

TRADING: OTC/BB
SYMBOL: MDMN
CUSIP: 58489M 10 9

**COMPANY INFORMATION AND DISCLOSURE
STATEMENT
Pursuant to Rule 15c2-11(a)(5)**

MEDINAH MINERALS, INC.
a Nevada Corporation

October 1, 2012

2030 Bannie Ave.
Las Vegas, NV 89102
Tel: (702) 366-1883

This Information Statement has been prepared in accordance with OTC Markets Alternative Reporting Standard: Guidelines for Providing Adequate Current Information. All financial data has been prepared as of October 1, 2012

**INFORMATION STATEMENT
PURSUANT TO RULE 15c2-11
SECURITIES EXCHANGE ACT OF 1934
October 1, 2012**

Information required to conform with the provisions of Subparagraph (a) 5 of Rule 15c2-11 as promulgated under the Securities Exchange Act of 1934 as amended:

PART A General Company Information

Item 1 The exact name of the issuer and its predecessors.

Medinah Minerals, Inc. was formed in 1989 under the name of Medinah Energy, Inc. In 1999, the Company changed its name to Medinah Mining, Inc., and in 2008 changed its name to Medinah Minerals, Inc. The Company owns 51% of Medinah Minerals (Chile), S.A.

Item 2 The address of the issuer's principal executive offices: 2030 Bannie Avenue; Las Vegas, NV 89102 U.S.A.

Address: 2030 Bannie Ave., Las Vegas, NV 89102

Telephone: (702) 366-1883

URL: www.medinah-minerals.com

Investor Relations: The Company has no Investor Relations Department.

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization.

The issuer was organized under the Corporate laws of the State of Nevada on October 6, 1989.

PART B Share Structure

Item 4 The exact title and class of securities outstanding.

The amount of the total authorized capital stock of the Corporation shall be Three Billion (3,000,000,000) of Common stock. The Company also has authorized 100,000,000 shares of Preferred Non-Voting stock. Of the 100,000,000 shares of Preferred Non-Voting Stock, a Series of 1,000,000 shares has been designated as "Class C Redeemable, Convertible Preferred Stock." The Company's CUSIP number for its Common Stock is 58489M 10 9, and its Trading Symbol for its Common Stock is MDMN.

Item 5 The par or stated value and description of the security.

A. Par or Stated Value.

The Common Shares have a par value of \$0.001 per share, and the Preferred Non-Voting Stock have a par value of \$0.001 per share.

B. Common or Preferred Stock.

1. The Common equity has voting rights of one vote per share. There are no preemptive rights. The Common equity has standard dividend rights subject to any superior rights granted to any class of Preferred Non-Voting Stock.
2. The Preferred Non-Voting Stock is commonly referred to as “blank check” preferred, since preferences are not set in the Articles of Incorporation, but are set as separate series of Preferred stock are authorized to be issued by the Board of Directors to meet specific situations such as acquisitions.
3. The Board of Directors authorized a series of Preferred Stock that applies to 1,000,000 shares, and has been designated as “Class C Redeemable, Convertible, Preferred Stock.” The purpose of this series of Preferred Stock was to exchange debt owed by the Company to various shareholders for equity. The Class C Redeemable, Convertible, Preferred Stock carries the following preferences: A Dividend rate of \$0.10 per share per annum; a redemption price of \$1.00 per share plus all accrued dividends; convertible into Common stock for 3 years beginning February 12, 2012, at the ratio of \$0.05 for each Common Share in year one, \$0.10 for each Common Share in year two, and \$0.20 for each Common Share in Year 3; conversion to Common upon the consolidation, merger or sale of substantially all of the assets of the company; liquidation preference of \$1.00 per share; no voting rights; and no preemptive rights.
4. There are no provisions of the issuer's charter or bylaws that would delay, defer or prevent a change in control of the issuer.

Item 6 The number of shares of total amount of securities outstanding for each class of securities authorized.

1. Common Stock

(A) As of June 30, 2012:

- (i) Period end date: 6/30/12
- (ii) Number of shares authorized: 3,000,000,000
- (iii) Number of shares outstanding: 892,961,000
- (iv) Freely tradable shares (public float): 666,166,000

(B) As of December 31, 2011:

- (i) Period end date: 12/31/11
- (ii) Number of shares authorized: 1,500,000,000
- (iii) Number of shares outstanding: 711,810,270
- (iv) Freely tradable shares (public float): 637,500,000

(C) As of December 31, 2010:

- (i) Period end date: 12/31/10
- (ii) Number of shares authorized: 1,500,000,000
- (iii) Number of shares outstanding: 698,891,495
- (iv) Freely tradable shares (public float): 523,150,000

2. Preferred Non-Voting Stock

(A) As of June 30, 2012:

- (i) Period end date: 6/30/12
- (ii) Number of shares authorized: 100,000,000
- (iii) Number of shares outstanding: 7,350
- (iv) Freely tradable shares (public float): -0-

(B) As of December 31, 2011:

- (i) Period end date: 12/31/11
- (ii) Number of shares authorized: 50,000,000
- (iii) Number of shares outstanding: -0-
- (iv) Freely tradable shares (public float): -0-

(C) As of December 31, 2010:

- (i) Period end date: 12/31/10
- (ii) Number of shares authorized: 50,000,000
- (iii) Number of shares outstanding: -0-
- (iv) Freely tradable shares (public float): -0-

Item 7 Name and address of Transfer Agent

American Registrar & Transfer Co., 342 East 900 South, Salt Lake City, UT 84111.
Telephone Number of the Transfer Agent is: 801-363-9065.

The Transfer Agent is registered with the Securities & Exchange Commission under the Exchange Act of 1934.

PART C Business Information

Item 8 The nature of the Issuer's business.

A. Business Development.

From the date of inception in 1989, the Company's business activity has directly and indirectly centered primarily on mineral exploration and development, principally in Chile, South America. The Company was formed as a Corporation under the Laws of the State of Nevada, and its Fiscal Year ends on December 31. The Company has never filed for bankruptcy, receivership or any similar proceeding.

Over the past 3 years there has been no material reclassification, merger or consolidation. While there has been no sale of any significant amount of assets, the Company owns 51% of Medinah Minerals (Chile) SA, which has entered into a sale agreement involving the sale of mineral rights to an unrelated third party.

During the last 3 years, the Company has acquired the following assets:

Medinah Mineral's vision is to be a leading junior mining company with a strategic focus to acquire, develop and produce cost-effective mining resources in the mineral rich country of Chile. This strategy was developed and has deployed through local

partnerships, global joint ventures and ably supported by an excellent working bond developed over the last 15 years with Chilean nationals. The execution of this strategy was predicated on a mandate for safe and sustainable mining practices enhanced with a commitment to the stake holders while being mindful of local socioeconomic needs.

POLO Claims – Chile

15% ownership of the POLO claims, located in Southern Chile, by the purchase of a 15% Shareholding interest in the Chilean Company.

CICLON Claims – Chile

10% ownership of the Ciclon I and 10% of the Ciclon 2 claims, located approximately 30 kms east of Copiapo in Central Chile, by the purchase of a 10% share interest in each of the two Chilean companies.

The Company has not defaulted on any note, loan, lease or other indebtedness or financing arrangement, and there has been no change of control of the Company in the past 3 years.

On February 16, 2012, the Company increased its authorized stock from 1,500,000,000 shares of Common stock, \$0.001 par value per share to 3,000,000,000 shares of Common stock, \$0.001 par value per share and 1,000,000 shares of Preferred stock, \$0.001 par value per share. On February 22, 2012, the Company corrected its prior amendment to clarify the creation of 3,000,000,000 shares of Common stock, \$0.001 par value per share and 100,000,000 shares of Class C Redeemable Convertible Non-Voting Preferred Shares, \$0.001 par value per share.

On 5/7/99, the Company distributed 11,694,000 shares of Medinah Gold, Inc. which had been a wholly owned subsidiary, to its shareholders, creating a separately held entity.

On March 28, 2012, the Company announced a stock dividend of 1 share for every 10 shares owned by shareholders as of April 1, 2012. The Company does not presently anticipate a stock split, stock dividend or recapitalization, merger, acquisition or reorganization or other similar transaction.

Legal Proceedings

In February of 2008, Russell K. Godwin and RGM Communications filed a claim in the Supreme Court of British Columbia against Medinah Minerals, Inc., Juan José Quijano Fernández and Leslie Price for \$890,570.26 (Canadian), primarily for services alleged to have been provided to Medinah by Godwin and House during their term as Officers and Directors of Medinah, which expired on May 17, 2004. In addition, a claim was included “for royalties payable for a geological work report” dated January 15, 2001.

The Company considers this to be a frivolous, unsupported claim and has been vigorously defending the action. On March 27, 2008, Medinah Minerals, Inc. filed an extensive Defence and Counterclaims to the Writ of Summons served by Russell

Godwin on February 22, 2008. On July 26, 2012, the Company filed an Amended Counterclaim, an Amended Response to the Civil Claim, and an Amended Third Party Notice.

The Amended Counterclaim alleges breach of fiduciary duty, tortious interference with economic relations, fraudulent misrepresentation and attempted fraud, conspiracy to commit fraud, tortious interference with Medinah's business and contractual relations, and conversion of Medinah's assets. The Amended Counterclaim sets forth the factual basis for these allegations, and estimates damages to the Company in the amount of \$2,840,000 (US Dollars), which are sought against Russell K. Godwin, individually, and Benjamin Ainsworth, Helga Hansen and Russell K. Godwin as Executors of the Estate of Gordon David House.

Management is of the opinion that it has valid counterclaims and anticipates prevailing against Mr. Godwin and the Executor's of the Estate of Gordon David House.

B. Business of Issuer

The Company's main asset is a 51% interest in Medinah Minerals (Chile) SA. The other 49% interest is owned by Juan José Quijano Fernández, the President of the Company, and members of his family. Medinah Minerals (Chile) SA was formed in 1999 to acquire certain mineral rights. Any and all operating activities on the property owned by Medinah Minerals (Chile) SA has been conducted by Medinah Minerals (Chile) SA, not by the Company.

The Company's primary and secondary SIC Codes are as follows: 1061; 1021; 1044; 1041.

The Company has never been a shell company. For purposes of this section, a “shell company” means an issuer, other than a business combination related shell company, as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB, that has: (1) No or nominal operations; and (2) Either: (A) No or nominal assets; (B) Assets consisting solely of cash and cash equivalents; or (C) Assets consisting of any amount of cash and cash equivalent and nominal other assets.

