Gear International, Inc.

Quarterly Disclosure Statement

September 30, 2015

Gear International, Inc.

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PART A – GENERAL COMPANY INFORMATION

ITEM I – **The exact name of the issuer and its predecessor (if any).**

Gear International, Inc.
(formerly GolfGear International, Inc.)
(Effective March 22, 2012, the Company changed its name to Gear International, Inc.)

ITEM II – **The address of the issuer's principal executive offices.**

Gear International, Inc.

38 South Blue Angel Parkway, Suite #169
Pensacola, Florida 32506

Phone: (307) 222-9004
Fax: (800) 614-9852

ITEM III – **The jurisdiction(s) and date of the issuer's incorporation or organization.**

Incorporated in the State of Nevada on November 25, 1996
Domesticated in the State of Wyoming on September 16, 2010

PART B – SHARE STRUCTURE

ITEM IV – **The exact title and class of securities outstanding.**

Title/Class	CUSIP#	Symbol
Common	381689207	GEAR
Preferred Series A		
Preferred Series B		
Preferred Series C		

ITEM V – **Par or stated value and description of the security.**

A.

Title/Class	Par Value
Common	$0.0001
Preferred	$0.0001

B. Common Stock

a. Dividends – on June 29, 2012 the Company paid a 5% stock dividend
b. Voting Rights – one vote per share of common stock
c. Preemption Rights – None
d. Material Rights – None
e. Provisions in Charter or By-Laws that would delay, defer or prevent a Change in control of the issuer – None.

The company has not issued any new shares in the last year.

Preferred Stock

Series A: The holders of the Series A Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series A Preferred Stock shall have super-voting rights equal to the total aggregate number of all common shares and all preferred shares issued and outstanding. The Series A Preferred Shares shall have no conversion rights.

Series B: The holders of the Series B Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series B Preferred Stock shall have votes based upon its conversion rate. Each share of the Series B Preferred Shares will therefore be entitled to one (1) vote per share. Each share of the Series B Preferred Shares shall be convertible, at any time, and / or from time to time, into one (1) share of the Corporation's common stock.

Series C: The holders of the Series C Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series C Preferred Stock shall have votes based upon its conversion rate. Each share of the Series C Preferred Shares will therefore be entitled to ten (10) votes per share. Each share of the Series C Preferred Shares shall be convertible, at any time, and / or from time to time, into ten (10) shares of the Corporation's common stock.

ITEM VI – **The number of shares or total amount of the securities outstanding for each class of securities authorized**

Common Stock

	6-30-15	12-31-14
Shares authorized	6,000,000,000	600,000,000
Shares outstanding	3,554,551,059	134,551,059
Freely tradable	1,630,655,299	110,655,299
Beneficial shareholders	0	0
Shareholders of record	366	237

Preferred Stock Series A

	6-30-15	12-31-14
Shares authorized	10	100,000,000
Shares outstanding	6	10
Freely tradable	0	0
Beneficial shareholders	1	1
Shareholders of record	1	1

Preferred Stock Series B

	6-30-15	12-31-14
Shares authorized	600,000	10,000,000
Shares outstanding	238,733	433,000
Freely tradable	0	0
Beneficial shareholders	2	2
Shareholders of record	16	11

Preferred Stock Series C

	6-30-15	12-31-14
Shares authorized	20,000,000	0
Shares outstanding	300,000	0
Freely tradable	0	0
Beneficial shareholders	0	0
Shareholders of record	5	0

PART C – BUSINESS INFORMATION

ITEM VII – **The name and address of the transfer agent**

PACIFIC STOCK TRANSFER COMPANY

4045 South Spencer Street, Suite 403
Las Vegas, NV 89119
Tel: (702) 361-3033
www.pacificstocktransfer.com

The transfer agent is registered with the SEC.

ITEM VIII– **The nature of the issuer's business**

A. Business Development

The Issuer is a Corporation
The business started in October 1, 1996
Fiscal Year is December 31

All notes payable are being paid according to the terms or according to agreement.
Control of the company changed on September 22, 2014.

There is no pending or threatened legal action.

