DOLAT VENTURES, INC.

Quarterly Report

May 31, 2015

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1. The exact name of the issuer and predecessor (if any).

The name of the issuer is: Dolat Ventures, Inc. There is no predecessor company.

2. The issuer's principal executive offices.

2251 N. Rampart Blvd
Suite 115
Las Vegas, NV 89128
The issuer's telephone number is: (702) 751-3560

3. Security Information.

Security Symbol: DOLV
Exact title and class of securities outstanding: Common
CUSIP Number: 256596107
Stated Par Value: $0.001
Total authorized: 498,000,000 as of May 31, 2015
Total outstanding: 45,210,392 as of May 31, 2015
Total unrestricted: 10,612,424
Total number of shareholders: 202
Number of Beneficial Owners: 7

Security Symbol: None
Exact title and class of securities outstanding: Preferred Series "C"
CUSIP Number: None
Stated Par Value: $0.0001
Total Authorized: 2,000,000 as of May 31, 2015
Total outstanding: 300,000 as of May 31,, 2015
Total number of shareholders: 2
Number of Beneficial Owners: 2

The Transfer agent is: VSTOCK Transfer, LLC
18 Lafayette Place
Woodmere, New York 11598
Telephone: (212) 828-8463
Facsimile: (646) 536-6179
E-mail: info@vstocktransfer.com
Web site: www.vstockstransfer.com

V-Stock Transfer, LLC., is registered with the Securities and Exchange Commission as a Transfer Agent pursuant to Section 17A(c) of the exchange Act.

List any restrictions of on transfer of security: Rule 144 on 35,839.213 restricted shares
Describe any trading suspension orders issued by the SEC in past 12 months: None

4. Issuance history.

For the Quarter ended May 31, 2015 and year ended February 28, 2015.

DOLAT VENTURES, INC

EQUITY ISSUE
UNAUDITED

Period May 31, 2015 and year ended 28-Feb-2015

Date	Name of Entity	Nature of Offering	Jurisdiction	Shares offered	Shares sold	Price Offered	Price sold	Status	Legend	Name of control person of entity if known
4/22/2015	Sterling Mayfair	Debt service	WY	2,500,000	2,500,000	0.0266	0.0266	Free Trading	No	W. Lelebrman
4/22/2015	Global Point Trading LLC	Debt service	WY	1,800,000	1,800,000	0.0266	0.0266	Free Trading	No	A. Law
3/15/2015	J&M Family Foundation, Inc.	Charitable Contribution	WY	4,000,000	4,000,000	0.06	0.06	Restricted	Rule 144	M. Fischl
10/6/2014	Park Avenue Discoveries	Services	WY	3,500,000	3,500,000	0.22	0.22	Restricted	Rule 144	S. Rosenfled
10/6/2014	Hillel Isseroff	Services	WY	230,000	230,000	0.22	0.22	Restricted	Rule 144	
10/6/2014	Elimelech Rosenblat	Services	WY	200,000	200,000	0.22	0.22	Restricted	Rule 144	
9/8/2015	Kieran Phillips	Services	WY	275,000	275,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	Neil McGeown	Services	WY	215,000	215,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	Barry Oliver	Services	WY	150,000	150,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	John Kerr Pension Trust	Services	WY	50,000	50,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	Adan Donnelly	Services	WY	25,000	25,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	Colm Reily	Services	WY	75,000	75,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	Austin Williams	Services	WY	75,000	75,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	Eugene Larkin	Services	WY	150,000	150,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	Noel Watters	Services	WY	100,000	100,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	John McEneaney	Services	WY	150,000	150,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	Bernard McDonnell	Services	WY	100,000	100,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	Steve Watters	Services	WY	100,000	100,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	Maurice Ryan	Services	WY	70,000	70,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	Carmel Clarke	Services	WY	50,400	50,400	0.10	0.10	Restricted	Rule 144	
9/8/2015	John Carmody	Services	WY	50,000	50,000	0.10	0.10	Restricted	Rule 144	

9/8/2015	Dermot Finnan	Services	WY	50,000	50,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	Steven Hamilton	Services	WY	120,000	120,000	0.10	0.10	Restricted	Rule 144	
9/8/2015	Cathal Clarke	Services	WY	100,000	100,000	0.10	0.10	Restricted	Rule 144	
8/11/2014	Adam Braun	Services	WY	350,000	350,000	0.10	0.10	Restricted	Rule 144	
8/11/2014	Chabad Of North Hollywood	Charitable Contribution	WY	250,000	250,000	0.10	0.10	Restricted	Rule 144	R. Cohen
8/11/2014	Nechama Kuravsky	Services	WY	400,000	40,000	0.10	0.10	Restricted	Rule 144	
8/11/2014	Glenn Bordoff	Services	WY	250,000	250,000	0.10	0.10	Restricted	Rule 144	
8/11/2014	Partners Capital Inc.	Debt service	WY	500,000	500,000	0.10	0.10	Free Trading	No	A. Gonzales
8/11/2014	Hishma Holdings Ltd	Debt service	WY	500,000	50,000	0.10	0.10	Free Trading	No	M. Tonch
8/6/2014	Rive Schewbel	Services	WY	10,000,000	10,000,000	0.10	0.10	Restricted	Rule 144	
8/6/2014	J&M Family Foundation Inc.	Charitable Contribution	WY	5,000,000	5,000,000	0.10	0.10	Restricted	Rule 144	M. Fischl
8/6/2014	Benjamin Newman	Services	WY	3,500,000	3,500,000	0.10	0.10	Restricted	Rule 144	
8/6/2014	Sam Schlesinger	Services	WY	2,500,000	2,500,000	0.10	0.10	Restricted	Rule 144	
8/6/2014	Shmuel Hauck	Officer Comp	WY	5,000,000	5,000,000	0.10	0.10	Restricted	Rule 144	
8/6/2014	Shlomo Bleier	Officer Comp	WY	3,000,000	5,000,000	0.10	0.10	Restricted	Rule 144	

