

***Company Information and Disclosure Statement***  
***Section One: Issuers' Annual Disclosure Obligations***

**Dhanoa Minerals Ltd.**  
**OTCPK: DHNA**

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## Section One: Issuers' Initial Disclosure Obligations

### Part A General Company Information

#### Item I The exact name of the issuer and its predecessor (if any)

*In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.*

Exact Company Name: Dhanoa Minerals Ltd. (hereinafter referred to as "we", "us", or "our" or "the Issuer").

Name used by predecessor entities in the past five years: None

#### Item II The address of the issuer's principal executive offices

*In answering this item, please also provide (i) the telephone and fax number of the issuer's principal executive offices, (ii) if applicable, the URL of each website maintained by or on behalf of the issuer, and (iii) if applicable, the name, phone number, email address, and mailing address of the person responsible for the issuer's investor relations.*

Address: 429 W. Plumb Lane, Reno, NV 89509

Phone: 775-830-3663

Fax: None

Website: [www.dhanoaminerals.com](http://www.dhanoaminerals.com)

#### Investor Relations: Self

Address:

Phone:

Fax:

Website:

#### Item III The jurisdiction(s) and date of the issuer's incorporation or organization

*Provide the issuer's jurisdiction(s) of incorporation or jurisdiction(s) of organization (if the issuer is not a corporation) and the date on which it was incorporated or organized.*

The Company was originally incorporated in 2005, in the State of Nevada.

### Part B Share Structure

#### Item IV The exact title and class of securities outstanding.

*In answering this item, provide the exact title and class of each class of outstanding securities. In addition, please provide the CUSIP and trading symbol.*

CUSIP Number: 252404207

Trading Symbol: DHNA

Common Stock Outstanding: 293,049,727 (as of 9/30/11)

Restricted Common Stock: 258,503,397 (as of 9/30/11)

Preferred Stock Outstanding: 0 (as of 9/30/11)

#### Item V Par or stated value and description of the security

##### **A. Par or Stated Value. Provide the par or stated value for each class of outstanding securities.**

The Company is authorized to issue 325,000,000 shares of common stock, at \$ 0.001 par value, and 3,000,000 shares of preferred stock, at \$ 0.001 par value.

**B. Common or Preferred Stock.****1. For common equity, describe any dividend, voting and preemption rights.**

Three hundred twenty five million (325,000,000), par value \$0.001 shares of common stock are authorized in the company's articles of incorporation. There are no dividend rights associated with the securities, other than those required by law, rules or regulations. The securities have conventional voting rights for common stock, one vote per share. There are no preemptive rights or provisions in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

**2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.**

The Company does not have any outstanding preferred shares and there is currently no offering for preferred shares.

**3. Describe any other material rights of common or preferred stockholders.**

None

**4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.**

There are no provisions in the issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

**Item VI The number of shares or total amount of the securities outstanding for each class of securities authorized.**

*In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.*

**Common Stock**

	<b>Most Recent Fiscal Quarter</b>	<b>Last Fiscal Year</b>	<b>Previous to Last Fiscal Year</b>
<b>(i) Period end date;</b>	September 30, 2011	September 30, 2011	September 30, 2010
<b>(ii) Number of shares authorized;</b>	325,000,000	325,000,000	325,000,000
<b>(iii) Number of shares outstanding;</b>	293,049,757	293,049,757	43,049,727
<b>(iv) Freely tradable shares (public float);</b>	34,546,330	34,546,330	34,546,330
<b>(v) Total number of beneficial shareholders; and</b>	32	32	30
<b>(vi) Total number of shareholders of record.</b>	19	19	17

**Series Preferred Stock**

	<b>Most Recent Fiscal Quarter</b>	<b>Last Fiscal Year</b>	<b>Previous to Last Fiscal Year</b>
<b>(i) Period end date;</b>	September 30, 2011	September 30, 2011	September 30, 2010
<b>(ii) Number of shares authorized;</b>	3,000,000	3,000,000	3,000,000
<b>(iii) Number of shares outstanding;</b>	0	0	0
<b>(iv) Total number of shareholders of record.</b>	0	0	0

**Part C Business Information****Item VII The name and address of the transfer agent\***

*In answering this item, please also provide the telephone number of the transfer agent, indicate whether or not the transfer agent is registered under the Exchange Act, and state the appropriate regulatory authority of the transfer agent. \*To be included in OTCQX or the Current Information OTC Market Tier, the issuer's transfer agent must be registered under the Exchange Act.*

