INFORMATION AND DISCLOSURE STATEMENT

Period Ending
March 31st, 2015



FORWARD LOOKING STATEMENTS

THIS COMPANY INFORMATION AND DISCLOSURE STATEMENT, IN PARTICULAR, "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS" AND "BUSINESS," INCLUDE "FORWARD-LOOKING STATEMENTS" WITHIN THE MEANING OF SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED. THESE STATEMENTS REPRESENT THE COMPANY'S EXPECTATIONS OR BELIEFS CONCERNING, AMONG OTHER THINGS, FUTURE REVENUE, EARNINGS, AND OTHER FINANCIAL RESULTS, PROPOSED ACQUISITIONS AND NEW PRODUCTS, ENTRY INTO NEW MARKETS, FUTURE OPERATIONS AND OPERATING RESULTS, FUTURE BUSINESS AND MARKET OPPORTUNITIES. THE COMPANY WISHES TO CAUTION READERS THAT THESE STATEMENTS INVOLVE RISK AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THE EXPECTATIONS AND BELIEFS CONTAINED HEREIN. FOR A SUMMARY OF CERTAIN RISKS RELATED TO THE COMPANY'S BUSINESS, SEE "RISK FACTORS." UNDER "DESCRIPTION OF BUSINESS."

Unless the context requires otherwise, references to the Company or Issuer are to Verde Media Group, Inc.

CUSIP: **92337T206**
Trading Symbol: **VMGI**

Cautionary Factors That May Affect Future Results (Cautionary Statements Under the Private Securities Litigation Reform Act of 1995)

The disclosure and analysis set forth herein contains certain forward looking statements, particularly statements relating to future actions, performance or results of current and anticipated

products and services, sales efforts, expenditures, and financial results. From time to time, the Company also provides forward-looking statements in other publicly released materials, both written and oral. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially.

The Company undertakes no obligation to update any forward-looking statements, but investors are advised to consult any further disclosures by the Company on this subject in its subsequent filings. Furthermore, as permitted by the Private Securities Litigation Reform Act of 1995, the Company provides these cautionary statements identifying risk factors, listed below, which could cause the Company's actual results to differ materially from expected and historical results. It is not possible to foresee or identify all such factors. Consequently, this list should not be considered an exhaustive statement of all potential risks, uncertainties and inaccurate assumptions.

RISK FACTORS

No Active Market. Although the Company's shares are listed on the OTC Markets Group Inc. listing service, the Company believes that the public trading price may be an inaccurate representation of the value of the Company because there is little or no trading volume in the Company's shares and no analysts or NASD market makers actively follow the Company.

We have never issued a Dividend and don't anticipate any Dividends in the future. Verde Media Group Inc. has never issued a dividend and we do not anticipate paying dividends on our common stock in the foreseeable future. Furthermore, we may also be restricted from paying dividends in the future pursuant to subsequent financing arrangements or pursuant to Delaware law.

You could be diluted from the Issuance of additional Common and Preferred Stock. Verde Media Group is authorized to issue up to 4,000,000,000 shares of common stock and 10,000,000 shares of preferred stock. To the extent of such authorization, our board of directors will have the ability, without seeking shareholder approval, to issue additional shares of common and preferred stock in the future for such consideration as the board may consider sufficient. The issuance of additional common stock in the future may reduce your proportionate ownership and voting power.

Volatility of Stock Prices. In the event that there is an established public market for the Company's Common Stock, market prices will be influenced by many factors and will be more subject to significant fluctuations in response to variations in operating results of the Company and other factors such as investor perceptions of the Company, supply and demand, interest rates, general economic conditions and those specific to the industry, developments with regard to the Company's activities, future financial condition and management.

