CTGX MINING INC.

A State of Florida Corporation

Annual Disclosure Statement
For the
Year Ended
December 31, 2014

GENERAL CONSIDERATIONS

Information required for compliance with the provisions of OTC Markets Inc. Pink Sheet Guidelines for Providing Adequate Current Information

We want to provide more meaningful and useful information. This Initial Disclosure 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 XVI. Management's Discussion and Analysis or Plan of Operation". 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 Disclosure Statement.

The following information is furnished by CTGX Mining Inc., a corporation organized under the laws of the State of Florida (hereinafter referred to as "Issuer"), for the purpose of providing current information to broker-dealers, which may trade in the securities of the Issuer, in compliance the Rule 15c2-11(a) (5) of the Securities Exchange Act of 1934, as amended

PART A GENERAL COMPANY INFORMATION

ITEM I: NAME OF ISSUER AND ITS PREDECESSORS

The exact name of the Issuer is CTGX Mining Inc. (the "Company" or "CTGX Mining"). The Issuer was incorporated in Delaware on September 9, 1986 under the name "Superior Growth Inc." During January 1989, the Company changed its name to "SK Technologies Corp. During June 2004, the Company changed its name to Cirilium Holdings Inc.". On January 9, 2007, the Company changed its state of domicile from the State of Delaware to the State of Florida. During February 2007, the Company changed its name to "Cambridge Park Limited Inc." During April 2008, the Company changed its name to "Family Entertainment Corp." During September 2008, the Company changed its name to Airborne Security & Protective Services Inc."

During September 2009, the Company changed its name to "Harbor Brewing Company, Inc.". After August 2009, the Company was involved in the business of owning and operating brewing and baking assets. The Company acquired Sackets Harbor Brewing Company in August 2009. And in September 2009, the Corporation acquired Alteri Bakery.

On October 26, 2012, there was a change in control resulting from a stock purchase agreement dated October 26, 2012 (the "Stock Purchase Agreement"), between North Country and Chancellor Investment Ltd. ("Chancellor Investment"). In accordance with the terms and provisions of the Stock Purchase Agreement, North Country sold to Chancellor Investment an aggregate 25,000,000 shares of restricted common stock (representing 92.5% of the total issued and outstanding shares of common stock), one share of Series A preferred stock (representing 100% of the total issued and outstanding shares of Series A preferred stock), and 100,000 shares of Series B preferred stock (representing 100% of the total issued and outstanding shares of Series B preferred stock).

During January 2013, the Company changed its name to "CTGX Mining Inc."

ITEM 2: ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICE

1015 G Waterwood Parkway
Suite O-2
Edmund, Oklahoma 73034

Telephone No. 405-330-1645
Website: www.chancellormining.com/www.ctgxmining.com
Email: info@ctgxmining.com

ITEM 3: SECURITY INFORMATION

A. Par or Stated Value for each class of Securities: **CS1- 0.00010**

Security Symbol:	CHCX
CUSIP Number:	12646Y 100
Common Stock:	250,000,000 shares authorized, par value $0.0001
Preferred Stock:	See below- no cusip number for the preferred shares.

B. Number of shares or total amount of securities outstanding for each class of securities outstanding:

Period end date: December 31, 2014

Authorized Shares: 250,000,000 Common Shares, **n/a** Preferred Shares

Outstanding Shares: 45,636,968 Common Shares, **n/a** Preferred Shares

Public Float: 2,017,116

Number of Beneficial Shareholders: 205

Total number of Registered Shareholders: 705

(The Company's outstanding shares of this filing is: **45,636,968**

Period end date: June 30, 2014

Authorized Shares: 250,000,000 Common Shares, **n/a** Preferred Shares

Outstanding Shares: 27,074,968 Common Shares, **n/a** Preferred Shares

Public Float: 2,017,116

Number of Beneficial Shareholders: 156

Total number of Registered Shareholders: 655

(The Company's outstanding shares of this filing date of May 8, 2014is: **27,074,968**

Period end date: December 31, 2013

Authorized Shares: 250,000,000 Common Shares, **n/a** Preferred Shares

Outstanding Shares: 27,074,968 Common Shares, **n/a** Preferred Shares

Public Float: 2,017,116

Number of Beneficial Shareholders: 156

Total number of Registered Shareholders: 655

Period end date: December 31, 2012

Authorized Shares: 250,000,000 Common Shares, **n/a** Preferred Shares

Outstanding Shares: 74,910 Common Shares, **n/a** Preferred Shares

Public Float: 17,116

Number of Beneficial Shareholders: *201*

Total number of Registered Shareholders: 650

Common Stock

250,000,000 shares authorized, par value, $0.0001

45,636,968 shares of common stock issued and outstanding.

Preferred Stock

50,000,000 shares authorized

Series A voting preferred stock, par value $0.0001

1 shares issued and outstanding.

Number of Shares; Stated Value and Dividends. The Company hereby designates one (1) share of the authorized shares of preferred stock as Series A Preferred Stock. The stated value of the Series A Preferred Stock shall be no par value. The holder of share of Series A Preferred Stock shall not be entitled to receive dividends.

Liquidation Preference. In the event of any liquidation, dissolution or winding up of this Company, either voluntary or involuntary, the holder of Series A Preferred Stock may at his sole option elect to receive, prior and in preference to any distribution of any of the assets of this Company to the holders of common stock by reason of their ownership thereof, an amount per share equal to $0.001 for the outstanding share of Series A Preferred Stock. Upon the completion of this distribution and any other distribution that may be required with respect to series of preferred stock of this Company that may from time to time come into existence, if assets remain in this Company the holders of the common stock of this Company shall receive all of the remaining assets of this Company. For purposes of this Section 2, a liquidation, dissolution or winding up of this Company shall be deemed to be occasioned by, or to include, (i) the acquisition of the Company by another entity by means of any transaction or series of related transactions including, without limitation, any reorganization, or merger.

