

## OTC Pink Basic Disclosure Guidelines

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Gold Mining USA Inc. since 03/2012, Former Predecessor History - was incorporated under the laws of the State of California in 1995 as the Pacific Coast Apparel Co., Inc. until 7-05, the name of the company was changed to BDW Holdings Ltd., until 3/06 and moved its domicile to the State of Florida with the name International Energy Group, Inc. then later changed its name to International Energy Ltd. Inc., In March 2010 the company changed its name to Standard Oil Company USA Inc.

### **2) Address of the issuer's principal executive offices**

#### Company Headquarters

Address 1: Suite 230, 52 Currumbin Creek Road, Currumbin Waters Queensland Australia 4223

Phone: +61418784759

Email: [info@goldminingusainc.com](mailto:info@goldminingusainc.com)

Website(s): [www.goldminingusainc.com](http://www.goldminingusainc.com)

#### IR Contact

Address 1: 524 Robinson Drive, Tustin CA USA 97282

Phone: (778) 708 0898

Email: [brian@goldminingusainc.com](mailto:brian@goldminingusainc.com)

Website(s): [www.goldminingusainc.com](http://www.goldminingusainc.com)

### **3) Security Information**

Trading Symbol: GMUI

Exact title and class of securities outstanding: Common or Preferred Shares

CUSIP: 380654202

Par or Stated Value: \$0.0001

Total shares authorized: 2,000,000,000

as of: 31<sup>st</sup> March 2013

Total shares outstanding: 2,105,356

as of: 31<sup>st</sup> March 2013

Additional class of securities (if necessary):

Trading Symbol: N/A

Exact title and class of securities outstanding: N/A

CUSIP: N/A

Par or Stated Value: N/A

Total shares authorized: T/A as of: T/A

Total shares outstanding: T/A as of: T/A

#### Transfer Agent

Name: Empire Stock Transfer

Address 1: 1859 Whitney Mesa Drive, Henderson NV 89014

Phone: 702 818 5898

Is the Transfer Agent registered under the Exchange Act?\*      Yes:

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

N/A

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

N/A

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

1 for 1000 reverse stock split effective date 12/10/2012

#### **4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

As of 31<sup>st</sup> March 2013 No Private or Public offering has occurred.

B. Any jurisdictions where the offering was registered or qualified;

N/A

C. The number of shares offered;

N/A

D. The number of shares sold;

N/A

E. The price at which the shares were offered, and the amount actually paid to the issuer;

N/A

F. The trading status of the shares; and

N/A

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

N/A

#### **5) Financial Statements**

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (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 notes; 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 statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to [otciq.com](http://otciq.com) in the field below.

Quarter ending 31<sup>st</sup> march 2013 has recently been uploaded onto OTC Markets website.

Information contained 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 within 45 days of its fiscal quarter-end date.

#### **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;

Gold Mining USA, Inc. (a Florida Corporation) is an independent Gold Mining company. We are focused on the acquisition and development of mining properties which have the potential to produce Gold, Silver and other base mineral resources.

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

The issuers predecessor was organized April 28 1995.

- C. the issuer's primary and secondary SIC Codes;

The Issuers primary SIC code is 1040 - Gold and Silver Ores - the secondary SIC code is 1090 - Miscellaneous Metal Ores.

- D. the issuer's fiscal year end date;

The issuers fiscal year end date is 31<sup>st</sup> December.

- E. principal products or services, and their markets;

The issuer does not distribute any products or services to any third parties. The issuer continually searches for new opportunities in the precious metals mining business and has the ability to make asset and business acquisitions through joint ventures or through the issuance of Rule 144 restricted common stock.



The issuer has identified several owners of mining properties as well as mining equipment, it is anticipated that mining equipment necessary for production will be readily available to the issuer. There is no dependence on one or a few major customers of free milling and refined mineral ores since there is a ready market for precious metal commodities. The Issuer does not have any patents, trademarks, licenses, franchises, concessions, royalty agreements or labor finalize contracts. There is currently no need for any government approvals at this time.

## **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 issuer has secured 100% ownership of a Placer Gold Mining Claim in the Bullfrog Mining District, Nevada. The mine is known as the Gold Mining USA Inc. Placer Mining Claim.

It can be confirmed that samples of Gold have been taken from the property for testing and the company is now waiting on the Geology report to become available.

Recent reports show that Gold Mining in Nevada is Booming. Studies have shown that Nevada is currently the 4<sup>th</sup> largest producer of Gold throughout the World and supplies between 80-90% of all gold throughout the USA.

## **8) Officers, Directors, and Control Persons**

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 names 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.

President/CEO/CFO - Alan Muller.

Chairman/Secretary - Maurice Byrne.

Vice President - Brian Jenkins.

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 of the foregoing persons have been convicted in any criminal proceeding and have not been 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 person's involvement in any type of business, securities, commodities, or banking activities;

No 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 any such person's involvement in any type of business, securities, commodities or banking activities was made.

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

There are no findings or judgments 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 has been made.

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.

There has been no entry on an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited any such person's involvement in any type of business or securities activities.

- 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 resident agents of the corporate shareholders.

Byedler Family Trust (Trustee - Corey Trent Russel) 900,000 Common Shares plus 100,000 preferred (A) series. 82 Ware Dr, Currumbin Waters QLD 4223.

## 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 matters relating to operations, business development and disclosure:

### Legal Counsel

Name: Mathew McMurdo, Esq

Firm: Nannarone Law

Address 1: 140 West 57<sup>th</sup> Street, Suite 6D New York New York 10019

Phone: 917 318 2865

Email: matt@nannaronelaw.com

### Accountant or Auditor

Name: Terry Smith

Firm: Allens Australia Pty Ltd

Address 1: 1925 Logan Road Upper Mt Gravatt QLD 4122

Phone: +61413764165

Email: tjsmith@allenaustralia.com.au

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v1.1 April 25, 2013)



**Investor Relations Consultant**

Name: Amar Alamar

Firm: Sass Management

Address 1: Level 1, 2519 Gold Coast Highway, Mermaid Beach QLD 4218

Phone: +61755157283

Email: amar.a@sassqld.com

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

No other advisor has assisted or provided information with respect to this disclosure.

## 10) Issuer Certification

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

The certifications shall follow the format below:

I, Alan Muller certify that:

1. I have reviewed this Quarterly disclosure statement of Gold Mining USA Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by 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.

22<sup>nd</sup> May 2013

/s/ ALAN MULLER

[CEO, CFO Signature]  
(President)