Applicability of Low Priced Stock Risk Disclosure Requirements. The Common Stock of the Company may be considered a low priced security under rules promulgated under the Securities Exchange Act of 1934. Under these rules, broker-dealers participating in transactions in low priced securities must first deliver a risk disclosure document which describes the risks associated with such stocks, the broker-dealer's duties, the customer's rights and remedies, certain market and other information, and make a suitability determination approving the customer for low priced stock transactions based on the customer's financial situation, investment experience and objectives. Broker-dealers must also disclose these restrictions in writing to the customer, obtain specific written consent of the customer, and provide monthly account statements to the customer. With all these restrictions, the likely effect of designation as a low priced stock will be to decrease the willingness of broker-dealers to make a market for the stock, to decrease the liquidity of the stock and to increase the transaction cost of sales and purchases of such stock compared to other securities.



OTC Pink Basic Disclosure Guidelines

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

Verde Media Group, Inc., a Delaware corporation (hereinafter referred to as the "Company" or "Verde Media Group") was incorporated in the State of Delaware December 23rd 2009 as Hidalgo Mining International Inc. The company was Hidalgo Mining International Inc. until notice of name change was filed with the State of Delaware September 9th 2010, changing the name from Hidalgo Mining International Inc. to Verde Media Group Inc. Formerly the Company was Communications Corporation of America Inc. until May 4th, 2007, State of Incorporation Delaware changed to Nevada concurrent with name change.

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: Verde Media Group Inc.
1368 26th St. #104
Denver, CO 80205

Phone: (310)-954-9160

Email: info@verdemediagroup.com
Website(s): www.verdemediagroup.com

3) Security Information

Trading Symbol: **VMGI**
Exact title and class of securities outstanding: **Common**
CUSIP: **92337T206**
Par or Stated Value: **.00001**
Total shares authorized: **4,000,000,000** as of: Mar. 31, 2015
Total shares outstanding: **3,525,688,107** as of: Mar. 31, 2015

Additional class of securities-
Exact title and class of securities outstanding: **Preferred**
Par or Stated Value: **.00001**
Total shares authorized: **10,000,000** as of: Mar. 31, 2015
Total shares outstanding: **5,500,000** as of: Mar. 31, 2015

Transfer Agent
Olde Monmouth Stock Transfer Co., Inc.
200 Memorial Pkwy
Atlantic Highlands, NJ 07716
Phone: 732-872-2727

VERDE MEDIA GROUP INC.

