



International Star, Inc.

PROFIT PARTICIPATION PROMISSORY NOTES
CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM
REGULATION D, RULE 506C

INTERNATIONALS STAR, INC.

(A State of Nevada Corporation)

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

REGULATION D, RULE 506C

1790 E. River Rd., Suite 213, Tucson, Arizona 85718

Approximate date of commencement of proposed sale of securities: January 1, 2016

This Confidential Private Placement Memorandum relates to an offering of Profit Participation Promissory Notes (the “**Securities**” or “**Notes**”) of International Star, Inc. (the “**Company**” or “**Issuer**”). Prospective Investors should carefully read this Memorandum and should retain it for their records. The day-to-day operations and the investment management of the Company is conducted by its President with the support of Company Officers and Executives. The Investors/Noteholders will be Creditors (“**Creditors**”) of the Company.

In making an investment decision regarding the Company, each Investor must rely upon his/hers/its own examination of the Company, the terms of this offering and the merits and risks involved.

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT” OR THE “ACT”) NOR QUALIFIED, APPROVED OR DISAPPROVED UNDER ANY OTHER FEDERAL OR STATE SECURITIES LAWS. NEITHER THE SECURITIES AND EXCHANGE COMMISSION (“SEC”) NOR ANY OTHER FEDERAL OR STATE REGULATORY AUTHORITY HAS PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE SECURITIES OFFERED HEREBY MAY NOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF BY AN INVESTOR UNLESS THEY ARE REGISTERED UNDER THE SECURITIES ACT AND, WHERE REQUIRED, UNDER THE LAWS OF OTHER JURISDICTIONS, UNLESS SUCH PROPOSED SALE, TRANSFER OR DISPOSITION IS EXEMPT FROM SUCH REGISTRATION.

Only persons of adequate financial means who have no need for liquidity with respect to the investment should consider purchasing Securities in International Star, Inc. (the “**Company**”) pursuant to THIS, the Company's Confidential Private Placement Memorandum, because (a) the investment in the Securities involves certain risks, and (b) a market for the Securities does not exist and is not likely to develop. Further, the Offering is intended to be a "private offering OF SECURITIES” exempt from registration under the Securities Act of 1933 and applicable state Securities Laws. The Securities are intended to be exempt under the Securities Act as part of an issue that is offered and sold only to "Accredited Investors," as that term is defined below. However, the Company may, in its sole discretion, and subject to applicable law, including the Securities Act of 1933, accept subscriptions from individuals or entities that do not qualify as Accredited Investors if the Company believes that these individuals or entities have the knowledge and experience in financial and business matters, and, as a result, are capable of evaluating the merits and risks of a proposed investment. As such, each prospective subscriber shall have submitted to the Company a completed and executed "Investor VERIFICATION Questionnaire" in the form attached hereto.

GENERAL NOTICES

THIS IS A PRIVATE OFFERING OF PROFIT PARTICIPATION PROMISSORY NOTES (THE “**SECURITIES**”) MADE PURSUANT TO APPLICABLE FEDERAL AND STATE “PRIVATE PLACEMENT” EXEMPTIONS. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OF 1933 OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR ANY OTHER JURISDICTION. THE OFFERING MADE UNDER THIS MEMORANDUM IS BEING MADE IN RELIANCE ON AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT OF 1933 FOR OFFERS AND SALES OF SECURITIES THAT DO NOT INVOLVE ANY PUBLIC OFFERING, AND SIMILAR EXEMPTIONS UNDER STATE LAW. TO QUALIFY FOR SUCH EXEMPTIONS, THE SECURITIES MUST BE ACQUIRED FOR INVESTMENT PURPOSES.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY STATE OR JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS UNLAWFUL. THIS MEMORANDUM CONSTITUTES AN OFFER ONLY IF DELIVERY OF THIS MEMORANDUM IS PROPERLY AUTHORIZED BY THE COMPANY. THIS MEMORANDUM HAS BEEN PREPARED BY THE COMPANY SOLELY FOR THE BENEFIT OF PERSONS INTERESTED IN THE PROPOSED SALE OF THE SECURITIES AND ANY DISTRIBUTION OR REPRODUCTION OF THIS MEMORANDUM, IN WHOLE OR IN PART, WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMPANY IS PROHIBITED.

NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY REPRESENTATIONS OR PROVIDE ANY INFORMATION WITH RESPECT TO THE SECURITIES EXCEPT SUCH INFORMATION AS IS CONTAINED IN THIS MEMORANDUM. PROSPECTIVE INVESTORS SHOULD NOT RELY ON ANY INFORMATION NOT CONTAINED IN THIS MEMORANDUM IN MAKING THEIR INVESTMENT DECISION. NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALE MADE UNDER IT SHALL

UNDER ANY CIRCUMSTANCE IMPLY THAT INFORMATION CONTAINED IN THIS MEMORANDUM IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE HEREOF.

