# GOLD MINING USA, INC.

**(An Exploration Stage Company)**

FINANCIAL STATEMENTS
(Unaudited)

For the Period Ended
March 30, 2015

## NOTICE TO READER

The accompanying financial statements for Gold Mining USA, Inc. (the "Company") for September 30, 2014, have been prepared by management in accordance with accounting principles generally accepted in the United States. These interim financial statements, which are the responsibility of management, are unaudited and have not been reviewed by auditors. However the company is in the process of beginning an audit as such the financial statements listed are subject to change as a result based on definitive findings in the audit process which is anticipated to be completed by the end of the calendar year of 2014. Management believes the financial statements are free of material misstatement and present fairly, in all material respects, the financial position of the Company as at September 30, 2014 and the results of its operations and its cash flows for the period ended June 30, 2014.

*"Maurice Byrne"*
Maurice Byrne
Director, President

**GOLD MINING USA, INC.**
**(AN EXPLORATION STAGE COMPANY)**
**BALANCE SHEETS**
**(Unaudited)**

| | March 30, 2014 | Dec 31, 2014 |
|---|---|---|
| **ASSETS** | | |
| Current Assets | | |
| Prepaid expenses | $ 15,000 | $ 3,095 |
| Total current assets | 5,500,000 | 5,500,000 |
| | $ 15,000 | $ |
| **LIABILITIES AND STOCKHOLDERS' EQUITY** | | |
| Current Liabilities | | |
| Accounts payable | $ 14,500 | $ 32,200 - |
| Due to related party | 7,500 | - |
| Convertible note payable | 21,200 | 24,900 |
| | 58,200 | 24,900 |
| | 58,200 | 24,900 |
| **Stockholders' Equity** | | |
| Series 2 preferred stock, $0.0001 par value, 100,000,000 shares authorized, 100,000 shares issued and outstanding | 10 | 10 |
| Common stock, $0.0001 par value, 200,000,000 shares authorized, 60,449,656 shares issued and outstanding on September 30, 2014 | | |
| Additional paid-in capital | | 24,948,417 |
| Common share subscription received | - | - |
| Deficit accumulated during the development stage | (6,599,440) | (6,583,258) |
| Total stockholders' equity | | 1,111,837 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | $ 30,474,658 | $ 30,474,656 |

**GOLD MINING USA, INC.**
**(AN EXPLORATION STAGE COMPANY)**
**STATEMENTS OF CASH FLOWS**
**(Unaudited)**

| | March 30, 2015 | Dec 31, 2014 |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES:** | | |
| Net loss | $ 21,200 | $ (10,000) |
| Changes in working capital | 7,500 | |
| Prepaid expenses | (15,000) | - |
| Accounts payable | 15,000 | - |
| **NET CASH USED IN OPERATING ACTIVITIES** | 7,500 | (16,782) |
| **CASH FLOWS PROVIDED BY FINANCING ACTIVITIES:** | | |
| Advances from related party | | 16,782 |
| Common share subscription received | | 25,000- |
| **NET CASH PROVIDED BY FINANCING ACTIVITIES:** | | 41,782- |
| **CASH FLOWS USED IN INVESTING ACTIVITIES:** | | |
| Acquisition of mineral mining claims | | (25,000)- |
| **NET CASH USED IN INVESTING ACTIVITIES:** | | (25,000)- |
| **NET CHANGE IN CASH** | $ - | $ (12,647) |
| Cash, beginning of period | 7,800 - | 748.00 |
| Cash, end of period | $ 788.00- | $ 22,353 |
| **SUPPLEMENTAL DISCLOSURES** | | |
| Interest paid | $ - | $ - |
| Income taxes paid | $ - | $ - |
| **NON-CASH INVESTING ACTIVITIES** | | |
| Common stock issued for debt conversion | $ | $ - |
| Debt on mineral property acquired | $ | 25,000- |
| Preferred stock issued for mineral property | $ - | $ |
| Common stock issued for mineral property | $ | $ 5,500,000 |

*See accompanying summary of accounting policies and notes to financial statements.*

**GOLD MINING USA, INC.**
**(AN EXPLORATION STAGE COMPANY)**
**STATEMENTS OF CASH FLOWS**
**(Unaudited)**

| **Period Ending** | **March 30th, 2015** | **December 31st, 2014** |
|---|---|---|
| Operating activities: | | |
| Net profit | $ | $ (1,671) |
| Adjustment to reconcile net loss to net cash provided by operations: | | |
| Changes in assets and liabilities: | | |
| Increase (increase) in Current Liabilities | $ (0) | $(3,500) |
| Net cash provided by operating activities | $7,500 | |
| Financing activities: | | |
| Proceeds from issuance of common stock | $ | $ 3,500 |
| Net cash provided by financing activities | $ | $ 3,500 $ - |
| Investing activities: | | |
| Net cash provided by investing activities | $ - | $ - |
| Net Change in cash | $ | $ |
| Cash, beginning of period | | $ 3,100 |
| Cash, end of period | $ 788.00- | $ 1,429 |
| Supplemental disclosure of cash flow information: | | |
| Cash paid during the period | | |
| Taxes | $ - | $ - |
| Interest | $ - | $ - |

