

Q2

2018 Report

VITA MOBILE SYSTEMS, INC.

A Technology Company

**QUARTERLY REPORT FOR THE THREE MONTHS ENDED
JUNE 30, 2018 AND JUNE 30, 2017**

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NOTICE TO READER

Management of Vita Mobile Systems, Inc. (“Company”/”Corporation”/”Vita”), formerly Gold Mining USA, Inc., believes this quarterly report and the accompanying financial statements for the three months ended June 30, 2018 are free of material misstatements and present fairly in all material respects, the financial position of the Company as of June 30, 2018.

“/s/ Sean Guerrero”

Sean Guerrero

CEO

ITEM 1. THE NAME OF THE ISSUER AND ITS PREDECESSORS

The name of the Corporation is Vita Mobile Systems, Inc. as of January 31, 2018.

The Company's name was Gold Mining USA, Inc. in the year 2017.

ITEM 2. THE ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Company Headquarters

Address: Vita Mobile Systems, Inc.
2640 Main St
Irvine, CA 92614

Telephone number: (949) 864 – 6902

Contact email address: contact@vitamobilesystems.com

Website: www.vitamobilesystems.com

Investor Relations

ir@vitamobilesystems.com

ITEM 3. SECURITY INFORMATION

Current Trading Symbol: VMSI
(Previous Trading Symbol: GMUI)
Current CUSIP: 92846K100

As of June 30, 2018 and 2017:

Common Stock

Par Value: \$0.0001

Total Shares Authorized: 3,000,000,000 and 300,000,000

Total Shares Outstanding: 903,205,132 and 92,515,132

Additional Classes of Shares Outstanding

Series A Preferred Stock

Par Value: \$0.0001

Total Shares Authorized: 200,000,000 and 200,000,000

Total Shares Outstanding: 100,100,000 and 100,100,000

Transfer Agent

Empire Stock Transfer
1859 Whitney Mesa Dr. Henderson, NV 89014
(702) 818-5898

- The Transfer Agent is registered under the Exchange Act
- Trading of restricted stock are subject to satisfaction of Rule 144 of the Securities Act of 1933
- There have been no trading suspension orders issued by the SEC in the past 12 months
- The Company has acquired Vita Mobile Systems (“Vita”), a privately held California limited liability company, and changed its name and principal business to technology as a result.

DESCRIPTION OF SECURITIES

The Company authorized common stock consists of 3,000,000,000 shares, with a par value of \$0.0001 per share.

Common Stock

The Company common stock is entitled to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Except as otherwise required by law, the holders of Company common and preferred stock will possess all voting power. Generally, all matters to be voted on by stockholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of Company common stock that are present in person or represented by proxy, subject to any voting rights granted to holders of any preferred stock. Holders of the Company common and preferred stock representing fifty percent (50%) of the Company capital stock issued, outstanding and entitled to vote, represented in person or by proxy, are necessary to constitute a quorum at any meeting of the Company stockholders. A vote by the holders of a majority of the Company outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation or a merger. The Company Articles of Incorporation do not provide for cumulative voting in the election of directors.

The holders of shares of the Company common stock will be entitled to such cash dividends as may be declared from time to time by the Company board of directors from funds available therefore.

Upon liquidation, dissolution or winding up, the holders of shares of the Company common stock will be entitled to receive pro rata all assets available for distribution to such holders.

In the event of any merger or consolidation with or into another company in connection with which shares of the Company common stock are converted into or exchangeable for shares of stock, other securities or property (including cash), all holders of the Company common stock will be entitled to receive the same kind and amount of shares of stock and other securities and property (including cash). Holders of the Company common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to the Company common stock.

Preferred Stock

We have 100,100,000 issued shares of Series A Preferred Stock. The Series A shares have 10 votes per share. They share pari passu with the common stock as to any dividends, or in connection with any distribution upon liquidation or dissolution of the Company. The Series A preferred shares may be converted into shares of common stock at a ratio of 1:1.

