

**ISSUER INFORMATION AND DISCLOSURE STATEMENT**

**PURSUANT TO RULE 15c2-11  
SECURITIES EXCHANGE ACT OF 1934**

**FOY-JOHNSTON, INC.**

**DATED: April 21, 2012**

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF FOY-JOHNSTON, INC. IN ACCORDANCE WITH RULE 15c2-11 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.

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 COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

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 INFORMATION AND DISCLOSURE STATEMENT.

**FOY-JOHNSTON, INC.**

**Initial Company Information and Disclosure Statement**

April 21, 2012

Part A. General Company Information

Item 1. THE EXACT NAME OF THE ISSUER:

FOY-JOHNSTON, INC. was originally incorporated under the laws of the State of Delaware on August 13, 2008,

Item 2. THE PRINCIPAL EXECUTIVE OFFICE OF THE COMPANY:

FOY-JOHNSTON, INC.  
244 – 5<sup>th</sup> Avenue, Suite 200  
New York, NY 10001  
Telephone: 917-668-8325  
Facsimile: 888-679-9399  
Email address: info@cammines.com  
Company Website: www.cammines.com

Item 3. THE STATE AND DATE OF INCORPORATION:

The Company was organized under the laws of the State of Delaware on August 13, 2008, under the name Foy-Johnston, Inc.

Part B. Share Structure

Item 4. THE EXACT TITLE AND CLASS OF THE SECURITY:

Common Stock: Par value \$0.001  
Cusip Number: 351676 10 1  
Security Symbol: FOYJ

Item 5. THE PAR OR STATED VALUE OF THE COMPANY'S SECURITIES:

- A. There are two hundred billion (200,000,000,000) shares of common stock, with a par value of \$0.000001, authorized by the Company's Articles of Incorporation.
- B.1. Each share of common stock in the Company has full voting rights and privileges, is non-assessable, has the same rights and privileges, is not subject to the payment of corporate debts, is not entitled to preemptive rights, and is entitled to one non-cumulative vote per share on all matters on which shareholders may vote. The holders of the common stock have equal ratable rights to dividends from funds legally available, if and when declared by the Board of Directors.

- B.2. The Company has no preferred stock outstanding.
- B.3. Common stockholders do not have subscription or conversion rights, and there are no redemption or sinking fund provisions or rights.
- B.4. There are no provisions in the Articles of Incorporation that would delay, defer or prevent a change in the control of the Company.

Item 6. THE NUMBER OF SHARES OUTSTANDING:

- (i) The number of shares outstanding for the period ending December 31, 2011, and as of end of the issuer's last two fiscal years.
- (ii) Number of Shares Authorized.
  - (a) As of December 31, 2010 (fiscal year end) FOY-JOHNSTON was authorized by the Articles of Incorporation of the Company to issue two hundred billion (200,000,000,000) shares of common stock with a par value of \$0.000001.
  - (b) As of December 31, 2011 (fiscal year end) FOY-JOHNSTON was authorized by the Articles of Incorporation of the Company to issue two hundred billion (200,000,000,000) shares of common stock with a par value of \$0.000001.
  - (c) As of December 31, 2011 (most recent fiscal quarter) FOY-JOHNSTON was authorized by the Articles of Incorporation of the Company to issue two hundred billion (200,000,000,000) shares of common stock with a par value of \$0.000001.
  - (d) As of April 21, 2012 (present date) FOY-JOHNSTON was authorized by the Articles of Incorporation of the Company to issue two hundred billion (200,000,000,000) shares of common stock with a par value of \$0.000001.
- (iii) Number of Shares Outstanding.
  - (a) As of December 31, 2010 (fiscal year end) there were 10,353,350,000 shares of common stock outstanding.
  - (b) As of December 31, 2011 (fiscal year end) there were 123,127,145,000 shares of common stock outstanding.
  - (c) As of December 31, 2011 (most recent fiscal quarter) there were 123,127,145,000 shares of common stock outstanding.
  - (d) As of April 21, 2012 (present date) there were 123,127,145,000 shares of common stock outstanding.
- (iv) Free Trading Shares.
  - (a) As of December 31, 2010 (fiscal year end) 419,200,000 shares of the outstanding common stock in FOY-JOHNSTON were designated as free trading shares.
  - (b) As of December 31, 2011 (fiscal year end) 5,539,200,000 shares of the outstanding common stock in FOY-JOHNSTON were designated as free trading shares.
  - (c) As of December 31, 2011 (most recent fiscal quarter) 5,539,200,000 shares of the outstanding common stock in FOY-JOHNSTON were designated as free trading shares.

- (d) As of April 21, 2012 (present date) 5,539,200,000 shares of the outstanding common stock in FOY-JOHNSTON were designated as free trading shares.
- (v) Number of Beneficial Shareholders.
  - (a) As of December 31, 2010 (fiscal year end) there were 12 beneficial shareholders.
  - (b) As of December 31, 2011 (fiscal year end) there were 12 beneficial shareholders.
  - (c) As of December 31, 2011 (most recent fiscal quarter) there were 12 beneficial shareholders.
  - (d) As of April 21, 2012 (present date) there were 12 beneficial shareholders.
- (vi) Number of Shareholders of Record.
  - (a) As of December 31, 2010 (fiscal year end) there were 168 common stock shareholders of record.
  - (b) As of December 31, 2011 (fiscal year end) there were 245 common stock shareholders of record.
  - (c) As of December 31, 2011 (most recent fiscal quarter) there were 245 common stock shareholders of record.
  - (d) As of April 21, 2012 (present date) there were 245 common stock shareholders of record.

