,000 shares authorized; 299,722,417 shares issued and outstanding; 279,143,139 shares issued and outstanding; 1,799,960,240 shares issued and outstanding, for the periods ended September 30, 2014, December 31, 2013 and December 31, 2012, respectively	299,722	280,617	1,799,960
Additional paid-in capital	27,401,035	26,226,054	10,237,084
Warrants	31,300	-	-
Accumulated deficit	(18,624,469)	(17,396,396)	(12,630,626)
Other comprehensive income(loss)	2,401	-	-
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	9,119,989	9,120,275	(583,582)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 9,926,452	$ 9,928,742	$ 150,000

See accompanying notes to condensed consolidated financial statements.

BRITANNIA MINING, INC.
(Unaudited)
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2013 and 2012
FOR THE QUARTER ENDED SEPTEMBER 30,2014

	Quarter End September 30, 2014	Year Ended December 31, 2013	Year Ended December 31, 2012
SALES	$ --	$ --	--
COST OF SALES	--	--	--
GROSS PROFIT	--	--	--
OPERATING EXPENSES			
Consulting	30,000	2,171,818	519,300
Management consulting	9,000	37,300	56,000
Legal and professional	6,357	25,249	22,773
Property/lease expenses	630	-	5,388
Impairment expense	-	75,000	-
Officer compensation	-	1,574,700	-
Financing expense	-	5,058	-
General and administrative expenses	14,220	30,413	8,538
Miscellaneous	-	731,095	324,637
Total operating expenses	(60,207)	(4,651,513)	(936,636)
Interest expense	(20,347)	(114,257)	(12,787)
LOSS FROM OPERATIONS	(80,554)	(4,765,770)	(949,423)
OTHER INCOME/(EXPENSES)			
NET LOSS	$ (80,554)	$ (4,765,770)	$ (949,423)
LOSS PER SHARE:	(0.0003)	(0.0215)	(0.0005)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING:			
Basic and diluted	295,690,907	222,049,337	1,799,960,240

See accompanying notes to condensed consolidated financial statements.

BRITANNIA MINING, INC.

(Unaudited)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Quarter Ended,	Year Ended December 31,	
	September 2014	2013	2012
CASH FLOWS FROM OPERATING ACTIVITES			
Net loss	$ (80,554)	$ (4,765,770)	$ (949,423)
Adjustments to reconcile net loss to net cash used by operating activities:			
Estimated value of common stock issued to officers for compensation	-	1,574,700	-
Estimated value of common stock issued to consultants for services	-	1,993,768	409,000
Estimated value of commons stock issued for debt waivers	-	600,600	324,635
Estimated value of common stock issued for interest	-	-	-
Unamortized debt discount	(13,653)	-	-
Depreciation and amortization expense	-	-	4,000
Change in general operating expenses	18,330	49,421	(12,757)
Impairment of assets	-	75,000	-
Change in accounts payable	(1,500)	198,902	(3,552)
Change in stock payable	30,000	-	-
Change in other current assets	-	-	3,000
Change in related party accounts payable	15,000	-	-
Wage expense	9,000	36,000	40,500
Net cash used in operating activities	(23,377)	(237,379)	(184,597)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of Subsidiary	-	-	-
Expenditures for property	-	-	(630)
Net cash used in investing activities	-	-	(630)
CASH FLOWS FROM FINANCING ACTIVITES			
Proceeds from sale of common stock	40,000	46,400	-
Proceeds from borrowings	6,000	151,658	173,947
Repayment of borrowings	(34,713)	-	-
Interest Payments	-	(70,764)	(1,700)
Net cash used in financing activities	11,287	127,294	172,247
MISC CASH FLOWS			
Interest Expense	12,090	114,257	12,787
Fees	-	-	-
Misc. cash flow	12,090	114,257	12,787
NET INCREASE (DECREASE) IN CASH	-	4,172	(193)
CASH, BEGINNING OF PERIOD	3,978	0	193
CASH, END OF PERIOD	$ 3,978	$ 4,172	$ 0

See accompanying notes to condensed consolidated financial statements.

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Nature of Business

Britannia Mining, Inc., formerly *Micron Enviro Systems, Inc.* (hereinafter "the Company"), was incorporated as Strathcona Capital Corp. in January 1998 under the laws of the State of Nevada primarily for the purpose of owning and operating a low cost housing project and acquiring technology related to the recycling of waste oil. Later, the Company redirected its assets to acquiring an existing high tech manufacturing business. In December 1998, the Company acquired the inventory and equipment of a company in receivership (Dustcheck Filters, Inc.). During the year ending September 30, 2000, these assets were sold to a related party.

On May 29, 2001, the Company's board of directors signed a participation agreement to purchase a working interest in an oil and gas well. From the date of this transaction until December 31, 2003, the Company was deemed an oil and gas company in the exploration stage. During the year ended December 31, 2004, the Company determined the purpose of the Company will be to acquire working interests in oil and gas properties and entered operations.

