ISSUER INFORMATION DISCLOSURE

BRITANNIA MINING, INC.

(f/k/a MICRON ENVIRO SYSTEMS, INC.)

(a Nevada Corporation)

1001 Avenue of the Americas, Suite 1204
New York, N.Y. 10018

QUARTERLY REPORT

For the period ended September 30, 2013

November 14, 2013

BRITANNIA MINING, INC.

November 14, 2013

Information required for compliance with the provisions of the
OTC Markets Group Inc. (f/k/a Pink Sheets, LLC)
OTC Pink Basic Disclosure Guidelines
(Version 1.1 – April 25, 2013)

The following information specifies forward-looking statements of our management; this Issuer Information Statement contains certain "forward-looking statements" (as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended). These statements reflect our current expectations regarding our possible future results of operations, performance, and achievements. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, regulation of the Securities and Exchange Commission, and common law.

Wherever possible, we have tried to identify these forward-looking statements by using words such as "anticipate," "believe," "estimate," "expect," "plan," "intend," and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements. These risks, uncertainties and contingencies include, without limitation, the factors set forth under "Item VI Describe the Issuer's Business, Products and Services." We have no obligation to update or revise any such forward-looking statements that may be made to reflect events or circumstances after the date of this Issuer Information Disclosure.

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenue and expenses in the statement of operations. Actual results could differ from those estimates. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim and year end periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

Item I Name of the issuer and its predecessors (if any).

The exact name of the Issuer is BRITANNIA MINING, INC. (the "Issuer" or "Company").

Other than listed above, the Issuer has used the following names in the past five years:
Formerly - Micron Enviro Systems, Inc. until 5-2013

Item II **<u>Address of the issuer's principal executive offices.</u>**

Company Headquarters

1001 Avenue of the Americas, Suite 1204
New York, N.Y. 10018
Phone: (646) 580-1153
Fax: (212) 461-2293
E-mail: info@britanniamining.com
Website: http://www.britanniamining.com

IR Contact

53 Davies Street

Mayfair
London, W1K 5JH
United Kingdom
Phone: (646) 580-1153
E-mail: ir@britanniamining.com

Item III **<u>Security Information.</u>**

The Issuer has authorized two classes of securities: one class of common stock and one class of preferred stock.

(1) Common Stock

Trading Symbol:		BMIN		
Exact title and class of securities outstanding:		Common Stock		
CUSIP:		11040Y104		
Par or Stated Value:		$0.001		
Total shares authorized:		600,000,000	as of:	September 30, 2013
Total shares outstanding:		278,393,139	as of:	September 30, 2013

(2) Preferred A Stock

Trading Symbol:		-none-		
Exact title and class of securities outstanding:		Preferred A Stock		
CUSIP:		-none-		
Par or Stated Value:		$0.001		
Total shares authorized:		1,000,000	as of:	September 30, 2013
Total shares outstanding:		1,000,000	as of:	September 30, 2013

Transfer Agent

Pacific Stock Transfer Company
4045 South Spencer Street, Suite 403
Las Vegas, NV 89119

Phone: 702-361-3033
Facsimile: 702-433-1979

Pacific Stock Transfer Company is registered under the Federal Exchange Act, and as such is regulated by the Securities and Exchange Commission, in conjunction with FINRA.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months

The Issuer has not effectuated a reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business, except as follows:

On June 26, 2008, the Company effectuated a 3-for-1 forward split of the Company's issued and outstanding common stock.

On September 9, 2009, the Company effectuated a 3–for-1 forward split of the Company's issued and outstanding common stock.

On January 31, 2013, the Company, by way of proxy vote, ratified a Merger with and to change the Company's name to Britannia Mining, Inc.

On May 31, 2013, the Company effectuated a 1-for-60 reverse split, and changed its trading symbol to "BMIN."

Item IV **Issuance History.**

1. During October 2012, the Company entered into a $100,147.16 Promissory Note Agreement with Edward Francis, a natural person. The promissory note agreement bears interest at 20 percent and becomes due immediately upon a subsequent funding obtained by the Company. The note may be repaid in whole or in part any time prior to maturity. There are no common shares issuable upon the execution of this promissory

note.

a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The agreement called for no conversion;
e. The Issuer received proceeds of $100,147.16;
f. The Note Agreement is not publicly traded;
g. The Note Agreement contains no conversion provision.

2. During October 2012, the Company amended a previously executed Convertible Promissory Note and entered into a $52,000 Convertible Promissory Note Agreement with Heritage Corporate Services, Inc., a Florida corporation. The convertible note agreement bears interest at five (5%) percent and has a February 4, 2013 maturity date. The note may be repaid in whole or in part any time prior to maturity. The note is convertible, at the investors' sole discretion, into common shares at a variable conversion price.

   The number of common shares issuable upon the conversion of the note is limited to 4.9 percent in beneficial ownership by the lender of the outstanding shares of common stock. The note does not automatically convert to common shares on their due dates.

   a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
   b. The transaction was unregistered;
   c. The transaction was executed via a private agreement and not a public offering;
   d. The agreement called for conversion, at the investors' sole discretion, into common shares at a variable conversion price;
   e. The Issuer received no proceeds;
   f. The Note Agreement is not publicly traded however, can convert into common shares;
   g. The Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

3. During October 2012, the Company entered into a Consulting Agreement with i-Business Media Group, LLC, a Michigan limited liability company. The agreement calls for $45,000 to be paid for the services provided as consideration. During November 2012, the Company executed a Convertible Promissory Note and entered into a $45,000 Convertible Promissory Note Agreement for the services provided. The convertible note agreement bears interest at five (5%) percent and has a maturity date of April 1, 2013. The note may be repaid in whole or in part any time prior to maturity. The note is convertible into common shares until the note is paid. The note does not

automatically convert to common shares on their due dates.

a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The agreement called for common shares to be issued;
e. The Issuer received no proceeds;
f. The Agreement is not publicly traded;
g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

4. During November 2012, the Company entered into a Consulting Agreement with Ajene Watson, LLC, a Florida limited liability company. The agreement calls for 10,000,000 shares of the Company's common stock to be issued as consideration.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The Agreement is not publicly traded;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

5. During December 2012, the Company entered into a $5,500 Secured Convertible Promissory Note Agreement with Clio General, SA. The convertible note agreement bears interest at 10 percent and has a June 3, 2013 maturity date. The note may be repaid in whole or in part any time prior to maturity. The note is convertible, at the investors' sole discretion, into common shares at a fixed or variable conversion price. The Company issued Clio General, SA 2,500,000 warrants to purchase the Company's common stock. The Warrants expire on December 3, 2017.