Series B voting preferred stock, par value $0.0001

100,000 shares issued and outstanding

Designation and Amount. The shares of such series shall be designated as "Series B Convertible Preferred Stock" and the number of shares constituting such series shall be 100,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, however, that no decrease shall reduce the number of shares of Series B Convertible Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Company convertible into Series B Convertible Preferred Stock.

Voting. The holders of the Series B Preferred Stock shall have the following voting rights: Each share of Series B Preferred Stock shall entitle the holder thereof, on all matters submitted to a vote of the stockholders of the Company, to that number of votes as shall be equal to the aggregate number of shares of Common Stock into which such holder's shares of Series B Preferred Stock are convertible on the record date for the stockholder action.

Dividends. In the event that the Company's Board of Directors declares a dividend payable to holders of any class of stock, each holder of shares of Series B Preferred Stock shall be entitled to receive a dividend equal in amount and kind to that payable to the holder of the number of shares of the Company's Common Stock into which that holder's Series B Preferred Stock could be converted on the record date for the dividend.

Liquidation. Upon the liquidation, dissolution and winding up of the Company, the holders of the Series B Preferred Stock shall be entitled to receive in cash out of the assets of the Company, whether from capital or from earnings available for distribution to its stockholders, before any amount shall be paid to the holders of Common Stock but after payment of distributions payable to the holders of the Series A Preferred Stock, the sum of one tenth of One Cent ($0.001) per share, after which the holders of Series B Preferred Stock shall share in the distribution with the holders of the Common Stock on a pari passu basis, except that in determining the appropriate distribution of available cash among the shareholders, each share of Series B Preferred Stock shall be deemed to have been converted into the number of shares of the Company's Common Stock into which that holder's Series B Preferred Stock could be converted on the record date for the distribution.

Conversion. Subject to and in compliance with the provisions of this Section 5, any shares of Series B Preferred Stock may, at any time, at the option of the holder thereof, be converted into fully paid and non-assessable shares of Common Stock (a "Conversion"). The number of shares of Common Stock to which a holder of Series B Preferred Stock shall be entitled upon the Conversion shall equal the sum of (a) the product obtained by (A) multiplying the number of Fully-Diluted Common Shares by nine (9), then (B) multiplying the result by a fraction, the numerator of which will be the number of shares of Series B Preferred Stock being converted and the denominator of which will be the number of issued and outstanding shares of Series B Preferred Stock, less (b) the number of shares of Common Stock beneficially owned by the holder prior to the Conversion, including Common Stock issuable on conversion of any convertible securities beneficially owned by the holder. The term "Fully-Diluted Common Shares" means the sum of the outstanding Common Stock plus all shares of Common Stock that would be outstanding if all securities that could be converted into Common Stock without additional consideration were converted on the Conversion Date, but shall not include Common Stock issuable on conversion of the Series B Preferred Stock.

(i) Conversion Notice. The holder of a share of Series B Preferred Stock ("Holder") may exercise its conversion right by giving a written conversion notice (the "Conversion Notice") (A) by facsimile to the Company confirmed by a telephone call or (B) by overnight delivery service, with a copy by facsimile to the Corporation's transfer agent for its Common Stock, as designated by the Corporation from time to time (the "Transfer Agent") and to its counsel, as designated by the Company from time to time. If such conversion will result in the conversion of all of the Holder's Series B Preferred Stock, the Holder shall also surrender the certificate for its Series B Preferred Stock to the Company at its principal office (or such other office or agency of the Corporation which it may designate by notice in writing to the Holder) at any time during its usual business hours on the date set forth in the Conversion Notice.

(ii) Issuance of Certificates; Time Conversion Effected.
A. Promptly, but in no event more than three (3) "Trading Days," (defined herein as a day on which the New York Stock Exchange is open for the trading of securities) after the receipt of the Conversion Notice referred to in Subsection 5 (i) and surrender of the Series B Preferred Stock certificate (if required), the Company shall issue and

deliver, or the Company shall cause to be issued and delivered to the Holder, registered in such name or names as the Holder may direct, a certificate or certificates for the number of whole shares of Common Stock into which the Series B Preferred Stock has been converted. In the alternative, if the Company's Transfer Agent is a participant in the electronic book transfer program, the Transfer Agent shall credit such aggregate number of shares of Common Stock to which the Holder shall be entitled to the Holder's or its designee's balance account with The Depository Trust Corporation. Such Conversion shall be deemed to have been effected, and the "Conversion Date" shall be deemed to have occurred, on the date on which such Conversion Notice shall have been received by the Company and at the time specified stated in such Conversion Notice, which must be during the calendar day of such notice. The rights of the Holder of the Series B Preferred Stock shall cease, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such Conversion shall be deemed to have become the holder or holders of record of the shares represented thereby, on the Conversion Date. Issuance of shares of Common Stock issuable upon conversion that are requested to be registered in a name other than that of the registered Holder shall be subject to compliance with all applicable federal and state securities laws.

B. The Company understands that a delay in the issuance of the shares of Common Stock beyond three (3) Trading Days after the Conversion Date could result in economic loss to the Holder of the Series B Preferred Stock. As compensation to the Holder for such loss, the Company agrees to pay the Holder's actual losses occasioned by any "buy-in" of Common Stock necessitated by such late delivery. Furthermore, in addition to any other remedies that may be available to the Holder, if the Company fails for any reason to effect delivery of such shares of Common Stock within five (5) Trading Days after the Conversion Date, the Holder will be entitled to revoke the relevant Conversion Notice by delivering a notice to such effect to the Company. Upon delivery of such notice of revocation, the Company and the Holder shall each be restored to their respective positions immediately prior to delivery of such Conversion Notice, except that the Holder shall retain the right to receive the actual cost of any "buy-in."

