

**U.S. MINE MAKERS, INC.**  
**(AN EXPLORATION STAGE COMPANY)**

INTERIM FINANCIAL STATEMENTS  
(UNAUDITED)  
MARCH 31, 2013

## NOTICE TO READER

The accompanying interim financial statements for U.S. Mine Makers, Inc. (the “Company”) for the nine months ended March 31, 2013 have been prepared by management in accordance with accounting principles generally accepted in the United States. These financial statements, which are the responsibility of management, are unaudited and have not been reviewed by auditors. Management believes the interim financial statements are free of material misstatement and present fairly, in all material respects, the financial position of the Company as at March 31, 2013 and the results of its operations and its cash flows for the nine months ended March 31, 2013.

/s/“Roy Bosa”

Roy Bosa

Director, CEO and CFO

**U.S. MINE MAKERS, INC.**  
**(AN EXPLORATION STAGE COMPANY)**  
**BALANCE SHEETS**  
**(Unaudited)**

	March 31, 2013	June 30, 2012
<b>ASSETS</b>		
Current assets		
Cash	\$ -	\$ 47
Total current assets	-	47
Total assets	\$ -	\$ 47
 <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities		
Accounts payable and accrued interest	\$ 13,895	\$ 13,419
Due to shareholder	19,342	16,752
Due to related party	16,083	6,380
Note payable	10,090	11,040
Total current liabilities	59,410	47,591
Total liabilities	59,410	47,591
 <b>STOCKHOLDERS' DEFICIT:</b>		
Preferred stock, \$0.0001 par value, 20,000,000 shares authorized, none issued and outstanding	-	-
Common stock, \$0.0001 par value, 980,000,000 shares authorized, 59,604,018 and 104,018 shares issued and outstanding on March 31, 2013 and June 30, 2012, respectively	5,960	10
Additional paid-in capital	8,749,774	8,749,774
Deficit accumulated during the exploration stage	(8,815,144)	(8,797,328)
Total stockholders' deficit	(59,410)	(47,544)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ -</b>	<b>\$ 47</b>

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

**U.S. MINE MAKERS, INC.**  
**(AN EXPLORATION STAGE COMPANY)**  
**STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	Three Months Ended March 31,		Nine months Ended March 31,	
	2013	2012	2013	2012
Operating expenses:				
Management fees	\$ -	\$ -	\$ 5,000	\$ 1,000
General and administrative	2,969	-	6,840	450
Professional fees	1,500	-	3,500	3,260
Consulting fees	2,000	-	2,000	-
Operating loss	(6,469)	-	(17,340)	(4,710)
Interest expense	(150)	(166)	(476)	(498)
Net loss	\$ (6,619)	(166)	\$ (17,816)	\$ (5,208)
Net loss per share:				
Basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.04)
Weighted average shares outstanding:				
Basic and diluted	59,159,574	140,018	50,177,011	140,018

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**U.S. MINE MAKERS, INC.**  
**(AN EXPLORATION STAGE COMPANY)**  
**STATEMENT OF STOCKHOLDERS' DEFICIT**  
**(Unaudited)**

	Shares	Common stock Amount \$	Additional Paid-in Capital \$	Accumulated Deficit during The Exploration Stage \$	Total \$
Balance, June 30, 2011	104,018	10	8,749,774	(8,785,845)	(36,061)
Net loss	-	-	-	(11,483)	(11,483)
Balance, June 30, 2012	104,018	10	8,749,774	(8,797,328)	(47,544)
Common shares issued for services	50,000,000	5,000	-	-	5,000
Common shares issued for debt conversion	9,500,000	950	-	-	950
Net loss	-	-	-	(17,816)	(17,816)
Balance, March 31, 2013	59,604,018	5,960	8,749,774	(8,815,144)	(59,410)

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

**U.S. MINE MAKERS, INC.**  
**(AN EXPLORATION STAGE COMPANY)**  
**STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	Nine months Ended March 31, 2013	Nine months Ended March 31, 2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (17,816)	\$ (5,208)
Adjustments to reconcile net loss to net cash used in operating activities:		
Shares issued for services	5,000	-
Net change in:		
Accrued interest on note payable	476	498
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<u>(12,340)</u>	<u>(4,710)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Due to related party	9,703	2,000
Proceeds from shareholder advances	2,590	2,710
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<u>12,293</u>	<u>4,710</u>
<b>NET CHANGE IN CASH</b>	(47)	-
Cash, beginning of period	47	-
Cash, end of period	\$ <u><u>-</u></u>	\$ <u><u>-</u></u>
<b>SUPPLEMENTAL DISCLOSURES</b>		
Cash paid for interest expense	\$ <u>-</u>	\$ <u>-</u>
Cash paid for income tax	\$ <u>-</u>	\$ <u>-</u>
<b>NONE-CASH TRANSACTIONS</b>		
Shares issued for debt conversion	\$ <u>950</u>	\$ <u>-</u>