5. Financial Statements

The Issuer is providing financial statements for the most recent period ending March 31, 2013 and the most recent fiscal years ending February 28, 2014 and 2013; respectively.

A. Balance Sheet
B. Statement of Operations
C. Statement of Cash Flows; and
D. Financial Notes

These unaudited financial statements are incorporated by reference herein and attached as Exhibit 1.

6. Describe issuer's business, products and services.

A. Business:

Dolat Ventures, Inc. (the "Company", "Dolat", "DOLV", "we", "us" or "our"), through its wholly and majority owned subsidiaries, Dove Diamonds and Mining, Inc. and Millennium Mining LLC, respectively,

is focused on the early stages of acquiring diamonds, gems and precious stones from a variety of locations throughout the African continent.

To date the Company has not realized revenues, nor has it completed the requirements of its business plan to become operational. It has incurred, and continues to incur expenses toward the goal of implementing its business plan and is a "development stage" company as defined in the Securities and Exchange Commission's ("SEC") Rule 405.

On February 15, 2009, we acquired 100% of the outstanding capital stock of Dove Diamonds and Mining, Inc., a Nevada Corporation ("Dove"), at which point the Company experienced a change in control and Shmuel Dovid Hauck became our President and sole Director. On April 13, 2010, the Company entered into a Share Exchange Agreement under which the Company agreed to exchange Thirty-Million (28,000,000) shares of Common stock to Millennium in exchange for 75%, or (22,500,000 shares) of the issued and outstanding capital stock of Millennium.

On October 3, 2006, the Company acquired a 100% undivided right, title and interest in and to the ''Paula Property'' located in the province of British Columbia, Canada from an unrelated party for $1,000. From that time through February 28, 2010, the Company has incurred property acquisition and exploration costs totaling $10,771 on the Paula Property. During the year ended February 28, 2010, the Company has decided to abandon the Paula Property to focus on its operations acquired in Sierra Leone.

B. Date and Jurisdiction of Incorporation:

Dolat Ventures, Inc., (the "Company") was incorporated under the laws of Nevada on April 18, 2006. On March 20, 2013, the Company changes its domicile from Nevada to Wyoming.

C. Primary and Secondary SIC Codes:

Primary SIC Code: 1499 – Miscellaneous Non-Metallic Minerals except fuels
Secondary SIC Code: 3291- Abrasive Products

D. Fiscal Year:

The Company's fiscal year ends on February 28.

E. Products:

Mining of diamonds and other precious, and semi-precious gem stones.

We are currently focused on the early stages of acquiring diamonds, gems and precious stones from a variety of locations throughout the African continent through our subsidiaries Dove Diamonds and Mining and Millennium Mining.

Dove Diamonds and Mining

Dove is currently in the early stages of acquiring diamonds, gems and precious stones from a variety of locations throughout the African continent. Primarily focused on the West African country of Sierra Leone, we are in an organized search for mineral locations, suppliers and sellers of diamonds, gems and precious stones. Dove intends to acquire equipment, mining operations and mining locations, and to establish distribution channels to sell its diamonds to wholesalers and retailers in the United States and globally. Dove has no plans to sell directly to consumers currently.

Millennium Mining, LLC

Millennium's core operations are to mine, extract, refine, and purify precious metals and stones. We intend to buy, sell, distribute and export diamond bauxite, rutile gold, silver and all other precious minerals in Sierra Leone and internationally.

Millennium is party to a mining agreement pursuant to which owners of land in the towns of Gandorhun and Njala in the Tikonko Chiefdom, Bo District of Sierra Leone have agreed to allow Millennium to mine the area in and around the Baimbawai Pool of the Sewa River located between those two towns. The Sewa River, located in the heart of Sierra Leone, is renowned for its diamonds production and has been successfully mined for over 50 years. The Sewa River is formed by the junction of the Bagbe and Bafi rivers and it flows 150 mi (240 km) to join the Waanje River and form the Kittam, which empties into the Atlantic Ocean. The country's most important commercial river, it has historically produced the bulk of Sierra Leone's diamond exports.

This site in particular has a rich deposit because the pool was never mined properly. As has been indicated from spot mining activities, there appears to be a significant concentration of diamonds. The pool is 90 feet in depth, and the gravel is covered by 1-15 feet of sand, making it very difficult to reach the middle of the pool without specifically designed equipment.