On October 23, 2012, the Company entered into an agreement to acquire Britannia Mining Ltd. and agreed to change the corporate name to Britannia Mining, Inc. On January 31, 2013, the shareholders of the Company ratified the proposed acquisition of Britannia Mining Ltd. On February 28, 2013, the Company filed the Articles of Merger and the Amended and Restated Articles of Incorporation with the State of Nevada. On May 31, 2013, the Company effectuated a 1-for-60 reverse split in relation to the acquisition of Britannia Mining Ltd., and changed its trading symbol to "BMIN."

The Company is involved in the exploration and development of gold and iron ore mining properties. The Company plans to acquire low-cost properties that have the potential to yield high returns. After acquiring a property and selecting a possible exploration area through its own efforts or with others, the Company will compile reports, past production records and geologic surveys concerning the area. If an area shows promise, the Company will generally conduct geologic drilling programs in an effort to locate the existence of economic mineralization. If such mineralization is delineated, further work will be undertaken to estimate ore reserves, evaluate the feasibility for the development of the mining project, obtain permits for commercial development, and, if the project appears to be economically viable, proceed to place the deposit into commercial production.

The Company is currently developing its Commodity Trading Division - Iron Ore, Malaysia. During the fourth quarter 2013, the Company entered into advanced discussions with representatives promoting Malaysia and its commodity products. Following extensive due diligence of this region and the suitability of products for market, the Company signed a Letter of Interest indicating the Company's interest in the commodity products presented and scheduled a visit to Malaysia to inspect certain producers of iron ore and other commodities for the first quarter 2014. Subsequently, in March 2014 the Company signed Memoranda of Understanding (MOU) with Malaysian iron ore miners. Under the terms of the MOU, the Company and iron ore producers will work together to market and position Malaysian iron ore supply to compete in the seaborne iron ore market. Iron Ore, the world's most important commodity after crude oil, continues to be traded across the globe despite the challenges of the current market. Due to the Company's strategic position, the Company is not exposed to financial risk related to the cost of production. Management visited Malaysia in September 2014 and continues to work with its partners towards fulfilling contracts.

The Company maintains an office in New York, New York, U.S.A. and in London, United Kingdom. The Company's year-end is December 31.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Britannia Mining, Inc. is presented to assist in understanding the condensed consolidated financial statements. The condensed consolidated financial

statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of 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 condensed consolidated financial statements which would substantially duplicate the disclosure contained in the audited consolidated financial statements for the most recent audited fiscal year ended December 31, 2008 have been omitted.

Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of Britannia Mining, Inc. and its wholly-owned subsidiary (collectively the "Company"). All significant intercompany accounts and transactions have been eliminated in consolidation.

Basis of Presentation

The Company's condensed consolidated financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has not yet established a stable ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary financing to sustain operations, and the attainment of profitable operations. The Company incurred a net loss of approximately $81,000 for the three- month period ended September 30, 2014 and has an accumulated deficit of approximately $18,624,000. The Company had working capital deficit of approximately $631,000 as of September 30, 2014. These factors, among others, raise substantial doubt as to its ability to continue as a going concern. In order to continue as a going concern, the Company needs to develop a reliable source of revenues, and achieve a profitable level of operations.

To fund operations for the next twelve months, the Company projects a need for $1,000,000 that will have to be raised through debt or equity.

If the Company is unable to obtain adequate capital, it could be forced to cease operations. The accompanying condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amount and classification of liabilities or other adjustments that might be necessary should be Company be unable to continue as a going concern.

Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenue and expenses in the statement of operations. Examples include estimates of loss contingencies, including legal risks and exposures, valuation of long-lived assets, valuation of stock- based compensation; and valuation of derivative instruments. Actual results could differ from those estimates.

Long Lived Assets

In accordance with ASC 360, *Accounting for the Impairment or Disposal of Long-Lived Assets*, long-lived assets, such as property and equipment, and purchased intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by an asset to the carrying value of the asset. If the carrying value of the long-lived asset is not recoverable on an undiscounted cash flow basis, impairment is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary.

Fair Value of Financial Instruments

The Company's financial instruments as defined by ASC 820, "Fair Value Measurement and Disclosure"

include cash, accounts payable, accrued expenses and loans payable. For certain of our financial instruments, including accounts payable, accrued expenses, interest payable, bank overdraft, advances payable and notes payable, the carrying amounts approximate fair value due to their relatively short maturities. In the case of the notes payable, the interest rate on the notes approximates the market rate of interest for similar borrowings. Consequently the carrying value of the notes payable also approximates the fair value. It is not practicable to estimate the fair value of the related party notes payable and derivative liabilities due to a lack of market data, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable. Related party notes payable and derivative liabilities are considered Level 3 type liabilities.

Accounts Receivable and Bad Debt

The Company does not require collateral and grants credit during the normal course of business. It evaluates the status of outstanding balances on a regular basis. Accounts receivable considered uncollectable are charged against the allowance account in the year they are deemed uncollectible. No allowance for uncollectible accounts has been provided since it is believed that the balance is fully collectible.

Property, Plant & Equipment

Property and equipment are carried at cost and as of September 30, 2014, and consists solely of computer equipment. Depreciation is provided using the straight-line method for financial reporting purposes based on estimated useful lives of three years.

