

SECURITIES AND EXCHANGE COMMISSION

FORM S-1

General form of registration statement for all companies including face-amount certificate companies

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

EAUKER MINERALS CORP.

(Exact name of registrant as specified in its charter)

Nevada
(State or jurisdiction of incorporation or
organization)

1090
Primary Standard Industrial Classification Code
Number

27-3158665
IRS Employer Identification
Number

**1422 Beech Tree Drive
Green Bay, WI 54304
Telephone: (920) 737-0999**
(Address and telephone number of principal executive offices)

**Incsmart.biz, Inc.
4421 Edward Avenue
Las Vegas, Nevada 89108
Telephone: (702) 403-8432**
(Name, address and telephone number of agent for service)

with a copy to:

**Anthony Giordano
103-45 Lefferts Blvd., Suite 5
Richmond Hill, NY 11419
Telephone: (516) 993-6713 Facsimile: (516) 570-3722**

Approximate date of proposed sale to the public: **as soon as practicable after the effective date of this Registration Statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ **Smaller reporting company ☒**

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO PROPOSED BE REGISTERED	MAXIMUM PROPOSED OFFERING PRICE PER SHARE	MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE (1)
Common Stock	330,000	\$0.10 per share	\$33,000.00	\$4.50

- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SECTION 8(a), MAY DETERMINE.

The information in this prospectus is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, Dated January __, 2013

PROSPECTUS

EAUKER MINERALS CORP.

330,000 SHARES OF COMMON STOCK

Before this offering there has been no public market for our common stock.

This Prospectus relates to the resale by selling shareholders of up to 330,000 shares of our common stock currently outstanding. Approximately 33 of our shareholders are offering shares of our common stock to the public by means of this Prospectus.

The selling shareholders will sell at a price of \$0.10 per share until our shares are quoted on FINRA's Over the Counter Bulletin Board and thereafter at prevailing market prices or privately negotiated prices. There is no guarantee that our shares will ever become quoted on the Over the Counter Bulletin Board. The purchaser in this offering may be receiving an illiquid security.

Our common stock is presently not traded on any national securities exchange or the NASDAQ Stock Market. We do not intend to apply for listing on any national securities exchange or the NASDAQ stock market. The purchaser in this offering may be receiving an illiquid security.

An investment in our common stock is speculative. See "Risk Factors" starting at page 6 of this Prospectus.

We are an "emerging growth company" as defined in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act") and have elected to comply with certain reduced public company reporting requirements for future filings.

Investing in our common stock involves a high degree of risk and should only be purchased by those who can afford to lose their entire investment.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offense.

The Date of This Prospectus Is: January __, 2013

Table of Contents

	PAGE
<u>Summary</u>	<u>5</u>
<u>Risk Factors</u>	<u>6</u>
<u>Forward-Looking Statements</u>	<u>11</u>
<u>Use of Proceeds</u>	<u>11</u>
<u>Determination of Offering Price</u>	<u>12</u>
<u>Dilution</u>	<u>12</u>
<u>Selling Shareholders</u>	<u>12</u>

<u>Plan of Distribution</u>	<u>13</u>
<u>Description of Securities</u>	<u>14</u>
<u>Interest of Named Experts and Counsel</u>	<u>15</u>
<u>Description of Business</u>	<u>15</u>
<u>Legal Proceedings</u>	<u>28</u>
<u>Market for Common Equity and Related Stockholder Matters</u>	<u>28</u>
<u>Plan of Operations</u>	<u>30</u>
<u>Changes in and Disagreements with Accountants</u>	<u>31</u>
<u>Available Information</u>	<u>31</u>
<u>Directors, Executive Officers, Promoters and Control Persons</u>	<u>31</u>
<u>Executive Compensation</u>	<u>32</u>
<u>Security Ownership of Certain Beneficial Owners and Management</u>	<u>33</u>
<u>Certain Relationships and Related Transactions</u>	<u>33</u>
<u>Disclosure of Commission Position of Indemnification for Securities Act Liabilities</u>	<u>33</u>
<u>Financial Statements</u>	<u>34</u>

Summary

The following summary is not complete and does not contain all of the information that may be important to you. You should read the entire prospectus before making an investment decision to purchase our common shares. All dollar amounts refer to United States dollars unless otherwise indicated.

We are a startup mineral exploration company. We have had no revenues as of the end of our most recent fiscal year and we have only recently begun operations.

We were incorporated in the State of Nevada on July 1, 2010.

Our principal offices are located at 1422 Beech Tree Drive, Green Bay, Wisconsin 54304. Our telephone number is (920) 737-0999.

We are engaged in the acquisition and exploration of mineral properties in Canada. Currently, we hold the placer prospecting lease on 4 mining claims, located in Whitehorse, Yukon, Canada. The names of the 4 mining claims are: Bob, Dio, Joe and Zee.

The Offering:

Securities Offered	Up to 330,000 common shares offered by selling shareholders
Initial Offering Price	The selling shareholders will sell our shares at \$0.10 per share until our shares are quoted on the OTC Bulletin Board, and thereafter at prevailing market prices or privately negotiated prices. We determined this offering price arbitrarily by adding a \$0.09 premium to the last sale price of our common stock to investors. Currently the company is not listed on the OTCBB and there is no assurance that the stock will ever be listed.
Minimum Number of Shares to be Sold in this Offering	None.
Termination of the Offering	The offering will conclude when all of the 330,000 shares of common stock have been sold, the shares no longer need to be registered to be sold due to the operation of Rule 144 or we decide at any time to terminate the registration of the shares at our sole discretion. In any event, the offering shall be terminated no later than two years from the effective date of this registration statement.
Securities Issued And to be Issued	10,330,000 shares of our common stock are issued and outstanding as of the date of this prospectus. All of the common stock to be sold under this prospectus will be sold by existing shareholders.
Use of Proceeds	We will not receive any proceeds from the sale of the common stock by the selling shareholders.

Summary Financial Information

The following financial information summarizes the more complete historical financial information at the end of this prospectus.

	November 30, 2011 (audited)	As of August 31, 2012 (unaudited)
Balance Sheet		
Total		
Assets	\$ 331	\$ 5,364
Total Liabilities	\$ 63,284	\$ 80,481
Stockholders' Deficit	\$ 75,117	\$ 62,953
	For the three months ended August 31, 2012 (unaudited)	Period from inception (July 1, 2010) to August 31, 2012 (unaudited)
Income Statement		
Revenue	\$ -	\$ -
Total Operating Expenses	\$ (4,319)	\$ (88,417)
Net Loss	\$ (4,319)	\$ (88,417)

Risk Factors

An investment in our common stock involves a high degree of risk. You should carefully consider the risks described below and the other information in this prospectus before investing in our common stock. If any of the following risks occur, our business, operating results and financial condition could be seriously harmed. The trading price of our common stock, when and if we trade at a later date, could decline due to any of these risks, and you may lose all or part of your investment.

RISKS RELATED TO OUR COMPANY

BECAUSE WE HAVE ONLY RECENTLY COMMENCED BUSINESS OPERATIONS, WE HAVE NO HISTORY OF EARNINGS AND NO FORESEEABLE EARNINGS, AND WE MAY NEVER ACHIEVE PROFITABILITY OR PAY DIVIDENDS.

We were incorporated on July 1, 2010, and to date have been involved primarily in organizational activities, evaluating resource projects and acquiring our mining claims. Therefore, our ability to operate our business successfully remains untested. If we are successful in developing our properties, we anticipate that we will retain future earnings and other cash resources for the future operation and development of our business as appropriate. We do not currently anticipate declaring or paying any cash dividends in the foreseeable future. Payment of any future dividends is solely at the discretion of our board of directors, which will take into account many factors including our operating results, financial conditions and anticipated cash needs. For these reasons, we may never achieve profitability or pay dividends.

BECAUSE WE DO NOT HAVE ANY REVENUES, WE EXPECT TO INCUR OPERATING LOSSES FOR THE FORESEEABLE FUTURE.

We have never earned revenues and we have never been profitable. Prior to completing exploration on our mineral properties, we anticipate that we will incur increased operating expenses without realizing any revenues. We therefore expect to incur significant losses into the foreseeable future. If we are unable to generate financing to continue the exploration of our mineral claims, we will fail and you will lose your entire investment in this offering.

IF OUR COSTS OF EXPLORATION ARE GREATER THAN ANTICIPATED, THEN WE WILL NOT BE ABLE TO COMPLETE THE EXPLORATION PROGRAM FOR OUR MINING CLAIMS WITHOUT ADDITIONAL FINANCING, OF WHICH THERE IS NO ASSURANCE THAT WE WOULD BE ABLE TO OBTAIN.

We are proceeding with the initial phase of the exploration program on the properties covered by our four mining claims. The exploration program includes a budget of estimated costs. However, there is no assurance that our actual costs will not exceed the budgeted costs. Factors that could cause actual costs to exceed budgeted costs include increased prices due to competition for personnel and supplies during the Whitehorse winter mining season, unanticipated problems in completing the exploration program and delays experienced in completing the exploration program. Increases in exploration costs could result in us not being able to carry out our exploration program without additional financing. There is no assurance that we would be able to obtain additional financing in this event.

BECAUSE OF THE SPECULATIVE NATURE OF EXPLORATION OF MINING PROPERTIES, THERE IS SUBSTANTIAL RISK THAT NO COMMERCIALLY EXPLOITABLE MINERALS WILL BE FOUND AND OUR BUSINESS WILL FAIL.

We are in the initial stages of exploration of the properties covered by our mining claims, and thus have no way to evaluate the likelihood that we will be successful in establishing commercially exploitable reserves of gold or other valuable minerals on the property. Potential investors should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The search for valuable minerals as a business is extremely risky. We may not find commercially exploitable reserves of gold or other minerals on the property. Exploration for minerals is a speculative venture necessarily involving substantial risk. The expenditures to be made by us on our exploration program may not result in the discovery of commercial quantities of ore. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the mineral properties that we plan to undertake. Problems such as unusual or unexpected formations, the inability to obtain suitable or adequate machinery, equipment or labor, and other risks involved in mineral exploration, often result in unsuccessful exploration efforts. In such a case, we would be unable to complete our business plan. In addition, any determination that the property contains commercially recoverable quantities of ore may not be reached until such time that final comprehensive feasibility studies have been concluded that establish that a potential mine is likely to be economically viable. There is a substantial risk that any preliminary or final feasibility studies carried out by us will not result in a positive determination that the property can be commercially developed.

OUR EXPLORATION ACTIVITIES MAY NOT BE COMMERCIALY SUCCESSFUL, WHICH COULD LEAD US TO ABANDON OUR PLANS TO DEVELOP OUR PROPERTIES AND OUR INVESTMENTS IN EXPLORATION.

Our long-term success depends on our ability to establish commercially recoverable quantities of ore on the properties that are the subject of our mining claims. Mineral exploration is highly speculative in nature, involves many risks and is frequently non-productive. Substantial expenditures are required to establish proven and probable reserves through drilling and analysis, to develop metallurgical processes to extract metal, and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which fluctuate widely; and government regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. We may invest significant capital and resources in exploration activities and abandon such investments if it is unable to identify commercially exploitable mineral reserves. The decision to abandon a project may reduce the trading price of our common stock and impair our ability to raise future financing. We cannot provide any assurance to investors that we will discover or acquire any mineralized material in sufficient quantities on any of our properties to justify commercial operations. Further, we will not be able to recover the funds that we spend on exploration if we are not able to establish commercially recoverable quantities of ore on our properties.

WE WILL REQUIRE SIGNIFICANT ADDITIONAL FINANCING IN ORDER TO CONTINUE OUR EXPLORATION ACTIVITIES AND OUR ASSESSMENT OF THE COMMERCIAL VIABILITY OF OUR PROPERTIES. EVEN IF WE DISCOVER COMMERCIAL RESERVES OF PRECIOUS METALS ON OUR MINERAL PROPERTIES, WE CAN PROVIDE NO ASSURANCE THAT WE WILL BE ABLE TO SUCCESSFULLY ADVANCE OUR MINING CLAIMS INTO COMMERCIAL PRODUCTION.

The properties that are the subject of our mining claims in Whitehorse do not contain any known bodies of ore. Our business plan calls for significant expenditures in connection with the exploration of the properties. We will, however, require additional financing in order to complete the remaining phases of the exploration programs, and to conduct the economic evaluation that would be necessary for us to assess whether sufficient mineral reserves exist to justify commercial exploitation of our mining claims. We currently are in the exploration stage and have no revenue from operations. We currently do not have any arrangements in place for additional financing, and we may not be able to obtain financing on terms that are acceptable to us, or at all. If we are unable to obtain additional financing, we will not be able to continue our exploration activities and our assessment of the commercial viability of our properties. Further, if we are able to establish that development of our properties is commercially viable, our inability to raise additional financing at this stage would result in our inability to place the particular property or properties into production and recover our investment.

AS WE UNDERTAKE EXPLORATION OF OUR MINING CLAIMS, WE WILL BE SUBJECT TO COMPLIANCE WITH GOVERNMENT REGULATION THAT MAY INCREASE THE ANTICIPATED TIME AND COST OF OUR EXPLORATION PROGRAM.

There are several governmental regulations that materially restrict the exploration of minerals. We will be subject to the mining laws and regulations of the Whitehorse Region as we carry out our exploration program. We may be required to obtain work permits, post bonds and perform remediation work for any physical disturbance to the land in order to comply with these regulations.

BECAUSE ACCESS TO OUR MINING CLAIMS IS OFTEN RESTRICTED BY INCLEMENT WEATHER, WE WILL BE DELAYED IN OUR EXPLORATION AND ANY FUTURE MINING EFFORTS.

Access to the properties that are the subject of our mining claims is restricted to the period between November extending into April of each year due to snow and storms in the area. As a result, any attempts to visit, test or explore the property are largely limited to the few months out of the year when weather permits such activities. These limitations can result in significant delays in exploration efforts, as well as mining and production in the event that commercial amounts of minerals are found. This may cause our business venture to fail and the loss of your entire investment in our common stock.

CURRENT GLOBAL FINANCIAL CONDITIONS HAVE MADE ACCESS TO FINANCING MORE DIFFICULT.

Since the fall of 2008 there has been severe deterioration in global credit and equity markets. This has resulted in the need for government intervention in major banks, financial institutions and insurers, and has also led to greater volatility, increased credit losses and tighter credit conditions. These unprecedented disruptions in the credit and financial markets have had a significant adverse impact on a number of financial institutions and have limited access to capital and credit for many companies. These disruptions could, among other things, make it more difficult for us to obtain, or increase our cost of obtaining, capital and financing for our operations.

WE ARE SUBJECT TO RISKS INHERENT IN THE MINING INDUSTRY AND AT PRESENT WE DO NOT HAVE ANY INSURANCE AGAINST SUCH RISKS. ANY LOSSES WE MAY INCUR THAT ARE ASSOCIATED WITH SUCH RISKS MAY CAUSE US TO INCUR SUBSTANTIAL COSTS WHICH WILL HAVE A MATERIAL ADVERSE EFFECT UPON OUR RESULTS OF OPERATIONS.

Any mining operations that we may undertake in the future will be subject to risks normally encountered in the mining business. Mining for gold and other valuable minerals is generally subject to a number of risks and hazards including environmental hazards, industrial accidents, labor disputes, unusual or unexpected geological conditions, pressures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, blizzards and earthquakes. At the present we do not intend to obtain insurance coverage and even if we were to do so, no assurance can be given that such insurance will continue to be available or that it will be available at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to companies in the mining industry on acceptable terms. We might also become subject to liability for pollution or other hazards which may not be insured against or which we may elect not to insure against because of premium costs or other reasons. Losses from these events may cause us to incur significant costs that could have a material adverse effect upon our financial performance and results of operations. Such costs could potentially exceed our asset value and cause us to liquidate all of our assets, resulting in the loss of your entire investment in our common stock.

IF WE DO NOT FIND A JOINT VENTURE PARTICIPANT FOR THE CONTINUED DEVELOPMENT OF OUR MINING CLAIMS, WE MAY NOT BE ABLE TO ADVANCE THE EXPLORATION WORK.

If the initial results of our mineral exploration program are successful, we may try to enter into a joint venture agreement with a third party for the further exploration and possible production of the properties covered by our mining claims. We would face competition from other junior mineral resource exploration companies if we attempt to enter into a joint venture agreement with a third party. A prospective joint venture participant could have a limited ability to enter into joint venture agreements with junior exploration companies, and will seek the junior exploration companies who have the properties that it deems to be the most attractive in terms of potential return and investment cost. In addition, if we entered into a joint venture agreement, we would likely assign a percentage of our interest in the mining claims to the joint venture participant. If we are unable to enter into a joint venture agreement with a third party, we may fail and you will lose your entire investment in our common stock.

WE RELY ON OUR MEMBER OF MANAGEMENT, THE LOSS OF WHOSE SERVICES WOULD HAVE A MATERIAL ADVERSE EFFECT ON OUR SUCCESS AND DEVELOPMENT.

Our success depends to a certain degree upon our only member of management. This individual is a significant factor in our growth and success. The loss of the service of our manager could have a material adverse effect on us. In particular, our success is highly dependent upon the efforts of our sole officer and sole director, the loss of whose services would have a material adverse effect on our success and development.

BECAUSE OUR DIRECTOR AND OFFICER HAVE NO EXPERIENCE IN MINERAL EXPLORATION AND DO NOT HAVE FORMAL TRAINING SPECIFIC TO THE TECHNICALITIES OF MINERAL EXPLORATION, THERE IS A HIGHER RISK OUR BUSINESS WILL FAIL.

Our sole officer and director has no experience in mineral exploration and does not have formal training as a geologist or in the technical aspects of management of a mineral exploration company. As a result of this inexperience there is a higher risk of our being unable to complete our business plan for the exploration of our mining claims. In addition, we will have to rely on the technical services of others with expertise in geological exploration in order for us to carry out planned exploration program. If we are unable to contract for the services of such individuals, it will make it difficult and maybe impossible to pursue our business plan. There is thus a higher risk that our operations, earnings and ultimate financial success could suffer irreparable harm and our business will likely fail and you will lose your entire investment in our common stock.

BECAUSE OUR MANAGER LACKS TECHNICAL TRAINING AND EXPERIENCE WITH EXPLORING FOR, STARTING AND/OR OPERATING A MINE, THERE IS A HIGHER RISK OUR BUSINESS WILL FAIL.

Our manager lacks technical training and experience with exploring for, starting and/or operating a mine. With no direct training or experience in these areas, our manager may not be fully aware of many of the specific requirements related to working within this industry. Our manager's decisions and choices may not take into account standard engineering or managerial approaches which mineral exploration companies commonly use. Consequently, our operations, earnings and ultimate financial success could suffer irreparable harm due to our manager's lack of experience in the industry.

BECAUSE OF THE FIERCELY COMPETITIVE NATURE OF THE MINING INDUSTRY WE MAY BE UNABLE TO MAINTAIN OR ACQUIRE ATTRACTIVE MINING PROPERTIES ON ACCEPTABLE TERMS WHICH WILL MATERIALLY AFFECT OUR FINANCIAL CONDITION.

The mining industry is competitive in all of its phases. We face strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities. As a result of this competition, we may be unable to maintain or acquire attractive mining properties on terms we consider acceptable or at all. Consequently, our revenues, operations and financial condition could be materially adversely affected.

BECAUSE OUR EXECUTIVE OFFICER HAS OTHER BUSINESS INTERESTS, HE MAY NOT BE ABLE OR WILLING TO DEVOTE A SUFFICIENT AMOUNT OF TIME TO OUR BUSINESS OPERATION, CAUSING OUR BUSINESS TO FAIL.

Our executive officer is spending only approximately 10% of his business time on providing management services to us. While our officer presently possesses adequate time to attend to our interests, it is possible that the demands on him from her other obligations could increase with the result that they would no longer be able to devote sufficient time to the management of our business. This could negatively impact our business development.

THE RECENTLY ENACTED JOBS ACT WILL ALLOW US TO POSTPONE THE DATE BY WHICH WE MUST COMPLY WITH SOME OF THE LAWS AND REGULATIONS INTENDED TO PROTECT INVESTORS AND TO REDUCE THE AMOUNT OF INFORMATION WE PROVIDE IN OUR REPORTS FILED WITH THE SEC, WHICH COULD UNDERMINE INVESTOR CONFIDENCE IN OUR COMPANY AND ADVERSELY AFFECT THE MARKET PRICE OF OUR COMMON STOCK.

For so long as we remain an "emerging growth company" as defined in the JOBS Act, we may take advantage of certain exemptions from various requirements that are applicable to public companies that are not "emerging growth companies" including:

- the provisions of Section 404(b) of the Sarbanes-Oxley Act requiring that our independent registered public accounting firm provide an attestation report on the effectiveness of our internal control over financial reporting;
- the "say on pay" provisions (requiring a non-binding shareholder vote to approve compensation of certain executive officers) and the "say on golden parachute" provisions (requiring a non-binding shareholder vote to approve golden parachute arrangements for certain executive officers in connection with mergers and certain other business combinations) of the Dodd-Frank Act and some of the disclosure requirements of the Dodd-Frank Act relating to compensation of its chief executive officer;
- the requirement to provide detailed compensation discussion and analysis in proxy statements and reports filed under the Securities Exchange Act of 1934, and instead provide a reduced level of disclosure concerning executive compensation; and

- any rules that may be adopted by the Public Company Accounting Oversight Board requiring mandatory audit firm rotation or a supplement to the auditor's report on the financial statements.

We may take advantage of these exemptions until we are no longer an “emerging growth company.” We would cease to be an “emerging growth company” upon the earliest of: (i) the first fiscal year following the fifth anniversary of this offering; (ii) the first fiscal year after our annual gross revenues are \$1 billion or more; (iii) the date on which we have, during the previous three-year period, issued more than \$1 billion in non-convertible debt securities; or (iv) as of the end of any fiscal year in which the market value of our common stock held by non-affiliates exceeded \$700 million as of the end of the second quarter of that fiscal year.

Although we are still evaluating the JOBS Act, we currently intend to take advantage of some, but not all, of the reduced regulatory and reporting requirements that will be available to us so long as we qualify as an “emerging growth company.” For example, we have irrevocably elected not to take advantage of the extension of time to comply with new or revised financial accounting standards available under Section 102(b) of the JOBS Act. Our independent registered public accounting firm will not be required to provide an attestation report on the effectiveness of our internal control over financial reporting so long as we qualify as an “emerging growth company,” which may increase the risk that weaknesses or deficiencies in our internal control over financial reporting go undetected. Likewise, so long as we qualify as an “emerging growth company,” we may elect not to provide you with certain information, including certain financial information and certain information regarding compensation of our executive officers, that we would otherwise have been required to provide in filings we make with the SEC, which may make it more difficult for investors and securities analysts to evaluate our company. We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock, and our stock price may be more volatile and may decline.

