

QUARTERLY INFORMATION DISCLOSURE

September 30, 2018

G & S International Minerals, Inc.

(a Colorado Corporation)

TRADING SYMBOL: GSML

CUSIP NUMBER: 361282-10-6

ISSUER'S EQUITY SECURITIES:

Common Stock, \$0.001 par value

Issued and Outstanding Common Shares as of September 30, 2018: 146,580,540

Because we want to provide more meaningful and useful information, this Disclosure Statement contains certain "forward-looking statements" (as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended). These statements reflect our current expectations regarding our possible future results of operations, performance, and achievements. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, regulation of the Securities and Exchange Commission, and common law.

Wherever possible, we have tried to identify these forward-looking statements by using words such as "anticipate," "believe," "estimate," "expect," "plan," "intend," and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements. We have no obligation to update or revise any such forward-looking statements that may be made to reflect events or circumstances after the date of this Disclosure Statement.

G & S International Minerals, Inc.
(d/b/a G & S Minerals, Inc.)

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INITIAL INFORMATION DISCLOSURE

All information contained in this Report has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

No dealer, salesman or any other person has been authorized to give any information or to make any representations not contained herein in connection with the Issuer. Any representations not contained herein must not be relied upon as having been made or authorized by the Issuer.

Delivery of this information does not imply that the information contained herein is correct as of any time subsequent to the date of this Issuer Report.

OTC Pink Basic Disclosure Guidelines

Item 1. The exact name of the Issuer and its predecessors (if any).

The exact name of the Issuer is G & S International Minerals, Inc. (the “Company” or “GSML”), was incorporated under the laws of the state of Colorado on March 10, 1987 as Pro Image, Inc. On September 9, 1997 the Company was redomiciled in Nevada and changed its name to Proquest Capital Corporation. In October 2003 the name of the Company was changed to Hot Brands, Inc. Then in October 2006, the company was renamed G & S Minerals, Inc. The name G & S International Minerals, Inc., was adopted on January 21, 2009.

Other than listed above, the corporation has used no other names in the past five years.

Item 2. Address of the Issuer's Principal Executive Offices

Company Headquarters:

631 N. Stephanie Street, Suite 338
Henderson, Nevada 89014
The telephone number is (702)-726-2542
Email: GandSMinerals@gmail.com

Item 3. Security Information (as of September 30, 2018).

Trading Symbol: GSML
Exact Title and Class of Securities Outstanding: Common Stock
CUSIP: 361282-10-6
Common Stock
Par or Stated Value: \$0.001
Total Shares Authorized: 1,600,000,000
Total Shares Outstanding: 146,580,540

Preferred Stock: Series A 5.0% Convertible Preferred Stock

Par or Stated Value: \$0.001

Total shares authorized: 600,000 as of: September 30, 2018

Total shares outstanding: 0 as of: September 30, 2018

We are authorized to issue up to 10,000,000 shares of \$0.001 par value preferred stock.

Presently, we have one series of preferred stock outstanding and designated as Series A 5.0% Convertible Preferred Stock.

Series A 5.0% Convertible Preferred Stock. We have authorized 600,000 shares of Series A 5.0% Convertible Preferred Stock. There are presently 0 shares of Series A Preferred Stock issued and outstanding.

The Series A Preferred Stock has an initial liquidation preference of \$10.00 per share and dividends are payable on the Series A Preferred Stock in cash or additional shares of Series A Preferred Stock at a rate of 5.0% per annum.

The Series A Preferred Stock is convertible into shares of Common Stock at an initial conversion price of \$3.33 per share, based on the liquidation preference of the Series A Preferred Stock. Each share of Series A Preferred Stock is entitled to vote on all matters subject to a stockholders vote (including the election of directors) and is entitled to that number of votes equal to the product of (i) 100 and (ii) the number of shares of Common Stock into which the share could be converted. In addition, the Series A Preferred Stock, voting as a separate class has the right to approve certain important corporate matters, including the issuance of any class of stock pari passu or senior to the Series A Preferred Stock and certain changes in control of the Company.

Under our articles of incorporation, our board of directors has the power, without further action by the holders of the common stock, to determine the relative rights, preferences, privileges and restrictions of the preferred stock, and to issue the preferred stock in one or more series as determined by the board of directors. The designation of rights, preferences, privileges and restrictions could include preferences as to liquidation, redemption and conversion rights, voting rights, dividends or other preferences, any of which may be dilutive of the interest of the holders of the common stock and which may delay or prevent a change in control.