(iii) Fractional Shares. The Company shall not, nor shall it cause the Transfer Agent to, issue any fraction of a share of Common Stock upon any Conversion. All shares of Common Stock (including fractions thereof) issuable upon a Conversion of shares of Series B Preferred Stock by the Holder shall be aggregated for purposes of determining whether the Conversion would result in the issuance of a fraction of a share of Common Stock. If, after such aggregation, the issuance would result in the issuance of a fraction of a share of Common Stock, the Company shall round, or cause the Transfer Agent to round, such fraction of a share of Common Stock up to the nearest whole share.

(iv) Reorganization, Reclassification, Consolidation, Merger or Sale. Any recapitalization, reorganization, reclassification, consolidation, merger, sale of all or substantially all of the Company's assets or other transaction which is effected in such a way that holders of Common Stock are entitled to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock is referred to herein as an "Organic Change." Prior to the consummation of any Organic Change, the Company will make appropriate provision (in form and substance reasonably satisfactory to the Holder) to insure that the Holder will thereafter have the right to acquire and receive in lieu of or in addition to (as the case may be) the shares of Common Stock otherwise acquirable and receivable upon the conversion of its Series B Preferred Stock, such shares of stock, securities or assets as would have been issued or payable in such Organic Change with respect to or in exchange for the number of shares of Common Stock that would have been acquirable and receivable had this Series B Preferred Stock been converted into shares of Common Stock immediately prior to such Organic Change (without taking into account any limitations or restrictions on the timing of conversions). In any such case, the Company will make appropriate provision (in form and substance reasonably satisfactory to the Holder) with respect to the Holder's rights and interests to insure that the provisions of this Section 5 (iv) will thereafter be applicable to the Series B Preferred Stock. The Company will not effect any such consolidation, merger or sale, unless prior to the consummation thereof, the successor entity (if other than the Company) resulting from consolidation or merger or the entity purchasing such assets assumes, by written instrument (in form and substance reasonably satisfactory to the holders of a more than sixty-six and two-thirds percent (66-2/3%) of Series B Preferred Stock then outstanding), the obligation to deliver to each holder of Series B Preferred Stock such shares of stock, securities or assets as, in accordance with the foregoing provisions, such holder may be entitled to acquire.

Vote to Change the Terms of or Issue Series B Preferred Stock. The affirmative vote at a meeting duly called for such purpose, or the written consent without a meeting, of the holders of not less than sixty-six and two-thirds percent (66 2/3%) of the then outstanding shares of Series B Preferred Stock shall be required for (i) any change to the Company's Certificate of Incorporation that would amend, alter, change or repeal any of the preferences,

limitations or relative rights of the Series B Preferred Stock, or (ii) any issuance of additional shares of Series B Preferred Stock.

Notices. In case at any time:

(i) the Company shall declare any dividend upon its Common Stock payable in cash or stock or make any other pro rata distribution to the holders of its Common Stock; or

(ii) the Company shall offer for subscription pro rata to the holders of its Common Stock any additional shares of stock of any class or other rights; or

The Company may deem the person in whose name shares of Series B Preferred Stock shall be registered upon the registry books of the Company to be, and may treat him as, the absolute owner of the Series B Preferred Stock for the purposes of conversion or redemption and for all other purposes, and the Company shall not be affected by any notice to the contrary. All such payments and such conversion shall be valid and effective to satisfy and discharge the liabilities arising hereunder to the extent of the sum or sums so paid or the conversion so made.

(iii) there shall be any Organic Change;

then, in any one or more of such cases, the Company shall give, by first class mail, postage prepaid, or by facsimile or by recognized overnight delivery service to non U.S. residents, addressed to the Registered Holders of the Series B Preferred Stock at the address of each such Holder as shown on the books of the Company, (i) at least twenty (20) Trading Days' prior written notice of the date on which the books of the Company shall close or a record shall be taken for such dividend, distribution or subscription rights or for determining rights to vote in respect of any such Organic Change and (ii) in the case of any such Organic Change, at least twenty (20) Trading Days' prior written notice of the date when the same shall take place. Such notice in accordance with the foregoing clause (i) shall also specify, in the case of any such dividend, distribution or subscription rights, the date on which the holders of Common Stock shall be entitled thereto, and such notice in accordance with clause (ii) shall also specify the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon such Organic Change.

Section 8. Record Owner. The Company may deem the person in whose name shares of Series B Preferred Stock shall be registered upon the registry books of the Corporation to be, and may treat him as, the absolute owner of the Series B Preferred Stock for the purposes of conversion or redemption and for all other purposes, and the Corporation shall not be affected by any notice to the contrary. All such payments and such conversion shall be valid and effective to satisfy and discharge the liabilities arising hereunder to the extent of the sum or sums so paid or the conversion so made.

Series C voting preferred stock, par value $0.0001

-0- shares issued and outstanding

There were previously 800,000 shares of Series C preferred stock issued and outstanding. These shares were cancelled in accordance with the terms and provisions of the Stock Purchase Agreement as discussed below.

Designation and Amount. The shares of such series shall be designated as "Series C Convertible Preferred Stock" and the number of shares constituting such series shall be 1,250,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, however, that no decrease shall reduce the number of shares of Series C Convertible Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Corporation convertible into Series C Convertible Preferred Stock.

Dividends and Distributions. (A) Ordinary Dividends. In the event the Company declares a dividend payable to holders of any class of stock, the holder of each share of Series C Convertible Preferred Stock shall be entitled to receive a dividend equal in amount and kind to that payable to the holder of the number of shares of the Company's Common Stock into which that holder's Series C Convertible Preferred Stock could be converted on the record date for the dividend. (B) Liquidation. Upon the liquidation, dissolution and winding up of the Corporation, the holders of the Series C Convertible Preferred Stock shall be entitled to receive in cash out of the assets of the Corporation, whether from capital or from earnings available for distribution to its stockholders, after satisfaction of any preferential distribution due to the holders of the Series A or Series B preferred stock, but before any amount shall be paid to the holders of common stock, the sum of Five Dollars ($5.00) per share (the "Liquidation Preference Per

Share"), after which the holders of Series C Convertible Preferred Stock shall have no share in the distribution.