#### Part C. Business Information

##### Item 7. THE NAME AND ADDRESS OF THE TRANSFER AGENT:

American Heritage Stock Transfer Inc.  
 14845-6 Yonge Street, Suite 323, Aurora, ON L4G 6H8  
 Website: [www.americanhst.com](http://www.americanhst.com)  
 Email: [info@americanhst.com](mailto:info@americanhst.com)  
 SEC Reg. No. 84-6137\_  
 Telephone: (416) 907- 3118  
 Facsimile: Fax: (905) 248 -3433

American Heritage Stock Transfer Inc. is currently registered under the Securities Exchange Act of 1934 and is an SEC regulated and approved transfer agent.

##### Item 8. THE NATURE OF THE COMPANY'S BUSINESS:

- A. Business Development. FOY-JOHNSTON, INC., through its operating division Cameroon Mines Ltd. is engaged and focused on mining for gold and other precious metals and minerals in Cameroon, Africa.
  - (i) The form of organization of the Company: FOY-JOHNSTON is a Delaware corporation.
  - (ii) FOY-JOHNSTON, INC. was originally incorporated under the laws of the state of Delaware on August 13, 2008
  - (iii) Company's fiscal year end date: FOY-JOHNSTON' fiscal year end date is December 31<sup>st</sup>.

- (iv) Whether the Company (and/or any predecessor) has been in bankruptcy, receivership, or any similar proceeding: The Company has not and is not in the process of filing bankruptcy, receivership, or any similar proceeding.
- (v) Whether the Company has made a material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business: The Company has not made any material reclassifications, mergers, consolidations, or purchases or sales of any significant amount of assets.
- (vi) Has the Company had any default of any terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Company to make payments: No.
- (vii) Has the Company had any change of control: The Company has not had any change of control. The present Directors have been in service to the Company since 2009.
- (viii) Has there been an increase of 10% or more of the same class of outstanding equity securities: No.
- (ix) Describe any past, pending, or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization: The Company does not have any pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.
- (x) Whether the Company has been de-listed by any securities exchange or NASDAQ: Foy-Johnston have not been de-listed and are not in the process of being de-listed by the Securities and Exchange Commission or the NASDAQ.
- (xi) Are there any current, past, pending or threatened legal proceedings or administrative actions either by or against the Company that could have a material effect on the Company's business, financial conditions, or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved: No, there are no current, past, pending, or threatened legal proceedings or administrative actions.

#### B. Business of the Company.

FOY-JOHNSTON, INC. is established for the general purpose of developing and creating enhance strategic exploration and mining assets through diligent application of technical and commercial expertise for the benefit of all stakeholders in an efficient and environmentally responsible manner.

Through its operating subsidiary Cameroon Mines is mining, exploration and producer committed to developing strategic mining exploration and project opportunities in Gold, Precious gems, Rare Earth Metals and Platinum Group Metals.

The Company is progressively restructuring its board and executive to assemble and experienced group of individuals with broad local and international industry knowledge. Where it will assist to build shareholder value and help fast-track the development of its accumulated assets Icon will also secure the participation and support of key strategic partners globally, who can provide tangible benefits towards achieving the Company's goals.

The company has already acquired a portfolio of Gold and Diamond exploration tenements in key mineral regions of Cameroon and Central African Republic.

Among its portfolio of exploration tenements, the Company's future growth includes a clear focus on advancing a number of key strategic project strategic projects:

- Gold Project in Cameroon
- Diamond Project in the Central African Republic
- Exploration of other precious metals and gems in Cameroon

#### Corporate Strategy

Strategy: to build a profitable gold mining company.

Production & growth focus driven by:

- Low cost base
- High margin
- Significant potential for long term growth in reserve base

Focus on production and near production projects:

- Exploration spend reduced significantly
- Maximise recovered grade
- Positive impact on earnings

- (1) The Company's primary and secondary SIC codes: The primary SIC code for the Company is 1000 and the secondary SIC code is 1040.
- (2) If the Company has never conducted operations, is in the development stage or is currently conducting operations: The Company is operating, and may be deemed to be in the development stage.
- (3) Whether the Company is or has been a "shell company": The Company is not nor has it ever been classified as a "shell" company.
- (4) The name of any parent, subsidiary, or affiliate of the issuer, and describe its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement: The Company presently has no parent, subsidiary or affiliate.
- (5) The effect of existing or probable government regulations on the business: The Company does not foresee any substantial changes that could adversely affect the business of the Company at this time.
- (6) An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers: The Company has expended essentially all its time and efforts during the past several years on research and development activities. All expenditures, as reflected by the financial statements, may be said to pertain to the Company's business. No costs are borne by customers.
- (7) Costs and effects of compliance with environmental laws (federal, state and local): The company does not operate in the United States and as such is not subject to any federal or state environmental laws.
- (8) Number of total employees and number of full-time employees: Presently, the Company has three full-time employees and 8 part time employees. It also utilizes the services of specialized consultants and part-time employees.