    The number of common shares issuable upon the conversion of the note is limited to 4.9 percent in beneficial ownership by the lender of the outstanding shares of common stock. The note does not automatically convert to common shares on their due dates.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for conversion, at the investors' sole discretion, into common shares at a variable conversion price;

e. The Issuer received proceeds of $4,618.25;
f. The Note Agreement is not publicly traded however, can convert into common shares;
g. The Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

6. During January 2013, the Company entered into a $45,278.17 Promissory Note Agreement with Edward Francis, a natural person. The promissory note agreement bears interest at 20 percent and becomes due immediately upon a subsequent funding obtained by the Company. The note may be repaid in whole or in part any time prior to maturity. There are no common shares issuable upon the execution of this promissory note.
   a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
   b. The transaction was unregistered;
   c. The transaction was executed via a private agreement and not a public offering;
   d. The agreement called for no conversion;
   e. The Issuer received proceeds of $45,278.17;
   f. The Note Agreement is not publicly traded;
   g. The Note Agreement contains no conversion provision.

7. During May 2013, the Company entered into a Promissory Note with Dr. Ricardo Enrique Tascon Forero, a natural person. As a material inducement, the agreement calls for the Company to issue 500,000 shares of the Company's common stock to Dr. Tascon Forero.
   a. The common stock was issued pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
   b. The transaction was unregistered;
   c. The transaction was executed via a private agreement and not a public offering;
   d. The common stock was issued per a conversion of a previously entered into promissory note;
   e. The Issuer received proceeds of $4,580;
   f. The agreement is not publicly traded however, calls for the issuance of common shares;
   g. The shares issued under this agreement contain the appropriate restrictive legend.

8. During June 2013, the Company issued 160,000,000 shares of the Company's common stock to the shareholders of Britannia Mining Ltd. as consideration for the Merger Agreement dated October 23, 2012 (the "Merger Agreement") with the Company.
   a. The agreement was entered into pursuant to Section 4(2) of the Securities Act

of 1933, as amended, and Rule 506 promulgated thereunder;
   b. The transaction was unregistered;
   c. The transaction was executed via a private agreement and not a public offering;
   d. The agreement called for common shares to be issued;
   e. The Issuer received no proceeds;
   f. The Merger Agreement is not publicly traded;
   g. The Merger Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

9. During June 2013, the Company issued 17,500,000 shares of the Company's common stock to Bradley Rudman as consideration for the Merger Agreement dated October 23, 2012 (the "Merger Agreement") with the Company.
   a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
   b. The transaction was unregistered;
   c. The transaction was executed via a private agreement and not a public offering;
   d. The agreement called for common shares to be issued;
   e. The Issuer received no proceeds;
   f. The Merger Agreement is not publicly traded;
   g. The Merger Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

10. During June 2013, the Company issued 10,000,000 shares of the Company's common stock to Kenneth Roberts, the Company's CEO, pursuant to an Independent Contractor agreement. The agreement calls for 10,000,000 shares of the Company's common stock to be issued as consideration.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The Agreement is not publicly traded;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

11. During June 2013, the Company issued 10,000,000 shares of the Company's common stock to Nicola Newmarch, the Company's COO, pursuant to an Independent Contractor agreement. The agreement calls for 10,000,000 shares of the Company's common stock to be issued as consideration.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act

of 1933, as amended, and Rule 506 promulgated thereunder;

b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The agreement called for common shares to be issued;
e. The Issuer received no proceeds;
f. The Agreement is not publicly traded;
g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

12. During June 2013, the Company entered into a Promissory Note with George Stathos, a natural person. As a material inducement, the agreement calls for the Company to issue 2,000,000 shares of the Company's common stock to Mr. Stathos.
    a. The common stock was issued pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The common stock was issued per a conversion of a previously entered into promissory note;
    e. The Issuer received proceeds of $7,000;
    f. The agreement is not publicly traded however, calls for the issuance of common shares;
    g. The shares issued under this agreement contain the appropriate restrictive legend.

13. During July 2013, the Company issued 4,000,000 shares of the Company's common stock to Ashley Gore, pursuant to a Stock Purchase Agreement. The agreement calls for 4,000,000 shares of the Company's common stock to be to Mr. Gore.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received proceeds of $23,400;
    f. The Agreement is not publicly traded;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

14. During August 2013, the Company issued 300,000 shares of the Company's common stock to Mark Redmond, a natural person, pursuant to a Stock Purchase agreement. The agreement calls for 300,000 shares of the Company's common stock to be to Mr. Redmond.
    a. The common stock was issued pursuant to Section 4(2) of the Securities Act

of 1933, as amended, and Rule 506 promulgated thereunder;

b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The common stock was issued per a conversion of a previously entered into promissory note;
e. The Issuer received proceeds of $15,500;
f. The agreement is not publicly traded however, calls for the issuance of common shares;
g. The shares issued under this agreement contain the appropriate restrictive legend.

15. During September 2013, the Company issued 750,000 shares of the Company's common stock to Steven Kaldor, a natural person, pursuant to an Independent Contractor agreement. The agreement calls for 750,000 shares of the Company's common stock to be issued as consideration for Services.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The Agreement is not publicly traded;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

16. During September 2013, the Company entered into a Consulting Agreement with Clio General SA. The agreement calls for 20,000,000 shares of the Company's common stock to be issued as consideration.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for common shares to be issued;
    e. The Issuer received no proceeds;
    f. The Agreement is not publicly traded;
    g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

17. During September 2013, the Company entered into a $1,200 Secured Convertible Promissory Note Agreement with Bridgewater Capital Ltd. The convertible note agreement bears interest at 10 percent and has a March 4, 2014 maturity date. The note may be repaid in whole or in part any time prior to maturity. The note is convertible,

at the investors' sole discretion, into common shares at a fixed or variable conversion price. The Company issued Bridgewater Capital Ltd. 1,000,000 warrants to purchase the Company's common stock. The Warrants expire on September 4, 2018.