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

**U.S. MINE MAKERS, INC.**  
**(AN EXPLORATION STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**March 31, 2013**  
**(Unaudited)**

**NOTE 1 - BASIS OF PRESENTATION**

The accompanying unaudited interim financial statements of U.S. Mine Makers, Inc. (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the 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 financial statements which would substantially duplicate the disclosure contained in the financial statements for the most recent fiscal year ended June 30, 2012 have been omitted.

*Reclassifications*

Certain comparative figures have been reclassified to conform to the current year's presentation.

**NOTE 2 – GOING CONCERN**

These financial statements have been prepared in accordance with United States generally accepted accounting principles, on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has not started income generating operations. Losses are anticipated in the development of its business and there can be no assurance that the Company will be able to achieve or maintain profitability. These factors raise substantial doubt concerning the Company's ability to continue as a going concern.

The continuing operations of the Company and the recoverability of the carrying value of assets is dependent upon the ability of the Company to obtain necessary financing to fund its working capital requirements, and upon future profitable operations. The accompanying financial statements do not include any adjustments relative to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result from the outcome of this uncertainty.

There can be no assurance that capital will be available as necessary to meet the Company's working capital requirements or, if the capital is available, that it will be on terms acceptable to the Company. The issuances of additional equity securities by the Company may result in dilution in the equity interests of its current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase the Company's liabilities and future cash commitments. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the business and future success may be adversely affected.

**NOTE 3 – MINING PROPERTY INTEREST**

During the year ended June 30, 2011, the Company entered into a mining option agreement with Aurora Pacific Consulting and Development Corp., ("Aurora"), a Canadian private company, which grants the Company the exclusive right and option to acquire 100% of Aurora's 100% owned interest in a mining property located approximately 235 kilometers to the southwest of Kiev, Ukraine, with the consideration to be determined in accordance with an independent geologist's report and the results of exploration work on the property after minimum exploration expenditure of \$100,000. The term of the option agreement was extended from November 30, 2011 to November 30, 2013. As of the date of this filing, the Company has incurred \$25,000 in relation to the option agreement, which is in good standing.

#### NOTE 4 – SHAREHOLDER ADVANCES

From time to time a shareholder of the Company made payments on behalf of the Company for the Company's operating expenses. During the nine months ended March 31, 2013, this shareholder advanced \$2,590 to the Company. At March 31, 2013, the Company had total balance of \$19,342 owed to this shareholder.

These advances from the shareholder are unsecured, non-interest bearing and payable upon demand.

#### NOTE 5 – DUE TO RELATED PARTY

At March 31, 2013, the Company had total balance of \$16,083 owed to its sole director and officer for expenses paid on behalf of the Company and debts assigned to him by the Company's prior sole director and officer.

These advances from the related party are unsecured, non-interest bearing and payable upon demand.

#### NOTE 6 – NOTE PAYABLE

During October, 2009 the Company issued a promissory note in the amount of \$11,040 in satisfaction of an outstanding debt for services. The promissory note was unsecured, payable upon demand and bears simple annual interest rate of 6%. Effective September 28, 2012, the note was in default and the terms of the promissory note were amended whereby the holder of the promissory note had the right to convert the full or part of the principal amount of \$11,040 into common stock of the Company at \$0.0001 per share.

During the nine months ended March 31, 2013, \$950 of this note payable was settled with the issuance of 9,500,000 shares of the Company's common stock at \$0.0001 per share.

#### NOTE 7 – COMMON STOCK

Effective June 15, 2012, the Company changed the par value of its common stock from \$0.001 to \$0.0001. The par value of \$0.0001 is presented retroactively in these financial statements.

On July 24, 2012, the Company issued 50,000,000 common shares to the sole director and officer of the Company for services rendered. The shares were fair valued at \$5,000.

During the three months ended March 31, 2013 the Company issued 9,500,000 common shares to settle \$950 of the convertible note payable at \$0.0001 per share.