OTC Pink Basic Disclosure Guidelines

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

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: None

4) Issuance History

1. Verde Media Group issued 290,000,000 shares of common stock on March 18th, 2015 as the final issuance for the balance of the principle and interest due from the $19,091.00 convertible note dated February 15th, 2015. There is no longer any outstanding debt owed on this note.
2. Verde Media Group issued 240,000,000 shares of common stock on February 26th, 2015 for a reduction of principle from the $19,091.00 convertible note dated February 15th, 2015 that combined the balance of the $3,200 dollars due from the $10,000.00 convertible note dated January 30th, 2015
3. Verde Media Group issued 23,940,000 shares of common stock on February 25th, 2015 as the final issuance for the balance of the principle and interest due from the $100,000.00 convertible note dated October 15th, 2014. There is no longer any outstanding debt owed on this note.
4. Verde Media Group issued 243,300,000 shares of common stock on February 18th, 2015 for a reduction of principle from the $100,000.00 convertible note dated October 15th, 2014
5. Verde Media Group issued 221,560,000 shares of common stock on February 11th, 2015 for a reduction of principle from the $100,000.00 convertible note dated October 15th, 2014
6. Verde Media Group issued 170,000,000 shares of common stock on February 5th, 2015 for a reduction of principle from the $10,000.00 convertible note dated January 30th, 2015
7. Verde Media Group issued 172,600,000 shares of common stock on February 4th, 2015 for a reduction of principle from the $100,000.00 convertible note dated October 15th, 2014
8. Verde Media Group issued 158,100,000 shares of common stock on January 28th, 2015 for a reduction of principle from the $100,000.00 convertible note dated October 15th, 2014
9. Verde Media Group issued 88,300,000 shares of common stock through the exercise of the companies warrant on January 15th 2015.
10. Frank D. Alfieri- For his services to the company was issued 100,000,000 shares of common restricted stock on January 7th 2015
11. Verde Media Group issued 133,500,000 shares of common stock on January 6th, 2015 for a reduction of principle from the $100,000.00 convertible note dated October 15th, 2014
12. Verde Media Group issued 58,643,500 shares of common stock on January 6th, 2015 as the final issuance for the balance of the principle and interest due from the $40,000.00 convertible note dated September 15th, 2014. There is no longer any outstanding debt owed on this note.
13. Verde Media Group issued 61,000,000 shares of common stock through the exercise of the companies warrant on December 29th, 2014.
14. Verde Media Group issued 114,000,000 shares of common stock on December 22nd, 2014 for a reduction of principle from the $100,000.00 convertible note dated October 15th, 2014.
15. Verde Media Group issued 20,000,000 shares of common stock through the exercise of the companies warrant on December 22nd, 2014.
16. Verde Media Group issued 95,000,000 shares of common stock through the exercise of the companies warrant on December 12th, 2014.
17. Verde Media Group issued 49,500,000 shares of common stock through the exercise of the companies warrant on December 12th, 2014.
18. Verde Media Group issued 83,000,000 shares of common stock on December 11th, 2014 for a reduction of principle from the $100,000.00 convertible note dated October 15th, 2014.
19. William F. Veve - For his services to the company was issued 2,200,000 shares of the companies preferred stock on December 4th, 2014
20. Adam DesLauriers - For his services to the company was issued 1,000,000 shares of the companies preferred stock on December 4th, 2014
21. Marc Albanese- For his services to the company was issued 1,000,000 shares of the companies preferred stock on December 4th, 2014
22. Verde Media Group issued 48,204,552 shares of common stock through the exercise of the companies warrant on December 3rd, 2014.
23. Verde Media Group issued 13,333,333 shares of common stock on December 3rd, 2014 for a reduction of principle from the $40,000.00 convertible note dated September 15th, 2014.
24. Verde Media Group issued 14,705,883 shares of common stock on November 26th, 2014 for a reduction of principle from the $40,000.00 convertible note dated September 15th, 2014.
25. Verde Media Group issued 60,000,000 shares of common stock through the exercise of the companies warrant on November 26th, 2014.