The number of common shares issuable upon the conversion of the note is limited to 4.9 percent in beneficial ownership by the lender of the outstanding shares of common stock. The note does not automatically convert to common shares on their due dates.

a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The agreement called for conversion, at the investors' sole discretion, into common shares at a variable conversion price;
e. The Issuer received proceeds of $1,000;
f. The Note Agreement is not publicly traded however, can convert into common shares;
g. The Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

Item V **Interim financial statements.**

The following documents are filed under "*Exhibit 1*" and are included as part of this Disclosure:

Financial Statements of the Company as of and for the three and twelve month periods ended September 30, 2013 and December 31, 2012, respectively:

Balance Sheet
Statement of Operations
Statement of Stockholders' Deficit
Statement of Cash Flows
Notes to Financial Statements

See Attached Exhibit 1

Item VI **Describe the Issuer's Business, Products and Services.**

A. Description of the Issuer's business operations;

The Company is involved in the acquisition, exploration, and development of iron ore, gold and coal. The Company plans to acquire and develop mineral licences, minerals, and low cost mineral and mining properties that have the potential to yield high returns. After acquiring a property and selecting a possible exploration area through its own efforts or with others, the Company will compile reports, past production records and geologic surveys concerning the area. The Company will then undertake a field exploration program to determine whether the area merits work. Initial field exploration on a property normally consists of geologic mapping and geochemical and/or geophysical surveys, together with selected sampling to identify host environments that may contain specific mineral occurrences. If an area shows promise, the Company will generally conduct geologic drilling programs in an effort to locate the existence of economic mineralization. If such mineralization is delineated, further work will be undertaken to estimate ore reserves, evaluate the feasibility for the development of the mining project, obtain permits for commercial development, and, if the project appears to be economically viable, proceed to place the deposit into commercial production.

The Company may act as the operator on properties that are joint ventured with third parties. The operator of a mining property generally provides all labor, equipment, supplies and management on a cost plus fee basis and generally must perform specific tasks over a specified time period. Separate fees are generally charged to the joint venturers by the operator and the joint venturers pay the costs in proportion to their interests in the property.

We plan to raise additional funds in order conduct work programs and participate in the drilling on our various prospects, and to generally meet our future corporate obligations. The capital required for exploration and development of mining properties is substantial. We plan to raise funds through the sale of our common stock or through loans. There is no guarantee that we will be successful in arranging the required financing. Unless we raise funds through the sale of our common stock or through loans, we cannot conduct work programs on our existing properties, nor can we acquire new properties or leases. There is no assurance that we will be able to raise adequate capital.

Our future success will be materially dependent upon our ability to satisfy additional financing requirements. We are reviewing our options to raise equity capital. We cannot estimate when we will begin to realize revenue. In order to satisfy our requisite budget, we have held and will continue to conduct negotiations with various investors. We cannot predict whether these negotiations will result in additional investment income for us. Funding for our operations may not be available under favorable terms, if at all. If adequate funds are not available, we may be required to further curtail operations significantly or to obtain funds by entering into arrangements with collaborative partners or others that may require us to relinquish rights that we would not otherwise relinquish.

Our current exploitation and development plans are described in this disclosure document. Whether we undertake an exploitation or development project will depend on the following factors:

- availability and cost of capital;
- receipt of additional seismic data or the reprocessing of existing data;
- current and projected oil or natural gas, and metal prices;
- the costs and availability of drilling rigs, power and other equipment supplies and personnel necessary to conduct operations;
- success or failure of activities in similar areas;
- changes in the estimates of the costs to complete our projects;
- our ability to attract other industry partners to acquire a portion of the working interests, to reduce costs and exposure to risks;

- decisions of our joint working interest owners and partners;
- defects in title or loss of any leasehold interests in our properties could limit our ability to mine our properties or result in significant unanticipated costs;
- decreased availability or increased costs of key equipment, supplies or commodities such as diesel fuel, steel, explosives, magnetite and tires could decrease our profitability;
- our operations may adversely impact the environment which could result in material liabilities to us;
- the Mine Safety and Health Administration or other federal or state regulatory agencies may order certain of our properties to be temporarily or permanently closed;
- we may be required to obtain governmental permits and approvals for mining operations, which can be a costly and time-consuming process, can result in restrictions on our operations, and may delay or prevent us from obtaining necessary permits; and
- Union represented labor may result in an increased risk of work stoppages and increased labor costs.

We will continue to gather data about our projects, and it is possible that additional information will cause us to alter our schedule or determine that a project should not be pursued. You should understand that our plans regarding our projects might change.

B. Date and State (or Jurisdiction) of Incorporation:

The Issuer was organized under the laws of the State of Nevada in 1999.

C. The issuer’s primary and secondary SIC codes;

The Issuer's primary SIC Code is 1382.

D. The Issuer’s fiscal year end date;

The issuer’s fiscal year end date is December 31.

E. Principal products or services, and their markets;

The Company has previously engaged in Gold, Lithium, Oil, Iron Ore and Coal exploration. The Company currently owns 100% the following permits that are in good standing: 300 acres of gold permits in the Whitehorse Mining District of Yukon, Canada. Through its acquisition of Britannia Mining Ltd., the Company has entered into iron ore and coal exploration in Malawi.

<u>Nthale Iron Ore, Malawi</u>

The Company is currently renewing its license for the exploration of over 650 sq. km in Malawi. The Company has already formally explored 20 sq. km and identified targets suitable for drilling. In the year ahead, the company plans to commence core sampling at Nthale Hill and widen the exploration area beyond 20 sq. km to continue with magnetic imaging and geophysical survey. The company has set its initial corporate targets to define a Resource according to the Joint Ore Reserves Committee (“JORC”) at Nthale Hill and to obtain a

Competent Person's Report (CPR) on the property. The Company is currently working to renew the license in accordance with the Malawi Mines and Minerals Act. The Company is required to complete a geological progress report and outline the plan of development, including the expected expenditures by the Company over the next 12 months. Pursuant to the terms of the Nthale license the Company is required to expend USD 274, 278 in relation to developing the project. The Company estimates that the geological report will begin in 2014 upon sufficient funding.

Mphwamphwa Coal, Malawi

The Company is seeking to renew its license to explore for coal for an area of 145 sq. km at Mphwamphwa. The Company has completed an initial review of the area and is currently working to renew the license in accordance with the Malawi Mines and Minerals Act. The Company is required to complete a geological progress report and outline a plan of development, including the expected expenditures by the Company over the next 12 months. Pursuant to the terms of the license the Company is required to expend USD 120, 000 in relation to developing the project. The Company estimates that the geological report will begin in 2014 upon sufficient funding.

White Gold Prospect, Yukon, Canada

The Company currently has 100% of 6 Gold claims in the Whitehorse Mining District of Yukon, Canada. Each claim is approximately 50 acres for a total of 300 acres. The Permits were renewed in June 2013 and the Permits expire June 2014 unless pending minimum work is completed in the property. The Company is currently intending to begin sampling on the property pending securing new funding from its investors. The Company estimates that the sampling will begin upon sufficient funding. In June 2013, the Company did not renew the 16 Gold claims in the Dawson District of Yukon, Canada that the Company had previously contracted for.

