

Company Information and Disclosure Statement

***Section One: Issuers' Quarterly Disclosure Obligations for the
For Period Ended June 30, 2014***

**Discovery Minerals Ltd.
OTCPK: DSCR**

OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

Exact Company Name: Discovery Minerals LTD. (hereinafter referred to as “we”, “us”, or “our” or “the Issuer”).
Name used by predecessor entities in the past five years: Dhanoa Minerals, Ltd. until 8/2012

2) Address of the issuer's principal executive offices

Company Headquarters

13428 Maxella Avenue, Suite 294, Marin del Rey, California 90292

Phone: 310-961-4654

Email: info@discoveryholdingscorp.com

Website: www.discoveryholdingscorp.com

IR Contact: None

3) Security Information

Trading Symbol: DSCR

Common Stock Outstanding: 1,657,217,908 (as of 6/30/2014)

Restricted Common Stock: 347,871,580 (as of 6/30/2014) Preferred Stock Outstanding: 232,752 Preferred C (as of 6/30/2014)

CUSIP Number: 25470V109

Par or Stated Value: Common-\$0.00001 and Preferred stock-\$0.0001

Total shares authorized: Common – Two billion nine hundred eighty six million nine hundred and ninety nine thousand nine hundred and ninety four shares (2,986,999,994) shares. Preferred – Thirteen million and six (13,000,006) shares designated to three classes as of 6/30/2014

Total shares outstanding: 1,657,450,660 as of 6/30/2014

Transfer Agent:

Pacific Stock Transfer Company

4045 South Spencer Street, Suite 403

Las Vegas, NV 89119

571-485-9998

Registered Under Exchange Act: Yes

Regulatory Authority: Security Exchange Commission (SEC)

List any restrictions on the transfer of security:

None

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

None

4) Issuance History

- A. The nature of each offering (e.g., Securities Act Rule 504, interstate, etc.);
- B. Any jurisdiction where the offering was registered or qualified;
- C. The number of shares offered;
- D. The number of shares sold;
- E. The price at which the shares were offered, and the amount actually paid to the issuer;
- F. The trading status of the shares; and

G. Whether the certificates or other documents that evidence the shares contain legend (1) stating that the shares have registered under the Securities Act (2) setting forth or referring to the restrictions on transferability and sales of the share under the Securities Act.

On January 13, 2014, 170,000,000 shares were issued to a non affiliated third party as a result of a debt assignment on September 25th, 2013 and subsequent conversion of \$1700 from a convertible promissory note dated January 23rd, 2012. The partial assignment of this debt has a conversion price of \$0.00001. The shares were issued pursuant to the exemption from registration provided by Section 4(1) of the Securities Act of 1933. The shares were not registered or qualified in any jurisdiction. The shares were issued free of restrictive legend as the holding period of Rule 144 had been satisfied.

On February 11, 2014, 50,000,000 shares were issued to a non affiliate third party as a result of a debt assignment on November 25th, 2013 and subsequent conversion of \$500 from a convertible promissory note dated January 23rd, 2012. The partial assignment of this debt has a conversion price of \$0.00001. The shares were issued pursuant to the exemption from registration provided by Section 4(1) of the Securities Act of 1933. The shares were not registered or qualified in any jurisdiction. The shares were issued free of restrictive legend as the holding period of Rule 144 had been satisfied.

On February 24, 2014, 50,000,000 shares were issued to a non affiliate third party as a result of a debt assignment January 16th, 2014 and subsequent conversion of \$500 from a convertible promissory note dated January 23rd, 2012. The partial assignment of this debt has a conversion price of \$0.00001. The shares were issued pursuant to the exemption from registration provided by Section 4(1) of the Securities Act of 1933. The shares were not registered or qualified in any jurisdiction. The shares were issued free of restrictive legend as the holding period of Rule 144 had been satisfied.