Voting Rights. The holders of shares of Series C Convertible Preferred Stock shall have the following voting rights: Each share of Series C Convertible Preferred Stock shall entitle the holder thereof to cast on all matters submitted to a vote of the stockholders of the Company that number of votes which equals the number of shares of Common Stock into which such holder's shares of Series C Convertible Preferred Stock are convertible on the record date for the stockholder action, as determined under Section 7 and Section 7.5 hereof.

Reacquired Shares. Any shares of Series C Convertible Preferred Stock purchased or otherwise acquired by the Company in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

Voting on Amendment. The Certificate of Incorporation of the Company shall not be further amended, nor shall any resolution of the directors be adopted that in any manner would materially alter or change the powers, preferences or special rights of the Series C Convertible Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least seventy-five percent of the outstanding shares of Series C Convertible Preferred Stock, voting together as a single class.

No Impairment. The Company will not, by amendment of its Certificate of Incorporation or adoption of a directors' resolution or by any other means or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all times in good faith assist in the carrying out of all the provisions of this Certificate of Designation and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holder of the Series C Convertible Preferred Stock against impairment.

Conversion. Subject to and in compliance with the provisions of this Section 7, any shares of Series C Convertible Preferred Stock may, at any time, at the option of the holder, be converted into fully paid and nonassessable shares of Common Stock (a "Conversion"). The number of shares of Common Stock to which a holder of Series C Convertible Preferred Stock shall be entitled upon a Conversion shall equal the quotient obtained by dividing (a) the aggregate Liquidation Preference Per Share of the shares of Series C Convertible Preferred Stock being converted by (b) the Conversion Rate. The Conversion Rate shall equal eighty-five percent (85%) of the average of the Closing Prices on five (5) Trading Days immediately preceding the Conversion Date. For this purpose, "Closing Price" shall mean the last sale price reported on the OTC Bulletin Board (or the closing high bid price, if the Common Stock ceases to be quoted on the OTC Bulletin Board). For this purpose, "Trading Day" shall mean any day during which the New York Stock Exchange shall be open for business. By way of example: if on October 16, 2011 the Holder gives to the Corporation a Conversion Notice with respect to 200 shares of Series C Convertible Preferred Stock, and the last sale prices on October 8,9,10,14 and 15 are $.20, $.22, $.18, $.26 and $.24 respectively, then the Conversion Rate will be $.187, and the number of shares of common stock issuable to the Holder will be 1000 (i.e. 200 x 5) divided by 0.187, or 5,375.

Conversion Notice. The Holder of a share of Series C Convertible Preferred Stock may exercise his conversion right by giving a written conversion notice (the "Conversion Notice") (x) by facsimile to the Company confirmed by a telephone call or (y) by overnight delivery service, with a copy by facsimile to the Corporation's legal counsel, as designated by the Corporation from time to time. If such conversion will result in the conversion of all of such Holder's Series C Convertible Preferred Stock, the Holder shall also surrender the certificate for the Series C Convertible Preferred Stock to the Company at its principal office (or such other office or agency of the Company may designate by notice in writing to the Holder) at any time during its usual business hours on the date set forth in the Conversion Notice.

Issuance of Certificates; Time Conversion Effected. Promptly, but in no event more than five (5) Trading Days, after the receipt of the Conversion Notice referred to in Subsection 7.1 and surrender of the Series C Convertible Preferred Stock certificate (if required), the Company shall issue and deliver, or the Company shall cause to be issued and delivered, to the Holder, registered in such name or names as the Holder may direct, a certificate or certificates for the number of whole shares of Common Stock into which the Series C Convertible Preferred Stock has been converted. In the alternative, if the Company's Transfer Agent is a participant in the electronic book transfer program, the Transfer Agent shall credit such aggregate number of shares of Common Stock to which the Holder shall be entitled to the Holder's or its designee's balance account with The Depository Trust Corporation.

Such conversion shall be deemed to have been effected, and the "Conversion Date" shall be deemed to have occurred, on the date on which such Conversion Notice shall have been received by the Corporation and at the time specified in such Conversion Notice, which must be during the calendar day of such notice. The rights of the Holder of the Series C Convertible Preferred Stock shall cease, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares represented thereby, on the Conversion Date. Issuance of shares of Common Stock issuable upon conversion that are requested to be registered in a name other than that of the registered Holder shall be subject to compliance with all applicable federal and state securities laws.

Fractional Shares. The Corporation shall not, nor shall it cause the Transfer Agent to, issue any fraction of a share of Common Stock upon any conversion. All shares of Common Stock (including fractions thereof) issuable upon conversion of shares of Series C Convertible Preferred Stock by the Holder shall be aggregated for purposes of determining whether the conversion would result in the issuance of a fraction of a share of Common Stock. If, after such aggregation, the issuance would result in the issuance of a fraction of a share of Common Stock, the Corporation shall round, or cause the Transfer Agent to round, such fraction of a share of Common Stock up to the nearest whole share.

