

OTC Pink Basic Disclosure Guidelines

For the 3-Month Period Ended March 30, 2014

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.

Mindpix Corporation
Formerly Prime Holdings, Inc. until 10/2007

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 940 Lincoln Road

Address 2: Suit 315

Address 3: Miami Beach, FL 33139

Phone: (305) 615-5101

Email: info@mpixcorporation.com

Website(s): www.mpixcorporation.com

IR Contact

Address 1:

Address 2: _____

Address 3: _____

Phone:

Email: info@mpixcorporation.com

Website(s): _____

3) Security Information

Trading Symbol: MPIX

Exact title and class of securities outstanding: Common Shares

CUSIP: _____

Par or Stated Value: \$.0001

Total shares authorized: 1,500,000,000

as of: 8/15/2014

Total shares outstanding: 1,471,573,821

as of: 8/15/2014

Transfer Agent

Name: Standard Registrar and Trust

Address 1: 12528 South 1840 East

Address 2: Draper, UT 84020

Address 3: _____

Phone: _____

Is the Transfer Agent registered under the Exchange Act?*

Yes: ☒

No: ☐

*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:

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:

None

4) Issuance History

During the quarter ended June 30, 2014 the Company issued the following shares of its common stock:

8,000,000 shares were issued in settlement of a lawsuit with a former accountant. These shares are restricted shares.

27,120,832 shares were issued pursuant to the conversion of \$25,000 in debt plus accrued interest held by the debt holder for more than one year. The shares were issued without a restrictive legend pursuant to Rule 144.

29,569,892 shares were issued pursuant to the conversion of \$25,000 in debt plus accrued interest held by the debt holder for more than one year. The shares were issued without a restrictive legend pursuant to Rule 144.

55,000,000 shares were issued pursuant to a securities purchase agreement in the amount of \$100,000. The shares were sold to an accredited investor pursuant to an exemption from registration under Section 4(2) of the Securities Act and/or Regulation D.

30,864,197 shares were issued pursuant to the conversion of \$25,000 in debt plus accrued interest held by the debt holder for more than one year. The shares were issued without a restrictive legend pursuant to Rule 144.

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 otcq.com in the field below.

The financial statements have been separately filed with OTC Markets and are incorporated herein by reference.

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;

Mindpix Corporation is a technology focused Media Company that was re-domiciled in the State of Nevada in 2004. Mindpix is focused on owning, creating, managing, and monetizing Music, Entertainment, Sports and U.S. Hispanic media content rights and digital properties globally.

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

Nevada

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

7812

D. the issuer's fiscal year end date;

12/31

E. principal products or services, and their markets;

Media Content Owners- MPIX provides a single point of contact around a full suite of Media Services required for content owners, producers and right holders to monetize their content through on-line business models to drive revenue that already exist in the traditional Television space such as Sponsorship, Pay Per View, and Advertising supported revenue models. Mindpix sometimes refers to this as a "single source solution".

Content Creators - MPIX is currently developing a toolset and online operating system that content owners can use on a monthly Managed services or Self-service basis to manage all aspects of their digital content creation such as Signal Acquisition of Television Satellite signals, encoding into all popular digital formats such as MPEG, and HD as well as transcoding into mobile device formats such as H.264 that can be delivered to smartphones such as iPhones, Android Devices, as well as tablets and desktops, televisions and set top boxes. MPIX is currently planning the assembly of its first Broadcast Production Center (BPC) in Miami and as a result, such services are expected to be available for sale to customers by Q4 2014. Please note that this BPC launch date may change or be further delayed. The MPIX broadcast production center is a controlled environment that ingests customer content feeds and allows MPIX to provide a myriad of Media Services to MPIX customers.

Managing Distribution - MPIX provides a full management suite of on-line video technology, production, digital marketing, audience development, payment services, sponsor acquisition, digital and traditional media distribution services, all intended to monetize live and VOD (video on demand) Streaming Media for content owners and producers globally. MPIX is planning its first Broadcast Production Center in Miami and as a result, such services are expected to be available for sale to customers by Q4 2014.

Monetization MPIX assists content owners and producers in monetization of their content through on-line business and monetization models that already exist in the traditional Television space such as sponsorship, Pay Per View, and Advertising supported business models.

Mindpix Business Background:

Consumer's consumption of video content has rapidly evolved beyond traditional linear television viewing and has evolved into the simultaneous use of multiple devices by the consumer to provide anytime anywhere access to Streaming Media video content independent of platform, device or connection to the Internet. These devices include smartphones/tablets, desktops pc's, game consoles (like Xbox) and connected "smart" televisions. These devices have proliferated en masse to consumers and are often used simultaneously with other media devices such as televisions. As a result, this has created an opportunity for MPIX to provide cross platform media experiences by facilitating a consumer's ability to interact with Television Programming to provide enhanced Digital Experiences through interactive functionality which can include Social Media Interaction, On-line chats, Polls, Surveys, and Threaded and Moderated Discussion Groups.