Dividend Policy

We have never declared or paid any cash dividends on the Company common and preferred stock. We currently intend to retain future earnings, if any, to finance the expansion of the Company business. As a result, we do not anticipate paying any cash dividends in the foreseeable future.

Share Purchase Warrants

We have not issued and do not have outstanding any warrants to purchase shares of the Company common stock.

Options

We have not issued and do not have outstanding any options to purchase shares of the Company common stock.

MARKET FOR COMMON EQUITY AND RELATED SHAREHOLDER MATTERS

The Company's common stock is currently quoted on the OTC Pink operated by OTC Markets Group, Inc. under the symbol VMSI, and formerly under the symbol GMUI.

Penny Stock

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a market price of less than \$5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement as to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity for the Company common stock. Therefore, stockholders may have difficulty selling the Company securities.

Dividends

The Company has not declared, or paid, any cash dividends since inception and does not anticipate declaring or paying a cash dividend for the foreseeable future.

Securities Authorized for Issuance under Equity Compensation Plans

We do not have any equity compensation plans.

ITEM 4. ISSUANCE HISTORY

In the past two fiscal years there have not been any public offerings of the Company's common stock to raise capital. However, the Company has issued Company Common Stock in private offerings related to the events listed below. In the Company's most sizable transaction, 800,000,000 shares were issued to acquire Vita Mobile Systems, a privately held California limited liability company. According to the terms of the share-exchange agreement, 50% of the 761,000,000 of the shares issued to the member of Vita Mobile Systems cannot be sold, hypothecated, encumbered, or transferred for a period of 30 months, and for a period of 48 months for the remainder 50% of the shares.

Common Stock

Summary:

Shares issued and outstanding as of June 30, 2018 and 2017: 903,205,132 shares and 92,515,132 shares

4.1.A	4.1.B	4.1.C	4.1.D	4.1.E	4.1.F	4.1.G	4.2	4.3
The nature of issuance	Jurisdiction of the Offering Registration/ Qualification	The number of Shares Offered/ Issued	The Number of Shares Sold	The price offered and paid	The Trading Status	Legend Information	Name of the Person/ Entity Shares Issued to	For Services
Debt Conversion; Rule 144	N/A	2,118,383		\$604	Subject to fulfillment of Rule 144	Restricted	Linemill PTY Ltd atf The N Mewett Superannuation Fund	N/A
Debt Conversion; Rule 144	N/A	22,000,000		\$12,300	Subject to fulfillment of Rule 144	Restricted	Settlement Holdings Ltd.	N/A
Debt Conversion; Rule 144	N/A	4,397,000		\$4,405	Subject to fulfillment of Rule 144	Restricted	Settlement Holdings Ltd.	N/A
Acquisition of Vita Mobile Systems Founder Shares; Rule 144	N/A	761,000,000		Founder Shares of Vita Mobile Systems	Subject to fulfillment of Rule 144 and Lock Up provision	Restricted And Locked Up	26 members of Vita Mobile Systems	N/A
Acquisition of Vita Mobile Systems Founder Shares; Rule 144	N/A	39,000,0000		Founder Shares of Vita Mobile Systems	Subject to fulfillment of Rule 144	Restricted	Nolan Quan	N/A
Debt Conversion; Rule 144	N/A	4,397,090		\$4,405	Subject to fulfillment of Rule 144	Restricted	Settlement Holdings Ltd.	N/A
Settlement; Rule 144	N/A	1,081,620		\$0	Free Trading	No Restrictive Legend	Settlement Holdings Ltd.	N/A
Settlement; Rule 144	N/A	750,000		\$0	Subject to fulfillment of Rule 144	Restricted	Hillside Property Ltd. (Laurence Olivier)	N/A
Sale; Rule 144	N/A		35,000,000	\$3,500	Subject to fulfillment of Rule 144 and Lock Up provision	Restricted and Locked Up	Global Discovery Ltd.	The Company retained Global Discovery's Consulting Services
Sale; Rule 144	N/A		5,000,000	\$500	Subject to fulfillment of Rule 144	Restricted and Locked Up	Global Discovery Group, Inc.	The Company retained Global Discovery's Consulting Services
Debt Conversion; Rule 144	N/A	7,220,000		\$36,100 of Debt Converted	Subject to fulfillment of Rule 144	Restricted	Nolan Quan	N/A
Compensation for Services Provided; Rule 144	N/A	5,000,000		\$0	Subject to fulfillment of Rule 144	Restricted Control	Kyle Kohler	CTO Expertise