NEITHER THE COMPANY, ITS DIRECTORS/OFFICERS/EXECUTIVES NOR THE UNDERWRITERS HAVE AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION DIFFERENT FROM THAT CONTAINED IN OR INCORPORATED BY REFERENCE IN THIS MEMORANDUM, ANY AMENDMENT OR SUPPLEMENT TO THIS MEMORANDUM OR ANY FREE WRITING MEMORANDUM PREPARED BY US OR ON OUR BEHALF. NEITHER WE NOR THE UNDERWRITERS TAKE ANY RESPONSIBILITY FOR, OR CAN PROVIDE ANY ASSURANCE AS TO THE RELIABILITY OF, ANY INFORMATION OTHER THAN THE INFORMATION CONTAINED OR INCORPORATED BY REFERENCE IN THIS MEMORANDUM, ANY AMENDMENT OR SUPPLEMENT TO THIS MEMORANDUM OR ANY FREE WRITING MEMORANDUM PREPARED BY US OR ON OUR BEHALF. WE, THE COMPANY, ITS DIRECTORS/OFFICERS/EXECUTIVES OR THE UNDERWRITERS ARE OFFERING TO SELL, AND SEEKING OFFERS TO BUY, THE NOTES ONLY IN JURISDICTIONS WHERE OFFERS AND SALES ARE PERMITTED. THE INFORMATION IN THIS MEMORANDUM IS ACCURATE ONLY AS OF THE DATE OF THIS MEMORANDUM, REGARDLESS OF THE TIME OF DELIVERY OF THIS MEMORANDUM OR ANY SALE OF OUR NOTES.

EXCEPT WHERE THE CONTEXT REQUIRES OTHERWISE, REFERENCES IN THIS MEMORANDUM TO “THE COMPANY,” “WE,” “US,” AND “OUR” REFER TO THE COMPANY TOGETHER WITH ITS CONSOLIDATED SUBSIDIARIES. IN THIS MEMORANDUM, WHEN WE REFER TO OUR FISCAL YEARS, WE SAY “FISCAL” AND THE YEAR NUMBER, AS IN “FISCAL 2017” WHICH REFERS TO OUR FISCAL YEAR ENDED DECEMBER 31, 2017.

THE CONTENTS OF THIS MEMORANDUM SHOULD NOT BE CONSTRUED AS INVESTMENT, LEGAL OR TAX ADVICE. A NUMBER OF FACTORS MATERIAL TO A DECISION WHETHER TO INVEST IN THE SECURITIES HAVE BEEN PRESENTED IN THIS MEMORANDUM IN SUMMARY OR OUTLINE FORM ONLY IN RELIANCE ON THE FINANCIAL SOPHISTICATION OF THE OFFEREEES. EACH PROSPECTIVE INVESTOR IS URGED TO SEEK INDEPENDENT INVESTMENT, LEGAL AND TAX ADVICE CONCERNING THE CONSEQUENCES OF INVESTING IN THE COMPANY.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933 AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM, AND MAY NOT BE SOLD OR OTHERWISE TRANSFERRED EXCEPT IN ACCORDANCE WITH THE REQUIREMENTS AND CONDITIONS SET FORTH IN THE COMPANY’S OPERATING AGREEMENT. INVESTMENTS GENERALLY MAY BE REDEEMED ONLY AS PROVIDED IN THE OPERATING AGREEMENT AND THIS MEMORANDUM. THE COMPANY RESERVES THE RIGHT TO SUSPEND WITHDRAWALS UNDER CERTAIN

CIRCUMSTANCES. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

THIS MEMORANDUM IS A SUMMARY ONLY AND DOES NOT PURPORT TO BE COMPLETE. ACCORDINGLY, REFERENCE IS MADE TO THE COMPANY'S OPERATING AGREEMENT, AND THE OTHER AGREEMENTS, DOCUMENTS, STATUTES, AND REGULATIONS REFERRED TO HEREIN FOR THE EXACT TERMS OF SUCH AGREEMENT, AND OTHER AGREEMENTS, DOCUMENTS, STATUTES AND REGULATIONS.

THIS MEMORANDUM CONSTITUTES AN OFFER ONLY IF THE NAME OF THE OFFEREE APPEARS IN THE APPROPRIATE SPACE PROVIDED ON THE COVER PAGE OF THIS MEMORANDUM AND ONLY IF DELIVERY HEREOF HAS BEEN PROPERLY AUTHORIZED. THIS MEMORANDUM IS CONFIDENTIAL AND IS INTENDED SOLELY FOR USE BY THE INTENDED RECIPIENT. THIS MEMORANDUM CANNOT BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON OR PERSONS. THE RECIPIENT OF THIS MEMORANDUM, BY ACCEPTING DELIVERY THEREOF, AGREES TO RETURN IT AND ALL RELATED DOCUMENTS TO THE COMPANY IF THE RECIPIENT ELECTS NOT TO PURCHASE ANY OF THE SECURITIES OFFERED HEREBY.

THE COMPANY'S PROMISSORY NOTES ARE AVAILABLE ONLY TO INVESTORS OR PURCHASERS WILLING AND ABLE TO BEAR THE ECONOMIC RISKS OF THIS INVESTMENT. THE INVESTMENTS IN THE COMPANY ARE SPECULATIVE, ILLIQUID AND INVOLVE A HIGH DEGREE OF RISK (SEE "CERTAIN RISK FACTORS"). THE INVESTMENTS ARE SUITABLE AS AN INVESTMENT ONLY FOR A LIMITED PORTION OF THE RISK SEGMENT OF A SUBSCRIBER'S PORTFOLIO.

INVESTORS (AND EACH EMPLOYEE, REPRESENTATIVE OR OTHER AGENT OF INVESTORS) MAY DISCLOSE TO ANY AND ALL PERSONS, WITHOUT LIMITATIONS OF ANY KIND, THE TAX TREATMENT AND TAX STRUCTURE OF THE TRANSACTION AND ALL MATERIALS OF ANY KIND (INCLUDING OPINIONS OR OTHER TAX ANALYSIS) THAT ARE PROVIDED TO INVESTORS RELATING TO SUCH TAX TREATMENT AND TAX STRUCTURE. THIS AUTHORIZATION OF TAX DISCLOSURE IS RETROACTIVELY EFFECTIVE TO THE COMMENCEMENT OF THE FIRST DISCUSSIONS BETWEEN SUCH INVESTOR AND THE COMPANY REGARDING THE TRANSACTIONS CONTEMPLATED HEREIN.