The cost of asset additions and improvements that extend the useful lives of property and equipment are capitalized. Routine maintenance and repair items are charged to current operations. The original cost and accumulated depreciation of asset dispositions are removed from the accounts and any gain or loss is reflected in the statement of operations in the period of disposition.

Income Taxes

An asset and liability approach is used for financial accounting and reporting for income taxes. Deferred income taxes arise from temporary differences between income tax and financial reporting and principally relate to recognition of revenue and expenses in different periods for financial and tax accounting purposes and are measured using currently enacted tax rates and laws. In addition, a deferred tax asset can be generated by net operating loss carry forwards ("NOLs"). If it is more likely than not that some portion or all of a deferred tax asset will not be realized, a valuation allowance is recognized.

Stock-Based Compensation

The Company follows ASC 718, *Compensation-Stock Compensation*, which establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services, primarily focusing on accounting for transactions where an entity obtains services in share based payment transactions. ASC 718 requires entities to measure the cost of services received in exchange equity instruments, including stock options and warrants, based on the grant date fair value of the award and to recognize it as compensation expense over the period services are to be provided, usually the vesting period.

The fair value of options is calculated using the Black-Scholes option-pricing model. This model was developed to estimate the fair value of freely tradable, fully transferable options without vesting restrictions. As such, the values derived from using that model can differ significantly from other methods of valuing the Company's share based payment arrangements. The Black-Scholes model also requires subjective assumptions, including future stock price volatility and expected time to exercise, which greatly affect the calculated values. These factors could change in the future, affecting the determination of share based payment expense in future periods.

The assumptions used in the Black Scholes models referred to above are based upon the following data: (1) The expected life of the warrant is estimated by considering the contractual term of the warrant, the vesting period and the expected exercise price. (2) The expected stock price volatility of the underlying shares over the expected term is based upon historical share price data. (3) The risk free interest rate is based on published U.S. Treasury Department interest rates for the expected terms. (4) Expected dividends are based on historical dividend data and expected future dividend activity.

Environmental Remediation and Compliance

Expenditures for ongoing compliance with environmental regulations that relate to current operations are expensed or capitalized as appropriate. Expenditures resulting from the remediation of existing conditions caused by past operations that do not contribute to future revenue generations are expensed. Liabilities are recognized when environmental assessments indicate that remediation efforts are probable and the costs can be reasonably estimated.

Estimates of such liabilities are based upon currently available facts, existing technology and presently enacted laws and regulations taking into consideration the likely effects of inflation and other societal and economic factors, and include estimates of associated legal costs. These amounts also reflect prior experience in remediating contaminated sites, other companies' clean-up experience and data released by The Environmental Protection Agency or other organizations. Such estimates are by their nature imprecise and can be expected to be revised over time because of changes in government regulations, operations, technology and inflation. Recoveries are evaluated separately from the liability and, when recovery is assured, the Company records and report an asset separately from the associated liability. At September 30, 2014, the Company had no accrued liabilities for compliance with environmental regulations.

Variable Interest Entities

In September 2009, the FASB issued guidance to revise the approach to determine when a variable interest entity (VIE) should be consolidated. The new consolidation model for VIEs considers whether an entity has the power to direct the activities that most significantly impact a VIE's economic performance and shares in the significant risks and rewards of the VIE. The guidance on VIEs required companies to continually reassess VIEs to determine if consolidation is appropriate and provide additional disclosures. The Company has reviewed the provisions of the guidance and does not believe that there is an impact on the Company's financial statements.

Foreign Currency Translation

The Company has adopted ASC 830, "Foreign Currency Matters.". Monetary assets and liabilities denominated in foreign currencies are translated into United States dollars at rates of exchange in effect at the balance sheet date. The Company's functional currency is the U.S. dollar.

Loss Per Share

Basic and diluted net income (loss) per share calculations are calculated on the basis of the weighted average number of common shares outstanding during the period. They include the dilutive effect of common stock equivalents in periods with net income.

Common stock equivalents represent the dilutive effect of the assumed conversion of convertible notes payable and convertible preferred stock, using the "if converted" method, at either the beginning of the respective period presented or the date of issuance, whichever is later, and only if the common stock equivalents are considered dilutive based upon the Company's net income (loss) position at the calculation date. Common stock equivalents also include the effect of the exercise of outstanding warrants using the treasury stock method, at either the beginning of the respective period presented or the date of issuance, whichever is later, and only if the warrants are considered dilutive based upon the exercise price of the warrants and the average trading price of the stock during the period. All common stock equivalents were considered anti-dilutive for the three month period ended September 30, 2014 and the years ended December 31, 2013 and 2012.