On March 10, 2014, 50,000,000 shares were issued to a non affiliate third party as a result of a debt assignment January 15th, 2014 and subsequent conversion of \$500 from a convertible promissory note dated January 23rd, 2012. The partial assignment of this debt has a conversion price of \$0.00001. The shares were issued pursuant to the exemption from registration provided by Section 4(1) of the Securities Act of 1933. The shares were not registered or qualified in any jurisdiction. The shares were issued free of restrictive legend as the holding period of Rule 144 had been satisfied.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualifications for the OTC Pink Current Information tier. For the initial disclosure statements (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial note; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statements or (ii) post such financial statements through the OTC Disclosure & News Service as separate reporting using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Reports").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statements that such financial statements are incorporated by reference.

Information contain in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports with 45 days of its fiscal quarter-end date.

Discovery Minerals Ltd.

(A Development Stage Company)

BALANCE SHEET

June 30, 2014

ASSETS**Current Assets**

Cash	\$	367
Due from related party		<u>1,000</u>
 TOTAL CURRENT ASSETS		 <u>1,367</u>
 TOTAL ASSETS	\$	 <u><u>1,367</u></u>

LIABILITIES AND STOCKHOLDERS' DEFICIT**Current Liabilities**

Accounts payable and accrued expenses	\$	298,372
Notes payable		164,470
Notes payable-related parties		<u>18,014</u>
 TOTAL LIABILITIES		 480,856

Stockholders' Deficit

Preferred stock, Class A,B,C

13,000,006 shares authorized, \$.0001 par value, 232,752 Class C shares
issued and outstanding at June 30, 2014 23

Common stock

2,986,999,994 shares authorized, \$.00001 par value, 1,657,217,910
shares issued and outstanding at June 30, 2014 16,572

Additional paid in capital 11,099,337

Deficit accumulated during development stage (11,595,421)TOTAL STOCKHOLDERS' DEFICIT (479,489)TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT \$ 1,367

See accompanying accountant's compilation report.

Discovery Minerals Ltd.

(A Development Stage Company)

STATEMENTS OF OPERATIONS

For the Nine Months Ended June 30, 2014 and For the Period From Inception (July 11, 2005) to June 30, 2014

	Nine Months Ended June 30, 2014	Inception (July 11, 2005) to June 30, 2014
REVENUES	\$ -	\$ -
EXPENSES		
Loss on abandonment of mining properties	7,006	6,307,562
Property Option Expense	16,000	16,000
Joint Venture Costs	88,650	88,650
General and administrative	235,361	5,586,393
TOTAL OPERATING EXPENSES	347,017	11,998,605
OTHER INCOME		
Forgiveness of debt	247,785	247,785
Litigation settlement, net	-	102,500
Interest income	-	7,526
Interest expense-related parties	(1,613)	(15,183)
Interest expense	(4,966)	(64,418)
TOTAL OTHER INCOME (EXPENSES)	241,206	278,210
NET INCOME (LOSS)	<u><u>\$ (105,811)</u></u>	<u><u>\$ (11,720,395)</u></u>
EARNINGS PER SHARE	<u><u>\$ -</u></u>	
WEIGHTED AVERAGE SHARES OUTSTANDING BASIC AND DILUTED	<u><u>2,300,329,019</u></u>	

See accompanying accountant's compilation report.

Discovery Minerals Ltd.

(A Development Stage Company)

STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)