Leveraging the same technology and staffing, Mindpix operates 2 separate and distinctly different businesses – a business to business (B2B) technology outsourcing Media Services business and a direct to consumer (D2C) business:

1. *Mindpix Media Services* - a business to business (B2B) outsourced digital broadcasting solutions group, focused on securing on-going monthly recurring contracts to manage the full digital media infrastructure for Fortune 500 companies, venture backed start-ups and major media companies. A current customer example of this is MPIX's recent announcement of the **Golden Trailer Awards**.
2. *Mindpix Presents* – a direct to consumer (D2C) owner of or Joint venture partner of original content and IP (intellectual property) where Mindpix is a direct owner and or profit participant. The company currently has 2 partnerships in this sector.
 - a. 1. *New Gospel Entertainment – a joint venture with Out East Entertainment*
 - b. 2. *A joint venture with KM Productions*

Mindpix Expected Revenue Streams:

Mindpix Media Services Division – Consists of Monthly recurring revenue through monthly retainer fee's with additional incremental billing revenue for custom services such as web development, live broadcasting, sponsorship acquisition fees and technology infrastructure services such as web hosting, content delivery, storage, and email delivery which are billed to customers monthly in arrears based on actual metered usage such as number of emails delivered, Gigabyte stored, and/or delivered by an MPIX customer.

Mindpix Presents Division – Consists of potential equity appreciation, and on-going recurring revenue, recognition through full exploitation of the intellectual property rights. These include but are not limited to video on demand sales directly to consumers, sponsorship development, digital pay per view sales, physical ticket sales and merchandise etc.

Our Website Strategy and Presence

We are planning a corporate re-launch of our on-line web site by the end of Q4 2014. As we are primarily focused on business to business (B2B) customers, the site will be strictly informational in its approach of marketing MPIX B2B products and services and will not itself publish content for consumers. Content publishing always occurs on the websites of the content owners, producers and rights holders that are MPIX customers such as Golden Trailer Awards, and React Presents, Spring Awakenings Music Festival.

For client events or engagements (across either Mindpix Media Services or Mindpix Presents), MPIX may also be hired to build out individual digital (pc and mobile) micro sites and ecommerce stores on a Professional Services / Consulting basis.

Mindpix Media Services

Mindpix Media Services in conjunction with third party partners in the future will provide a full suite of outsourced managed media services in the aforementioned planned MPIX Production Center that enables companies to fully monetize their online video content. By providing a "single source solution". Mindpix Media Services simplifies the process of driving on-line video based incremental revenue for its customers. Mindpix Media Services allows

companies to increase distribution of their content brand or channel, and generate incremental revenue on-line by expanding the reach to a potential global audience.

Mindpix Corporation's Media Service offering, performed by our staff and consultants includes, (but is not limited to) our contracting directly with content owners, producers, and rights holders to then provide a myriad of media services necessary to deliver digital revenues.

Our current efforts (and future plans) for Mindpix Media Services are to offer these services directly to major media and Fortune 500 companies, producers, as well as content, and rights holders. For MPIX clients, the advantage of outsourcing these efforts through the provision of Mindpix Media Services is that of a cloud based SaaS business model (Software as a Service) which eliminates the need for companies to invest in and maintain separate content and digital rights management, e-commerce and streaming media delivery systems. By working with Mindpix Media Services, our efficiencies of scale and historical ability to perform these multiple tasks simultaneously in the MPIX Broadcast Production Center will create an efficient way to do digital business. To be effective in the monetization and distribution of video content, Mindpix Media Services is currently in the process of integrating its managed Media Services technology platform with global IP networks to offer cost-effective, high-quality live and on-demand streaming media delivery services.

Mindpix Presents

Mindpix Presents currently (and in the future) will create from inception, produce and/or partner with existing rights owner in the overall digital monetization of entertainment, music, sports and U.S Hispanic media properties. Mindpix Presents will not only generate revenue from direct sales to consumers, but will also benefit from having a minority or majority stake in their efforts that will generate revenue from its distribution to end-users.

In concert with Mindpix Media Services, Mindpix Presents provides an all-in-one solution for content creators as Mindpix Presents provides a full service platform for the creation of digital content. In tandem with the content creation, Mindpix Presents provides full management of digital sponsorship sales and business development for worldwide live webcasting and management of digital properties to effectively generate multiple revenue streams from the creation of digital content.

7) Describe the Issuer's Facilities

The Company leases offices at 940 Lincoln Road, Miami Beach, FL, One Pennsylvania Plaza, 49th Floor, New York, NY 10119, and in Nashville, Tennessee.

8) Officers, Directors, and Control Persons

- 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 and Director: Victor Siegel

Secretary and Treasurer: Reina Ziegler

Director: Julius John

- 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 resident agents of the corporate shareholders.

None

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: Jonathan Leinwand

Firm: Jonathan D. Leinwand, P.A.

Address 1: 200 S Andrews Ave., Suite 703B

Address 2: Fort Lauderdale, FL 33301

Phone: (954) 903-7856

Email: _____

Auditor

Name: _____

Firm: Salberg & Co.

Address 1: 2295 NW Corporate Blvd.

Address 2: Boca Raton, FL 33431

Phone: 561-995-8270

Email: _____

Accountant

Name: David Brooks

Firm: D. Brooks and Associates CPA's, P.A..

Address 1:

Address 2: West Palm Beach, FL

Phone: (954) 592-2507

Investor Relations Consultant

Name: _____

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: info@mindpixcorporation.com

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, Victor Siegel, certify that:

1. I have reviewed this annual disclosure statement of Mindpix Corporation;
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.

8/20/2014

/s/ Victor Siegel

CEO/CFO