The Company's most significant asset is its 51% ownership interest in Medinah Minerals (Chile) SA. The financial statements of the Company reflect its investment in Medinah Minerals (Chile) SA, but the financial statements of Medinah Minerals (Chile) USA are not consolidated with, or included in, the financial statements of the Company that are attached to this disclosure statement.

During the past 10 fiscal years, the Company has spent \$15,000,000 on research and development activities, by providing funding and financing to Medinah Minerals (Chile) SA. The Company does not directly incur any costs relating to compliance with environmental law, since any such costs would be incurred by its affiliate, Medinah (Chile) SA, or such other third party as may be involved in the actual mining operations.

The Company has no full-time employees. The Company uses part-time administrative, accounting and other professional services as required. The three Officers & Directors are reimbursed for out-of-pocket expenses and are compensated at the rate of \$1,000 per month as an honorarium and 1,000,000 shares of Common stock per year of service.

Item 9 The nature of the products or services offered.

The Company presently has an indirect interest in the following projects:

The Lipangue Breccia Project. Situated on the Alto de Lipangue, Chile, at an elevation of 2,000 meters, the Lipangue project has been the primary focus of Medinah's exploration efforts. A program of geophysical mapping and diamond drilling has targeted a large breccia pipe bearing gold, silver and copper. The Company has expended in excess of \$15,000,000 on its investment in Medinah Minerals (Chile) SA, which owns and controls these interests.

The Las Dos Marias Project. The Las dos Marias Project is located about 2 miles to the West of the Lipangue project and is known to contain potential gold-bearing shear zone/copper skarn. Like the Lipangue site, Las dos Marias is conveniently situated from a production standpoint, supplies of water and power and the availability of a skilled local work force are quite good in comparison to many other mining projects in South America. The Company has expended in excess of \$1,000,000 on the project to date. Medinah Minerals (Chile) S.A. has completed an Agreement with LDM (Chile) to commence a production adit designed to reach the known high-grade gold zones. LDM (Chile) will expend up to \$1,000,000 (one million dollars) in order to earn a 25% interest in the Las dos Marias claims. Medinah Minerals (Chile) S.A. owns 20% of the shares of LDM (Chile) and retains a 30% net profit interest from production.

During the Year 2006/2011, Medinah Minerals (Chile) S.A. constructed 81 kilometers of new roads connecting the Lipangue breccia and Las dos Marias properties and acquired approximately 2,000 hectares of adjacent properties. Extensive examination and sampling of the prospect claims was conducted. A 220-volt power line now services the entire property.

Medinah Minerals, Inc. owns a 15% interest in the "POLO 1-780" mineral claims in the VIII Region of Chile. An exploration program is underway to determine the most advantageous method of development.

Item 10 The nature and extent of the issuer's facilities.

The company presently utilizes shared office space for accounting purposes. The exploration and development of the various properties are carried out by the Company's affiliate Medinah Minerals (Chile) S.A., which contracts with independent operators. The Company maintains an office in Chile, Las Vegas and storage facilities at a monthly cost of \$4,000.

Part D Management Structure and Financial Information

Item 11 The names of the Chief Executive Officers and members of the Board of Directors

A Shareholders Meeting was held on February 11 and 12, 2012. The Directors were re-elected at the Company's Shareholders Meeting and will serve until the issuer's next Meeting of Shareholders, or until their successors are duly elected and qualified.

Juan José Quijano Fernández is the President, Director and CEO of the Company. Mr. Quijano-Fernández studied law in the Universidad Catolica de Chile and received a license to practice law from the Chilean Supreme Court of Justice. He is a specialist in Foreign Investments, Mining Law and Economic Legislation. His business address is El Vergel No. 2316, Providencia, Santiago, Chile. He is registered in the XVI Edition named "Diccionario Biografico de Chile", 1976-1978.

Mr. Quijano Fernandez has been in general management and has served as a Director of several Chilean companies and he now has direct participation in agriculture through his company Chilean Gold Fruits Ltd. and Sociedad Huertos del Maule Ltd.

Also, Mr. Quijano Fernandez is believed to be the biggest owner of gold – platinum sedimentary deposit in Chile with over 350 different mines, some of which are registered in his own name and some are in participation with other investors.

Larry Regis, Jr. is a Director & Secretary/Treasurer of the Company. Mr. Regis brings to the Company a wealth of political, business and managerial experience. Mr. Regis owned and operated several mines and managed business territories for companies such as ITT, Bell & Howell and McGraw Hill. He was nominated for the Utah Chamber of commerce "Man of the Year" award. In 1967, Mr. Regis was elected to the Utah State Legislature, where he served as Minority Leader of the House of Representatives.

Gregory A. Chapin is a Director of the Company. Gregory A. Chapin is a highly respected consultant with experience in a variety of business environments, and has owned and operated Chapin & Associates, Professional Business Consultants since 1992. He has been instrumental in providing business solutions to numerous multi-faceted start-up operations and continues to serve as a consultant and advisory Board member to several successful enterprises that entail his ownership of several business ventures. Mr. Chapin has a Bachelor's degree in Public Administration with graduate studies in Business Administration.

Item 12 Financial Information for the issuer's most recent fiscal period.

The issuer's most recent Balance Sheet and profit and loss and retained earnings statement. The Financial Statements of the Company, for the fiscal year ended December 31, 2011, and the 6 month period ended June 30, 2012, attached hereto; Exhibit C

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Similar financial information for such part of the two preceding Fiscal Years as the issuer or its predecessor has been in existence. The Financial Statements of the Company, December 31, 2009, December 31, 2010 attached hereto, Exhibit C.

Item 14 Beneficial Owners

Other. The ownership or management or anyone known to the issuer who beneficially owns more than 5% of the outstanding shares as of the date hereof:

<u>Name</u>	<u># of Shares Beneficially Owned</u>	<u>% Owned</u>
Cede & Co.	596,297,118	83.3

Whether the broker/dealer or any associated persons are affiliated directly or indirectly with the issuer. To the best knowledge and belief of the issuer, no broker, dealer or any other person associated with a broker/dealer is associated directly or indirectly with the issuer.

Item 15 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:

1. Investment Banker: None
2. Promoters: None
3. Counsel: Robert C. Hackney and Hackney Law, P.A., have provided advice regarding the Alternative Reporting Standards. The firm is located at 1061 E. Indiantown Road, Suite 400, Jupiter, Florida 33477; Telephone 561-776-8600; email address: bobhackney@gmail.com
4. Accountant: Scott L. Jenson, PC, has compiled financial statements for the Company. The firm is located at 2853 Naniloa Circle, Holladay, Utah 84117; Telephone 801-918-5124; email address:_____.
5. Public Relations Consultant(s): none.
6. Investor Relations Consultant: none.
7. Other advisors: none.

Item 16 Management's Discussion and Analysis or Plan of Operation

Management's discussion and analysis (MD&A) is current through October 1, 2012 and is management's assessment of the operations and the financial results together with future prospects of the Company. This MD&A should be read in conjunction with our Financial Statements and related notes for the year ended December 31, 2011 and the 6- month period ended June 30, 2012.

This discussion contains certain forward-looking statements within the meaning of Section 27A of the Securities and Exchange Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended, which are intended to be covered by the safe harbors created thereby. Investors are cautioned that all forward-looking statements involve risks and uncertainties. Although Medinah Minerals, Inc. believes that the assumptions underlying the forward-looking statements contained herein are reasonable, any assumption could be inaccurate, and therefore, there can be no assurance that the forward-looking statements included in this discussion will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion should not be regarded as a representation by Medinah Minerals, Inc. or any other person that the objective and plans of Medinah Minerals, Inc. will be achieved.

Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward-looking statements, include, but are not limited to, possible variations in mineral resources or grade; metal prices; availability of sufficient financing to fund further required work in a timely manner and on acceptable terms; changes in project parameters as plans continue to be refined; availability of equipment; failure of equipment or processes to operate as anticipated; local community support, and political, regulatory, environmental and other risks of the mining industry.

Cautionary Note to U.S. Investors -- The United States Securities and Exchange Commission permits U.S. mining companies, in their filings with the SEC, to disclose only those mineral deposits that a company can economically and legally extract or produce. The SEC uses Industry Guide 7 as the disclosure guidance for “Description of property by issuers engaged or to be engaged in significant mining operations.” The SEC categorizes companies involving in mining in there different stages:

1. Production Stage: includes all issuers engaged in the exploitation of a mineral deposit (reserve).
2. Development Stage: includes all issuers engaged in the preparation of an established commercially minable deposit (reserves) for its extraction which are not in the Production stage.
3. Exploration Stage: includes all issuers engaged in the search for mineral deposits (reserves) that are not in either the Development or Production stage.

While the Company believes and is of the opinion that the Mining Engineer and professional Geologist information prepared for the Company indicates that its properties contain mineral deposits, no reserve reports have been prepared, and thus the Company is categorized as being in the Exploration State by the Securities and Exchange Commission. Under Industry Guide 7, a “final” or “bankable” feasibility study is required to report reserves, and a primary environmental analysis or report must be filed the appropriate governmental authority. Since none of that has been accomplished, the Company takes no position with regard to the viability of its mineral claims.

A. Plan of Operation

Medinah Minerals vision is to be a leading junior mining company with a strategic focus to acquire, develop and produce cost-effective mining resources in the mineral-rich Country of Chile. This strategy was developed and has been deployed through local partnerships, global joint ventures and ably supported by an excellent working bond developed over the last 15 years with Chilean nationals. The execution of this strategy was predicated on a mandate for safe and sustainable mining practices enhanced with a commitment to the stake holders while being mindful of the local socioeconomic need.

The Company believes that it has adequate cash reserves to satisfy its cash requirements for the next 12 months. Over the past few years, the Company has been seeking and negotiating with various parties to either joint venture, sell, or transfer all or part of the mineral claims that it holds indirectly through Medinah Minerals (Chile) SA, in the 1,508 mineral claims it refers to as its “Lipangue Breccia Projects.”