According to the terms of the mining agreement dated January 26, 2008, Millennium will fund all diamond mining operations, and shall be responsible for all required machinery, mining equipment and/or structures. The landowners who hold the license to mine this area shall be entitled to thirty percent (28%) of the net profits.

During the year ended February 28, 2010, the Company completed the installation of new mining equipment at the Sewa River facility. Initial testing has produced approximately 4 carats per ton of gravel processed. Management expects to be able to process approximately 1,000 tons per day when sufficient capital is raised to commence and sustain full scale mining operations. Once full scale operations are sustained, management anticipates strong margins as diamond prices continue to average over $250 per carat. However, there is no assurance that sufficient capital will be raised in order to reach such full scale operations.

7. Issuer's Facilities.

The Company is provided with office space at its Nevada address within the office space of one of its principal shareholders at no cost.

8. Officers, Directors and Control Persons

A. Officers, Directors and Control Persons

Shmuel Dovid Hauck
President and Chairman of the Board
Beneficial Ownership: Common Stock None
Preferred Series "C" 250,000 (13%)

Since 2003, Mr. Hauck has been involved in mining diamonds, gold and other precious stones and metals in Sierra Leone. Dovid has spent his entire professional career involved in the diamond business both on the physical mining and wholesale sides. For nearly six years he has operated numerous companies throughout Sierra Leone and from 2001 to 2004, he was also salesperson and manager of Forest Diamonds, a diamond wholesaler with offices worldwide.

Shlomo Bleier
Chief Operating Officer - Secretary
Beneficial Ownership: Common stock: None
Preferred Series "C": 50,000 (3%)

Mr. Bleier been in the diamond industry for over 35 years and has been involved in mining operations in Brazil and Sierra Leone for the past 10 years. In 1973, Shlomo moved to New York City from Israel where he joined the diamond industry and worked as a diamond cutter and polisher specializing in big stones; managing the process from rough to finished product. From 1993 to 1999, he worked for Simcha Diamond Ltd. in Brazil, where he successfully mined gold and diamonds. From 2000 to 2004 he was a partner in S & T Mining Group, a Sierra Leone mining operation where he served as head administrator of operations, prospecting, surveying and mining. Since 2004 he has been active in many Diamond projects based in Sierra Leone. With nearly 10 years under his belt operating in Sierra Leone, Mr. Bleier has extensive experience in all aspects of mining for diamonds from initial inception to finished product. In 1980, he joined the famous Diamond Club of New York and is still an active member today.

B. Legal/Disciplinary History

None of the foregoing persons have been convicted of or a subject of the following:

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

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

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

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

C. Beneficial Owners

Dolat Ventures, Inc.
Beneficial Owners

	No of Common Shares Held	No of Preferred Series "C" held	Percent of Common Owned	Percent of Preferred Owned
Beneficial Owners:				
Directors and Officers				
Shmuel Hauck COB/CEO 2251 N. Rampart Blvd. Suite 115, Las Vegas, NV 89128	-	250,000	0%	12.5%
Shlomo Bleier Secretary 2251 N. Rampart Blvd. Suite 115, Las Vegas, NV 89128	-	50,000	0%	2.5%
Total Directors and Officers	-	300,000	0%	15%
Beneficial Owners >5%				
J&M Family Foundation Inc. M. Fischl 4 Bush Lane, Spring Valley, NY 10977	9,031,714		19.97%	
Benjamin Neuman 5922 18th Ave Brooklyn, NY 11204	3,508,000		7.75%	

Rivie Schwebel 1375 Coney Island Ave Brooklyn, NY 11230	10,040,000	22.5%
Sam Schlesinger 4 Valencia Dr Monsey, NY 10952	2,501,600	5.6%
Park Avenue Discoveries POBOX 1321 Lennox Hill, NY 10021 Steven Rosenfeld	3,505,200	7.75%
Total Beneficial Owners >5%	28,586,514	64.19%

9. Third Party Providers

Counsel:

Fred Bauman & Associates
Las Vegas Nevada

Accountant

Executive Support and Services Group, Corp
Andre da Parma, CPA
43855 W Elizabeth Ave
Maricopa, AZ 85138
(347) 713-1075
www.essgcorp.com
essgcorp@verizon.net

Investor Relations Advisor

None

Other – Assistance in preparing report
Executive Support and Services Group, Corp
Edward J da Parma
43855 W Elizabeth Ave

Maricopa, AZ 85138
(347) 713-1075
www.essgcorp.com
essgcorp@verizon.com

10. CERTIFICATIONS

I, Shmuel Dovid Hauck certify that:

1. I have reviewed this initial disclosure for the quarter ended March 31, 2015;

2. Based on my knowledge, this disclosure statement does contain any untrue statements 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 of 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.

July 8, 2015

/s/ SHMUEL DOVID HAUCK
Shmuel Dovid Hauck, President.