DISCUSSIONS IN THIS MEMORANDUM AS THEY RELATE TO CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES ARE NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, FOR THE PURPOSE OF AVOIDING UNITED STATES FEDERAL TAX PENALTIES. SUCH DISCUSSIONS WERE WRITTEN TO SUPPORT THE PROMOTION OR MARKETING OF THE TRANSACTIONS OR MATTERS ADDRESSED IN THIS MEMORANDUM, AND ANY TAXPAYER TO WHOM THE TRANSACTIONS OR MATTERS ARE BEING PROMOTED, MARKETING OR

RECOMMENDED SHOULD SEEK ADVICE BASED ON ITS PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER REGULATORY BODY HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

SUMMARY OF THE OFFERING

TITLE OF SECURITY:	PROFIT PARTICIPATION PROMISSORY NOTES
PRICE PER NOTE:	\$100,000.00 USD
MINIMUM NOTES OFFERED:	1 NOTE
MINIMUM OFFERING (Dollars):	\$100,000 USD
MAXIMUM NOTES OFFERED:	75 NOTES
MAXIMUM OFFERING (Dollars):	\$7,500,000 USD
MINIMUM NOTES PURCHASE:	1 NOTES
MINIMUM PURCHASE (Dollars):	\$100,000
OFFERING DATE	January 1, 2016 as amended March 3, 2016

	Per Note ¹	Total ²
Offering Price	\$100,000	\$7,500,000
Discounts and Commissions (8%)	\$8,000	\$600,000
Proceeds, before expenses, to the Company	\$92,000	\$6,900,000

- (1) Note refers to the Company's Profit Participation Promissory Notes, Face Value \$100,000.00, bearing an annual interest rate of 0% with a Maturity Date of 60 months closing. Principal repayment will come from Note Holders participation in the Company's Van Deemen Gold Project. **The Noteholders, on a pro-rata basis, are entitled to one hundred percent (100%) of profit until the principal amount invested in the Notes is recouped (Projected to be end of the 36th month).** Subscribers of the first \$2,500,000 ("Initial Investors") will receive a 15% pro-rata profit participation, while remaining investors ("Secondary Investors") will receive a 20% pro-rata profit participation. Maker may at any time or from time to time make a voluntary prepayment, whether in full or in part, of this Note, without premium or penalty.
- (2) The Company will also engage an experienced third party with substantial mining experience to provide investors progress reports and variances to plan commencing the end of the first quarter and quarterly thereafter.

\$1,200 Gold	Production Year 1	Production Year 2	Production Year 3
Gold Revenue	\$24,738,000	\$24,738,000	\$24,738,000
Net Profit	\$10,485,647	\$6,607,147	\$5,195,147
Initial Investor Return			
\$2,500,000 Recoup.	\$2,500,000	\$0	\$0
Note Holder 15% Profit	\$515,092	\$992,872	\$781,072
Cum. Total Return	\$3,015,092	\$4,007,964	\$4,789,036
Secondary Investor Return			
\$5,000,000 Recoup.	\$5,000,000	\$0	\$0
Note Holder 20% Profit	\$686,789	\$1,323,829	\$1,041,429
Cum. Total Return	\$5,686,789	\$7,010,618	\$8,052,047

- Assumes \$1,200 Gold, if gold is higher, the payout is higher.
- Assumes \$7,500,000 Funding
- Noteholders received first \$7,500,000 profit, and respective percentages thereafter.

For additional information regarding discounts, expenses and any underwriters' compensation, please see "SOURCES AND APPLICATION OF FUNDS)."

	Note Price ¹	Selling Commissions	Proceeds to the Company
Per Note	\$100,000.00	\$8,000.00	\$92,000.00
Minimum Notes	\$100,000.00	\$8,000.00	\$92,000.00
Maximum Notes	\$7,500,000	\$600,000	\$6,900,000

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DIRECTORY

Additional information as to the Company, the President, the Officers, Officers and its advisors and agents:

The Company:

Name: International Star, Inc.
Address: 1790 E. River Road, Suite 213
Tucson, Arizona 85718
Phone: (520) 744-4457
Fax: (520) 744-3066
Email: MSHEA@ILSTHOLDINGS.COM
Web Site www.ilsthholdings.com
SIC: 1000 – Metals Mining
EIN: 86-0876846

President:

Name: Michael Shea
Title: President

VP Development:

Name: Barbara Carroll
Title: VP Development

VP Operations:

Name: Howard Metzler
Title: VP Operations

Treasurer:

Name: Michael Shea
Title: Treasurer

Auditors:

Name: In process of engaging
Address:
City, State, Zip Code
Telephone:
Fax:
Email:
Web Site URL:

Legal Counsel:

Name: Ken Bart, Esq.
Bart and Associates, LLC
Address: 8400 East Prentice Avenue - Suite 1500
Greenwood Village, CO 80111
Telephone: (720)-226-7511
Email: kbart@kennethbartesq.com

FORWARD LOOKING INFORMATION

This prospectus and the exhibits attached hereto contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward looking statements concern our anticipated results and developments in the Company’s operations in future periods, planned exploration of its properties, plans related to its business and other matters that may occur in the future. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects” or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “estimates” or “intends”, or stating that certain actions, events or results “may”, “could”, “would”, “might”, “should” or “will” be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements. Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including, without limitation:

- risks related to our property being in the exploration stage;
- risks related our mineral operations being subject to government regulation;
- risks related to our ability to obtain additional capital to develop our resources, if any;
- risks related to mineral exploration activities;
- risks related to the fluctuation of prices for precious and base metals, such as gold, silver and copper;
- risks related to the competitive industry of mineral exploration;
- risks related to our title and rights in our mineral property;
- risks related the possible dilution of our common stock from additional financing activities; and
- risks related to our shares of common stock.