Statement of Cash Flows

Supplemental cash flows and non-cash investing and financing activities for the three-month period ended September 30, 2014 and the twelve months ended December 31, 2013 and 2012 are as follows:

	3 Months	12 Months	12 Months
	2014	2013	2012
Supplemental cash flow information:			
Income taxes paid	$ -	$ -	$ -
Non-cash investing and financing activities:			

Common stock issued to officers	-	1,574,700	-
Common stock issued to consultants	30,000	1,993,768	409,000
Common stock issued for debt waiver	-	600,600	326,335
Common stock issued for interest	-	95,759	20,000
Estimated value of common stock issued reverse merger	-	9,600,000	-
Common stock issued for stock payable	-	378,000	-
Common stock issued for debt conversion	-	7,000	-

Recently issued accounting pronouncements

In June 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-10, Development Stage Entities (Topic 915): *Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation*. The amendments in this Update remove the financial statement distinction between development stage entities and other reporting entities from U.S. generally accepted accounting principles ("GAAP"). In addition, the amendments eliminate the requirements for development stage entities to : (1) present inception-to-date information in the statements of income, cash flows and shareholder equity; (2) label the financial statements as those of a development stage entity; (3) disclose a description of the development stage activities in which the entity is engaged; and (4) disclose in the first year in which the entity is no longer a development stage entity that in prior years it had been in the development stage.

For public entities, the amendments are effective for annual reporting periods beginning after December 15, 2014, and interim periods therein. Early application of each of the amendments is permitted for any annual reporting period or interim period for which the entity's financial statements have not yet been issued. The Company adopted the provisons of ASU No. 2014-10 during the third fiscal quarter ended September 30, 2014, with no material impact on its condensed consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements – Going Concern (Subtopic 310-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. The amendments in this Update provide guidance in GAAP about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. In doing so, the amendments are intended to reduce diversity in the timing and content of footnote disclosures. The amendments are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. The Company has not determined the impact of the future adoption of the provisions of ASU No. 2014-15 on its consolidated financial statements.

NOTE 3 – MERGER

On October 23, 2012, the Company entered into an agreement to acquire Britannia Mining Ltd. and agreed to change the corporate name to Britannia Mining, Inc. On January 31, 2013, the shareholders of the Company ratified the proposed acquisition of Britannia Mining Ltd. The Company issued 160,000,000 shares of common stock with an estimated fair value of $9,600,000, in exchange for all outstanding shares of Britannia Mining Ltd. The Company accounted for the acquisition using the purchase method of accounting for business combinations. The purchase price exceeded the preliminary estimated fair value of net assets acquired by $9,600,000, which was assigned to intangible assets.

NOTE 4 – UNREGISTERED SALES - PROMISSORY NOTES

On July 20, 2010, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $6,000.00.

The Notes carried an interest rate of 10% and a maturity date of January 20, 2011. The notes were convertible into our common shares at a fixed conversion price of $0.0002. During 2014, $2,000 was converted into common shares.

On July 20, 2010, the Company issued Bridgewater Capital Ltd. 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.01. The Warrants expire on July 20, 2015.

On August 26, 2010, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $3,600.00.

The Notes carried an interest rate of 10% and a maturity date of February 26, 2011. The notes were convertible into our common shares at a fixed conversion price of $0.0005.

On August 26, 2010, the Company issued Bridgewater Capital Ltd. 3,600,000 warrants to purchase the Company's common stock at an exercise price of $0.01. The Warrants expire on August 26, 2015.

On October 18, 2010, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $3,000.00.

The Notes carried an interest rate of 10% and a maturity date of April 18, 2011. The notes were convertible into our common shares at a fixed conversion price of $0.0005.

On October 18, 2010, the Company issued Bridgewater Capital Ltd. 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on October 18, 2015.

On November 15, 2010, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $3,000.00.

The Notes carried an interest rate of 10% and a maturity date of May 18, 2011. The notes were convertible into our common shares at a fixed conversion price of $0.0005.

On November 15, 2010, the Company issued Bridgewater Capital Ltd. 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on November 15, 2015.

On December 17, 2010, the Company entered into a secured convertible promissory note agreement with Clio General, SA in the principal amount of $12,000.00. The Company issued twenty-five million (25,000,000) restricted shares of common stock to Clio General, SA as additional consideration.

The Notes carried an interest rate of 10% and a maturity date of June 17, 2011. The notes were convertible into our common shares at a fixed conversion price of $0.0003.

On December 17, 2010, the Company issued Clio General, SA 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.0001. The Warrants expire on December 17, 2015.

On May 1, 2011, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $3,600.00.

The Notes carried an interest rate of 10% and a maturity date of November 1, 2011. The notes were convertible into our common shares at a fixed conversion price of $0.0002.

On May 1, 2011, the Company issued Bridgewater Capital Ltd. 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on May 1, 2016.

On May 1, 2011, the Company entered into a secured convertible promissory note agreement with Clio General, SA in the principal amount of $3,600.00.

The Notes carried an interest rate of 10% and a maturity date of November 1, 2011. The notes were convertible into our common shares at a fixed conversion price of $0.0002.

On May 1, 2011, the Company issued Clio General, SA 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.0001. The Warrants expire on May 1, 2016.

On September 26, 2011, the Company entered into a secured convertible promissory note agreement with Clio General, SA in the principal amount of $6,000.00.

The Notes carried an interest rate of 10% and a maturity date of March 26, 2012. The notes were convertible into our common shares at a fixed conversion price of $0.0002.

On September 26, 2011, the Company issued Clio General, SA 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.0001. The Warrants expire on September 26, 2016.

On October 24, 2011, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $3,000.00.