**GOLD MINING USA, INC.**
**(AN EXPLORATION STAGE COMPANY)**
**NOTES TO FINANCIAL STATEMENTS**
**(Unaudited)**

## NOTE 1 - NATURE OF BUSINESS AND BASIS OF PRESENTATION

Gold Mining USA, Inc. (the "Company") was incorporated on April 28, 1995 under the laws of the state of California. In June, 2007 the Company filed Certificate of Domestication and Articles of Incorporation with the State of Florida and became governed by the laws of the state of Florida.

The Company previously pursued various business opportunities. Effective March 9, 2012 the Company changed its principal operations to acquisition, exploration and packaging of mineral properties. On March 19, 2012, the Company's name changed to Gold Mining USA, Inc. Effective March 11, 2013 the Company changed its fiscal year end to December 31. On January 13, 2013 the company did a reverse of its common and preferred shares by a ratio of 1000-1. Further, on October 10, 2013 there was a change of ownership of the company. The delivery of control block of Preferred A shares in the amount of 100 million shares post the company's reverse results in an ownership of 95% control of the company. Management was also changed at this time.

## NOTE 2 – BASIS OF PRESENTATION

Basis of Presentation

The accompanying unaudited interim financial statements of Gold Mining USA, Inc. (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America, and should be read in conjunction with the unaudited financial statements and notes for the period ended March 30th, 2015. The results of operations for interim periods are not necessarily indicative of the results expected for the future.

Recent Accounting Pronouncements

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the results of operations, financial position or cash flow.

## NOTE 3 - GOING CONCERN

The Company's financial statements have been presented on the basis that it is a going concern and Possibly contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At March 30th 2014, the Company had working capital deficit of $7,400. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of these uncertainties.

The Company is working to secure additional funds for its mineral exploration and packaging activities and to meet its obligations and working capital requirements over the next twelve months.

There are no assurances that the Company will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placement, public offerings and/or bank financing necessary to support the Company's working capital requirements. To the extent that funds generated from operations and any private placements, public offerings and/or bank financing are insufficient, the Company will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to the Company. If adequate working capital is not available the Company may be required to curtail its operations.

**NOTE 4 – MINING CLAIMS**

Gypsy Mine,
Effective January 20th 2014 the company had acquired 100% interest of the mining property for 5 million Restricted shares of the company set forth in the terms and conditions met by way of a purchase agreement. This purchase agreement has been adjusted on July 16th 2014 to reflect a 5.5 million dollar issuance in total for both the Gypsy Mine and the El Tule Mine as consideration for both properties.

**NOTE 5 - RELATED PARTY TRANSACTIONS**
During the three months From January 30th, 2015, the Company's directors and officers made contributions of $7,800 for the Company's operating expenses.

**NOTE 6 – CONVERTIBLE NOTE PAYABLE**
On November 14, 2011 the Company issued a promissory note for total proceeds of $35,000 at zero Interest rate. The promissory note is unsecured and repayable on November 14, 2012. Effective November 28, 2012 the promissory note was in default.

On January 28, 2013 the Company reached an agreement with the lender whereby the lender had the right to convert. Value of the beneficial conversion feature was not separated from the debt component. The convertible features may be evaluated in future periods for a fair determined value or consideration.

As at March 30th, 2015, $21,200 of the convertible note was outstanding

**NOTE 7 – SHARE CAPITAL**

In addition to the convertible note as at the company had satisfied third party service providers with 144 legend removed shares in the amounts of :1,000,000 aggregate for numerous legal/advisory services and 100,000 aggregate for administrative consultants. As of March 30th, 2015 the company's share structure is as follows:
Issued and outstanding 61,599,656 float 2,778,120

The Company is working to secure additional financing to fund its mineral exploration activities and to meet its obligations and working capital requirements over the next twelve months.

There are no assurances that the Company will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placement, public offerings and/or bank financing necessary to support the Company's working capital requirements. To the extent that funds generated from operations and any private placements, public offerings and/or bank financing are insufficient, the Company will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to the Company. If adequate working capital is not available the Company may be required to curtail its operation.