Settlement Agreement; Rule 144	N/A	3,600,000		\$0	Subject to fulfillment of Rule 144	Restricted	Jillian Heckler Superannuation	N/A
Settlement Agreement; Rule 144	N/A	2,120,000		\$0	Subject to fulfillment of Rule 144	Restricted	N Mewett Super Fund	N/A
Cancel to Treasury; Rule 144	N/A	(105,000,000) Locked-Up Shares		N/A	N/A	N/A	Software People, LLC Return to Company Treasury	N/A
In Exchange for Software People's shares return to Treasury; Rule 144	N/A	20,000,000		Founder Shares in Vita Mobile Systems	Subject to fulfillment of Rule 144	Restricted	Mireille Rostamian	N/A
Sale; Rule 144	N/A		20,000,000	\$500	Subject to fulfillment of Rule 144	Restricted	Global Discovery Group, Inc.	The Company retained Global Discovery's Consulting Services
Founder Shares; Rule 144	N/A	10,000,000		Founder Shares in Vita Mobile Systems	Subject to fulfillment of Rule 144	Restricted	Vadim Karamov	Tech Services
Founder Shares; Rule 144	N/A	10,000,000		Founder Shares in Vita Mobile Systems	Subject to fulfillment of Rule 144	Restricted	Masanori Pham	Tech Services
Debt Conversion; Rule 144	N/A	10,000,000		\$5,808	Subject to fulfillment of Rule 144	Free-Trading	North Coast Ventures, LLC	N/A

Preferred Stock

During the quarters ended June 30, 2018 and 2017, the Company has not issued additional shares of Series A Preferred Stock. In connection with the acquisition of Vita Mobile Systems, the management of the company has changed. Former Officers, Maurice Byrne and Brian Jenkins, who held the control block of the company in the form of 100,000,000 shares of Series A Preferred Stock with a voting right of 10:1 (Common Stock to Series A Preferred Stock) transferred 100% of their preferred stock to the new Officers and Directors, and individuals as outlined in the tables in this report. A block of Series A Preferred Stock issued in the amount of 100,000,000 prior to the reverse split of 2012, equals to 100,000 after the reverse split of 2012. The total number of Series A Preferred Stock including both blocks is 100,100,000.

ITEM 5. FINANCIAL STATEMENTS

Financial statements for the quarters ended June 30, 2018 and 2017 are unaudited. The financial statements for the three months ended June 30, 2018 are consolidated Balance Sheet, Income Statement, and Statement of Cash Flows of Vita Mobile Systems, Inc. and its wholly-owned subsidiary MR Processing, LLC dba Vita Mobile Systems after its acquisition on June 30, 2017. The below financial statements for the three months ended June 30, 2018 and 2017 represented by the management that was in effect at the respective quarters.