B. Business of Issuer

1. SIC Code Primary 1520, Secondary 1540.
   Gear International Inc. has previously focused its primary business on the gold and silver exploration and mining industries, but has recently expanded its focus to evaluate and provide funding for promising projects spanning various industries, including real estate financing and rental income generation, strategic investments in medical laboratories and devices, pharmaceuticals manufacturing and distribution, financing land, cultivating facilities, and other essential services for the heavily regulated medical marijuana industry in states where such activities have been legalized at the state level, and providing various other essential consulting and management services on a contract basis to select companies and projects.
2. The company is not a shell and has never been a "shell company".
3. Gear International does not anticipate any government regulations current or anticipated to affect the operations of the Company.
4. Gear International does not currently spend any of its funds on research and development.
5. The costs of compliance with Federal, State or Local laws is not now nor anticipated to be excessive.
6. The company currently employs two persons on a full time basis.

ITEM IX – **The nature of products or services offered.**

A. Principal products or services, and their markets;
The Company will continue to pursue its existing gold and silver exploration and mining projects with a vision to explore additional opportunities in the mining sector, and will additionally evaluate and provide funding for promising projects spanning various other industries, including real estate financing and rental income generation, strategic investments in medical laboratories and devices, pharmaceuticals import, manufacturing, and distribution, financing land, growing facilities, and other essential services for the heavily regulated medical marijuana industry in states where such activities have been legalized at the state level, and providing various other essential consulting and management services on a contract basis to select companies and projects.

B. Distribution methods of the products or services;
Not applicable.

C. Status of any publicly announced new product or service;
The Company is currently finalizing negotiations to provide financing and furnish real estate, equipment, products, and consulting services in order to facilitate the effective construction of indoor growing operations for the farming of medical marijuana in states where such activities have been legalized.

D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition;
The medical marijuana business is highly competitive, but the Company intends to position itself, along with its associates and subsidiaries, to finance real estate and growing facilities, including the most technologically advanced lighting, growing techniques, security measures, various providers of equipment and other resources necessary and expedient to the most productive growing and processing of medical marijuana, including aquaponics, hydroponics, aquaculture, clean water technologies, fertilizers, soil enhancers, plant containers and equipment, irrigation systems, including some that are not exclusive to growing a specific type of plant, and for the development, packaging and marketing of products containing medical marijuana, however limited only to those states in which such business and activities are legal under state law.

E. Sources and availability of raw materials and the names of principal suppliers; Not applicable at this time.

F. dependence on one or a few major customers;
Not applicable.

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;
Not applicable at this time.

H. The need for any government approval of principal products or services and the status of any requested government approvals.
Not applicable at this time.

ITEM X – **The nature and extent of the issuer's facilities**

The current address for all Officers and Directors is:

38 South Blue Angel Parkway, Suite #169
Pensacola, Florida 32506

Phone: (307) 222-9004

PART D – MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

ITEM XI – **The name of the chief executive officer, members of the board of directors, as well as control persons all positions and offices with the Company held by such person, the period during which he has served as such, and the principal occupations and employment of such persons during the last five years:**

A. Officers and Directors

Name/Address	Officer/Director	Compensation	Shares Beneficially Owned
Carlton Wingett 38 South Blue Angel Parkway, Suite #169 Pensacola, Florida 32506	CEO, President	$0	6 Series A 1,900,000 Common 8,400 Series B

B. Legal/Disciplinary History

Within in the last five years, none of the foregoing persons has been convicted in a criminal proceeding or has been named as a defendant in a criminal proceeding; been subject to an order, judgment or decree 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; been subject to a finding or judgment by a court of competent jurisdiction, 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; or been subject 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. Family Relationships

There are no family relationships among or between the issuer's directors, officers or beneficial owners of more than five percent of any class of the issuer's equity securities.

D. Related Party Transactions

There are no transactions within the last three fiscal years involving the issuer in which (i) the amount involved exceeds the lesser of $120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest.

E. Conflicts of Interest

There were no conflicts of interest with any executive officer or director with competing professional or personal interests.