Name: Empire Stock Transfer, Inc.  
Address: 1859 Whitney Mesa Drive, Henderson, NV 89014  
Phone: (702) 818-5898  
Registered Under Exchange Act: Yes  
Regulatory Authority: Security Exchange Commission (SEC)

**Item VIII The nature of the issuer's business**

*In describing the issuer's business, please provide the following information:*

- A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:**

- 1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);**

Dhanao Minerals Ltd. is a Nevada Corporation

- 2. the year that the issuer (or any predecessor) was organized;**

2005

- 3. the issuer's fiscal year end date;**

September 30

- 4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;**

The Company has never been and is currently not in the process of filing bankruptcy, receivership or any other similar proceeding.

- 5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;**

In 2008 the Company terminated its agreement to acquire certain mineral properties in Equator. The Company wrote off \$6,195,190 in capitalized costs related to the acquisition of these assets.

- 6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;**

There has not been any default of the terms of any note, loan, lease or other indebtedness or financing arrangement requiring the issuer to make payments.

- 7. any change of control;**

Yes. The Company in July 2011 issued 250,000,000 shares of its common stock and changed its officers and directors.

- 8. any increase of 10% or more of the same class of outstanding equity securities;**

On 7/26/2011 the Corporation issued 250,000,000 shares of restricted Common shares.

- 9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;**

Currently, there are no pending or anticipated stock splits, stock dividends, recapitalization, mergers, acquisitions, spin-offs or reorganizations, but the Company will notify Pink Sheets of any changes should they occur.

**10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and**

The Company has not been delisted and, to the best of the Company's knowledge, is not in the process of being delisted by the Securities and Exchange Commission or NASD.

**11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.**

To the Issuer's knowledge there are no pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations.

**B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:**

**1. the issuer's primary and secondary SIC Codes;**

Primary Code: 1000 – Metal Mining  
Secondary Code: - None

**2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;**

Dhanoa Minerals Ltd. is currently conducting operations to find additional mineral properties to develop. Additionally, the Company is seeking other business opportunities that it hopes will bring profitable operations to the Company.

**3. whether the issuer is or has at any time been a "shell company"**

The Company has never been classified as a shell in its prior filings. While current management has not been involved in the day to day operations of the Company since inception, it accepts the accuracy of the Company's prior filings and further states categorically that the Company has never been a shell since the date of the last change in control.

**4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;**

None

**5. the effect of existing or probable governmental regulations on the business;**

The Company must comply with regulations relating to the mining activities. It will depend on the location of any properties acquired and the Company will address them upon any and all acquisition of such properties.

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;**

None

7. **costs and effects of compliance with environmental laws (federal, state and local); and**

The Company does not foresee any existing or probable governmental environmental regulations (federal, state or local) on the business, which could adversely affect the business of the Company at this time.

8. **the number of total employees and number of full-time employees.**

Number Total Employees: 2

Number of Full-time Employees: 1

**Item IX The nature of products or services offered**

***In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:***

- A. principal products or services, and their markets;**

Dhanoa Minerals Ltd. is an exploration stage company. Dhanoa is engaged in the acquisition and exploration of mineral properties with a view to exploiting any mineral deposits we discover. Further the Company plans to acquire producing mines in a known gold district, modernize the operations and increase production.

- B. distribution methods of the products or services;**

The Company distributes its products through direct sales.

- C. status of any publicly announced new product or service;**

None

- D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;**

Dhanoa Minerals Ltd. has numerous competitors in the mining and exploration area.

The Company believes that, although there are competitors, the nature of its technology, and its dramatic advantages in efficacy and cost efficiency, will enable it to achieve its sales and profitability goals.

- E. sources and availability of raw materials and the names of principal suppliers;**

The Company does not use any raw materials; its products are refined minerals extracted from properties it obtains and develops.

- F. dependence on one or a few major customers;**

The Company is not dependent on one or a few customers.

- G. patents, trademarks, licenses, franchises, concessions,**

None

**H. the need for any government approval of principal products or services and the status of any requested government approvals.**

The Company must comply with government approvals within the jurisdiction of any future mineral properties acquired.