Transfer Agent:

Olde Monmouth Stock Transfer Co., Inc.
200 Memorial Parkway
Atlantic Highlands, NJ 07716
Phone: (732)-872-2727
Fax: (732)-872-2728

Is the Transfer Agent registered under the Exchange Act: Yes No

List any restrictions on the transfer of securities: None.

Describe any trading suspension orders issued by the SEC in the past 12 months: None

Item 4. Issuance History

Since 2006, we have issued securities to the persons, as described below. Except as specified below, none of these transactions involved any underwriters, underwriting discounts or commissions, or any public offering, and the Company believes that each transaction was exempt from the registration requirements of the Securities Act by virtue of Section 4(2) thereof and Rule 506 of Regulation D promulgated there under. Pursuant to Section 18(b)(4)(D) of the Securities Act, all such offerings were exempt from qualification under state “blue sky” laws. All recipients had adequate access, through their relationships with the Company, to information about the Company. As a result of the exempt nature of the transactions in which the shares were issued, all such shares were “restricted securities” within the meaning of the Securities Act of 1933, as amended, and all such shares were issued with a restrictive legend. As such, the resale of such shares requires registration or an exemption from registration, such as that provided by Rule 144 under the Securities Act.

During 2006, The Company issued 61,426,282 shares of which 837,000 were issued to investors for cash totaling \$209,250, 10,176,000 shares to Officers for services totaling \$2,709,000, 4,600,000 shares were issued to non-affiliated individuals for services totaling \$1,010,500, 44,813,282 shares were issued as part of the Merger with Hot Brands totaling \$11,087,450 and 1,000,000 shares were issued for debt conversion totaling \$250,000.

During 2007, the Company issued 22,605,493 shares of which 1,250,000 shares to Officers for services totaling \$275,000, 12,465,292 shares were issued to non-affiliated individuals for services totaling \$2,219,967, 3,000,000 shares were issued in conjunction with a Joint Venture totaling \$660,000. 1,990,201 shares were issued as part of the Merger with hot Brands, Totaling \$540,760 and 3,900,000 shares were issued for debt conversion totaling \$780,500.

During 2008, the Company issued 9,950,000 shares of which 625,000 restricted shares were issued to investors for cash totaling \$75,000, 9,325,000 shares were issued to Officers for services totaling \$9,325. The Company canceled 12,450,000 shares related to the dissolving of La Millionaria Groupings Joint Venture and other services not performed during the 2006 and 2007 period. 3,000,000 of the canceled shares were reported as being canceled during the 2007 period.

During 2012, the Company issued 9,500,000 shares of its restricted common stock for the conversion of \$3,372.50 of debt and interest, 46,287.500 shares of its restricted common stock to Officers and related parties for services valued at \$46,288.

During 2013, the Company issued 4,150,000 shares of its restricted common stock for services provided, valued at \$41,150.

During 2014, the Company issued 19,961,940 shares of its restricted common stock for services provided, valued at \$19,962.

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>10.3.03</u>	<u>511,850</u>	<u>\$290,000</u>	<u>221,850</u>	<u>10.3.18</u>	50% discount to market	1110027, LLC	Loan
<u>8.20.03</u>	<u>196,753</u>	<u>\$130,300</u>	<u>66,453</u>	<u>12.31.07</u>	50% discount to market	Special Opportunity Fund	Loan
<u>1.26.04</u>	<u>226,500</u>	<u>\$150,000</u>	<u>76,500</u>	<u>12.31.08</u>	50% discount to market	Special Opportunity Fund	Loan
<u>6.10.05</u>	<u>32,824,505</u>	<u>1,850,000</u>	<u>30,974,505</u>	<u>6.10.08</u>	50% discount to market based on lowest closing bid price of the previous 5 trading days.	William Curtis ^{1,2}	Loan
<u>1.08.07</u>	<u>28,500</u>	<u>\$20,000</u>	<u>8,500</u>	<u>1.08.08</u>	50% discount to market	William Curtis ^{1,2}	Loan
<u>5.03.07</u>	<u>51,844</u>	<u>\$37,500</u>	<u>14,344</u>	<u>5.03.08</u>	50% discount to market	William Curtis ^{1,2}	Loan
<u>8.15.08</u>	<u>4,987</u>	<u>\$3,500</u>	<u>1,487</u>	<u>8.15.09</u>	50% discount to market	Julie Bytnar	Loan
<u>8.15.08</u>	<u>57,000</u>	<u>\$40,000</u>	<u>17,000</u>	<u>8.15.09</u>	50% discount to market	Julie Bytnar	Loan
<u>6.24.14</u>	<u>35,944</u>	<u>\$17,500</u>	<u>18,444</u>	<u>12.31.14</u>	40% discount to market	Darling Capital, LLC	Loan