This list is not exhaustive of the factors that may affect our forward-looking statements. Some of the important risks and uncertainties that could affect forward-looking statements are described further under headlines “Risk Factors,” in this prospectus. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated or expected. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of

anticipated or unanticipated events, except as required by law.

We qualify all the forward-looking statements contained in this prospectus by the foregoing cautionary statements.

SUMMARY OF TERMS

The following is a summary of the terms and conditions of an investment in International Star, Inc. (the “**Company**”). This summary is qualified by the more detailed information appearing elsewhere in this Confidential Private Placement Memorandum (the “**Memorandum**” or “**PPM**”). The description of any document is qualified by reference to such document.

The Company

International Star, Inc. is a Nevada Corporation formed on April 30, 1997. The Company is offering Profit Participation Promissory Notes (the “**Securities**”).

Investment Objective and Strategy

The Company seeks to raise sufficient capital to fund the Van Deemen gold project through the permitting process, complete a SEC Industry Guide 7 Compliant Technical Report and general working capital purposes. This process is estimated to take between 18-24 months.

Once permitted, the Company will not only be able to commence mining, but the value of Van Deemen goes up substantially.

To commence mining operations, the Company will need to raise approximately \$7.5 million of new capital (see sources and uses). Of the \$7.5 million, \$2,500,000 is needed to obtain the required permitting. In the event the Company is only able to raise, via this offering, a minimum of \$2,500,000, the Company will weigh several alternatives to raise capital including a potential joint venture with a larger mining company, forward sales of gold production, equity financing or to a less likely degree, sale of the project. **It should be noted that once the projected is fully permitted, the value goes up immensely.**

It is the Company’s intention to get the Van Deemen well into the permitting process and look for other mining projects that can be brought into profitable production quickly.

President

The President is responsible for managing the day-to-day operations and investment management of the Company. The President may engage other persons or entities to perform similar functions, as he/she/it deems necessary from time to time. The President serves as the Company’s contact for Investors and

Internal Revenue Service purposes.

Offering Term

The term of the Company's offering will expire on July 31, 2016, subject to earlier termination.

Minimum Investment

The minimum investment in the Company is \$100,000.00. The Company may, in its sole discretion, accept lesser sums with respect to initial and/or additional investments.

Fees and Expenses

Management Fees. The President will not receive fees directly at the Company level with respect to this Offering; however, the President will receive an annual salary as described herein.

Organizational Expenses. The Company will pay the organizational costs of the Company, however the Company is already organized as Nevada Corporation.

Ongoing Expenses. The Company pays for all routine and customary expenses associated with its administration and operation, including, but not limited to, the cost of maintaining the Company's registered office, brokerage commissions, communications, Company administration, other service providers expenses (including any custodian fees, if any), insurance premiums, printing costs, and all tax, accounting (and audit) and legal, and similar ongoing operational expenses. Other fees and expenses will be charged to the Company as a whole or otherwise in the discretion of the President and Board of Directors.

Suitability

The purchase of the Securities involves certain risks and may not be a suitable investment for all potential Investors. The Securities are not registered under the Securities Act of 1933, as amended, in reliance on the private placement exemption set forth in Section 4(2) of the Securities Act and Regulation D thereunder.

Only persons of adequate financial means who have no need for liquidity with respect to the investment should consider purchasing the Securities in the Company pursuant to the Company's Confidential Private Placement Memorandum because (a) the investment in the Securities involves certain risks, and (b) a market for the Securities does not exist and is not likely to develop. Further, the Offering is intended to be a "private offering" exempt from registration under the Securities Act of 1933 and applicable state Securities Laws. The Securities are intended to be exempt under the Securities Act as part of an issue that is offered and sold only to "Accredited Investors," as that term is defined below As

such, each prospective subscriber shall have submitted to the Company a completed and executed "Investor Verification Questionnaire," in the form attached hereto.

The foregoing suitability standards represent the minimum suitability requirements for prospective Investors in the Company and satisfaction of these standards does not necessarily mean that an investment in the Company is a suitable investment for a prospective Investor nor does it mean that the Investor's subscription for the Securities will be accepted by the Company. Prospective Investors should consider whether the purchase of the Securities is suitable for them in light of their investment objectives. See "SUITABILITY."

Dividends

The Company does not anticipate making dividends to the Shareholders or the President as all earnings of the Company are normally reinvested in the Company. However, in the event the Company does make dividends, they may be in cash or in kind in the sole discretion of the Company.

Transfers of Notes

No direct or indirect transfers, assignments or hypothecations of the Notes may be made other than with the consent of the Company, which consent may be withheld in the sole and absolute discretion of the Company. Any transfer, assignment or hypothecation in violation of the foregoing shall be null and void. There is not, nor will there be, a market for the sale or transfer of Notes.

**Risk Factors;
Conflicts of Interest**

Investment in the Company is speculative and involves a high degree of risk. The past performance of the Company or its affiliates is not indicative of future performance. There is no assurance that the Company will be profitable. Investment return and principal value will fluctuate, so that an Investor's Securities, when withdrawn, may be worth more or less than their original cost. An investment in the Company may result in a total loss of the investment. The Company may be subject to certain conflicts of interest. See "CONFLICTS OF INTEREST".

Reports

Noteholders will receive quarterly reports of the performance of the Company and annual audited financial statements commencing 2016 of the Company.