ITEM XII – **Financial information for the issuer's most recent and preceding fiscal period.**

SEE ATTACHED FINANCIAL STATEMENTS

Gear International, Inc.

Balance Sheets
(Unaudited)

ASSETS

	September 30, 2015	December 31, 2014
CURRENT ASSETS		
Cash and cash equivalents	$ 32,924	$ 25
Accounts receivable	48,650	-
Total current assets	81,574	25
INCOME STREAM	2,374,933	2,374,933
MINING JOINT VENTURE	110,000	-
PROPERTY AND EQUIPMENT, net	114,534	114,534
Total Assets	$ 2,681,041	$ 2,489,492

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES		
Accounts payable	$ 85,568	$ 48,597
Advances from shareholders	32,788	4,850
Accrued expenses	30,000	-
Current maturities of long-term debt	-	-
Total current liabilities	148,356	53,447
LONG-TERM LIABILITIES	410,000	300,000
TOTAL LIABILITIES	558,356	353,447
STOCKHOLDERS' EQUITY		
Preferred stock - par value $.0001, 20,600,010 and 20,600,010 shares authorized respectively, 538,739 and 433,010 shares issued and outstanding respectively	54	43
Common stock - par value $.0001, 6,000,000,000 and 600,000,000 shares authorized respectively, 3,554,551,059 and 134,551,059 shares issued and outstanding respectively	355,456	13,455
Paid-in capital	2,488,353	19,502
Stock to be issued	-	2,374,933
Treasury stock	(427,500)	-
Retained earnings (deficit)	(293,678)	(271,888)
Total stockholders' equity	2,122,685	2,136,045
Total Liabilities and Stockholders' Equity	$ 2,681,041	$ 2,489,492

The accompanying notes are an integral part of these financial statements.

Gear International, Inc.

Statement of Operations
(Unaudited)

	Nine Months Ended September 30, 2015	Year Ended December 31, 2014
REVENUES	$ 86,650	$ -
OPERATING COSTS AND EXPENSES		
Administrative expenses	105,035	17,593
Maintenance	-	-
Rent	-	-
Office expenses	2,940	275
Travel	465	-
Depreciation		7,768
Loss on disposal of assets	-	-
Total Expenses	108,440	25,636
Operating Loss	(21,790)	(25,636)
OTHER INCOME (EXPENSES)		
Interest income	-	-
Interest expense	-	-
Income before income taxes	(21,790)	(25,636)
Provision for income taxes	-	-
NET INCOME (LOSS)	$ (21,790)	$ (25,636)
Earnings Per Share (see Note 2)		
Weighted average number of common stock outstanding	3,554,551,059	134,551,059
Net loss per share	$ -	$ -

The accompanying notes are an integral part of these financial statements.

Gear International, Inc.

Statement of Stockholders' Equity

(Unaudited)