1. In October 2009, the noteholder was named as a defendant in a securities-related matter focused on the improper behavior of stockbrokers seeking to charge or collect excessive commissions for the sale of companies' stock, including the issuer's stock. The noteholder accepted a plea offer that resulted in three years' probation and a \$200 assessment. The proceedings did not involve the issuer.
2. As of September of 2008, the noteholder resigned as Vice Chairman of the Company.

We have not issued any common stock during the year ended December 31, 2017, and the three-month period ending September 30, 2018, respectively.

Item 5. Financial Statements

The Quarterly Report for the fiscal period ended September 30, 2018 that was posted to OTC Markets, Inc., website OTCIQ.com, on March 12, 2019 and are incorporated herein, by reference.

Item 6. Describe the Issuer's Business, Products and Services.

A. Description of the Issuer's Business Operations:

G & S Minerals, Inc. (as used herein, the “Company,” “we,” and “our” refer to G & S Minerals, Inc.) is a corporation that focuses on growing its assets and revenue base in the area of, organic produce marketing and sales, through licensing, acquisitions, asset growth, creating near term cash flow, with underlying fundamentals that provide an outlook for stable to growing product prices and demand in the organic produce industry.

G & S Minerals, Inc. was formed on September 9, 1997 in the state of Nevada as Proquest Capital Corporation and has a fiscal year end of December 31. Proquest predecessor had been formed in Colorado as Pro Image, Inc. on March 10, 1987. In June 2003, the Company acquired Hot N’ Now LLC (name changed to Hot Brands LLC), a Delaware limited liability company engaged in the restaurant business, by issuing 20,000,000 shares of common stock. Hot N’ Now LLC became a wholly owned subsidiary of the Company and the Company changed its name to Hot Brands, Inc.

In May 2006, Hot Brands, Inc. affected a 600 for 1 reverse stock split and determined to dispose of substantially all of its restaurant operations assets and change its business strategy to become a mining company focused on acquiring and developing high-quality, low-risk resource and energy prospects, principally focused on gold, silver, uranium, coal, oil and gas.

In June 2006, the Company acquired Gold & Silver Minerals, LLC by issuing 44,150,000 shares of common stock in exchange for all the membership interests in the LLC. The shares issued represented approximately 98% of the post-split and post-transaction outstanding shares of the Company.

On September 12, 2011, the Company announced it is preparing to acquire a majority interest in an entertainment group. In a board resolution, a Memorandum of Understanding was approved to acquire a 51% interest in Warrior Entertainment Group of Colorado. Due to multiple business factors the Company has decided to not focus on this acquisition.

During the last few years the Company has been evaluating many different business options to move forward with, and although the Company has been engaged in several different businesses, our experienced management and consultants have been retained to focus on finding the best opportunity for the Company and its shareholders. The Company is currently focusing its efforts on marketing and distributing organic produce that is grown in specially designed modular grow rooms.

RISK FACTORS

You should carefully consider the risks, uncertainties and other factors described below because they could materially and adversely affect our business, financial condition, operating results and prospects and could negatively affect the market price of our common stock. Also, you should be aware that the risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties that we do not yet know of, or that we currently believe are immaterial, may also impair our business operations and financial results. Our business, financial condition or results of operations could be harmed by any of these risks. The trading price of our common stock could decline due to any of these risks, and you may lose all or part of your investment.

A purchase of any shares of our common stock is an investment in our common stock and involves a high degree of risk. Investors should consider carefully the following information about these risks, together with the other information contained in this disclosure statement, before the purchase of the shares of our common stock. If any of the following risks actually occur, the business, financial condition or results of our operations would likely suffer. In this case, the market price of the common stock could decline, and investors may lose all or part of the money they paid to buy the shares of our common stock.

We have a history of operating losses and there can be no assurance we will be profitable in the future.

