

## **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

### **MEDINAH MINERALS, INC.**

A State of Nevada Corporation

3021 East 98<sup>th</sup> Street, Suite 140

Indianapolis, IN 46280

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317-204-2020

www.medinah-minerals.com

[info@medinah-minerals.com](mailto:info@medinah-minerals.com)

primary and secondary SIC Codes are as follows:

1061; 1021; 1044; 1041

### **Quarterly Report**

**For the Period Ending: June 30, 2022**

(the "Reporting Period")

As of June 30, 2022, the number of shares outstanding of our Common Stock was:

2,882,282,073

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

2,882,282,073

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

2,882,282,073

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

**1) Name and address(es) of the issuer and its predecessors (if any)**

Medinah Minerals, Inc. (referred to as Medinah or the Company throughout the report)

The issuer was organized under the corporate laws of the State of Nevada on October 6, 1989

The issuer current standing in the State of Nevada is: **Active**

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

**NONE**

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

**NONE**

The address(es) of the issuer's principal executive office:

3021 East 98<sup>th</sup> Street, Suite 140

Indianapolis, IN 46280

The address(es) of the issuer's principal place of business:

*Check box if principal executive office and principal place of business are the same address:* ☒

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

**2) Security Information**

Trading symbol:

**MDMN**

Exact title and class of securities outstanding: **Common Stock**

CUSIP: **58489M 10 9**

Par or stated value: **\$0.001**

Total shares authorized: 3,000,000,000 as of June 30, 2022

Total shares outstanding: 2,882,282,073 as of June 30, 2022

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Number of shares in the Public Float<sup>2</sup>: 2,741,338,909 as of June 30, 2022

Total number of shareholders of record: 3,822 shareholders of-record as of June 30, 2022, and an unknown number of beneficial shareholders that own their shares via DTC

*All additional class(es) of publicly traded securities (if any):*

Trading Symbol: N/A

Exact title and class of securities outstanding: **Preferred Non-Voting Stock**

CUSIP: N/A

Par or Stated Value: \$.001 per share.

Total shares authorized: 100,000,000 as of June 30, 2022

Total shares outstanding: 0 as of June 30, 2022

#### Transfer Agent

Name: **Pacific Stock Transfer**

Phone: 800-785-7782

Email: [info@pacificstocktransfer.com](mailto:info@pacificstocktransfer.com)

Address: 6725 Via Austi Parkway, Suite 300

Las Vegas, NV 89119

Web: [www.pacificstocktransfer.com](http://www.pacificstocktransfer.com)

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services.

#### A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☒

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>December 31, 2020</u> Common: <u>2,882,282,073</u> Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount to market price at	Individual/ Entity Shares were issued to (entities must have individual with voting /	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

	returned to treasury)			share) at Issuance	the time of issuance? (Yes/No)	investment control disclosed).	Services Provided		
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date: August 11, 2022, Common: <u>2,882,282,073</u>									
Preferred: <u>0</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2022, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2020, through June 30, 2022, pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

NONE

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

Use the space below to provide any additional details, including footnotes to the table above:

NONE

## 4) Financial Statements

A. The following financial statements were prepared in accordance with:

☒ U.S. GAAP

☐ IFRS

B. The financial statements for this reporting period were prepared by (Julie Stead, CPA)<sup>4</sup>:

Julie Stead, CPA

Accountant

Turning Point

Relationship to Issuer: **Accountant**

The Company's financials for the period ending June 30, 2022, are incorporated by reference, and posted on OTCIQ.com. In addition, please see the "Disclosure Warnings" in section 5A, below.

## **5) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations: Medinah is essentially a company that holds stock in different companies.

Medinah has no business operations and was the owner of a 24.217% equity stake in AURYN, now it owns smaller stakes in two public companies which are Auryn Mining Corporation (AUMC) and American Sierra Gold Corp. (AMNP). AURYN is a private Chilean mining company that owned 100% of the Altos de Lipangue Mining District. In 2018, AURYN mining entered into an agreement with Cerro Dorado, Inc. (CDCH) in which 95% of AURYN Mining's assets were transferred to CDCH in exchange for 6,650,000,000 shares of CDCH Stock.