	Preferred Stock		Common Stock		Paid-in	Stock To Be	Accumulated	Treasury	
	Shares	Amount	Shares	Amount	Capital	Issued	Deficit	Stock	Total
Balance, December 31, 2010	125,010	$ 13	1,365,593,683	$ 136,559	$ (298,573)	$ -	$ (793,962)	$ -	$ (955,963)
Issuance of Series B preferred stock for services (February 10, 2011)	600,000	60			(60)				-
Issuance of common stock for services (July 18, 2011)			150,000,000	15,000	(15,000)				-
Issuance of common stock for services (August 18, 2011)			145,000,000	14,500	(14,500)				-
Return and cancellation of common shares (September 26, 2011)			(5,000,000)	(500)	500				-
Issuance of common stock in exchange for license (September 26, 2011)			5,000,000	500	1,331,964				
Return and cancellation of common shares (September 30, 2011)			(1,000,394,000)	(100,039)	100,039				-
Return and cancellation of common shares (September 30, 2011)			(415,000,000)	(41,500)	41,500				-
Return and cancellation of Series C preferred stock (September 30, 2011)	(125,000)	(13)			13				-
Return and cancellation of Series B preferred stock (September 30, 2011)	(50,000)	(5)			5				-
Conversion of debt to equity (September 30, 2011)					162,001		692,999		855,000
Return and cancellation of common shares (October 31, 2011)			(24,900,000)	(2,490)	2,490				-
Issuance of Series A preferred stock for services (October 31, 2011)	200	-							-
Issuance of Series B preferred stock in excahnge for stock (November 3, 2011)	33,000	3			32,997				33,000
Cancellation of common stock in issued in exchange for license (Dec. 31, 2011)			(5,000,000)	(500)	(1,331,964)				
Net loss							(20,392)		(20,392)
Balance, December 31, 2011	583,210	$ 58	215,299,683	$ 21,530	$ 11,412	$ -	$ (121,355)	$ -	$ (88,355)
Return and cancellation of common shares (Janaury 31, 2012)			(67,393,962)	(6,739)	6,739				-
Return and cancellation of common and preferred shares (June 4, 2012)	(150,200)	(15)	(15,000,000)	(1,500)	1,515				-
Stock dividend (June 29, 2012)			6,645,338	665	(665)				-
Return and cancellation of common shares (September 30, 2012)			(5,000,000)	(500)	500				-
Net loss							(81,294)		(81,294)
Balance, December 31, 2012	433,010	$ 43	134,551,059	$ 13,456	$ 19,501	$ -	$ (202,649)	$ -	$ (169,649)
Net loss							(43,603)		(43,603)
Balance, December 31, 2013	433,010	$ 43	134,551,059	$ 13,456	$ 19,501	$ -	$ (246,252)	$ -	$ (213,252)
Issuance of common stock for income stream (November 20, 2014)						2,374,933			2,374,933
Net loss							(25,636)		(25,636)
Balance, December 31, 2014	433,010	$ 43	134,551,059	$ 13,456	$ 19,501	$ 2,374,933	$ (271,888)	$ -	$ 2,136,045
Issuance of Series C preferred stock in exchange for cash (April 2, 2015)	300,000	30							30
Issuance of common shares in exchange for Series A shares (June 1, 2015)	(4)	-	1,900,000,000	190,000	237,500			(427,500)	-
Conversion of Series B preferred stock (June 23, 2015)	(202,667)	(20)	1,520,000,000	152,000	2,222,953	(2,374,933)			2,374,933
Issuance of Series B preferred stock in exchange for services (July 1, 2015)	8,400	1			8,399				8,400
Net income (loss)							(21,790)		(21,790)
Balance, September 30, 2015	538,739	$ 54	3,554,551,059	$ 355,456	$ 2,488,353	$ -	$ (293,678)	$ (427,500)	$ 2,122,685

The accompanying notes are an integral part of these financial statements.

Gear International, Inc.

Statements of Cash Flows
(Unaudited)

	Nine Months Ended September 30, 2015	Year Ended December 31, 2014
Operating Activities		
Net income (loss)	$ (21,790)	$ (25,636)
Adjustments to reconcile net loss to net cash useed in operating activities:		
Depreciation and amortization	-	7,768
Stock compensation	8,400	-
Loss on disposal of assets	-	-
(Increase) decrease in assets:		
Accounts receivable and other assets	(48,650)	-
Increase (decrease) in liabilities:		
Accounts payable and accrued expenses	94,909	17,868
Total adjustments	54,659	25,636
Net cash used in operating activities	32,869	-
Investing Activities		
Purchases of property and equipment	-	-
Net cash provided by investing activities	-	-
Financing Activities		
Issuance of stock for cash	30	-
Payments on borrowings	-	-
Proceeds from borrowings	-	-
Net cash provided by financing activities	30	-
Net increase in cash and cash equivalents	32,899	-
Cash and cash equivalents at beginning of period	25	25
Cash and cash equivalents at end of period	$ 32,924	$ 25
Supplemental cash flow information:		
Cash paid during the period for interest	$ -	$ -
Cash paid during the period for income taxes	$ -	$ -
Noncash investing and financing activities:		
Acquisition of assets by issuance of stock	$ -	$ 2,374,933

GEAR INTERNATIONAL, INC.
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2015

(Unaudited)