The Company will also engage an experienced third party with substantial mining experience to provide investors progress reports and variances to plan commencing the end of the first quarter and

quarterly thereafter.

Fiscal Year

The Company's annual fiscal year end is December 31.

Tax Consequences

A prospective Investor is responsible for, and should consider carefully, all of the potential tax consequences of an investment in the Securities and should consult with his/hers/its tax advisor before subscribing for the Notes. Tax-exempt entities, including those governed by ERISA, that invest in the Company, may be exposed to unrelated business taxable income, notwithstanding their otherwise tax-exempt status, depending upon the Company's or such Investor's use of margin or other leverage. For a discussion of certain income tax consequences of this investment, "TAX CONSIDERATIONS."

Certain ERISA Considerations

Investment in the Company generally will be open to employee benefit plans and other funds subject to ERISA and/or Section 4975 of the Internal Revenue Code (as defined herein) (the "Code"). Except as described below under "Risk Factors - Compliance with ERISA Transfer Restrictions," the Company intends to use commercially reasonable efforts to cause "benefit plan Investors" not to own a significant portion of any class of equity interests in the Company, so that the assets of the Company should not be considered "plan assets" for purposes of ERISA and Section 4975 of the Code, although there can be no assurance that non "plan asset" status will be obtained or maintained. The Company reserves the right to change this policy in its discretion with notice to the Shareholders or Noteholders. Prospective Investors and subsequent transferees of Securities in the Company may be required to make certain representations regarding compliance with ERISA and Section 4975 of the Code. See "Certain ERISA Considerations".

EACH PROSPECTIVE PARTNER THAT IS SUBJECT TO ERISA AND/OR SECTION 4975 OF THE CODE IS ADVISED TO CONSULT WITH ITS OWN LEGAL, TAX AND ERISA ADVISERS AS TO THE CONSEQUENCES OF AN INVESTMENT IN THE COMPANY.

Privacy Notice

Any and all nonpublic personal information received by the Company, the President and/or the Administrator with respect to the Shareholders, Noteholders and/or Investors which are natural persons, including the information provided to the Company by a Shareholder, Noteholder or Investor in the subscription documents,

will not be shared with nonaffiliated third parties which are not service providers to the Company without prior notice to such Shareholder/Noteholder/Investor. Such service providers include but are not limited to the Administrator, the auditors and the legal advisors of the Company. Additionally, the Company, the President and/or the Administrator may disclose such nonpublic personal information as required by law (such as to respond to a subpoena or to prevent fraud). In particular, this provision is subject at all times to the anti-money laundering rules promulgated by the jurisdictions wherein the Company is domiciled or operating, such as, without limitation, to the Executive Order on Terrorist Financing as issued by the United States of America, and to similar governmental action.

FINANCIAL SUMMARY OF OPERATIONS

Potential Investors should read the following summarized financial data together with the Company's financial statements and notes included in this Memorandum. The Statement of Operations, presented below, along with the Balance Sheet, including the Balance Sheet on an adjusted basis, has not been reviewed by independent accountants/auditors and is subject to year-end audit. The "As Adjusted" balance sheet data reflects the net proceeds from the sale of the maximum number 100 Profit Participation Promissory Notes offered herein after deducting estimated offering expenses payable by us.

(1) Exploration Stage Company

We are considered an exploration stage company under the SEC criteria since we have not demonstrated the existence of proven or probable reserves at our Van Deemen Project in Arizona. Accordingly, as required under SEC guidelines and U.S. GAAP for companies in the exploration stage, substantially all of our investment in mining properties and mine development expenditures, have been expensed as incurred and therefore do not appear as assets on our balance sheet. Certain expenditures, such as expenses for rolling stock or other general purpose equipment may be capitalized, subject to our evaluation of the possible impairment of the asset.

(2) Existing Debt Holders

The Company has debt obligations primarily to two groups. The debt is old and in default. Each group claims to have a lien of the mining claims of the company, although no liens have been filed that the Company is aware of. The note holders were prepared to write off their loans and relinquish the claims when existing management took over the Company. Recently, the Company asked the note holders to provide funding to maintain the leases which was declined. Members of management personally paid to maintain the critical claims. Upon successful funding via this Offering, Management will, on a best effort basis, attempt to restructure these loans either by significantly reducing the amount owing, converting them into a small percentage of operating profits, or other means. As they were willing to abandon the mining claims as recently as August 2015, Management believes a restructuring is possible although no assurances can be made.

International Star, Inc.
Summary Statement of Operations

	FY 2014	FY 2015 9/30/15 YTD)
Revenues	\$0	\$0
Cost of Goods Sold	\$0	\$0
Gross Profit	\$0	\$0
Expenses	\$45,335	\$49,155
Total Operating Income/Loss	(\$45,335)	(\$49,155)

International Star, Inc.
Summary Balance Sheet
As of September 30, 2015

	Actual (Unaudited)	As Adjusted (Unaudited)
ASSETS		
Cash & Equivalents	\$922	\$10,000,922
Accounts Receivable	\$0	\$0
Total Current Assets	\$922	\$10,000,922
Fixed Assets (1)	\$0	\$0
Other Assets	\$0	\$0
Total Assets	\$922	\$10,000,922
LIABILITIES & STOCKHOLDER'S EQUITY		
Total Current Liabilities	\$1,558,698	\$1,558,698
Long-term Liabilities (2)	\$500,000	\$10,500,000
Total Liabilities	\$2,058,698	\$12,058,698
Stockholders' Equity	-2,057,776	-\$2,057,776
Total Liabilities & Stockholders' Equity	\$922	\$922