We have limited operating history and may experience losses in the near term. We may be dependent on sales of our equity securities and debt financing to meet our cash requirements for the future proposed expansion of operations.

We had no income from operations for the fiscal period ended September 30, 2018. We will need to maintain a steady operating structure, ensuring that our future expenses are contained such that any potential profits are consistently achieved. In order to expand our business, we would likely require additional financing. Our management must continually develop and refine its strategies and goals in order to execute our business plan on a broad scale and expand the business.

One of the biggest challenges facing us will be in securing adequate capital to continue to expand its business and increase operations. Secondly, an ongoing challenge remains the maintenance of an efficient operating structure and business model.

In addition, we have not yet located the sources of funding for further development on a broader scale through acquisitions or other partnerships. If we were unable to locate such financing and/or later develop strong and reliable sources of potential new business relationships and a means to efficiently reach customers, it is unlikely that we will be able to develop our proposed expanded operations and business plan. Moreover, the above assumes that our services and products are consistently met with client satisfaction in the marketplace and exhibit steady success amongst the potential customer base, neither of which is reasonably predictable or guaranteed.

We have a working capital deficit. Since we will continue to incur losses until we are able to generate revenues to offset our expenses, investors may be unable to sell our shares at a profit or at all.

We had a net loss of \$6,812,074 for the period ended September 30, 2018, which is primarily due to interest expense and net cash used in operations of \$350 for the period ended September 30, 2018, respectively. Because we have not yet achieved or acquired sufficient operating capital and given these financial results along with our expected cash requirements in 2018, additional capital investment will be necessary to develop and sustain our operations.

The persons who prepared our financials have raised doubt over our ability to continue as a going concern.

Our financial advisors who prepared our accompanying September 30, 2018 quarterly financial statements, contains an explanatory paragraph expressing substantial doubt about our ability to continue as a going concern. The financial statements have been prepared “assuming that the Company will continue as a going concern.” Our ability to continue as a going concern is dependent on raising additional capital to fund our operations and ultimately on generating future profitable operations. There can be no assurance that we will be able to raise sufficient additional capital or eventually have positive cash flow from operations to address all of our cash flow needs. If we are not able to find alternative sources of cash or generate positive cash flow from operations, our business and shareholders will be materially and adversely affected.

We are an early-stage company, any prospective investor may have difficulty in assessing the Company’s profitability or performance.

Because we are an early-stage company, it could be difficult for any investor to assess our performance or to determine whether we will meet our projected business plan. We have limited financial results upon which an investor may judge its potential. As a company still in the early-stages of its life, we may in the future experience under-capitalization, shortages, setbacks and many of the problems, delays and expenses encountered by any early-stage business. An investor will be required to make an investment decision based solely on our management’s history, our projected operations in light of the risks, the limited operations and our financial results to date, and any expenses and uncertainties that may be encountered by one engaging in our industry. We are an early-stage organization and have a correspondingly small financial and accounting organization.

Our acquisitions are an important aspect of our growth strategy, but they may not achieve expectations, which could affect our cash flow and profitability.

We plan to acquire companies, licenses and operations that complement our planned business operations. These transactions involve numerous business risks, including finding suitable transaction partners, the diversion of management’s attention from other business concerns, extending our product or service offerings into areas in which we have limited experience, entering into new geographic markets, the potential loss of key employees or business relationships and the integration of acquired businesses, any of which could adversely impact our business, financial condition or results of operations. We may face a number of risks with respect to potential acquisitions, including but not limited to:

- an acquisition may negatively affect our business, financial condition, operating results or cash flows because it may require us to incur charges or assume substantial debt or other liabilities, may cause adverse tax consequences or unfavorable accounting treatment, may expose us to claims and disputes by third parties, or may not generate sufficient financial return to offset additional costs and expenses related to the acquisition;
- we may encounter difficulties or unforeseen expenditures in integrating the business, technologies, products, personnel or operations of any company that we acquire, particularly if key personnel of the acquired company decide not to work for us;

- an acquisition, whether or not consummated, may disrupt our ongoing business, divert resources, increase our expenses and distract our management
- an acquisition may result in a delay or reduction of purchases for both us and the company that we acquired due to uncertainty about continuity and effectiveness of solution from either company;
- we may not be able to successfully integrate our business through the acquisition of other businesses and we may not be able to fully realize the anticipated strategic benefits of the acquisition, which includes a complementary business;
- an acquisition may involve the entry into geographic or business markets in which we have little or no prior experience or where competitors have stronger market positions;
- challenges inherent in effectively managing an increased number of employees in diverse locations;
- the potential strain on our financial and managerial controls and reporting systems and procedures;
- potential known and unknown liabilities associated with an acquired company;
- our use of cash to pay for acquisitions could limit other potential uses for our cash;
- the risk of impairment charges related to potential write-downs of acquired assets or goodwill in future acquisitions; and
- to the extent that we issue a significant amount of equity or convertible debt securities relating to future acquisitions, existing stockholders may be diluted and earnings per share may decrease.