#### Item 9. THE NATURE OF PRODUCTS OR SERVICES OFFERED:

- A. Principal products or services, and their markets: The Company intends to alluvia mine gold, precious metals and stones in Cameroon and other African countries.
- B. Distribution methods of the products or services: The Company will sell its mined products to refineries and other users of mined ores and stones.

- C. Status of any publicly announced new product or service: The Company has not publicly announced any new products or services.
- D. Competitive business conditions: There are numerous companies engaged in mining operations around the world, new players start up every day. There are limited companies in Cameroon and the opportunity is vast in this unclaimed territory of Africa.
- E. Sources and availability of raw materials and names of principal suppliers: The Company does not purchase raw materials and has no principal suppliers.
- F. Dependence on one or a few major customers: The Company is not dependent on major customers.
- G. Patents, trademarks, licenses, franchises, concessions, royalty agreements, or labor contracts: The Company currently does not own rights to any patents, franchises, royalty agreements or labor contracts.
- H. The need for any government approval of principal products or services. The status of any requested government approvals: The Company has all the government approvals it needs and works closely with the Ministry of Mines in Cameroon.

Item 10. THE NATURE AND EXTENT OF THE COMPANY'S FACILITIES:  
The Company maintains its offices at 244 – 5<sup>th</sup> Avenue, Suite 200, New York, NY 10001. The leased office quarters contain approximately 100 square feet, for which the Company pays \$100 per month.

#### PART D. Management Structure and Financial Information

Item 11. THE NAMES OF THE CHIEF EXECUTIVE OFFICERS, MEMBERS OF THE BOARD OF DIRECTORS, AS WELL AS CONTROL PERSONS.

Executive Officers and Directors:

<u>Name</u>	<u>Position</u>
Alexander D. Powers	President/Secretary and Director

A. (1)(2)(3)(4) The names, addresses, employment histories and affiliations for each of the present officers, directors, and board members are as follows:

#### **Alexander D. Powers – President /Secretary and Director**

- B.A. Political Science and History, Whittier College, California
- Certified expert in diamonds and gold, American Institute of Diamond Cutting
- Over ten years management experience with existing and startup companies in Africa and the United States
- Founder of Icon Mines in 2004, formidable track record in Central African Republic and Cameroon
- Background in development, sales, marketing, geology and mining

- Experience in wide spectrum of commercial ventures including exploration of natural resources, commercial gold and diamond buying houses, public relations/marketing and healthcare.
- Past experience includes vice-president of a publicly traded company, The White House, Pentagon, Department of Defense and the Coalition Provisional Authority (CPA) – Baghdad and Basra, Iraq
- Designed and implemented exploration programs resulting in discovery and recovery of resources in Cameroon and Central Africa Republic

### **Alhaji Kabir Maina – Head of Operations**

- Cameroon National
- B.A. in Commerce and Engineering – University of Nigeria
- 25 years international business experience dealing with Mineral trade, government relations, permitting issues, indigenous matters, customs and transport.
- Over twenty years management experience with existing and startup companies in Africa.
- Founder of Icon Cameroon, LTD and Cafimex, Sarl in 2008 and 2003, formidable track record in Central African Republic and Cameroon
- Background in Logistics, government relations, Engineering, sales, information technology, marketing, geology and mining
- Experience in wide spectrum of ventures including exploration of natural resources, gold and diamond buying houses and information technology and banking.
- Past experience and clients includes United Bank of Africa, Schlumberger, United Nations, Nigerian Embassy, US Africa Trading Company and China Railroad.
- Designed and implemented exploration programs resulting in discovery and recovery of resources in Cameroon and Central Africa Republic

### **Bala Maina – Project Manager**

- Cameroon National
- More than 20 years of professional experience in all facets of mineral exploration and mine development
- Experienced at both surface and underground gold and gem mining
- Designed and implemented exploration programs resulting in discovery and recovery of resources facilitating the growth of mining companies in Nigeria and Cameroon.

### **Consultants:**

**Mark Auger** - Founder and CEO of Tiehnpo Resources (Tiehnpo), has spent the last 20 years as a business entrepreneur and mineral resource property consultant; operated greenfield exploration and placer mining projects. His particular expertise is in corporate development, deal structure and project management. Responsible for raising venture capital, located highly prospective gold and diamond properties, operated placer mining operations, headed up field exploration, oversaw geochemical and stream sediment sampling programs and was instrumental in new diamond discoveries in Liberia, West Africa.



**Nick Caputi** – Ten years' experience in the gold and diamond trade specifically focused on diamond markets within the USA. GIA and rough diamond certified, expert in marketing and sales. Well versed in fraud prevention and quality control.

**Guy Gravino** - As the founder, President and CEO of Whiskey Seven he has successfully fulfilled multiple, complex contracts including developing standard operating procedures for Blackwater protective service details for the US State Department in Baghdad, Iraq. Has over 30 years of leadership experience in both corporate and military operations. An Army Green Beret, he is an expert in special warfare, anti-terrorism, military intelligence, and logistics. He conducted seaport security assessments for the Olympic Games in Greece; conducted foreign internal defense operations post-Desert Storm in Turkey; Democratic Republic of the Congo (DRC) conducting a discrete assessment for a private client during and immediately after the war ended. He most recently led a team in the Ghana for a client owning large gold concessions creating a secure facility and logistic strategies to secure valuables.