In July 2012, Medinah Minerals (Chile) SA, and other owners of mineral claims entered into a Purchase and Sale Agreement with Amarant Mining Ltd., a Company incorporated in the British Virgin Islands. This agreement is subject to a “Final Purchase and Sale Agreement.” The Purchase and Sale Agreement calls for payment of \$180 million over a 10-year period and a 15% equity interest in the new company or companies established to take ownership of the mining claims. As security for the payment of the USD \$180,000,000, the transferring parties has received USD \$54,000,000 worth of shares of a newly amalgamated mining company whose shares are being registered for trading on the Crest System at Euroclear and subsequently in the United States. The Mining Company owns the majority property interests of mines in Canada; Chile; Surinam and the United States. Until the purchase price has been paid in full, the purchaser shall pay to the transferring parties, a net smelter royalty of 7.5% of the production of all minerals from the Lipangue group of claims. The transferring parties proximity property claims, currently in production and pursuant to the contract with Compañía Minera LDM Chile, are excluded from the USD \$180,000,000 (One Hundred and Eighty Million US dollars) Sale/Funding Agreement. The Purchasers retain a First Right of Refusal if the LDM Chile property is offered for sale to any third party. The Purchasers have already retained a Professional Geologist in Chile who has been working on issues relative to the Altos de Lipangue properties. The Purchasers report that the P.Geo., has developed a drill program that is scheduled to begin in October, 2012. The Purchaser’s Geologist has also investigated the ongoing work being done at the Las dos Marias Mining Operations (Compañía Minera LDM Chile) and has observed that the material being extracted from the adit is of ore grade that is scheduled to be shipped to the refinery for processing.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations

Current metals market and economic conditions

After fairly volatile market conditions throughout last year, 2012 has shown good relative strength with precious metals and equities prices generally higher as of June 2012. Thus far in 2012, prices for silver had steadily climbed to between \$28 and \$30/oz. by the end of June, after ending 2011 below \$28/oz. and gold had reached \$1,600/oz. Though the precious metals markets are showing strength relative to the last couple of months of 2011, prices still remain below 2011 highs of nearly \$1,900/oz. and \$50/oz. for gold and silver, respectively. While trending in a similar overall pattern to gold, silver has continued to show greater overall volatility and is up approximately 17% for the year to date compared with about 7% for gold.

Gold is up nearly 115% from its 1980 nominal high of \$850/oz., whereas silver remains 35% below the 1980 nominal high of \$50/oz. On an inflation-adjusted basis, silver still remains well below its highs of \$140/oz. in real terms as does gold with its high from 1980 estimated at \$2,350/oz in 2011 dollars.

Since early 2010, silver has nearly doubled in value, significantly outperforming gold, which has increased by about 60% over the same period. The current gold to silver price ratio of just under 50:1 remains well below its historic highs of 15-20:1 but is now well off of its 2010 lows in the 60-80:1 range.

The fundamentals for both silver and gold appear to remain strongly supportive for continued higher prices as governments continue to combat economic concerns with stimulus strategies to encourage economic growth and increase their sovereign debt. Increasingly, investors are returning to hard assets as a store of value and hedge against inflation and currency devaluation resulting in increased investment demand for both silver and gold in all forms, including Exchange Traded Funds (ETF's), new physical metal investment trusts, bars and coins.

For silver specifically, its hybrid nature as both a precious and industrial metal shows in the significant increases last year in both investment and industrial demand growth. Industrial demand for silver is closely tied to global economic growth particularly in developing countries with applications ranging from biomedical to high technology. Silver appears to have resumed the multi-year trend prior to the recent global economic crisis of increasing overall industrial demand and has been accompanied by strong increases in investor demand. A recent industry report on silver by Byron Capital highlighted that the sustained growth in use of silver in technology usage alone may be enough to support silver at twice the current price levels.

With mining production of silver only increasing at approximately 2.5% annually and with by-product silver production from both gold and copper mining flat to falling since 2003, even with rising silver prices, anticipated continued growth in industrial use coupled with strong investment demand would appear to support higher silver prices going forward.

Base metals have also seen significant ranges in their prices over the past year with copper falling from its high of nearly \$4.50/lb. in July and August 2011 toward the \$3.00/lb. level in October 2011 with a recent rebound back to \$3.50/lb. in November

2011 and nearly \$4.00/lb. as of February 2012. Recent price fluctuations in base metals appear to have been driven largely by short-term economic concerns and general market volatility. Long-term growth in demand for copper is likely to continue to be driven largely by growth in developing economies particularly in Asia where per capita consumption levels remain well below that of more developed nations.

Exploration Program - The Lipangue Breccia Project.

Situated on the Alto de Lipangue, Chile, at an elevation of 2,000 meters, the Lipangue project has been the primary focus of Medinah's exploration efforts. A program of geophysical mapping and diamond drilling has targeted a breccia pipe bearing gold, silver and copper. The Company has expended in excess of \$15,000,000 in connection with the exploration efforts on these mineral rights. The Lipangue Breccia Projects consists of a group of One Thousand Five Hundred Eight (1,508) minerals claims, and has been the subject matter of a Geological Report by Howe Chile Limitada (A.C.A. Howe International Limited – South American Office) dated June 19, 2000, and a Summary Geological Report by the same company dated February 12, 2001. Both reports are available on the Company's website.

Exploration Program - The Las Dos Marias Project.

The Las dos Marias Project is located about 2 miles to the West of the Lipangue project and is known to contain at least one potential gold-bearing shear zone/copper skarn. Like the Lipangue site, Las dos Marias is conveniently situated from a production standpoint, supplies of water and power and the availability of a skilled local work force are quite good in comparison to many other mining projects in South America. The Company has expended in excess of \$1,000,000 on the project to date. Medinah Minerals (Chile) S.A. has completed an Agreement with LDM (Chile) to commence a production adit designed to reach the known high-grade gold zones. LDM (Chile) will expend up to \$1,000,000 (one million dollars) in order to earn a 25% interest in the Las dos Marias claims. Medinah Minerals (Chile) S.A. owns 20% of the shares of LDM (Chile).

Medinah Minerals (Chile) S.A. is the owner of the Las dos Marias claims 1-30 at an elevation of 1,400 to 1,500 meters, encompassing 130 hectares in total area, and geographically located on the headwaters of Quebrada Durazno River on the northwest slope of the Alto de Lipangue plateau. Further, it lies approximately 3 kilometers from the highly impressive breccia discoveries on the Gordon claims which are an integral part of the Alto de Lipangue group of claims 100% owned by Medinah Minerals (Chile) S.A.

Medinah Minerals (Chile) S.A. provides the following clarification of the ownership and profit interest structure created to exploit the Las dos Marias high-grade vein that is now assumed by management to extend at least 200 meters into the Las dos Marias group of claims.

The ownership of the high-grade vein has been sold to a privately funded company, Compañía Minera LDM Chile, for the purpose of extracting the ore and exploring the extent of the vein system carrying the high-grade gold intercepted in DDH 99-01 and

DDH 99-02. Included in the ownership is Medinah Minerals (Chile) S.A. that retains 20% of this single property contained within the Las dos Marias group of properties. In addition, Medinah Minerals Inc. receives a 30% net profits interest in any profits produced from this property without any capital requirements. The property containing the high-grade structure is known as the Los Amigos 1, registered 132020088-18. The agreement covers all ore recovered from this vein and from the full extent of this vein as far as it extends within the boundaries of the Las dos Marias group of claims. Ores that exist outside of this vein structure are not included in this agreement and can be mined separately by Medinah Minerals (Chile) S.A. on the remaining Los Amigos claims. Mining development on the property is proceeding.

There are a total of 10 claims in the Las dos Marias group. No claims other than the Los Amigos 1 are included in this transaction. Medinah Minerals (Chile) S.A. does not have any capital overlay as it is entirely funded by Compañía Minera LDM Chile.

Medinah Minerals (Chile) S.A. retains 100% ownership in all other claims and 100% of the gold and copper deposits contained within formations other than this particular vein structure.

There is a rich history of gold mining in this region going back to the Inca natives, followed by Spanish explorers. The Las dos Marias properties contain several old working sites associated with these early explorers and also sites from more recent gold discoveries. These sites contained small veins to stringers which were expressed as surface outcrops of gold bearing quartz. These were mined by working in on these leads and recovering what gold was available. Many of these old workings contained massive arseno-pyrite mineralization which was dumped as waste and is still stockpiled nearby. The Company believes that these dumps run 5+ grams of gold per ton and higher in some places. Arseno-pyrite is well known for its association with gold, but was difficult to separate until the advent of modern gold recovery techniques, thus the prior discarding by earlier miners.

During a diamond drilling program in 1999, Medinah Minerals (Chile) S.A. personnel discovered a gold bearing quartz vein at the 67- to 69-meter depth of the drill core. This drill core material delivered gold assays that were encouraging to the Company.

Exploration was carried out under the supervision of A.C.A. Howe International, Gordon House P. Geo., and Paul Jones, Mining Engineer with DM 99-02 encountering a high-grade gold intercept at the 68-meter depth.

A.C.A. Howe International re-sampled these sections and reported as follows:

“Note: one extremely high-grade, 2-meter interval with individual samples yielding 61.77 and 122.2 grams gold/tonne, respectively was returned from DM 99-02 between 68 and 70 meters. A.C.A. Howe re-assays of the secondary sample in this interval yielded 455 grams gold/tonne across 1 meter, indicating the probable nugget nature of the gold mineralization in this interval.”

Paul Jones, Mining Engineer, submitted a follow-up mining/exploration program for DM 99-02 that proposed sinking a shaft to the high-grade intercept to extract gold containment at that location.

Note that these reports are not reserve reports, and the Company is not expressing an opinion as to the volume or value of any minerals in these locations.

Results of Exploration Program

Medinah Minerals (Chile) S.A. has recently contracted with a private company - Compañía Minera LDM Chile to follow Paul Jones' advice. Instead of sinking just a shaft, the Company has chosen to proceed with a preferred plan of driving an adit (tunnel) in the side of the mountain approximately 40 meters below the top of the plateau. This is designed to intercept the gold-bearing veins. During adit construction, the crew discovered a 2-meter wide vein heavily mineralized just below surface where the excavator was digging foundations for the adit entrance. This appears to be similar to the veins that were intercepted at DD 99-01 and DD 99-02.

Our Company Geologist has sampled the vein and reports that visible gold is apparent. Assays are pending and will be released as soon as they are received. The excavator has dug into the vein more than 8 meters in depth at the time of writing and has also broken through into several old Spanish tunnels that were following associated quartz stringers. The new tunnel has advanced 60 meters toward the targeted DDH 99-02

Our Company Geologist has determined the strike and dip of this vein and, as it follows the shear structure found at DD99-02, he has reached the conclusion that it is indeed the target vein. We had hoped to intercept the vein before the location of DD 99-02, but to discover it coming right through to the side of the mountain management believes significantly increases the potential gold reserves in place. Paul Jones based his projections on a 15 meter long vein by 35 meters vertically. The vein has been discovered 185 meters out from the drill site and the shear zone appears to continue across Las dos Marias. Management is of the opinion that this confirms the competency, consistency and strength of this vein and it is possible that the vein could extend within the shear zone the entire width of the Las dos Marias property carrying with it the consistency of the gold discovered at DD 99-02 and the intercept at base camp.