Item VII **Describe the Issuer's Facilities.**

The Company owns no real estate. It currently maintains its corporate offices at 1001 Avenue of the Americas, Suite 1204, New York, N.Y. 10018. In addition, the Company leases office space at 53 Davies Street, Mayfair, London, W1K 5JH, United Kingdom. The lease has a one year term at $1850 and £300 per month respectively.

Item VIII **Officers, Directors, and Control Persons.**

A – Officers and Directors

(1) Kenneth Roberts
Chief Executive Officer
53 Davies Street Mayfair
London, W1K 5JH
United Kingdom

(2) Nicola Newmarch
Chief Operating Officer

53 Davies Street Mayfair
London, W1K 5JH
United Kingdom

Directors

Kenneth Roberts
Nicola Newmarch

B - Legal/Disciplinary History Identify whether any of the foregoing persons have in the last five years, been the subject of:

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

None of the foregoing persons have been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.

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

None of the foregoing persons have been the subject of any order, judgment, or decree, that permanently or temporarily enjoined, barred, suspended or otherwise limited such a person's involvement in any type of business, securities, commodities, or banking activities

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated;

None of the foregoing persons have been the subject of any finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law.

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

None of the foregoing persons have been the subject of any order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C – Beneficial Shareholders

There are three (3) registered shareholders with 5% or more of the Company's issued and outstanding shares:

Name	Number of Shares Beneficially Owned	Percent of Class (1)
Elsworth and Fen, LTD c/o Kenneth Roberts International House 39 Great Windmill Street Piccadilly London, W1D 7LX	63,529,114	22.76%
The Carpe Group c/o Nicola Newmarch International House 39 Great Windmill Street Piccadilly London, W1D 7LX	63,529,114	22.76%
Bradley Rudman 1001 Avenue of the Americas, Suite 1204 New York, N.Y. 10018	21,666,666	7.76%

* less than 1%

(1) Based on shares of common stock outstanding as of September 30, 2013.

Item IX **Third Party Providers.**

1. Legal Counsel

   Arthur Marcus, Esq
   Sichenzia Ross Friedman Ference LLP
   61 Broadway, 32nd Floor
   New York, New York 10006
   Telephone: (212) 930-9700
   Fax: (212) 930-9725
   http://www.srff.com

   David E. Price, Esq.
   Law Office of David E. Price
   13520 Oriental St.
   Rockville, MD 20853

2. Accountant or Auditor Accountant:

   Stanley Davis Group Limited
   41 Chalton Street
   London, NW1 1JD

United Kingdom
Telephone: +(44) 20 7554 2236
neil.dolby@stanleydavis.co.uk

Malawi Auditor:

Evelyn Mwapasa, Partner
KPMG, LLP
MASM House
Lower Sclater Road,
Po Box 508
Blantyre, Malawi
Telephone: +(265) 01 820 744
www.kpmg.com/mw

United Kingdom Auditor:

Simon Palmer, Partner
Armstrong Watson
Central House
St Pauls Street
Leeds, LS1 2TE
United Kingdom
Telephone: +(44) 11 3221 1300
http://www.armstrongwatson.co.uk/

PCAOB Auditor:

Steven C. Vertucci, CPA, Partner
Malone Bailey, LLP
10350 Richmond Ave Suite 800
Houston, TX 77042
www.MaloneBailey.com

3. Investor Relations Consultant

None

4. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement

None

Item X **<u>Issuer's Certifications.</u>**

CERTIFICATIONS

I, Kenneth Roberts, Chief Executive Officer of Britannia Mining, Inc., hereby certify that:

1. I have reviewed this "Quarterly Company Information and Disclosure Statement" of Britannia Mining, Inc. for the period through September 30, 2013; and

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

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

Date: November 14, 2013

/s/ *Kenneth Roberts*
By: Kenneth Roberts
Chief Executive Officer

Exhibit 1

BRITANNIA MINING, INC.

(Unaudited)
BALANCE SHEET

	December 31, 2011	December 31, 2012	September 30 2013
ASSETS			
CURRENT ASSETS			
Cash	193	-	16,701
Accounts receivable	-	-	7,759
Prepaid expenses	3,000	-	-
Other current assets	$ -	$ -	$ 76,964
	3,193	-	101,424
OTHER ASSETS			
Long-term investments	-	-	190
Property, plant and equipment	-	-	46
Intangible assets - goodwill	-	-	339,632
Gold claims	$ 75,000	$ 150,000	$ 75,000
TOTAL ASSETS	78,193	$ 150,000	$ 516,292
LIABILITIES AND STOCKHOLDERS' DEFICIT			
CURRENT LIABILITIES			
Accounts payable	$ -	$ 16,388	40,650
Stock payable	378,000	378,000	-
Note payable		36,000	52,000
Other notes payable	50,039	104,765	212,605
Bank liability	-	-	65,164
Tax liability	-	-	101,773
Accruals	-	13,474	105,011
Related party payables	97,650	138,150	138,150
TOTAL CURRENT LIABILITIES	$ 475,650	$ 686,777	$ 715,353
LONG-TERM LIABILITIES			
Convertible Note 10% - Clio General, SA	21,600	37,100	37,100
Convertible Notes 10% - Bridgewater Capital Ltd.	22,200	23,000	24,200
Other	-	-	45,000
TOTAL LONG-TERM LIABILITIES	$ 43,800	60,100	106,300
STOCKHOLDERS' EQUITY (DEFICIT)			
Preferred stock, $0.01 par value per share; 1,000,000 shares authorized; 1, 000,000 shares issued and outstanding;	--	--	10,000
Common stock, $0.001 par value per share; 1,800,000,000 shares authorized; 1,798,260,240 shares issued and outstanding; 1, 799,960,240 shares issued and outstanding; 279,143,139 shares issued and outstanding, for the periods ended December 31, 2011, December 31, 2012 and September 30, 2013, respectively	1,798,260	1,799,960	278,393
Additional paid-in capital	9,438,449	9,513,449	14,120,916
Accumulated deficit	(11,677,966)	(11,910,286)	(14,713,281)
Other comprehensive loss			-
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	(441,257)	(596,877)	(303,972)
Minority Interest			1,390
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 78,193	$ 150,000	$ 516,292

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

BRITANNIA MINING, INC.
(Unaudited)
STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2011 and 2012
FOR THE QUARTER END SEPTEMBER 30, 2013