For the Period From Inception (July 11, 2005) to June 30, 2014

	<u>Preferred Stock</u>		<u>Capital Stock</u>		Additional Paid in Capital	on Receivabl	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
Common stock issued for cash	-	\$ -	47,500,000	\$ 475	\$ 56,525	\$ -	\$ -	\$ 57,000
Stock subscription receivable	-	-	-	-	-	(4,813)	-	(4,813)
Net loss for the period ended Sept. 30, 2005	-	-	-	-	-	-	(4,210)	(4,210)
Balance, September 30, 2005	-	-	47,500,000	475	56,525	(4,813)	(4,210)	47,977
Stock subscription receivable	-	-	-	-	-	4,813	-	4,813
Net loss for the year ended Sept. 30, 2006	-	-	-	-	-	-	(65,396)	(65,396)
Balance, September 30, 2006	-	-	47,500,000	475	56,525	-	(69,606)	(12,606)
Common stock and warrants issued for cash	-	-	8,139,414	81	7,549,916	-	-	7,549,997
Cancelled shares	-	-	(17,330,267)	(173)	173	-	-	-
Common stock and warrants issued for services	-	-	1,207,000	12	738,869	-	-	738,881
Common stock and warrants issued for mining properties	-	-	6,818,181	68	18,477,202	-	-	18,477,270
Net loss for the year ended Sept. 30, 2007	-	-	-	-	-	-	(1,955,516)	(1,955,516)
Balance, September 30, 2007	-	-	46,334,328	463	26,822,685	-	(2,025,122)	24,798,026
Common stock issued for services	-	-	303,000	3	184,827	-	-	184,830
Common stock issued for warrants and cash	-	-	2,570,580	26	454,500	-	-	454,526
Common stock and warrants cancelled for mining properties	-	-	(6,818,181)	(68)	(18,477,202)	-	-	(18,477,270)
Contributed capital	-	-	-	-	20,000	-	-	20,000
Net loss for the year ended Sept. 30, 2008	-	-	-	-	-	-	(7,124,462)	(7,124,462)
Balance, September 30, 2008	-	-	42,389,727	424	9,004,810	-	(9,149,584)	(144,350)
Common stock issued for services	-	-	60,000	-	6,000	-	-	6,000
Net loss for the year ended Sept. 30, 2009	-	-	-	-	-	-	(319,101)	(319,101)
Balance, September 30, 2009	-	-	42,449,727	424	9,010,810	-	(9,468,685)	(457,451)
Common stock issued for services	-	-	600,000	6	59,994	-	-	60,000

Contributed capital	-	-	-	-	58,000	-	-	58,000
Net loss for the year ended Sept. 30, 2010	-	-	-	-	-	-	(365,387)	(365,387)
Balance, September 30, 2010	-	-	43,049,727	430	9,128,804	-	(9,834,072)	(704,838)
Common stock issued for services	-	-	250,000,000	2,500	791,371	-	-	793,871
Contributed capital	-	-	-	-	27,850	-	-	27,850
Net loss for the year ended Sept. 30, 2011	-	-	-	-	-	-	(351,534)	(351,534)
Balance, September 30, 2011	-	-	293,049,727	2,930	9,948,025	-	(10,185,606)	(234,651)
Common stock issued for debt conversion	-	-	21,800,000	218	80,582	-	-	80,800
Common stock issued for services	-	-	8,050,000	81	80,419	-	-	80,500
Net loss for the year ended Sept. 30, 2012	-	-	-	-	-	-	(702,159)	(702,159)
Balance, September 30, 2012	-	-	322,899,727	3,229	10,109,026	-	(10,887,765)	(775,510)
Loss from debt conversion	-	-	-	-	35,000	-	-	35,000
Common stock issued for debt conversion	-	-	1,653,000,000	16,530	691,879	-	-	708,409
Net loss for the year ended Sept. 30, 2013	-	-	-	-	-	-	(601,845)	(601,845)
Balance, September 30, 2013	-	-	1,975,899,727	19,759	10,835,905	-	(11,489,610)	(633,946)
Common stock issued for debt conversion	-	-	670,000,000	6,700	270,800	-	-	277,500
Adjust common stock outstanding	-	-	46,818,181	468	-	-	-	468
Retirement of common stock	-	-	(1,070,000,000)	(10,700)	10,700	-	-	-
Common Stock Issued for services	-	-	24,500,000	245	66,755	-	-	67,000
Common stock issued for property option	-	-	10,000,000	100	15,900	-	-	16,000
Adjust for accrued expense converted to Class C	232,752	23	-	-	(23)	-	-	-
Net income for the nine months ended June 30, 2014	-	-	-	-	-	-	(105,811)	(105,811)
Balance, June 30, 2014	<u>232,752</u>	<u>\$ 23</u>	<u>1,657,217,908</u>	<u>\$ 16,572</u>	<u>\$ 11,200,037</u>	<u>-</u>	<u>\$ (11,595,421)</u>	<u>\$ (378,789)</u>

See accompanying accountant's compilation report.

Discovery Minerals Ltd.