As reported earlier, new access roads have been upgraded and completed to handle larger 20-ton ore trucks, which are shortly to start trucking ore directly to the Enami refinery and other processing plants. As the claims are situated at the 1,400 to 1,500 meter levels, winter snows are not a problem.

It has now been determined by Management that it believes it is economical to ship ore containing a minimum of 5 grams of gold per tonne, directly to the Enami refinery. A new mill and concentrator unit is being set up at the base of the plateau for the purpose of custom processing for local miners. The Company believes that this could increase the profitability of this operation as it is much closer than the Emani plant.

Assays on the recent discovery vein, extensions thereof, and mined ore, are awaited and will be published. Mining development continues with two shifts per day and crews housed in the on-site camp.

Related Party Transactions

The management and supervision of the Company's mineral exploration activities are handled by Medinah Minerals (Chile) SA, which is partially owned by the President of the Company, Juan José Quijano Fernández and his family.

Compañía Minera LDM Chile is a company formed to further explore the Las dos Marias high-grade vein described above. This private company, which includes affiliates of the Company, was formed to fund these exploration activities so that there is no financial risk to either the Company or Medinah Minerals (Chile) SA, while benefiting the Company and Medinah Minerals (Chile) SA by providing a profit sharing stake in the outcome of any successful mining venture that may result.

Results of Operations

Six-Month Period Ended June 30, 2012

The Company had net income of \$160,000 for the 6-month period ended June 30, 2012, compared to a loss of (\$80,287) for the comparable 6-month period ended June 30, 2011.

Gross income increased from (\$27,073) for the 6-month period ended June 30, 2011 to \$472,675 for the 6-month period ended June 30, 2012. Operating expenses increased from \$53,214 for the 6-month period ended June 30, 2011 to \$311,767 for the 6-month period ended June 30, 2012. This substantial increase in expenses was due to a number of factors, including a cost of \$27,190 spent on an Annual Shareholders Meeting; an increase in legal and professional fees from \$22,048 to \$104,493; accounting expenses increasing from \$894 to \$28,026; travel from \$3,099 to \$32,171; salaries from \$8,643 to \$17,580, and payment of Management and Director fees of \$17,500. All of these increased expenses relate to increased activity of the Company with regard to its increased exploration activities.

Twelve Month Period Ended December 31, 2011

The Company had net income of \$17,014 for the 12-month period ended December 31, 2011, compared to a loss of (\$117,540) for the comparable 12-month period ended December 31, 2010. Total operating expenses for the 12-month period ended December 31, 2010 were slightly higher at \$191,441 than the operating expenses for the 12-month period ended December 31, 2011, which were \$164,804. Gross revenue for the 12-month period ended December 31, 2011 increased to \$181,818 from \$73,901 for the 12-month period ended December 31, 2010.

General and Administrative

Accounting and legal costs in the current 6- month period reflect the involvement of Company counsel in the process of updating the Company's Information Statement to meet OTC Markets Alternative Reporting Standard: Guidelines for Providing Adequate Current Information, as well as costs in connection with the Canadian litigation. Accounting costs also increased based on the Company's focus on updating financial data.

Travel costs increased significantly during the current quarter as the company focused its efforts on the expansion of its exploratory operations on the Las dos Marias properties and on following up on the sale of its mineral claims known as the Lipangue Breccia Project. Representatives of the Company travelled to Santiago, Chile.

Transfer Agent and filing fees for the 3 months ended June 30, 2012 were below those incurred in 2011. Management does not see any significant change to the quarterly administrative expenditures during the next 3 months or over the coming year.

Investor Relations

In September, 2012, the Company retained South American Mining Media, a private company to provide investor contact services and act as a liaison to the investment community. The Company has never had an Investor Relations Department.

Liquidity and Solvency

As of June 30, 2012, the Company had \$211,314 cash on hand, accounts receivable of \$292,816, trust deposits of \$92,904 and prepaid expenses of \$51,175.

PART E - Issuance History

Item 17 List of securities offerings and shares issued for services in the past 2 years.

During the first quarter of 2012, the Company issued 31,700,000 shares of Common Stock to four individuals at \$0.05 per share.

During the first quarter of 2012, the Company also issued 20,000,000 shares of Common stock to Juan José Claro and family in exchange for a 10 percent interest in two mineral claims known as Ciclon 1 and Ciclon 2. The shares were deemed by the Board of Directors to be valued at \$0.05 per share.

Between February and March 2012, the Company offered and sold 7,350,000 shares of Class C Redeemable, Convertible Preferred Stock to a total of 16 individuals. The shares were issued at \$1 per share, and are convertible to Common Stock at the ratio of \$0.05 for each share of Common Stock in Year 1, \$0.10 for each share of Common Stock in Year 2, and \$0.20 cents for each share of Common Stock in

Year 3. They bear no voting rights, and accrue interest at 10% per annum. The issuances were made to the following individuals:

Juan José Quijano Fernández, Larry Regis, Ian Dow, Vittal Karra, Pamela Fitzpatrick, Christopher M. Day, Paul Donnelly, Mick Shindell, Donald R. Johnson, David Dessecker, Anthony Arrigoni, John A. Toyer, Jr., Cynthia R. Shindell, Richard Bengard, Gregory A. Chapin, Leslie Price.

The Class C Redeemable, Convertible Preferred Stock were offered and sold for an aggregate amount of \$8,030,098, which included conversion of outstanding loans from shareholders in the following amounts in February, 2012:

Juan José Quijano Fernández	\$ 73,000
Greg Chapin	\$ 335,963
GXK Ventures Inc.	\$1,142,336
Larry Regis	\$ 25,000

During 2011, the Company issued a total of 12,919,000 shares of Common Stock to a total of 12 individuals and entities. The shares were offered and issued at prices varying from \$0.02 to \$0.05, and the Company received an aggregate of \$395,570 in cash. In two instances shares were issued for services performed for the Company. The following is a list of the entities and individuals who acquired Common Stock from the Company during 2011: David Dessecker, Donald R. Johnson, Mick Shindell, Timothy Williams, Anthony Arrigoni, Temple Investments Co. Thomas Adair, Jace Chapin, Thomson J. Barclay, Dennis Noble, Larry Regis and Brock Chapin.

Temple Investments Co. is an entity owned and controlled by Ken Keast, a Canadian citizen. Thomas Adair and Larry Regis obtained shares of Common Stock for services rendered to the Company.

During 2010, the Company issued a total of 39,171,000 shares of Common Stock to a total of 26 individuals and entities. In instances, shares were issued for services performed for the Company. The shares were offered and issued at prices varying from \$0.02 to \$0.07, and the Company received an aggregate of \$98,927,500 in cash.

The following is a list of the entities and individuals who acquired Common Stock from the Company during 2010: Gordon Henson, Pamela Fitzpatrick, Dennis Noble, Rhema Consulting Inc., Donald R. Johnson, Edward J. Brown, Kathi Dukes, Kristi Hernandez, Dennis Noble, Timothy Williams, Gregory Griswold, Jace Chapin, Thomson J. Barclay, Brock Chapin, Jeffrey T. Chapin, Chad Salzer, Christina Sparrow, John A. Toyer, David Dessecker, Kenneth Gallatin, 12th Avenue Investments, Anthony Arrigoni, Corey McNamee, Steven R & Janet M.Kleen (TTEES Kleen Family Living Trust), Alma Chapin, Georgia R.Stanley.

12th Avenue Investments is owned and controlled by Sam Ponnayya. Rhema Consulting Inc. received shares in exchange for printing services rendered to the Company.

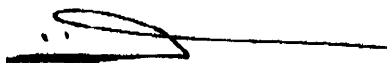
Each of the above-described transactions was exempt from the registration requirements of the Act pursuant to Section 4(2) thereof or Regulation D, Regulation S or Rule 701 promulgated thereunder, as transactions not involving a public offering or involving the issuance of securities in certain compensatory circumstances. With respect to each transaction listed above, no general solicitation was made by either the Registrant or any person acting on its behalf; the securities sold are subject to transfer restrictions; and the certificates representing the securities contain an appropriate legend stating that such securities have not been registered under the Act and may not be offered or sold other than pursuant to an effective registration statement under the Act or an applicable exemption from the registration requirements thereof.

Exhibits and Attachments

- A. Articles of Incorporation and Bylaws
- B. State of Nevada Filing
- C. Principal Shareholders list
- D. Financial Statements
- E. Market Makers

The undersigned has read all of the Items set forth above and hereby states that to the best of his knowledge and belief, the same are true and correct.

Dated this 1st day of October, 2012.



Juan José Quijano Fernández
President

EXHIBIT A

- Articles of Incorporation
- Bylaws

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

SEP 11 1997
NO. C 8748-29
Dean Zell

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MEDINAH ENERGY, INC.

The undersigned, being the President and Secretary of Medinah Energy, Inc., hereby declare that the original Articles of the corporation were filed with the Secretary of State of the State of Nevada on October 6, 1989. Pursuant to the provisions of NRS 78.385-390, at a duly noticed and convened meeting on August 18, 1997, the Shareholders of the corporation unanimously voted for the following amendment to the Articles of Incorporation:

ARTICLE IV

Authorized Capital Stock and Assessment of Shares

Section 4.01 Authorized Capital Stock. The amount of the total authorized capital stock of the corporation shall be One Hundred and Fifty Thousand Dollars (\$150,000), consisting of One Hundred Million (100,000,000) shares of Common Stock, par value \$.001 per share, and Fifty Million (50,000,000) shares of Preferred Non-Voting Stock, par value \$.001.

ARTICLE V

Principal Office and Resident Agent

Section 5.01 Principal Office. The address of the principal office of the corporation is 1025 Ridgeview Drive, Suite 400, Reno, Nevada 89509, or at such other place or places as may be hereafter designated.

Section 5.02 Resident Agent. The resident of the corporation is Michael J. Morrison, Esq., 1025 Ridgeview Drive, Suite 400, Reno, Nevada 89509.

ARTICLE VIII

Exemption to Controlling Interest

Section 8.01 Exemption. The Corporation herein exempts itself from compliance with the provisions of NRS 89.378 to 78.3793, inclusive, which may be applicable to any acquisition of a controlling interest.

ARTICLE IX

Indemnification of Officers and Directors

Section 9.01 Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was an officer or director of the Corporation or is or was serving at the request of the Corporation as an officer or director of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans whether the basis of such proceeding is alleged action in an official capacity as an officer or director or in any other capacity while serving as an officer or director shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Nevada General Corporation Law, as the same exists or may hereafter be amended, (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) reasonably

incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be an officer or director and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided herein with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided however, that, if the Nevada General Corporation Law requires the payment of such expenses incurred by an officer or director in his or her capacity as an officer or director (and not in any other capacity in which service was or is rendered by such person while an officer or director, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, payment shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such officer or director, to repay all amounts so advanced if it shall ultimately be determined that such officer or director is not entitled to be indemnified under this Section or otherwise.