NOTE 1 - Organization and Basis of Presentation

Gear International Inc. (the "Company") was incorporated in November, 1996. From inception through January, 2010, the Company marketed golf equipment and supplies. Effective October 7, 2009, the Company's shareholders approved a Share Exchange Agreement to acquire all of the shares of Crowfoot Management Ltd. (the "Agreement"). Pursuant to the Agreement, Crowfoot Management Ltd. ("Crowfoot") was purchased on a share for share exchange. Crowfoot was engaged in the construction business and focused on the development of green technologies. Effective March 22, 2012, the Company changed its name to Gear International, Inc. Effective September 22, 2014 the Company will provide real estate rental management, funding and other services to the heavily regulated medical marijuana industry.

In the opinion of management, the accompanying balance sheets and related statements of income, cash flows, and stockholders' equity, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Preparing financial statements requires management to make estimates and assumptions that affect the amounts of assets, liabilities, revenue, and expenses. Actual results and outcomes may differ from management's estimates and assumptions.

NOTE 2 - Summary of Significant Accounting Policies

Cash and Cash Equivalents

The Company considers those short-term, highly liquid investments with original maturities of three months or less as cash and cash equivalents.

Impairment of Long-Lived Assets

In accordance with Statement of Financial Accounting Standards ("SFAS") 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of," the Company reviews its long-lived assets for impairments. Impairment losses on long-lived assets are recognized when events or changes in circumstances indicate that the undiscounted cash flows estimated to be generated by such assets are

less than their carrying value and, accordingly, all or a portion of such carrying value may not be recoverable. Impairment losses then are measured by comparing the fair value of assets to their carrying amounts. The Company recognized no impairment loss at September 30, 2015.

Revenue Recognition

Revenues will be recognized when earned.

Income Taxes

The Company records deferred income taxes using the liability method as prescribed under the provisions of SFAS No. 109. Under the liability method, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial statement and income tax bases of the Company's assets and liabilities. An allowance is recorded, based upon currently available information, when it is more likely than not that any or all of the deferred tax assets will not be realized. The provision for income taxes includes taxes currently payable, if any, plus the net change during the year in deferred tax assets and liabilities recorded by the Company.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures 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 these estimates.

Environmental Remediation Costs

Environmental remediation costs are accrued based on estimates of known environmental remediation exposure. Such accruals are recorded even if significant uncertainties exist over the ultimate cost of the remediation. It is reasonably possible that the Company's estimates of reclamation liabilities, if any, could change as a result of changes in

regulations, extent of environmental remediation required, means of reclamation or cost estimates. Ongoing environmental compliance costs, including maintenance and monitoring costs, are expensed as incurred. There were no environmental remediation costs accrued at September 30, 2015.

Advertising Costs

The Company's policy regarding advertising costs are to expense them as they are incurred. The Company had not incurred any advertising costs during the period ended September 30, 2015.

Recently Issued Accounting Pronouncements

SFAS No. 149 "Amendment of Statement 133 on derivative instruments and hedging activities". This statement amends and clarifies financial accounting and reporting for derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under SFAS 133, "Accounting for derivative instruments and hedging activities".

SFAS No. 150 "Accounting for certain financial instruments with characteristics of both liabilities and equity". This statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity.

The Company believes that the above standards would not have a material impact on its financial position, results of operations or cash flows.

NOTE 3 - Acquisition of Income Stream

On November 20, 2014, the Company entered into an agreement to issue 2,638,814,286 shares of its common stock in exchange for an annual income stream of $2,308,963 derived from providing real estate rental management, funding and other services to the medical marijuana industry. An asset representing the discounted value of this income stream in the amount of $2,374,933 was recorded on the Company's books. Pursuant to

FAS 157 the asset was valued at the number of shares issued multiplied times the stock price as of the date the agreement was executed.

NOTE 4 - Mining Joint Venture

On September 26, 2011 GEAR International, Inc. entered into a joint venture agreement with Mission Holdings, LLC to provide funds to develop and mine the Silver Cord Mine in Yavapai County, Arizona. Under the terms of the agreement, GEAR is entitled to 25% of the net profits from the mining operation, plus a 12% net smelter return royalty, in exchange for $110,000 in financing.