Reorganization, Reclassification, Consolidation, Merger or Sale. Any recapitalization, reorganization, reclassification, consolidation, merger, sale of all or substantially all of the Company's assets or other transaction which is effected in such a way that holders of Common Stock are entitled to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock is referred to herein as an "Organic Change." Prior to the consummation of any Organic Change, the Company will make appropriate provision (in form and substance reasonably satisfactory to the Holder) to insure that the Holder will thereafter have the right to acquire and receive in lieu of or in addition to (as the case may be) the shares of Common Stock otherwise acquirable and receivable upon the conversion of this Series C Convertible Preferred Stock, such shares of stock, securities or assets as would have been issued or payable in such Organic Change with respect to or in exchange for the number of shares of Common Stock that would have been acquirable and receivable had this Series C Convertible Preferred Stock been converted into shares of Common Stock immediately prior to such Organic Change (without taking into account any limitations or restrictions on the timing of conversions). In any such case, the Company will make appropriate provision (in form and substance reasonably satisfactory to the Holder) with respect to the Holder's rights and interests to insure that the provisions of this Section 7.4 will thereafter be applicable to the Series C Convertible Preferred Stock. The Company will not effect any such consolidation, merger or sale, unless prior to the consummation thereof, the successor entity (if other than the Corporation) resulting from consolidation or merger or the entity purchasing such assets assumes, by written instrument (in form and substance reasonably satisfactory to the holders of a more than sixty-six and two-thirds percent (66-2/3%) of Series C Convertible Preferred Stock then outstanding), the obligation to deliver to each holder of Series C Convertible Preferred Stock such shares of stock, securities or assets as, in accordance with the foregoing provisions, such holder may be entitled to acquire.

Limitations on Conversions. The Company shall not effect any conversion of shares of Series C Convertible Preferred Stock and the Holder shall not have the right to convert any shares of Series C Convertible Preferred to the extent that after giving effect to such conversion, the Holder together with any affiliate thereof, would beneficially own (as determined in accordance with Section 13(d) of the Exchange Act and the rules promulgated thereunder) in excess of 4.99% of the shares of Common Stock outstanding immediately after giving effect to such conversion. The provisions of this Section may be waived by a Holder (but only as to himself and not any other Holder) upon not less than 65 days prior notice to the Company. Other Holders shall be unaffected by any such waiver.

Section 8. Notices of Record Date. Upon (i) any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (ii) any sale of the Company, capital reorganization of the Company, any reclassification or recapitalization of the capital stock of the Company, or any voluntary or involuntary dissolution, liquidation or winding up of the Company, the Company shall mail to each holder of Series C Convertible Preferred Stock at least twenty (20) days prior to the record date specified therein a notice specifying (A) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (B) the date on which any such sale of the Company, reorganization, reclassification, recapitalization, dissolution, liquidation or winding up is expected to become effective, and (C) the date, if any, that is to be fixed as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such sale of the Company, reorganization,

reclassification, recapitalization, dissolution, liquidation or winding up.

Notices. Any notice required by the provisions of this Certificate of Designation shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) three (3) days after having been sent by regular mail, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

Transfer Agent

Pacific Stock Transfer
4045 South Spencer Street
Suite 403
Las Vegas, Nevada 89119
Web: www.pacificstocktransfer.com

E-mail: info@pacificstocktransfer.com

Pacific Stock Transfer is registered under the Exchange Act. The regulatory authority of this transfer agent is the Securities and Exchange Commission.

List any restriction on the transfer of security
None.

Describe any trading suspension orders issued by the SEC in the past twelve months

There have been no trading suspension orders issued by the Securities and Exchange Commission in the past twelve months.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off or reorganization either currently anticipated or that occurred within the past twelve months

Stock Purchase Agreement

On October 26, 2012, there was a change in control resulting from a stock purchase agreement dated October 26, 2012 (the "Stock Purchase Agreement"), between North Country and Chancellor Investment Ltd. ("Chancellor Investment") In accordance with the terms and provisions of the Stock Purchase Agreement, North Country sold to Chancellor Investment an aggregate 25,000,000 shares of restricted common stock (representing 92.5% of the total issued and outstanding shares of common stock), one share of Series A preferred stock (representing 100% of the total issued and outstanding shares of Series A preferred stock), and 100,000 shares of Series B preferred stock (representing 100% of the total issued and outstanding shares of Series B preferred stock).

ITEM 4: ISSUANCE HISTORY

List below any events, in chronological order, that resulted in changes in total shares outstanding by the Issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all share or any other securities or options to acquire such securities issued for services, describing (1) the securities; (2) the persons or entities to whom such securities were issued, and (3) the services provided by such persons or entities:

All shares issued as described in paragraphs (a) through (g) were issued post Reverse Stock Split.

(a) During the fourth quarter ended December 31, 2014 and to current date, the Company issued 18,562,000 shares of its capital stock.

(b) During the third quarter ended September 30, 2014 and to current date, the Company did not issue any shares of its capital stock.

(c) During the second quarter ended June 30, 2014 the Company did not issue any shares of its capital stock.

(d) During the first quarter ended March 31, 2014 and to current date, the Company did not issue any shares of its capital stock.

(e) During fiscal year ended December 31, 2013, the Company did not issue any shares of its capital stock.

(f) During fiscal year ended December 31, 2012, the Company did not issue any shares of its capital stock.

(g) During fiscal year ended December 31, 2011, the Company issued: (i) 25,000,000 shares of its restricted common stock at a per share price of $0.001 to a related party for debt settlement in the amount of $25,000; and (ii) 2,000,000 shares of its restricted common stock at a per share price of $0.001 to an unrelated third party for debt settlement in the amount of $10,000.00

ITEM 5. FINANCIAL STATEMENTS

(i) The following Annual financial statements are incorporated by reference.

- Balance Sheet for December 31, 2014 and 2013
- Statement of Income for the year ended December 31, 2014 and 2013
- Statement of changes in stockholders' equity as of December 31, 2014 and 2013
- Statement of cash flows for the year ended December 31, 2014 and 2013
- Financial Notes as of December 31, 2014

ITEM 6. DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES

In accordance with the terms and provisions of the Stock Purchase Agreement, management and control of the Company changed. The Company is controlled by Chancellor Investments Ltd., a Nevada corporation, which owns 94% of the issued and outstanding stock of the Company.