Exhibit I: Financial Statements

Executive Support & Services Group, Corp.
43855 West Elizabeth Ave.
Maricopa, Arizona 85138
Telephone (347) 713-1075

To the Board of Directors
Dolat Ventures, Inc.
2251 N. Rampart Blvd.
Suite 115
Las Vegas, NV 89128

We have compiled the accompanying consolidated balance sheets of Dolat Ventures, Inc., as of March 31, 2015 and the related statements of income and cash flows for these periods then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

Executive Support and Services Group, Corp. is a business services firm consisting of attorneys, accountants and CPA's engaged in providing companies with accounting, tax, compliance and management consulting, with offices in Arizona and New York. The Company's accounting personnel are supervised by Andre da Parma, CPA, whose license is current in the State of New York.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying financial statements and accordingly, do not express an opinion or any other form of assurance on them.

We are not independent as it pertains to this compilation.

/s/Edward J. da Parma
Edward J. da Parma

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DOLAT VENTURES, INC.

CONSOLIDATED BALANCE SHEETS

UNAUDITED

	Three months ended 31-May-2015	Year ended 28-Feb-2015
ASSETS		
Cash	$ 280	$ 62
Notes receivable	-	-
Total current assets	280	62
Fixed Assets		
Equipment, machinery net of depreciation	412,248	415,397
Total fixed assets	412,248	415,397
Total assets	$ 412,528	$ 415,459
TOTAL LIABILITIES AND SHAREHOLDER' DEFICIT		
Current liabilities		
Accounts payable	$ 14,896	$ 30,838
Accounts payable -related party	-	-
Shareholder loan	-	36,767
Accrued interest	95,708	103,013
Convertible notes payable	248,599	231,354
Convertible notes payable related party	5,000	5,000
Total current liabilaties	$ 364,203	$ 406,972
Long term liabilities		
Derivative liability	411,189	257,570
Total liabilities	$ 775,392	$ 664,542

SHAREHOLDERS' DEFICIT		
Series "C" Preferred Stock; 2,500,000 shares authorized; par value $0.0001,300,000 shares issued and outstanding as of February 28, 2015,	30	30
Common Stock, par value $0.001. Authorized 500,000,000 shares: 45,210,390 issued and outstanding as of May 31, 2015, 44,530,772 issued and outstanding on February 28, 2015; respectively.	45,210	44,531
Additional paid-in capital	19,127,552	18,474,697
Deficit accumulated during exploration stage	(19,550,881)	(18,858,168)
Total shareholders' deficit	(378,089)	(338,910)
Non-controlling interest	15,225	89,827
Total liabilities and shareholders' equity	$ 412,528	$ 415,459

The accompanying notes are an integral part of the financial statements

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Dolat Ventures, Inc.

Consolidated Statements of Income

Unaudited

	For period ended 31-May-2015	Year ended 28-Feb-2015
Revenues	$ -	$ -
Cost of goods sold	-	-
Gross revenues	$ -	$ -
Expenses		
General and administrative	324,607	3,409,806
Total operating expenses	324,607	3,409,806
Other Income (Expense)		
Depreciation	(3,149)	(6,306)
Charitable contributions	(240,000)	(525,000)
Interest expense	(3,808)	(18,088)
Derivative	(153,619)	113,361
Proceeds from loans	17,245	-
Gain on debt forgiveness	-	83,293
Total other income (expense)	(383,331)	(352,740)
Net income (loss) before taxes	(707,938)	(3,762,546)
Less allocated non-controlling interest	15,225	89,827
Net loss, adjusted	$ (692,713)	$ (3,672,719)

The accompanying notes are an integral part of the financial statements

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Dolat Ventures, Inc.

Consolidated Statements of Cash Flows

Unaudited

	For period ended 31-May-2015	Year ended 28-Feb-2015
Cash Flows From Operating Activities		
Net gain (loss)	$ (692,713)	$ (3,765,852)
Adjustments to reconcile net loss to net cash provided by operating activities.		
Depreciation	3,149	12,667
Gain (loss) derivative liability	153,619	(27,448)
Gain (loss) debt settlement	-	83,291
Stock issued for services		3,082,195
Stock issued to settle debt	338,932	-
Stock issued as charitable contribution	240,000	525,000
Changes in operating assets and liabilities		
Increase (decrease) accounts payable		(1,741)
Increase (decrease) accounts payable -related party	(15,942)	(29,023)
Increase (decrease) accrued interest	(7,305)	18,088
Net cash used in operating activities	$ 19,740	$ (102,823)
Cash Flows from Financing Activities		
Proceeds from shareholders' loans	(36,767)	8,300
Proceeds from Notes payables	17,245	94,585
Net cash provided by Financing activities	$ (19,522)	$ 102,885

Net change in cash	$	218	$	62
Cash at beginning of period		62		-
Cash at end of period	$	280	$	62
Supplemental Disclosures of Cash Flows				
Cash paid for taxes	$	-	$	-
Cash paid for interest	$	-	$	-
Supplemental Disclosures of Non-Cash Investing and Financing Activities				
Common stock issued for interest	$	11,113	$	-
Common stock issued for debt	$	327,822	$	-
Common stock issued for services			$	3,067,706
Common stock issued -charitable contribution	$	240,000	$	525,000
Preferred stock issued for services	$	-	$	14,489

The accompanying notes are an integral part of the financial statements

NOTES TO THE FINACIAL STATEMENTS

The period ended May 31, 2015

NOTE 1 –NATURE OF BUSINESS & OPERATIONS+

Dolat Ventures, Inc., the "Company" was incorporated in Nevada on April 13, 2006 with the intent to engage in the business of mineral property exploration. On March 20, 2013, the Company changes its domicile from Nevada to Wyoming.