If a claim hereunder is not paid in full by the Corporation within ninety days after a written claim has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim and, if successful, in whole or in part, the claimant shall be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Nevada General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Nevada General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, By-Law, agreement, vote of Stockholders or disinterested directors or otherwise.

The Corporation may maintain insurance, at its expense, to protect itself and any officer, director, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Nevada General Corporation Law.

The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification to any employee or agent of the Corporation to the fullest extent of the provisions of this section with respect to the indemnification and advancement of expenses of officers and directors of the Corporation or individuals serving at the request of the Corporation as an officer, director, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise.

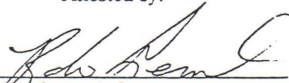
THE UNDERSIGNED, being the President and Secretary of MEDINAH ENERGY, INC. do hereby declare and certify that the facts stated herein are true and correct and, accordingly, they have hereunto set their hands.

Dated and executed this 2nd day of September, 1997.



Larry Regis: President
Medinah Energy Inc.

Attested by:



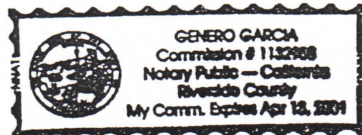
Robin Gerrard: Secretary

ACKNOWLEDGEMENT

STATE OF California)

COUNTY OF Riverside)

On this 2nd day of September, 1997, before me, a Notary Public, personally appeared Larry Regis personally known to me, and who is the President of Medinah Energy Inc. and that he executed the above instrument.

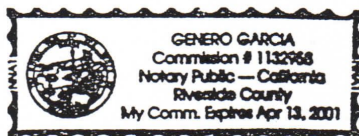


Genero Garcia
Notary Public

STATE OF California)

COUNTY OF Riverside)

On this 2nd day of September, 1997, before me, a Notary Public, personally appeared Robin Gerrard, personally known to me, and who is secretary of the Medinah Energy Inc. and that she executed the above instrument.



Genero Garcia
Notary Public

CERTIFICATE OF ACCEPTANCE OF
APPOINTMENT AS RESIDENT AGENT OF
MEDINAH ENERGY, INC.

I, Michael J. Morrison, Esq., 1025 Ridgeview Drive, Suite 400, Reno, Nevada 89509, hereby accepts appointment as Resident Agent of the above-named corporation.

Dated: 10/2/97

Michael J. Morrison, Esq.

State of Nevada

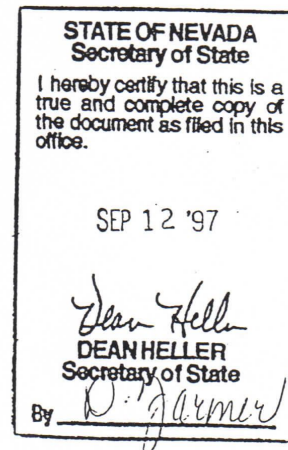
County of Washoe

On this 15th day of April, 1998, I certify that the preceding/attached document is a true, exact, complete and unaltered photocopy made by Melissa Maczik of Michael J. Morrison, Chtd.



Melissa Maczik
Notary Public

My commission expires October 16, 2001



FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

OCT 06 1989

ARTICLES OF INCORPORATION
of
MEDINAH ENERGY, INC.

FRANKIE SUI DEL PAPA SECRETARY OF STATE

No. 8778-89

The undersigned natural persons, acting as incorporators of a corporation (the "Corporation") under the provisions of Chapter 78 of the Nevada Revised Statutes, adopt the following Articles of Incorporation.

ARTICLE I
Name

The name of the Corporation is MEDINAH ENERGY, INC.

ARTICLE II
Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III
Purposes

The purpose for which the Corporation is organized is to engage in any lawful business activity.

ARTICLE IV
Authorized Capital Stock and Assessment
of Shares

Section 4.01. Authorized Capital Stock. The aggregate number of shares that the Corporation shall have authority to

issue is One Hundred Million (100,000,000) shares of capital stock with a par value of \$0.001 per share.

Section 4.02. Assessment of Shares. The capital stock of the Corporation, after the amount of the subscription price has been paid in money, property or services, as the Directors shall determine, shall not be subject to assessment to pay the debts of the Corporation, nor for any other purpose, and no stock issued as fully paid up shall ever be assessable or assessed, and the Articles of Incorporation shall not be amended in this particular.

ARTICLE V
Principal Office and Resident Agent

Section 5.01. Principal Office. The address of the principal office of the Corporation is Suite 980, Valley Bank Plaza, 50 West Liberty Street, Reno, Nevada 89501, or at such place or places as may hereafter be designated.

Section 5.02. Resident Agent. The resident agent of the Corporation is Nevada Agency and Trust Company, Suite 980, Valley Bank Plaza, 50 West Liberty Street, Reno, Nevada 89501.

ARTICLE VI
Data Respecting Directors

Section 6.01. Governing Board. Members of the Governing Board of the Corporation shall be styled Directors.

Section 6.02. Initial Board of Directors. The initial Board of Directors shall consist of three (3) members, who need not be residents of the State of Nevada.

Section 6.03. Names and Addresses. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Henry A. Strubin	4777 Pilot House Road West Vancouver, B.C. Canada V7W 1J4
Peter E. Thaler	3760 Grandville Avenue Richmond, B.C. Canada V7C 1C9
Dennis W.M. Dayton	802 - 211 - 11th Street New Westminster, B.C. Canada V3M 6B3


Section 6.04. Increase or Decrease of Directors. The number of Directors of the Corporation shall not be less than three (3) in number, except that in cases where all of the shares of the Corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three, but not less than the number of stockholders. The directors need not be residents of the State of Nevada nor shareholders of the Corporation, and the number of directors may be increased from time to time or decreased in such manner as shall be provided by the Bylaws of the Corporation.

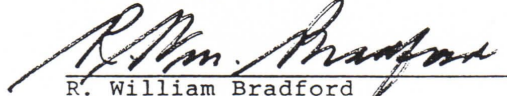
ARTICLE VII
Data Respecting Incorporators

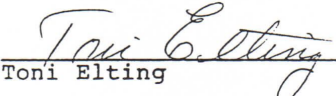
The names and addresses of the incorporators of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brent Gundersen	4213 Holladay Boulevard Salt Lake City, UT 84124
R. William Bradford	243 East 400 South, Suite 300 Salt Lake City, Utah 84111
Toni Elting	1180 Warnock Avenue Salt Lake City, Utah 84106

EXECUTED at Salt Lake City, Utah, this 19th day of September, 1989.

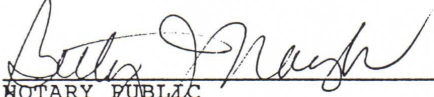

Brent Gundersen


R. William Bradford


Toni Elting

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On the 19th day of September, 1989, personally appeared before me, a Notary Public, Brent Gundersen, R. William Bradford and Toni Elting, who acknowledged to me that they executed the above Articles of Incorporation in their capacity of incorporators.



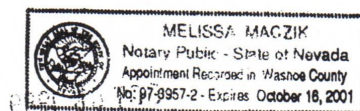
NOTARY PUBLIC
Residing at Salt Lake City, Utah

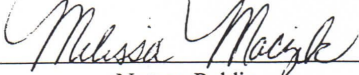
My Commission Expires:
12-1-89

State of Nevada

County of Washoe

On this 15th day of April, 1998, I certify that the preceding/attached document is a true, exact, complete and unaltered photocopy made by Melissa Maczik of Michael J. Morrison, Chtd.





Notary Public

My commission expires October 16, 2001

CERTIFIED A TRUE COPY

this 16 day of February, 1994.

Solicitor

[Signature]

BY-LAWS

CERTIFIED A TRUE COPY
this 12 day of FEBRUARY, 1994.
Solicitor [Signature]

BY-LAWS

ARTICLE I. OFFICES

The principal office of the corporation in the State of Utah shall be located in Salt Lake City, Utah. The Corporation may have such other offices, either within or without the State of Utah, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the Utah Business Corporation Act to be maintained in the State of Utah may be, but need not be, identical with the principal office in the State of Utah, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. SHAREHOLDERS

Section 1. Annual Meeting. The annual meeting of the shareholders shall be held on such date and at such time as the Board of Directors shall determine which is within 90 days after the end of its fiscal year, beginning with the year next following the year of its incorporation, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The day fixed for the annual meeting shall not be a legal holiday in the State of Utah. If the election of Directors shall not be held on the day designated herein or any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than one-tenth of all outstanding shares of the Corporation entitled to vote at the meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Utah, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of Utah, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Utah.

Section 4. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

Section 5. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, fifty days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock

transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 6. Voting Lists. The officer or agent having charge of the stock transfer books for shares of the corporation shall make a complete list of the shareholders entitled to vote at each meeting of shareholders or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting for the purposes thereof.

Section 7. Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 8. Proxies. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 9. Voting of Shares. Subject to the provisions of the Articles of Incorporation, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted

to a vote at a meeting of shareholders.

Section 10. Voting of Shares by Certain Holders. Shares outstanding in the name of another corporation may be voted by such officer, agent or proxy as the by-laws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine.

Shares held by an administrator, executor, guardian or conservator, may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Neither shares of its own stock held by the corporation, nor those held by another corporation if a majority of the shares entitled to vote for the election of directors of such other corporation are held by the corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time for purposes of any meeting.

Section 11. Informal Action by Shareholders. Any action required to be taken at a meeting of the shareholders, or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the corporation shall be not less than three (3) nor more than nine (9) as determined, from time to time, by the Board of Directors. The number of original directors shall be as set forth in the Articles of Incorporation. Each Director shall

hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified. Directors need not be residents of the State of Utah or shareholders of the corporation.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Utah, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Utah, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed to each Director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of Directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action which may

be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of Directors by the shareholders.

Section 9. Compensation. By resolution of the Board of Directors, each Director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV. OFFICERS.

