

VID3G INC.
(Formerly U.S. Mine Makers, Inc.)

FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2015

(Unaudited)

NOTICE TO READER

The accompanying financial statements for Vid3G Inc. (formerly U.S. Mine Makers, Inc., the “Company”) for the three months ended September 30, 2015 and 2014 have been prepared by management in accordance with accounting principles generally accepted in the United States. These financial statements, which are the responsibility of management, are unaudited and have not been reviewed by auditors. Management believes the unaudited financial statements are free of material misstatement and present fairly, in all material respects, the financial position of the Company as at September 30, 2015 and June 30, 2015 and the results of its operations and its cash flows for each of the periods ended September 30, 2015 and 2014.

/s/“Roy Bosa”

Roy Bosa

Director, CEO and CFO

VID3G INC.
(Formerly U.S. Mine Makers, Inc.)
BALANCE SHEETS
(Unaudited)

	September 30, 2015	June 30, 2015
ASSETS		
Current assets		
Cash	\$ 2,704	\$ 1,065
Prepaid Expenses	5,000	5,000
Total current assets	<u>7,704</u>	<u>6,065</u>
Intangible asset	<u>6,000</u>	<u>6,000</u>
Total assets	<u><u>\$ 13,704</u></u>	<u><u>\$ 12,065</u></u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	\$ 4,984	\$ 7,303
Due to related parties	239,781	208,215
Convertible notes payable	126,659	128,859
Loan payable	149,254	159,700
Total current liabilities	<u>520,688</u>	<u>504,077</u>
Total Liabilities	<u>520,688</u>	<u>504,077</u>
STOCKHOLDERS' DEFICIT:		
Preferred stock, \$0.0001 par value, 20,000,000 shares authorized, none issued and outstanding	-	-
Common stock, \$0.0001 par value, 300,000,000 shares authorized and 244,304,018 and 222,304,018 shares issued and outstanding as at September 30, 2015 and June 30, 2015, respectively	24,430	22,230
Additional paid-in capital	8,749,774	8,749,774
Deficit accumulated during the exploration stage	(9,281,178)	(9,264,016)
Total stockholders' equity	<u>(506,974)</u>	<u>(492,012)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u><u>\$ 13,704</u></u>	<u><u>\$ 12,065</u></u>

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

VID3G INC.
(Formerly U.S. Mine Makers, Inc.)
STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014
Operating expenses:		
Management fees	\$ 21,000	\$ 21,000
Technology development	-	109,500
General and administrative	2,006	3,391
Investor Awareness	-	5,000
Shareholder Communication	-	548
Professional fees	600	600
Foreign Exchange (gain) loss	(8,842)	968
Operating loss	(14,764)	(141,007)
Interest expense	(2,398)	(72)
Net loss	\$ (17,162)	\$ (141,079)
Net loss per share:		
Basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average shares outstanding:		
Basic and diluted	233,630,105	172,404,018

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VID3G INC.
(Formerly U.S. Mine Makers, Inc.)
STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (17,162)	\$ (141,079)
Adjustments to reconcile net loss to net cash used in operating activities:		
Net change in:		
Account payable	(2,319)	673
Loan payable	(10,446)	-
NET CASH USED IN OPERATING ACTIVITIES	<u>(29,927)</u>	<u>(140,046)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Related parties payables	31,566	(13,558)
Shareholder payables	-	(5,000)
Loans payable	-	183,435
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>31,566</u>	<u>164,877</u>
NET CHANGE IN CASH	1,639	24,471
Cash, beginning of period	1,065	2,227
Cash, end of period	<u>\$ 2,704</u>	<u>\$ 26,698</u>
SUPPLEMENTAL DISCLOSURES		
Cash paid for interest expense	\$ -	\$ -
Cash paid for income tax	\$ -	\$ -
NONE-CASH TRANSACTIONS		
Shares issued for debt conversion	<u>\$ 2,200</u>	<u>\$ -</u>

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

VID3G INC.
(Formerly U.S. Mine Makers, Inc.)
NOTES TO FINANCIAL STATEMENTS
September 30, 2015
(Unaudited)

NOTE 1 - BASIS OF PRESENTATION

The accompanying unaudited interim financial statements of Vid3G Inc. (formerly U.S. Mine Makers, Inc. the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the financial statements for the most recent fiscal year ended June 30, 2015 have been omitted.