Proforma Project Economics

	Year 1	Year 2	Year 3	Year 4	Year 5	Total
INCOME FROM GOLD SALES	\$0	\$0	\$24,738,000	\$24,738,000	\$24,738,000	\$74,214,000
<i>Gold = \$1,200/troy oz.</i>						
Mine Cost	\$500,000	\$401,000	\$17,692,053	\$17,182,853	\$18,594,853	\$54,370,759
SG&A	\$585,000	\$540,000	\$936,000	\$936,000	\$936,000	\$3,933,000
Offering Cost	\$650,000					\$650,000
Total Costs	<u>\$1,735,000</u>	<u>\$941,000</u>	<u>\$18,628,053</u>	<u>\$18,118,853</u>	<u>\$19,530,853</u>	\$58,953,759
Profit	(\$1,735,000)	(\$941,000)	\$6,109,947	\$6,619,147	\$5,207,147	\$15,260,241
Cash Flow	\$5,765,000	\$4,824,000	\$10,933,947			
IRR/Investor Return	30% (\$2,500,000)	\$0	\$3,015,092	\$992,872	\$781,072	\$2,289,036
Total Principal Repaid			\$2,500,000			
15% Profit Post Repayment			<u>\$515,092</u>			
Total Return Year 3			\$3,015,092			
IRR/Investor Return	22% (\$5,000,000)	0	\$5,686,789	\$1,323,829	\$1,041,429	\$3,052,048
Total Principal Repaid			\$686,789			
20% Profit Post Repayment			<u>\$5,000,000</u>			
Total Return Year 3		\$0	\$5,686,789			
Cash Flow	\$7,500,000	\$5,765,000	\$4,824,000	\$10,933,947	\$17,553,094	
Net Profit/Loss	(\$1,735,000)	(\$941,000)	\$6,109,947	\$6,619,147	\$5,207,147	
Ending Cash Flow	\$5,765,000	\$4,824,000	\$10,933,947	\$17,553,094	\$22,760,241	

The above is based on \$1,200/oz. gold. As noted above, it will take 18-24 months to get into production. At the end of the first year of production Noteholders will recoup their entire principal, as well as, their respective profit percentages. Of note is the upward adjustment to profit in year 3. While the company will be incurring expenses, \$5 million of the expenses will be covered by proceeds from this offering partially offsetting the expense. This increases investors return.

To provide investor comfort, The Company will also engage an experienced third party with substantial mining experience to provide investors progress reports and variances to plan commencing the end of the first quarter and quarterly thereafter.

As gold rises above \$1,200, Noteholder payouts will increase.

THE COMPANY

International Star, Inc. (the “**Company**”), a Corporation, which was formed under the laws of the State of Nevada, is offering by private placement, through this Confidential Private Placement Memorandum (the “**Memorandum**” or “**PPM**”), a limited number of Profit Participation Promissory Notes (the “**Securities**” or “**Notes**”) in the Company to a select group of sophisticated qualified Investors (the “**Investors**”) as described herein. The Company is authorized to issue additional classes of Securities from time to time pursuant to other offering materials containing financial terms and conditions that may differ from those set forth herein. As of the date set forth hereof, the Company is offering Profit Participation Promissory Notes in one (1) class. The Company's investment objective and strategy with regard to the Securities are set forth below, and Investors are directed to such materials. The Company may, from time to time, refine or change the Company's strategy without prior notice to, or approval by, the Noteholders. The information in this Memorandum is qualified in its entirety by the Company and may be further amended and/or supplemented from time to time or, annexed hereto as an exhibit and deemed a part of this Memorandum, which should be carefully reviewed before a prospective Investor invests in the Company.

Company Headquarters

The Company's offices are located at 1790 E. River Rd., Suite 213, Tucson, Arizona 85718 where the Company occupies approximately 1,900 Square Feet. The Company believes that the space currently available will be sufficient to accommodate its operations as described in this Memorandum. Subsequent to the commencement of mine production, the company will have an office at the mine site.

The Company

International Star, Inc. (the “**Company**” or the “**Company**”), was organized under the laws of the State of Nevada on October 28, 1993, as Mattress Showroom, Inc. In 1997, we changed our corporate name to International Star, Inc. and became engaged in the business of construction, sale and operation of state of art waste management systems, specializing in turnkey systems for management of hospital, industrial, petroleum, chemical and municipal solid waste collection systems. Despite our efforts, we were unable to develop this business beyond start-up stage. Following our unsuccessful venture in waste management, we refocused the on mineral exploration in 1998. Currently, we are in the acquisition and development of precious minerals properties. ILST currently hold interests in properties that we believe show potential for mineral development. These properties consist of unpatented mining claims located on federal public land managed by the United States Department of Interior, Bureau of Land Management

(“BLM”). We are obligated to pay a maintenance fee to the BLM of \$189 per claim plus a \$14 local filing fee for each newly filed claim and \$155 per claim per year for each existing claim.