As of the date of this Disclosure Statement, the Company is a mining corporation organized under the laws of the State of Florida, with international mining operations. The Company's mining focuses on gold, silver, lithium and other valuable ores and rare earth elements using the latest in technological advancements & equipment to maximize the efficiency and effectiveness of its operations. The Company believes that by using these technological advancements and equipment in its mining operations, it will assist in protecting the environment and supporting the local, indigenous populations at each of its project sites to improve quality of life. The Company intends to use this strategy to create long-term sustainability, growth, and profits for the Company and its shareholders.

Chancellor Mining and Minerals, Mexico

The Company owns a 95% equity interest in its subsidiary, Chancellor Mining and Minerals, Mexico ("Chancellor Mining"). Chancellor Mining is a private company organized under the laws of the Republic of Mexico of which Arizona Trust II ("Arizona Trust") previously held of record the 95% equity interest. Chancellor Mining holds all right, title and interest in and to certain mining concessions in and to that certain property 22,896 hectares (approximately 56,577 acres) of land which includes and surrounds Laguna Cuitzeo located in the part of the state of Michoacan, known as Relampago II, as more fully described below. .

Contract for the Assignment of Rights

Claudia Noemi Rivas Jasso and Luis Antonio Mercado Mora (collectively, the "Assignors") and Chancellor Mining entered into that certain contract for the assignment of rights dated November 1, 2012 (the "Contract for Assignment of Rights"). The Assignors were the sole holders of the right, title and interest contained in the Mining Concession Title No. 238308 issued by the Direccion General de Minas, registered under record number 48, volume 388 of the Mining Concession Records of the Mining Public Registry in the City of Mexico regarding the mining concession entitled "Relampago 2" located in the municipalities of Copandaro, Chucandiro and Cuitzeo in the State of Michoacan (the "Mining Concession").

Stock Purchase Agreement/Note

In accordance with the terms and provisions of that certain stock purchase agreement dated October 23, 2013 (the "Chancellor Mining Stock Purchase Agreement") between John D. Deeter, trustee for Arizona Trust (the "Trustee"), and the Company: (i) Arizona Trust sold its 95% equity interest in Chancellor Mining to the Company; (ii) the Company is to pay an aggregate of $5,000,000 as evidenced by that certain promissory note dated October 24, 2013 between CTGX and Arizona Trust; and (iii) the Company shall conduct business operations on the Mining Concession and assume the duties and obligations of Chancellor under the terms and provisions of the Contract for Assignment of Rights"). Thus, as of the date of this Disclosure Statement, the Company, through its 95% equity interest in Chancellor Mining, will conduct operations on the Mining Concession, which contractual obligations under the Contract for the Assignment of Rights applicable to the Company are further discussed below.

The $5,000,000 due and owing by the Company to Arizona Trust is evidenced in that certain promissory note dated October 24, 2013 in the principal amount of $5,000,000 (the "Promissory Note"). The Promissory Note provides for accrual of 6%interest per annum and that the entire sum (including principal and interest) shall be due and payable October 24, 2016. Arizona Trust II is responsible for providing clear and clean title to CTGX.

Mexico Mining Concessions

The Company has, through its subsidiary Chancellor Mining and Minerals - Mexico, the rights to operate the Mining Concession consisting of 22,896 hectares (approximately 56,577 acres) of land that includes and surrounds Laguna Cuitzeo, a large and very shallow lake bed 50 kilometers long and averaging about eight kilometers wide in the part of the state of Michoacan where Relampago I and Relampago II are located. The Company, through its subsidiary Chancellor Mining - Mexico, will conduct operations on the Mining Concession, which is a gold, lithium and other ore mining project in Mexico. Management believes that the Mexico location and opportunity are unique because of the size of the Mining Concession and the estimate of potential reserves of gold, lithium, potassium, boron and other minerals and rare earths.

Location of Mining Property Concession

Management of the Company believes that the location of the Mining Concession is unique because of its size, 22,896 hectares (over 56,000 acres), that includes and surrounds Laguna Cuitzeo, a large, very shallow (less than two meters in the rainy season) lake bed that is 50 kilometers long, and averages about eight kilometers wide located in the northern part of the state of Michoacan. The Mining Concession is essentially a series of claims that surround the vast majority of the lake. Roads, including the National Highway, provide excellent existing access throughout the area and all the way to two commercial ports. The area also has good infrastructure—water, electricity, phone, hotels, a national airport and other services.

The lake is full of sediments containing the potential for economically significant amounts of Gold (Au), Lithium (Li), Bentonite (N/A), Boron (B), Manganese (Mn), Magnesium (Mg) and Potassium (K). Additionally, there are significant amounts of the rare earths Cerium (Ce), Lanthanum (La) and Scandium (Sc) as well as other valuable reserves such as Vanadium (V) and Strontium (Sr).

Initial exploratory work was conducted and six holes were drilled at the margins of the lake with 238 sediment samples collected. Nearly ½ ton of soil samples from around the lake bed and down to a depth of 30 meters were taken for analysis. An initial geological study and report was completed in June 2011, and a second independent study and report was completed in September 2013 which indicated that there were also substantial amounts of rare earth elements that could be made available for commercial purposes as well. The quantity and diversity of ores available (from gold and lithium to boron and many rare earths) makes this a very unusual and exciting project for the Company.

This is a virgin, open-pit type of operation where the mining will be performed utilizing the latest and most sophisticated of equipment (inclusive of wash plants, trammels, conveyor systems and excavators) to be applied to a major stockpile operation. Further exploration will be conducted by analyzing earth substrata for further subsurface water and mineral deposits using cutting edge, proven technology.