We may not succeed in addressing these or other risks or any other problems encountered relating to the integration of any acquired business, the inability to integrate successfully the business, technologies, products, personnel or operations of any acquired business, or any significant delay in achieving integration, could have a material adverse effect on our business, financial condition and operating results.

Our planned technology and products may not achieve commercial success or widespread market acceptance.

The technology, licenses and products that we plan to purchase, license and develop, may not achieve customer or widespread market acceptance. Some or all of our planned technology and products may not achieve commercial success as a result of technology problems, competitive cost issues, yield problems, and other factors. Even if we successfully introduce a new product,

customers may determine not to adopt or may terminate use of our products for a variety of reasons, including the following:

- superior technologies developed by competitors;
- price considerations;
- lack of anticipated or actual market demand for the products; or
- unfavorable comparisons with products introduced by others.

We may be unable to recover any expenditure we make relating to one or more modern technologies that ultimately prove to be unsuccessful for any reason. In addition, any investments or acquisitions made to enhance technologies may also prove to be unsuccessful.

We may not be able to commercialize our planned technology products or services.

A key element of our business strategy involves the development and commercialization of innovative technologies and products. The success of this effort depends on numerous factors. We may not be able to expand our business as anticipated and may make substantial investments in product development, and marketing efforts that may not result in any sales. The design and manufacture of products utilizing innovative technology involves a highly complex process that is sensitive to a wide variety of factors. As a result of these factors, we may experience no revenues and no adoption of our planned products or services.

Being a public company may strain our resources, divert management's attention and affect its ability to attract and retain qualified officers and directors.

We are an early-stage company with a minimal finance and accounting organization and the rigorous demands of being a public company require a structured and developed finance and accounting group. As a reporting company, we will be subject to the reporting requirements of the Securities Exchange Act of 1934. However, the requirements of these laws and the rules and regulations promulgated there under entail significant accounting, legal and financial compliance costs which may be prohibitive to us as we develop our business plan, services and scope. These costs have made, and will continue to make, some activities more difficult, time consuming or costly and may place significant strain on its personnel, systems and resources.

If we are unable to obtain adequate director and officer insurance, our ability to recruit and retain qualified officers and directors, especially those directors who may be deemed independent, will be significantly curtailed.

We are an early-stage company and management has minimal experience in being a public company.

We are an early-stage company and as such has our officers and directors, have minimal experience in managing a public company. Such lack of experience may result in us experiencing difficulty

in adequately operating and growing our business. Further, we may be hampered by lack of experience in addressing the issues and considerations which are common to growing companies. If our operating or management abilities consistently perform below expectations, our business is unlikely to thrive.

We expect to incur additional expenses and may ultimately never be profitable.

We are an early-stage company. We will need to generate revenue in order to maintain our reporting requirements, to build and grow our business. Ultimately, in spite of our best or reasonable efforts, we may have difficulty in generating revenues or becoming profitable.

We may face significant competition from companies that serve our industries.

We may face competition from other companies that offer similar services. Some of these potential competitors may have longer operating histories, greater brand recognition, larger client bases and significantly greater financial, technical and marketing resources than we possess. These advantages may enable such competitors to respond more quickly to new or emerging trends and changes in customer preferences. These advantages may also allow them to engage in more extensive market research and development, undertake extensive far-reaching marketing campaigns, adopt more aggressive pricing policies and make more attractive offers to potential customers, employees and strategic partners. We believe that our anticipated products and marketing strategies are, and will be, extremely competitive with our competition, and we are aware of the highly competitive nature of our industry.

Future sales of our common stock may depress the market price of our common stock and cause shareholders to experience dilution.