The Company’s Mining Properties

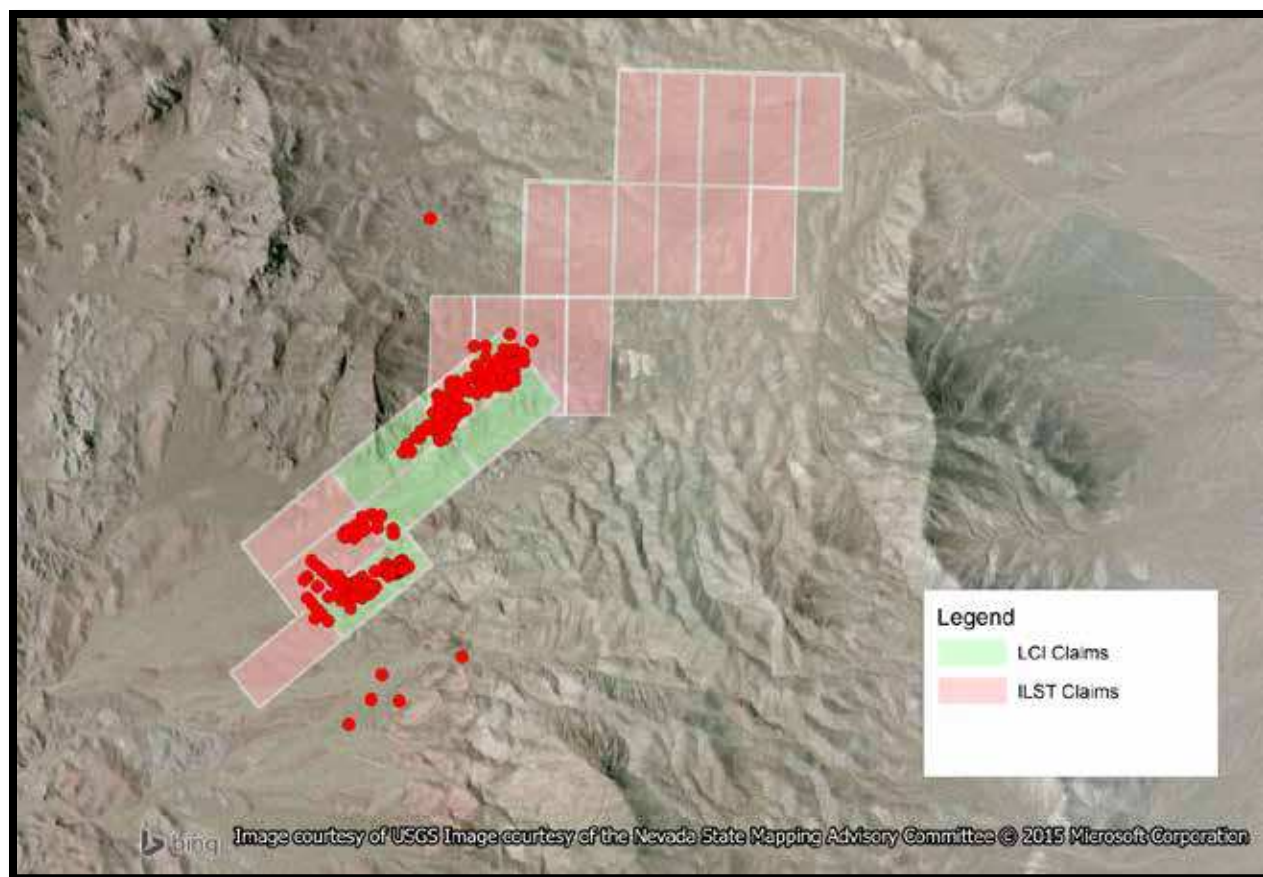
ILST’s core asset is the Van Deemen project is located in the northern Black Mountains, Mohave County Arizona, 50 mi northwest of Kingman, Arizona (population ~28,000), which historically is one of the most prolific gold-producing mountain ranges in Arizona, yielding some 2.44 million ounces of gold.



MINING CLAIMS

In April 1, 2011, ILST acquired five lode mining claims covering the former Van Deemen gold mine located within the area of our existing claims in the northern Black Mountains in Mohave County through a 10-year lease agreement with La Cuesta International, Inc. We are required to make rental payments every six months, beginning upon signing of the lease, in an amount of \$5,000 for each of the first two six-month periods, \$7,500 for each of the next two periods, and \$10,000 per period thereafter. Upon commencement of any commercial mineral production on the leased property, we must pay the greater of 2% of the net smelter returns or \$10,000 during each calendar quarter in which we produce and sell ores and minerals from the property in commercial quantities. The requirement to pay royalties to the owner of the concessions at our *Van Deemen* property will reduce our profitability from production of gold or other precious metals.

In addition to the five leased claims, ILST has located and recorded 18 lode claims covering areas surrounding the leased Van Deemen mine claims. The claims are situated in Sections 29, 30 and 32 in, Township 27 North, Range 21 West, GRSM in the El Dorado Mining District.



WORK HISTORY

Gold production on the Van Deemen Mine is believed to date from the 1930s. A section of mineralized rock was mined by open cut. Approximately 350 feet of exploratory adits, along with two shallow shafts, were driven in what is now the central part of the property.

More recently, the Van Deemen area has been actively explored for both copper and gold. Copper exploration was conducted mostly in the 1970's and was directed toward deciphering a highly faulted and sliced Laramide quartz monzonite porphyry copper system (Wilkins, 1984). The area receiving the greatest attention for copper exploration is east of the old Pope Mine, about 2.5 miles to the north of Van Deemen. The Van Deemen area again received attention in 1979/1980, but this time as a gold play rather than copper, and has essentially been explored for gold since then.

In 1983, Amselco Exploration Inc. (a subsidiary of British Petroleum) optioned part of the property and drilled 13 inclined reverse circulation holes totaling 5,754 feet (average of 443 feet) in a search for vertical zones of mineralization. Extensive surface sampling was also completed. This program failed to recognize that the gold mineralization is chiefly confined to the gently dipping detachment fault breccia zone which is at surface, or has been removed by erosion, in the areas drilled. Consequently, the drill cuttings were, for the most part, devoid of gold. In 1985, a second phase of drilling consisting of nine drill holes indicated a significant gold zone, with one hole showing 115 feet grading 0.047 ounces per ton.