RISKS RELATED TO OUR COMMON STOCK

THERE IS NO ACTIVE TRADING MARKET FOR OUR COMMON STOCK AND IF A MARKET FOR OUR COMMON STOCK DOES NOT DEVELOP, OUR INVESTORS WILL BE UNABLE TO SELL THEIR SHARES.

There is currently no active trading market for our common stock and such a market may not develop or be sustained. We currently plan to have our common stock quoted on FINRA's OTC Bulletin Board upon the effectiveness of this registration statement of which this prospectus forms a part. In order to do this, a market maker must file a Form 15c-211 to allow the market maker to make a market in our shares of common stock. At the date hereof we are not aware that any market maker has any such intention. However, we cannot provide our investors with any assurance that our common stock will be traded on the OTC Bulletin Board or, if traded, that a public market will materialize. Further, the OTC Bulletin Board is not a listing service or exchange, but is instead a dealer quotation service for subscribing members. If our common stock is not quoted on the OTC Bulletin Board or if a public market for our common stock does not develop, then investors may not be able to resell the shares of our common stock that they have purchased and may lose all of their investment. If we establish a trading market for our common stock, the market price of our common stock may be significantly affected by factors such as actual or anticipated fluctuations in our operation results, general market conditions and other factors. In addition, the stock market has from time to time experienced significant price and volume fluctuations that have particularly affected the market prices for the shares of developmental stage companies, which may materially adversely affect the market price of our common stock.

OUR STOCK IS A PENNY STOCK. TRADING OF OUR STOCK MAY BE RESTRICTED BY THE SEC'S PENNY STOCK REGULATIONS AND THE NASD'S SALES PRACTICE REQUIREMENTS, WHICH MAY LIMIT A STOCKHOLDER'S ABILITY TO BUY AND SELL OUR STOCK.

Our common stock will be subject to the "Penny Stock" Rules of the Securities and Exchange Commission (the "SEC"), which will make transactions in our common stock cumbersome and may reduce the value of an investment in our common stock.

We currently plan to have our common stock quoted on the OTC Bulletin Board, which is generally considered to be a less efficient market than markets such as NASDAQ or the national exchanges, and which may cause difficulty in conducting trades and difficulty in obtaining future financing. There is no assurance of when, if ever, our stock will be listed on an exchange. Further, our securities will be subject to the "penny stock rules" adopted pursuant to Section 15(g) of the *Securities Exchange Act of 1934*, as amended. The penny stock rules apply generally to companies whose common stock trades at less than \$5.00 per share, subject to certain limited exemptions. Such rules require, among other things, that brokers who trade "penny stock" to persons other than "established customers" complete certain documentation, make suitability inquiries of investors and provide investors with certain information concerning trading in the security, including a risk disclosure document and quote information under certain circumstances. Many brokers have decided not to trade "penny stock" because of the requirements of the "penny stock rules" and, as a result, the number of broker-dealers willing to act as market makers in such securities is limited. In the event that we remain subject to the "penny stock rules" for any significant period, there may develop an adverse impact on the market, if any, for our securities. Because our securities are subject to the "penny stock rules," investors will find it more difficult to dispose of our securities. Further, it is more difficult: (i) to obtain accurate quotations, (ii) to obtain coverage for significant news events because major wire services, such as the Dow Jones News Service, generally do not publish press releases about such companies, and (iii) to obtain needed capital.

Forward-Looking Statements

This prospectus contains forward-looking statements that involve risks and uncertainties, including statements regarding our capital needs, business plans and expectations. Such forward-looking statements involve risks and uncertainties regarding the market price of gold and other valuable minerals, availability of funds, government regulations, operating costs, exploration costs, outcomes of exploration programs and other factors. Forward-looking statements are made, without limitation, in relation to operating plans, property exploration and development, availability of funds, environmental reclamation, operating costs and permit acquisition. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may", "will", "should", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential" or "continue", the negative of such terms or other comparable terminology. Actual events or results may differ materially. In evaluating these statements, you should consider various factors, including the risks outlined in this prospectus. These factors may cause our actual results to differ materially from any forward-looking statement. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding our business plans, our actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. We do not intend to update any of the forward-looking statements to conform these statements to actual results, except as required by applicable law, including the securities laws of the United States.

The safe harbor for forward-looking statements provided in the *Private Securities Litigation Reform Act of 1995* does not apply to the offering made in this prospectus

Use of Proceeds

The Selling Stockholders are selling shares of common stock covered in the prospectus for their own account. We will not receive any of the proceeds from the resale of these shares. We have agreed to bear the expenses relating to the registration of the shares for the Selling Stockholders.

Determination of Offering Price

Not applicable. The selling stockholders may offer their shares through public or private transactions, on or off OTCBB, at prevailing market prices, or at privately negotiated prices. There is no assurance of when, if ever, our stock will be listed on an exchange.

Dilution

Not applicable. We are not offering any shares in this registration statement. All shares are being registered on behalf of our selling shareholders.

Selling Shareholders

The selling shareholders named in this prospectus are offering all of the 330,000 shares of common stock offered through this prospectus. These shares were acquired from us in private placements that were exempt from registration provided under Regulation 4(2) of the Securities Act of 1933. All shares were issued by us in transactions not involving any public offering, to purchasers who had enough knowledge and experience in finance and business matters to evaluate the risks and merits of the investment, who had access to the type of information normally provided in a prospectus, and who agreed not to resell or distribute the securities to the public. In addition, we did not use any form of public solicitation or general advertising in connection with the issuance of the shares.

The following table provides as of the date of this prospectus, information regarding the ownership of our common stock held by each of the selling shareholders, including:

- the number of shares owned by each prior to this offering;
- the total number of shares that are to be offered for each;
- the total number of shares that will be owned by each upon completion of the offering; and
- the percentage owned by each upon completion of the offering.

Name Of Selling Shareholder	Shares Owned Prior To This Offering	Total Number Of Shares To Be Offered For Selling Shareholders Account	Total Shares to Be Owned Upon Completion Of This Offering	Percentage of Shares owned Upon Completion of This Offering
Eliberto Pajoy Gil	10,000	10,000	Nil	Nil
Lina Yecsenia Ordenez Bravo	10,000	10,000	Nil	Nil
Virginia Vander Leest (1)	10,000	10,000	Nil	Nil
Alexander Bravo Ordenez	10,000	10,000	Nil	Nil
Edwin Javier Castaneda Romero	10,000	10,000	Nil	Nil
Diego Armando Munoz Munoz	10,000	10,000	Nil	Nil
Juan Pablo Velasquez Losada	10,000	10,000	Nil	Nil
Jhonathan Alexander Mendoza Gomez	10,000	10,000	Nil	Nil
Yader Esmitsen Arteaga Yascual	10,000	10,000	Nil	Nil
Viviana Yuridia Arteaga Yascual	10,000	10,000	Nil	Nil

Milton Alveiro Gomez Rosero	10,000	10,000	Nil	Nil
Maria Del Carmen Yascual Titistar	10,000	10,000	Nil	Nil
Giancarlo Pajoy Rivas	10,000	10,000	Nil	Nil
Stella Guzman	10,000	10,000	Nil	Nil
Debora Katherine Urbano	10,000	10,000	Nil	Nil
Maria Sohe Osorio Giraldo	10,000	10,000	Nil	Nil
Randy Guzman Salazar	10,000	10,000	Nil	Nil
Mabel Adriana Narvaez Duque	10,000	10,000	Nil	Nil
Leyder Oliveros Salcedo	10,000	10,000	Nil	Nil
Carlos Humberto Salazar Osorio	10,000	10,000	Nil	Nil
Carl Ekstrom	10,000	10,000	Nil	Nil
Cristhian Paul Salazar Gaviria	10,000	10,000	Nil	Nil
Jefferson Enrique Velasquez Guzman	10,000	10,000	Nil	Nil
Reid Campbell	10,000	10,000	Nil	Nil
Ashton Reinboldt	10,000	10,000	Nil	Nil
Johny Penaloza Millan	10,000	10,000	Nil	Nil
Evely Yojana Ordonez Bravo	10,000	10,000	Nil	Nil
Ruben Lopez Perez	10,000	10,000	Nil	Nil
Libardo Andres Chaux Martinez	10,000	10,000	Nil	Nil
Dylan Exton	10,000	10,000	Nil	Nil
Dustin Walz	10,000	10,000	Nil	Nil
Taylor Langford	10,000	10,000	Nil	Nil
John Adam Vander Leest	10,000	10,000	Nil	Nil

(1) Virginia Vander Leest is the mother of our sole officer and director.

The numbers in this table assume that none of the selling shareholders sells shares of common stock not being offered in this prospectus or purchases additional shares of common stock, and assumes that all shares offered are sold. The percentages are based on 10,330,000 shares of common stock outstanding on the date of this prospectus.

Other than disclosed above, none of the selling shareholders:

1. has had a material relationship with us other than as a shareholder at any time within the past three years;
2. has ever been one of our officers or directors; or
3. is a broker-dealer; or broker-dealer's affiliate.

Plan of Distribution

Timing of Sales

The selling stockholders may offer and sell the shares covered by this prospectus at various times. The selling stockholders will act independently of us in making decisions with respect to the timing, manner and size of each sale.

Offering Price

The selling stockholders will sell their shares at an offering price of \$0.10 per share until our shares are quoted on the OTC Bulletin Board, or listed for trading or quoted on any other public market. Thereafter, the sales price offered by the selling stockholders to the public may be:

1. the market price prevailing at the time of sale;
2. a price related to such prevailing market price; or
3. such other price as the selling stockholders determine from time to time.

Our common stock is not currently listed on any national exchange or electronic quotation system. To date, no actions have been taken to list our shares on any national exchange or electronic quotation system. If our common stock becomes publicly traded, then the sales price to the public will vary according to the selling decisions of each selling stockholder and the market for our stock at the time of resale.

Manner of Sale

The selling stockholders may sell their shares directly to purchasers or may use brokers, dealers, underwriters or agents to sell their shares. Brokers or dealers engaged by the selling stockholders may arrange for other brokers or dealers to participate. Brokers or dealers may receive commissions, discounts or concessions from the selling stockholders, or, if any such broker-dealer acts as agent for the purchaser of shares, from the purchaser in amounts to be negotiated immediately prior to the sale. The compensation received by brokers or dealers may, but is not expected to, exceed that which is customary for the types of transactions involved. Broker-dealers may agree with a selling stockholder to sell a specified number of shares at a stipulated price per share, and, to the extent the broker-dealer is unable to do so acting as agent for a selling stockholder, to purchase as principal any unsold shares at the price required to fulfill the broker-dealer commitment to the selling stockholder. Broker-dealers who acquired shares as principal may thereafter resell the shares from time to time in transactions, which may involve block transactions and sales to and through other broker-dealers, including transactions of the nature described above, in the over-the-counter market or otherwise at prices and on terms then prevailing at the time of sale, at prices then related to the then-current market price or in negotiated transactions. In connection with resales of the shares, broker-dealers may pay to or receive from the purchasers of shares commissions as described above.

If our selling stockholders enter into arrangements with brokers or dealers, as described above, we are obligated to file a post-effective amendment to this registration statement disclosing such arrangements, including the names of any broker dealers acting as underwriters.

The selling stockholders and any broker-dealers or agents that participate with the selling stockholders in the sale of the shares may be deemed to be "underwriters" within the meaning of the Securities Act. In that event, any commissions received by broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

Sales Pursuant to Rule 144

Any shares of common stock covered by this prospectus which qualify for sale pursuant to Rule 144 under the Securities Act, as amended, may be sold under Rule 144 rather than pursuant to this prospectus.

Regulation M

We have advised the selling security holders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the selling security holders and their affiliates. Regulation M under the Exchange Act prohibits, with certain exceptions, participants in a distribution from bidding for, or purchasing for an account in which the participant has a beneficial interest, any of the securities that are the subject of the distribution.

Accordingly, the selling stockholder is not permitted to cover short sales by purchasing shares while the distribution of it taking place. Regulation M also governs bids and purchases made in order to stabilize the price of a security in connection with a distribution of the security. In addition, we will make copies of this prospectus available to the selling security holders for the purpose of satisfying the prospectus delivery requirements of the Securities Act.

State Securities Laws

Under the securities laws of some states, the shares may be sold in such states only through registered or licensed brokers or dealers. In addition, in some states the shares may not be sold unless the shares have been registered or qualified for sale in the state or an exemption from registration or qualification is available and is complied with.

Expenses of Registration

We are bearing all costs relating to the registration of the common stock. These expenses are estimated to be \$88,417, including, but not limited to, legal, accounting, printing and mailing fees. The selling stockholders, however, will pay any commissions or other fees payable to brokers or dealers in connection with any sale of the common stock.

Description of Securities

General

Our authorized capital stock consists of 75,000,000 shares of common stock, with a par value of \$0.001 per share. As of August 31, 2012, there were 10,330,000 shares of our common stock issued and outstanding held by 34 shareholders of record.

Common Stock

Registered holders of our common stock are entitled to exercise one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Except as otherwise required by law or as provided in any resolution adopted by our board of directors with respect to any series of preferred stock, the holders of our common stock will possess all voting power. Generally, all matters to be voted on by stockholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy, subject to any voting rights granted to holders of any preferred stock. The holders of a majority of the shares issued, outstanding, and entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by Nevada statute or by the Articles. A vote by the holders of a majority of our outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to our Articles of Incorporation. Our Articles of Incorporation do not provide for cumulative voting in the election of directors.

Subject to any preferential rights of any outstanding series of preferred stock created by our board of directors from time to time, the holders of shares of our common stock will be entitled to such cash dividends as may be declared from time to time by our board of directors from funds available therefore. See "Dividend Policy."

Subject to any preferential rights of any outstanding series of preferred stock created from time to time by our board of directors, upon liquidation, dissolution or winding up of our company, the holders of shares of our common stock will be entitled to receive pro rata all of our assets available for distribution to such holders.

In the event of any merger or consolidation of our company with or into another company in connection with which shares of our common stock are converted into or exchangeable for shares of stock, other securities or property (including cash), all holders of our common stock will be entitled to receive the same kind and amount of shares of stock and other securities and property (including cash).

Holders of our common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to our common stock.

Preferred Stock

As of the date of this prospectus, there is no preferred stock issued or authorized.

Dividend Policy

We have never declared or paid any cash dividends on our common stock. We currently intend to retain future earnings, if any, to finance the expansion of our business. As a result, we do not anticipate paying any cash dividends in the foreseeable future.

Share Purchase Warrants

There are no outstanding warrants to purchase our securities.

Options

There are no options to purchase our securities outstanding.

Interests of Named Experts and Counsel

The legality of the shares offered under this registration statement is being passed upon by Anthony Giordano. The financial statements included in this prospectus have been audited by De Joya Griffith, LLC. to the extent and for the periods set forth in their report appearing elsewhere herein and in the registration statement, and are included in reliance upon such report given upon the authority of said firm as experts in auditing and accounting.

Description of Business

General

We are an exploration stage company engaged in the acquisition and exploration of mineral properties. Our business plan is not yet complete. We own our placer prospecting lease to prospect approximately a 0.0613 square mile portion of land located off Canol Highway, 18 miles north of its junction with the Alaskan Highway and 45 miles east south east of Whitehorse, the capital city of the Yukon. We purchased these claims for \$31,500. The placer prospecting lease covers an area of approximately 0.0613 square miles. The mining claims cannot be mined but can be eventually staked into claim, if it is kept in good standing. To keep a claim in good standing the claim holder must work the claim and apply for a certificate of work, or pay a fee in lieu of work. A claim is in good standing for one year after the date it is recorded. The official recorded date is the date the mining recorder receives your application form, sketch and fees. During this one year period, the claim holder is required to do \$100.00 worth of representation work on the claim.

The property covered by our mining claims does not contain any substantiated mineral deposits or reserves of minerals.

The region is principally a logging region. The property has no encumbrances. Minimal exploration has been carried out on the property. Accordingly, additional exploration of the property is required before any determination as to whether any commercially viable mineral deposit may exist. Our plan of operations is to carry out preliminary exploration work on the

property in order to ascertain whether our mining claims warrants advanced exploration to determine whether they possess commercially exploitable deposits of gold. We will not be able to determine whether or not the property contains a commercially exploitable mineral deposit, or reserve, until appropriate exploratory work is done and an economic evaluation based on that work concludes economic viability.

We acquired our mining claims in August of 2011. We have obtained a geological report on the underlying property that has recommended an exploration program. The geological report was obtained from APEX Geoscience, an unaffiliated third party. We have determined to proceed with the first phase of this recommended exploration program. The estimated cost of this exploration program is \$20,000. As at August 31, 2012, we had cash reserves of \$5,094 and working capital deficit of \$75,117. We have insufficient funds to enable us to complete this initial phase of our exploration program, thus we will require additional financing in order to complete full exploration of the property to determine whether sufficient mineralized material, if any, exists to justify staking the mining claims into claim with the view to facilitating eventual mining and production. Even if we determine that a mineral deposit exists on the property, an economic evaluation must be completed before the economic viability of commercial exploitation of the property could be completed. Both advanced exploration and an economic determination will be contingent upon the results of our preliminary exploration programs and our ability to raise additional financing in order to proceed with advanced exploration and an economic evaluation. There is no assurance that we will be able to obtain any additional financing to fund our exploration activities.

Exploration Stage Company

We are considered an exploration or exploratory stage company as we are involved in the examination and investigation of land that we believe may contain valuable minerals, for the purpose of discovering the presence of ore, if any, and its extent. Since we are an exploration stage company, there is no assurance that a commercially viable mineral deposit exists on the property covered by the mining claims, and a great deal of further exploration will be required before a final evaluation as to the economic and legal feasibility for our future exploration is determined. We have no known reserves of any type of mineral. To date, we have not discovered an economically viable mineral deposit on the property, and there is no assurance that we will discover one.

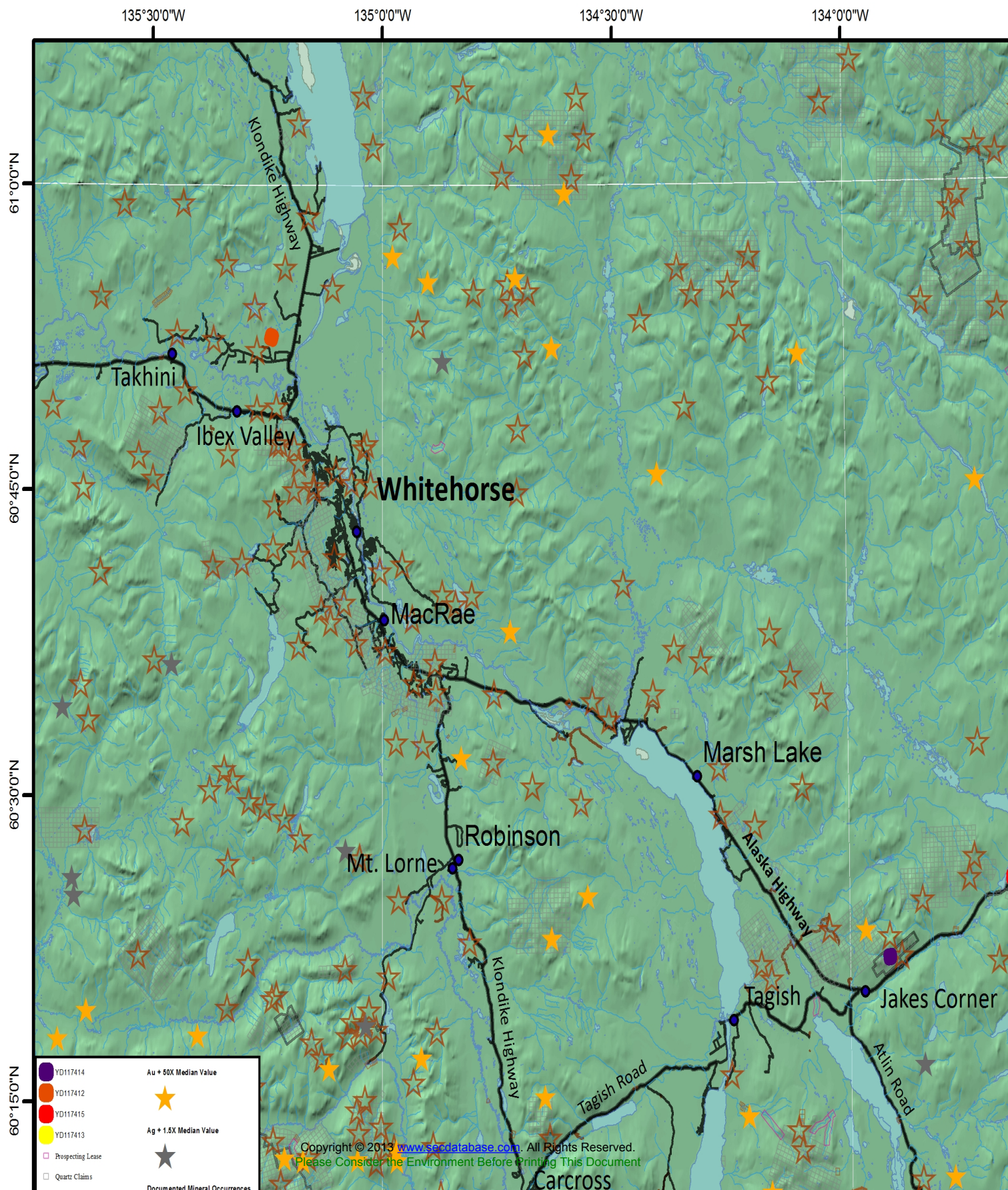
Acquisition of Our mining claims

On August 11, 2010, we entered into an agreement with Oro Quest Inc. to purchase Joe and Bob, both located in the Whitehorse district. Joe's information is as follows: YD117413 grant number. Reg type: Quartz. Karl Gruber Jr. -100% claim owner. 105C14 NTS map number. Ops number 500226871. Operation recording date: 2010-11-03. Staking date: 2010-10-24. Claim expiry date: 2012-11-03. Bob's information is as follows: YD117415 grant number. Reg type: Quartz. Karl Gruber Jr. -100% claim owner. 105C05 NTS map number. Ops number 500226872. Operation recording date: 2010-11-03, staking date: 2010-10-29. Claim expiry date: 2012-11-03. Both claims were purchased for \$18,500.

On November 8, 2011, we entered into an agreement with Oro Quest Inc. to purchase Zee and Dio, both located at Whitehorse district. Zee's information is as follows: YD117414 grant number. Reg type: Quartz. Jenny Gruber-100% claim owner. 105C05 NTS map number. Ops number 500229162. Operation recording date: 2010-11-25. Staking date: 2010-10-30. Claim expiry date: 2012-11-25. Dio's information is as follows: YD117412 grant number. Reg type: Quartz. Karl Gruber Jr. -100% claim owner. 105D14 NTS map number. Ops number 500231165. Operation recording date: 2010-12-03. Staking date: 2010-11-06. Claim expiry date: 2012-12-03. Both claims were purchased for \$13,000.00.