NOTE 2 – INTANGIBLE ASSET

Effective August 15, 2013, by way of an asset purchase agreement, the Company acquired the right, title and interest to 27 Vid3G mobile application patents from Leexoo Technology Ltd/Vid3G LLC ("Leexoo"), a LLC formed in the state of Nevada. As consideration for the purchase, the Company issued 60,000,000 shares of the Company's restricted common stock to the owners of Leexoo.

The Company initially valued the 60,000,000 shares issued to the owners of Leexoo at \$1,000,000 based on a discounted closing trading price of the Company's common shares on August 15, 2013.

The Company has determined that the appropriate valuation of these 60,000,000 shares issued for the asset acquisition is \$6,000 based on the par value of the Company's common stock.

NOTE 3 – CONVERTIBLE NOTES PAYABLE

During October, 2009 the Company issued a promissory note in the amount of \$11,040 in satisfaction of an outstanding debt for services. The promissory note was unsecured, payable upon demand and bears simple annual interest rate of 6%. Effective September 28, 2012, the note was in default and the terms of the promissory note were amended whereby the holder of the promissory note had the right to convert the full or part of the principal amount of \$11,040 into common stock of the Company at \$0.0001 per share.

On May 5, 2015 and May 15, 2015 certain amounts payable to shareholders were satisfied with the issuance of two convertible promissory notes (the "Notes") as follows.

Date Debt Incurred	Amount	Rate of Interest	Conversion Price	Date of Convertible Promissory Note
March 31, 2014	\$72,690	6%	\$0.001	May 5, 2015
April 30, 2014	\$56,349	6%	\$0.001	May 15, 2015

In accordance with the terms of the Notes, each of Note holders shall not convert any portion of the Notes to the extent that after giving effect to such conversion, the holder together with the holder's affiliates would beneficially own in excess of 4.99% of the issued and outstanding shares of the Company's Common Stock.

During the three months ended September 30, 2015, the company settled \$2,200 of convertible notes payable with the issuance of 22,000,000 shares of the Company's common stock.

NOTE 4 – LOAN PAYABLE

On July 17, 2014 the Company entered into a Proposed Acquisition Agreement (the “Agreement”) with a private Canadian company (the “Purchaser”) to enable the Purchaser to commence due diligence on the potential purchase of 100% of the Vid3G technology for a purchase price of approximately CAD \$2,200,000. In conjunction with the Agreement, the Purchaser advanced the Company an interest-free loan in the amount of CAD\$200,000, currently valued at USD \$159,700, secured against the Company’s technology assets.

Upon satisfactory due diligence by the Purchaser, and upon execution of a Definitive Agreement, the consideration will include forgiveness of the entire loan of CAD\$200,000 and the issuance of 2,000,000 common shares of a Canadian Public Company, each share with a market value not lower than CAD\$1.00. The Definitive Agreement was expected to be executed before December 31, 2014. However, the due diligence is currently ongoing and not completed.

NOTE 5 – COMMON STOCK

Effective August 15, 2013 the Company entered into and closed an asset purchase agreement acquiring the right, title and interest to 27 Vid3G mobile application patents from Leexo Technology Ltd/Vid3G LLC (“Leexo”) with the issuance of 60,000,000 shares of the Company’s common stock valued at \$6,000. See NOTE 3.

During the year ended June 30, 2014, the Company issued 52,800,000 shares of the Company’s common stock to settle \$5,280 of the note payable at \$0.0001 per share.

During the year ended June 30, 2015, the Company issued 49,900,000 shares of the Company’s common stock to settle \$4,990 of the notes payable.

During the three months ended September 30, 2015, the Company issued 22,000,000 shares of the Company’s common stock to settle \$2,200 of the notes payable.

NOTE 6 – DUE TO RELATED PARTIES AND RELATED PARTY TRANSACTIONS

At September 30, 2015 the Company had \$239,781 (June 30, 2015 - \$208,215) owed to officers for management fees and expenses paid on behalf of the Company. These amounts due to related parties are unsecured, non-interest bearing and payable upon demand.

During the three months ended September 30, 2015, the Company incurred management fees of \$15,000 (2015 - \$15,000) to the CEO, which was outstanding at September 30, 2015.

During the three months ended September 30, 2015, the Company incurred management fees of \$6,000 (2015 - \$6,000) to the Vice President of Operations, which was outstanding at September 30, 2015.

Related party transactions incurred in the normal course of operations are measured at agreed to amounts, which is the amount of consideration established and agreed to by the parties.

NOTE 7 – SUBSEQUENT EVENT

During October, 2015, the Company issued 30,000,000 shares of the Company’s common stock to settle \$3,000 of the notes payable.