The Notes carried an interest rate of 10% and a maturity date of April 24, 2012. The notes were convertible into our common shares at a fixed conversion price of $0.0002.

On October 24, the Company issued Bridgewater Capital Ltd. 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on October 24, 2016.

On January 11, 2012, the Company entered into a secured convertible promissory note agreement with Clio General, SA in the principal amount of $8,000.00.

The Notes carried an interest rate of 10% and a maturity date of March 26, 2012. The notes are convertible into our common shares at a fixed conversion price of $0.0002.

On January 11, 2012, the Company issued Clio General, SA 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.0001. The Warrants expire on January 11, 2017.

On May 4, 2012, the Company entered into a convertible promissory note agreement with Heritage Corporate Services, Inc. in the principal amount of $15,000.00. The Notes become due on February 4, 2013.

The Notes carried an interest rate of 5% and are convertible into our common shares at a fixed conversion price of $0.001.

On May 24, 2012, the Company entered into a secured convertible promissory note agreement with Clio General, SA in the principal amount of $15,000.00.

The Notes carried an interest rate of 10% and a maturity date of March 26, 2012. The notes are convertible into our common shares at the lesser of: a fixed conversion price of $0.0003 or 75% of the average of the three lowest traded prices during the preceding thirty trading days.

On May 24, 2012, the Company issued Clio General, SA 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.0003. The Warrants expire on May 24, 2017.

On June 19, 2012, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $800.00.

The Notes carried an interest rate of 10% and a maturity date of June 19, 2012. The notes are convertible into our common shares at the lesser of: a fixed conversion price of $0.0003 or 75% of the average of the three lowest traded prices during the preceding thirty trading days.

On June 19, 2012, the Company issued Bridgewater Capital Ltd. 500,000 warrants to purchase the Company's common stock at an exercise price of $0.0003. The Warrants expire on June 19, 2017.

On July 30, 2012, the Company amended the convertible promissory note agreement with Heritage

Corporate Services, Inc. to the principal amount of $36,000.00. The Notes become due on February 4, 2013.

On October 1, 2012, the Company entered into a promissory note agreement with Edward Francis in the principal amount of $100,147.16. The Notes become due immediately upon a subsequent funding obtained by the Company. The Notes carried an interest rate of 20%.

On October 22, 2012, the Company amended the convertible promissory note agreement with Heritage Corporate Services, Inc. to the principal amount of $52,000.00. The Notes become due on February 4, 2013.

On November 2, 2012, the Company entered into a convertible promissory note agreement with i-Business Media Group, LLC in the principal amount of $45,000.00. The Notes become due on April 2, 2013.

The Notes carried an interest rate of 5% and are convertible into our common shares.

On December 3, 2012, the Company entered into a secured convertible promissory note agreement with Clio General, SA in the principal amount of $5,500.00.

The Notes carried an interest rate of 10% and a maturity date of June 3, 2013. The notes were convertible into our common shares at a fixed conversion price of $0.0005 or the average of 75% of the three lowest traded prices.

On December 3, 2012, the Company issued Clio General, SA 2,500,000 warrants to purchase the Company's common stock at an exercise price of $0.0005. The Warrants expire on December 3, 2017.

On January 5, 2013, the Company entered into a promissory note agreement with Edward Francis in the principal amount of $45,278.17. The Notes become due immediately upon a subsequent funding obtained by the Company. The Notes carried an interest rate of 20%.

On May 16, 2013, the Company entered into a promissory note agreement with Dr. Ricardo Enrique Tascon Forero in the principal amount of $4,580.00.

The Notes carried an interest rate of 20% and a maturity date of November 16, 2013. The Company issued the investor 500,000 shares of the Company's common stock in connection with the promissory note.

On June 3, 2013, the Company entered into a promissory note agreement with George Stathos in the principal amount of $7,000.00.

The Notes carried an interest rate of 20% and a maturity date of October 3, 2013. The Company issued the investor 2,000,000 shares of the Company's common stock in connection with the promissory note.

During July 2013, the Company entered into an agreement with Bridgewater Capital Ltd. to extend the maturity date and to waive any defaults associated with the July 20, 2010 promissory note.

On September 4, 2013, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $1,200.00.

The Notes carried an interest rate of 10% and a maturity date of March 4, 2014. The notes are convertible into our common shares at the lesser of: a fixed conversion price of $0.005 or 75% of the average of the three lowest traded prices during the preceding thirty trading days.

On September 4, 2013, the Company issued Bridgewater Capital Ltd. 1,000,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on September 4, 2018.

On February 13, 2014, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $6,000.

The Note carried an interest rate of 10% and a maturity date of November 13, 2014. The notes are convertible into our common shares at the lesser of: a fixed conversion price of $0.005 or 75% of the average of the three lowest

traded prices during the preceding thirty trading days. On February 13, 2014, the Company issued Bridgewater Capital Ltd. 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on February 13, 2019. The warrants of the convertible note are considered a discount and are accounted for as such.

At September 30, 2014, advances under the convertible promissory note were approximately $5,200, net of $800 unamortized discount.

On February 24, 2014, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $1,800.