Contract for Assignment of Rights

In accordance with the terms and provisions of the Contract for Assignment of Rights, the Assignors, as holders of title to the Mining Concession, conveyed all of their respective right, title and interest in and to the Mining Concession to Chancellor Mining. The further provisions of the Assignment of Rights provide that Chancellor Mining shall conduct mining exploration work in order to determine the real potential of the mine and therefore the feasibility of the mining project. In consideration of the sale of the interest in the Mining Concession, a total payment of $816,686.36 is due and owing by Chancellor Mining to the Assignors as follows (the "Mining Concession Payment"): (i) at November 1, 2012, the amount of $180,000 is payable, which was paid by Chancellor Mining in November of 2012; (ii) $636,686.31 shall be due and owing six months from the date of the Contract for

Assignment of Rights. Payment of the Mining Concession Payment is subject to the results obtained from the exploration work. In the event the exploration results are favorable to initiate operational activities, Chancellor Mining will pay to the Assignee the Mining Concession Payment as set forth above. In the event the exploration results are not favorable and it is determined that the project is not feasible and not convenient to initiate operational activities, Chancellor shall not be obligated to pay the remaining amount of $636,686.31. Notwithstanding the Mining Concession Payment, Chancellor Mining will be liable for payment of all the rights and taxes for July 2012 through December 2013 and beyond as long as Chancellor Mining - Mexico retains title to its Mining Concession. As of the date of this Disclosure Statement, Chancellor Mining has paid an aggregate of $135,000 to the Assignors and has paid additional funds for fees, property taxes, and commission taxes.

Geological Report

An analysis and professional mineralogical scientific study was conducted by PMP Management Services Ltd. during June 2011 (the "Mining Report"). Subsequently, a second mining reserves analysis was performed in 2013 and a report titled "Cuitzeo Mining Project Summary Report on Analytical Findings" dated August 21, 2013 was prepared. In September 2013, a Geological Report Executive Summary and a Geological Detailed Report was also prepared summarizing the findings and conclusions of the August 21, 2013 technical report.

The objectives of the Mining Report were as follows: (i) present the results and interpretation of the author's independent analysis, finding, and conclusions; (ii) comment upon the relationship of the author's independent study results to those found in the previous study titled "Geological & Geochemical Prospecting in the Lagoon of Cuitzeo"; (iii) opine on the economic feasibility, potential profitability, potential size and dimensions of the project based upon the author's years of experience and expertise in the mining industry; (iv) opine on diversity of ores/minerals available for mining, the potential size of said reserves, and the commercial demand/marketability for said ores/minerals/metals to ensure not only economic feasibility but minimization of potential economic risk through multiplicity and diversification of materials available for commercial consumption.

Analytical Results

Lithium (Li) The first samples in the analysis had an average grade on the order of 528 ppm of lithium oxide. Expressed in lithium carbonate (UCO3) terms, this oxide represents more than 1350 ppm of lithium carbonate. Samples of surface salts have an average value on the order of 10fi1 ppm in lithium oxide to more than 2550 ppm of lithium carbonate. Samples of the Central and Eastern parts of the lake offer relatively high order of 500 ppm mean values or 1300 ppm of lithium carbonate.

Gold (AU) The quantitative gold results are an average figure of all samples, that tests to .6 ppm to 1 ppm, this means that there is from .6 of a gram, to 1 gram of Gold, as a trace element, in each ton of ore and the Gold in solution averages approximately .6 ppm as well which also equals about 1 gram of gold per ton.

Boron (B) values are very high in 21 samples. The average grade is 1624 ppm.

Sodium (Na) levels vary according to zones. Some of them reached 500 ppm. The average grade is over 514 ppm.

Potassium [K) levels vary depending on the areas. They are all greater than 8000 ppm. Some of them reach 73,450 ppm. The average grade is more than 50,400 ppm.

Magnesium (Mg) concentrations are relatively low, with an average value on the order of 70 ppm.

Conclusion

On the basis of these initial results of chemical analyses, the Mining Report states that it appears clear for the most part, all the lake areas contain lithium oxide. Levels vary from 514 ppm to 1550 ppm. Boron appears to also follow the same logic of distribution. The quantitative gold results are an average figure of all samples, that tests to .6 ppm to 1 ppm, this means that there is from .6 of a gram, to 1 gram of gold, as a trace element, in each ton of ore and the gold in solution averages approximately .6 ppm as well which also equals about 1 gram of gold per ton. The Mining Report recommends processing a minimum of 8,000 tons per day which equates, after all the conversions to today's approximate gold spot price at an average of $1,500/ounce, to $400,000.00 of gold production per day, for an 8 hour shift at 8,000 tons per day. The Mining Report further states that this is a minimum operational recommendation and in terms of practical reality the actual budget will determine how much additional marketable product can actually be produced. The estimates are for gold only, and revenues may be considerably more when the other ores (e.g., lithium, boron, potassium, sodium, magnesium and various rare earths) are included.

Estimation of Probable Reserves

Taking into account the outcome of analyses of polls running very favorable to the depth of 30 meters, the June 2011 Report indicated that potential reserve calculations could be:

- for Gold (AU): = 300,000.00 tons of gold element family products
- for Lithium (Li): = 2,410,995.00 tons of lithium carbonate
- for Boron {B}: = 2,898,000.00 tons of boron
- for Sodium (Na): = 90,033,615.00 tons of sodium
- for Potassium (K): = 4I,313,825.00 tons of potassium
- for Magnesium (Mg): = 126,735.00 tons of magnesium

The analysis in the Mining Report further provides that there may be additional ores available for commercial marketability purposes from the Rare Earth Elements (REEs) discovered as well.

In addition to Gold, Lithium, Boron, Potassium, Sodium and Magnesium, the Mining Report stated that the following rare earth elements also exist in the Lagoon, in amounts that are worth mining at a profit. They are: Lanthanum, Cerium, Praseodymium, Neodymium, Promethium, Samarium, Europium, Gadolinium, and Ytterbium. More information on each and their applications and marketability are contained within the report. It should also be noted that the reference estimate (from previous report) of 2 million tons of lithium ore is believed to be conservative.