Section 1. Number. The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held

at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice-Presidents. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President may sign, with the Secretary or an Assistant Secretary, certificates for shares of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder; (e) sign with the President, or a Vice-President, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries, when authorized by the Board of Directors, may sign with the President or a Vice-President certificates for shares of the corporation the issuance of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 10. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the corporation.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI. CERTIFICATES FOR SHARES AND THEIR TRANSFER

Section 1. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President or a Vice-President and by the Secretary or an Assistant Secretary and sealed with the corporate seal or a facsimile thereof. The signatures of such officers upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent, or registered by a registrar, other than the corporation itself or one of its employees. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

Section 2. Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of

attorney duly executed and filed with the Secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE VIII. DIVIDENDS

The Board of Directors may, from time to time, declare and the corporation may pay dividends on its outstanding shares in the manner, and upon the terms and conditions provided by law and its articles of incorporation.

ARTICLE IX. CORPORATE SEAL

The Board of Directors shall provide a corporate seal.

ARTICLE X. WAIVER OF NOTICE

Whenever any notice is required to be given to any shareholder or director of the corporation under the provisions of these By-Laws or under the provisions of the articles of incorporation or under the provisions of the Utah Business Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

ARTICLE XII. RESTRICTION ON TRANSFER OF SHARES

Any holder of shares of the corporation, if he shall desire to pledge, hypothecate, sell, donate, assign or transfer shares of the corporation, whether to a member of such holder's immediate family or otherwise; the executor or administrator of any deceased holder of shares in the corporation, before distribution, sale or transfer of shares belonging to the estate of the deceased; any person attempting or purporting to levy upon, foreclose, attach, execute on or seize any shares; the purchaser of any shares of the corporation sold on execution or at any judicial sale, if he shall desire to sell

or transfer any shares; the pledgee of any shares of the corporation before bringing any suit, action or proceeding to foreclose his pledge, and any other person proposing to dispose of an interest in shares of the corporation, all of whom are hereinafter referred to as a "Proposed Transferor", shall be subject to and shall comply with the terms hereof. Before consummating any transaction in the shares and as a condition precedent thereto, each Proposed Transferor shall first deliver to the President or Treasurer of the corporation written notice of the desire of the Proposed Transferor to effect a transaction, designating the number of shares proposed to be so transferred, the number of the certificate or certificates therefor, and the name and residence address of the person who is then the holder of said shares.

The Board of Directors of the corporation (the Proposed Transferor and the shares proposed to be transferred abstaining) shall thereupon have the option for thirty (30) days after receipt by the corporation of written notice so as aforesaid, to purchase all or any portion of shares for the corporation at the book value thereof, as of the end of the last preceding fiscal year of the corporation, exclusive of goodwill, and the determination of book value of the shares by the regular accountant then and there acting for the corporation shall be final and conclusive. Payment for shares may be made within such 30 day period by the corporation by delivering to the Proposed Transferor, upon surrender of the certificate for said shares properly endorsed, an amount in cash equal to the book value of such shares.

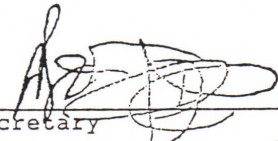
Said Board of Directors, acting on behalf of the corporation, shall not be obliged to purchase any shares so as aforesaid unless it shall desire to do so; but if said Board for the corporation shall not within said thirty (30) day period purchase and pay for said shares, then all or any portion of such shares may be purchased by the remaining shareholders as hereinafter provided. At the expiration of the period during which the corporation may purchase the shares, the Proposed Transferor shall give further notice of his intent so to do to all shareholders of record of the corporation as of such date, setting forth his intent to transfer, the number of the certificate or certificates therefor, and the name and residence address of the person who is then the holder of said shares. Each shareholder other than said holder shall have the option to purchase all or any part of the shares proposed to be transferred not acquired by the corporation. Should more than one shareholder exercise this option, then each such shareholder shall participate in acquiring the shares proposed to be conveyed in the proportion which the shareholdings of such exercising shareholder bears to the shareholdings of all shareholders desiring to exercise the option. Payment for the shares at the book value thereof as hereinabove determined shall be made by the respective purchasers by delivering to the Proposed Transferor, upon surrender of the certificates for said shares properly endorsed, an amount in cash equal to the book value of such shares.

Any waiver by the corporation or any shareholder of any right to acquire shares shall not exempt any future sale or transfer of said shares, or of any shares issued in lieu thereof, or discharge any such shares from any of the restrictions herein contained; it being intended that all restrictions hereby imposed upon the sale or transfer of shares of the corporation shall apply to all shares, whensoever, wheresoever, or by whomsoever acquired, in the hands of the holders or owners, whether original shareholders or subsequent purchasers or transferees, or whether acquired through voluntary or involuntary act of a shareholder, or by operation of law and whether a part of the first authorized issue or of any subsequent or increased issue, including share dividends, splits, consolidations or other recapitalizations.

ARTICLE XIII. PROCEDURE FOR CONDUCTING MEETINGS

All shareholder and director meetings shall be conducted in accordance with the rules and procedures set forth in the most current edition of Roberts' Rules of Order.

ATTEST:



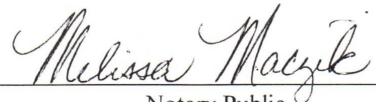
Secretary

State of Nevada

County of Washoe

On this 15th day of April, 1998, I certify that the preceding/attached document is a true, exact, complete and unaltered photocopy made by Melissa Maczik of Michael J. Morrison, Chtd.





Notary Public

My commission expires October 16, 2001

EXHIBIT B

- State of Nevada Filing

1. MEDINAH MINERALS, INC.

Business Entity Information			
Status:	Active	File Date:	10/6/1989
Type:	Domestic Corporation	Entity Number:	C8748-1989
Qualifying State:	NV	List of Officers Due:	10/31/2013
Managed By:		Expiration Date:	
NV Business ID:	NV19891012179	Business License Exp:	10/31/2013
Registered Agent Information			
Name:	NEVADA CORPORATE FORMATIONS, INC.	Address 1:	3820 BOCA CHICA AVE
Address 2:		City:	LAS VEGAS
State:	NV	Zip Code:	89120
Phone:		Fax:	
Mailing Address 1:	P OBOX 72196	Mailing Address 2:	
Mailing City:	LAS VEGAS	Mailing State:	NV
Mailing Zip Code:	89170		
Agent Type:	Commercial Registered Agent - Corporation		
Jurisdiction:	NEVADA	Status:	Active
View all business entities under this registered agent			
Financial Information			
No Par Share Count:	0	Capital Amount:	\$ 3,100,000.00
Par Share Count:	3,000,000,000.00	Par Share Value:	\$ 0.001
Par Share Count:	100,000,000.00	Par Share Value:	\$ 0.001
Officers			
			<input type="checkbox"/> Include Inactive Officers
Director - GREGORY A CHAPIN			
Address 1:	43355 SAN FERMIN PLACE	Address 2:	
City:	TEMECULA	State:	CA
Zip Code:	92592	Country:	
Status:	Active	Email:	

President - JUAN JOSE QUIJANO FERNANDEZ			
Address 1:	EL VERGEL NO. 2316,	Address 2:	PROVIDENCIA
City:	SANTIAGO	State:	
Zip Code:		Country:	CL
Status:	Active	Email:	
Director - JUAN JOSE QUIJANO FERNANDEZ			
Address 1:	EL VERGEL NO. 2316,	Address 2:	PROVIDENCIA
City:	SANTIAGO	State:	
Zip Code:		Country:	CL
Status:	Active	Email:	
Secretary - LARRY REGIS, JR.			
Address 1:	9555 SW ALLEN BLVD.	Address 2:	#36
City:	BEAVERTON	State:	OR
Zip Code:	97005	Country:	
Status:	Active	Email:	
Treasurer - LARRY REGIS, JR.			
Address 1:	9555 SW ALLEN BLVD.	Address 2:	#36
City:	BEAVERTON	State:	OR
Zip Code:	97005	Country:	
Status:	Active	Email:	
Director - LARRY REGIS, JR.			
Address 1:	9555 SW ALLEN BLVD.	Address 2:	#36
City:	BEAVERTON	State:	OR
Zip Code:	97005	Country:	
Status:	Active	Email:	

**(PROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT AND
STATE BUSINESS LICENSE APPLICATION OF:**

MEDINAH MINERALS, INC.

FILE NUMBER

C8748-1989

FOR THE FILING PERIOD OF 10/2012 TO 10/2013

****YOU MAY FILE THIS FORM ONLINE AT www.nvsos.gov****

The entity's duly appointed registered agent in the State of Nevada upon whom process can be served is:

NEVADA CORPORATE FORMATIONS, INC. (Commercial Registered Agent)
3820 BOCA CHICA AVE
LAS VEGAS, NV 89120 USA

A FORM TO CHANGE REGISTERED AGENT INFORMATION IS FOUND AT: www.nvsos.gov



110101

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20120638005-37 Filing Date and Time 09/18/2012 10:07 AM Entity Number C8748-1989
------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------------------

(This document was filed electronically.)
ABOVE SPACE IS FOR OFFICE USE ONLY

USE BLACK INK ONLY - DO NOT HIGHLIGHT

☐ Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

IMPORTANT: Read instructions before completing and returning this form.

- Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An Officer must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
- If there are additional officers, attach a list of them to this form.
- Return the complete form with the filing fee. Annual list fee is based upon the current total authorized stock as explained in the Annual List Fee Schedule For Profit Corporations. A \$75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
- State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- Make your check payable to the Secretary of State.
- Ordering Copies:** If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

CHECK ONLY IF APPLICABLE

☐ Pursuant to NRS, this corporation is exempt from the business license fee. Exemption code:

☐ Month and year your State Business License expires: 20

☐ This corporation is a publicly traded corporation. The Central Index Key number is:

☐ This publicly traded corporation is not required to have a Central Index Key number.

Section 7(2) Exemption Codes

- 001 - Governmental Entity
- 002 - 501(c) Nonprofit Entity
- 003 - Home-based Business
- 004 - Natural Person with 4 or less rental dwelling units
- 005 - Motion Picture Company
- 006 - NRS 680B.020 Insurance Co.

NAME JUAN JOSE QUIJANO FERNANDEZ	TITLE(S) PRESIDENT (OR EQUIVALENT OF)
ADDRESS EL VERGEL NO. 2316, PROVIDENCIA, CL	CITY SANTIAGO
	STATE OR
	ZIP CODE 97005
NAME LARRY REGIS, JR.	TITLE(S) SECRETARY (OR EQUIVALENT OF)
ADDRESS 9555 SW ALLEN BLVD. #36	CITY BEAVERTON
	STATE OR
	ZIP CODE 97005
NAME LARRY REGIS, JR.	TITLE(S) TREASURER (OR EQUIVALENT OF)
ADDRESS 9555 SW ALLEN BLVD. #36	CITY BEAVERTON
	STATE OR
	ZIP CODE 97005
NAME JUAN JOSE QUIJANO FERNANDEZ	TITLE(S) DIRECTOR
ADDRESS EL VERGEL NO. 2316, PROVIDENCIA, CL	CITY SANTIAGO
	STATE OR
	ZIP CODE 97005

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of sections 6 to 16 of AB 146 of the 2009 session of the Nevada Legislature and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

GREGORY A CHAPIN

X
Signature of Officer

Title
DIRECTOR

Date
9/18/2012 10:04:35 AM

Nevada Secretary of State Annual List Profit
Revised: 8-5-09

(PROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT OF

FILE NUMBER

MEDINAH MINERALS, INC.