In August 2018, Cerro Dorado, Inc. announced a 100-to-1 reverse split, a name change and symbol change. In the third quarter 2018, CDCH began trading under the ticker AUMC. With the implantation of the 100-to-1 reverse split, AURYN mining has 70,000,000 common shares authorized and issued, and 5,000 preferred shares authorized and issued. With the reverse stock split, Medinah's investment in AUMC through its ownership in AURYN decreased from 1,652,420,000 shares to 16,524,200 shares. On October 1, 2018, Medinah transferred 600,000 of its AURYN shares to the Board of Directors for Medinah in exchange for services performed, reducing their share ownership to 16,104,200 and reducing its percentage ownership to 24.217%.

As a minority shareholder in AUMC, Medinah's rights are limited. Medinah is responsible for its pro-rata share of AUMCs capital costs and Medinah's ownership in AUMC is subject to dilution should Medinah not be able to meet any cash calls.

In addition to 16,104, 200 shares in AUMC, Medinah owns 9,950,000 shares of American Sierra Gold Corp (AMNP) and another 171,000 shares of Auryn Mining Corporation (AUMC). Through a settlement with Leslie Price, Medinah will own an additional 600,000 of AMNP and 165,000 of AUMC which are expected to be converted to Medinah's name.

Once converted, Medinah will own 10,550,000 shares of AMNP and 16,440,200 shares of AUMC. Medinah is essentially a company that holds stock in different companies.

The Company's shares in AMNP and AUMC are relatively illiquid given the trading volume of each of the stocks. Investing in specific mining companies is filled with company risk and geological risk. There is no guarantee that American Sierra, or AURYN Mining Corporation will be successful in their endeavors.

The Company has no plans for any future business operations, nor does it plan to acquire any other assets.

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<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

## Disclosure Warnings

On August 23, 2016, the Company discovered share issuance discrepancies with what the Company's prior officers and directors were reporting through its public disclosures and what the Company's transfer agent had on its books. New management self-reported these findings to the SEC and FINRA.

These discrepancies resulted in several legal disputes and raised questions regarding the validity of many of the board resolutions and share issuances by the Company from inception through June 2016. Many of the questionable share issuances were conducted with "good faith" investors who subsequently sold their stock. Rather than spend resources on a dubious recovery effort, management focused on negotiating mutual agreements for some of the larger blocks of stock. In addition, some shareholders who were also victims of the questionable share issuances voluntarily returned stock. Current management also brought legal action against the parties it felt were primarily responsible for the discrepancies.

The questionable share issuances and litigation has significantly damaged the Company's capital structure. However, current management believes expending further resources in recovery of shares or damages will not provide a commensurate return. Therefore, it has settled its legal actions and accepts the current capital structure as reported.

B. Please list any subsidiaries, parents, or affiliated companies.

Medinah has no subsidiaries, parents, or affiliated companies.

C. Describe the issuers' principal products or services.

As of June 30, 2022, Medinah's only business is holding shares in AUMC and AMNP.

## **6) Issuer's Facilities**

The Company has no facilities.

## **7) Company Insiders (Officers, Directors, and Control Persons)**

As of June 30, 2022:

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Raul M. Del Solar</u>	<u>President &amp; Treasurer, Director</u>	<u>Lima/Peru</u>	<u>0</u>	_____	_____	_____
Italo Volante	<u>Secretary</u>	<u>Santiago/Chile</u>	<u>0</u>	_____	_____	_____
Masglas Limited (Control person is Maurizio Cordova)	<u>Owner of more than 5%</u>	<u>Santiago, Chile</u>	218,783,318	<u>Common Stock</u>	<u>7.6%</u>	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

On March 31, 2019, Mr. Gary Goodin tender his resignation from all positions with Medinah and was accepted by the Board of Directors. Mr. Raul Del Solar and Mr. Italo Volante will continue as Directors and Officers of the company

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 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);

NO

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;

NO

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

NO

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.