The Note carried an interest rate of 10% and a maturity date of November 13, 2014. The notes are convertible into our common shares at the lesser of: a fixed conversion price of $0.005 or 75% of the average of the three lowest traded prices during the preceding thirty trading days. On February 24, 2014, the Company issued Bridgewater Capital Ltd. 1,000,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on February 24, 2019. The warrants of the convertible note are considered a discount and are accounted for as such.

At September 30, 2014, advances under the convertible promissory note were approximately $1,500, net of $300 unamortized discount.

During February 28, 2014, the Company issued 866,667 shares of the Company's common stock in exchange for the extinguishment of the convertible promissory note agreement with Heritage Corporate Services, Inc. in the principal amount of $52,000.

During February 28, 2014, the Company issued 750,000 shares of the Company's common stock in exchange for the extinguishment of the convertible promissory note agreement with I Business Media Group LLC, Inc. in the principal amount of $45,000.

On March 21, 2014, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $6,000.

The Note carried an interest rate of 10% and a maturity date of December 21, 2014. The notes are convertible into our common shares at the lesser of: a fixed conversion price of $0.005 or 75% of the average of the three lowest traded prices during the preceding thirty trading days. On March 21, 2014, the Company issued Bridgewater Capital Ltd. 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on March 21, 2019. The warrants of the convertible note are considered a discount and are accounted for as such.

At September 30, 2014, advances under the convertible promissory note were approximately $4,200, net of $1,800 unamortized discount.

On March 31, 2014, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $10,000.

The Note carried an interest rate of 10% and a maturity date of December 31, 2014. The notes are convertible into our common shares at the lesser of: a fixed conversion price of $0.005 or 75% of the average of the three lowest traded prices during the preceding thirty trading days. On March 31, 2014, the Company issued Bridgewater Capital Ltd. 10,000,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on March 31, 2019. The warrants of the convertible note are considered a discount and are accounted for as such.

At September 30, 2014, advances under the convertible promissory note were approximately $6,700, net of $3,300 unamortized discount.

On July 31, 2014, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $7,500.

The Note carried an interest rate of 10% and a maturity date of April 30, 2015. The notes are convertible into our common shares at the lesser of: a fixed conversion price of $0.005 or 75% of the average of the three lowest traded

prices during the preceding thirty trading days. On July 31, 2014, the Company issued Bridgewater Capital Ltd. 7,500,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on July 31, 2019. The warrants of the convertible note are considered a discount and are accounted for as such.

At September 30, 2014, advances under the convertible promissory note were approximately $300, net of $7,200 unamortized discount.

The Company evaluated the convertible debentures under ASC Topic 815, "Derivative and Hedging," The Company determined that the convertible debentures contained no embedded derivative for the conversion option. These notes payable are due on demand. We are not making payments on any of these notes.

NOTE 5 – STOCKHOLDERS EQUITY

Share Based Payments

Stock based compensation expense recognized during the three month period ended September 30, 2014 and the years ended December 31, 2013 and 2012 are based on the value of the portion of share based payment awards that are ultimately expected to vest during the period. As stock based compensation expense recognized in the statement of operations for 2014, 2013 and 2012 has been based on awards currently vested, it was not necessary to reduce compensation expense for estimated forfeitures. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

The weighted average fair value of stock based compensation is based on the single option valuation approach. Forfeitures are estimated and it is assumed no dividends will be declared. The estimated fair value of stock based compensation awards are amortized using the straight-line method over the vesting period of the restricted common shares; as such method is consistent with the consultant's contractual obligation.

The following table summarizes stock based compensation; consulting and interest costs related to common shares under ASC 718 for the three month period ended September 30, 2014 and the twelve months ended December 31, 2013 and 2012 is allocated as follows:

	3 Months 2014	12 Months 2013	12 Months 2012
Officer compensation	$ -	$ 1,574,700	$ -
Professional fees	-	1,993,768	409,000
Debt waivers	-	600,600	324,335
Interest	-	95,759	20,000
Total stock based compensation	$ -	$ 4,364,827	$ 753,335

Common Shares

The holders of Common Stock have one vote per share on all matters (including election of Directors) without provisions for cumulative voting. The Common Stock is not redeemable and has no conversion or preemptive rights.

In the event of liquidation of the Company, the holders of Common Stock will share equally in any balance of the Company's assets available for distribution to them after satisfaction of creditors and the holders of the Company's preferred securities. The Company may pay dividends, in cash or in securities or other property, when and as declared by the Board of Directors from assets legally available. To date, the Company has not declared or paid dividends on its Common Stock.

On May 31, 2013, the Company effectuated a 1-for-60 reverse split.

Stock Issued

During November 2012, the Company entered into a Consulting Agreement with Ajene Watson, LLC, a Florida limited liability company. The agreement calls for 10,000,000 shares of the Company's common stock to be issued as consideration. As the common stock was issued at below the Company's market price at the date of grant ($0.041), the Company recorded consulting expense relating to the estimated value of these shares of approximately $409,000.

During December 2012, the Company issued Clio General, SA 1,700,000 shares of the Company's common stock as a result of a conversion request. As the common stock was issued at below the Company's market price at the date of grant ($0.192), the Company recorded an expense relating to the estimated value of these shares of approximately $326,300.