C8748-1989

NAME		TITLE(S)	
GREGORY A CHAPIN		DIRECTOR	
ADDRESS	CITY	ST	ZIP
43355 SAN FERMIN PLACE	TEMECULA	CA	92592
NAME		TITLE(S)	
LARRY REGIS, JR.		DIRECTOR	
ADDRESS	CITY	ST	ZIP
9555 SW ALLEN BLVD. #36	BEAVERTON	OR	97005
NAME		TITLE(S)	
ADDRESS	CITY	ST	ZIP
NAME		TITLE(S)	
ADDRESS	CITY	ST	ZIP
NAME		TITLE(S)	
ADDRESS	CITY	ST	ZIP
NAME		TITLE(S)	
ADDRESS	CITY	ST	ZIP
NAME		TITLE(S)	
ADDRESS	CITY	ST	ZIP
NAME		TITLE(S)	
ADDRESS	CITY	ST	ZIP
NAME		TITLE(S)	
ADDRESS	CITY	ST	ZIP
NAME		TITLE(S)	
ADDRESS	CITY	ST	ZIP

EXHIBIT C

- Principal Shareholders List

PRINCIPAL SHAREHOLDERS LIST

September 30, 2012

<u>Name</u>	<u># of Shares Beneficially Owned</u>	<u>% Owned</u>
Cede & Co.	596,297,118	83.3

EXHIBIT D

- Financial Statements
 - 2009
 - 2010
 - 2011
 - 2012

MEDINAH MINERALS, INC.
Balance Sheet - (Unaudited)
December 31, 2009 with comparative as at December 31, 2008

	December 31, 2008		December 31, 2009	
ASSETS				
CURRENT				
Cash	\$ 20,005		\$ 26,146	
Accounts Receivable	485,214		510,583	
Prepaid expenses	3,771	\$ 508,990	3,771	\$ 540,500
Investments		860,000		890,000
Machinery & Equipment - Net		28,556		28,556
Capital cost of mineral properties - Chile		5,121,320		5,886,351
TOTAL ASSETS		\$ 6,518,866		\$ 7,345,407
LIABILITIES & EQUITY				
LIABILITIES				
Current Liabilities		\$ 132,630		\$ 34,434
Shareholder advances		879,269		1,303,853
EQUITY				
Retained earning	-\$ 22,154,218		-\$ 22,398,535	
Current earnings	- 244,317		- 102,876	
Share capital	27,905,502	5,506,967	28,508,541	6,007,130
TOTAL LIABILITIES & EQUITY		\$ 6,518,866		\$ 7,345,407
SHARE CAPITAL				
Authorized common shares		1,100,000,000		1,500,000,000
ISSUED		611,631,517		659,720,090
<i>"Prepared without audit"</i>				

MEDINAH MINERALS, INC.
Statement of Income & Expenses
for the Twelve-Month Period Ended December 31, 2009
and the Year Ended December 31, 2008 (Unaudited)

	December 31/08	December 31/09
Ordinary Income	\$ 35,348	\$ 201,255
Net Exploration & Development - Chile	1	97,330
Gross Income	\$ 35,349	\$ 103,925
EXPENSES		
Accounting	7,666	8,957
Automobile	7,806	2,505
Bank charges & exchange	12,656	10,141
Computer repairs	109	2,037
Investor Relations	3,934	18,000
Las Vegas Office	13,103	38,702
Legal	49,387	19,993
Management fees	36,000	18,000
Office	13,977	7,780
Postage & Courier	2,956	4,513
Rent	20,427	11,279
Repairs and maintenance	893	1,006
Shareholders Meetings	20,950	-
Telephone and Fax	6,577	10,888
Travel	21,020	10,028
Trust and Transfer	20,616	18,736
Wages and Benefits	39,750	22,116
Website	1,839	2,120
	\$ 279,666	\$ 206,801
NET INCOME	-\$ 244,317	-\$ 102,876
<i>"Prepared without audit"</i>		

SCOTT L. JENSON, PC
CERTIFIED PUBLIC ACCOUNTANT
BUSINESS AND TAX CONSULTING

2853 Naniloa Circle
Holladay, Utah 84117

Phone (801) 918-5124
Fax (801) 277-1885

To the Board of Directors
Medinah Minerals, Inc.

Gentlemen:

I have compiled the accompanying balance sheet of Medinah Minerals, Inc. as of December 31, 2011 and 2010, and the related statements of income and expense and retained earnings, and cash flows for the years then ended. I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or provide any assurance on them.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with generally accepted accounting principles.

My responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

February 17, 2012



MEDINAH MINERALS, INC.
UNAUDITED BALANCE SHEET
FOR THE YEARS ENDED DECEMBER 31

<u>ASSETS</u>	<u>2011</u>	<u>2010</u>
Current Assets:		
Cash in the bank	\$ 158,370	\$ 12,480
Accounts receivable	237,846	-
Trust deposits	102,908	437,500
Prepaid expenses	66,175	17,057
Total Current Assets	<u>565,299</u>	<u>467,037</u>
Other Assets:		
Other Investments	1,340,000	890,000
Advances to affiliated companies (Note 7)	-	577,996
Mining properties	6,463,196	6,163,198
Total Other Assets	<u>7,803,196</u>	<u>7,631,194</u>
Total Assets	<u>\$ 8,368,495</u>	<u>\$ 8,098,231</u>
 <u>LIABILITIES AND CAPITAL</u>		
Current Liabilities:		
Accounts payable	\$ 9,000	\$ 42,008
Other Liabilities:		
Loans from stockholders (See Note 3)	<u>1,551,299</u>	<u>1,639,660</u>
Commitments and Contingencies (See Note 5)	<u>-</u>	<u>-</u>
Total Liabilities	<u>1,560,299</u>	<u>1,681,668</u>
Capital:		
Common stock-Par Value \$.001; Authorized shares, 1,500,000,000, Issued, 698,891,495 at 12/31/10, and 711,810,270 at 12/31/11 (See Note 6)	711,810	698,891
Additional paid-in capital	12,612,673	12,250,973
Retained (deficit)	<u>(6,516,287)</u>	<u>(6,533,301)</u>
Total Capital	<u>6,808,196</u>	<u>6,416,563</u>
Total Liabilities and Capital	<u>\$ 8,368,495</u>	<u>\$ 8,098,231</u>

See accountant's compilation report and footnotes to financial statements.

MEDINAH MINERALS, INC.
UNAUDITED STATEMENT OF INCOME AND EXPENSE
AND RETAINED EARNINGS
FOR THE YEARS ENDED DECEMBER 31

	<u>2011</u>	<u>2010</u>
Sales	\$ 181,818	\$ 73,901
Operating Expenses:		
Salaries and wages	\$ 12,336	\$ 12,000
Repairs and maintenance	2,792	1,625
Rents	15,866	12,000
Travel	14,238	25,523
Automobile	1,800	1,290
Bank charges	(1,303)	6,893
Legal and professional	39,385	33,656
Office	10,291	5,459
Postage	2,835	3,023
Telephone	12,751	5,829
Accounting	6,428	3,286
Computer repairs	2,287	1,496
Data processing	-	16,000
Management fees	1,000	24,000
Trust and transfer	39,098	37,541
Web site	5,000	1,820
Total Operating Expenses	<u>164,804</u>	<u>191,441</u>
Net Income (Loss)	\$ 17,014	\$ (117,540)
Retained (Deficit) at the Beginning of the Year	\$ (6,533,301)	\$ (6,415,761)
Retained (Deficit) at the End of the Year	<u>\$ (6,516,287)</u>	<u>\$ (6,533,301)</u>

See accountant's compilation report and footnotes to financial statements.

MEDINAH MINERALS, INC.
UNAUDITED STATEMENT OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31

<u>Cash Flows from Operations:</u>	<u>2011</u>	<u>2010</u>
Net Income	\$ 17,014	\$ (117,540)
Adjustments to Reconcile with Net Cash:		
Accounts Receivable	(237,846)	-
Trust Deposits	334,592	73,083
Prepaid Expenses	(49,118)	(13,286)
Accounts Payable	(33,008)	7,574
Net Adjustments to Income	14,620	67,371
Total Cash Flows From Operations	31,634	(50,169)
<u>Cash Flows From Investing Activities:</u>		
Advances (Repayment) of Stockholder Loans	(88,361)	335,807
Advances (Repayment) of Affiliated Company Loans (See Note 7)	127,996	(577,996)
Investment in Mining Properties	(299,998)	(264,381)
Total Cash Flows From Investing Activities	(260,363)	(506,570)
<u>Cash Flows From Financing Activities:</u>		
Sale of Common Stock	374,619	543,063
Total Cash Flows From Financing Activities	374,619	543,063
Total Cash Flows	145,890	(13,676)
Cash Balance at January 1	12,480	26,156
Cash Balance at December 31	\$ 158,370	\$ 12,480
<u>Non-Cash Transactions:</u>		
The Company accepted 4,500,000 shares of stock in Medinah Gold, Inc. in repayment for previous advances to affiliated companies (See Note 7)	\$ 450,000	\$ -

See accountant's compilation report and footnotes to financial statements.

MEDINAH MINERALS, INC.
NOTES TO UNAUDITED FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2011 AND 2010

NOTE 1—BUSINESS AND HISTORY

The Company was incorporated May 6, 1999 under the laws of the State of Nevada as Medinah Energy, Inc. In 2001, it changed its name to Medinah Mining, Inc. and in 2008 to Medinah Minerals, Inc. The Company is and has been in the business of acquiring, exploring and developing mining properties, some of which are held in a 50 percent owned company—Medinah Minerals (Chile), S.A.

NOTE 2—ACCOUNTING POLICIES

The Company uses the accrual accounting method as required by Generally Accepted Accounting Principles.

The Company has no depreciable assets, so there is no depreciation or depreciation policy.

The Company considers that “cash and cash equivalents” is composed of cash on hand, demand deposits, and time deposits with less than ninety days to maturity.