YES Mr. Raul Del Solar was the President of Brick Investment Advisors in Miami, FL on July 11, 2014, when the Florida Office of Financial regulation revoke the company's registration as well as Mr. Del Solar registration because he did not request a hearing on time for an administrative complaint. Mr. Del Solar never had a customer complaint during his over 4 years with Brick Investment Advisors nor is he prevented from working for a securities firm or from acting as a director or officer of an issuer of securities.

## B. Legal proceedings

The Company has settled its legal disputes filed in Vancouver, BC with Les Price, Pamela Fitzpatrick, GXK Ventures Inc., and MMC Mines Inc. The following lawsuits have been dismissed with prejudice:

- *Medinah Minerals, Inc. vs. Les Price, Pamela Fitzpatrick, GXK Ventures Inc., MMC Mines Inc., et al.*
- *Leslie Price vs. Medinah Minerals, Inc.*
- *GXK Ventures Inc. vs. Medinah Minerals, Inc.*

As part of the settlement, Leslie Price turned over the stock he owns in the following companies to the benefit of Medinah Minerals, Inc.:

- Medinah Minerals, Inc.,
- American Sierra Gold Corp.,
- Cerro Dorado, Inc. (now AURYN Mining Corporation),
- AURYN Mining Chile SpA, and

Pamela Fitzpatrick has turned over all of the stock she owns in Medinah Minerals, Inc. for the Company's benefit.

Furthermore, Price is prohibited from communicating with the shareholders of any of the aforementioned companies regarding any of the companies' business affairs without authorization.

The Company has settled its legal dispute with Okanadian Management Corp. As a result, Okanadian has dismissed with prejudice:

- *Okanadian Management Corp. vs. Medinah Minerals, Inc., Leslie Price, MMC Mines, et al.*

As part of the settlement, the Company has issued 50,000,000 shares of restricted common stock to Okanadian Management Corp. Okanadian Management Corp has returned its 100,000 shares of preferred stock in Medinah Minerals, Inc. to the Company.

In the Okanadian litigation matter, Medinah Minerals, Inc. filed cross claims against Les Price and MMC Mines, Inc. On October 2, 2017, the District Court for Clark County, Nevada, ordered judgement in favor of Medinah, and against Les Price and MMC Mines, Inc., jointly and severally, in the amounts of \$217,094.95 for damages and \$190,902.00 for legal fees, for a total amount of \$407,996.95, plus pre and post judgment interest.

The Company remains as a party to a legal dispute with former officer and director, Russell Godwin.

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

#### **Morgan E. Petitti, Esq.**

118 W. Streetsboro Street, # 317

Hudson, Ohio 44236

Telephone: 330.697.8548

E-Mail: [PetittiLaw@gmail.com](mailto:PetittiLaw@gmail.com)

### Accountant or Auditor

Julie Stead, CPA

Turning Point

811 1<sup>st</sup> Avenue, #200

Seattle, WA 98104

206-757-3001

[JulieS@turning-point.com](mailto:JulieS@turning-point.com)

### Investor Relations

Investor relations are handled directly by company management.

### Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

NONE



**10) Issuer Certification**

*Principal Executive Officer:*

I, Raul M Del Solar certify that:

1. I have reviewed this Annual Disclosure Statement of Medinah Minerals Inc. containing information as of June 30, 2022
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.

August 11, 2022

*Raul M Del Solar*

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Raul M. Del Solar

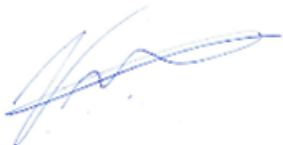
President & Treasurer, Director

*Principal Financial Officer:*

I, Italo Volante certify that:

1. I have reviewed this Annual Disclosure Statement of Medinah Minerals Inc. containing information as of June 30, 2022
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.

August 11, 2022



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Italo Volante

Secretary, Director