NOTE 5 - Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of its liabilities in the normal course of business. Through September 30, 2015, the Company had incurred cumulative losses of $293,678 and has negative working capital of $66,782 as of September 30, 2015. The Company's ability to continue as a going concern is dependent upon obtaining financing adequate to fulfill its exploration activities, development of its properties and achieving a level of revenues adequate to support the Company's cost structure. Management's plan of operations anticipates that the cash requirements for the next twelve months will be met by obtaining capital contributions through the sale of its common stock and cash flows from operations. There is no assurance that the company will be able to implement the plan.

NOTE 6 - Stockholders' Equity

At various stages in the Company's development we have issued shares of common stock for services or assets with a corresponding charge to operations or property and equipment. In accordance with SFAS 123, these transactions, except for stock issued to employees, have been recorded on the Company's books at the fair value of the consideration received or the fair value of the common stock issued, whichever is more reliably measured.

2011:

On February 10, 2011, the Company issued 600,000 Series B preferred shares in exchange for services.

On July 18, 2011, the Company issued 150,000,000 common restricted shares in exchange for services.

On August 18, 2011, the Company issued 145,000,000 common restricted shares in exchange for services.

In September, 2011, a total of 1,415,394,000 common shares, 50,000 Series B preferred shares and 125,000 Series C preferred shares were returned to the Company and cancelled.

On September 30, 2011, debt to related parties totaling $855,000 was forgiven and contributed back to the Company resulting in an increase in the Company's Paid-In Capital of a like amount.

In October, 2011, a total of 24,900 common shares were returned to the Company and cancelled.

On November 3, 2011, a total of 33,000 Series B preferred shares were issued to acquire in exchange for an investment.

2012:

On January 31, 2012, a total of 67,393,962 common shares were returned to the Company and cancelled.

On June 4, 2012, a total of 15,000,000 common shares and 150,000 Series B preferred shares and 200 Series C preferred shares were returned to the Company and cancelled.

On June 29, 2012, the Company declared a 5% stock dividend.

On September 30, 2012, a total of 5,000,000 common shares were returned to the Company and cancelled.

2014:

On November 20, 2014, the Company entered into an agreement to issue 2,638,814,286 shares of its common stock in exchange for an annual income stream of $2,308,963 from providing real estate rental management, funding and other services to the medical marijuana industry.

2015:

On April 2, 2015, the Company issued 300,000 Series C Preferred Shares in exchange for cash.

On June 11, 2015, the Company issued 1,900,000,000 common shares to an officer/director in exchange for 4 Series A Preferred Shares.

On June 23, 2015, the Company issued 1,520,000,000 shares in exchange for 202,667 Series B Preferred Shares based on a conversion rate of 1:7,500.

On July 1, 2015, the Company issued 8,400 Series B Preferred shares to an officer/director in exchange for services.

Stock Options and Warrants

There are no outstanding unexpired warrants or options as of September 30, 2015.

NOTE 7 - Commitments and Contingencies

Litigation

At September 30, 2015 the Company was not party to any legal proceedings. To the knowledge of management, no federal, state or local governmental agency is presently contemplating any proceeding against the Company.

NOTE 8 - Related Parties

The Company received periodic advances from its principal stockholder based upon the Company's cash flow needs. See Note 4 for equity transactions with related parties.

GEAR INTERNATIONAL, INC.
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2015

(Unaudited)

NOTE 9 - Notes Payable	Sept 30, 2015	December 31, 2014
Notes payable to shareholders, unsecured,, due January 1, 2016, non-interest bearing	300,000	450,000
	300,000	450,000
Less: Current portion	(-0-)	(-0-)
Long-Term Debt	$300,000	$ 450,000

Maturities of long-term debt are as follows:

2016	300,000
Total	$ 300,000

NOTE 10 - Income Taxes

The Company has adopted FASB 109 to account for income taxes. No provision for income taxes has been recorded in these financial statements based on the net operating loss carry-forward of $293,678 as of September 30, 2015 that will be offset against future taxable income. Due to the uncertainty as to the utilization of net operating loss carry-forwards, an evaluation allowance has been made to the extent of any tax benefit that net operating losses may generate.