VITA MOBILE SYSTEMS, INC.
A CONSOLIDATED BALANCE SHEET
(Unaudited)

	June 30, 2018	June 30, 2017
ASSETS		
Current Assets		
Checking Account	\$ 3,405	
Prepaid Expenses	<u>\$ 1,600</u>	<u>\$ 5,500,000</u>
Total Current Assets	\$ 5,005	\$ 5,500,000
Other Assets		
Development	\$ 919,383	\$ 6,493,485
Goodwill	<u>\$ 1,890,542</u>	
Total Other Assets	\$ 2,809,925	\$ 6,493,485
Total Assets	<u>\$ 2,814,930</u>	<u>\$ 11,993,485</u>
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities		
Accounts Payable	<u>\$ 59,961</u>	
Total Current Liabilities	\$ 59,961	\$ 0
Long-Term Liabilities		
Promissory Note	\$ 96,000	
Convertible Notes	<u>\$ 293,546</u>	<u>\$ 176,046</u>
Total Long-Term Liabilities	\$ 389,546	\$ 18,684,379
Total Liabilities	<u>\$ 449,507</u>	<u>\$ 18,860,425</u>
STOCKHOLDER'S EQUITY		
Retained Earnings	(\$ 227,460)	(\$ 6,866,940)
Common Stock, par value \$0.0001	\$ 91,421	
Additional Paid-in Capital	\$ 2,532,128	
Net Income	<u>(\$ 30,666)</u>	
Total Capital	\$ 2,365,423	(\$ 6,866,940)
Total Liabilities & Capital	<u>\$ 2,814,930</u>	<u>\$ 11,993,485</u>

* Assets and corresponding liabilities related to the mining operations reflected in the quarter ended June 30, 2017 have been divested, in accordance with the change of the principal operations from mining to technology after the acquisition of Vita Mobile Systems on June 30, 2017.

VITA MOBILE SYSTEMS, INC.

A CONSOLIDATED INCOME STATEMENT

(Unaudited)

For Three Months Ended

	<u>June 30, 2018</u>	<u>June 30, 2017</u>
Revenues		
Advertising	\$ 0	\$ 0
Other Income	0	0
Total Revenues	<u>\$ 0</u>	<u>\$ 0</u>
Cost of Sales		
Salaries & Wages	0	0
Total Cost of Sales	<u>\$ 0</u>	<u>\$ 0</u>
Gross Profit	<u>\$ 0</u>	<u>\$ 0</u>
Expenses		
Management Fees	\$ 0	\$ 6,400
Filing Fees	35	0
Taxes	800	0
Marketing Expense	3,300	0
Consulting	1,000	0
Legal Expense	3,100	0
Transfer Agent Expense	750	0
Reporting Expense	3,000	0
Office Expense	376	0
Misc Expenses	0	0
Total Expenses	<u>\$ 12,361</u>	<u>\$ 6,400</u>
Net Income (Loss)	<u>(\$ 12,361)</u>	<u>(\$ 6,400)</u>

*The Income Statement for three months ended June 30, 2018 is a consolidated statement of the Company post the acquisition of Vita Mobile Systems. Assets and corresponding liabilities related to the mining operations reflected in the quarter ended June 30, 2017 have been divested after the acquisition, in accordance with the change of the principal operation from mining to technology after acquisition of Vita Mobile Systems.

VITA MOBILE SYSTEMS, INC.
A CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

For Three Months Ended

	<u>June 30, 2018</u>	<u>June 30, 2017</u>
Cash Flows From Operating Activities		
Net Income	(\$ 12,361)	(\$ 6,400)
Adjustments to reconcile net income to net cash provided by operating activities		
Development	(35,500)	
Accounts Payable	19,906	
Prepaid Expenses	(1,250)	
Convertible Loans Payable	<u>0</u>	
Total Adjustments	(16,844)	
Cash Flows Provided by Operations	<u>\$ (29,205)</u>	<u>0</u>
Promissory Notes	\$ 17,500	\$ 0
Common Stock, par value \$0.0001	<u>0</u>	
Cash from Financing Activities	<u>\$ 17,500</u>	<u>0</u>
Property and Equipment	<u>\$ 0</u>	<u>\$ 0</u>
Cash from Investing Activities	<u>0</u>	<u>0</u>
Net increase (Decrease) in Cash	(11,705)	(6,400)
Summary		
Cash Balance at the End of Period	3,405	0
Cash Balance at the Beginning of Period	<u>15,109</u>	<u>6,400</u>
Net Increase (Decrease) in Cash	<u><u>\$ (11,705)</u></u>	<u><u>\$ (6,400)</u></u>

* Assets and corresponding liabilities related to the mining operations reflected in the quarter ended June 30, 2017 have been divested after the acquisition, in accordance with the change of the principal operation from mining to technology after acquisition of Vita Mobile Systems.