During May 2013, the Company entered into a Promissory Note with George Stathos, a natural person. As an inducement, the agreement called for the Company to issue 2,000,000 shares of the Company's common stock to the note holder. As the common stock was issued at below the Company's market price at the date of grant ($0.036), the Company recorded interest expense relating to the estimated value of these shares of approximately $72,800.

During May 2013, the Company entered into a Promissory Note with Dr. Ricardo Enrique Tascon Forero, a natural person. As an inducement, the agreement called for the Company to issue 500,000 shares of the Company's common stock to the note holder. As the common stock was issued at below the Company's market price at the date of grant ($0.046), the Company recorded interest expense relating to the estimated value of these shares of approximately $23,000.

During May 2013, the issued 500,000 shares of the Company's common stock to Steven Kaldor, pursuant to a Stock Purchase Agreement. The Company received proceeds of $7,500 from the sale of the common stock.

During June 2013, the Company issued 160,000,000 shares of the Company's common stock to the shareholders of Britannia Mining Ltd. as consideration for the Merger Agreement dated October 23, 2012 (the "Merger Agreement") with the Company. The estimated value of the common stock on the date of the merger agreement was approximately $9,600,000.

During June 2013, the Company issued 17,500,000 shares of the Company's common stock to Bradley Rudman as consideration for the Merger Agreement dated October 23, 2012 (the "Merger Agreement") with the Company. As the common stock was issued at below the Company's market price at the date of grant ($0.042), the Company recorded compensation expense relating to the estimated value of these shares of approximately $734,900.

During June 2013, the Company issued 10,000,000 shares of the Company's common stock to Kenneth Roberts, the Company's CEO, pursuant to an Independent Contractor agreement. As the common stock was issued at below the Company's market price at the date of grant ($0.042), the Company recorded compensation expense relating to the estimated value of these shares of approximately $419,900.

During June 2013, the Company issued 10,000,000 shares of the Company's common stock to Nicola Newmarch, the Company's COO, pursuant to an Independent Contractor agreement. As the common stock was issued at below the Company's market price at the date of grant ($0.042), the Company recorded compensation expense relating to the estimated value of these shares of approximately $419,900.

During July 2013, the Company issued 11,250,000 shares of the Company's common stock to satisfy the Company's stock payable balance.

During July 2013, the issued 4,000,000 shares of the Company's common stock to Ashley Gore, pursuant to a Stock Purchase Agreement. The Company received proceeds of $23,400 from the sale of the common stock.

During July 2013, the issued 300,000 shares of the Company's common stock to Mark Redmond, pursuant to a Stock Purchase Agreement. The Company received proceeds of $15,500 from the sale of the common stock.

During September 2013, the Company issued Bridgewater Capital 12,000,000 shares of the Company's common stock as a result of a conversion request. As the common stock was issued at below the Company's market price at the date of grant ($0.050), the Company recorded an expense relating to the estimated value of these shares of

approximately $600,600.

During September 2013, the Company issued 750,000 shares of the Company's common stock to Steven Kaldor, pursuant to an Independent Contractor agreement. As the common stock was issued at below the Company's market price at the date of grant ($0.090), the Company recorded consulting expense relating to the estimated value of these shares of approximately $67,500.

During September 2013, the Company entered into a Consulting Agreement with Clio General SA. The agreement calls for 20,000,000 shares of the Company's common stock to be issued as consideration. As the common stock was issued at below the Company's market price at the date of grant ($0.096), the Company recorded consulting expense relating to the estimated value of these shares of approximately $1,910,000.

During October 2013, the Company issued 78,222 shares of the Company's common stock to George Hyslop, pursuant to an Independent Contractor agreement. As the common stock was issued at below the Company's market price at the date of grant ($0.0593), the Company recorded consulting expense relating to the estimated value of these shares of approximately $4,600.

During October 2013, the Company issued 71,111 shares of the Company's common stock to Maxwell Ward, pursuant to an Independent Contractor agreement. As the common stock was issued at below the Company's market price at the date of grant ($0.0593), the Company recorded consulting expense relating to the estimated value of these shares of approximately $4,200.

During October 2013, the Company issued 125,000 shares of the Company's common stock to Marilyn Dvorkin, pursuant to an Independent Contractor agreement. As the common stock was issued at below the Company's market price at the date of grant ($0.0593), the Company recorded consulting expense relating to the estimated value of these shares of approximately $7,400.

During February 2014, the Company issued 866,667 shares of the Company's common stock in exchange for the extinguishment of the convertible promissory note agreement with Heritage Corporate Services, Inc. in the principal amount of $52,000.

During February 2014, the Company issued 750,000 shares of the Company's common stock in exchange for the extinguishment of the convertible promissory note agreement with I Business Media Group LLC in the principal amount of $45,000.

During March 2014, the Company issued Bridgewater Capital Ltd. 10,000,000 shares of the Company's common stock as a result of a conversion request. As the common stock was issued at below the Company's market price at the date of grant ($0.0849), the Company recorded an expense relating to the estimated value of these shares of approximately $842,000.