**Item X The nature and extent of the issuer's facilities.**

*The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.*

*In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.*

*If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.*

The Company leases offices at 429 W. Plumb Lane, Reno, NV 89509. The lease is held by the Company's Secretary/Treasurer and he does not charge the Company for use of any space.

**Part D Management Structure and Financial Information**

**Item XI The name of the chief executive officer, members of the board of directors, as well as control persons**

*The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.*

**A. Officers and Directors.** In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement:

1. Full name;
2. Business address;
3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);
4. Board memberships and other affiliations;
5. Compensation by the issuer; and
6. Number and class of the issuer's securities beneficially owned by each such person.

Russell Smith, President and Director

Business address: 3545 Airway Drive, Ste. 110, Reno, NV 89511

Employment history / Board Memberships & other affiliations:

Russell Smith, President and Director.

Mr. Smith has previously held the position of CEO of Vision Energy Corp from 2003 until the present time. Vision Energy Corp holds proprietary rights to certain technology in the field of Energy Conservation and Alternative Energy. Prior to and in concert with these activities he has been extensively involved in the exploration for and production of precious metals. These operations have been primarily in the western United States and formerly in other mining areas of the world.

Class & Percentage of Outstanding Shares of the Issuers Securities Beneficially Owned: Person Named above owns 105,000,000 shares of Common stock

Fred Schiemann, Secretary/Treasurer and Director

Currently, Mr. Schiemann serves as the Chief Financial Officer of various private and public companies. Prior to that, he has held CFO positions in numerous companies. Additionally, Mr. Schiemann operates his own accounting and consultant practice. Mr. Schiemann's educational background includes an undergraduate degree from the University of Illinois, Chicago Circle Campus as well as an MBA in taxation from Golden Gate University, Sacramento campus. During his years of practice, Mr. Schiemann has been involved with many public registrations and structuring of mergers and acquisitions. His current practice includes an emphasis on administration and consulting to small and micro-cap public companies.

Number, Class & Percentage of Outstanding Shares of the Issuers Securities Beneficially Owned: Person Named above owns 40,000,000 shares of Common stock

**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. Disclosure of Family Relationships.** Describe any family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

None

**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.

2. The related person's interest in the transaction;

None.

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

4. The approximate dollar value of the related person's interest in the transaction; and

None

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

**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.

None

**Item XII Financial information for the issuer's most recent fiscal period**

***Instruction to Item XII: The issuer shall post the financial statements required by this Item XII through the OTC Disclosure and News Service under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an "Annual Report," or if the financial statements relate to a quarter end, publish it as a "Quarterly Report" or "Interim Report") The issuer must state in its disclosure statement that such financial statements are incorporated by reference. The issuer must also (i) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.***

The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

1. balance sheet;
2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders' equity;
5. financial notes; and
6. audit letter, if audited

***The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (GAAP)<sup>6</sup> by persons with sufficient financial skills.***

***Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statement are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.***

The following Financial Statements have been posted to Pink Sheets for the fiscal year end period ending September 30, 2011.

1. balance sheet;
2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders' equity

**Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence**

***Please provide the financial statements described in Item XII above for the issuer's two preceding fiscal years. Instruction to Item XIII: The issuer shall either (i) attach the financial statements required by this Item XIII to its initial disclosure statement or (ii) post such financial statements through the OTC Disclosure and News Service as a separate report under the name of "Annual Report" for the applicable fiscal year end. The issuer must state in its disclosure statement that such financial statements are incorporated by reference. The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (y) clearly explain where the incorporated documents can be found, and (z) provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.***

The following Financial Statements have been posted to Pink Sheets for the two Fiscal Years ending September 30, 2011 and 2010.

1. balance sheet;

2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders' equity

**Item XIV Beneficial Owners**

*Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities. To the extent not otherwise disclosed, if any of the above 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.*

<b>Name &amp; Address</b>	<b>Number of Beneficially Owned Common Shares</b>
Name: Russell Smith Title: President Address: 3545 Airway Dr., Ste. 110, Reno, NV 89511	105,000,000
Name: Fred Schiemann Title: Secretary/Treasurer Address: 429 W. Plumb Lane, Reno, NV 89509	40,000,000
Name: Lee A. Balak Title: Prior President Address: 15 Oceanview Road, Lions Bay	107,590,164

**Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure**

**1. Investment Banker**

None

**2. Promoters**

None

**3. Counsel**

Name: John E. Dolkart, Jr.  
Firm: John E. Dolkart, Jr., Esq.  
Address: 1750 Kettner Blvd., Suite 416, San Diego, CA 92101  
Phone: (702) 275-2181  
Email: www.dolkartlaw.com

**4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.**

Name: Fred Schiemann  
Address: 429 W. Plumb Lane, Reno Nevada 09509  
Phone: 775-324-2012  
Email: fschiemann@yahoo.com

**5. Public Relations Consultant(s)**

Name: Self  
Address:  
Phone:  
Email:

**6. Investor Relations Consultant**

Name: Self  
Address:  
Phone:  
Email:

**7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.**

N/A

**Item XVI Management's Discussion and Analysis or Plan of Operation**

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

***1. Full fiscal years. Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:***

**Forward-looking Statements**

Statements made in this Annual Report which are not purely historical are forward-looking statements with respect to the goals, plan objectives, intentions, expectations, financial condition, results of operations, future performance and our business, including, without limitation, (i) our ability to raise capital, and (ii) statements preceded by, followed by or that include the words "may," "would," "could," "should," "expects," "projects," "anticipates," "believes," "estimates," "plans," "intends," "targets" or similar expressions.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond our control) that could cause actual results to differ materially from those set forth in the forward-looking statements, including the following, general economic or industry conditions, nationally and/or in the communities

in which we may conduct business, changes in the interest rate environment, legislation or regulatory requirements, conditions of the securities markets, our ability to raise capital, changes in accounting principles, policies or guidelines, financial or political instability, acts of war or terrorism, other economic, competitive, governmental, regulatory and technical factors affecting our current or potential business and related matters.

Accordingly, results actually achieved may differ materially from expected results in these statements. Forward-looking statements speak only as of the date they are made. We do not undertake, and specifically disclaim, any obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.

## **General**

Dhanoa Minerals Ltd. (an exploration stage company) (the "Company") was incorporated under the laws of the State of Nevada on July 11, 2005. The Company is an Exploration Stage Company, as defined by Statement of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 915, *Development Stage Entities*. The Company's principal business is the acquisition and exploration of mineral resources located in the United States, Central and South America. The Company has not presently own any properties that contain mineral reserves that are economically recoverable. To date, the Company has not incurred any asset retirement obligations. It has yet to commence full-scale operations and it continues to develop its planned principal operations.

## **Plan of Operation**

We propose to acquire and develop mineral properties in the United States, Central and South America and Africa. Dhanoa is in the development stage and, to date, management has devoted substantially all of its time and effort to organizational and financing matters. Through the date hereof, we have not yet revenues from the sale of minerals from properties acquired and we have realized a net loss from operations. We did not generate revenues during the years ended September 30, 2011 and 2010, and our net loss from inception on July 11, 2005, through September 30, 2011 was \$10,179,788.

There can be no assurance that we will achieve commercial acceptance for any of our proposed activities in the future; that any revenues from the sale of minerals will materialize or be significant; that any sales will be profitable; or that we will have sufficient funds available for further development of our proposed activities. The likelihood of our success will also depend upon our ability to raise additional capital from equity and/or debt financing; to absorb the expenses and delays frequently encountered in the operation of a new business; and to succeed in the competitive environment in which we will operate. Although management intends to explore all available alternatives for equity and/or debt financing, including, but not limited to, private and public securities offerings, there can be no assurance that we will be able to generate additional capital. Our continuation as a going concern is dependent on our ability to generate sufficient cash flow to meet our obligations on a timely basis and, ultimately, to achieve profitability.

If we are unable to complete a merger or acquisition transaction, our goal is to continue to seek the acquisitions of properties and the financing to develop any mining projects.

## **Results of Operations**

### **Year Ended September 30, 2011 Compared to Year Ended September 30, 2010**

We had no revenues for the years ended September 30, 2011 and 2010. Our operating expenses for the year ended September 30, 2011, were \$339,423, as compared to \$357,459 during the year ended September 30, 2010. This decrease was due to the decrease of consulting services related to our operations. We had total other expenses for the year ended September 30, 2011 of \$12,111 compared to \$5,000 for the same period a year ago.

We had a net loss of \$351,534 for the year ended September 30, 2011, as compared to \$362,459 for the comparable period in 2010.

Additional funds will be needed to continue the Company's limited operations.