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and the related valuation account as of September 30, 2015 is as follows:

Deferred tax asset:	
Net operating loss carry-forward	$ 293,678
Valuation allowance	(293,678)
	$ -

At September 30, 2015 the Company had net operating loss carry-forwards totaling $293,678 that, if conditions of the Internal Revenue Code are met, can be carried forward to offset future earnings. This carry-forward will expire in various amounts through 2034.

ITEM XIII – **Beneficial Owners.**

NONE

ITEM XIV - **The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:**

Legal Counsel

Randall S. Goulding
Securities Counselors, Inc.
1333 Sprucewood Deerfield, IL 60015
847-948-5431
fax 484-450-5130

ITEM XV – **Management's Discussion and Analysis or Plan of Operation**

The Company will continue to pursue its existing gold and silver exploration and mining projects with a vision to explore additional opportunities in the mining sector, and will additionally evaluate and provide funding for promising projects spanning various other industries, including real estate financing and rental income generation, strategic investments in medical laboratories and devices, pharmaceuticals import, manufacturing, and distribution, financing land, growing facilities, and other essential services for the heavily regulated medical marijuana industry in states where such activities have been legalized at the state level, and providing various other essential consulting and management services on a contract basis to select companies and projects.

The company continues to negotiate and secure contracts with growers, to finance real estate, growing facilities, equipment, consulting services, and other related products and services in order to facilitate the effective construction of indoor operations for the farming of medical marijuana. The Company intends to position itself, along with its associates and subsidiaries, to provide such facilities, including the most technologically advanced lighting, growing techniques, security measures, various providers of equipment and other resources necessary and expedient to the most productive growing and processing of medical marijuana, including aquaponics, hydroponics, aquaculture, clean water technologies, fertilizers, soil enhancers, plant containers and equipment, irrigation systems, including some that are not exclusive to growing a specific type of plant, and for the development, packaging and marketing of products containing medical marijuana, however limited only to those states in which such business and activities are legal under state law.

Mining Joint Venture

On September 26, 2011 GEAR International, Inc. entered into a joint venture agreement with Mission Holdings, LLC to provide funds to develop and mine the Silver Cord Mine in Yavapai County, Arizona. Under the terms of the agreement, GEAR is entitled to 25% of the net profits from the mining operation, plus a 12% net smelter return royalty, in exchange for $110,000 in financing.

Environmental Issues

We are not aware of any significant environmental concerns or existing reclamation requirements. Any costs or delays associated with obtaining required permits could have an impact on our ability to timely complete our planned activities.

Off-Balance Sheet Transactions

The Company does not have any transactions, agreements or other contractual arrangements that constitute off-balance sheet arrangements.

Defaults of Senior Securities

The Company is not presently in default on any promissory notes.

Other Information

Increase in Authorized Shares

There has been no increase since initial disclosure.

Departure of Director or Principal Officers; Appointment of Principal Officer

On December 22, 2014, Carlton Wingett was appointed as the Company's President and CEO and elected to the Board of Directors.

PART E – ISSUANCE HISTORY

ITEM XVI– **List of securities offerings and shares issued for services in the past two years.**

NONE

PART F – EXHIBITS

ITEM XVII– **Material Contracts**

NO CHANGES SINCE INITIAL DISCLOSURE

ITEM XVIII – **Articles of Incorporation and Bylaws.**

NO CHANGES SINCE LAST QUARTERLY FILING

The company articles of incorporation and corporate bylaws are listed in section XIX of the October, 2010 Initial Disclosure

ITEM XIX – **Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

NONE

ITEM XX – **Issuer's Certifications**

1. I, Carlton Wingett, have reviewed this September 30, 2015 Quarterly Disclosure Statement of Gear International, 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 the disclosure statement; and

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

Date: November 18, 2015

/s/ *Carlton Wingett*
Carlton Wingett, President and CEO