**Pappu Kapali** - A Post graduate with first class in Applied Geology (1970-73), highly competent exploration geologist with experience in Geological, Geophysical, Geochemical mapping, surveys and exploration, detailed mineral exploration (drilling), bore-hole geochemistry and ground water exploration. After serving as Geologist (Sr) in the Geological Survey of India (Government of India). With an active service life spanning 35 years in both government and private sector I have a multi-commodity exploration experience in precious metals, base metals, ferrous metals, coal and gem stones etc both nationally and internationally. Responsible for administrative duties which included resource evaluation, techno-economic feasibility studies, planning, programming budgeting, monitoring and evaluation of many survey and exploration programs. Administrative duties also included logistics and human resource management. During his long career he has worked and carried out exploration of primary and secondary and tertiary (Mother lode and placer deposits) Gold deposits in India( Dharwar Craton area - Kolar Gold Fields and its extensions) and Indonesia (Placer gold - alluvial/ elluvial and reverine). With a total experience of 4 years of exploration in gold, attained success in Gold Exploration and proved gold deposits of both hard rock and alluvial deposits. As part of this 4 years of exploration geological surveys and mapping(6000 sq.km), Geophysical Surveys(150 sq.km), Geochemical Surveys(100 sq.km), stream sediment sampling(10,000 samples), geomorphological mapping to identify palaeo-channels and river terraces (2500 sq.km), Large Scale mapping(10 sq.km), Drilling(Diamond, RC, Banka and Auger) of 8000 meters, core logging, analysis of chemical data(about 4000 core samples), bore hole geochemical studies(about 6000 samples, 18 elements each), preparation of grade maps, cross sections, 3d plots were done. The efforts resulted in proving a gold resource of ) 0.5gr. to 1.02 gr. per ton of pay sands and a resource of about 8,000,000 tons(over an area of just under 50 hectares - to be taken up for immediate exploitation) alluvial gold in the West Kalimantan area, Kalimantan, Indonesia(placer Gold deposits) and a gold deposit of about 4.5gr to 9.0gr per ton of primary gold up to a depth of 250 meters in the Ramagiri - Penekacherla - Chigirigunta gold fields(extension of the Kolar Gold field - mother lode - primary gold deposit) was achieved. Open pit designs and mining plans were prepared for the Kalimantan deposit. The Ramagiri gold field is in active mining and development stage, while the Indonesian Gold deposit is under active preparatory stage. A 400 meter stretch of reverine gold deposit was also identified in the Malawi River of Malawi area of West Kalimantan, Indonesia where the experimental dredging has yielded between 2gr to 8gr per cubic meter up to a depth of 1.8m of river bed of dredged material.

5. Compensation by the Company: All officers and directors presently contribute their services to the Company without compensation.

6. The following table sets forth the ownership for each class of equity securities of the Company owned beneficially and of record by all directors and officers of the Company:

<u>Name and Position</u>	<u>Common Stock Owned</u>	<u>Percentage Owned</u>
Alexander D. Powers, President Secretary/Director	500,000	> 1%

B. Legal/disciplinary History: Identify whether any of the foregoing persons have, in the past 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 SEC, the CFTC, 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: 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. Disclosure of Family relationships

No family relationship exists among and between the Company's directors, officers or owners of more than five percent (5%) of any class of the Company's equity securities.

D. Disclosure of Related Party Transactions: Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

1. The name of the related person and the basis on which the person is related to the issuer: None, not applicable.
2. The related person's interest in the transaction: None, not applicable.

3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness): None, not applicable.
4. The approximate dollar value of the related person's interest in the transaction: None, not applicable.
5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction: None, not applicable.

E. Disclosure of Conflicts of Interest: Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests: No conflicts of interest exist.

Item 12. FINANCIAL INFORMATION FOR THE COMPANY'S MOST RECENT FISCAL PERIOD.

The most recent financial statements (Quarterly Report) are separately attached hereto as Exhibit B, and such statements are hereby incorporated by reference. The statements are prepared in accordance with generally accepted accounting principles and include:

1. Balance sheet;
2. Statement of income;
3. Statement of cash flows;
4. Statement of changes in stockholders' equity; and
5. Financial notes

Item 13. FINANCIAL INFORMATION FOR THE TWO PRECEDING YEARS.

The financial reports for the two preceding years are attached to this initial disclosure statement as Exhibit C and are hereby incorporated by reference. These statements are for fiscal years 2010 and 2011, and include:

1. Balance sheet;
2. Statement of income;
3. Statement of cash flows;
4. Statement of changes in stockholders' equity; and
5. Financial notes

Item 14. BENEFICIAL OWNERS

Attached hereto as Exhibit A, and incorporated by reference, is a list of shareholders as of December 31, 2011 for FOY-JOHNSTON that discloses all shareholders that currently hold more than 5% of the common stock of the Company's issued and outstanding shares.

Item 15. 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.