	Quarter End September 30, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
SALES	$ --	$ --	--
COST OF SALES	--	--	--
GROSS PROFIT	--	--	--
OPERATING EXPENSES			
Consulting	207,500	110,300	229,000
Management consulting	-	56,000	60,000
Legal and professional	2,000	22,773	9,711
Property/Lease expenses	-	5,388	1,750
Impairment expense	75,000	-	-
Financing expense	230	-	-
General and administrative expenses	11,765	8,538	2,519
Miscellaneous	120,000	(31)	230
Total operating expenses	(416,495)	(202,968)	(378,227)
Interest payable	(17,979)	(29,352)	-
LOSS FROM OPERATIONS	(434,474)	(232,320)	(378,227)
OTHER INCOME/(EXPENSES)			
Minority Interest	608	-	-
NET LOSS	(433,866)	$ (232,320)	(378,227)
LOSS PER SHARE:	(0.002)	(0.0001)	(0.0002)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING:			
Basic and diluted	222,049,337	1,799,960,240	1,798,260,240

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

BRITANNIA MINING, INC.
(Unaudited)
STATEMENT OF STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2011, DECEMBER 31, 2012
AND FOR THE PERIOD ENDED SEPTEMBER 30, 2013

	Common Stock		Additional	Accumulated Other	Accumulated	
	Shares	Amount	Paid-In Capital	Comprehensive (Loss)	(Deficit)	Totals
Balance, December 31, 2011	**1,798,260,240**	**$ 1,798,260**	**$ 9,438,449**	**$**	**$ (11,677,966)**	**$ (441,257)**
Common shares issued cash	1,700,000	1,700	-	-	-	1,700
Revaluation of Gold Claims	-	-	75,000	-	-	75,000
Net loss for the year ended December 31, 2012	-	-	-	-	**(232,320)**	**(232,320)**
Balance, December 31, 2012	**1,799,960,240**	**$ 1,799,960**	**$ 9,513,449**	**$ -**	**$ (11,910,286)**	**$ (596,877)**
Common shares issued cash	-	-	-	-	-	-
Net loss for the three months ended March 31, 2013	-	-	-	-	**(93,754)**	**(93,754)**
Balance, March 31, 2013	**1,799,960,240**	**$ 1,799,960**	**$ 9,513,449**	**$ -**	**$ (12,004,040)**	**$ (690,631)**
Reverse Split	(1,769,960,174)	(1,769,960)	1,769,960	-	-	-
Common shares issued acquisition	177,500,000	177,500	2,250,000	-	(2,250,000)	177,500
Common shares issued	20,000,000	20,000	(37,594)	-	-	(17,594)
Net loss for the three months ended June 30, 2013	-	-	-	-	**(25,374)**	**(25,374)**
Balance, June 30, 2013	**227,500,066**	**$ 227,500**	**$ 13,495,815**	**$ -**	**$ (14,279,414)**	**$ (556,099)**
Reverse Split Round Up Adjustment	93,073	93	93	-	607	793
Common shares issued	50,800,000	50,800	698,008	-	-	748,808
Preferred shares issued	1,000,000	10,000	1,000	-	-	11,000
Impairment of Gold Claims	-	-	(75,000)	-	-	(75,000)
Warrants issued in relation to private placement	-	-	1,000	-	-	1,000
Net loss for the three months ended September 30, 2013	-	-	-	-	**(434,474)**	**(434,474)**
Balance, September 30, 2013	**279,393,139**	**$ 288,393**	**$ 14,120,916**	**$ -**	**$ (14,713,281)**	**$ (303,972)**

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

BRITANNIA MINING, INC.

(Unaudited)

STATEMENTS OF CASH FLOWS

	Quarter Ended,	Year Ended December 31,	
	September 2013	2012	2011
CASH FLOWS FROM OPERATING ACTIVITES			
Net loss	$ (434,474)	$ (232,320)	$ (378,227)
Adjustments to reconcile exchange difference	(7,759)	-	-
Depreciation and amortization expense	59	4,000	1,000
Change in general operating expenses	-	(3,862)	41,711
Impairment of Assets	75,000	-	75,017
Change in accounts payable	10,588	26,112	-
Change in stock payable	(263,900)	15,000	229,000
Change in prepaid expenses	-	3,000	(3,000)
Change in Related party accounts payable	-	-	(49,050)
Wage expense	9,000	40,500	60,000
Net cash used in operating activities	(611,486)	(147,570)	(23,549)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of Subsidiary	-	-	-
Expenditures for property	-	(630)	(1,750)
Net cash used in investing activities	-	(630)	(1,750)
CASH FLOWS FROM FINANCING ACTIVITES			
Proceeds from sale of common stock	548,400	1,700	-
Proceeds from borrowings	62,200	117,395	
Interest Payments	(13,374)	(1,700)	19,500
Net cash used in financing activities	597,226	117,395	19,500
MISC CASH FLOWS			
Interest Expense	17,979	29,353	-
Fees	-	-	(250)
Misc. cash flow	17,979	29,353	(250)
NET INCREASE (DECREASE) IN CASH	3,719	(193)	(6,049)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	(52,182)	193	6,242
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ (48,463)	$ 0	$ 193

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

BRITANNIA MINING, INC.

Notes to the Financial Statements
September 30, 2013

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Nature of Business

Britannia Mining, Inc., formerly *Micron Enviro Systems, Inc.* (hereinafter "the Company"), was incorporated as Strathcona Capital Corp. in January 1998 under the laws of the State of Nevada primarily for the purpose of owning and operating a low cost housing project and acquiring technology related to the recycling of waste oil. Later, the Company redirected its assets to acquiring an existing high tech manufacturing business. In December 1998, the Company acquired the inventory and equipment of a company in receivership (Dustcheck Filters, Inc.). During the year ending September 30, 2000, these assets were sold to a related party.

On May 29, 2001, the Company's board of directors signed a participation agreement to purchase a working interest in an oil and gas well. From the date of this transaction until December 31, 2003, the Company was deemed an oil and gas company in the exploration stage. During the year ended December 31, 2004, the Company determined the purpose of the Company will be to acquire working interests in oil and gas properties and entered operations.

On October 23, 2012, the Company entered into an agreement to acquire Britannia Mining Ltd. and agreed to change the corporate name to Britannia Mining, Inc. On January 31, 2013, the shareholders of the Company ratified the proposed acquisition of Britannia Mining Ltd. On February 28, 2013, the Company filed the Articles of Merger and the Amended and Restated Articles of Incorporation with the State of Nevada. On May 31, 2013, the Company effectuated a 1-for-60 reverse split in relation to the acquisition of Britannia Mining Ltd., and changed its trading symbol to "BMIN."