OTC Pink Basic Disclosure Guidelines

26. Verde Media Group issued 54,400,000 shares of common stock on November 24th, 2014 for a reduction of principle from the $100,000.00 convertible note dated October 15th, 2014.
27. Verde Media Group issued 40,000,000 shares of common stock through the exercise of the companies warrant on November 24th, 2014.
28. Verde Media Group issued 18,181,818 shares of common stock on November 19th, 2014 for a reduction of principle from the $40,000.00 convertible note dated September 15th, 2014.
29. Verde Media Group canceled and returned to treasury the 30,000,000 shares of restricted common stock for services issued on November 18th 2014 on November 19th 2014.
30. Verde Media Group issued 30,000,000 shares of restricted common stock for services on November, 18th 2014
31. Verde Media Group issued 35,000,000 shares of common stock through the exercise of the companies warrant on November 7th, 2014.
32. Verde Media Group issued 12,500,000 shares of common stock on November 7th, 2014 for a reduction of principal from the $40,000.00 convertible note dated September 15th, 2014.
33. Verde Media Group issued 45,000,000 shares of common stock through the exercise of the companies warrant on October 31st, 2014.
34. Verde Media Group issued 49,500,000 shares of common stock on October 28th, 2014 for a reduction of principal from the $100,000.00 convertible note dated October 15th, 2014.
35. Verde Media Group issued 6,862,745 shares of common stock on October 22nd, 2014 for a reduction of principal from the $40,000.00 convertible note dated September 15th, 2014.
36. Verde Media Group issued 3,289,474 shares of common stock on September 18th, 2014 for a reduction of principal from the $40,000.00 convertible note dated September 15th, 2014.
37. Dr. S. Hussain I. Abidi - For his services to the company was issued 300,000 shares of the companies preferred stock on September 10th, 2014
38. Verde Media Group issued 45,000,000 shares of common stock through the exercise of the companies warrant on May 29th, 2014
39. Verde Media Group issued 28,090,484 shares of common stock through the exercise of the companies warrant on January 15th, 2014
40. William F. Veve- For his services to the company was issued 35,000,000 shares of the companies restricted common stock on December 27th 2013.
41. Verde Media Group issued 27,646,990 shares of common stock through the exercise of the companies warrant on December 18th, 2013
42. William F. Veve- For his services to the company was issued 130,000,000 shares of the companies restricted common stock on December 16th 2013.
43. Verde Media Group issued 25,156,463 shares of common stock through the exercise of the companies warrant on November 29th, 2013
44. Verde Media Group issued 22,890,355 shares of common stock through the exercise of the companies warrant on November 15th, 2013
45. Verde Media Group issued 17,339,074 shares of common stock through the exercise of the companies warrant on October 29th, 2013
46. Verde Media Group issued 16,666,666 shares of common stock through the exercise of the companies warrant on October 17th, 2013
47. Verde Media Group issued 17,450,726 shares of common stock through the exercise of the companies warrant on October 13th, 2013
48. Verde Media Group issued 14,769,946 shares of common stock through the exercise of the companies warrant on September 27th, 2013
49. Verde Media Group issued 14,548,235 shares of common stock through the exercise of the companies warrant on September 27th, 2013
50. Verde Media Group issued 6,000,000 shares of restricted common stock for services on August 29th 2013.
51. Verde Media Group issued 5,000,000 shares of restricted common stock for $20,000 in equity financing on August 9th 2013.
52. Verde Media Group issued 5,000,000 shares of restricted common stock for services on August 9th 2013.
53. Verde Media Group issued 5,000,000 shares of common stock through the exercise of the companies warrant on August 1st, 2013
54. Verde Media Group issued 8,000,000 shares of restricted common stock for services on July 18th 2013.
55. Verde Media Group issued 4,000,000 shares of restricted common stock for services on July 15th 2013.
56. Verde Media Group issued 1,666,666 shares of common stock through the rights assignment of the companies warrant on June 17th, 2013
57. Verde Media Group issued 5,000,000 shares of restricted common stock in exchange for the reduction of companies debt of $20,000.00 on June 14th, 2013
58. Verde Media Group issued 2,500,000 shares of common stock through the exercise of the companies warrant on June 10th, 2013
59. Verde Media Group issued 3,888,888 shares of common stock for the rights assignment of the companies warrant on May 29th, 2013
60. Verde Media Group issued 9,000,000 shares of common stock for the rights assignment of the companies warrant on May 21st, 2013
61. Verde Media Group issued 8,339,010 shares of common stock through the exercise of the companies warrant on April 9th, 2013
62. Verde Media Group issued 400,000 shares of restricted common stock for services on April 7th 2013.



OTC Pink Basic Disclosure Guidelines

5) Financial Statements

A. Balance sheet;
B. Statement of income;
C. Statement of cash flows;
D. Financial notes; and
E. Audit letter, if audited

Verde Media Group, Inc.
Balance Sheet

		Period Ending March 31, 2015
Assets		
Current Assets		
Cash	$	5,345
Accounts receivable, net		43,854
Total Current Assets		**49,199**
Property and equipment, net		388
Total Assets	**$**	**49,587**
Liabilities and Stockholders' Equity (Deficit)		
Current Liabilities:		
Accounts payable and accrued liabilites	$	487,903
Deposits	$	49,880
Notes Payable		1,076,432
Notes payable - officer		7,991
Total Current Liabilities		**1,622,206**
Commitments and Contingencies		
Stockholders' Equity (Deficit)		
Preferred stock, $0.00001 par value, 10,000,000 shares authorized, 5,500,000 shares issued and outstanding		55
Common stock, $0.00001 par value, 4,000,000,000 shares authorized, 3,525,688,107 shares issued and outstanding		35,257
Additional paid in capital		2,498,716
Accumulated deficit		(4,106,647)
Total Stockholders' Equity (Deficit)		**(1,572,619)**
Total Liabilities and Stockholders' Equity (Deficit)	**$**	**49,587**