1. Investment Banker: This does not apply to the Company.
2. Promoters: This does not apply to the Company.
3. Counsel: The Company has not yet designated a corporate counsel.
4. Accountant or Auditor: The Company is in the process of selecting a certified public accountant to prepare its audits.
5. Public Relations Consultant: This does not apply to the Company.
6. Investor Relations Consultant: This does not apply to the Company.
7. Any other advisor(s) that assisted, prepared or provided information with respect to this disclosure statement: None.

Item 16. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

A. Plan of Operation

Foy-Johnston will proactively enhance strategic exploration and mining assets through diligent application of technical and commercial expertise for the benefit of all stakeholders of the Company in an efficient and environmentally responsible manner.

The Company is a mining explorer and producer committed to developing strategic mining exploration and project opportunities in Gold, Precious gems, Rare Earth Metals and Platinum Group Metals.

The Company is progressively restructuring its board and executive to assemble and experienced group of individuals with broad local and international industry knowledge. Where it will assist to build shareholder value and help fast-track the development of its accumulated assets Icon will also secure the participation and support of key strategic partners globally, who can provide tangible benefits towards achieving the Company's goals.

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## Corporate Strategy

Strategy: to build a profitable gold mining company.

Production & growth focus driven by:

- Low cost base
- High margin
- Significant potential for long term growth in reserve base

Focus on production and near production projects:

- Exploration spend reduced significantly
- Maximise recovered grade
- Positive impact on earnings

Our Mine:

- The Company obtained an artisan prospection mining permit for the region including export license – mining operations can start immediately. However, we will obtain another permit for the new company which would be a corporate permits allowing all ex-pats to be present.
- The current license allows to carry-out production, marketing, sales and exports of gold and diamond, and of any mineral or metal mined in that location
- Our team has performed an in depth geological study, field surveys, soil analysis
- The Company has developed strong relationships with local authorities and government officials
- Region is rich in high grade gold in certain areas diamond and Rare Earth Elements.

## Strategy

- Start with a dredge, land mining with wash plant on rich placer deposits to generate cash flow quickly from alluvial and primary deposits with a minimum production level of 340-400 tons per hour.
- Secure a 1000km<sup>2</sup> concession for 3 years with renewals and the right to a 25 year concession.
- Use profits to grow organically and acquire additional permits
- Register the 100,000 hectares for carbon credits

## Our Competitive Advantages:

- Capital investment in mining equipment for alluvial deposits is several magnitudes lower than for open pit or underground mining. The result is a much higher benefit/cost ratio.
- The environmental impact is also considerably lower with simple land reclamation and mining methods that will be used will return the area to as close as possible to original condition.
- Skilled team with extensive business and mining experience, including alluvial mining.
- Land is virgin, never been mined not even by artisans and extremely rich.
- Early Proterozoic age and presents obvious analogies with formations of the same age in West Africa (Birimian system) known for their very important gold resources being mined or under development (Ghana, Mali, Burkina Faso, Côte d'Ivoire, Senegal).
- Since 1960 the French BRGM, United Nations, United States have completed hundreds of detailed studies on gold resources and locations. We have those studies and they are not public. We know where all the discovered gold is located. There are many more new discoveries,

but we know exactly where the proven reserves are located and only few are being mined currently. The Company currently hold land titles to rich rivers.

- Rare Earth Element minerals associated with the Gold: Lanthanum, Scandium, Thallium, Cerium, Dysprosium, Hafnium, Lutetium, Niobium, Neodymium, Praesodymium, Tantalum and Zircon.

The 1980s and 1990s were years most African nations revised their mining codes to benefit from globalization and privatization. Though Cameroon embraced more privatization and less government involvement in the private sector, the 1964 nationalistic post-colonial mining code was not revised to reflect changes in the mining and economic policy to take advantage of intense capital moment and privatization.

Hence, President Biya's decision in 2001 to change the 1964 mining code to equal the shift in the mining policy pendulum was a step in the right direction and the increase in the number of mining companies in Cameroon since 2001 is eloquently testimony of the rightness of that decision that has attracted more foreign capital into the virgin mining industry of Cameroon.

By replacing the nationalistic mining regime of the post-colonial era with a more investment friendly and attractive modern mining ideology and legislation, President Biya dealt away with vestiges of a hostile mining environment epitomized by the 1964 archaic mining commandment. The new (2001) mining code is modern and, in many ways, demonstrates Cameroon's willingness to opt out of the dark past and embrace a regulation that is very attractive and generous to future foreign investors and also capable of producing jobs and promoting competition and transparency within the mining industry. Mining investors must have Cameroon in their plans when drawing plans to invest in mining opportunities in Africa because the geology of Cameroon is not different from that of the auriferous Birimian greenstone belt of Ghana, Guinea, Burkina Faso, Niger and Mali.

Cameroon now -more than ever before, presents enormous prospective opportunities for mining investors with a mining code that is extremely generous and friendly to all investors without discrimination. Here are some sound fundamentals of the Cameroon mining code:

The 2001 mining code guarantees the exclusive right to mining area and mineral type: Multiple mining rights cannot be granted over the same grounds and the law guarantees the exclusivity of rights granted holders of a mining titles to operate within the confines of a geographical area to the exclusion of all other operators. This is not true with laws governing mining activities in some popular mining regimes like Ghana and Tanzania where the licensing authority may grant more than one mineral right over the same mining area.