NOTES TO FINANCIAL STATEMENT

(Unaudited)

Note 1 - Nature of Business and Basis of Presentation

Vita Mobile Systems, Inc. (VMSI) is a technology company focusing on digital imaging in mobile devices, collection of big data and artificial intelligence. Comprised of a strong foundation of successful entrepreneurs, Vita Mobile Systems has developed proprietary algorithms and tools which gather, categorize, analyze and augment digital content. Over the years, Vita Mobile Systems has used these proprietary marketing, social media, and data collection tools to generate significant amounts of internet traffic for advertising networks. Vita Mobile Systems aims to create a monumental library of crowdsourced content, a massive catalogue of predictive big data, and platform for ultra-targeted advertising.

Note 2 – Basis of Presentation

The accompanying unaudited interim financial statements of Vita Mobile Systems, Inc. (the “Company”) should be read in conjunction with the unaudited financial statements and Notes for the three months ended June 30, 2018 and 2017. The results of operations for the fiscal years are not necessarily indicative of the results expected for the future.

Recent Accounting Pronouncements

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the results of operations, financial position or cash flow.

Note 3 - Going Concern

The Company’s financial statements have been presented on the basis that it is a going concern and, possibly, contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

On June 30, 2018, the financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of these uncertainties.

The Company was working to secure additional funds to meet its obligations as well as working capital requirements during the first quarter of 2018.

There are no assurances that the Company will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placement, public offerings and/or bank financing necessary to support the Company’s working capital requirements. To the extent that funds generated from operations and any private placements, public offerings and/or bank financing are insufficient, the Company will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to the Company. If adequate working capital is not available the Company may be required to curtail its operations.

Note 5 - Related Party Transactions

During the three months ended June 30, 2018, the Company has entered into one Promissory Convertible Note with North Coast Ventures, LLC. On June 7, 2018 the Company entered into a one-year 8% Convertible Note with North Coast Ventures, LLC for \$17,500 ("Note"). The Note is convertible at \$0.05 per share into 378,000 shares of the Company common stock.

Note 6 – Promissory Notes Payable

Linemill Pty ATF the N Mewett Superfund Note

On November 14, 2011 the Company issued a promissory Note for total proceeds of \$35,000 at zero Interest rate with LINEMILL PTY ATF THE N MEWETT SUPERFUND. The promissory Note is unsecured and repayable on November 14, 2012. Effective November 28, 2012 the promissory Note was in default.

On January 28, 2013 the Company reached an agreement with the lender whereby the lender had the right to convert. Value of the beneficial conversion feature was not separated from the debt component. The convertible features may be evaluated in future periods for a fair determined value or consideration. As of April 19th, 2014, \$28,400 of the convertible Note was outstanding.

As of April 19th, 2014 the Company and Note holder came to a renewed settlement which will amend the Notes value of conversion from .007 to par value. This amendment is due to LINEMILL PTY ATF THE N MEWETT SUPER FUND not being able to monetize the aged debt which was issued out in January 28th 2013. The total maximum aggregate amount of shares amended under the new settlement of the Note is 50,000,000 shares of convertible stock to be issued out under non-affiliate amounts of 4.9%. As of December 31st 2016 3,018,383 shares have been issued and the remaining balance was \$27,796.

On May 30th, 2017 LINEMILL PTY ATF THE N MEWETT SUPER FUND assigned and transferred the entire balance of the Note of \$27,796 to North Coast Ventures, LLC ("Assignor") as a result of the Debt-Purchase Agreement made by the Note holder, the Assignor and the Company. On April 30, 2018 North Coast Ventures converted \$5,808 into 10,000,000 shares of the Company common stock. The remainder principle of this Note is \$21,988.