The market price of our shares could decline as a result of sales of substantial amounts of our common stock in the public market, including shares issued to our officers and directors and upon conversion of convertible notes that are currently outstanding. We may seek additional capital through one or more additional equity transactions in 2018; however, such transactions will be subject to market conditions and there can be no assurance any such transaction will be completed.

Current shareholders may experience dilution of their equity ownership because of the future issuance of additional shares of our common stock issued pursuant to conversion of outstanding convertible notes that total over \$34,668,657 as of September 30, 2018.

General risk statement .

Based on all of the foregoing, we believe it is possible for future revenue, expenses and operating results to vary significantly from quarter to quarter and year to year. As a result, quarter-to-quarter and year-to-year comparisons of operating results are not necessarily meaningful or indicative of future performance. Furthermore, we believe that it is possible that in any given quarter or fiscal year our operating results could differ from the expectations of public market analysts or investors. In such event or in the event that adverse conditions prevail, or are

perceived to prevail, with respect to our business or generally, the market price of our Common Stock would likely decline.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Information included in this disclosure statement contains forward-looking statements. This information may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of G & S International Minerals, Inc., to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “believe,” “intend,” or “project” or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that these projections included in these forward-looking statements will come to pass. Our actual results could differ materially from those expressed or implied by the forward-looking statements as a result of various factors.

Except as required by applicable laws, we have no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

G & S Minerals, Inc. (as used herein, the “Company,” “we,” and “our” refer to G & S Minerals, Inc.) is a corporation that focuses on growing its assets and revenue base in the area of, organic produce marketing and sales, through licensing, acquisitions, asset growth, creating near term cash flow, with underlying fundamentals that provide an outlook for stable to growing product prices and demand in the organic produce industry.

G & S Minerals, Inc., was formed on September 9, 1997 in the state of Nevada as Proquest Capital Corporation and has a fiscal year end of December 31. Proquest predecessor had been formed in Colorado as Pro Image, Inc. on March 10, 1987. In June 2003, the Company acquired Hot N’ Now LLC (name changed to Hot Brands LLC), a Delaware limited liability company engaged in the restaurant business, by issuing 20,000,000 shares of common stock. Hot N’ Now LLC became a wholly owned subsidiary of the Company and the Company changed its name to Hot Brands, Inc.

In May 2006, Hot Brands, Inc. affected a 600 for 1 reverse stock split and determined to dispose of substantially all of its restaurant operations assets and change its business strategy to become a mining company focused on acquiring and developing high-quality, low-risk resource and energy prospects, principally focused on gold, silver, uranium, coal, oil and gas.

In June 2006, the Company acquired Gold & Silver Minerals, LLC by issuing 44,150,000 shares of common stock in exchange for all the membership interests in the LLC. The shares issued represented approximately 98% of the post-split and post-transaction outstanding shares of the Company.

On September 12, 2011, the Company announced it is preparing to acquire a majority interest in an entertainment group. In a board resolution, a Memorandum of Understanding was approved to acquire a 51% interest in Warrior Entertainment Group of Colorado. Due to multiple business factors the Company has decided to not focus on this acquisition.

During the last few years the Company has been evaluating many different business options to move forward with, and although the Company has been engaged in several different businesses, our experienced management and consultants have been retained to focus on finding the best opportunity for the Company and its shareholders. The Company is currently focusing its efforts on marketing and distributing organic produce that is grown in specially designed modular grow rooms.

G & S International Minerals, Inc. (“GSML” “G & S Minerals”) or the “Company”) is a public pink sheet company.

Legal Proceedings

G & S International Minerals, Inc., is not engaged in any litigation at the present time, and management is unaware of any claims or complaints that could result in future litigation. Management will seek to minimize disputes with our customers but recognizes the inevitability of legal action in today’s business environment as an unfortunate price of conducting business.

Transfer Agent

Our transfer agent is Olde Monmouth Stock Transfer Co., Inc., whose address is 200 Memorial Parkway Atlantic Highlands, NJ 07716, telephone number (732) 872-2727, and email jeff@oldemonmouth.com.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Company Contact Information

Our principal executive offices are temporarily located at 631 N. Stephanie Street, Suite 338, Henderson NV 89014, telephone (702) 726-2542, we will be moving our offices closer to our current President and CEO. Our email address is G&SMinerals@Gmail.com. The G & S International Minerals, Inc., internet website is being built.