Whitehorse Area Stream Geochemistry with Digital Elevation M

Elevated Gold & Silver Values Near Eauker Minerals



The mining claims constitute a disposition of land granted under the *Placer Mining Act* (Yukon Territory, Canada). The mining claims cannot be mined but can be staked into claim if it is kept in good standing.

The area is part of the Yukon Plateau of the Canadian Cordillera with subdued rounded mountains with broad rolling upland interstream areas between north-northwesterly trending ranges which constitute the north-westward extension of the Cassiar Mountains into Alaska. In the area of the Nisutlin River valley the elevations range from the 2,500 feet to above 6,000 feet and in the area of the placer claims the elevation is just below 3,000 feet.

Our Ownership Interest in the mining claims

We own title to the mining claims.

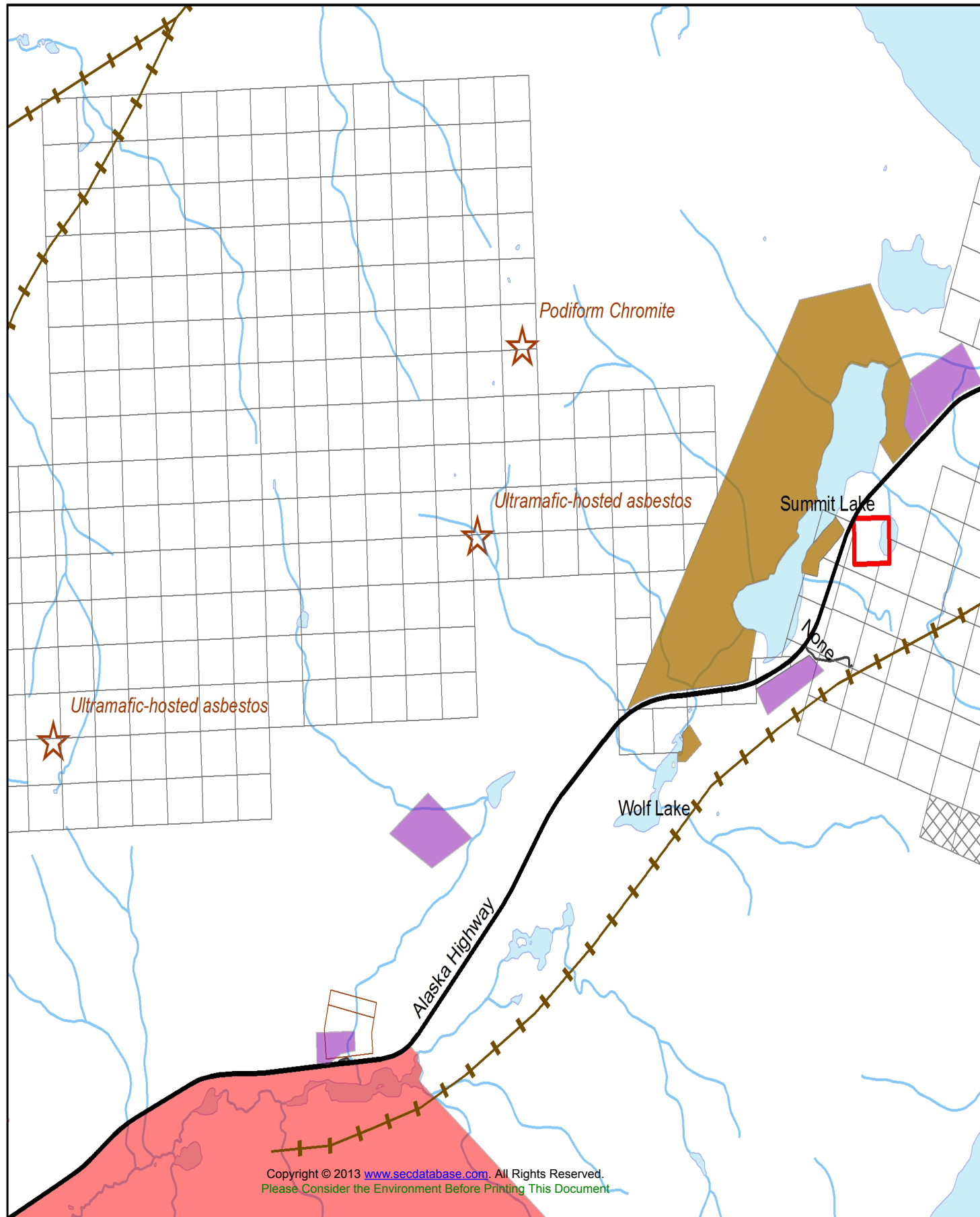
Our claim was evaluated upon the initiation by James Oei, the President of Silica Resources Corp. The area was researched, and several trips were undertaken to various placer areas to get more information and a better understanding of the area's potential. An extensive report has been provided by geologist Laurence Stephenson.

Property Description and Location of Our mining claims

The property that is the subject of our mining claims lies below the confluence of Sydney and Iron Creeks, tributaries of Nisutlin River, which flows in to Lake Teslin, just off the Alaskan Highway, in the Yukon's Coastal Mountain ranges. The property is 20 miles west of the town of Carcross, Yukon and approximately 45 miles east southeast of Whitehorse. To date we have not discovered an economically viable mineral deposit on the mineral property, and there is no assurance that we will discover one.

The Togsquanga claim YD 117415 is located in the interior Yukon Plateau, approximately 100km from Whitehorse, in NTS zone 105C. The claim name "Togsquanga" is a hybrid name coined from the Squanga Lake to the north, and a previously drilled gold prospect named "Tog" situated 1km to the south of the claim. The officially recorded name of the claim with the Yukon Government is "Bob". The Company refers to this claim as the Togsquanga/Bob property.

YD117415 "Bob" - Surrounding Land Ow

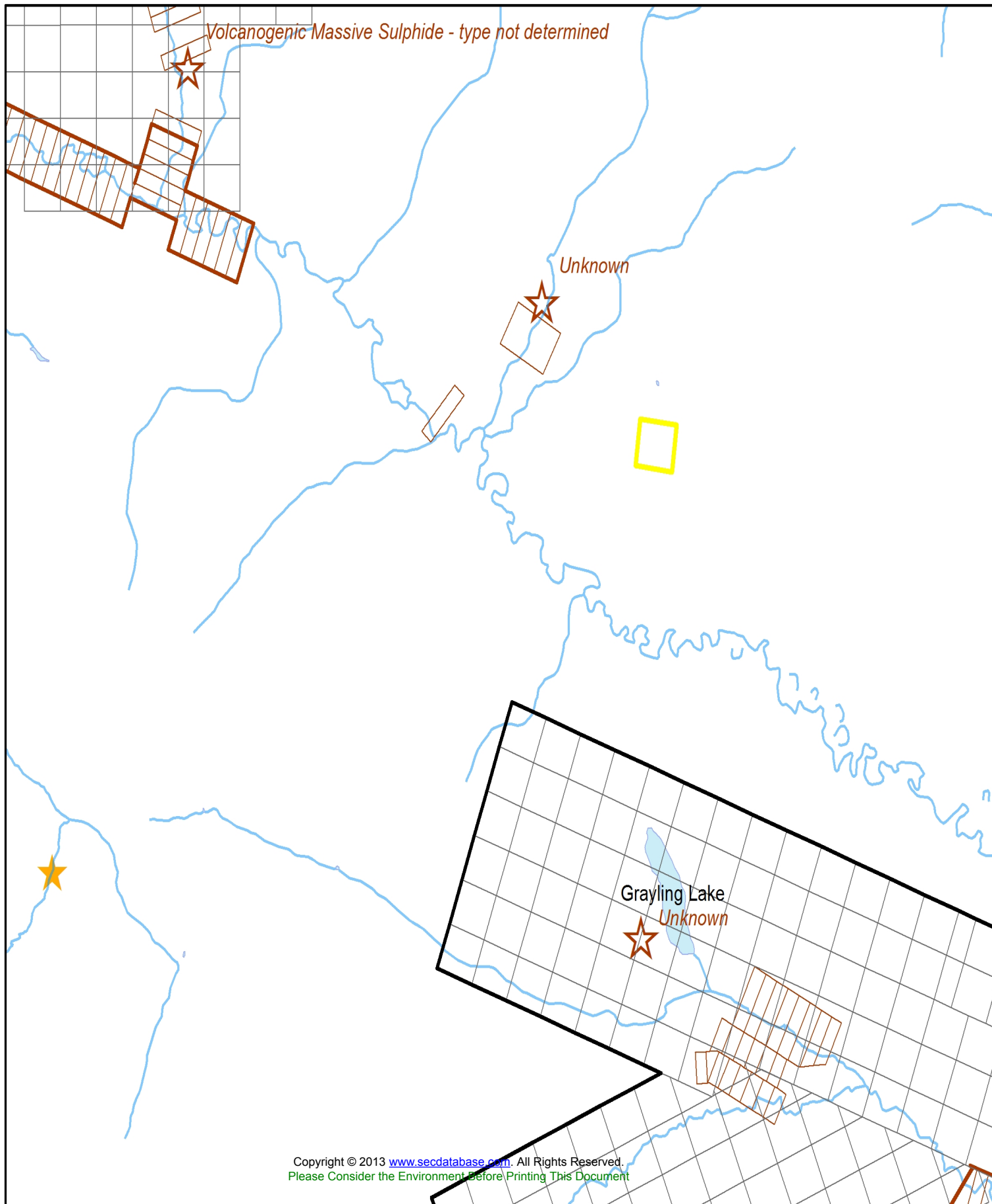


The total area of the claim is approximately 0.209 square kilometers and it is located directly on the Klondike Highway, 102 km east of Whitehorse by highway, or 84km by direct helicopter flight. The Togsquanga claim is situated 50km by helicopter and 82km by road from the Company's Sidney Creek property, via Canol Road. See 1:75,000, 1:200,000, and 1:700,000 maps included herein

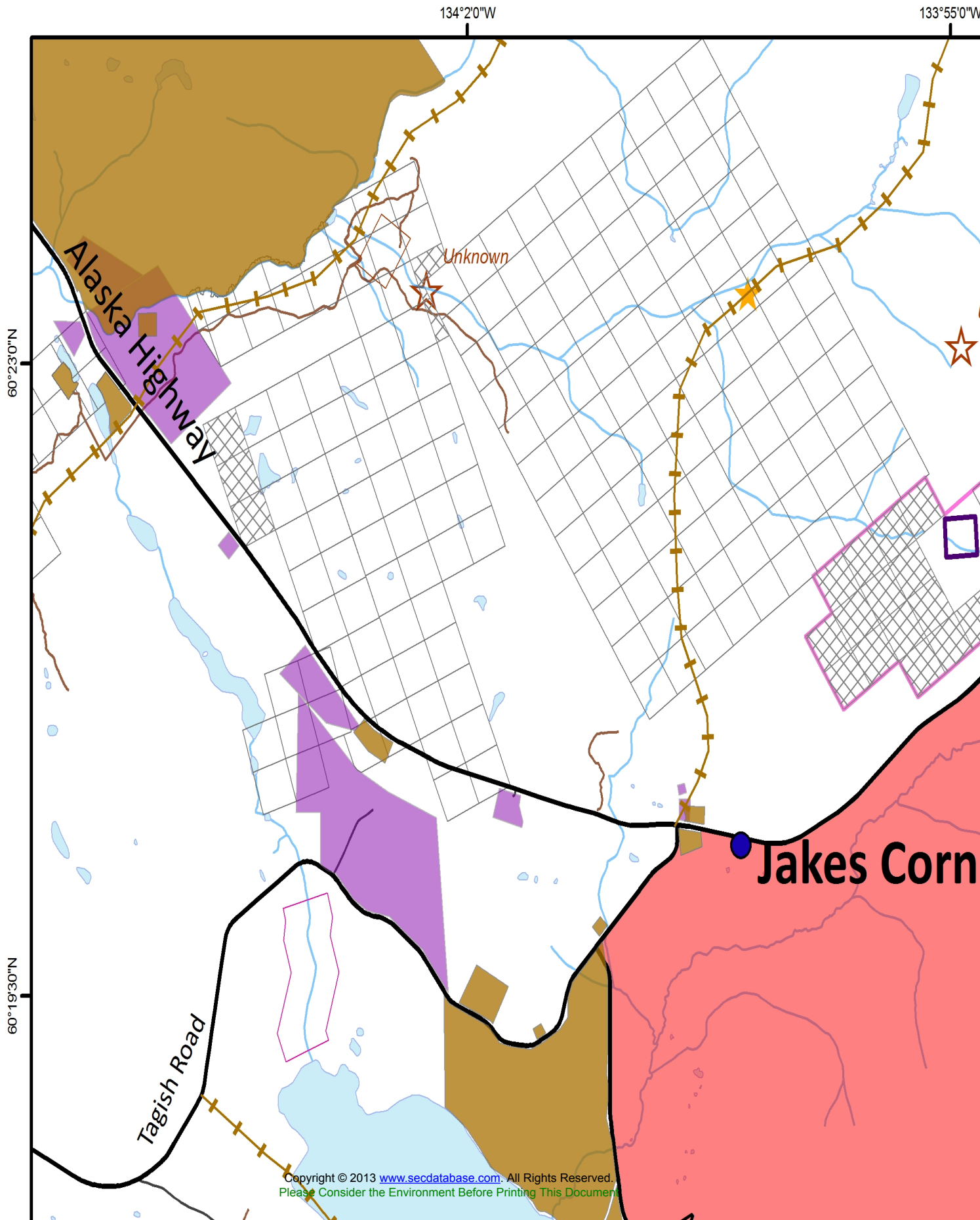
The Sidney Creek property is comprised of two active mineral claims - quartz claim "Joe" YD 117413, and placer claim "Pete" P 50716 (also known as "Euker" to the Company), located in the interior Yukon Plateau. The two claims are situated 6.5 km apart, 8km west of Canol Road and are accessible via an 8km all-weather ATV trail which intersects both claims. The property is approximately 180km from Whitehorse to the west by highway, or 106 km by helicopter flight.

The Bob/Togsquanga property is located 80km from the Sidney Creek claims by highway or 50km by helicopter.

YD117413 "Joe" & P 50716 "Pete" - Surrounding



YD117414 "Zee" - Surrounding Land Ow



Access, Climate, and Physiography, Local Resources and Infrastructure of Our mining claims

The area can be accessed by two wheel drive vehicle about 3 hours from Whitehorse via the Alaskan Highway and is just 7 miles off the Canol Highway. Whitehorse, the capital city of the Yukon Territory, is fully serviced community of approximately 15,000 people and with Rail and air transport and major power transmission. Lower slopes forested and mantled by glacial drift and colluvium, reflecting the various phases of continental and alpine glaciations although local cliffs and creek canyons afford good rock exposure.

The Togsquanga claim is considered by the Company to be prospective for several reasons. Firstly, the proximity of the claim to the Klondike Highway, Whitehorse, and the U.S, Canadian, and global markets is important for the provision of labor, communication, supplies, and for the development of a viable export mining operation. Secondly, the property is located within 1-4km of three Yukon Government Minifile Mineral Occurances, including one drilled gold prospect - "The Tog/Dalayee Lake Occurance". Most importantly, the geology of the area, particularly the ultramafic intrusions surrounding the Tog claim, are known "traps" for gold, silver and other precious mineral occurrences, as is shown in the 1:75,000, 1:200,000, and 1:700,000 scale maps of the property. Note how the mineral occurrences can clearly be seen to trace the ultramafic occurrences near the Tog claim.

All amenities including police, hospitals, groceries, fuel, helicopter services, hardware and other necessary items are located within 80-100km of the properties and are accessible via a short helicopter ride or highway drive. Labor, construction, and placer equipment companies are also present in Whitehorse. There is a campsite located close to the Bob claim along the Klondike Highway, 1 km to the north east.

The vegetation is typical of the interior Yukon Plateau with a mix of fir trees with alder, willow and cottonwood on old trails and poorly drained areas. Climate is dramatically changed with long, cold winters and warmer summers. Exploration is expected to be conducted on the property primarily during summer months when ground conditions permit sampling, staking of additional claims to tie on to existing claims, removal of overburden, drilling and underground exploration.

Mapping has been done on the property by an independent consultant which has identified targets for future exploration and possible expansion of the property through additional tie-on staking.

Lower slopes are forested and mantled by glacial drift and colluvium, reflecting the various phases of continental and alpine glaciation, although local cliffs and creek canyons afford good rock exposure. (Colluvium refers to loose bodies of sediment that has been deposited or built up at the bottom of a low grade slope or against a barrier on that slope, transported by gravity.) The Bob claim is located 1000m above sea level and is surrounded by several lakes, namely Squanga lake to the north and Dalayee lake to the south.

The Sidney Creek claims are considered highly prospective by the Company due to their proximity to existing infrastructure, active mineral operations, and previously discovered Yukon Minifile prospects and showings, including drilled gold prospects (please see 1:75,000, 1:200,000 and 1:700,000 scale maps of the property). The Sidney Creek property is bisected by a large ultramafic intrusion which follows along Sidney Creek.

Less than one kilometer to the south is the Bruno Poulin Mining Land Use Permit (LQ00257). Currently, the Yukon Government has approved a water use application (PM05-482) for a placer mining undertaking pursuant to mining land use approval AP05-42. Limited regional mapping by a consultant on this property uncovered a Cretaceous pluton and argillite, quartzite, limestone and chloritic volcanics assumed to belong to the Big Salmon Complex.

The Bruno Poulin mining land use operation hosts 2 mineral occurrences (Bobo and Rae occurrences) positioned immediately south of Sidney Creek. The regional geology of this area shows a large ultramafic intrusion which covers the entire length of the creek. The Euker claim is directly positioned on the creek. Another mining land use permit 8km to the north west also follows along Sidney Creek. Mineral occurrences can be found in abundance along Sidney Creek as alluvial glacial deposits have deposited precious minerals such as gold, silver, copper, zinc, iron, and chromium near the creek.

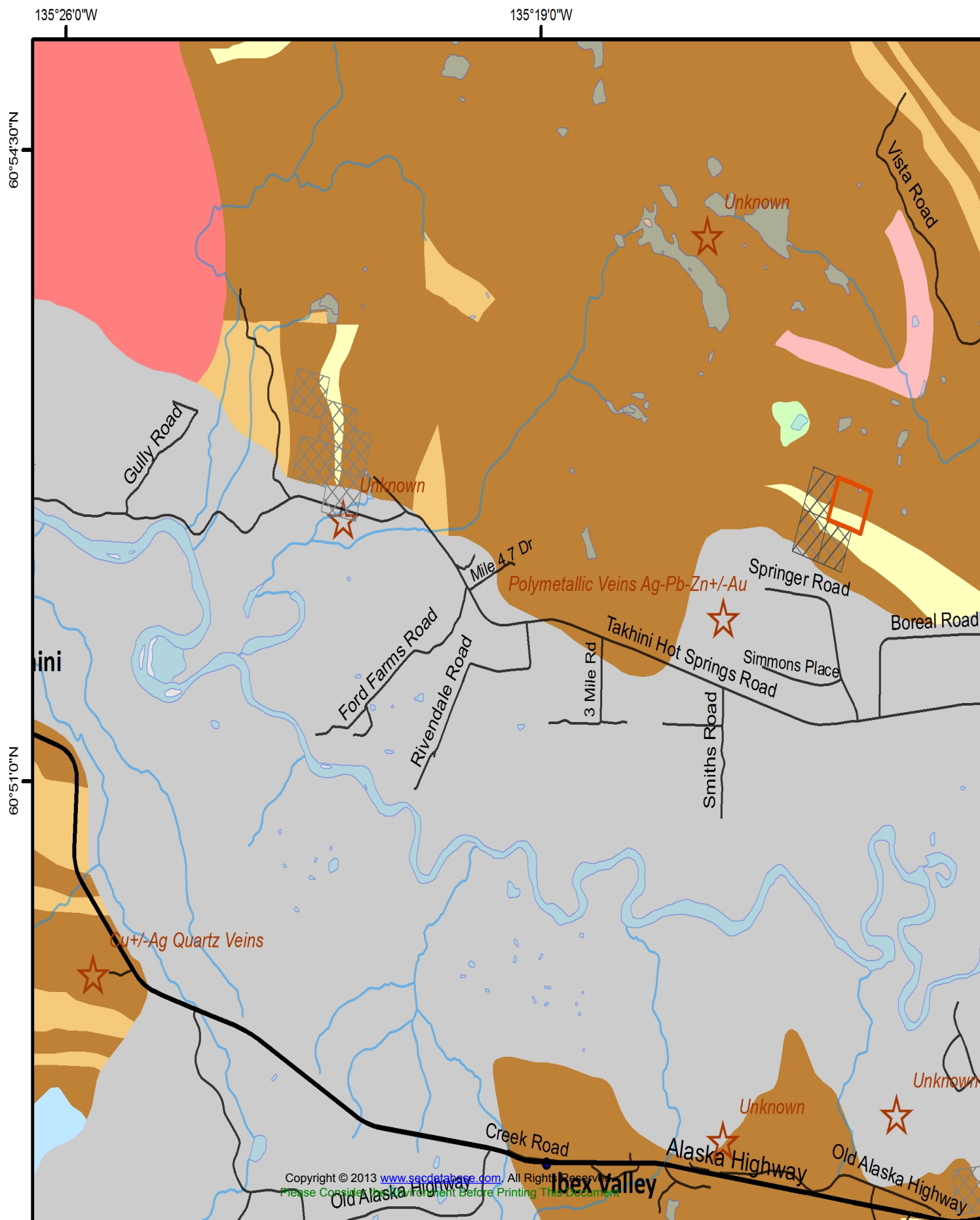
Similarly to the Bob claim area, the ultramafic occurrences along Sidney Creek are traps for gold and silver mineralization and host a variety of other precious metals including zinc, copper and chromium. Lower slopes are forested and mantled by glacial drift and colluvium, reflecting the various phases of continental and alpine glaciation although local cliffs and creek canyons afford good rock exposure. (Colluvium refers to loose bodies of sediment that has been deposited or built up at the bottom of a low grade slope or against a barrier on that slope, transported by gravity.) The vegetation is typical of the interior Yukon Plateau with a mix of fir trees with alder, willow and cottonwood on old trails and poorly drained areas. Climate is dramatically changed with long, cold winters and warmer summers. Exploration is expected to be conducted on the property primarily during summer months when ground conditions permit sampling, staking of additional claims to tie on to existing claims, removal of overburden, drilling and underground exploration. Mapping has been done on the property by an independent consultant which has identified targets for future exploration and possible expansion of the property through additional tie-on staking.