Jillian Heckler Superfund Note

The Company satisfied a default loan from July 20th 2015. On this day the Company received a loan in the amount of 36,500 USD from the Jillian Heckler Superfund. Under the terms of the promissory Note, the Company was unable to repay the loan and as of July 20th 2016 and reached a settlement agreement with the lender as of January 17th 2017. The Company and lender agreed to a convertible amount of 30,000,000 shares of common stock to be issued to the lender at no more than 4.99% of the Company's issued and outstanding shares.

On May 30th, 2017 Jillian Heckler Superfund assigned and transferred the entire balance of the Note of \$36,500 to North Coast Ventures, LLC (“Assignor”) as a result of the Debt-Purchase Agreement made by the Note holder, the Assignor and the Company.

On August 3rd, 2017, the new holder of the Note, North Coast Ventures, LLC converted \$18,250 of the Note, at the rate of \$0.00122 into 15,000,000 shares of Company Common Stock. The remainder principle of this Note is \$18,250.

Settlement Holdings Note

The Company, in an effort to maintain operations to the highest standards relating to administrative, funding efforts as well as legal advisory services the board has unanimously agreed to hire Settlement Holdings LTD (the “Consultant”) to function under a formal agreement in which the Consultant will provide added valuable services to the Company. Both the Company and the Consultant have agreed to a monthly retainer. In July of 2013, the Company and Settlement Holdings entered into a services agreement for \$10,300 per month.

As of February 2, 2015 the Company was presented with legal documentation pursuant to outstanding fees owed to the Consultant totalling \$133,900. On February 10th, 2015 Settlement Holdings was awarded a judgement in the amount of \$134,405. Further, on December 10th, 2016, the Company and the Consultant reached an agreement to maintain operations without any formal actions. As such both parties agreed to a settlement via convertible Note agreement of an aggregate 40,000,000 shares to be issued in lieu of cash to settle the outstanding fees owed thereby satisfying the judgement. These shares shall represent a cap of no more than 4.99 percent of the Company's issued and outstanding shares. On March 17th 2017 Settlement Holdings converted \$4,405 in principle off of their note into 4,397,090 shares.

On May 31st, 2017 Settlement Holdings Ltd. assigned and transferred the remaining balance of the Note to North Coast Ventures, LLC (“Assignor”) as a result of the Debt Purchase Agreement made by the Note holder, the Assignor and the Company.

Nolan Quan Promissory Note

On the January 24, 2017 Vita Mobile Systems, the Company’s wholly owned subsidiary today, has issued a Convertible Promissory Note payable to Nolan Quan (“Note Holder”) in exchange for Holder’s commitment to loan the Company \$36,100. Further, Nolan Quan loaned additional non-convertible funds totalling \$91,000 for operations in excess of \$36,100. The balance outstanding of the Note, including the convertible portion of \$36,100 totalled \$127,100.

On September 1, 2017 Nolan Quan had given the Company a Notice of Conversion of \$36,100. The Company and the Note Holder reached an agreement to convert \$36,100 at the current market rate at the time of \$0.005 and issue 7,220,000 shares of Company Common Stock to the Note Holder.

North Coast Ventures, LLC Notes

On January 31, 2018 the Company entered into an 8% Convertible Note with North Coast Ventures, LLC for \$22,500. The \$22,500 Note is convertible at \$0.03 per share into 750,000 shares of the Company common stock and due on January 31, 2019. Later, North Coast Ventures, LLC offered a total of \$250,000 in convertible notes, with an interest rate of 8% (“Note”). The Company took the first tranche of the Note in the amount of \$77,500 (convertible at the rate of \$0.15 per shares) on March 1, 2018, and \$17,500 (convertible at \$0.05) on June 7, 2018. Both Notes are due in a year from the respective Notes issuance date.