On February 9, 2009, the Company entered into an Agreement and Plan of Acquisition (the "Acquisition Agreement") with Dove Diamond and Mining, Inc. ("Dove"), a Nevada corporation, and the shareholders of Dove ("Dove Shareholders") whereby the Company acquired 100% of the issued and outstanding common stock of Dove in exchange (the "Stock Exchange") for 20,622,000 newly issued shares of its restricted common stock. The final closing was concluded and is effective February 15, 2009. For accounting purposes, as a result of the Stock Exchange, Dove became a wholly owned subsidiary of the Company.

In conjunction with the acquisition of Dove, the Company experienced a change in control. On February 28, 2009 Shmuel Dovid Hauck was nominated and elected by the Board of Directors as President of Dolat Ventures, Inc. upon the resignation of Gary Tice, who previously served as President, Chief

Financial Officer, Secretary, and a Director. Mr. Hauck was also appointed to the Board of Directors on February 28, 2009.

On April 13, 2010, the Company entered into a Share Exchange Agreement with Millennium Mining LLC ("Millennium"), a Sierra Leone Limited Liability Company. Under the agreement, the company acquired 75% of the capital stock of Millennium in exchange for twenty eight million (28,000,000) shares of the Company's common stock. The shares of stock acquired were owned by Mr. Shmuel Dovid Hauck, the Company's President and majority shareholder. Millennium is an operating entity in the business of mining and wholesale distribution of diamonds and precious gemstones.

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in The United States of America and the rules and regulations of the Securities and Exchange Commission ("SEC").

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates in the accompanying consolidated financial statements include the depreciable lives of property and equipment, valuation of share-based payments and the valuation allowance on deferred tax assets. Actual results could differ from those estimates and would impact future results of operations and cash flows.

Principles of Consolidation

The consolidated financial statements include the accounts of Dolat Ventures, Inc., its wholly-owned subsidiary, Dove Diamond and Mining, Inc., and its majority-owned subsidiary, Millennium Mining LLC. All significant inter-company balances and transactions have been eliminated in consolidation.

Cash

The Company considers all highly liquid temporary cash investments with an original maturity of twelve months or less to be cash equivalents. At May 31, 2015, February 28, 2015and February 28, 2014, the Company had $280, $62.00 and $4.00; respectively

Property and Equipment

Property and equipment are recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation of property and equipment is computed by the straight-line method (after taking into account their respective estimated residual values) over the assets estimated useful lives of 10 years. Upon sale or retirement of

property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the consolidated statements of operations. Leasehold improvements are amortized on a straight-line basis over the term of the lease or the estimated useful lives, whichever is shorter.

In the year ended February 29, 2012 the Company wrote down the value of its fixed assets by $487,803 which resulted in a net zero fixed asset balance. The reason for this adjustment is due to the difficult nature of verifying the existence of the equipment, verifying the Company's rights to the equipment, and the high cost to have them audited being they are currently located in a remote mining area of Sierra Leone.

Mineral Property and Exploration Costs

The Company has been in the exploration stage since April 13, 2006 and has not yet realized sustainable revenues from its planned operations. It is primarily engaged in the acquisition, exploration, and development of mining properties and the wholesale distribution and sale of diamonds and precious gemstones. In accordance with Securities and Exchange Commission Industry Guide 7, mineral property acquisition costs and exploration costs are expensed to operations as incurred.

When it has been determined that a mineral property can be economically developed as a result of establishing probable and then proven reserves, the costs then incurred to develop such property are capitalized. Such costs will be amortized using the units-of-production method over the estimated life of the probable-proven reserves. If mineral properties are subsequently abandoned or impaired, any capitalized costs will be charged to operations.

Impairment or Disposal of Long-Lived Assets

The Company accounts for the impairment or disposal of long-lived assets according to the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 360 "Property, Plant and Equipment". ASC 360 clarifies the accounting for the impairment of long-lived assets and for long-lived assets to be disposed of, including the disposal of business segments and major lines of business. Long-lived assets are reviewed when facts and circumstances indicate that the carrying value of the asset August not be recoverable. When necessary, impaired assets are written down to estimate fair value based on the best information available. Estimated fair value is generally based on either appraised value or measured by discounting estimated future cash flows. Considerable management judgment is necessary to estimate discounted future cash flows. Accordingly, actual results could vary significantly from such estimates.

Fair Value of Financial Instruments

FASB ASC 820, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value and expands disclosures about fair value measurements. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 states that a fair value measurement should be determined based on the assumptions the market participants would use in pricing the asset or liability. In addition, ASC 820 specifies a hierarchy of valuation techniques based on whether the types of valuation information ("inputs") are observable or unobservable. Observable inputs reflect market

data obtained from independent sources, while unobservable inputs reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The twelve broad levels defined by ASC 820 hierarchy are as follows:

Level 1 – quoted prices for identical assets or liabilities in active markets.
Level 2 – pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date.
Level 3 – valuations derived from methods in which one or more significant inputs or significant value drivers are unobservable in the markets.