Lower slopes are forested and mantled by glacial drift and colluvium, reflecting the various phases of continental and alpine glaciation although local cliffs and creek canyons afford good rock exposure. (Colluvium refers to loose bodies of sediment that has been deposited or built up at the bottom of a low grade slope or against a barrier on that slope, transported by gravity.) All amenities including police, hospitals, groceries, fuel, helicopter services, hardware and other necessary items are available via short helicopter ride. Construction and placer equipment companies are present in communities nearby. There is a campground approximately 10km up Canol Road from the Sidney Creek properties.

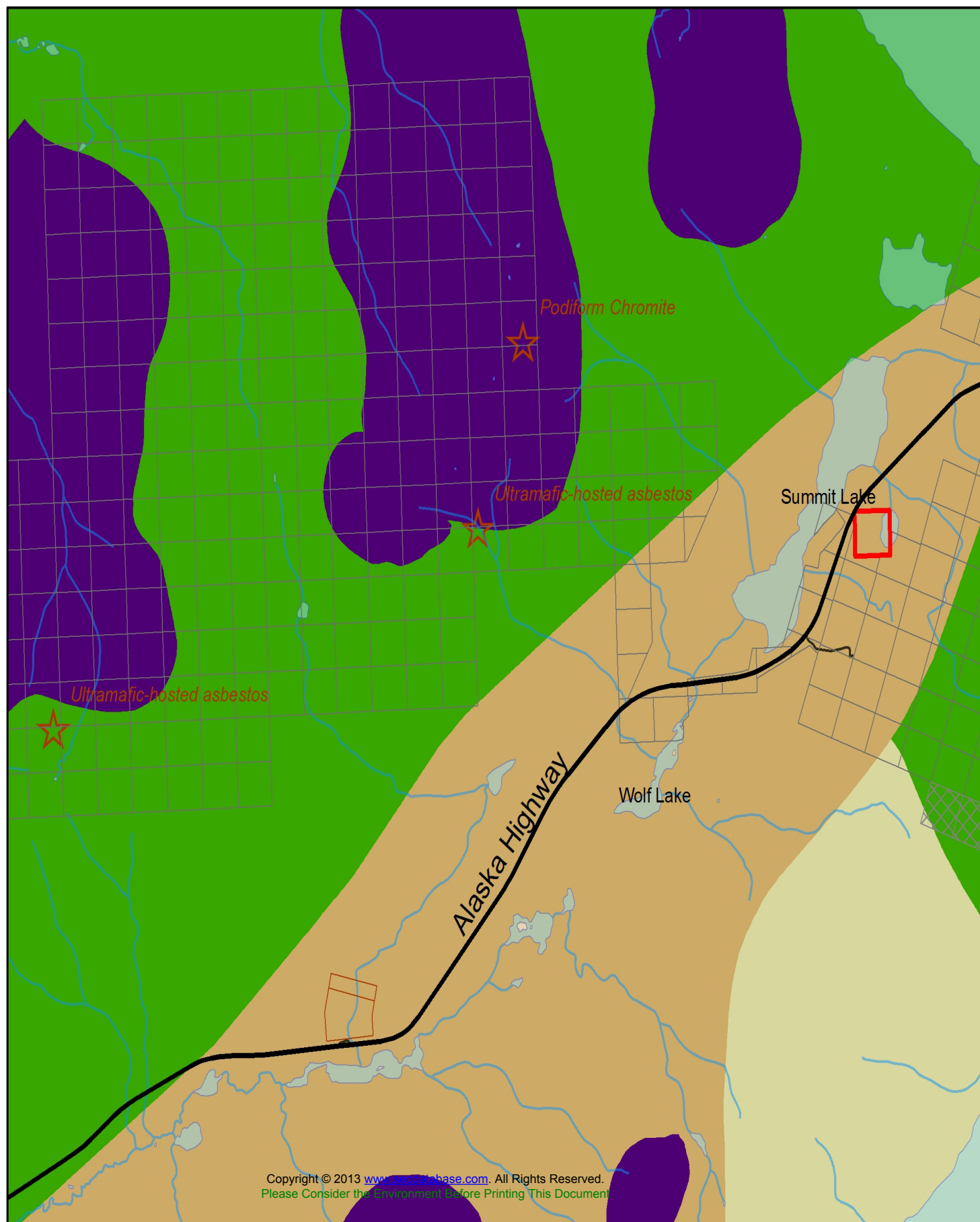
The vegetation is typical of the interior Yukon Plateau with a mix of fir trees with alder, willow and cottonwood on old trails and poorly drained areas. Climate is dramatically changed with long, cold winters and warmer summers.

The most snow is observed on the tops of the hills in late January. All the population centers in the area totaling almost 15,000 people are within a one to two hour drive of the project and provide all amenities including police, hospitals, groceries, fuel, helicopter services, hardware and other necessary items. Construction and placer equipment companies are present in the communities nearby while assay facilities are located in Whitehorse. A small map showing the location to our mining claims is presented below:

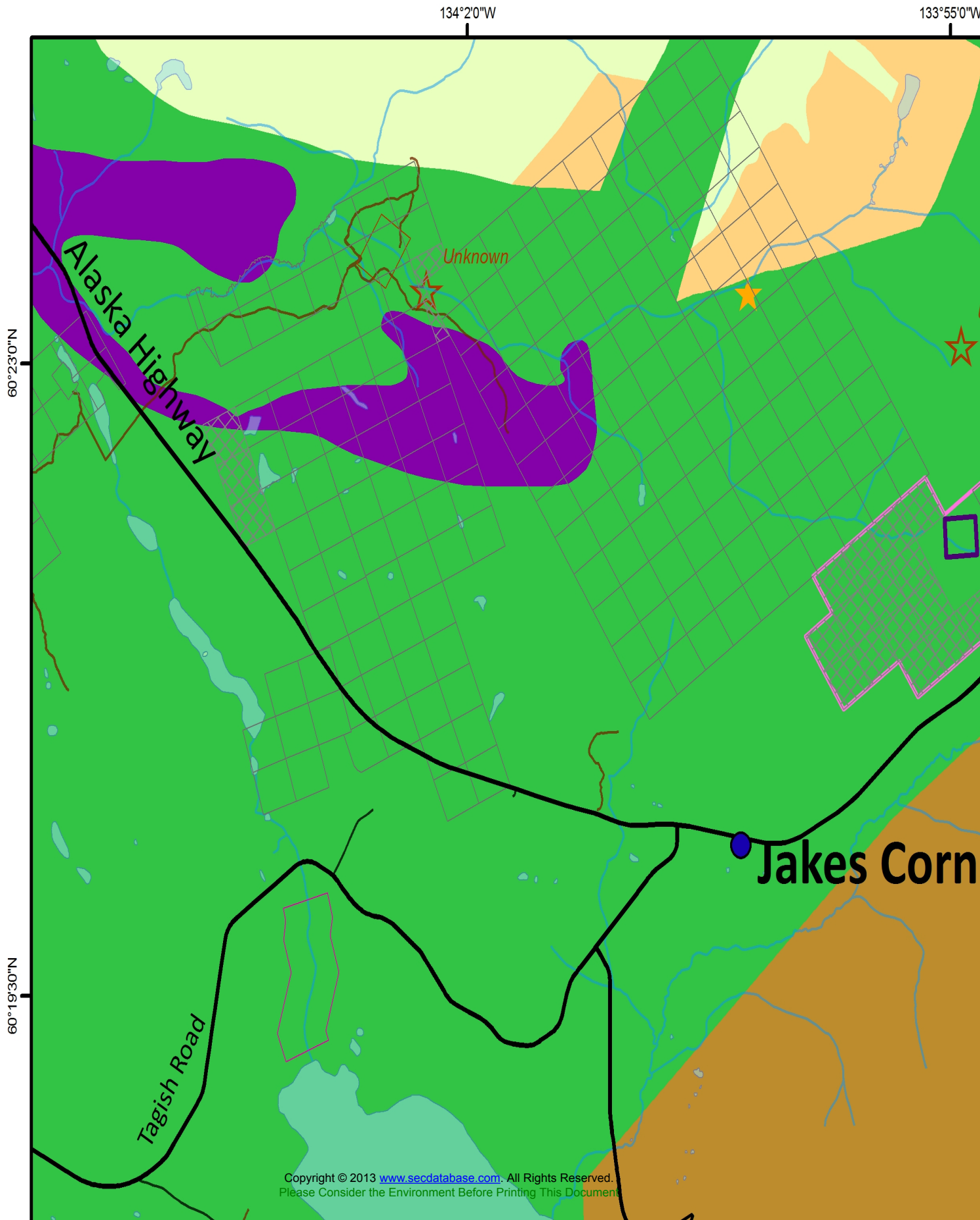
YD117412 "Dio" - Geology, Prospects & Infrastructure



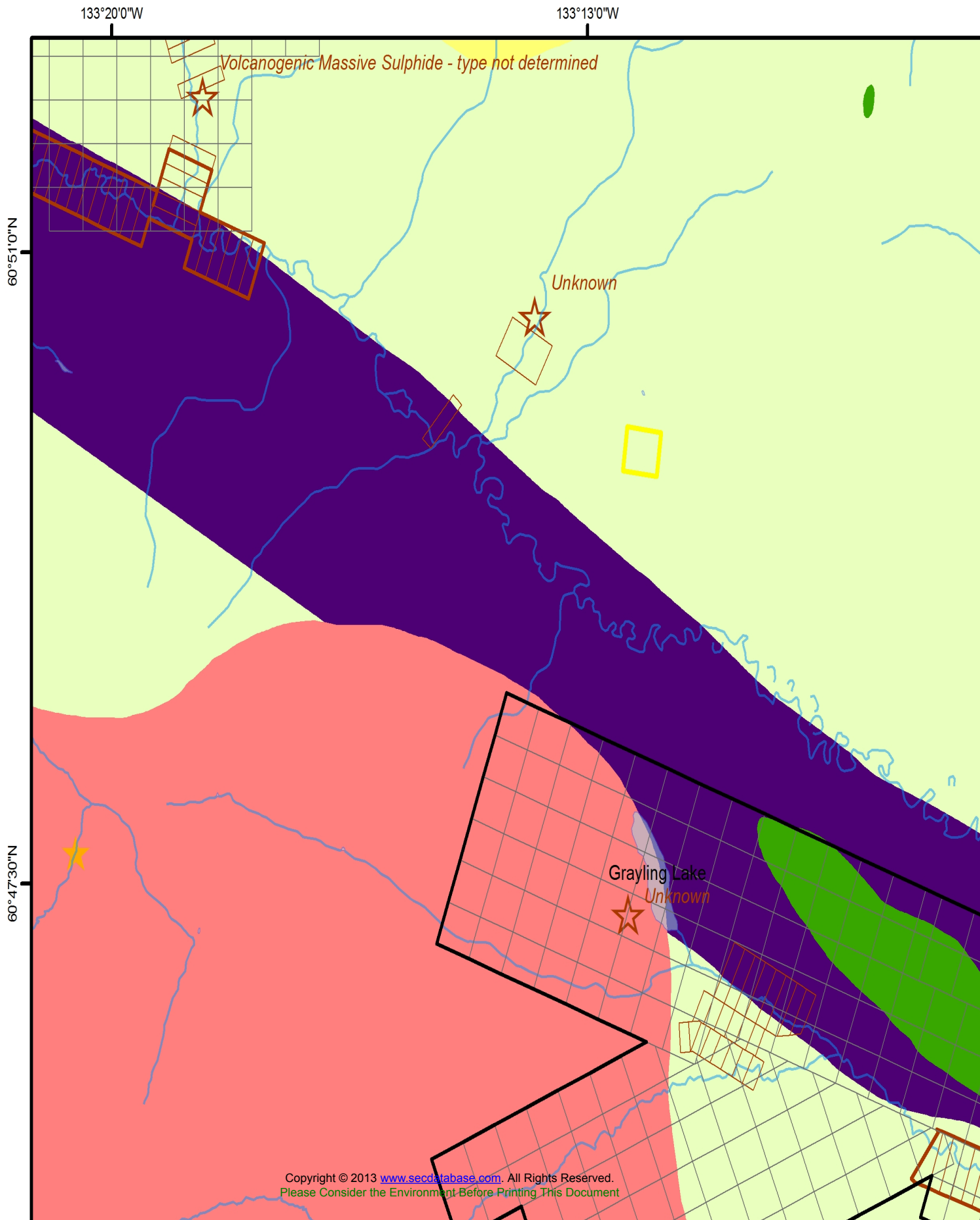
YD117415 "Bob" - Geology, Prospects & Info



YD117414 "Zee" - Geology, Prospects, and In



YD117413 "Joe" & P 50716 "Pete" - Geology, Prospects



Prior Exploration

No full scale or systematic exploration of the placers has been undertaken. Little surface mapping or sampling has been completed on the property that is the subject of our mining claims. None of the prior exploration on the property has been completed by us, other than the preparation of a geological report.

The deposits were discovered in 1905, worked intermittently until the mid-1930' s, and then received an examination of the placers at the Sidney and Iron Creeks junction in the 1950' s by geologist Robert Steiner. No recent work has been conducted since the late 1980' s. At that time, there were at least two and possibly three rudimentary placer sampling and evaluation programs undertaken on Iron and Sidney Creeks. The drop in price of gold in the 1980' s paused exploration and has only experienced resurgence with the surge in price of gold.

Present Condition and Current State of Exploration

Our mining claims presently do not have any mineral reserves. The property that is the subject of our claim is undeveloped and does not contain any open-pit or underground mines. There is no plant or equipment located on the property.

Geology of Our mining claims

The area's bedrock geology includes younger Paleozoic and Mesozoic stratified rocks to the southwest, including the area of the claims and a broad terrain of early Paleozoic and Proterozoic rocks to the northeast. The northwesterly trending fold axes of the stratified rocks are intruded by Cretaceous felsic and Permian- Jurassic mafic bodies.

Glaciation in the area consists of several different episodes and includes both continental and alpine types. The most recent continental ice sheets moved in a westerly to southwesterly direction and are antedated by alpine glaciation and prior continental glaciation. The peneplanation which is reflected in the rounded mountainous terrain tops was due to the continental ice sheets while the sharp cirque and U-shaped valleys gravel terraces were shaped by the latter alpine glacial reconcentration of the ancient detritus into the present day features.

Placer deposits occur as a result of the scouring of the rock by the glaciation, deposition of the debris and subsequent sifting by their melt waters into active valley stream channels or old stream channels. Since this is an ongoing process that has occurred throughout the geological time scale, there are older "tertiary" channels that were deposited. Repetition of the alluvial process has had occasion to concentrate or redistribute these older channels into new auriferous high grade "Eldorados."

Regional Geochemical

Regionally the area is anomalous in gold values, but no systematic surveying of the area by government can be identified as useful to the definition of concentrations of placer deposits.

Our Planned Exploration Program

Our phased exploration work program on the mining claims will include gaining information to assess the amount of placer material involved and a detailed placer pit testing program.

A budget of \$20,000 is estimated for phase one and it is expected to take approximately 6 months to complete. We expect to commence this phase of the exploration program in Spring 2011 depending on the availability of personnel and equipment. If we are unable to fine the necessary personnel and equipment, phase one of our exploration program could possibly be delayed until Summer 2011 or Fall 2011, depending on when this requirement is fulfilled. To date, we have spent nothing on exploration expenditures on the property, other than amounts spent in completing geological reports on our mining claims.

The components of the budget for phase one of the work programs are as follows:

Phase One	Budgeted Expense
Geologist Geomorphology (5 days @ \$500/day)	\$ 2,500
Geological technicians (2) (5 days @ \$250/day)	2,500
Equipment rental (bulldozer, backhoe, processing plant vehicles, pumps for test pits @ \$4000/day)	8,000
Fuel, Food, Field Supplies	2,500
Analysis - concentrate	200
Mobilizing equipment to site	1,000
Supervising report analysis	1,500
Contingency	1,800
Phase One Total:	\$ 20,000

Our Board of Directors will make a determination whether to proceed with further exploration work upon completion of phase one. In completing this determination we will assess whether the results of phase one are sufficiently positive to enable us to obtain any additional financing that we will then require. This analysis will include an assessment of the market for financing of junior mineral exploration projects at the time of our assessment.

It is presently expected that phase two of the exploration program will cover detailed geological mapping and sampling of the area. Phase two is expected to take up to 6 months to complete. Phase three will involve permitting for full-scale mining operations. Phase three is also expected to take up to 6 months to complete. The components of the budget for the second and third phases of the exploration work program are as follows:

Phase Two	Budgeted Expense
Mapping alluvium	\$ 5,000
Drill site preparation including permitting	2,500
Drilling 300 meters (reverse circulation/water well drilling)	20,000
Bulk sample testing	26,000
Supervising report analysis	1,500
Contingency	5,000
Phase Two Total:	\$ 60,000

Phase Three	Budgeted Expense
Permitting	\$ 10,000
Initial preparation and equipment surety	55,000
Reporting and supervision	5,000
Phase Three Total:	\$ 70,000

Our Board of Directors will make a determination whether to proceed with the third phase of the recommended work program only upon completion of phase two. In completing this determination we will make an assessment as to whether the results are sufficiently positive to enable us to obtain the additional financing that would be necessary for us to proceed. Positive results means that a geoscientist states that there is a strong likelihood of value being added by completing the next phase of exploration.

We have not chosen anyone specific to conduct exploration work on the property. We intend to choose a geologist recognized in the Yukon Territory who has had experience working in the regional area of the property. We intend to field offers from different geologists who are keen to build on their previous experiences working in the area and we will choose the most qualified person amongst the various interested candidates. We will like to begin this process within the next 2 months; we are estimating it will take up to 3 months to hire the right geologist.

The contingency funds allocated in phases one and two are there to cover unexpected expenses which may arise while the actual work commences, such as severe weather issues which cause delays, causing additional days needed for personnel and/or equipment.

Compliance with Government Regulation

We will be required to comply with all regulations, rules and directives of governmental authorities and agencies applicable to the exploration of minerals in the Whitehorse Region. The term of our mining claims is one year and it can be renewed twice. Accordingly, the claim may be held for a maximum of three years. Testing work must be performed and filed pursuant a prospecting program meeting certain minimal requirements under the *Placer Mining Act* no later than the anniversary date of the claim in each year.

Any testing work undertaken on our mining claims must be conducted in a manner that minimizes disruption to the environment, and must comply with applicable legislation including the *Waters Act* (Yukon Territory). Mining and preparing the ground for mining are not permitted on mining claims.

Additional approvals and authorizations may be required from other government agencies, depending upon the nature and scope of the proposed exploration program. The amount of these costs is not known at this time as we do not know the size, quality of any resource or reserve at this time, it is impossible to assess the impact of any capital expenditures on earnings or our competitive position.

We already have approval to proceed with phase one of our exploration program. During the one year period of acquiring the claim, the Company, as the claim holder, is required to do \$100 worth of representation work on the claim. To apply to do work on a claim, the fee is \$5 per claim per year.

Competition

We are a junior mineral resource exploration company. We compete with other mineral resource exploration companies for financing and for the acquisition of new mineral properties. Many of the mineral resource exploration companies with whom we compete have greater financial and technical resources than those available to us. Accordingly, these competitors may be able to spend greater amounts on acquisitions of mineral properties of merit, on exploration of their mineral properties and on development of their mineral properties. In addition, they may be able to afford more geological expertise in the targeting and exploration of mineral properties. This competition could result in competitors having mineral properties of greater quality and interest to prospective investors who may finance additional exploration and development. This competition could adversely impact on our ability to achieve the financing necessary for us to conduct further exploration of our mineral properties.

We will also compete with other junior mineral exploration companies for financing from a limited number of investors that are prepared to make investments in junior mineral exploration companies. The presence of competing junior mineral exploration companies may impact on our ability to raise additional capital in order to fund our exploration programs if investors are of the view that investments in competitors are more attractive based on the merit of the mineral properties under investigation and the price of the investment offered to investors.

We will also be compete with other junior and senior mineral companies for available resources, including, but not limited to, professional geologists, camp staff, helicopter or float planes, mineral exploration supplies and drill rigs.

Employees

As of the date of this prospectus we have no significant employees other than the officer and director described above under "Directors, Executive Officers, Promoters and Control Persons." We intend to retain independent geologists and consultants on a contract basis to conduct the work programs on the mineral property in order to carry our plan of operations.

Research and Development Expenditures

We have not incurred any research or development expenditures since our incorporation.

Subsidiaries

We do not have any subsidiaries.

Patents and Trademarks

We do not own, either legally or beneficially, any patent or trademark.

Offices

Our executive offices are located at 1422 Beech Tree Drive, Green Bay, WI 54304, USA. Mr. Vander Leest, our President, Chief Executive Officer, Principal Executive Officer and a director, currently provides this space to us free of charge. This space may not be available to us free of charge in the future. This office space is part of a residence.

We also have the rights to four mining claims located in the Whitehorse Mining Division of the Yukon Territory, as described above under "Description of Business."

Legal Proceedings

There are no pending or threatened lawsuits against us.

Market for Common Equity and Related Stockholder Matters

Market Information

There is no established public trading market for our securities and a regular trading market may not develop, or if developed, may not be sustained. A shareholder in all likelihood, therefore, will not be able to resell his or her securities should he or she desire to do so when eligible for public resales. Furthermore, it is unlikely that a lending institution will accept our securities as pledged collateral for loans unless a regular trading market develops. We would like to register our shares for resale by our selling stockholders and then obtain a trading symbol to trade our shares over the OTC Bulletin Board. However, there is no assurance that we will be successful in getting our common stock quoted on the OTC Bulletin Board.

Penny Stock Considerations

Our shares will be "penny stocks" as that term is generally defined in the Securities Exchange Act of 1934 to mean equity securities with a price of less than \$5.00. Our shares thus will be subject to rules that impose sales practice and disclosure requirements on broker-dealers who engage in certain transactions involving a penny stock.

Under the penny stock regulations, a broker-dealer selling a penny stock to anyone other than an established customer or accredited investor must make a special suitability determination regarding the purchaser and must receive the purchaser's written consent to the transaction prior to the sale, unless the broker-dealer is otherwise exempt. Generally, an individual with a net worth in excess of \$10,000,000, or annual income exceeding \$100,000 individually or \$400,000 together with his or her spouse, is considered an accredited investor. In addition, under the penny stock regulations the broker-dealer is required to:

- Deliver, prior to any transaction involving a penny stock, a disclosure schedule prepared by the Securities and Exchange Commission relating to the penny stock market, unless the broker-dealer or the transaction is otherwise exempt;
- Deliver, prior to any transaction involving a penny stock, a disclosure schedule prepared by the Securities and Exchange Commission relating to the penny stock market, unless the broker-dealer or the transaction is otherwise exempt;
- Disclose commissions payable to the broker-dealer and our registered representatives and current bid and offer quotations for the securities;
- Send monthly statements disclosing recent price information pertaining to the penny stock held in a customer's account, the account's value and information regarding the limited market in penny stocks; and
- Make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction, prior to conducting any penny stock transaction in the customer's account.