Further geologic sampling and independent analysis are intended to be performed in the near future in order to reconfirm/fine tune these preliminary estimates and to also further define the estimated reserves for the various Rare Earth elements that are available as well. The plan is that at the end of the further studies, CTGX will then issue an NI 43-101 Report on the project's estimation of probable reserves. Following the completion and filing of the NI 43-101 Report a fully operational plan (including equipment, personnel, etc.) will be developed to coincide with the filing of appropriate environmental documents for approvals. In addition to these plans, another possibility CTGX Mining will be exploring is the possibility of contracting with a potential joint venture partner for 10% to 20% of the project area in order to expedite the shovel-in-the-ground process sooner.

Conclusions

The Chancellor Cuitzeo Lagoon ores are undoubtedly of unusual quantity and quality, because you not only have solid rock you are dealing with, but an almost immediate resource in the mineral rich geothermal wells. The prior study is very thorough and draws very realistic conclusions based on the consistency and level of minerals/ores found in the samples analyzed. However it should also be noted and recognized that wherein the initial study only focused on the inventory of 5-7 key minerals (e.g., Gold, Lithium, Boron, Magnesium, and Sodium), there are many additional minerals and rare earth ores (for commercial applications and marketability) contained in the reserves which will present additional and substantially more income opportunities for the mining effort. With the diversity,

quantity and commercial demand for the many different ores, minerals and other resources that this project offers, the Mining Report states that this project is truly an exciting opportunity because of its potential quantity and diversity of ores. Coupled with the cost efficiencies which can be generated from an "open pit" mining approach, CTGX's intended usage of advanced mining technology and tools hold the potential for further efficiencies and effectiveness in its operations.

Current Status of Operations

The Company is currently preparing to move forward with additional geological work and analysis that are necessary as a precursor to setting up actual mining operations. The Company is also preparing to initiate appropriate environmental studies for governmental compliance. Subsequently and prior to the start of actual mining operations, the Company intends to meet with local native stakeholders to determine priorities and cooperative working relationships with the local communities as well as state and federal government officials.

During the 3rd Quarter the company signed an M.O.U. (Memorandum of Understanding) with Aphtech Fluids, Inc. for the potential merger and acquisition of Aphtech Fluids, Inc. by CTGX Mining. Aphtech Fluids Inc. is a specialty fluids company providing high-quality, leading-edge drilling fluids to the oil & gas industry. The Company has developed a fully integrated line of chemicals, muds and other fluid products centered on its proprietary Aphron technology, to provide fully customized fluid solutions.

Aphtech's two subsidiaries, HiTech Fluids and MASI Technologies, have an extensive list of worldwide customers including Shell, Total, Encana, Devon, TAQA and numerous National Oil Companies; across fields in the Americas, North Africa, the North Sea, Europe, the Middle East and Australia.

MASI Technologies, for example, provides a proprietary, patent-protected drilling fluids system based on its Aphron technology. MASI provides the industry's only Aphron based drilling fluid system with its technology which is protected by 100+ world-wide patents. Its product portfolio includes water-based AphronICS™ and oil-based PolyphronICS™ drilling fluids systems which have been proven to be highly effective in reducing NPT, drilling costs and enhancing production.

CTGX is currently involved in its due diligence analysis of the company and its potential for growth. Results and direction will be announced by CTGX Mining during the 4th Quarter of 2014.

ITEM 7. DESCRIBE THE ISSUER'S FACILITIES

The Company leases its office space for its principal place of business at 388 Market Street, Suite 1300, San Francisco, California 94111. The lease is for a one-year period.

ITEM 8. OFFICERS, DIRECTORS AND CONTROL PERSONS

Names of Officers, Directors and Control Persons of the Company.

The Company's directors and principal executive officers are as specified on the following table. All directors hold office until the completion of their term of office, which is in one year increments, or until their successors have been elected. All officers are appointed annually by the board of directors and, subject to employment agreements (which do not currently exist), serve at the discretion of the board. Currently, our directors receive no compensation.

Name	Age	Position
Daniel Worthington	59	Chief Executive Officer and Director
Tom Brookey	64	President and Director
Terese Feltes	58	Director

Legal/Disciplinary History

There are no conflicting relationships between any of our officers or directors. For the past five years: (i) none of the officers and directors have been subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses; (ii) the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities or banking activities; (iii) a finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission or a state securities regulator of a violation of federal or state securities commodities law, which finding or judgment has not been reversed, suspended or vacated; or (iv) 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 securitiesactivities.

Beneficial Shareholders

The following table sets forth certain information regarding the beneficial ownership of our common stock as of November 1, 2013 by each person or entity known by us to be the beneficial owner of more than 5% of the outstanding shares of common stock, each of our directors and named executive officers, and all of our directors and executive officers as a group.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner	Percent of Class (1)
	Officers and Directors		
Common Stock	All directors and named executive officers as a group (2 persons)	-0- shares	
	5% or 'Greater Beneficial Owners		
Common Stock	Chancellor Investment Ltd. 641 Stonehouse Drive Napa, California 94558 Attn: Daniel Deeter	25,000,000 shares,	92.34%

Common Stock	G. Alfred Roensch, Trustee 2772 Elks Way Napa, California 94558	1,967,526 shares,	7.23%

Percentage of beneficial ownership of our common stock is based on aggregate 45,636,968 shares issued and outstanding.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. In accordance with Securities and Exchange Commission rules, shares of our common stock which may be acquired upon exercise of stock options or warrants which are currently exercisable or which become exercisable within 60 days of the date of the table are deemed beneficially owned by the optionees. Subject to community property laws, where applicable, the persons or entities named in the table above have sole voting and investment power with respect to all shares of our common stock indicated as beneficially owned by them.

ITEM 9. THIRD PARTY PROVIDERS

Not applicable.

ITEM 10. ISSUER CERTIFICATION

I, Thomas W. Maher, certify that:

1. I have reviewed this Disclosure Statement of CTGX Mining Inc.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statement were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: March 31, 2014



Thomas W. Maher, Chief Financial Officer