These financial instruments are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment to estimation. Valuations based on unobservable inputs are highly subjective and require significant judgments. Changes in such judgments could have a material impact on fair value estimates. In addition, since estimates are as of a specific point in time, they are susceptible to material near-term changes. Changes in economic conditions August also dramatically affect the estimated fair values.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of February 28, 2013. The respective carrying value of certain financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include related party receivables, prepaid expenses, accounts payable and accrued expenses and related party payables. The fair value of the Company's notes payable is estimated based on current rates that would be available for debt of similar terms which is not significantly different from its stated value.

Revenue Recognition

The Company recognized revenue on arrangements in accordance with ASC Topic 605, *"Revenue Recognition"* ("ASC Topic 605"). Under ASC Topic 605, revenue is recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured. Revenue is recognized when the products are received and accepted by the customer.

Environmental Costs

Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations, and which do not contribute to current or future revenue generation, are expensed. Liabilities are recorded when environmental assessments and/or remedial efforts are probable, and the cost can be reasonably estimated. Generally, the timing of these accruals coincides with the earlier of completion of a feasibility study or the Company's commitments to plan of action based on the then known facts.

Stock Based Compensation

The Company accounts for Stock-Based Compensation under ASC 718 “Compensation – Stock Compensation”, which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 is a revision to SFAS No. 123, "Accounting for Stock-Based Compensation," and supersedes Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," and its related implementation guidance. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized.

The Company accounts for stock-based compensation awards to non-employees in accordance with ASC 505-50 “Equity-Based Payments to Non-Employees” ("ASC 505-50"). Under ASC 505-50, the Company determines the fair value of the warrants or stock-based compensation awards granted as either the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. Any stock options issued to non-employees are recorded in expense and additional paid-in capital in shareholders' equity/(deficit) over the applicable service periods using variable accounting through the vesting dates based on the fair value of the options at the end of each period.

The Company has not adopted a stock option plan and has not granted any stock options as of May 31, 2014 and February 28, 2014.

Income Taxes

Income taxes are accounted for under the liability method of accounting for income taxes. Under the liability method, future tax liabilities and assets are recognized for the estimated future tax consequences attributable to differences between the amounts reported in the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using enacted or substantially enacted income tax rates expected to apply when the asset is realized or the liability settled. The effect of a change in income tax rates on future income tax liabilities and assets is recognized in income in the period that the change occurs. Future income tax assets are recognized to the extent that they are considered more likely than not to be realized.

The FASB has issued ASC 740 “Income Taxes” (formerly, Financial Interpretation No. 48, “Accounting for Uncertainty in Income Taxes” – An Interpretation of FASB Statement No. 109 (FIN 48)). ASC 740 clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements in accordance with prior literature FASB Statement No. 109, Accounting for Income Taxes. This standard requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than-not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements.

As a result of the implementation of this standard, the Company performed a review of its material tax positions in accordance with recognition and measurement standards established by FASB ASC 740 and concluded that the tax position of the Company has not met the more-likely-than-not threshold as of February 29, 2014.

Foreign Currency Translation

The consolidated financial statements are presented in United States dollars. In accordance with ASC 828 ‘‘Foreign Currency Matters’’, foreign denominated monetary assets and liabilities are translated into their United States dollar equivalents using foreign exchange rates which prevailed at the balance sheet date. Non-monetary assets and liabilities are translated at the exchange rates prevailing at the transaction date. Revenue and expenses are translated at average rates of exchange during the year. Gains or losses resulting from foreign currency transactions are included in results of operations. Translation adjustments are included in Accumulated Other Comprehensive Income (Loss).

Basic and Diluted Loss per Share

The Company computes income (loss) per share in accordance with ASC 260, "Earnings per Share", which requires presentation of both basic and diluted earnings per share (“EPS”) on the face of the statement of operations. Basic EPS is computed by dividing income (loss) available to common shareholders by the weighted average number of shares outstanding during the period. Diluted EPS gives effect to all dilutive potential shares of common stock outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

As of May 31, 2015 there were 45,210,392 shares issued and outstanding and 44,530,772 at February 28, 2015.

Emerging Growth Company

We qualify as an “emerging growth company” under the 2012 JOBS Act. Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. As an emerging growth company, we can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the benefits of this extended transition period.

Segment Information

In accordance with the provisions of ASC 280-10, “Disclosures about Segments of an Enterprise and Related Information”, the Company is required to report financial and descriptive information about its reportable operating segments. The Company operates in only one operating segment as of February 29, 2014 and that is in Sierra Leone.

Exploration Stage Company

The Company is an “exploration stage company” as defined in the Securities and Exchange Commission Industry Guide 7, and is subject to compliance with ASC Topic 915 “Development Stage Entities”. To date, the Company's planned principal operations have not fully commenced.