The company currently has 100% of 6 Gold claims in the Whitehorse Mining district of Yukon, Canada. Each claim is approximately 50 acres. The claims total a combined area of 300 acres. The permits were renewed in June 2013 and expire in June 2014 unless pending minimum work is completed. Upon securing finance the company is intending to commence sampling in 2014.

In June 2013, the Company did not renew the 16 Gold claims in the Dawson District of Yukon, Canada that the Company had previously contracted for.

The Company is currently working to renew a license allowing exploration for iron ore over an area of 650 sq km at Nthale. In accordance with the Malawi Mines and Minerals Act, the Company is required to complete a geological progress report and outline the proposed plan of development, including the expected expenditures by the Company over the next 12 months. Pursuant to the terms of the Nthale license the company is required to expend USD 274,278 in relation to developing the project.

The Company is seeking to renew an exploration license, in accordance with the Malawi Mines and Minerals Act, to continue to explore for coal at Mphwamphwa. The Company is required to complete a geological progress report and outline the plan of development, including the expected expenditures by the Company over the next 12 months. Pursuant to the terms of the license the company is required to expend USD 120,000 in relation to developing the project.

The Company maintains an office in New York, New York, U.S.A. and in London, United Kingdom. The Company's year-end is December 31.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Britannia Mining, Inc. is presented to assist in understanding the financial statements. The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the consolidated financial statements which would substantially duplicate the disclosure contained in the audited consolidated financial statements for the most recent audited fiscal year ended December 31, 2008 have been omitted.

Basis of Presentation

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the U.S. (U.S. GAAP). In doing so, we have to make estimates and assumptions that affect our reported amounts of assets, liabilities, revenues, and expenses, as well as related disclosure of contingent assets and liabilities. In some cases, we could reasonably have used different accounting policies and estimates. In some cases, changes in the accounting estimates are reasonably likely to occur from period to period. Accordingly, actual results could differ materially from our estimates. To the extent that there are material differences between these estimates and actual results, our financial condition or results of operations will be affected. We base our estimates on past experience and other assumptions that we believe are reasonable under the circumstances, and we evaluate these estimates on an ongoing basis. We refer to accounting estimates of this type as critical accounting policies and estimates, which we discuss further below.

Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenue and expenses in the statement of operations. Examples include estimates of loss contingencies, including legal risks and exposures, valuation of stock-based compensation; the potential outcome of future tax consequences of events that have been recognized in our financial statements or tax returns; and valuation of derivative instruments. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. These accounts may at times exceed federally insured limits. The Company has not experienced any losses on such accounts. As of September 30, 2013, there were no cash balances in excess of federally insured limits.

Fair Value of Financial Instruments

The Company's financial instruments as defined by Statement of Financial Accounting Standards No. 107, "Disclosures about Fair Value of Financial Instruments," include cash, accounts payable, accrued expenses and loans payable. For certain of our financial instruments, including accounts receivable, accounts payable, accrued expenses, interest payable, bank overdraft, advances payable and notes payable, the carrying amounts approximate fair value due to their relatively short maturities.

Deferred Financing Costs

Payments, either in cash or share-based payments, made in connection with the sale of debentures are recorded as deferred debt issuance costs and amortized using the effective interest method over the lives of the related debentures.

Property, Plant & Equipment

Property and equipment are carried at cost and as of September 30, 2013, and consists solely of computer equipment. Depreciation is provided using the straight-line method for financial reporting purposes based on estimated useful lives of three years.

The cost of asset additions and improvements that extend the useful lives of property and equipment are capitalized. Routine maintenance and repair items are charged to current operations. The original cost and accumulated depreciation of asset dispositions are removed from the accounts and any gain or loss is reflected in the statement of operations in the period of disposition.

Income Taxes

An asset and liability approach is used for financial accounting and reporting for income taxes. Deferred income taxes arise from temporary differences between income tax and financial reporting and principally relate to recognition of revenue and expenses in different periods for financial and tax accounting purposes and are measured using currently enacted tax rates and laws. In addition, a deferred tax asset can be generated by net operating loss carry forwards ("NOLs"). If it is more likely than not that some portion or all of a deferred tax asset will not be realized, a valuation allowance is recognized.

Revenue Recognition

The Company recognizes revenues when Products have been considered delivered in accordance with the purchase agreements, collections are reasonably assured and no further obligations exists.

Stock-Based Compensation

Stock-based compensation expense includes the estimated fair value of equity awards vested during the reporting period. The expense for equity awards during the reporting period is determined based upon the grant date fair value of the award and is recognized as expense on the grant date. All shares issued to date for stock-based compensation have vested on the grant date.

Loss Per Share

Basic and diluted net income (loss) per share calculations is presented in accordance with Statement of Financial Accounting Standards ("SFAS") No. 128, and are calculated on the basis of the weighted average number of common shares outstanding during the period. They include the dilutive effect of common stock equivalents in periods with net income.

Common stock equivalents represent the dilutive effect of the assumed conversion of convertible notes payable and convertible preferred stock, using the "if converted" method, at either the beginning of the respective period presented or the date of issuance, whichever is later, and only if the common stock equivalents are considered dilutive based upon the Company's net income (loss) position at the calculation date. Common stock equivalents also include the effect of the exercise of outstanding warrants using the treasury stock method, at either the beginning of the respective period presented or the date of issuance, whichever is later, and only if the warrants are considered dilutive based upon the exercise price of the warrants and the average trading price of the stock during the period. All common stock equivalents were considered anti-dilutive for the year ended September 30, 2013.

Recently issued accounting pronouncements

In February 2013, the FASB issued ASU 2013-02, *"Comprehensive Income: Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income,"* with the objective of improving the reporting of reclassifications out of accumulated other comprehensive income. This update requires the effect of significant reclassifications out of accumulated other comprehensive income be shown by component. Significant reclassifications should be shown by the respective line items of net income only if the amount reclassified is required to be reclassified to net income under U.S. GAAP. If the reclassification to net income is not required under U.S. GAAP, an entity is required to cross-reference to other disclosures that provide additional details about those amounts. This update is effective prospectively for our fiscal 2014 and early adoption is permitted. Besides changes to disclosures, we do not expect the adoption of this update to have a significant impact on our consolidated financial statements.