Because of these regulations, broker-dealers may encounter difficulties in their attempt to sell shares of our common stock, which may affect the ability of selling shareholders or other holders to sell their shares in the secondary market and have the effect of reducing the level of trading activity in the secondary market. These additional sales practice and disclosure requirements could impede the sale of our securities, if our securities become publicly traded. In addition, the liquidity for our securities may be decreased, with a corresponding decrease in the price of our securities. Our shares in all probability will be subject to such penny stock rules and our shareholders will, in all likelihood, find it difficult to sell their securities.

OTC Bulletin Board Qualification for Quotation

To have our shares of common stock on the OTC Bulletin Board, a market maker must file an application on our behalf in order to make a market for our common stock. As of the date of this prospectus we have not yet found a Market Maker to file our application on Form 15c211 with FINRA and as of the date of this Prospectus, no filing has been made. There are 330,000 shares of our common stock held by non-affiliates and 10,000,000 shares of our common stock held by one affiliate, Mr. Vander Leest; Rule 144 of the Securities Act of 1933 defines as restricted securities. The 330,000 shares being held by non-affiliates are being registered under this registration statement and will be available for sale when the registration statement is declared effective. The 10,000,000 affiliate shares held by Mr. Vander Leest and shares not being registered in this registration statement will be subject to the resale restrictions of Rule 144. In general, affiliates holding restricted securities, must hold their shares for a period of at least six months assuming we are current in our SEC reports or one year if we are not, may not sell more than one percent of the total issued and outstanding shares in any 90-day period, and must resell the shares in an unsolicited brokerage transaction at the market price. These restrictions do not apply to resales under Rule 144 for non-affiliates holding unregistered shares for at least one year. The availability for sale of substantial amounts of common stock under Rule 144 could reduce prevailing market prices for our securities.

Once this registration statement is effective, the shares of our common stock being offered by our selling shareholders will be freely tradable without restrictions under the Securities Act of 1933.

In addition to the shares available for resale under this registration statement, as a result of the provisions of Rule 144, all of the restricted securities could be available for sale in a public market, if developed, beginning 90 days after the date of this Prospectus, assuming the volume and method of sale limitations in Rule 144 can be satisfied to the extent required. The volume limitations limit affiliate sales to no more than 1% of our total issued and outstanding securities every 90 days. The manner of sale limitations requires sales through a broker on the market in an unsolicited transaction. The availability for sale of substantial amounts of common stock under Rule 144 could reduce prevailing market prices for our securities.

Holders

As of the date of this registration statement, we had approximately 34 shareholders of record of our common stock.

Dividends

We have not declared any cash dividends on our common stock since our inception and do not anticipate paying such dividends in the foreseeable future. We plan to retain any future earnings for use in our business. Any decisions as to future payments of dividends will depend on our earnings and financial position and such other facts, as the Board of Directors deems relevant.

Stock Option Grants

As of the date of this prospectus, we had not granted any stock options.

Plan of Operation

Our plan of operations for the next twelve months is to complete the following objectives within the time periods specified, subject to our obtaining the funding necessary for the continued exploration of our mining claims:

1. Register our shares for resale by our selling stockholders and then obtain a trading symbol to trade our shares over the OTC Bulletin Board. However, there is no assurance that we will be successful in getting our common stock quoted on the OTC Bulletin Board.
2. We plan to conduct phase one of our recommended exploration program on our mining claims.
3. If warranted by the results of phase one, we intend to proceed with a further phase of a recommended exploration program on the relevant property or properties.
4. We anticipate spending approximately \$1,000 in ongoing general and administrative expenses per month for the next twelve months, for a total anticipated expenditure of \$12,000 over the next twelve months. The general and administrative expenses for the year will consist primarily of professional fees for the audit and legal work relating to our regulatory filings throughout the year, as well as transfer agent fees, annual mining claims fees and general office expenses.

As at August 31, 2012, we had cash reserves of \$5,094 and working capital deficit of \$75,117. We anticipate that our cash and working capital will not be sufficient to enable us to complete phase one of our exploration program and to pay for the costs of this offering and our general and administrative expenses for the next 12 months. Also, our ability to complete phase two of the recommended work program will be subject to us obtaining additional financing as these expenditures will exceed our cash reserves.

During the 12 month period following the date of this registration statement, we anticipate that we will not generate any revenue. Accordingly, we will be required to obtain additional financing in order to continue our plan of operations. We believe that debt financing will not be an alternative for funding additional phases of exploration as we do not have tangible assets to secure any debt financing. We anticipate that additional funding will be in the form of equity financing from the sale of our common stock. However, we do not have any financing arranged and we cannot provide investors with any assurance that we will be able to raise sufficient funding from the sale of our common stock to fund phase two of our exploration program. In the absence of such financing, we will not be able to continue exploration of our mining claims and our business plan will fail. Even if we are successful in obtaining equity financing to fund phase two our exploration program, there is no assurance that we will obtain the funding necessary to pursue any advanced exploration of our mining claims following the completion of phase two. If we do not continue to obtain additional financing, we will be forced to abandon our mining claims and our plan of operations will fail. Our business plan is not yet complete. We may consider entering into a joint venture arrangement to provide the required funding to develop our mining claims. We have not undertaken any efforts to locate a joint venture participant for our mining claims. Even if we determined to pursue a joint venture participant, there is no assurance that any third party would enter into a joint venture agreement with us in order to fund exploration of our mining claims. If we entered into a joint venture arrangement, we would likely have to assign a percentage of our interest in our mining claims to the joint venture participant.

Results of Operations

In the following discussions references to 2010 are to the period from inception (July 1, 2010) to August 31, 2012.

Revenues

We have had no operating revenues since our inception on July 1, 2010 to August 31, 2012. We anticipate that we will not generate any revenues for so long as we are an exploration stage company.

Expenses

We have incurred total operating expenses of \$88,417 since our inception on July 1, 2010 to August 31, 2012. These expenses were comprised of office and general expenses of \$8,574 and professional fees of \$48,051. The office and general expenses consists of utilities, insurance, depreciation of equipment and office supplies.

Liquidity and Capital Resources

As at August 31, 2012, we had cash reserves of \$5,094 and working capital deficit of \$75,117.

Cash Used in Operating Activities

Cash used in operating activities was \$17,544 for 2012 and \$40,486 from inception on July 1, 2010 to August 31, 2012. We anticipate that cash used in operating activities will increase in 2013 as discussed under "Plan of Operations."

Cash from Financing Activities

We have funded our business to date primarily from sales of our common stock. From our inception, on July 1, 2010, to August 31, 2012, we have raised a total of \$77,480 from private offerings of our securities.

There are no assurances that we will be able to achieve further sales of our common stock or any other form of additional financing. If we are unable to achieve the financing necessary to continue our plan of operations, then we will not be able to continue our exploration of our mining claims and our venture will fail.

Going Concern

We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive exploration activities. For these reasons our auditors stated in their report that they have substantial doubt we will be able to continue as a going concern.

Future Financings

We anticipate continuing to rely on equity sales of our common shares in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing shareholders. There is no assurance that we will achieve any additional sales of our equity securities or arrange for other financing to fund our planned exploration activities.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

Results of Operations for the Period from July 1, 2010 (Inception) to August 31, 2012

We did not earn any revenues for the period from July 1, 2010 (Inception) to August 31, 2012. We incurred operating expenses in the amount of \$88,417 for the period from July 1, 2010 (Inception) to August 31, 2012. These operating expenses were comprised of office and general fees of \$8,574 professional fees of \$48,051, impairment of mineral claims of \$31,500, foreign exchange loss of \$162 and depreciation of \$130. The professional fees consist of the expenses associated with this offering.

We have not attained profitable operations and are dependent upon obtaining financing to pursue marketing and distribution activities. For these reasons, there is substantial doubt that we will be able to continue as a going concern.

Changes In and Disagreements with Accountants

We have had no changes in or disagreements with our accountants.

Available Information

We have filed with the Securities and Exchange Commission a registration statement on Form S-1. For further information about us and the shares of common stock to be sold in the offering, please refer to the registration statement and the exhibits and schedules thereto. The registration statement and exhibits may be inspected, without charge, and copies may be obtained at prescribed rates, at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The registration statement and other information filed with the SEC are also available at the web site maintained by the SEC at <http://www.sec.gov>.

Directors, Executive Officers, Promoters and Control Persons

The Board of Directors elects our executive officers annually. A majority vote of the directors who are in office is required to fill vacancies. Each director shall be elected for the term of one year and until his successor is elected and qualified or until his earlier resignation or removal. Our directors and executive officers are as follows:

Name	Age	Position
Mr. John Vander Leest	33	CEO, President & Director

Mr. Vander Leest is responsible for establishing the company's business model and development. He has served as our President & CEO since inception. For the past 5 years Mr. Vander Leest has been employed or is still employed by three different corporations. From September 2001 to May 2008, Mr. Vander Leest was employed at Kimberly-Clark Corporation. Between the years September 2001 to December 2005 and February 2007 to May 2008, he held the title of Customer Logistics Analyst. He also held the title of Brand Development Analyst - Project Team from January 2006 to January 2007.

Currently, along with his duties as our sole officer and director, Mr. Vander Leest has two other jobs. Since January 2009, he has been working for the Green Bay Real Estate LLC as a Broker Associate and since April 2010, he has been working as a Campaign Consultant for New Frontier Group. Mr. Vander Leest will devote approximately 15 hours a week to our operations.

Family Relationships

There are no family relationships among our officers or directors.

Legal Proceedings

No officer, director or persons nominated for such positions, promoter or significant employee has been involved in the last ten years in any of the following:

- Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
-

Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; and

- Being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

Executive Compensation

Summary Compensation Table

The table below summarizes all compensation awarded to, earned by, or paid to our Principal Executive Officer, our most highly compensated executive officers other than our PEO who occupied such position at the end of our latest fiscal year and up to two additional executive officers who would have been included in the table below except for the fact that they were not executive officers at the end of our latest fiscal year, by us, or by any third party where the purpose of a transaction was to furnish compensation, for all services rendered in all capacities to us for the latest fiscal year ended November 30, 2011.

SUMMARY COMPENSATION TABLE										
Name and Principal Position	Year	Non-Equity								
		Salary		Stock	Option	Incentive Plan	Change in Pension Value		All Other	
		FY	Bonus	Awards	Awards	Compensation	and Nonqualified Deferred Compensation Earnings (\$)		Compens-Total	ation (\$)
		2010	(\$)	(\$)(1)	(\$)(1)	(\$)				(\$)
John Vander Leest										
President, CEO, Secretary, Treasurer and a director	2010	None	None	None	None	None		None		None
	2011	None	None	None	None	None		None		None

Stock Option Grants

We have not granted any stock options to the executive officers since our inception.

Consulting Agreements

We do not have any employment or consulting agreement.

Security Ownership of Certain Beneficial Owners and Management

The following tables set forth the ownership, as of the date of this Prospectus, of our common stock by each person known by us to be the beneficial owner of more than 5% of our outstanding common stock, our directors, and our executive officers and directors as a group. To the best of our knowledge, the persons named have sole voting and investment power with respect to such shares, except as otherwise noted. There are not any pending or anticipated arrangements that may cause a change in control.

The information presented below regarding beneficial ownership of our voting securities has been presented in accordance with the rules of the Securities and Exchange Commission and is not necessarily indicative of ownership for any other purpose. Under these rules, a person is deemed to be a "beneficial owner" of a security if that person has or shares the power to vote or direct the voting of the security or the power to dispose or direct the disposition of the security. A person is deemed to own beneficially any security as to which such person has the right to acquire sole or shared voting or investment power within 60 days through the conversion or exercise of any convertible security, warrant, option or other right. More than one person may be deemed to be a beneficial owner of the same securities. The percentage of beneficial ownership by any person as of a particular date is calculated by dividing the number of shares beneficially owned by such person, which includes the number of shares as to which such person has the right to acquire voting or investment power within 60 days, by the sum of the number of shares outstanding as of such date plus the number of shares as to which such person has the right to acquire voting or investment power within 60 days. Consequently, the denominator used for calculating such percentage may be different for each beneficial owner. Except as otherwise indicated below and under applicable community property laws, we believe that the beneficial owners of our common stock listed below have sole voting and investment power with respect to the shares shown. The mailing address for all persons is 1422 Beech Tree Drive, Green Bay, WI 54304, USA.

Shareholders	# of Shares	Percentage
John Vander Leest	10,000,000	96.8%
All directors and executive officers as a group [1 person]	10,000,000	96.8%

This table is based upon information derived from our stock records. Unless otherwise subject to community property laws where applicable, the shareholder named in this table has sole or shared voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based upon 10,330,000 shares of common stock outstanding as of August 31, 2012.

Certain Relationships and Related Transactions

Upon formation, Mr. John Vander Leest, our founder and president received 10,000,000 shares at par value \$0.001 as the founding officer and executive of the company. Any infusions or loan advances to the company since inception by John Vander Leest are payable at 5% or on demand.

The Company has received loans of \$64,180 and \$41,400 from president of the Company John Vander Leest as of August 31, 2012 & November 30, 2011 respectively. The loans are payable on demand and without interest.

Our executive offices are located at 1422 Beech Tree Drive, Green Bay, WI 54304, USA.

The Corporation may indemnify and advance litigation expenses to its directors, officers, employees and agents to the extent permitted by law, the Articles or these Bylaws, and shall indemnify and advance litigation expenses to its directors, officers, employees and agents to the extent required by law, the Articles or these Bylaws. The Corporation's obligations of indemnification, if any, shall be conditioned on the Corporation receiving prompt notice of the claim and the opportunity to settle and defend the claim. The Corporation may, to the extent permitted by law, purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation.

Disclosure of Commission Position of Indemnification for Securities Act Liabilities

The Corporation may indemnify and advance litigation expenses to its directors, officers, employees and agents to the extent permitted by law, the Articles or these Bylaws, and shall indemnify and advance litigation expenses to its directors, officers, employees and agents to the extent required by law, the Articles or these Bylaws. The Corporation's obligations of indemnification, if any, shall be conditioned on the Corporation receiving prompt notice of the claim and the opportunity to settle and defend the claim. The Corporation may, to the extent permitted by law, purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation.

Eauker Minerals Corp. (An Exploration Stage Company)

Financial Statements

November 30, 2012

(Audited)

BALANCE SHEETS

STATEMENTS OF OPERATIONS

STATEMENTS OF STOCKHOLDERS' DEFICIT

STATEMENTS OF CASH FLOWS

NOTES TO FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Eauker Minerals Inc.

We have audited the accompanying balance sheets of Eauker Minerals Inc, (the "Company") (An Exploration Stage Company) as of November 30, 2011 and 2010 and the related statements of operations, stockholders' equity (deficit), and cash flows for the year then ended and for the period from inception (July 1, 2010) to November 30, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over the financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis,

evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Eauker Minerals Inc (An Exploration Stage Company) as on November 30, 2011 and 2010, and the result of their operations and their cash flows for the year then ended and for the period from inception (July 1, 2010) to November 30, 2011, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has suffered recurring losses from operations, which raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

De Joya Griffith, LLC

/s/ De Joya Griffith, LLC

Henderson, Nevada

June 22, 2012

F-1

EAUKER MINERALS, INC.
(An Exploration Stage Company)
BALANCE SHEETS
(Audited)

	<u>November 30, 2011</u>	<u>November 30, 2010</u>
ASSETS		
Current Assets		
Cash	\$ -	\$ 5,906
Total current assets	<u>-</u>	<u>5,906</u>
Fixed assets, net	331	-
TOTAL ASSETS	<u><u>\$ 331</u></u>	<u><u>\$ 5,906</u></u>
LIABILITIES & STOCKHOLDERS' DEFICIT		
Liabilities		
Current liabilities		
Bank overdraft	\$ 142	\$ -
Accrued expenses	8,000	-
Accounts payable	13,742	1,520
Shareholders loan	<u>41,400</u>	

Total current liabilities	63,284	24,420
Total liabilities	63,284	24,420
Stockholders' deficit		
Capital stock		
Authorized		
75,000,000 authorized Common shares with a par value of \$.001		
Issued and outstanding		
10,330,000 Common Shares		
(Nov 30, 2011 - 10,330,000)	10,330	10,330
Additional paid in capital	2,970	2,970
Deficit accumulated during exploration stage	(76,253)	(31,814)
Total stockholders' deficit	(62,953)	(18,514)
TOTAL LIABILITIES & STOCKHOLDERS' DEFICIT	\$ 331	\$ 5,906

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

F-2

EAUKER MINERALS, INC.
(An Exploration Stage Company)
STATEMENTS OF OPEATION
(Audited)

	For the year ended November 30, 2011	For the year ended November 30, 2010	Since inception (July 1, 2010) to November 30, 2011
Income	\$ -	\$ -	\$ -
Expense			
Depreciation	70	-	70
Impairment of mineral property right	13,000	18,500	31,500
Office & general	4,765	2,064	6,829
Legal & professional	26,442	11,250	37,692
Foreign exchange loss	162	-	162
Total office & general	44,439	31,814	76,253
Total expense	44,439	31,814	76,253
Net loss	\$ (44,439)	\$ (31,814)	\$ (76,253)
Weighted average number of shares - basic	10,355,342	10,162,829	

Loss per share

\$ (0.004)

\$ (0.003)

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

F-3

EAUKER MINERALS, INC.
(An Exploration Stage Company)
STATEMENTS OF STOCKHOLDERS' EQUITY
Since inception (July 1, 2010) to November 30, 2011
(Audited)

	Common Stock		Additional Paid-in Capital	Deficit accumulated during the development stage	Total
	Number of shares	Amount			
Balance at inception - July 1, 2010	-	\$ -	\$ -	\$ -	\$ -
Common stock issued for cash at \$0.001 per share in July 2010	10,000,000	10,000	-	-	10,000
Common stock issued for cash at \$0.01 per share in September 2010	330,000	330	2,970	-	3,300
Net loss for the period from inception to November 30, 2010				(31,814)	(31,814)
Balance, November 30, 2010	10,330,000	10,330	2,970	(31,814)	(18,514)
Net loss for the year ended to November 30, 2011				(44,439)	(44,439)
Balance, November 30, 2011	10,330,000	\$ 10,330	\$ 2,970	\$ (76,253)	\$ (62,953)

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

F-4

EAUKER MINERALS, INC.
(An Exploration Stage Company)
STATEMENTS OF CASH FLOWS
(Audited)

	Year Ended November 30, 2011	Year Ended November 30, 2010	From inception (July 1, 2010) to November 30, 2011
CASH FLOWS FROM OPERATING ACTIVITIES			
Net Income	\$ (44,439)	\$ (31,814)	\$ (76,253)
Items not involving cash:			
Depreciation	70	-	70
Impairment of mineral rights	13,000	18,500	31,500
Changes in working capital:			
Accounts payables / accrued liabilities	20,222	1,520	21,742
Net cash used in operating activities	(11,147)	(11,794)	(22,941)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of fixed assets	(401)	-	(401)
Purchase of mineral right	(13,000)	(18,500)	(31,500)
Net cash used in investing activities	(13,401)	(18,500)	(31,901)
CASH FLOWS FROM FINANCING ACTIVITIES			
Bank overdraft	142	-	142
Shareholders loan	18,500	22,900	41,400
Proceeds from share issuances	-	13,300	13,300
Net cash provided by financing activities	18,642	36,200	54,842
Net change in cash	(5,906)	5,906	-
Cash at the beginning of period	5,906	-	-
Cash at end of period	\$ -	\$ 5,906	\$ -

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

EAUKER MINERALS, INC.
(An Exploration Stage Company)
NOTES TO THE AUDITED FINANCIAL STATEMENTS

NOTE 1 - NATURE OF OPERATIONS AND BASIS OF PRESENTATION

The Company was incorporated in the State of Nevada as a for-profit Company on July 1, 2010 and established a fiscal year end of November to exploit mineral deposits.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The financial statements present the balance sheet, statements of operations, stockholders' equity (deficit) and cash flows of the Company. The statements have been prepared in accordance with accounting principles generally accepted in the United States.

These statements reflect all adjustments, consisting of normal recurring adjustments, which in the opinion of management, are necessary for fair presentation. These interim financial statements be read in conjunction with the financial statements of the Company for the period ended November 30, 2011, S-1 filed herewith above. The Company follows the same accounting policies in the preparation of interim reports.

ADVERTISING

Advertising costs are expensed as incurred. As of November 30, 2011, no advertising costs have been incurred.

PROPERTY

The Company currently owns three mineral claims with historical costs of \$31,500. The company follows the guidelines as outlined in FASB ASC 360-10 and has deemed all of its mineral claims to be fully impaired due to the absence of clearly developed plans to extract the minerals, and the company does not rent any property.

EAUKER MINERALS, INC.
(An Exploration Stage Company)
NOTES TO THE AUDITED FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

USE OF ESTIMATES AND ASSUMPTIONS

Preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates of assets, liabilities, income and expenses, and amounts and disclosures. Accordingly, actual results could differ from those estimates.

CASH AND CASH EQUIVALENTS

For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. Investments with a maturity greater than three months are classified as investments and are reported at fair value, which approximates fair value.

STOCK-BASED COMPENSATION

The Company records stock based compensation in accordance with the guidance in ASC Topic 505 and 718 which requires the Company to recognize the cost of stock option awards. This eliminates accounting for share-based compensation transactions using the intrinsic value and requires instead that the Company recognize the cost of all share-based awards on a graded vesting basis over the vesting period of the award.

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with the FASB ASC 505-50. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instrument issued. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment, the expiration of the equity instrument, or the expiration of the services as defined by FASB ASC 505-50.

INCOME TAXES

The Company follows FASB ASC 740-10, "Income Taxes" for recording the provision for income taxes. Deferred tax assets and liabilities are recognized on the balance sheet and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in the valuation allowance are recorded as deferred income taxes in the period of change.

Deferred income taxes may arise from temporary differences resulting from income and expense items reported for financial accounting and tax accounting. Deferred taxes are classified as current or non-current, depending on the classification of assets and liabilities to which they relate. Deferred taxes arising from temporary differences are classified as current or non-current depending on the periods in which the temporary differences are expected to reverse.

The Company applies a more-likely-than-not recognition threshold for all tax uncertainties. ASC Topic 740 only allows the recognition of those tax benefits that are more likely than not of being sustained upon examination by the taxing authorities. As of November 30, 2011 and 2010, the Company reviewed its tax positions and determined that no tax benefits were recognized with less than a 50% likelihood of being sustained upon examination by the taxing authorities, therefore this standard has not had a material effect on the Company's financial statements.