The 2001 mining code brings clarity in the issuance of mining rights: The code is very clear in stating who the issuing authorities are for all kinds of mineral titles that could be acquired. For example, reconnaissance and prospecting permits are issued by the Minister in charge of mines and geology while mining permits are issued by decree of the President of the Republic upon the recommendations of the Minister in charge of Mines and Geology.

The 2001 mining code is very generous with the validity period and size of permits granted. Considering that mining is an activity that requires time to raise huge sums of money necessary for meeting commitments in all forms of exploration and exploitation budgetary requirement, the Cameroon mining code, under section 33 provides the validity period for reconnaissance permit to be one year renewable over a gigantic land area of 10,000 sq. km., (section 34).

Prospecting permit: Section 38 provides permit to be valid for an initial period of three years (renewable four times for two years each) and covering a total land area of 1000 sq. km as per section 39 of the law. Meanwhile, for a mining permit, section 48 provides that it shall be valid for a period of 25 years renewable for several periods of ten years until exhaustion of resources.

The 2001 mining law also guarantees transferability of mineral titles: Holders of any kind of mining title in Cameroon are free to deal in their rights through assignment, transfers, security or pledge and approval of such dealing are automatic under the law where assignor and assignee are both in compliance with rules and regulations in force.

The 2001 Mining Code brings stability and guaranty of fiscal and legal conditions related to mining tenements. Cameroon accepts arbitration of business disputes as a member of the ICSID since signing the Convention September 23rd 1965.

The 2001 mining law does not discriminate between local and foreign companies or nationals: Foreign companies and their representatives shall be represented under the same condition as companies and individuals of Cameroon in trade chambers and organizations responsible for the defense of professional and economic interests.

The 2001 mining law guarantees the liberty to freely dispose of property, hire workers and chose service providers: Therefore, if a foreign company decides to wind-up, it is possible to freely dispose of its property under conditions dictated only by the market and not by government. Also guaranteed, are the freedom to hire and lay-off workers and to freely chose service suppliers and providers and the law assures free circulation of semi-finished and finished products within the national territory of Cameroon.

Above all, Cameroon is arguably the most peaceful and politically stable nation in all of Africa. As an emerging democracy, Cameroon is very friendly to investors and the hospitality of its diverse population towards foreigners is second to none.

## **LOCATION**

The Betare Oya gold sector is characterised by the scattering of artisanal gold workings over a large area (more of 500 km<sup>2</sup>). It is contained within the NE-SW-trending Lom metamorphic series, which forms a band, 20 to 30 km wide and 200 km long, from the border with the Central African Republic in the north-east to Longitude 13° East in the south-west.

The town of Bétaré Oya, benefits from good social infrastructures and by a good road network enabling a fast service to the capital and surrounding large towns.

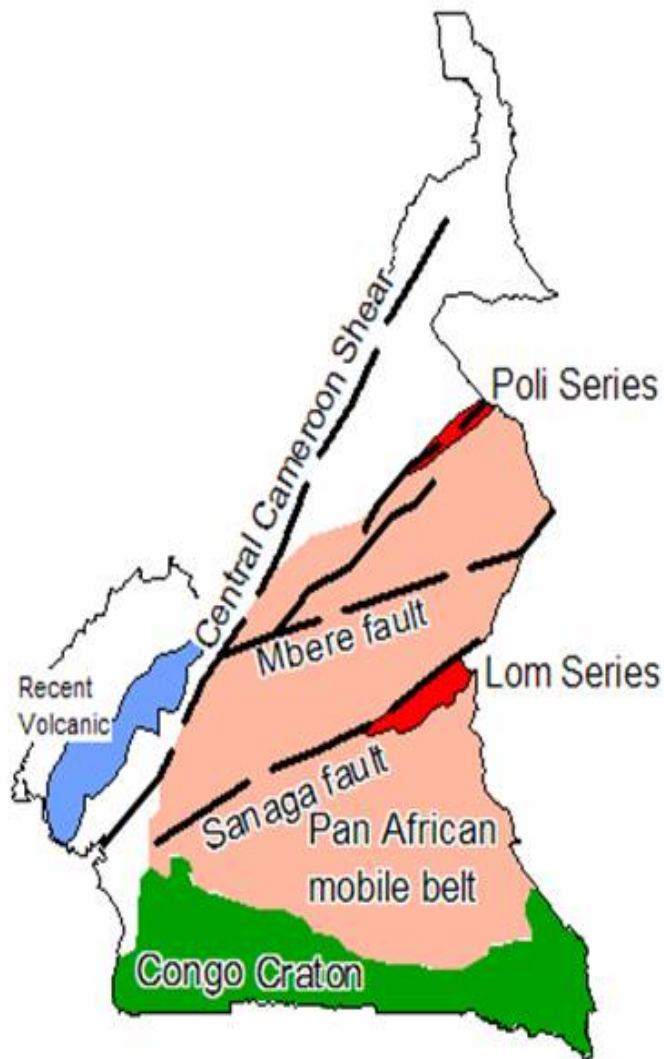
## BACKGROUND

This is the principal historic area of alluvial gold production in Cameroon with more than 4 tonnes produced between 1933 and 1956 in addition to an estimated four additional 4 tonnes (unofficial) from 1960 to 2001.