In January 2013, the FASB issued ASU 2013-01, "*Balance Sheet (Topic 220)-Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities,"* which amends previous guidance on the disclosures about offsetting assets and liabilities on the balance sheet to clarify that the scope of this guidance applies to derivatives (including bifurcated embedded derivatives), repurchase agreements (and reverse repurchase agreements) and securities borrowing (and lending) transactions that are offset or subject to an enforceable master netting arrangement or similar agreement. The guidance becomes effective at the beginning of our fiscal 2014 and should be applied retrospectively for all comparative periods. The adoption of this update is not expected to have a significant impact on our consolidated financial statements

Derivative Instruments

The Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 133 (hereinafter "SFAS No. 133"), "Accounting for Derivative Instruments and Hedging Activities," as amended by SFAS No. 137, "Accounting for Derivative Instruments and Hedging Activities-Deferral of the Effective Date of FASB No. 133", and SFAS No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities," SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities," and SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments, an Amendment of FASB Standards No. 133 and 140." These statements establish and clarify accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. They require that an entity recognize all derivatives as either assets or liabilities in the balance sheet and measure those instruments at fair value. If certain conditions are met, a derivative may be specifically designated as a hedge, the objective of which is to match the timing of gain or loss recognition on the hedging derivative with the recognition of (i) the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk or (ii) the earnings effect of the hedged forecasted transaction. For a derivative not designated as a hedging instrument, the gain or loss is recognized in income in the period of change. Historically, the Company has not entered into derivatives contracts to hedge existing risks or for speculative purposes.

Environmental Remediation and Compliance

Expenditures for ongoing compliance with environmental regulations that relate to current operations are expensed or capitalized as appropriate. Expenditures resulting from the remediation of existing conditions caused by past operations that do not contribute to future revenue generations are expensed. Liabilities are recognized when environmental assessments indicate that remediation efforts are probable and the costs can be reasonably estimated.

Estimates of such liabilities are based upon currently available facts, existing technology and presently enacted laws and regulations taking into consideration the likely effects of inflation and other societal and economic factors, and include estimates of associated legal costs. These amounts also reflect prior experience in remediating contaminated sites, other companies' clean-up experience and data released by The Environmental Protection Agency or other organizations. Such estimates are by their nature imprecise and can be expected to be revised over time because of changes in government regulations, operations, technology and inflation. Recoveries are evaluated separately from the liability and, when recovery is assured, the Company records and report an asset separately from the associated liability. At June 30, 2013, the Company had no accrued liabilities for compliance with environmental regulations.

Foreign Currency Translation Gains/Losses

The Company has adopted Financial Accounting Standard No. 52. Monetary assets and liabilities denominated in foreign currencies are translated into United States dollars at rates of exchange in effect at the balance sheet date. Gains or losses are included in income for the year, except gains or losses relating to long-term debt which are deferred and amortized over the remaining term of the debt. Non-monetary assets, liabilities and items recorded in income arising from transactions denominated in foreign currencies are translated at rates of exchange in effect at the date of the transaction. The Company's functional currency is the U.S. dollar.

Impaired Asset Policy

The Company adopted Statement of Financial Accounting Standards No. 144, "Accounting for Impairment of Disposal of Long-Lived Assets." In complying with this standard, the Company reviews its long-lived assets quarterly to determine if any events or changes in circumstances have transpired which indicate that the carrying value of its assets may not be recoverable. The Company determines impairment by comparing the undiscounted future cash flows estimated to be generated by its assets to their respective carrying amount whenever events or changes in circumstances indicate that an asset may not be recoverable. On November 27, 2007, the Company sold all of its impaired or abandoned properties to a related party for $250,000.

NOTE 3 – UNREGISTERED SALES - PROMISSORY NOTES

On July 20, 2010, the Company entered into a secured convertible promissory note agreement with

Bridgewater Capital Ltd. in the principal amount of $6,000.00. The Notes became due on January 20, 2011.

The Notes carried an interest rate of 10% and a maturity date of January 20, 2011. The notes were convertible into our common shares at a fixed conversion price of $0.0005.

On July 20, 2010, the Company issued Bridgewater Capital Ltd. 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.01. The Warrants expire on July 20, 2015.

On August 26, 2010, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $3,600.00. The Notes become due on February 26, 2011.

The Notes carried an interest rate of 10% and a maturity date of February 26, 2011. The notes were convertible into our common shares at a fixed conversion price of $0.0005.

On August 26, 2010, the Company issued Bridgewater Capital Ltd. 3,600,000 warrants to purchase the Company's common stock at an exercise price of $0.01. The Warrants expire on August 26, 2015.

On October 18, 2010, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $3,000.00. The Notes became due on April 18, 2011.

The Notes carried an interest rate of 10% and a maturity date of April 18, 2011. The notes were convertible into our common shares at a fixed conversion price of $0.0005.

On October 18, 2010, the Company issued Bridgewater Capital Ltd. 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on October 18, 2015.

On November 15, 2010, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $3,000.00. The Notes became due on May 18, 2011.

The Notes carried an interest rate of 10% and a maturity date of May 18, 2011. The notes were convertible into our common shares at a fixed conversion price of $0.0005.

On November 15, 2010, the Company issued Bridgewater Capital Ltd. 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on November 15, 2015.

On December 17, 2010, the Company entered into a secured convertible promissory note agreement with Clio General, SA in the principal amount of $12,000.00. The Notes became due on June 17, 2011. The Company issued twenty-five million (25,000,000) restricted shares of common stock to Clio General, SA as additional consideration.

The Notes carried an interest rate of 10% and a maturity date of June 17, 2011. The notes were convertible into our common shares at a fixed conversion price of $0.0003.

On December 17, 2010, the Company issued Clio General, SA 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.0001. The Warrants expire on December 17, 2015.

On May 1, 2011, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $3,600.00. The Notes become due on November 1, 2011.

The Notes carried an interest rate of 10% and a maturity date of November 1, 2011. The notes were convertible into our common shares at a fixed conversion price of $0.0002.

On May 1, 2011, the Company issued Bridgewater Capital Ltd. 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on May 1, 2016.

On May 1, 2011, the Company entered into a secured convertible promissory note agreement with Clio General, SA in the principal amount of $3,600.00. The Notes become due on November 1, 2011.

The Notes carried an interest rate of 10% and a maturity date of November 1, 2011. The notes were convertible into our common shares at a fixed conversion price of $0.0002.

On May 1, 2011, the Company issued Clio General, SA 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.0001. The Warrants expire on May 1, 2016.

On September 26, 2011, the Company entered into a secured convertible promissory note agreement with Clio General, SA in the principal amount of $6,000.00. The Notes become due on March 26, 2012.

The Notes carried an interest rate of 10% and a maturity date of March 26, 2012. The notes were convertible into our common shares at a fixed conversion price of $0.0002.