Verde Media Group, Inc.
Statement of Operations

	Period Ending March 31 2015
Sales	$ 624
Cost of sales	-
Gross Profit	624
Selling, general and administrative expenses	65,984
Loss from operations	(65,360)
Other expense	
Interest expense	-
Total other expense	-
Net loss	**$ (65,360)**

Verde Media Group, Inc.
Statement of Cash Flows

	Period Ending March 31 2015
Cash Flows From Operating Activities:	
Net loss	$ (65,360)
Adjustments to reconcile net loss to net cash used in operating activities	
Depreciation expense	-
Financing costs for stock issuance	-
Loss on impairment of intangible assets	25,000
Changes in operating assets and liabilities:	
(Increase) decrease in:	
Accounts receivable	(3,145)
Increase (decrease) in:	
Accounts payable	(26,621)
Net Cash Used In Operating Activities	(70,126)
Cash Flows From Financing Activities:	
Proceeds from officers loans	7,991
Proceeds from the sale of common stock	-
Proceeds from loans payable	49,880
Proceeds from warrant conversions	-
Payment on loans payable	-
Net Cash Provided By Financing Activities	57,871
Net change in cash	(12,255)
Cash at beginning of period	22,334
Cash at end of period	**10,079**
Supplemental disclosures of cash flow information:	
Cash paid for interest	$ -
Cash paid for taxes	$ -

VERDE MEDIA GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
Period Ended March 31st 2015

Note 1 – ORGANIZATION

Verde Media Group Inc. operates a managed media financing company with production, distribution, and development functions for film and television. The company also incorporates an Agency division managing multi-media, public relations and marketing functions for corporate clientele and a Biotech Division.

Note 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

Going Concern

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. As of March 31, 2015, the Company has negative working capital, and an accumulated deficit of $4,106,647. The company's ability to continue as a going concern is contingent upon the successful completion of additional financing arrangements and its ability to achieve and maintain profitable operations. While the Company is expanding its best efforts to achieve the above plans, there is no assurance that any such activity will generate funds that will be available for operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might arise from this uncertainty.

Use of Estimates

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

Risks and Uncertainties

The Company is subject to substantial risks from, among other things, intense competition associated with the industry in general, other risks associated with financing, liquidity requirements, rapidly changing customer requirements, limited operating history and the volatility of public markets.

Note 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value Measurements

Accounting Standards Codification ("ASC") 820-10, Fair Value Measurements, defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and enhances disclosures about fair value measurements. Fair value is defined under ASC 820-10 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the note Principal or the most advantageous market for an asset or liability in an orderly transaction between participants on the measurement date. Valuation techniques used to measure fair value

under ASC 820-10 must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on the levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

• Level 1 - Quoted prices in active markets for identical assets or liabilities.

• Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or corroborated by observable market data or substantially the full term of the assets or liabilities.

• Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the value of the assets or liabilities.

The fair value of the accounts receivable, accounts payable, notes payable are considered short term in nature and therefore their value is considered fair value.

Cash

The Company considers all highly liquid instruments purchased with maturity of three months or less to be cash equivalents. The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits. At December March 31, 2015 no cash balances exceeded the federally insured limit.

Accounts receivable and allowance for doubtful accounts

Accounts receivable are stated at the amount management expects to collect. The Company generally does not require collateral to support customer receivables. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. As of March 31, 2015 the allowance for doubtful accounts was $0 and bad debt expense for the period ending March 31, 2015 was $0.

Note 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue Recognition

The Company follows the provisions of Securities and Exchange Commission Staff Accounting Bulletin ("SAB") No. 104, *Revenue Recognition* The Company recognizes revenue when all of the following conditions are met:

- there is persuasive evidence of an arrangement;
- the service has been provided to the customer;
- the collection of the fees is reasonably assured; and
- the amount of fees to be paid by the customer is fixed or determinable.

The Company records revenue as services are performed. Invoicing is done at the beginning of each month for the services to be rendered that month.

Advertising

Advertising expenses consist primarily of costs of promotion for corporate image and product. The Company expenses all advertising costs as incurred.