Effect of Recent Accounting Pronouncements

In October 2012, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2012-04, ''Technical Corrections and Improvements" in Accounting Standards Update No. 2012-04. The amendments in this update cover a wide range of Topics in the Accounting Standards Codification. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will be effective for fiscal periods beginning after December 15, 2012. The adoption of ASU 2012-04 is not expected to have a material impact on our financial position or results of operations.

In August 2012, the FASB issued ASU 2012-03, "Technical Amendments and Corrections to SEC Sections: Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin (SAB) No. 114, Technical Amendments Pursuant to SEC Release No. 33-9250, and Corrections Related to FASB Accounting Standards Update 2010-22 (SEC Update)" in Accounting Standards Update No. 2012-03. This update amends various SEC paragraphs pursuant to the issuance of SAB No. 114. The adoption of ASU 2012-03 is not expected to have a material impact on our financial position or results of operations.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 - GOING CONCERN

The accompanying unaudited consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As reflected in the accompanying consolidated financial statements, the Company had an accumulated deficit during the exploratory stage of $19,550,881 as of May 31, 2015 and $18,755,815 as of February 28, 2015 and $14,991,226 at February 28, 2014; a net loss and net cash provided by operations of $692,713 for the three months ended May 31, 2015 and $3,672.719 for the twelve months ended February 28, 2015. The Company had a working capital of $48,325; and a working capital deficit of $ 245,543 for the year ended February 28, 2015. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

The ability of the Company's to continue as a going concern is dependent upon the Company's ability to further implement its business plan, generate revenues, and continue to raise additional investment capital. No assurance can be given that the Company will be successful in these efforts.

The unaudited consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Management believes that actions presently being taken to obtain additional funding and implement its strategic plans provide the opportunity for the Company to continue as a going concern.

NOTE 4 - MINERAL PROPERTIES

Bo District, Sierra Leone

On April 13, 2010, the Company acquired 75% of the capital stock of Millennium Mining LLC ("Millennium"). Millennium was incorporated in Sierra Leone as a Private Limited Liability Company on March 3, 2008 and commenced commercial operations after obtaining its license from the Ministry of Mineral Resources (Sierra Leone) shortly after. The Company's core operations are to mine, extract, refine, and purify precious metals and stones. The Company buys, sells, distributes and exports diamond bauxite, rutile gold, silver and other precious minerals in Sierra Leone and internationally.

Millennium is party to a mining agreement pursuant to which owners of land in the towns of Gandorhun and Njala in the Tikonko Chiefdom, Bo District of Sierra Leone have agreed to allow Millennium to mine the area in and around the Baimbawai Pool of the Sewa River located between those two towns. According to the terms of the mining agreement dated January 26, 2008, Millennium will fund all diamond mining operations, and shall be responsible for all required machinery, mining equipment and/or structures. The landowners who hold the license to mine this area shall be entitled to twenty percent (28%) of the net profits.

NOTE 5 – CONVERTIBLE NOTES PAYABLE

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During the three months ended May 31, 2015, the company issued 4,300,000 shares of common stock in the settlement the promissory notes held by M'Bayo, Kevin Cheung, and Shamuel Hauck, thereby eliminating all shareholder and related parties promissory notes. The company booked $327,822 in settlement of the Notes, including their beneficial conversion and $11,113 of accumulated interest.

During the three months ended May 31, 2015, the Company as part of the loan settlement settled part of the debt held by Sterling Mayfair, Inc. in the amount of $48,000. However, Sterling Mayfair, Inc. has provided additional funds in the amount of $17,245, which was used to pay down accounts payables.

In the year ended February 38, 2013, Mr. M'Bayo assigned $18,500 of convertible debt to an unrelated third party who in turn converted the debt into 18,500,000 common shares of the Company.

On May 20, 2009, the Company entered into an unsecured promissory note with Kevin Cheung for 28,030,000 Sierra Leones (approx. $6,500) with interest due of 6% per annum and due May 20, 2010. The note can be converted at any time by the holder into common shares of the Company at a conversion rate of $.001/share. Currently the Company is in default of this note.

On November 5, 2012, the Company entered into an unsecured promissory note with its President Mr. Dovid Hauck for $5,000 with prepaid interest of $1,000 and due on demand. The note can be converted at any time by the holder into common shares of the Company at a conversion rate equal to 50% of the closing market price on the date of conversion. Currently the Company is in default of this note.

On May 1, 2013, the Company entered into an unsecured promissory note with Mayfair Sterling, Inc. with interest due of 6% per annum and maturing on May 1, 2014. The note may be converted at any time by the holder into common shares of the Company at a conversion rate of $0.001/share. Currently the Company is in default of this note.

In October 2014, the Company agreed to accepted additional principal under the Sterling Mayfair note in the amount of $9,500 and subsequently $29,500 in settlement of certain accounts payable.

Derivative Liability

The Company had a derivative liability for the three months ended May 31, 2015 of $411,189. The derivative liability was calculated using the Black Scholes Model on each of the outstanding convertible notes payable.

NOTE 6 - LINE OF CREDIT

As of the three month ended May 31, 2015, Millennium Mining remains in default of its credit line.