During March 2014, the Company issued 355,556 shares of the Company's common stock to Anglo Pacific Minerals HK, pursuant to an Independent Contractor agreement. As the common stock was issued at below the Company's market price at the date of grant ($0.0849), the Company recorded consulting expense relating to the estimated value of these shares of approximately $30,200.

During March 2014, the issued 101,212 shares of the Company's common stock to David Gant, pursuant to a Stock Purchase Agreement.

During April 2014, the Company issued 1,000,000 shares of the Company's common stock to Conrad Williams pursuant to an Independent Contractor agreement. As the common stock was issued at below the Company's market price at the date of grant ($0.0849), the Company recorded consulting expense relating to the estimated value of these shares of approximately $84,900.

During April 2014, the issued 500,000 shares of the Company's common stock to Dr. Ricardo Enrique Tascon, pursuant to an Independent Contractor agreement. As the common stock was issued at below the Company's market price at the date of grant ($0.0849), the Company recorded consulting expense relating to the estimated value of these shares of approximately $42,450.

During April 2014, the Company issued 500,000 shares of the Company's common stock to Ajmal Nasir, pursuant to an Independent Contractor agreement. As the common stock was issued at below the Company's market price at

the date of grant ($0.0849), the Company recorded consulting expense relating to the estimated value of these shares of approximately $42,450.

During September 2014, the Company entered into an agreement to issue 500,000 shares of the Company's common stock with a contract value of $15,000 to Kelly Donovan, pursuant to an Independent Contractor agreement. As the stock was not issued prior to September 30, 2014, the Company recorded a stock payable liability.

During September 2014, the Company entered into an agreement to issue 500,000 shares of the Company's common stock with a contract value of $15,000 to Dr. Ricardo Enrique Tascon, pursuant to an Independent Contractor agreement. As the stock was not issued prior to September 30, 2014, the Company recorded a stock payable liability.

During September 2014, the issued 1,000,000 shares of the Company's common stock to Leo Malim for $40,000, pursuant to a Stock Purchase Agreement.

Designation of Super Voting Preferred Stock

On December 19, 2012, the Company filed an amendment to the Company's Articles of Incorporation, as amended (the "Articles of Incorporation"), in the form of a Certificate of Designation that authorized the issuance of up to one million (1,000,000) shares of a new series of preferred stock, par value $0.001 per share, designated "Series A Super Voting Preferred Stock," for which the board of directors established the rights, preferences and limitations thereof.

Each holder of outstanding shares of Series A Super Voting Preferred Stock shall be entitled to one thousand (1,000) votes for each share of Series A Super Voting Preferred Stock held on the record date for the determination of stockholders entitled to vote at each meeting of stockholders of the Company.

The holders of the Series A Super Voting Preferred Stock shall not be entitled to receive dividends paid on the Company's common stock.

Upon liquidation, dissolution and winding up of the affairs of the Company, whether voluntary or involuntary, the holders of the Series A Super Voting Preferred Stock shall not be entitled to receive out of the assets of the Company, whether from capital or earnings available for distribution, any amounts which will be otherwise available to and distributed to the common shareholders.

The shares of the Series A Super Voting Preferred Stock will not be convertible into the shares of the Company's common stock.

Stock Issued

During December 2012, the Company issued 1,000,000 shares of Company's preferred stock to Bradley Rudman.

Warrants

The following represents a summary of warrants outstanding at September 30, 2014 and changes during the years then ended:

	Warrants	Weighted Average Exercise Price
Outstanding, January 1, 2012	43,600,000	0.0025
Granted	13,000,000	0.00035
Exercised	-	-

Expired / Forfeited	-	-
Outstanding, December 31, 2012	56,600,000	0.0020
Granted	1,000,000	0.0010
Exercised	-	-
Expired / Forfeited	-	-
Outstanding, December 31, 2013	57,600,000	0.0019
Granted	28,500,000	0.0010
Exercised	-	-
Expired / Forfeited	-	-
Outstanding, September 30, 2014	86,100,000	0.0017
Exercisable at September 30, 2014	86,100,000	0.0017

Authorized Capital Stock

On February 28, 2013, the Board of Directors of the Company authorized the amendment of its Articles of Incorporation to amend its authorized shares to the following:

	Number of authorized shares
Preferred Stock	1,000,000
Common stock	600,000,000
Total authorized shares	601,000,000

NOTE 6 – RELATED PARTY TRANSACTIONS

During 2008 through 2013, the Company received advances from affiliated companies to support the Company's continuing operations. The advances are non-interest bearing and have no set maturity date. As of September 30, 2014 and December 31, 2013 and 2012, the Company's unpaid advances were approximately $183,000, $138,000 and $138,000 respectively.

NOTE 7 – CONTINGENCIES

In the opinion of management, there are no legal proceedings pending or threatened, or judgments entered against the Company or any of our directors or officers in their capacity as such requiring recognition or disclosure as a loss contingency.

NOTE 8 – SUBSEQUENT EVENTS

The Company evaluated all events and transactions that occurred from the balance sheet date of September 30, 2014 through the financial statements issue date. During this period, there were no events or transactions occurring which require recognition or disclosure in the financial statements.

[end of report]