Attempts were made at mechanisation by dragline and monitor hydraulic canon from 1948 to 1951 and suction dredge tests in 1985.

Regional exploration of the Lom Series was carried out by BRGM in 1984 and the Mborguene primary vein deposit was investigated by drilling by BRGM from 1986 to 1989 and assessed at 3 to 4 tonnes grading 5 g/t.

## GEOLOGICAL CONTEXT



Central Cameroun shear -Poli series (North): uranium, sapphire, gold, diamond, Rare Earth Elements



Sanaga shear zone -Lom series (East): gold, diamond, coltan, rare earth elements

Pan African Mobile Belt: (Placer gold), diamond, rare earth elements

The Lom trough corresponds to a belt of assumed Birimian age that covers about 4000 km<sup>2</sup> and overlies the Archean basement from which it is separated by a "Border Complex".

The basement consists of gneiss, granite and migmatite.

The Border Complex is composed of schistose orthogneiss and mica schist representing a catazonal metamorphism higher than that of the Lom Series.

The Lom Series comprises two elongate NE-SW-trending blocks, known as Haut Lom and Bas Lom, separated by a major northerly strike-slip fault. It is a supracrustal unit of chlorite and sericite schists, in places graphitic, with local intercalations of volcanic and volcano-sedimentary facies (tuff and lavas) and of thick micaceous quartzite beds with conglomeratic intercalations.

The quartzite and conglomerate formations are located mainly in the south (Bétaré-Oya region). The volcano-sedimentary intercalations are most abundant in the north (Haut-Lom region).

The Lom Series is considered to be very likely of Early Proterozoic age and presents obvious analogies with formations of the same age in West Africa (Birimian system) known for their very important gold resources being mined or under development (Ghana, Mali, Burkina Faso, Côte d'Ivoire, Senegal).

The series has an apparently monoclinical structure, but very steep folds suggest an overturn to the SE.

The resultant relief is one of long ridges following the regional (NE-SW) crowned with lateritic duricrusts.

Most of the occurrences are in greenschists with quartzite intercalations, in the vicinity of black schists, in places at the contact between these two facies types, everywhere near major faults (thrust or strike-slip).

One commonly sees the presence of small intrusives, probable thermal engines for the mineralising fluids which deposited their contents in the most competent formations (quartzite and granite).

Exploration conducted in the Eastern region of Cameroon confirms the existence of substantial placer gold deposits in the riverbeds, river bottoms, and related flood plains of the region.

The gold bearing gravel is located within the riverbeds (alluvial deposits) and also extends well beyond the riverbeds (elluvial deposits) in distances from 100 meters to many kilometers, depending on the width of the valley. The upper one meter of overburden is usually depleted in value, due to downward migration of the dense gold particles through water saturated soil. The gold bearing, pay zone gravel in the river is deposited on decomposed quartz lying in a fairly

even horizon two to three feet thick lying on bedrock or on a "false bottom" of hard blue clay. More importantly, the gold is not attached to rocks or other minerals and thus requires no milling processes or chemicals to separate it from the surrounding gravel.

Icon Mines believes that the source of the gold found in the rivers of Eastern Cameroon are eroding from ore bodies located in the surrounding hills. Through yearly runoff, the soils are washed into the rivers where the lighter sediments wash downstream and the gold settles to the bottom.

Icon Mines has imported dredging equipment to conduct tests on the River. These tests confirm previous geological work done on the region and have yielded an average of 58 grams of gold per Dredge per day, with most recoveries ranging from 0.5 to 3.0 grams/Au per cubic meter. Historically in some locations up to 7.5 grams/per cubic meter (approx. 1/4 ounce gold per cubic yard) have been reported. Geological reports estimate there are approximately 200,824,000+ cubic meters of gold bearing material in the eight (8) river systems.

Typical to most of the country, the gold found in Cameroon originates from hydrothermal fluids rising along conjunctures of faults and shear zones producing areas rich in hydrothermal clays and iron oxides which provide the best environment for the development of coarse-grained crystalline gold. The laterite capping is of pre-fault occurrence, the events of natural erosion, folding, and fracturing has transported the capping laterite and quartz to form alluvium deposits along the base of the mountains. The quartz rock has survived the softer rock thus producing gravel bars composed of rounded and semi-rounded quartz aggregates. The gold, which is found along with the quartz, is subjected to transport by stress action and is re-deposited along the courses of the creeks and rivers.

### Corporate Social Responsibility

As a part of our contribution to the local community in our mining zone and elsewhere in Eastern Cameroon, we will use a growing percentage of our revenues to establish elementary schools in rural areas seeing as lack of schools leads many impoverished Cameroonian in the countryside to send their children away to work in artisanal mines. The education project is titled The Golden Child Program and will include scholarships and awareness programs about the risks of artisanal mining.

In addition, all angular sand and gravel that is extracted from the riverine sites will be made available at a free gravel pit for locals to fetch. Construction-grade sand and gravel is hard to come by in Cameroon and costs around \$10 per ton, which is equivalent to 10 days' salary). As we expect to extract 1,000 tons per day, this means that we would effectively be donating \$10,000 worth of construction materials daily once we have industrial level equipment.