Note 10 – Share Capital

As of June 30, 2018 the Company’s share structure was as follows:

Common Stock issued and outstanding: 903,205,132

Restricted: 806,232,340

Float: 96,972,792

Series A Preferred Stock issued and outstanding: 100,100,000

ITEM 6. THE ISSUER’S BUSINESS, PRODUCTS, AND SERVICES

A. Description of the Issuer’s Business Operations

The Company was incorporated on April 28, 1995 under the laws of the state of California. In June of 2007 the Company filed Certificate of Domestication and Articles of Incorporation with the State of Florida and became governed by the laws of the state of Florida. The Company previously pursued various business opportunities. Effective March 9, 2012 the Company changed its operations to acquisition, exploration and packaging of mineral properties. On March 19, 2012, the Company’s name changed to Gold Mining USA, Inc. Effective March 11, 2013 the Company changed its fiscal year end to December 31. December 12, 2012 the Company did a reverse split of its common and preferred shares by a ratio of 1000-1. Further, on October 10, 2013 there was a change of ownership of the Company. The delivery of control block of Preferred A Shares in the amount of 100 million shares post the Company’s reverse resulted in an ownership of 95% control of the Company. Management was also changed at this time. On June 30, 2017, the Company entered into a Membership Interest and Share Exchange Agreement (the “Exchange Agreement”) with MR Processing LLC d/b/a VITA Mobile Systems, a privately held California limited liability Company (“VITA”) and VITA’s 26 members. In connection with this transaction, the Company has changed its principal business to Vita Mobile Systems, an internet technology and marketing company. The management also changed at this time. As a result, the Company divested its assets and liabilities related to the mining operations, and its resources are now dedicated to its sole line of operations, Vita Mobile Systems business. Vita Mobile Systems’ first app, VITA, is an open social media platform that emphasizes sharing life without filters. VITA focuses on machine learning and artificial intelligence to create highly functional uses of its crowdsourced and location-based data. On January 31, 2018 the Company name and trading symbol were changed to Vita Mobile Systems, Inc. (OTC Pink: VMSI).

B. Date and State of Incorporation

Incorporated on April 28, 1995 under the laws of the state of California.

Domiciled in the state of Florida since June 6, 2007 under the laws of the state of Florida.

C. Primary SIC Code:

7370

D. Fiscal Year End:

12/31

E. Principal Product or Services

Vita Mobile Systems, Inc. is a technology company focusing on digital imaging in mobile devices and artificial intelligence.

Artificial Intelligence

The development of our artificial intelligence (AI) is concentrated in the following areas: object deciphering, social media AI, image quality AI, and sentiment AI.

VITA the App

VITA, the Company's first app, is an exciting new app for iOS and Android smart mobile devices that will use public perspective to illustrate locations and current events as they unfold. It introduces its easy to use camera and reorganizes the process for posting pictures and videos to a simple point, shoot, and post anything you see. There are billions of pictures that are taken every year but only a few of them make it to social media, VITA is after the rest of the media that doesn't see the light of day today. VITA's new platform unveils a social media world without the manicured profiles, lust for popularity, and "social pressures" associated with social media today. Such a non-traditional social media platform will be a benevolently disruptive tool for consumption of media and targeted advertising.

With the larger than ever captured content, the Company algorithms will be able to analyze the millions of pictures and videos shared daily, to interpret behaviour, anticipate need, and satisfy the public's growing thirst for immediate information. VITA the app provides the platform to become a leader in the formation of Artificial Intelligence and Augmented Reality.

ITEM 7. THE ISSUER'S FACILITIES

The Company does not own any facilities

ITEM 8. OFFICERS, DIRECTORS AND CONTROL PERSONS

Directors and Executive Officers

The following persons became the Company executive officers and directors on July 13, 2017, upon the effectiveness of the Exchange, and hold the positions set forth opposite their respective names:

Position	Name
Chairman of the Board and CFO	Martin R. Wade, III
CEO/Director	Sean Guerrero
Director/ Corporate Secretary	Colin G. Walker

Director	Dr. Son Pham
CTO	Kyle Kohler

Legal / Disciplinary

None of the Company executive officers or directors have 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);
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;
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
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.