Intangible Assets

The Company accounts for its intangible assets pursuant to ASC 350-20-55-24, " *Intangibles - Goodwill and Other"*. Under ASC 350, intangibles with definite lives continue to be amortized on a straight-line basis over the lesser of their estimated useful lives or contractual terms. Intangibles with indefinite lives are evaluated at least annually for impairment by comparing the asset's estimated fair value with its carrying value, based on cash flow methodology. Intangibles with definite lives are subject to impairment testing in the event of certain indicators. Impairment in the carrying value of an asset is recognized whenever anticipated future cash flows (undiscounted) from an asset are estimated to be less than its carrying value. The amount of the impairment recognized is the difference between the carrying value of the asset and its fair value.

Income Taxes

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the bases of assets and liabilities for financial and income tax reporting. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred taxes are also recognized for operating losses that are available to offset future federal and state income taxes. Any interest charges on underpayment or other assessments are recorded as interest expense. Any penalties are recorded in Operating Expenses.

Note 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Net income (loss) per Common Share

Basic net income (loss) per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

Since the Company reflected a net loss for the period ending March 31, 2015, the effect of considering any common stock equivalents would have been anti-dilutive and therefore a separate computation of diluted loss per share is not presented.

Recent Accounting Pronouncements

No new accounting pronouncements issued or effective during the fiscal year has had or is expected to have a material impact on the financial statements.

Note 3 – OFFICER NOTES PAYABLE

During the period ending March 31, 2015, an officer of the Company loaned $7,991 for operating purposes. The amount is due on demand and bears no interest.

Note 4 – STOCKHOLDERS' EQUITY

During the period ended March 31, 2015, common stock issuances consisted of the following:

The Company issued a total of 1,899,943,500 shares of the Company’s common stock.

1. Verde Media Group issued 290,000,000 shares of common stock on March 18th, 2015 as the final issuance for the balance of the principle and interest due from the $19,091.00 convertible note dated February 15th, 2015. There is no longer any outstanding debt owed on this note.

2. Verde Media Group issued 240,000,000 shares of common stock on February 26th, 2015 for a reduction of principle from the $19,091.00 convertible note dated February 15th, 2015 that combined the balance of the $3,200 dollars due from the $10,000.00 convertible note dated January 30th, 2015
3. Verde Media Group issued 23,940,000 shares of common stock on February 25th, 2015 as the final issuance for the balance of the principle and interest due from the $100,000.00 convertible note dated October 15th, 2014. There is no longer any outstanding debt owed on this note.
4. Verde Media Group issued 243,300,000 shares of common stock on February 18th, 2015 for a reduction of principle from the $100,000.00 convertible note dated October 15th, 2014
5. Verde Media Group issued 221,560,000 shares of common stock on February 11th, 2015 for a reduction of principle from the $100,000.00 convertible note dated October 15th, 2014
6. Verde Media Group issued 170,000,000 shares of common stock on February 5th, 2015 for a reduction of principle from the $10,000.00 convertible note dated January 30th, 2015
7. Verde Media Group issued 172,600,000 shares of common stock on February 4th, 2015 for a reduction of principle from the $100,000.00 convertible note dated October 15th, 2014
8. Verde Media Group issued 158,100,000 shares of common stock on January 28th, 2015 for a reduction of principle from the $100,000.00 convertible note dated October 15th, 2014
9. Verde Media Group issued 88,300,000 shares of common stock through the exercise of the companies warrant on January 15th 2015.
10. Frank D. Alfieri- For his services to the company was issued 100,000,000 shares of common restricted stock on January 7th 2015
11. Verde Media Group issued 133,500,000 shares of common stock on January 6th, 2015 for a reduction of principle from the $100,000.00 convertible note dated October 15th, 2014
12. Verde Media Group issued 58,643,500 shares of common stock on January 6th, 2015 as the final issuance for the balance of the principle and interest due from the $40,000.00 convertible note dated September 15th, 2014. There is no longer any outstanding debt owed on this note.