EAUKER MINERALS, INC.
(An Exploration Stage Company)
NOTES TO THE AUDITED FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

FOREIGN CURRENCY TRANSACTIONS

The Company's functional and reporting currency is the U.S. dollar. From time to time the Company settles transactions in foreign currencies, with the resulting gain or loss on foreign currency exchange reflected in the statement of operations.

RECENT ACCOUNTING PRONOUNCEMENTS

The company has evaluated all the recent accounting pronouncements and believes that none of them will have a material effect on the company's financial statement.

NOTE 3 - GOING CONCERN

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Currently, the Company has an accumulated deficit of \$76,253. The Company does not have a source of revenue sufficient to cover its operating costs giving substantial doubt for it to continue as a going concern. The Company will be dependent upon the raising of additional capital through placement of our common stock in order to implement its

business plan, or merge with an operating company. There can be no assurance that the Company will be successful in either situation in order to continue as a going concern.

NOTE 4 - FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of November 2011. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash, and accounts payable. Fair values were assumed to approximate carrying values for cash and payables because they are short term in nature and their carrying amounts approximate fair values or they are payable on demand.

Level 1: The preferred inputs to valuation efforts are “quoted prices in active markets for identical assets or liabilities,” with the caveat that the reporting entity must have access to that market. Information at this level is based on direct observations of transactions involving the same assets and liabilities, not assumptions, and thus offers superior reliability. However, relatively few items, especially physical assets, actually trade in active markets.

Level 2: FASB acknowledged that active markets for identical assets and liabilities are relatively uncommon and, even when they do exist, they may be too thin to provide reliable information. To deal with this shortage of direct data, the board provided a second level of inputs that can be applied in three situations.

Level 3: If inputs from levels 1 and 2 are not available, FASB acknowledges that fair value measures of many assets and liabilities are less precise. The board describes Level 3 inputs as “unobservable,” and limits their use by saying they “shall be used to measure fair value to the extent that observable inputs are not available.” This category allows “for situations in which there is little, if any, market activity for the asset or liability at the measurement date”. Earlier in the standard, FASB explains that “observable inputs” are gathered from sources other than the reporting company and that they are expected to reflect assumptions made by market participants.

NOTE 5 - CAPITAL STOCK

The Companies capitalization is 75,000,000 common shares with a par value of \$.001 per share. No preferred shares have been authorized or issued.

In July 2010 the company issued 10,000,000 common shares at par value, subsequently, in September 2010 the company issued a further 330,000 for \$.01 per share.

In August 2011 the company issued 250,000 common shares for \$.01 per share, subsequently, in September 2011 the company bought back 250,000 common shares issued in August 2011 for \$.01 per share, then cancelled those shares.

As of November 30, 2011, the Company has not granted any stock options and has not recorded any stock-based compensation.

As of November 30, 2011& 2010, the Company has total 10,330,000 common shares issued and outstanding.

NOTE 6 - RELATED PARTY LOANS

The Company has received a loan of \$ 41,400 and \$22,900 from president of the Company John Vander Leest as of November 30, 2011and 2010. The loan is unsecured, payable on demand and without interest.

NOTE 7 - MINERAL CLAIM

Pursuant to a mineral property purchase agreement, the Company acquired a 100% undivided right, title and interest in a mineral claim, located a total cash payment of \$31,500. Mineral property acquisition costs are capitalized when incurred. When a property reaches the production stage, the units of production method on the basis of periodic estimates of ore reserves, currently no property has reached the production stage. When properties will be periodically assessed for impairment of value and any diminution in value. During the year ended November 30, 2010 and 2011, the Company determined that the asset have been impaired because the Company could not project any future cash flows or salvage value and the asset were recorded an impairment loss for \$18,500 for the year ended November 30, 2010 and balance \$13,000 for the year ended November 30, 2011.

NOTE 8 - INCOME TAXES

We did not provide any current or deferred U.S. federal income tax provision or benefit for any of the periods presented because we have experienced for uncertainty in income taxes when it is more likely than not that a tax asset cannot be realized through future income the Company must allow an allowance on the net deferred tax asset, consisting of net operating loss carry forwards, because management has determined that it is more likely than not to realize the deferred tax assets during the carry forward period.

The components of the Company's deferred tax asset and reconciliation of income taxes computed at the statutory rate to the income tax amount for the years ended 2011 and 2010, are as follows:

	November 30, 2011	November 30, 2010
Net operating loss carry forward	\$ (76,253)	\$ (31,814)
Adjustments:		
Impairment of mineral property	31,500	18,500
Tax loss	(44,753)	(13,314)
Effective tax rate	35%	35%
Deferred Tax assets	\$ 15,664	\$ 4,660
Less: Valuation Allowance	(15,664)	(4,660)
Net deferred tax asset	\$ -	\$ -

The net federal operating loss carry forward will begin to expire between 2027 and 2028. This carry forward may be limited upon the consumption of the loss under Section 381.

F-9

EAUKER MINERALS, INC.
(An Exploration Stage Company)
BALANCE SHEETS
(Unaudited)

	August 31, 2012	November 30, 2011
ASSETS		
Current Assets		
Cash	\$5,094	\$ -
Total Current Assets	5,094	-

Fixed Assets		
Computer, net	270	331
Total Fixed Assets	270	331
TOTAL ASSETS	\$5,364	331
LIABILITIES & STOCKHOLDERS' DEFICIT		
LIABILITIES		
Current Liabilities		
Bank overdraft	\$	\$142
Accounts payables	16,301	13,742
Accrued expenses		8,000
Shareholders loan	64,180	41,400
Total Current Liabilities	80,481	63,284
TOTAL LIABILITIES	80,481	63,284
STOCKHOLDERS' DEFICIT		
Capital stock		
Authorized		
75,000,000 authorized common shares		
with a par value of \$.001		
Issued and outstanding		
10,330,000 Common shares (Nov 30, 2011 - 10,330,000)	10,330	10,330
Additional paid in capital	2,970	2,970
Deficit accumulated during development stage	(88,417)	(76,253)
TOTAL STOCKHOLDERS' DEFICIT	(75,117)	(62,953)
TOTAL LIABILITIES & STOCKHOLDERS' DEFICIT	\$5,364	\$331

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

F-10

EAUKER MINERALS, INC.
(An Exploration Stage Company)
STATEMENTS OF OPERATION
(Unaudited)

	For the three months ended 31-Aug-12	For the three months ended 31-Aug-11	For the nine months ended 31-Aug-12	For the nine months ended 31-Aug-11	Since inception (July 1, 2010) to 31-Aug-12
REVENUE	\$-	\$-	\$-	\$-	\$-

EXPENSES					
Office & general	1,049	4,680	1,745	4,254	8,574
Legal & professional	3,250	4,250	10,359	13,897	48,051
Impairment of mineral claims	-	-	-	-	31,500
Foreign exchange loss	-	-	-	-	162
Depreciation	20	20	60	50	130
TOTAL EXPENSES	4,319	8,950	12,164	18,201	88,417
NET LOSS	(\$4,319)	(\$8,950)	(\$12,164)	(\$18,201)	(\$88,417)
BASIC LOSS PER SHARE	\$-	\$-	\$-	\$-	
WEIGHTED AVERAGE NUMBER OF COMMON STOCK OUTSTANDING - BASIC	10,330,000	10,330,000	10,330,000	10,330,000	

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

F-11

EAUKER MINERALS, INC.
(An Exploration Stage Company)
STATEMENTS OF STOCKHOLDERS' DEFECIT
Since inception (July 1, 2010) to August 31, 2012
(Unaudited)

	Common Stock		Additional Paid-in Capital	Deficit accumulated during the development stage	Total
	Number of shares	Amount			
Balance at inception - July 1, 2010	-	\$ -	\$ -	\$ -	\$ -
Common stock issued for cash at \$0.001 per share in July 2010	10,000,000	10,000	-	-	10,000
Common stock issued for cash at \$0.01 per share in September 2010	330,000	330	2,970	-	3,300
Net loss for the period from inception to November 30, 2010				(31,814)	(31,814)
Balance, November 30, 2010	10,330,000	10,330	2,970	(31,814)	(18,514)

Net loss						(44,439)	(44,439)
Balance, November 30, 2011	10,330,000	\$	10,330	\$	2,970	\$ (76,253)	\$ (62,953)
Net loss						(12,164)	(12,164)
Balance, August 31, 2012	10,330,000	\$	10,330	\$	2,970	\$ (88,417)	\$ (75,117)

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

F-12

EAUKER MINERALS, INC.
(An Exploration Stage Company)
STATEMENTS OF CASH FLOWS
(Unaudited)

For the nine months
ended
31-Aug-12

For the nine months
months ended
31-Aug-11

Since inception
(July 1, 2010) to
August 31, 2012)

OPERATING ACTIVITIES

Net loss	(12,164)	(18,201)	(88,416)
Adjustments for non cash items:			
Depreciation	60	50	130
Impairment of mineral claims	-	-	31,500
Changes in operating assets and liabilities:			
Accounts payable	2,560	7,677	16,301
Accrued expenses	(8,000)	-	-

NET CASH USED IN OPERATING ACTIVITIES	(17,544)	(10,474)	(40,486)
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INVESTING ACTIVITIES

Purchase of computers		(401)	(401)
Purchase of mineral right	-	-	(31,500)

NET CASH USED IN INVESTING ACTIVITIES	-	(31,901)	(31,901)
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FINANCING ACTIVITIES

Decrease in bank overdraft	(192)	-	-
Proceeds from share issuances	-	2,500	13,300
Increase in shareholder loans	22,780	5,000	64,180

NET CASH PROVIDED BY FINANCING ACTIVITIES	22,588	7,500	77,480
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NET INCREASE (DECREASE) IN CASH	5,044	(3,375)	5,094
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CASH, BEGINNING OF PERIOD	50	5,906	-
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CASH AT END OF PERIOD	\$5,094	\$2,531	\$5,094
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The accompanying notes are an integral part of these financial statements

F-13

EAUKER MINERALS, INC.
(An Exploration Stage Company)
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 - NATURE OF OPERATIONS AND BASIS OF PRESENTATION

The Company was incorporated in the State of Nevada as a for-profit Company on July 1, 2010 and established a fiscal year end of November 30. The company is an exploration-stage company organized to exploit mineral deposits.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements present the balance sheet, statements of operations, stockholders' equity (deficit) and cash flows of the Company. These financial statements are presented in United States dollars and have been prepared in accordance with accounting principles generally accepted in the United States.

These statements reflect all adjustments, consisting of normal recurring adjustments, which in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these interim financial statements be read in conjunction with the financial statements of the Company for the period ended November 30, 2011 and notes thereto included in the Company's registration statement S-1 filed herewith above. The Company follows the same accounting policies in the preparation of interim reports.

Advertising

Advertising costs are expensed as incurred. As of August 31, 2012, no advertising costs have been incurred.

Property

The Company currently owns three mineral claims with historical costs of \$31,500. The company follows the guidelines as outlined in FASB ASC 360 for guidance on the impairment of its long lived assets, and has deemed all of its mineral claims to be fully impaired due to the absence of clearly developed plans to extract the minerals, and the company's current inability to fund the needed exploration of the claims. The company does not rent any property.

F-14

Use of Estimates and Assumptions

Preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Cash and cash equivalents

For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. The carrying value of these investments approximates fair value.

Stock-based compensation

The Company records stock based compensation in accordance with the guidance in ASC Topic 505 and 718 which requires the Company to recognize expenses related to the fair value of its employee stock option awards. This eliminates accounting for share-based compensation transactions using the intrinsic value and requires instead that such transactions be accounted

for using a fair-value-based method. The Company recognizes the cost of all share-based awards on a graded vesting basis over the vesting period of the award.

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with FASB ASC 718-10 and the conclusions reached by the FASB ASC 505-50. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by FASB ASC 505-50.

Income Taxes

The Company follows the liability method of accounting for income taxes. We record uncertain tax positions in accordance with ASC 740. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax balances. Deferred tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply to the taxable income in the years in which those differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment.

Net Loss Per Share

The Company follows ASC Topic 260 to account for the earnings per share. Basic loss per share includes no dilution and is computed by dividing loss available to common stockholders by the weighted average number of common shares outstanding for the period. Dilutive loss per share reflects the potential dilution of securities that could share in the losses of the Company.

Because the Company does not have any potentially dilutive securities, the accompanying presentation is only of basic loss per share.

Foreign Currency Transactions

The Company's functional and reporting currency is the U.S. dollar. From time to time the Company settles transactions in foreign currencies, with the resulting gain or loss on foreign currency exchange reflected in the statement of operations.

Recent Accounting Pronouncements

The company has evaluated all the recent accounting pronouncements and believes that none of them will have a material effect on the company's financial statement.

NOTE 3 - GOING CONCERN

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Currently, the Company has incurred net loss from operations since inception (July 10, 2010) to August 31, 2012 of \$88,417. The Company does not have a source of revenue sufficient to cover its operation costs giving substantial doubt for it to continue as a going concern. The Company will be dependent upon the raising of additional capital through placement of our common stock in order to implement its business plan, or merge with an operating company. There can be no assurance that the Company will be successful in either situation in order to continue as a going concern.

NOTE 4 - FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of August 2012 and 2011. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair

values. These financial instruments include cash, and accounts payable. Fair values were assumed to approximate carrying values for cash and payables because they are short term in nature and their carrying amounts approximate fair values or they are payable on demand.

Level 1: The preferred inputs to valuation efforts are “quoted prices in active markets for identical assets or liabilities,” with the caveat that the reporting entity must have access to that market. Information at this level is based on direct observations of transactions involving the same assets and liabilities, not assumptions, and thus offers superior reliability. However, relatively few items, especially physical assets, actually trade in active markets.

Level 2: FASB acknowledged that active markets for identical assets and liabilities are relatively uncommon and, even when they do exist, they may be too thin to provide reliable information. To deal with this shortage of direct data, the board provided a second level of inputs that can be applied in three situations.

Level 3: If inputs from levels 1 and 2 are not available, FASB acknowledges that fair value measures of many assets and liabilities are less precise. The board describes Level 3 inputs as “unobservable,” and limits their use by saying they “shall be used to measure fair value to the extent that observable inputs are not available.” This category allows “for situations in which there is little, if any, market activity for the asset or liability at the measurement date”. Earlier in the standard, FASB explains that “observable inputs” are gathered from sources other than the reporting company and that they are expected to reflect assumptions made by market participants.

NOTE 5 - CAPITAL STOCK

The Companies capitalization is 75,000,000 common shares with a par value of \$.001 per share. No preferred shares have been authorized or issued.

In July 2010, the company issued 10,000,000 common shares at par value, subsequently; in September 2010 the Company issued a further 330,000 for \$.01 per share.

In August 2011, the company issued 250,000 common shares for \$.01 per share, subsequently in September 2011, the Company bought back 250,000 common shares issued in August 2011 for \$.01 per share, then cancelled those shares.

As of August 31, 2012, the Company has not granted any stock options and has not recorded any stock-based compensation.

As of August 31, 2012 and November 30, 2011, the Company has total 10,330,000 common shares issued and outstanding.

NOTE 6 - RELATED PARTY LOANS

The Company has received loans of \$64,180 & \$41,400 from president of the Company John Vander Leest as of August 31, 2012 & November 30, 2011 respectively. The loans are payable on demand and without interest.

NOTE 7 - SUBSEQUENT EVENTS

The company has evaluated subsequent events from the Balance date through the date of the financial statements were available to be issued and has determined that there are no events to disclose.

**330,000 SHARES
COMMON STOCK**

PROSPECTUS

DEALER PROSPECTUS DELIVERY OBLIGATION

Until (90 days after the effective date), all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

Part II

Information Not Required In the Prospectus

Other Expenses of Issuance and Distribution

The estimated costs of this offering are as follows:

Securities and Exchange Commission registration fee	\$ 4.50
Transfer Agent Fees	\$ 0.00
Accounting fees and expenses	\$ 5,000.00
Legal fees and expenses	\$ 35,000.00
Edgar filing fees	\$ 1,500.00
Miscellaneous expenses	\$ 1,495.50
Total	\$ 43,000.00

All amounts are estimates other than the Commission's registration fee.

We are paying all expenses of the offering listed above. No portion of these expenses will be borne by the selling shareholders. The selling shareholders, however, will pay any other expenses incurred in selling their common stock, including any brokerage commissions or costs of sale.

Indemnification of Directors and Officers

Our sole officer and our directors are indemnified as provided by the Nevada Revised Statutes and our bylaws.

Under the NRS, director immunity from liability to a company or its shareholders for monetary liabilities applies automatically unless it is specifically limited by a company's articles of incorporation that is not the case with our articles of incorporation. Excepted from that immunity are:

1. a willful failure to deal fairly with the company or its shareholders in connection with a matter in which the director has a material conflict of interest;
2. a violation of criminal law (unless the director had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful);
3. a transaction from which the director derived an improper personal profit; and
4. willful misconduct.

Our bylaws provide that we will indemnify our directors and officers to the fullest extent not prohibited by Nevada law; provided, however, that we may modify the extent of such indemnification by individual contracts with our directors and officers; and, provided, further, that we shall not be required to indemnify any director or officer in connection with any proceeding (or part thereof) initiated by such person unless:

1. such indemnification is expressly required to be made by law;
2. the proceeding was authorized by our Board of Directors;
3. such indemnification is provided by us, in our sole discretion, pursuant to the powers vested us under Nevada law; or
4. such indemnification is required to be made pursuant to the bylaws.

Our bylaws provide that we will advance all expenses incurred to any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was our director or officer, or is or was serving at our request as a director or executive officer of another company, partnership, joint venture, trust or other enterprise, prior to the final disposition of the proceeding, promptly following request. This advance of expenses is to be made upon receipt of an undertaking by or on behalf of such person to repay said amounts should it be ultimately determined that the person was not entitled to be indemnified under our bylaws or otherwise.

Our bylaws also provide that no advance shall be made by us to any officer in any action, suit or proceeding, whether civil, criminal, administrative or investigative, if a determination is reasonably and promptly made: (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the proceeding; or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, that the facts known to the decision-making party at the time such determination is made demonstrate clearly and convincingly that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to our best interests.

Recent Sales of Unregistered Securities

As of August 31, 2012 and November 30, 2011, the Company has total 10,330,000 common shares issued and outstanding. 10,000,000 founder's shares at \$0.001 per share for net funds to the Company of \$1,000 and had issued 330,000 common stock at \$0.01 per share, for net funds to the Company of \$3,300.

We relied upon Section 4(2) of the Securities Act of 1933, as amended for the above issuances. We believed that Section 4(2) of the Securities Act of 1933 was available because:

- None of these issuances involved underwriters, underwriting discounts or commissions.
- Restrictive legends were and will be placed on all certificates issued as described above.
- The distribution did not involve general solicitation or advertising.
- The distributions were made only to investors who were sophisticated enough to evaluate the risks of the investment.

In connection with the above transactions, although some of the investors may have also been accredited, we provided the following to all investors:

- Access to all our books and records.
- Access to all material contracts and documents relating to our operations.
- The opportunity to obtain any additional information, to the extent we possessed such information, necessary to verify the accuracy of the information to which the investors were given access.

Exhibits

Exhibit Number	Description
3.1	Articles of Incorporation
3.2	By-Laws
5.1	Legal Opinion of Anthony Girodano., with consent to use
10.1	First Agreement with Oro Quest
10.2	Second Agreement with Oro Quest
23.1	Consent of De Joya Griffith LLC

The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement, or most recent post-effective amendment, which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; Notwithstanding the foregoing, any increase or decrease in Volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the commission pursuant to Rule 424(b)if, in the aggregate, the changes in the volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in the registration statement.
1. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
2. To remove from registration by means of a post-effective amendment any of the securities being registered hereby which remain unsold at the termination of the offering.
3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to officers, directors, and controlling persons pursuant to the provisions above, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities is asserted our director, officer, or other controlling person in connection with the securities registered, we will, unless in the opinion of our legal counsel the matter has been settled by controlling precedent, submit the question of whether such indemnification is against public policy to a court of appropriate jurisdiction. We will then be governed by the final adjudication of such issue.
4. Each prospectus filed pursuant to Rule 424(b) as part of a Registration statement relating to an offering, other than registration statements relying on Rule 430(B) or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness.
Provided; however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by referenced into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of

the registration statement or made in any such document immediately prior to such date of first use.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the provisions above, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable.

In the event that a claim for indemnification against such liabilities, other than the payment by us of expenses incurred or paid by one of our directors, officers, or controlling persons in the successful defense of any action, suit or proceeding, is asserted by one of our directors, officers, or controlling person in connection with the securities being registered, we will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification is against public policy as expressed in the Securities Act, and we will be governed by the final adjudication of such issue.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Green Bay, State of Wisconsin, on the 14th day of January, 2013

EAUKER MINERALS CORP.

By: /s/ John Vander Leest John Vander
Leest
President, Chief Executive Officer,
Principal Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates stated.


SIGNATURE	CAPACITY IN WHICH SIGNED	DATE
<u>/s/ John Vander Leest</u> John Vander Leest	President, Chief Executive Officer, Principal executive Officer, Principal Financial Officer Principal Accounting officer and Director	January 14, 2013



ROSS MILLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 5708
Website: www.nvsos.gov


Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20100488632-94 Filing Date and Time 07/01/2010 4:30 PM Entity Number E0318182010-9
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	EALKER MINERALS CORP.			
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: Incamart.biz Inc. Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address City Nevada Zip Code Mailing Address (if different from street address) City Nevada Zip Code			
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value:	75,000,000	Par value per share: \$	0.001
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) John Vanderveest Name 1422 Beech Tree Drive Green Bay WI 54304 Street Address City State Zip Code 2) Name Street Address City State Zip Code			
5. Purpose: (optional; see instructions)	The purpose of the corporation shall be:			
6. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	John Vanderveest Name 1422 Beech Tree Drive Green Bay WI 54304 Address City State Zip Code X  Incorporator Signature			
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. X See Attached. Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date			

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles
Revised on 7-1-08



ROSS MILLER
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov



131102

Registered Agent Acceptance

(PURSUANT TO NRS 77.310)

This form may be submitted by: a Commercial Registered Agent,
Noncommercial Registered Agent or Represented Entity. For more
information please visit <http://www.nvsos.gov/index.aspx?page=141>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Acceptance of Appointment by Registered Agent

In the matter of

Eauker Minerals Corp

Name of Represented Business Entity

INCSMART.BIZ, INC.