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

G & S International Minerals, Inc. (the “Company” or “GSML”), was incorporated under the laws of the state of Colorado on March 10, 1987 as Pro Image, Inc. On September 9, 1997 the Company was redomiciled in Nevada and changed its name to Proquest Capital Corporation. In October 2003 the name of the Company was changed to Hot Brands, Inc. Then in October 2006,

the company was renamed G & S Minerals, Inc. The name G & S International Minerals, Inc., was adopted on January 21, 2009.

C. The Issuer's Primary and Secondary SIC Codes:

7990 - Services-Miscellaneous Amusement & Recreation

D. The Issuer's Fiscal Year End Date:

The Issuer's fiscal year end is December 31.

E. Principal products or services, and their markets;

Reference is made to Item 6A, above.

Item 7. Describe the Issuer's Facilities

The principal executive offices are temporarily located at 631 N. Stephanie Street, Suite 338, Henderson NV 89014, telephone (702) 726-2542, we will be moving our offices closer to our current President and CEO. We expect that we could locate other suitable facilities at comparable rates, should we need more space.

Item 8. Officers, Directors and Control Persons

A. Officers and 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 September 30, 2018.

Executive Officers and Control Persons

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership⁽¹⁾	Percentage of Beneficial Ownership⁽²⁾
Directors and Officers:		
Theodore Collas 631 N. Stephanie Street, Suite 338, Henderson NV 89014	0	0%
A Jackson Trust Company 723 S. Casino Center Blvd. Las Vegas, NV 89101	12,001,667	8.2%
Pat Curtis 6101 Hansen Drive, Pleasanton, CA 94566	10,400,000	7.1%
Edward HanJoul 723 S. Casino Center Blvd. Las Vegas, NV 89101	11,500,000	7.8%
Ron Jost 723 S. Casino Center Blvd. Las Vegas, NV 89101	13,000,000	8.9%

Will Smith 5600 East Russell Road, #517 Las Vegas, NV 89122	10,400,000	7.1%
Special Opportunities Fund, LLC Ste A-286, 10624 S. Eastern Ave Henderson, NV 89052	7,366,250	5.0%
All executive officers and directors as a group (1 person)	0	0%

(1) Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding.

(2) Based upon 146,580,540 shares issued and outstanding,

The following sets forth biographical information for Mr. Theodore Collas is set forth below:

Theodore Collas, Age 53: Mr. Collas has been an officer and director of G & S International Minerals, Inc., since April 2014. Ted has over 28 years of experience in the mortgage industry, where he focused on providing quality and value increasing services for his clients. From March 2013 through December 2017 Mr. Collas, worked for the Family First Mortgage Company. While there his duties focused on the solicitation of both residential and commercial mortgage loans from outside sources. From January 2018 until present Mr. Collas works for Americas Mortgage Lender. During his time as a mortgage specialist Mr. Collas has gained much experience in the hiring and training of employees as well as marketing and training on new and leading-edge products. Due to Mr. Collas' experience with small to midsize companies, his hiring and training of employees and his ability to adapt and adopt to innovative technologies the Company believes that Mr. Collas is and will continue to be a valuable asset to the Company going forward.

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.

Control Person (shareholders holding more than 10% of any class)

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership⁽¹⁾	Percentage of Beneficial Ownership⁽²⁾
Directors and Officers:		
Theodore Collas 631 N. Stephanie Street, Suite 338, Henderson NV 89014	0	0%
All executive officers and directors as a group (1 person)	0	0%

(1)Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding.

(2)Based upon 146,580,540 shares issued and outstanding, when fully converted.

Item 9. Third Party Providers

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

Legal Counsel:

Law Office of Andrew Coldicutt
Ph. 619.228.4970
1220 Rosecrans St., PMB 258
San Diego, CA 92106
Info@ColdicuttLaw.com

Accountant or Auditor:

The CFO Squad LLC
Ph. (845) 613.3399
info@theCFOSquad.com
www.cfosquad.com

Investor Relations Consultant:

None

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

None

Schedule of Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
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None.

Item 10. Issuer Certification

I, Theodore Collas, CEO of G & S International Minerals, Inc., hereby certify that:

1. I have reviewed this Quarterly Information Disclosure Statement of G & S International Minerals, 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 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, and for, the periods presented in Initial Information Disclosure Statement.

Date: April 9, 2019

/s//Theodore Collas

Theodore Collas,
Chief Executive Officer and Director
G & S International Minerals, Inc., Inc.