Note 5 – WARRANTS

On February 14, 2013, the Company entered into a warrant purchase agreement for 163,805 series C warrants. Under the terms of the agreement, the warrant holder was entitled to purchase an aggregate number of common shares of the Company's common stock equal to the total outstanding warrants held by the warrant holder times $9.14 divided by an exercise price equal to 50% of the lowest closing bid price of the Company's common stock during the 5 trading days preceding the conversion. The warrants are convertible for up to two years. On February 15th 2015 the series C warrants expired.

Note 6 – COMMITMENTS AND CONTINGENCIES

Litigations, Claims and Assessments

The Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise that may harm its business. The Company is currently not aware of any such legal proceedings or claims that they believe will have, individually or in the aggregate, a material adverse affect on its business, financial condition or operating results.



OTC Pink Basic Disclosure Guidelines

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

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. Description of the issuer's business operations;

Verde Media Group Inc. ("Verde Media", "VMGI" or the "Company") is a publicly traded company listed on the OTC Markets traded under the stock symbol VMGI. The Company consists of three integrated divisions:

1. BioTech Division

The Biotech Division manages a portfolio of biotech companies currently comprised of the following:

Verde Biotechnology Corp. ("VBC")

VBC, incorporated in the State of Delaware, is a wholly owned subsidiary of Verde Media and has recently acquired a majority interest in:

Beautyject Inc.,

Beautyject Inc., ("Beautyject" or "BJI"), incorporated in the State of Nevada, is a majority owned subsidiary of Verde Media. Beautyject is the first company to offer needle-free technology fully adapted to the beauty care and cosmetic markets. The injectors can be used to administer liquid cosmetic products such as, hyaluronic acid, vitamins and a variety of other products to the top layers of the skin through a non-invasive, needle-free, painless delivery system. Previously unavailable for private use, individuals can now administer unique formulations to treat superficial lines, minor skin damage, fine wrinkles, moisture and skin elasticity all at the convenience of their homes with no risk of needle stick injuries and damage to the skin.

2. Verde Agency Division

The Verde Agency Division ("Verde Agency") provides public relations, marketing and corporate services to clients in various industries. Verde Agency is currently focusing its resources on supporting the VMGI portfolio of companies.

3. Verde Entertainment Division

The Verde Entertainment Division ("Verde Entertainment") operates a managed media company with production, distribution, development and acquisition functions for film, television and multi-media. Utilizing all available media platforms the company has the capacity, experience and infrastructure to produce content ranging from corporate advertising and reality television to independent film. In addition, Verde Entertainment manages content libraries, digital imaging solutions and distribution functions for clients' media needs. The Company developed, financed and produced the television series "Cowboy Mining", produced and acquired the distribution rights to "Winter's Wind" for world wide distribution and acquired other additional intellectual property rights for future production, distribution and financing.

B. Date and State (or Jurisdiction) of Incorporation: December 23rd 2009 Delaware

OTC Pink Basic Disclosure Guidelines

C. The issuer's primary and secondary SIC Codes; 8731 8743 7812

D. The issuer's fiscal year end date; December 31

E. Principal products or services, and their markets;

The Company currently has the following divisions:
Divisions

1. **BioTech Division**

Verde Biotechnology Corp. has recently acquired a majority interest in BeautyJect Inc.

BeautyJect Inc. is focused on: i) offering needle-free technology fully adapted to the beauty care and cosmetic markets. The injectors can be used to administer liquid cosmetic products such as, hyaluronic acid, vitamins and a variety of other products to the top layers of the skin through a non-invasive, needle-free, painless delivery system.

2. **Verde Agency Division**

The Verde Agency Division ("Verde Agency") provides public relations, marketing and corporate finance services to clients in various industries. Verde Agency is currently focusing its resources on supporting the VMGI portfolio of companies.

3. **Verde Entertainment Division**

Verde Entertainment manages content libraries, digital imaging solutions and distribution functions for clients' media needs. The Company developed, financed and produced the television series "Cowboy Mining", produced and acquired the distribution rights to "Winter's Wind" for world wide distribution available on iTunes, and acquired other additional intellectual property rights for future production, distribution and financing. The company is currently in predocuction development stages of its property currently titled Green Rushers.