On September 26, 2011, the Company issued Clio General, SA 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.0001. The Warrants expire on September 26, 2016.

On October 24, 2011, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $3,000.00. The Notes become due on April 24, 2012.

The Notes carried an interest rate of 10% and a maturity date of April 24, 2012. The notes were convertible into our common shares at a fixed conversion price of $0.0002.

On October 24, the Company issued Bridgewater Capital Ltd. 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on October 24, 2016.

On January 11, 2012, the Company entered into a secured convertible promissory note agreement with Clio General, SA in the principal amount of $8,000.00. The Notes become due on June 11, 2012.

The Notes carried an interest rate of 10% and a maturity date of March 26, 2012. The notes are convertible into our common shares at a fixed conversion price of $0.0002.

On January 11, 2012, the Company issued Clio General, SA 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.0001. The Warrants expire on January 11, 2017.

On May 4, 2012, the Company entered into a convertible promissory note agreement with Heritage Corporate Services, Inc. in the principal amount of $15,000.00. The Notes become due on February 4, 2013.

The Notes carried an interest rate of 5% and are convertible into our common shares at a fixed conversion price of $0.001.

On May 24, 2012, the Company entered into a secured convertible promissory note agreement with Clio General, SA in the principal amount of $15,000.00. The Notes become due on November 24, 2012.

The Notes carried an interest rate of 10% and a maturity date of March 26, 2012. The notes are convertible into our common shares at the lessor of: a fixed conversion price of $0.0003 or 75% of the average of the three lowest traded prices during the preceding thirty trading days.

On May 24, 2012, the Company issued Clio General, SA 5,000,000 warrants to purchase the Company's common stock at an exercise price of $0.0003. The Warrants expire on May 24, 2017.

On June 19, 2012, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $800.00. The Notes become due on December 19, 2012.

The Notes carried an interest rate of 10% and a maturity date of June 19, 2012. The notes are convertible into our common shares at the lessor of: a fixed conversion price of $0.0003 or 75% of the average of the three lowest traded price during the preceding thirty trading days.

On June 19, 2012, the Company issued Bridgewater Capital Ltd. 500,000 warrants to purchase the Company's common stock at an exercise price of $0.0003. The Warrants expire on June 19, 2017.

On July 30, 2012, the Company amended the convertible promissory note agreement with Heritage Corporate Services, Inc. to the principal amount of $36,000.00. The Notes become due on February 4, 2013.

On October 1, 2012, the Company entered into a promissory note agreement with Edward Francis in the principal amount of $100,147.16. The Notes become due immediately upon a subsequent funding obtained by the Company. The Notes carried an interest rate of 20%.

On October 22, 2012, the Company amended the convertible promissory note agreement with Heritage Corporate Services, Inc. to the principal amount of $52,000.00. The Notes become due on February 4, 2013.

On November 2, 2012, the Company entered into a convertible promissory note agreement with i-Business Media Group, LLC in the principal amount of $45,000.00. The Notes become due on April 2, 2013.

The Notes carried an interest rate of 5% and are convertible into our common shares.

On December 3, 2012, the Company entered into a secured convertible promissory note agreement with Clio General, SA in the principal amount of $5,500.00. The Notes become due on June 3, 2013.

The Notes carried an interest rate of 10% and a maturity date of June 3, 2013. The notes were convertible into our common shares at a fixed conversion price of $0.0005 or the average of 75% of the three lowest traded prices.

On December 3, 2012, the Company issued Clio General, SA 2,500,000 warrants to purchase the Company's common stock at an exercise price of $0.0005. The Warrants expire on December 3, 2017.

On January 5, 2013, the Company entered into a promissory note agreement with Edward Francis in the principal amount of $45,278.17. The Notes become due immediately upon a subsequent funding obtained by the Company. The Notes carried an interest rate of 20%.

On May 16, 2013, the Company entered into a promissory note agreement with Dr. Ricardo Enrique Tascon Forero in the principal amount of $4,580.00.

The Notes carried an interest rate of 20% and a maturity date of November 16, 2013. The Company issued the investor 500,000 shares of the Company's common stock in connection with the promissory note.

On June 3, 2013, the Company entered into a promissory note agreement with George Stathos in the principal amount of $7,000.00.

The Notes carried an interest rate of 20% and a maturity date of October 3, 2013. The Company issued the investor 2,000,000 shares of the Company's common stock in connection with the promissory note.

During July 2013, the Company entered into an agreement with Bridgewater Capital Ltd. to extend the maturity date and to waive any defaults associated with the July 20, 2010 promissory note.

On September 4, 2013, the Company entered into a secured convertible promissory note agreement with Bridgewater Capital Ltd. in the principal amount of $1,200.00. The Notes become due on March 4, 2014.

The Notes carried an interest rate of 10% and a maturity date of March 4, 2014. The notes are convertible into our common shares at the lessor of: a fixed conversion price of $0.005 or 75% of the average of the three lowest traded prices during the preceding thirty trading days.

On September 4, 2013, the Company issued Bridgewater Capital Ltd. 1,000,000 warrants to purchase the Company's common stock at an exercise price of $0.001. The Warrants expire on September 4, 2018.

The Company evaluated the convertible debentures under SFAS No. 133 "Accounting for Derivatives" and EITF 00-19 "Accounting for Derivative Financial Instruments Indexed to and Potentially Settled in a Company's Own Stock". The Company determined that the convertible debentures contained no embedded derivative for the conversion option. These notes payable are due on demand. We are not making payments on any of these notes.

NOTE 4 – SUBSEQUENT EVENTS

NONE

NOTE 5 – STOCKHOLDERS EQUITY

Designation of Super Voting Preferred Stock

On December 19, 2012, the Company filed an amendment to the Company's Articles of Incorporation, as amended (the "Articles of Incorporation"), in the form of a Certificate of Designation that authorized the issuance of up to one million (1,000,000) shares of a new series of preferred stock, par value $0.001 per share, designated "Series A Super Voting Preferred Stock," for which the board of directors established the rights, preferences and limitations thereof.

Each holder of outstanding shares of Series A Super Voting Preferred Stock shall be entitled to one thousand (1,000) votes for each share of Series A Super Voting Preferred Stock held on the record date for the determination of stockholders entitled to vote at each meeting of stockholders of the Company.

Authorized Capital Stock

On February 28, 2013, the Board of Directors of the Company authorized the amendment of its Articles of Incorporation to amend its authorized shares to the following:

	Number of authorized shares
Preferred Stock	1,000,000
Common stock	600,000,000
Total authorized shares	601,000,000