The Company's subsidiary, Millennium Mining LLC, has a line of credit open to RBC Bank. The line of credit accrued interest monthly at a rate of 3.2%. For the years ended February 29, 2014 and 2013 the bank accrued interest on the line of credit of $ 25,829 and $38,810. As of August 31, 2014, the open line of credit from RBC Bank of Sierra Leone was charged off by the lender and has been settled. The Company included in the financial statements for the period ending August 31, 2014, a gain of $83,293

NOTE 7 – RELATED PARTY TRANSACTIONS

As of May 31, 2015, the Company as part of the issue of shares set forth in Note 5, settled all accounts payable to the related party.

As of August 31, 2014 and May 31, 2014 and February 28, 20143, the Company had an accounts payable to related parties of $ 29,782; $29,045 and $29,025, respectively. From time to time, associates of the Company's management will provide services to the Company as well as provide the Company funds to cover shortfalls in capital. These advances are unsecured and non-interest bearing. During the year ended February 28, 2014 the Company received an additional $20 from Company's management.

On February 9, 2009, the Company entered into an Agreement and Plan of Acquisition (the "Acquisition Agreement") with Dove Diamond and Mining, Inc. ("Dove"), a Nevada corporation, and the shareholders of Dove ("Dove Shareholders") whereby the Company acquired 100% of the issued and outstanding common stock of Dove in exchange (the "Stock Exchange") for 20,622,000 newly issued shares of its restricted common stock. The final closing was concluded and is effective February 15, 2009. Dove is majority owned by the Company's President and majority shareholder.

On April 13, 2010, the Company entered into a Share Exchange Agreement with Millennium Mining LLC ("Millennium"), a Sierra Leone Limited Liability Company. Under the agreement, the company acquired 75% of the capital stock of Millennium in exchange for thirty million (28,000,000) shares of the Company's common stock. The shares of stock acquired were owned by Mr. Shmuel Dovid Hauck, the Company's President and majority shareholder.

On November 5, 2012, the Company entered into an unsecured promissory note with its President Mr. Dovid Hauck for $5,000 with prepaid interest of $1,000 and due on demand. The note can be converted at any time by the holder into common shares of the Company at a conversion rate equal to 50% of the closing market price on the date of conversion. Currently the Company is in default of this note.

NOTE 8 – STOCKHOLDERS' EQUITY

During the three months ended May 31, 2015, the Company issued 8,300,000 common shares, 4,300,000 free trading shares to settle related parties debts and payables; and 4,000,000 restricted shares as a charitable contribution for which the company booked an expense of $240,000 based on the fair market value of the stock at closing on the date of issue.

In December 2014, Shmuel Hauck and Shlomo Bleier, CEO and Secretary, respectively, surrendered an aggregate 8,161,244 common shares in exchange for 300,000 Preferred "C" Shares. The Series "C" shares have all the same rights, including voting rights, but are convertible into 200 common shares for each Series "C" share held.

On November 6, 2014, the Company issued 11,133,636 common restricted shares for consulting services, to several service providers. The shares were valued at the contractually agreed price of the services, such services having a fair market value (FMV) of the same equal to $0.07 per share. The company recorded an expense of $780,283 for such services.

On July 15, 2014, the Company declared a negative dividend resulting in a reverse split of the common equity of 1 share for each 250 shares held. The dividend did not affect the authorized capitalization of the Company or its par value. The reverse split had the effect of reducing the issued and outstanding from 172,066,362 to 688,265 common voting shares. The financial statements included in this report have been retro-actively adjusted to account for the reverse in prior quarters and for the year ended Feb. 28, 2014

On March 20, 2013, the Company transferred its jurisdiction from Nevada to Wyoming, amending its Article of incorporation to a total authorized capitalization of 250,000,000 shares at par value $0.001. The new capitalization does not include authorization of any Preferred Shares, although the Articles give the right to designate any portion of the available authorized shares as Preferred.

In the year ended February 28, 2013, the Company issued 18,500,000 common shares pursuant to the assignment and conversion of convertible notes payable and 2,500,000 shares to consultants for services completed by February 29, 2013. The shares issued to consultants were valued at the closing share price on the date of issuance which resulted in the Company recording an expense of $75,000.

In the year ended February 28, 2014, the Company issued 41,600,000 common shares of which 5,250,000 were for charitable donations. Shares were valued at the closing share price on the date of issue which resulted in the Company recording and expense of $126,500 as charitable donations and $155,000 for consulting services.

The Company did not issue any shares during the three months ended May 31, 2014.

The 3,500,000 shares issued to Park Avenue Discoveries in October 2014 were issued for a transaction that has not taken place and have not yet been paid for. The shares and contract have been subsequently cancelled. These shares are currently in book format with the transfer agent.

The 2,500,000 shares issued to Sam Schlesinger in August 2014 were issued for services that have not yet been performed. These shares have not been paid for and are sitting in book format with the transfer agent.

NOTE 9 – INCOME TAX

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry-forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry-forwards for Federal Income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry-forwards may be limited.

NOTE 10 – SUBSEQUENT EVENTS

At the time of this report, the Board of Directors have considered changing the Company's fiscal year to the calendar year effective January 1, 2015. The recommendation has not as of the date of this report been accepted.