7) Describe the Issuer's Facilities

The Company's principal corporate office is located at 1368 26th St. #104 Denver, CO 80205 where it rents office space. The Company believes that this space is currently adequate for its current operations.

8) Officers, Directors, and Control Persons

President/ CEO/Chairman-William F. Veve, 37, Mr. Veve studied International Business and Marketing at Northeastern University before earning an Associate's degree in Anthropology and a Bachelor's degree in Economics from the University of Vermont. After graduating he worked as an analyst with senior brokers at Merrill Lynch developing and managing client portfolios. After moving to Los Angeles, California to work in film and television, Mr. Veve held various production positions in both film and television. He went on to Co-Produce National Lampoon's "Cattle Call," nationally distributed by Lions Gate Films. Currently he is the President and CEO of Verde Media Group, Inc. a distribution, development, and Production Company. Mr. Veve is not an officer or director of a public company filing reports pursuant to The Securities Exchange Act of 1934.

President Agency Division/ and Director- Adam Deslauriers, 41, Mr. DesLauriers comes from an extensive background in television, film, and multimedia production, as well as regional and national marketing content for clients including AIG

Insurance, Blue Cross/Blue Shield, Sprint Technologies, Nissan, and Trek Bicycles. Mr. DesLauriers oversaw the transition from traditional digital video production to multi-media, multi-outlet promotional campaigns – overseeing design and implementation of video sharing web platforms and social media marketing for an array of corporate and nonprofit clientele.

COO/CFO, Marc Albanese 44-

B. Legal/Disciplinary History.

None of the above named persons 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);
- The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
- A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
- 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.

C. Beneficial Shareholders of 10% or more.

The following tables set forth certain information regarding beneficial ownership of the Company's common stock and preferred stock as of Mar. 31, 2015, by (i) each person (or group of affiliated persons) who is known by us to beneficially own more that 10% of the outstanding shares of our common stock. Unless indicated otherwise, the address for each officer, director and 10% stockholder is c/o Verde Media Group, Inc., 1368 26th St. #104 Denver, CO 80205.

Directors, Executive Officers and 10% Stockholders	**Number of Shares** (1)	**Class**	**Percent of Class (1)**
William F. Veve (2)	4,890,000,000	Common	42.42%
William F. Veve , Adam Deslauriers, Marc Albanese (1)	8,095,000,000	Common/Preferred	69% as a group

See Notes Below

(1) For each shareholder, the calculation of percentage of beneficial ownership based upon the outstanding shares of Common Stock issued as of Mar 31 2015, and 5,500,000 shares of Preferred Stock issued and outstanding that is convertible into 8,000,000,000 shares of Common Stock. Except as otherwise indicated below, the persons and entity named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to applicable community property laws.

(2) Chairman of the Board of Directors, Chief Executive Officer, President. Mr. Veve has been issued 90,000,000 shares of the companies Common Stock and 3,200,000 shares of Preferred Stock. Upon conversion each share of Preferred Stock converts into 1500 shares of Common Stock.



OTC Pink Basic Disclosure Guidelines

9) Third Party Providers

Securities and Exchange Counsel

Segal & Schuh Law Group, P.L.
13575 58th Street N. Suite 140, Clearwater, FL 33760

Accounting
RRBB
265 Davidson Avenue, Suite 210
Somerset, NJ 08873-4120

10) Issuer Certifications

I, William F. Veve certify that:

1. I have reviewed this Quarterly Report for the Period Ending March 31, 2015 of Verde Media Group Inc.;

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

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

7/07/2015 [Date]

/s/William F. Veve [CEO's Signature]

CEO [Title]

I, Marc D. Albanese certify that:

1. I have reviewed this Quarterly Report for the Period Ending March 31, 2015 of Verde Media Group Inc.;

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

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

7/07/2015 [Date]

/s/Marc D. Albanese [CFO's Signature]

CFO [Title]