Management believes FOY-JOHNSTON is a uniquely positioned company. It has an opportunity to capture a market niche in a fresh way. The opportunity is magnified by the present state of today's economy and the global situation. Development of existing resources has become of paramount import.

- (i) The Company believes it can satisfy its cash requirements for the next 12 months within the framework of its existing structure. If necessary, it will, of course, endeavor to raise

additional capital, but it presently does not foresee this need.

- (ii) The Company is confident its mining operations will operate efficiently and effectively, but expects to continue product research and development on an on-going basis.
- (iii) The Company purchases all the materials for the mining operation in the United States and has the materials shipped to Cameroon, if it can source any materials locally it does..
- (iv) Employee change will occur as a natural function of a growing mining company.

#### B. Management's Discussion and Analysis of Financial Condition and Results of Operations

1. The Company's financial condition has not changed materially in the past two years, and, likewise, stockholders' equity has not recognized much of a variance. Company activity has been concentrated on research and the refinement of the previously discussed mining operation. It may be said that attention has been focused on creating a viable plan and foundation for future growth. The Company believes it has created a situation which bodes well for future prospects. It is entering an enormous industry, where a small percentile equates to staggering gains.
  - (i) The Company is not aware of any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the Company's short-term or long-term liquidity;
  - (ii) The Company has no real internal or external sources of liquidity;
  - (iii) The Company has no material commitments for capital expenditures;
  - (iv) The Company is unaware of any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;
  - (v) Any significant elements of income or loss that do not arise from the Company's continuing operations: None.
  - (vi) There are no known seasonal aspects that had a material effect on the financial condition or results of operation.

#### 2. Interim Periods:

There have been no material changes in the financial condition of the Company in interim periods for the past several years. The Company expects its plan of operations, as previously discussed, will result in significant growth strides in the next 12 months.

#### C. Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that represent a definitive agreement that is unconditionally binding or subject only to customary closing conditions, or, there being no such agreement, when settlement of the transaction occurs.

## Part E. Issuance History

Item 17. List of securities offerings and shares issued for services in the past two years.

The following list indicates all offerings of securities, public or private, within the last two years.

- (i) The nature of each offering: No offerings. Not applicable.
- (ii) Any jurisdictions where the offering was registered or qualified: Not applicable.
- (iii) The number of shares offered: No offerings. Not applicable.
- (iv) The number of shares sold: Not applicable.
- (v) The price at which the shares were offered, and the amount actually paid to the issuer: Not applicable.
- (vi) The trading status of the shares: Not applicable.
- (vii) Whether the certificates or other documents that evidence the shares contain a legend 1) stating that the shares have not been registered under the Securities Act, and 2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act: Not applicable.

Likewise, no shares, other securities or options to acquire any such securities have been issued for services in the past two fiscal years, and any interim period.

## PART F. Exhibits

Item 18. A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting: There are no such material contracts.

- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price: There are no such contracts.
- 2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements: There are no such contracts.
- 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15% of such assets of the company. There are no such contracts.
- 4) Any material lease under which a part of the property described in the disclosure statement is held by the company: There are no such leases.

B. Any management contract or any compensatory plan, contract or arrangement,

including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the company participates; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the company participates: There are no such contracts, compensatory plans or arrangements.

Item 19. Articles of Incorporation and Bylaws.

- A. A complete copy of the current Articles of Incorporation of the Company is on file with this Issuer Information and Disclosure Statement of the Company and is incorporated by reference. If the Articles of Incorporation should ever be amended, a complete copy of the same shall be filed.
- B. A complete copy of the Bylaws of the Company and is on file with this Issuer Information and Disclosure Statement of the Company and is incorporated by reference. Should the Bylaws be amended at any time, a complete copy of the same shall be filed.

Item 20. Purchases of Equity Securities by the Company and Affiliated Purchasers.

There have been no purchases made by or on behalf of the Company or any "Affiliated Purchaser" of shares or other units of any class of the Company's equity securities. For purposes of this Item 20, "Affiliated Purchaser" means a) a person acting, directly or indirectly, in concert with a company for the purpose of acquiring the company's securities; or b) an affiliate who, directly or indirectly controls the company's purchases of such securities whose purposes are controlled by the company or whose purchases are under common control with those of the company; however, it does not include a broker, dealer or other person solely by reason of such broker, dealer or other person effecting purchases on behalf of the company or for its own account and does not include an officer or director of the company solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the company.

Item 21. Company's Certifications

I, Alexander D. Powers, certify that:

1. I have reviewed this Initial Disclosure Statement of FOY-JOHNSTON.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: April 21, 2012

/s/ Alexander D. Powers, President

**Alexander D. Powers**

# **FOY-JOHNSTON INC.**

## **EXHIBIT A**

5% SHAREHOLDERS AS OF APRIL 21, 2012

Steve Thompson 350N – 100E Richmond, UT 84333	59,087,445,000
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Matthew Luke Richard 15 Tower Street Ipswich, Suffolk IP1 3BE United Kingdom	58,500,000,000
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