Committees of the Board

The Company currently does not have nominating, compensation or audit committees or committees performing similar functions nor does the Company have a written nominating, compensation or audit committee charter. Company's directors believe that it is not necessary to have such committees, at this time, because the functions of such committees can be adequately performed by the board of directors.

The Company does not have any defined policy or procedural requirements for shareholders to submit recommendations or nominations for directors. The board of directors believes that, given the stage of the Company development, a specific nominating policy would be premature and of little assistance until the Company business operations develop to a more advanced level. The Company does not currently have any specific or minimum criteria for the election of nominees to the board of directors and does not have any specific process or procedure for evaluating such nominees. The board of directors will assess all candidates, whether submitted by management or shareholders, and make recommendations for election or appointment.

A shareholder who wishes to communicate with the Company board of directors may do so by directing a written request addressed to the Company CEO, Sean Guerrero, at the address appearing on the first page of this Annual Report.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding the beneficial ownership of the Company Common Stock and other classes of stock as of December 31, 2017 by (a) each stockholder who is known to us to own beneficially 10% or more of the Company outstanding Common Stock and any other classes of stock; (b) all directors; (c) the Company executive officers, and (d) all executive officers and directors as a group. Except as otherwise indicated, all persons listed below have (i) sole voting power and investment power with respect to their shares of class of stock, except to the extent that authority is shared by spouses under applicable law, and (ii) record and beneficial ownership with respect to their shares of class of stock.

For purposes of this table, a person or group of persons is deemed to have “beneficial ownership” of any shares of class of stock that such person has the right to acquire within sixty (60) days of December 31, 2017. Unless otherwise identified, the address of the Company directors and officers is c/o VITA, 2640 Main Street, Irvine, CA 92614.

Notes:

(1) Percentages based on the 903,205,132 Common Stock outstanding

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership of Common Stock	Percent of Common Stock Outstanding
Officers and Directors		
Martin R. Wade III, Chairman, CFO, Director	65,550,000	7.26%
Kyle Kohler, CTO	50,000,000	5.54%
Colin G. Walker, Director, Corporate Secretary	45,550,000	5.04%
Sean Guerrero, CEO, Director	43,300,000	4.79%
Son Pham, Director	10,000,000	1.11%
All directors and officers as a group (5 people)	214,400,000	23.74%

(1) Percentages based on the 100,100,000 Series A Preferred Stock outstanding

Series A Preferred Stock	Amount and Nature of Beneficial Ownership of Preferred A Stock	Percent of Preferred A Stock Outstanding
Sean Guerrero, CEO, Director	23,500,000	23.47%
Joseph McElroy	30,000,000	29.97%

Herbert Quan	30,000,000	29.97%
Martin R. Wade III, Chairman, CFO	5,000,000	5%
Colin G. Walker, Director, Corporate Secretary	5,000,000	5%
Steven Guerrero	7,500,000	7.49%
Byedler Family Trust	100,000	0.1%
Total Series A Preferred Stock Outstanding	100,100,000	100%

ITEM 9. THIRD PARTY PROVIDERS

Legal Counsel

Bauman & Associates Law Firm
Frederick C. Bauman
6228 Dartle Street
Las Vegas, NV 89130
Phone: (702) 533-8372

Accountant or Auditor

None

Investor Relations

ir@vitamobilesystems.com

ITEM 10. ISSUER CERTIFICATION

I, Sean Guerrero, certify that:

I have reviewed this quarterly report of VITA MOBILE SYSTEMS, INC.;

To my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement for the three months ended June 30, 2018, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the three months ended June 30, 2018.

Date: August 8, 2018

/s/ Sean Guerrero

Sean Guerrero

Chief Executive Officer (Principal Executive Officer)