### **Liquidity and Capital**

As of September 30, 2011, we had total cash assets of \$63,537. We had total current liabilities of \$198,570 and working capital deficiency and stockholders' deficit of \$135,033 as of September 30, 2011. Losses accumulated during the development stage totaled \$10,179,788. Our financial statements are presented on the basis that Dhanoa is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable length of time. However, the Company has accumulated losses from operations and has the needs to raise additional financing in order to satisfy its vendors and other creditors and execute its business plan. These factors raise substantial doubt about our ability to continue as a going concern. Our future success will be dependent upon our ability to find mineral properties, finance the acquisitions and recover and sale enough minerals to cover our operating costs.. Should Dhanoa's efforts to raise additional capital through equity and/or debt financing fail, our President, Secretary and Treasurer, are expected to provide the necessary working capital so as to permit Dhanoa to continue as a going concern.

At September 30, 2011, the Company had no material operations and through the date of this filing, it has yet to obtain any other commitments for additional funding or to commence material business operations. Until the Company obtains the capital required to develop its proposed business and obtains the necessary revenues from future operations, the Company will depend on sources other than operating revenues to meet its operating and capital needs. Operating revenues may never satisfy these needs.

***2. Interim Periods. Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.***

See Management Discussion above.

### **C. Off-Balance Sheet Arrangements.**

***1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item XVI to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.***

The Company does not have any off-balance sheet arrangements.

- i. **The nature and business purpose to the issuer of such off-balance sheet arrangements;**

Not Applicable

- ii. **The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;**

Not Applicable

- iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and

Not Applicable

- iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.

Not Applicable

***2. As used in paragraph C of this Item XVI, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:***

- i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;

Not Applicable

- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;

Not Applicable

- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or

Not Applicable

- iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing,

liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

Not Applicable

## Part E Issuance History

### Item XVII List of securities offerings and shares issued for services in the past two years

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year. The list shall include all offerings of securities, whether private or public, and shall indicate:

Shareholder	Jurisdiction	Date	# of Shares Sold	Price Per share	Dollar Amount Sold	Nature of Offering
African Hunter	Nevada	12/21/2009	600,000	.01	\$60,000	Consulting Services
Lee A. Balak	Nevada	09/20/2011	105,000,000	.001	\$105,000	Consulting Services
Leading Edge Funding, Inc.	Nevada	09/20/2011	105,000,000	.001	\$105,000	Consulting Services
Biz2Biz.Com	Nevada	09/20/2011	40,000,000	.001	\$40,000	Consulting Services

## Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

### Item XVIII Material Contracts

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. Also include the following 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;

None

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;

None

3. **Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or**

None

4. **Any material lease under which a part of the property described in the disclosure statement is held by the issuer.**

None

- 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 issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.**

None

**Item XIX Articles of Incorporation and Bylaws**

- A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.**

Articles of Incorporation and Amendment to Articles of Incorporation have been posted on Pink Sheets.

- B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.**

The Company Bylaws have been posted on Pink Sheets.

**Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

- A. In the following tabular format, provide the information specified in paragraph (B) of this Item XX with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item XX) of shares or other units of any class of the issuer's equity securities.**

The Company has not made any purchase, made by or on behalf of the issuer, of shares or other units of any class of the issuer's equity securities.

ISSUER PURCHASES OF EQUITY SECURITIES				
Period	Column (a) Total Number of Shares (or Units) Purchased	Column (b) Average Price Paid per Share (or Unit)	Column (c) Total Number of Shares (or Units) Purchased as Part of Publicly	Column (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet

			Announced Plans or Programs	Be Purchased Under the Plans or Programs
<b>Month #1</b> (identify beginning and ending dates)	N/A	N/A	N/A	N/A
<b>Month #2</b> (identify beginning and ending dates)	N/A	N/A	N/A	N/A
<b>Month #3</b> (identify beginning and ending dates)	N/A	N/A	N/A	N/A
<b>Total</b>	N/A	N/A	N/A	N/A

**Item XXI Issuer's Certifications**

I, Russell Smith, **certify that:**

I have reviewed this Annual Disclosure Statement of Dhanoa Minerals Ltd.:

**1. 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, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and not misleading with respect to the period covered by this disclosure statement; and**


**2. 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.**

Signature:  \_\_\_\_\_

Date: December 8, 2011

**Name:** Russell Smith

**Title:** President

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the bottom, positioned to the right of the name and title text.