The Company has significant operating loss carry-forwards available to apply against future taxable earnings. However, there is no deferred tax asset because any future benefit is considered to be impaired by the Company’s history of unprofitability.

The Company has recorded its investment in 50 percent of Medinah Minerals (Chile), S.A. at cost under the purchase method. See Note 4.

NOTE 3—LOANS FROM STOCKHOLDERS

In 2002, the Board of Directors passed a resolution that the stockholder loans would bear an interest rate of 10%, with no specific terms of repayment. The stockholder loans consist of the following: Juan Jose Quijano Fernandez, president, director, and stockholder, as to \$73,000; Greg Chapin, director and stockholder, as to \$335,963; and GXK Venture, Inc. (Les Price), stockholder, as to \$1,142,336. See Note 6 for a related subsequent event.

NOTE 4—MEDINAH MINERALS (CHILE), S.A.

Many of the Company’s Chilean mining properties are owned by Medinah Minerals (Chile), S.A., which is owned 50% by the Company, and 50% by the Company’s president, Juan Jose Quijano Fernandez and his family. See accounting policies in Note 2.

MEDINAH MINERALS, INC.
NOTES TO UNAUDITED FINANCIAL STATEMENTS (PAGE 2)
DECEMBER 31, 2011 AND 2010

NOTE 5—COMMITMENTS AND CONTINGENCIES

The Company is involved as a co-defendant, along with Juan Jose Quijano and Les Price, in a Supreme Court of British Columbia suit (Vancouver Supreme Court No. s081066) which was commenced February 22, 2008 by Russell K Godwin and RGM Communications.

The plaintiffs' claim against Medinah and the other defendants is that damages and monies are owing on the basis of alleged contracts between an individual named Gordon David House, deceased, and Medinah. Mr. Godwin, who is also an executor of Mr. House's estate, purchased the right to sue on these contracts from the estate for the sum of one dollar. The defendants are countersuing Mr. Godwin and the other executors (being Ben Ainsworth and Helga Hansen) for improperly selling these contracts to their co-executor.

Mr. Godwin subsequently bundled the House contracts with his own contracts with Medinah and incorporated all of them in the lawsuit as well.

With respect to what these contracts precisely were, the defendant takes the position that they are all unauthorized, non-binding and unratified debts that Godwin and House attempted to saddle Medinah with just prior to their being relieved of their directorships of Medinah in 2004, and have no merit.

The amounts involved in the Claim, Counterclaim and third Party Claim exceed three million dollars. There is also the question of the repayment by Godwin and the estate of the value of those Medinah shares which Godwin and House apparently allotted to each other and sold without advising Medinah of the same.

The plaintiffs have not taken any subsequent steps in this litigation, and while it remains a possible liability to Medinah, the Company has not booked any loss there might eventually be in this matter since it seems more likely than not that any settlement, adjudication or other conclusion will not result in a loss.

Medinah, et. al. is now proceeding against the plaintiffs with Examinations of Discovery slated to begin March 27, 2012, with a view to an early trial date.

The Company has no other commitments or contingencies, including environmental remediation matters, of which it is aware.

MEDINAH MINERALS, INC.
NOTES TO UNAUDITED FINANCIAL STATEMENTS (PAGE 3)
DECEMBER 31, 2011 AND 2010

NOTE 6—SUBSEQUENT EVENTS

Several significant events have happened since the balance sheet date:

By directors' resolution on February 10, 2012, a series of preferred, redeemable shares was authorized and the inside stockholders/creditors agreed to accept these in exchange for the monies the Company owed them (see also Note 3).

On January 27, 2012, it was announced that the LDM property was going into production at an approximate cost of one million dollars, funded by the company, LDM, Chile. Medinah's net position in this will be 37.5% with no capital outlay.

On February 7, 2012 a joint venture agreement was signed on the alto de lepanque properties as to an option to sell 85 percent of these properties for \$180,000,000 to be received over a three year period. Medinah's net position will be about fifty percent of the total.

Since the balance sheet date, the Company has issued twenty million of its common shares in exchange for a ten percent interest in each of the Ciclon 1 and 2 properties.

On February 16, 2012 the Company increased its authorized common shares to three billion and its authorized preferable, non-voting, redeemable shares were set at one million.

See also Note 7.

NOTE 7—INVESTMENT IN MEDINAH GOLD, INC.

In December 2011, the Company settled its advances to affiliated companies by taking 4,500,000 shares of Medinah Gold, Inc. at a deemed value of \$.10 per share.

At a directors' meeting of Medinah Gold, Inc. on February 10, 2012 they approved an additional 5,500,000 shares of their stock to come to the Company in exchange for accrued interest on the indebtedness that was retired in December, 2011.

MEDINAH MINERALS, INC.
NOTES TO UNAUDITED FINANCIAL STATEMENTS (PAGE 3)
DECEMBER 31, 2011 AND 2010

NOTE 6—SUBSEQUENT EVENTS

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At a directors' meeting of Medinah Gold, Inc. on February 10, 2012 they approved an additional 5,500,000 shares of their stock to come to the Company in exchange for accrued interest on the indebtedness that was retired in December, 2011.

MEDINAH MINERALS, INC.
Unaudited Balance Sheet

For the Year Ended December 31, 2011 and the Period Ended June 30, 2012

	2011	2012
ASSETS		
Current Assets:		
Cash in the bank	\$ 158,370	\$ 211,314
Accounts receivable	237,846	292,816
Trust deposits	102,908	92,904
Prepaid expenses	66,175	51,175
Total Current Assets	<u>565,299</u>	<u>648,209</u>
Property & Equipment	<u>-</u>	<u>48,758</u>
Other Assets:		
Other Investments	1,340,000	2,940,298
Mining properties	6,463,196	6,799,130
Total Other Assets	<u>7,803,196</u>	<u>9,739,428</u>
Total Assets	<u>\$ 8,368,495</u>	<u>\$ 10,436,395</u>
LIABILITIES AND CAPITAL		
Current Liabilities:		
Accounts payable	<u>\$ 9,000</u>	0
Other Liabilities:		
Loans from stockholders	<u>1,551,299</u>	<u>10,625</u>
Total Liabilities	<u>1,560,299</u>	<u>10,625</u>
Capital:		
Common stock @ par value \$0.001	711,810	892,861
Preferred shares @ par value \$0.001	-	5,800
Additional paid-in capital	12,612,673	15,882,488
Retained (deficit)	<u>(6,516,287)</u>	<u>(6,355,379)</u>
Total Capital	<u>6,808,196</u>	<u>10,425,770</u>
Total Liabilities and Capital	<u>\$ 8,368,495</u>	<u>\$ 10,436,395</u>

MEDINAH MINERALS, INC.

Unaudited Statement of Income and Expenses and Retained Earnings
For the Year Ended December 31 and the 6-month period Ended June 30, 2012

	2011	2012
Sales - Net of Costs	\$ 181,818	\$ 472,675
Operating Expenses:		
Salaries and wages	\$ 12,336	\$ 17,580
Repairs and maintenance	2,792	2,937
Rents	15,866	12,781
Travel	14,238	32,171
Automobile	1,800	6,132
Bank charges	(1,303)	1,247
Legal and professional	39,385	104,493
Office	10,291	4,476
Postage	2,835	3,326
Telephone	12,751	6,656
Accounting	6,428	28,026
Computer repairs	2,287	1,203
Management & Director fees	1,000	17,500
Trust and transfer	39,098	45,049
Web site	5,000	1,000
General Meeting	-	27,190
Total Operating Expenses	164,804	311,767
Net Income	\$ 17,014	\$ 160,908
Retained (Deficit) at the Beginning of the Year	\$ (6,533,301)	\$ (6,516,287)
Retained (Deficit) at the End of the Period	\$ (6,516,287)	\$ (6,355,379)

Prepared without audit

EXHIBIT E

- Market Makers

Medinah Minerals, Inc.

SYMBOL : MDMN

PIGGYBACK QUALIFIED : Yes

2030 Bannie Ave.

SHARES OUTSTANDING : 892,861,000

Las Vegas, NV 89102



Market Makers

MMID	Market Maker	Address
BMAS	BMA Securities	608 Silver Spur Road, #100, Rolling Hills Estates, CA 90274
BTIG	BTIG, Llc	825 Third Ave., 7th Floor, New York, NY 10022
CSTI	Canaccord Genuity Securities	350 Madison Ave., 10th Fl., New York, NY 10005
CANT	Cantor Fitzgerald & Co.	39 Ave of the Commons, Suite 205, Shrewsbury, NJ 07702
CDRG	Citadel Securities LLC	131 South Dearborn St., 32nd Fl, Chciago, IL 60603
ETRF	E*Trade Capital Markets Llc	One Financial Place, 440 S. La Salle St., Suite 3030, Chicago, IL
EGRO	Emerging Growth Equities,	1150 First Ave., Suite 600, King of Prussia, PA 19406
INTL	Intl Trading, Inc.	329 Park Avenue North, Suite 350, Winter Park, FL 32789
NITE	Knight Execution & Clearing	545 Washington Blvd., Jersey City, NJ 07310
LAMP	Lamport Capital, L.C.	7777 W. Glades Road, Suite 213, Boca Raton, FL 33434
MAXM	Maxim Group LLC	405 Lexington Ave., 2nd Fl., New York, NY 10174
MERQ	Mercator Associates, Llc	708 Third Ave., 6th Floor, New York, NY 10017
PENA	Pennaluna & Company	421 Sherman Ave., Suite 203, PO Box 1889, Coeur D'Alene, ID
PUMA	Puma Capital, Llc	488 Madidson Ave., Suite 1706, New York, NY 10022
LAFC	R. F. Lafferty & Co., Inc.	80 Broad St., 26th Fl., New York, NY 10004
RAFF	Rafferty Capital Markets, LLC	33 Whitehall St., 10th Floor, New York, NY 10004
SSGI	Seton Securities Group, Inc.	1400 Union Ave., Union Beach, NJ 07735
STXG	Stockcross Financial	15 Exchange Place, Jersey City, NJ 07302
BNCH	The Benchmark Company,	40 Fulton St., 19th Fl., New York, NY 10038
VERT	The Vertical Trading Group,	417 Fifth Ave., 6th Floor, New York, NY 10016
UBSS	UBS Securities Llc	677 Washington Blvd., 6th Fl., Stamford, CT 06901-0305
VNDM	Vandham Securities Corp.	50 Tice Blvd., Woodcliffake, NJ 07677
VFIN	Vfinance Investments, Inc	1200 N Federal Highway, Suite 400, Boca Raton, FL 33432
WABR	Wall Street Access	17 Battery Place, 11th Floor, New York, NY 10012