I am a:

Name of Appointed Registered Agent OR Represented Entity Serving as Own Agent*

(complete only one)

- a) ☒ commercial registered agent listed with the Nevada Secretary of State,
b) ☐ noncommercial registered agent with the following address for service of process:

Street Address _____ City _____ Nevada _____ Zip Code _____

Mailing Address (if different from street address) _____ City _____ Nevada _____ Zip Code _____

- c) ☐ represented entity accepting own service of process at the following address:

Title of Office or Position of Person in Represented Entity _____

Street Address _____ City _____ Nevada _____ Zip Code _____

Mailing Address (if different from street address) _____ City _____ Nevada _____ Zip Code _____

and hereby state that on

the above-named business entity. Date _____

I accepted the appointment as registered agent for

X *Michael K. Kala*
Authorized Signature of R.A. or On Behalf of R.A. Company

07/01/2010

Date

*If changing Registered Agent when reinstating, officer's signature required.

X

Signature of Officer _____

Date _____

Nevada Secretary of State Form RA Acceptance
Revised: 5-13-10

CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **EAUKER MINERALS CORP.**, did on July 1, 2010, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on July 2, 2010.



ROSS MILLER

Secretary of State



Certified By: Greg Devaul
Certificate Number: C20100702-0365
You may verify this certificate
online at <http://www.nvsos.gov/>

The seal of the State of Nevada is circular. It features a central illustration of a landscape with mountains, a river, and a city. The text "THE GREAT SEAL OF THE STATE OF" is inscribed around the top inner edge, and "NEVADA" is at the bottom. A banner across the middle of the seal reads "ALL FOR OUR COUNTRY".



**BYLAWS
OF
EUKER MINERALS CORP.**

July 1, 2010

ARTICLE I

OFFICES AND CORPORATE SEAL

SECTION 1.1 Registered Office. Eauker Minerals Corp., (hereinafter the "Corporation") shall maintain a registered office in the State of Nevada. In addition to its registered office, the Corporation shall maintain a principal office at a location determined by the Board. The Board of Directors may change the Corporation's registered office and principal office from time to time.

SECTION 1.2 Other Offices. The Corporation may also maintain offices at such other place or places, either within or without the State of Nevada, as may be designated from time to time by the Board of Directors (hereinafter the "Board"), and the business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

SECTION 1.3 Corporate Seal. A Corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation, but nevertheless if in any instance a corporate seal be used, the same shall be a circle having on the circumference thereof the name of the Corporation and in the center the words "corporate seal", the year incorporated, and the state where incorporated.

ARTICLE II

SHAREHOLDERS

SECTION 2.1 Shareholders Meetings. All meetings of the shareholders shall be held at the principal office of the Corporation between the hours of 9:00 a.m. and 5:00 p.m., or at such other time and place as may be fixed from time to time by the Board, or in the absence of direction by the Board, by the President or Secretary of the Corporation, either within or without the State of Nevada, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. A special or annual meeting called by shareholders owning a majority of the entire capital stock of the Corporation pursuant to Sections 2.2 or 2.3 shall be held at the place designated by the shareholders calling the meeting in the notice of the meeting or in a duly executed waiver of notice thereof.

SECTION 2.2 Annual Meetings. Annual meetings of a shareholders shall be held on a date designated by the Board of Directors or if that day shall be a legal holiday, then on the next succeeding business day, or at such other date and time as shall be designated from time to time by the Board and stated in the notice of the meeting. At the annual meeting, shareholders shall elect the Board and transact such other business as may properly be brought before the meeting. In the event that an annual meeting is not held on the date specified in this Section 2.2, the annual meeting may be held on the written call of the shareholders owning a majority of the entire capital stock of the Corporation issued, outstanding, and entitled to vote.

SECTION 2.3 Special Meetings of Shareholders. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by Nevada statute or by the Articles of Incorporation (hereinafter the "Articles"), may be called by the President and shall be called by the President or Secretary at the request in writing of a majority of the Board, or at the request in writing of shareholders owning a majority of the entire capital stock of the Corporation issued, outstanding, and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting. In the event that the President or Secretary fails to call a meeting pursuant to such a request, a special meeting may be held on the written call of the shareholders owning a majority of the entire capital stock of the Corporation issued, outstanding, and entitled to vote.

SECTION 2.4 List of Shareholders. The officer who has charge of the stock transfer books for shares of the Corporation shall prepare and make, no more than two (2) days after notice of a meeting of a shareholders is given, a complete list of the shareholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address and the number of shares registered in the name of each shareholder. Such list shall be open to examination and copying by any shareholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any shareholder present.

SECTION 2.5 Notice of Shareholders Meetings. Written notice of the annual meeting stating the place, date and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given, either personally or by mail, to each shareholder of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when mailed to the shareholder at his address as it appears on the stock transfer books of the Corporation. Business transacted at any special meeting of shareholders shall be limited to the purposes stated in the notice unless determined otherwise by the unanimous vote of the holders of all of the issued and outstanding shares of the Corporation present at the meeting in person or represented by proxy.

SECTION 2.6 Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of, or permitted to vote at, any meeting of shareholders or any adjournment thereof, or for the purpose of determining shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, sixty (60) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of, or permitted to vote at, a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the board may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty (60) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not enclosed and no record date is fixed for the determination of shareholders entitled to notice of, or permitted to vote at, a meeting of shareholders, or for the determination of shareholders entitled to receive payment of a dividend, the record date shall be 4:00 p.m. on the day before the day on which notice of the meeting is given or, if notice is waived, the record date shall be the day on which, and the time at which, the meeting is commenced. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, provided that the board may fix a new record date for the adjourned meeting and further provided that such adjournments do not in the aggregate exceed thirty (30) days.

The record date for determining shareholders entitled to express consent to action without a meeting pursuant to Section 2.9 shall be the date on which the first shareholder signs the consent.

SECTION 2.7 Quorum and Adjournment.

- (a) The holders of a majority of the shares issued, outstanding, and entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by Nevada statute or by the Articles.
- (b) Business may be conducted once a quorum is present and may continue until adjournment of the meeting notwithstanding the withdrawal or temporary absence of sufficient shares to reduce the number present to less than a quorum. Unless the vote of a greater number or voting by classes is required by Nevada statute or the Articles, the affirmative vote of the majority of the shares then represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders; provided, however, that if the shares then represented are less than required to constitute a quorum, the affirmative vote must be such as would constitute a majority if a quorum were present; and provided further, that the affirmative vote of a majority of the shares then present shall be sufficient in all cases to adjourn a meeting.
- (c) If a quorum shall not be present or represented at any meeting of the shareholders, the shareholders entitled to vote at the meeting, present in person or represented by proxy, shall have power to adjourn the meeting to another time or place, without notice other than announcement at the meeting at which adjournment is taken, until a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

SECTION 2.8 Voting. At every meeting of the shareholders, each shareholder shall be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such shareholder, but no proxy shall be voted or acted upon after six (6) months from its date, unless the proxy provides for a longer period not to exceed seven (7) years.

SECTION 2.9 Action Without Meeting. Any action required or permitted to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of a majority of the outstanding shares entitled to vote with respect to the subject matter of the action unless a greater percentage is required by law in which case such greater percentage shall be required.

Section 2.10 Waiver. A shareholder's attendance at a meeting shall constitute a waiver of any objection to defective notice or lack of notice of the meeting unless the shareholder objects at the beginning of the meeting to holding the meeting or transacting business at the meeting, and shall constitute a waiver of any objection to consideration of a particular matter at the meeting unless the shareholder objects to considering the matter when it is presented. A shareholder may otherwise waive notice of any annual or special meeting of shareholders by executing a written waiver of notice either before, at or after the time of the meeting.

SECTION 2.11 Conduct of Meetings. Meetings of the shareholders shall be presided over by a chairman to be chosen, subject to confirmation after tabulation of the votes, by a majority of the shareholders entitled to vote at the meeting who are present in person or by proxy. The secretary for the meeting shall be the Secretary of the Corporation, or if the Secretary of the Corporation is absent, then the chairman initially chosen by a majority of

the shareholders shall appoint any person present to act as secretary. The chairman shall conduct the meeting in accordance with the Corporation's Articles, Bylaws and the notice of the meeting, and may establish rules for conducting the business of the meeting. After calling the meeting to order, the chairman initially chosen shall call for the election inspector, or if no inspector is present then the secretary of the meeting, to tabulate the votes represented at the meeting and entitled to be cast. Once the votes are tabulated, the shares entitled to vote shall confirm the chairman initially chosen or shall choose another chairman, who shall confirm the secretary initially chosen or shall choose another secretary in accordance with this section. If directors are to be elected, the tabulation of votes present at the meeting shall be announced prior to the casting of votes for the directors.

Section 2.12 Election Inspector. The Board of Directors, in advance of any shareholders meeting, may appoint an election inspector to act at such meeting. If an election inspector is not so appointed or is not present at the meeting, the chairman of the meeting may, and upon the request of any person entitled to vote at the meeting shall, make such appointment. If appointed, the election inspector will determine the number of shares outstanding, the authenticity, validity and effect of proxies and the number of shares represented at the meeting in person and by proxy; receive and count votes, ballots and consents and announce the results thereof; hear and determine all challenges and questions pertaining to proxies and voting; and, in general, perform such acts as may be proper to ensure the fair conduct of the meeting.

ARTICLE III

DIRECTORS

SECTION 3.1 Number and Election. The number of directors that shall constitute the whole Board shall initially be one; provided, such number may be changed by the shareholders so long as the number of directors shall not be less than one or more than nine. Directors shall be elected by the shareholders, and each director shall serve until the next annual meeting and until his successor is elected and qualified, or until resignation or removal.

SECTION 3.2 Powers. The business and affairs of the Corporation shall be managed by the Board, which may exercise all such powers of the Corporation and do all such lawful acts as are not by Nevada statute, the Articles, or these Bylaws directed or required to be exercised or done by the shareholders.

SECTION 3.3 Resignation of Directors. Any director may resign his office at any time by giving written notice of his resignation to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

SECTION 3.4 Removal of Directors. Any director or the entire Board may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors at a meeting of shareholders called expressly for that purpose.

SECTION 3.5 Vacancies. Vacancies resulting from the resignation or removal of a director and newly created directorships resulting from any increase in the authorized number of directors shall be filled by the shareholders in accordance with Section 3.1.

SECTION 3.6 Place of Meetings. Unless otherwise agreed by a majority of the directors then serving, all meetings of the Board of Directors shall be held at the Corporation's principal office between the hours of 9:00 a.m. and 5:00 p.m., and such meetings may be held by means of conference telephone or similar communications

equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.6 shall constitute presence in person at such meeting.

SECTION 3.7 Annual Meetings. Annual meetings of the Board shall be held immediately following the annual meeting of the shareholders and in the same place as the annual meeting of shareholders. In the event such meeting is not held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board, or as shall be specified in a written waiver of notice by all of the directors.

SECTION 3.8 Regular Meetings. Regular meetings of the Board may be held without notice at such time and at such place as shall from time to time be determined by the Board.

SECTION 3.9 Special Meetings. Special meetings of the Board may be called by the President or the Secretary with seven (7) days notice to each director, either personally, by mail, by telegram, or by telephone; special meetings shall be called in like manner and on like notice by the President or Secretary on the written request of two (2) directors and shall in such case be held at the time requested by those directors, or if the President or Secretary fails to call the special meeting as requested, then the meeting may be called by the two requesting directors and shall be held at the time designated by those directors in the notice.

SECTION 3.10 Quorum and Voting. A quorum at any meeting of the Board shall consist of a majority of the number of directors then serving, but not less than two (2) directors, provided that if and when a Board comprised of one member is authorized, or in the event that only one director is then serving, then one director shall constitute a quorum. If a quorum shall not be present at any meeting of the Board, the directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present. If a quorum is present, then the affirmative vote of a majority of directors present is the act of the Board of Directors.

SECTION 3.11 Action Without Meeting. Unless otherwise restricted by the Articles of these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

SECTION 3.12 Committee of the Board. The Board, by resolution, adopted by a majority of the full Board, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such resolution and permitted by law, shall have and may exercise all the authority of the Board. The Board, with or without cause, may dissolve any such committee or remove any member thereof at any time. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

SECTION 3.13 Compensation. To the extent authorized by resolution of the Board and not prohibited or limited by the Articles, these Bylaws, or the shareholders, a director may be reimbursed by the Corporation for his expenses, if any, incurred in attending a meeting of the Board of Directors, and may be paid by the Corporation for his expenses, if any, incurred in attending a meeting of the Board of Directors, and may be paid by the Corporation a fixed sum or a stated salary or both for attending meetings of the Board. No such reimbursement or payment shall preclude any director from serving the Corporation in any such capacity and receiving compensation therefore.

SECTION 3.14 Waiver. A director's attendance at or participation in a meeting shall constitute a waiver of any objection to defective notice or lack of notice of the meeting unless the director objects at the beginning of the meeting or promptly upon his arrival to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. A director may otherwise waive notice of any annual, regular or special meeting of directors by executing a written notice of waiver either before or after the time of the meeting.

SECTION 3.15 Chairman of the Board. A Chairman of the Board may be appointed by the directors. The Chairman of the Board shall perform such duties as from time to time may be assigned to him by the Board, the shareholders, or these Bylaws. The Vice Chairman, if one has been elected, shall serve in the Chairman's absence.

SECTION 3.16 Conduct of Meetings. At each meeting of the Board, one of the following shall act as chairman of the meeting and preside, in the following order of precedence:

- (a) The Chairman of the Board;
- (b) The Vice Chairman;
- (c) The President of the Corporation; or
- (d) A director chosen by a majority of the directors present, or if a majority is unable to agree on who shall act as chairman, then the director with the earliest date of birth shall act as the chairman.

The Secretary of the Corporation, or if he shall be absent from such meeting, the person whom the chairman of such meeting appoints, shall act as secretary of such meeting and keep the minutes thereof. The order of business and rules of procedure at each meeting of the Board shall be determined by the chairman of such meeting, but the same may be changed by the vote of a majority of those directors present at such meeting. The Board shall keep regular minutes of its proceedings.

ARTICLE IV

OFFICERS

SECTION 4.1 Titles, Offices, Authority. The officers of the Corporation shall be chosen by the Board of Directors and shall include a President, a Secretary and a Treasurer, and may, but need not, include a Chairman, a Vice Chairman, a Chief Executive Officer, a Chief Operating Officer, a Vice President, additional Vice Presidents, one or more assistant secretaries and assistant treasurers, or any other officer appointed by the Board. Any number of offices may be held by the same person, unless the Articles or these Bylaws otherwise provide. If only one person is serving as an officer of this Corporation, he or she shall be deemed to be President and Secretary. An officer shall have such authority and shall perform such duties in the management of the Corporation as may be provided by the Articles or these Bylaws, or as may be determined by resolution of the Board or the shareholders in accordance with Article V.

SECTION 4.2 Subordinate Officers. The Board may appoint such subordinate officers, agents or employees as the Board may deem necessary or advisable, including one or more additional Vice Presidents, one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine. The Board may delegate to any executive officer or to any committee the power to appoint any such additional officers, agents or employees. Notwithstanding the foregoing, no assistant secretary or assistant

treasurer shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state or city government.

SECTION 4.3 Appointment, Term of Office, Qualification. The officers of the Corporation shall be appointed by the Board and each officer shall serve at the pleasure of the Board until the next annual meeting and until a successor is appointed and qualified, or until resignation or removal.

SECTION 4.4 Resignation. Any officer may resign his office at any time by giving written notice of his resignation to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

SECTION 4.5 Removal. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

SECTION 4.6 Vacancies. A vacancy in any office, because of death, resignation, removal, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in Sections 4.1, 4.2 and 4.3 of this Article IV for appointment to such office.

SECTION 4.7 The President. The President shall preside at all meetings of shareholders. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. He may sign, when authorized by the Board, certificates for shares of the Corporation and deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

SECTION 4.8 The Vice President. Each Vice President shall have such powers and perform such duties as the Board or the President may from time to time prescribe and shall perform such other duties as may be prescribed by these Bylaws. At the request of the President, or in case of his absence or inability to act, the Vice President or, if there shall be more than one Vice President then in office, then one of them who shall be designated for the purpose by the President or by the Board shall perform the duties of the President, and when so acting shall have all powers of, and be subject to all the restrictions upon, the President.

SECTION 4.9 The Secretary. The Secretary shall act as secretary of, and keep the minutes of, all meetings of the Board and of the shareholders; he shall cause to be given notice of all meetings of the shareholders and directors; he shall be the custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all proper instruments when deemed advisable by him; he shall have charge of the stock book and also of the other books, records and papers of the Corporation relating to its organization as a Corporation, and shall see that the reports, statements and other documents required by law are properly kept or filed; and he shall in general perform all the duties incident to the office of Secretary. He shall also have such powers and perform such duties as are assigned to him by these Bylaws, and he shall have such other powers and perform such other duties, not inconsistent with these Bylaws, as the Board shall from time to time prescribe. If no officer has been named as Secretary, the duties of the Secretary shall be performed by the President or a person designated by the President.

SECTION 4.10 The Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such banks and other depositories as may be designated by the Board, or in the absence of direction by the Board, by the President; he shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and to the directors at the regular meetings of the Board or whenever they may require it, a statement of all his transactions as Treasurer and an account of the financial condition of the Corporation; and, in general, he shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the Board. He may sign, with the President or a Vice President, certificates of stock of the Corporation. If no officer has been named as Treasurer, the duties of the Treasurer shall be performed by the President or a person designated by the President.

SECTION 4.11 Compensation. The Board shall have the power to set the compensation of all officers of the Corporation. It may authorize any officer, upon whom the power of appointing subordinate officers may have been conferred, to set the compensation of such subordinate officers.

ARTICLE V

AUTHORITY TO INCUR CORPORATE OBLIGATIONS

SECTION 5.1 Limit on Authority. No officer or agent of the Corporation shall be authorized to incur obligations on behalf of the Corporation except as authorized by the Articles or these Bylaws, or by resolution of the Board or the shareholders. Such authority may be general or confined to specific instances.

SECTION 5.2 Contracts and Other Obligations. To the extent authorized by the Articles or these Bylaws, or by resolution of the Board or the shareholders, officers and agents of the Corporation may enter into contracts, execute and deliver instruments, sign and issue checks, and otherwise incur obligations on behalf of the Corporation.

ARTICLE VI

SHARES AND THEIR TRANSFER

SECTION 6.1 Certificates for Shares. Certificates representing shares of the Corporation shall be in such form as shall be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an assistant secretary. The signatures of such officers upon a certificate may be facsimiles if the certificate is manually signed on behalf of a transfer agent or a registrar, other than the Corporation itself or one of its employees. Each certificate for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefore upon such terms and indemnity to the Corporation as the Board may prescribe.

SECTION 6.2 Issuance. Before the Corporation issues shares, the Board shall determine that the consideration received or to be received for the shares is adequate. A certificate shall not be issued for any share until such share is fully paid.

SECTION 6.3 Transfer of Shares. Transfer of shares of the Corporation shall be made only on the stock transfer books of the Corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate for such shares.

The person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall be March 31.

ARTICLE VIII

DIVIDENDS

From time to time the Board may declare, and the Corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles.

ARTICLE IX

INDEMNIFICATION

The Corporation may indemnify and advance litigation expenses to its directors, officers, employees and agents to the extent permitted by law, the Articles or these Bylaws, and shall indemnify and advance litigation expenses to its directors, officers, employees and agents to the extent required by law, the Articles or these Bylaws. The Corporation's obligations of indemnification, if any, shall be conditioned on the Corporation receiving prompt notice of the claim and the opportunity to settle and defend the claim. The Corporation may, to the extent permitted by law, purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation.

ARTICLE X

REPEAL, ALTERATION OR AMENDMENT

These Bylaws may be repealed, altered, or amended, or substitute Bylaws may be adopted at any time by a majority of the Board at any regular or special meeting, or by the shareholders at a special meeting called for that purpose. Any amendment made by the shareholders shall be valid.

IN WITNESS WHEREOF, the undersigned, being the directors of Eauker Minerals Corp., adopt the foregoing Bylaws, effective as of the date first written above.

DIRECTOR:

/s/ John Vander Leest

John Vander Leest ~ DIRECTOR

CERTIFICATION

The undersigned, as secretary of Eauker Minerals Corp., hereby certifies that the foregoing Bylaws were duly adopted by the Board of Directors.

/s/ John Vander Leest

John Vander Leest ~ SECRETARY

ANTHONY GIORDANO
103-45 Lefferts Blvd., Suite 5
Richmond Hill, New York 11419
Telephone: (516) 993-6713 Facsimile: (516) 570-3722

January 14, 2013

Via EDGAR

Securities and Exchange Commission
100 F Street, N.E.
Washington, D. C. 20549

Ladies and Gentlemen:

Re: Eauker Minerals Corp. (the "Company")

We have acted as special counsel for the Company for the limited purpose of rendering this opinion in connection with the filing of the Registration Statement on Form S-1 with the Securities and Exchange Commission. In our capacity as special counsel to the Company, we have examined the originals, photocopies, certified copies or other evidence of such records of the Company, certificates of officers of the Company, and other documents we have deemed relevant and necessary as a basis for the opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as certified copies or photocopies and the authenticity of the originals of such latter documents. Please be advised that, we have reached the following conclusions regarding the offering:

1. The Company is a duly and legally organized and existing Nevada State Corporation, with its registered office located in Carson City, Nevada and its principal place of business located in Reno, Nevada. The Articles of Incorporation and corporate registration fees were submitted to the Nevada Secretary of State's office and filed with the office on July 1, 2010. The Company's existence and form is valid and legal pursuant to Nevada law.
2. The Company is a fully and duly incorporated Nevada corporate entity. The Company has one class of Common Stock at this time. Neither the Articles of Incorporation, Bylaws, nor amendments thereto, nor subsequent resolutions change the non-assessable characteristics of the Company's common shares of stock. The Common Stock previously issued by the Company is in legal form and in compliance with the laws of the State of Nevada, its Constitution and reported judicial decisions interpreting those laws and when such stock was issued it was duly authorized, fully paid for and non-assessable.
3. To our knowledge, the Company is not a party to any legal proceedings nor are there any judgments against the Company, nor are there any actions or suits filed or threatened against it or its officers and directors, in their capacities as such, other than as set forth in the registration statement. We know of no disputes involving the Company and the Company has no claim, actions or inquiries from any federal, state or other government agency, other than as set forth in the registration statement. We know of no claims against the Company or any reputed claims against it at this time, other than as set forth in the registration statement.
4. The Company's outstanding shares are all common shares. There are no liquidation preference rights held by any of the Shareholders upon voluntary or involuntary liquidation of the Company.

5. The directors and officers of the Company are indemnified against all costs, expenses, judgments and liabilities, including attorney's fees, reasonably incurred by or imposed upon them or any of them in connection with or resulting from any action, suit or proceedings, civil or general, in which the officer or director is or may be made a party by reason of his being or having been such a director or officer. This indemnification is not exclusive of other rights to which such director or officer may be entitled as a matter of law.
6. The Company's Articles of Incorporation presently provide the authority to the Company to issue 75,000,000 shares of common stock, with a par value of \$0.001 per share.
7. Under the applicable law of the State of Nevada (including statutory, regulatory and case law), the 330,000 shares of common stock of the Company being registered pursuant to the Registration Statement for resale by the selling shareholders were duly authorized by all necessary corporate action on the part of the Company and are validly issued, fully paid and nonassessable and, when sold as contemplated in the Registration Statement, will continue to be validly issued, fully paid and nonassessable.