(A Development Stage Company)

STATEMENTS OF CASH FLOWS

For the Nine Months Ended June 30, 2014

and For the Period From Inception (July

11, 2005) to June 30, 2014

	Nine Months Ended June 30, 2014	Inception (July 11, 2005) to June 30, 2014
OPERATING ACTIVITIES		
Net Income	(105,811)	(11,525,815)
Adjustments to reconcile Net Income to net cash provided by operations:		
	(1,000)	(1,000)
Net cash provided by Operating Activities	(281,853)	(11,045,959)
INVESTING ACTIVITIES		
Net cash provided by Investing Activities	260,268	11,046,326
Net change in cash	(14,579)	367
Cash at beginning of period	14,946	0
Cash at end of period	367	367

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

Discovery Minerals Ltd., is an acquisition and development company that targets natural resource properties through its subsidiaries. These properties fall within two primary channels, precious metals/mining and industrial hemp. Discovery subsidiaries engage in activities that include the cultivation, product development, and distribution of industrial hemp; Gold, silver and precious metals. In addition, the Company is pursuing clean tech and alternative energy investments to be integrated into these business channels.

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

The Company was originally incorporated in 2005, in the state of Nevada.

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

Primary Code: 1000 - Metal Mining. Secondary Code: None

D. the issuer's fiscal year end date;

September 30

E. principal products or services, and their markets;

Discovery Minerals Ltd., is an acquisition and development company that targets natural resource properties through its subsidiaries. These properties fall within two primary channels, precious metals/mining and industrial hemp. Discovery subsidiaries engage in activities that include the cultivation, product development, and distribution of industrial hemp; Gold, silver and precious metals. In addition, the Company is pursuing clean tech and alternative energy investments to be integrated into these business channels.

- Discovery entered into a Joint Venture Agreement with AB AGRO TECHNOLOGIES of which Discovery has committed to issue 33,500,000 shares of its common restricted stock in exchange for a 50% split of Net Revenue from the resale and processing of the cultivated Industrial Hemp seed and fiber.
- Discovery entered into a Joint Venture Agreement with VPR Group Inc., in conjunction with AB AGRO to pursue the research, development and processing of extracting Cannabinoid's (CBD's) from Industrial Hemp. VPR Group will also facilitate the expansion of hemp related retail consumer products. The Company has committed to exchange like kind equity in each company of 4.99%.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company leases offices at 13428 Maxella Avenue, Suite#294, Marina del Rey, CA 90292. The lease is held by the Company's Chief Executive Officer and he does not charge the Company for use of any space.

8) Officers, Directors, and Control Person

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the name of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement:

Russell Smith, President & CEO

Person Named above owns 106,000,000 shares of Common stock.

Henry Manayan, Director

Person Named above owns 6,000,000 shares of Common stock.

William McNerney, Director

Person Named above owns 10,000,000 shares of Common stock.

Michael Silver, Director

Person Named above owns 5,000,000 shares of Common stock.

Golden Swan Holdings Hong Kong Limited,

Trust Named above owns 105,000,000 shares of Common stock. Bruce Clifford Simpson, Beneficiary/Registered Agent
5 Coolibah Way, Bibra Lake 6163, West Australia

B. Legal/Disciplinary History. Please 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

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

None

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

None

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

C. Beneficial Shareholders. provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. if any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the residents agents of the corporate shareholders.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matter relating to operations, business development and disclosure:

Legal Counsel

John E. Dolkart, Jr., Esq.
1750 Kettner Blvd., Ste 416
San Diego, CA 92101 (702) 275-2181 www.dolkartlaw.com

Naccarato & Associates
1100 Quail Street, Suite 100
Newport Beach, CA 92660
(949) 851-9261

Accountant or Auditor

Cox CPA Services Inc.
974 Campbell Road, Suite 106
Houston, Texas 77024
(713) 647-0007

Investor Relations Consultant

None

10) Issuer Certification

The issuer shall include certifications but the chief executive officer and chief financial officer of the issuer (or any other person with different title, but having the same responsibilities).

I, Russell Smith, certify that:

1. I have reviewed this Quarterly Disclosure Statement of Discovery Minerals Ltd.;

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

Date: 10/14/2014

Russell Smith

/s/ Russell Smith

Title: CEO and President