We consent to filing this opinion as an exhibit to the Registration statement and also consent to the reference of our name in the prospectus which forms a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Yours very truly,

/s/ Anthony Giordano

Anthony Giordano, Esq.

MINERAL CLAIM PURCHASE AGREEMENT

THIS MINERAL CLAIM PURCHASE AGREEMENT dated as of the 11th day of August, 2010 (the “**Agreement**”), by and amongst **ORO QUEST INC.**, a Yukon corporation, having a business address of Box 20072, Whitehorse, Yukon Y1A 7A2 (“**Oro Quest**” or the “**Seller**”) and **EAUKER MINERALS CORP.**, a Nevada corporation, having a business address of 1422 Beech Tree Drive Green Bay, Wisconsin 54304 (“**Purchaser**”). The entities above are collectively referred to as the Parties.

WITNESSETH:

WHEREAS, the Seller owns the Claims, as such term is defined and enumerated in Section 1.1 hereof;

WHEREAS, the Seller wishes to sell all its right, title and interest in and to the Claims to the Purchaser for the sum of US \$18,500.00 pursuant to the terms and conditions set forth herein; and

WHEREAS, the Purchaser wishes to purchase the Claims pursuant to the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the covenants, promises and representations set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the parties agree as follows:

ARTICLE 1 SALE OF THE CLAIM

1.1 The Claim.

Subject to the terms and conditions stated herein, and in exchange for the consideration set forth in Section 1.2 hereof, the Seller does hereby transfer, sell, assign, set over and quit claim unto the Purchaser, and the Purchase hereby acquires from the Seller, all of the Seller's right, title and interest in and to each and every mining claim identified below (the “**Claims**”):

District	Grant Number	Reg Type	Claim Name	Claim Owner	Claim Expiry Date	Status	NTS Map Number
Whitehorse	YD117413	Quartz	Joe	Karl Gruber Jr. - 100%	11/03/2012	Active	105C14
Whitehorse	YD117415	Quartz	Bob	Karl Gruber Jr. - 100%	11/03/2012	Active	105C05

A map of the claim is attached as Exhibit “A” hereto.

1.2 The Purchase Price.

The Purchaser hereby agrees to pay, and the Seller hereby acknowledges receipt of, the sum of US \$18,500.00 as consideration for the Claims.

ARTICLE 2 APPOINTMENT

The Seller hereby appoints the Purchaser to be its attorney for the limited purpose of executing on its behalf any deed or document and perform all other lawful acts that may be required to duly transfer the Claims to the Purchaser.

ARTICLE 3 REPRESENTATIONS AND WARRANTIES

3.1 Each party hereto hereby agrees that the Seller makes no representation or warranties regarding the (a) value of the Claims; (b) the existence of mineral deposits in geographic areas covered by the Claims (such areas, the "**Property**"); (c) the safety, feasibility or legality of exploring the Claims; or (d) the transferability of the Claims. The Seller has conducted no independent verification of its title to the Claims or rights to transfer the Claims.

3.2 Seller's Representations. As an inducement to the Purchaser to enter into this Agreement and to consummate the transactions contemplated herein, the Seller represents and warrants to the Purchaser as follows, all of which are true and complete as of the date of this Agreement:

- (a) Organization of the Seller. The Seller is a corporation duly organized and validly existing and in good standing under the laws of the Yukon Territory, and has all requisite power and authority to own, lease and operate its properties and to carry on its business as now being conducted.
- (b) Authority. (1) The Seller has the requisite corporate power and authority to enter into and perform its obligations under this Agreement; (2) the execution and delivery of this Agreement by the Seller and the consummation by it of the transactions contemplated hereby and thereby have been duly authorized by all necessary corporate action and no further consent or authorization of the Seller or its Board of Directors or stockholders is required; and (3) this Agreement has been duly executed and delivered by the Seller and constitutes a valid and binding obligation of the Seller enforceable against the Seller in accordance with its terms, except as such enforceability may be limited by applicable bankruptcy, insolvency, or similar laws relating to, or affecting generally the enforcement of, creditors' rights and remedies or by other equitable principles of general application.

3.3 Purchaser's Representations. As an inducement to the Seller to enter into this Agreement and to consummate the transactions contemplated herein, the Purchaser represents and warrants to the Seller as follows, all of which are true and complete as of the date of this Agreement:

- (a) Organization of the Purchaser. The Purchaser is a corporation duly organized and validly existing and in good standing under the laws of the State of Nevada, and has all requisite power and authority to own, lease and operate its properties and to carry on its business as now being conducted.

- (b) Authority. (1) The Purchaser has the requisite corporate power and authority to enter into and perform its obligations under this Agreement; (2) the execution and delivery of this Agreement by the Purchaser and the consummation by it of the transactions contemplated hereby and thereby have been duly authorized by all necessary corporate action and no further consent or authorization of the Purchaser or its Board of Directors or stockholders is required; and (3) this Agreement has been duly executed and delivered by the Purchaser and constitutes a valid and binding obligation of the Purchaser enforceable against the Purchaser in accordance with its terms, except as such enforceability may be limited by applicable bankruptcy, insolvency, or similar laws relating to, or affecting generally the enforcement of, creditors' rights and remedies or by other equitable principles of general application.

ARTICLE 4 INDEMNIFICATION OF THE SELLER

From and after the date of this Agreement, the Purchaser shall indemnify the Seller and the Seller's successors and assigns, as well as their officers, directors, employees, agents and shareholders (collectively, the "Seller Indemnitees"), against and hold the Seller Indemnitees harmless from:

- (a) any Losses based upon, resulting from, arising out of, caused by or in connection with any breach or nonperformance of any agreement or obligation of the Purchaser in this Agreement ("Loss" or "Losses" as used in this agreement means any and all losses (direct or indirect), liabilities, claims, demands, judgments, damages, fines, costs, expenses, penalties, actions, notices of violation, and notices of liability and any claims in respect thereof (including the costs of investigation, remediation, accountants and attorney's fees));
- (b) any transfer taxes, Losses, fines or fees caused by, or imposed in connection with, the transfer of the Claims, including but not limited to any fees required to be paid to any federal, provincial or local agency or department in connection with transferring the ownership of the Claim;
- (c) any judgments or liens which may be imposed on the Seller in connection with (i) its acquisition, ownership or transfer of the Claims, or (ii) its actions or omissions in connection with the Claims or the Property, including but not limited to judgments relating to the negligent management of the Claims or the Property;
- (d) any and all obligations, pursuant to court order or otherwise, to pay the Purchaser or any third party, including but not limited to a federal, provincial or local authority, for the reclamation or remediation of any environmental or other condition on or relating to the Property arising from any exploration, mining activities or other activity or use of the Property, including any cost, liability, Loss, damage, claim, expense or contribution, including attorney's fees, arising from or related to any such condition or the reclamation or remediation thereof;
- (e) any and all obligations, pursuant to court order or otherwise, to pay the Purchaser or any third party, including but not limited to a federal, provincial or local authority, for any and all personal injuries, death or disability caused by or in connection the Claim or the Property; or
- (f) any Losses based upon, resulting from, arising out of, caused by or in connection with any failure of the Purchasers to comply with the provisions of this Section.

ARTICLE 5
MISCELLANEOUS

- (a) Notices. All notices or other communications required or permitted hereunder shall be in writing and delivered to the addresses set forth at the outset of this Agreement, or to new or additional addresses as may be designated in writing by either Party. All notices hereunder shall be deemed given (a) when received, if delivered personally or by an express courier with a reliable system for tracking delivery, (b) when sent by facsimile with a copy sent by another means specified in this paragraph; or (c) when mailed by registered or certified mail, return receipt requested. Each Party agrees that facsimile signatures will have the same legal effect as original signatures and may be used as evidence of execution.
- (b) GOVERNING LAW, JURISDICTION AND VENUE. THE PARTIES AGREE THAT THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE INTERNAL LAWS OF THE STATE OF NEVADA WITHOUT GIVING EFFECT TO THE CONFLICTS OF LAWS PRINCIPLES THEREOF. ALL PARTIES HERETO, TO THE FULLEST EXTENT PERMITTED BY LAW, HEREBY KNOWINGLY, INTENTIONALLY AND VOLUNTARILY, WAIVE AND FOREVER RELINQUISH THE RIGHT TO A TRIAL BY JURY IN ANY ACTION OR PROCEEDING BASED UPON, ARISING OUT OF, OR IN ANY WAY RELATING TO THIS AGREEMENT, ANY CONDUCT, ACT OR OMISSION OF ANY OTHER PARTY HERETO. THE SELLER AND PURCHASER EACH HEREBY IRREVOCABLY CONSENT TO THE JURISDICTION OF THE STATE COURTS LOCATED IN THE CITY OF LAS VEGAS FOR ALL PURPOSES IN CONNECTION WITH ANY ACTION OR PROCEEDING WHICH ARISES OUT OF OR RELATES TO THIS AGREEMENT AND AGREE THAT ANY ACTION INSTITUTED UNDER THIS AGREEMENT SHALL BE BROUGHT ONLY IN SUCH COURT
- (c) Duration of Agreement. This indemnification provisions of this Agreement shall apply to any claim asserted and any Losses incurred in connection with any claim asserted on or after the effective date of this Agreement and shall continue until and terminate upon the later of: (i) 10 years after the date hereof; or (ii) the expiration of the statute of limitations applicable in any matter related to the Claims, the Property or this Agreement.
- (d) Entire Agreement. This Agreement and any instruments and agreements to be executed pursuant to this Agreement, sets forth the entire understanding of the parties hereto with respect to its subject matter, merges and supersedes all prior and contemporaneous understandings with respect to its subject matter and may not be waived or modified, in whole or in part, except by a writing signed by each of the parties hereto. No waiver of any provision of this Agreement in any instance shall be deemed to be a waiver of the same or any other provision in any other instance. Failure of any party to enforce any provision of this Agreement shall not be construed as a waiver of its rights under such provision.
- (e) Amendments. This Agreement may be amended, modified, superseded or cancelled, and any of the terms, covenants, representations, warranties or conditions hereof may be waived, only by a written instrument executed by each party, in the case of a waiver, by the party waiving compliance.

(f) Counterparts; Interpretation. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. No ambiguity in any provision hereof shall be construed against parties by reason of the fact it was drafted by such party or its counsel. Nothing expressed or implied in this Agreement is intended, or shall be construed, to confer upon or give any person other than the parties any rights or remedies under or by reason of this Agreement.

(g) Binding Effect; Benefits. This Agreement shall inure to the benefit of, and be binding upon, the parties hereto and their respective heirs, legal representatives, successors and permitted assigns. Nothing in this Agreement, express or implied, is intended to or shall confer upon any person other than the parties hereto, and their respective heirs, legal representatives, successors and permitted assigns, any rights, remedies, obligations or liabilities under, in connection with or by reason of this Agreement.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement on the date first set forth above.

ORO QUEST INC.

/s/ Karl Gruber

By: _____
Karl Gruber
President and Director

EAUKER MINERALS CORP.

/s/ John Vander Leest

By: _____
John Vander Leest
President and Director

MINERAL CLAIM PURCHASE AGREEMENT

THIS MINERAL CLAIM PURCHASE AGREEMENT dated as of the 8th day of November, 2011 (the “**Agreement**”), by and amongst **ORO QUEST INC.**, a Yukon corporation, having a business address of Box 20072, Whitehorse, Yukon Y1A 7A2 (“**Oro Quest**” or the “**Seller**”) and **EAUKER MINERALS CORP.**, a Nevada corporation, having a business address of 1422 Beech Tree Drive Green Bay, Wisconsin 54304 (“**Purchaser**”). The entities above are collectively referred to as the Parties.

WITNESSETH:

WHEREAS, the Seller owns the Claims, as such term is defined and enumerated in Section 1.1 hereof;

WHEREAS, the Seller wishes to sell all its right, title and interest in and to the Claims to the Purchaser for the sum of US \$13,000.00 pursuant to the terms and conditions set forth herein; and

WHEREAS, the Purchaser wishes to purchase the Claims pursuant to the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the covenants, promises and representations set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the parties agree as follows:

ARTICLE 1 SALE OF THE CLAIM

1.1 The Claim.

Subject to the terms and conditions stated herein, and in exchange for the consideration set forth in Section 1.2 hereof, the Seller does hereby transfer, sell, assign, set over and quit claim unto the Purchaser, and the Purchase hereby acquires from the Seller, all of the Seller's right, title and interest in and to each and every mining claim identified below (the “**Claims**”):

District	Grant Number	Reg Type	Claim Name	Claim Owner	Claim Expiry Date	Status	NTS Map Number
Whitehorse	YD117412	Quartz	Dio	Karl Gruber Jr. - 100%	12/03/2012	Active	105D14
Whitehorse	YD117414	Quartz	Zee	Karl Gruber Jr. - 100%	11/25/2012	Active	105C05

A map of the claim is attached as Exhibit “A” hereto.

1.2 The Purchase Price.

The Purchaser hereby agrees to pay, and the Seller hereby acknowledges receipt of, the sum of US \$13,000.00 as consideration for the Claims.

ARTICLE 2
APPOINTMENT

The Seller hereby appoints the Purchaser to be its attorney for the limited purpose of executing on its behalf any deed or document and perform all other lawful acts that may be required to duly transfer the Claims to the Purchaser.

**ARTICLE 3
REPRESENTATIONS AND WARRANTIES**

3.1 Each party hereto hereby agrees that the Seller makes no representation or warranties regarding the (a) value of the Claims; (b) the existence of mineral deposits in geographic areas covered by the Claims (such areas, the "**Property**"); (c) the safety, feasibility or legality of exploring the Claims; or (d) the transferability of the Claims. The Seller has conducted no independent verification of its title to the Claims or rights to transfer the Claims.

3.2 Seller's Representations. As an inducement to the Purchaser to enter into this Agreement and to consummate the transactions contemplated herein, the Seller represents and warrants to the Purchaser as follows, all of which are true and complete as of the date of this Agreement:

- (a) Organization of the Seller. The Seller is a corporation duly organized and validly existing and in good standing under the laws of the Yukon Territory, and has all requisite power and authority to own, lease and operate its properties and to carry on its business as now being conducted.
- (b) Authority. (1) The Seller has the requisite corporate power and authority to enter into and perform its obligations under this Agreement; (2) the execution and delivery of this Agreement by the Seller and the consummation by it of the transactions contemplated hereby and thereby have been duly authorized by all necessary corporate action and no further consent or authorization of the Seller or its Board of Directors or stockholders is required; and (3) this Agreement has been duly executed and delivered by the Seller and constitutes a valid and binding obligation of the Seller enforceable against the Seller in accordance with its terms, except as such enforceability may be limited by applicable bankruptcy, insolvency, or similar laws relating to, or affecting generally the enforcement of, creditors' rights and remedies or by other equitable principles of general application.

3.3 Purchaser's Representations. As an inducement to the Seller to enter into this Agreement and to consummate the transactions contemplated herein, the Purchaser represents and warrants to the Seller as follows, all of which are true and complete as of the date of this Agreement:

- (a) Organization of the Purchaser. The Purchaser is a corporation duly organized and validly existing and in good standing under the laws of the State of Nevada, and has all requisite power and authority to own, lease and operate its properties and to carry on its business as now being conducted.

- (b) Authority. (1) The Purchaser has the requisite corporate power and authority to enter into and perform its obligations under this Agreement; (2) the execution and delivery of this Agreement by the Purchaser and the consummation by it of the transactions contemplated hereby and thereby have been duly authorized by all necessary corporate action and no further consent or authorization of the Purchaser or its Board of Directors or stockholders is required; and (3) this Agreement has been duly executed and delivered by the Purchaser and constitutes a valid and binding obligation of the Purchaser enforceable against the Purchaser in accordance with its terms, except as such enforceability may be limited by applicable bankruptcy, insolvency, or similar laws relating to, or affecting generally the enforcement of, creditors' rights and remedies or by other equitable principles of general application.

ARTICLE 4

INDEMNIFICATION OF THE SELLER

From and after the date of this Agreement, the Purchaser shall indemnify the Seller and the Seller's successors and assigns, as well as their officers, directors, employees, agents and shareholders (collectively, the "Seller Indemnitees"), against and hold the Seller Indemnitees harmless from:

- (a) any Losses based upon, resulting from, arising out of, caused by or in connection with any breach or nonperformance of any agreement or obligation of the Purchaser in this Agreement ("Loss" or "Losses" as used in this agreement means any and all losses (direct or indirect), liabilities, claims, demands, judgments, damages, fines, costs, expenses, penalties, actions, notices of violation, and notices of liability and any claims in respect thereof (including the costs of investigation, remediation, accountants and attorney's fees));
- (b) any transfer taxes, Losses, fines or fees caused by, or imposed in connection with, the transfer of the Claims, including but not limited to any fees required to be paid to any federal, provincial or local agency or department in connection with transferring the ownership of the Claim;
- (c) any judgments or liens which may be imposed on the Seller in connection with (i) its acquisition, ownership or transfer of the Claims, or (ii) its actions or omissions in connection with the Claims or the Property, including but not limited to judgments relating to the negligent management of the Claims or the Property;
- (d) any and all obligations, pursuant to court order or otherwise, to pay the Purchaser or any third party, including but not limited to a federal, provincial or local authority, for the reclamation or remediation of any environmental or other condition on or relating to the Property arising from any exploration, mining activities or other activity or use of the Property, including any cost, liability, Loss, damage, claim, expense or contribution, including attorney's fees, arising from or related to any such condition or the reclamation or remediation thereof;
- (e) any and all obligations, pursuant to court order or otherwise, to pay the Purchaser or any third party, including but not limited to a federal, provincial or local authority, for any and all personal injuries, death or disability caused by or in connection the Claim or the Property; or
- (f) any Losses based upon, resulting from, arising out of, caused by or in connection with any failure of the Purchasers to comply with the provisions of this Section.

ARTICLE 5
MISCELLANEOUS

- (a) Notices. All notices or other communications required or permitted hereunder shall be in writing and delivered to the addresses set forth at the outset of this Agreement, or to new or additional addresses as may be designated in writing by either Party. All notices hereunder shall be deemed given (a) when received, if delivered personally or by an express courier with a reliable system for tracking delivery, (b) when sent by facsimile with a copy sent by another means specified in this paragraph; or (c) when mailed by registered or certified mail, return receipt requested. Each Party agrees that facsimile signatures will have the same legal effect as original signatures and may be used as evidence of execution.
- (b) **GOVERNING LAW, JURISDICTION AND VENUE.** THE PARTIES AGREE THAT THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE INTERNAL LAWS OF THE STATE OF NEVADA WITHOUT GIVING EFFECT TO THE CONFLICTS OF LAWS PRINCIPLES THEREOF. ALL PARTIES HERETO, TO THE FULLEST EXTENT PERMITTED BY LAW, HEREBY KNOWINGLY, INTENTIONALLY AND VOLUNTARILY, WAIVE AND FOREVER RELINQUISH THE RIGHT TO A TRIAL BY JURY IN ANY ACTION OR PROCEEDING BASED UPON, ARISING OUT OF, OR IN ANY WAY RELATING TO THIS AGREEMENT, ANY CONDUCT, ACT OR OMISSION OF ANY OTHER PARTY HERETO. THE SELLER AND PURCHASER EACH HEREBY IRREVOCABLY CONSENT TO THE JURISDICTION OF THE STATE COURTS LOCATED IN THE CITY OF LAS VEGAS FOR ALL PURPOSES IN CONNECTION WITH ANY ACTION OR PROCEEDING WHICH ARISES OUT OF OR RELATES TO THIS AGREEMENT AND AGREE THAT ANY ACTION INSTITUTED UNDER THIS AGREEMENT SHALL BE BROUGHT ONLY IN SUCH COURT
- (c) Duration of Agreement. This indemnification provisions of this Agreement shall apply to any claim asserted and any Losses incurred in connection with any claim asserted on or after the effective date of this Agreement and shall continue until and terminate upon the later of: (i) 10 years after the date hereof; or (ii) the expiration of the statute of limitations applicable in any matter related to the Claims, the Property or this Agreement.
- (d) Entire Agreement. This Agreement and any instruments and agreements to be executed pursuant to this Agreement, sets forth the entire understanding of the parties hereto with respect to its subject matter, merges and supersedes all prior and contemporaneous understandings with respect to its subject matter and may not be waived or modified, in whole or in part, except by a writing signed by each of the parties hereto. No waiver of any provision of this Agreement in any instance shall be deemed to be a waiver of the same or any other provision in any other instance. Failure of any party to enforce any provision of this Agreement shall not be construed as a waiver of its rights under such provision.
- (e) Amendments. This Agreement may be amended, modified, superseded or cancelled, and any of the terms, covenants, representations, warranties or conditions hereof may be waived, only by a written instrument executed by each party, in the case of a waiver, by the party waiving compliance.

(f) Counterparts; Interpretation. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. No ambiguity in any provision hereof shall be construed against parties by reason of the fact it was drafted by such party or its counsel. Nothing expressed or implied in this Agreement is intended, or shall be construed, to confer upon or give any person other than the parties any rights or remedies under or by reason of this Agreement.

(g) Binding Effect; Benefits. This Agreement shall inure to the benefit of, and be binding upon, the parties hereto and their respective heirs, legal representatives, successors and permitted assigns. Nothing in this Agreement, express or implied, is intended to or shall confer upon any person other than the parties hereto, and their respective heirs, legal representatives, successors and permitted assigns, any rights, remedies, obligations or liabilities under, in connection with or by reason of this Agreement.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement on the date first set forth above.

ORO QUEST INC.

/s/ Karl Gruber

By: _____
Karl Gruber
President and Director

EAUKER MINERALS CORP.

/s/ John Vander Leest

By: _____
John Vander Leest
President and Director

January 14, 2013

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

U.S. Securities and Exchange Commission
Washington, DC 20549

Ladies and Gentlemen:

We hereby consent to the incorporation and use in this Registration Statement of Eauker Minerals, Inc. on Form S-1 of our audit report, dated December 20, 2012 relating to the accompanying balance sheet as of August 31, 2012, and the related statements of operations, stockholders' equity, and cash flows from inception (July 1, 2011) to August 31, 2012 which appears in such Registration Statement.

We also consent to the reference to our Firm under the title "Interests of Named Experts and Counsel" in the Registration Statement S-1 and this Prospectus.

De Joya Griffith LLC

/s/ De Joya Griffith LLC
Henderson, NV
January 14, 2013