In 1984, Fischer-Watt geologists, who had done extensive work on gold mineralized detachment breccias elsewhere in Arizona and California, recognized the potential of the Van Deemen mineralization, and secured an option on the property. Fischer-Watt personnel conducted reconnaissance geological mapping, as well as extensive prospecting and rock sampling.

In May of 1985, Frisco Land & Mining Company (Doug Bonelli), an independent mining operator, sub-leased the property and drilled 24 short, vertical air track percussion holes in two parallel rows. Frisco Land & Mining Company subsequently relinquished its lease from Fischer-Watt because as it had not achieved its limited goal of outlining a small, good grade, surface ore zone in the immediate vicinity of the old Van Deemen workings.

Arizona Star Resource Corp. optioned the Van Deemen property with the goal of developing and mining gold-bearing mineralization after conducting more extensive exploration over the full length of gold-mineralized breccia on the central part of the property, as well as pursuing previously unexplored mineralization beneath a Tertiary erosional remnant on the northeast arm of the property.

The property was then explored briefly in 1988 by Red Dog Mining (Chester Millar) who completed a phase of shallow air-track drilling in the gold zone identified by Amselco. The 1989 assessment work drilling was conducted by Fischer-Watt. The Van Deemen has seen essentially no work since Fisher-Watt explored the property.

The 5 LCI claims covering the majority of the ore bodies were located in October 1997 by La Questa International, Inc. International Star optioned the property from LCI in August 2011 and staked additional claims in the area.

In late October 2013, a new management team, and a reconstituted Board of Directors, led by Michael Shea, took over the operation of the Company.

CURRENT WORK BY INTERNATIONAL STAR

Substantial progress has been made in the last 20+ months to move the project towards production. Milestones achieved are as follows:

- Confirmation of Historic Resource of 34,000 oz. gold
- Re-Assay of drill pulps discovered at La Cuesta's storage facilities confirmed the reliability of the original Chemex assays.
- Metallurgical Testing at McClelland Labs provided data for optimum rock-crush size to yield most economic gold recovery.
- Acid Based Accounting chemical lab tests confirmed the rock/material falls within the non-acid generating category and has no potential for acid generation which could contaminate the ground.
- Commenced permitting process with Federal, State and local government agencies.
- Engaged the General Manager/Mine Engineer at the nearby Moss Mine, which recently completed a pilot run, resulting in recovery of \$5 million worth of gold.

- Received a US Department of Labor MSHA ID number - An MSHA ID is required for each mine site and must be issued before any operations may begin.
- Completed Storm Water Pollution Prevention Plan
- Applied for Arizona DEQ Air Quality exemption
- Created Spill Prevention and Contingency Plan for the Van Deemen Project - the plan will ensure an effective, comprehensive response to prevent injury or damage to the construction personnel, public, and environment during the project.
- Provided numerous sections of required data/analysis to the BLM related to filing of a Mine Plan of Operation.
- Identified additional drill holes that may allow ILST to substantially increase the reserve base from the historic 34,000 oz.
- Made required payments to the BLM for annual claim maintenance fees

The overwhelming percentage of this project work has been done internally for zero compensation. Upon completion of the next round of financing, a portion will go to complete a Resource and Technical Report that is not only compliant with SEC Industry Guide 7, but will provide the basic information and parameters required for a preliminary pit design. This work is a prerequisite for the continuation of the permitting and engineering phase. If these critical tasks are completed according to schedule and with financing in place, the Company projects that the start of mine construction could begin as early as 21-24 months from that point followed by gold production 3 months later.

GEOLOGY

At the Van Deemen Mine a 7° west-dipping detachment fault has placed Miocene andesitic lavas, volcanic breccias, and conglomerate over Precambrian gneiss, schist, and phyllite. The footwall Precambrian rocks locally exhibit a mylonitic and/or ultramylonitic fabric, probably imparted on the rock during late Mesozoic or early Tertiary time. The volcanic and sedimentary rocks of the upper plate are rotated as much as 75 degrees to the east and are truncated abruptly down dip by the underlying detachment fault. Rotation of the upper-plate Tertiary rocks is accommodated by a series of north-striking, west-dipping high-angle normal faults which merge with the underlying detachment fault.

In the area of the Van Deemen, the detachment fault is marked by a complex zone of intense low-angle shearing and brecciation that varies from 15' to 100' thick. This highly structurally prepared zone present along the detachment fault at the base of the Tertiary rocks is referred to as the "detachment breccia zone". The top and bottom of this zone is in many cases a sharp contact between broken, but not brecciated, volcanic and sedimentary rocks above, intensely chloritized and moderately to poorly broken Precambrian gneiss and schist below. The detachment breccia zone at the Van Deemen is exactly analogous to the breccia zone separating Tertiary volcanic rocks from Precambrian granite and gneiss at the Picacho Mine near Yuma, Arizona. Ore at the Picacho Mine is hosted exclusively in this detachment breccia zone of sheared and brecciated Precambrian granite and gneiss.

The rocks beneath the detachment breccia zone at the Van Deemen are poorly broken and are cut by widely-spaced, narrow low-angle shear zones. These footwall shear zones are weakly

mineralized and not of sufficient thickness to be of economic interest. Also developed in these chloritized footwall rocks are high-angle normal faults and fractures generally oriented north-south. These faults ordinarily do not offset the overlying detachment and are perpendicular to the direction of extension as indicated by the east dips of upper-plate Tertiary rocks. For this reason, these high-angle footwall structures are interpreted as tensional fault and fracture features developed in response to movement along the detachment fault above. These faults may act as important feeders for mineralization into the detachment breccia zone.

MINERALIZATION-

Gold mineralization at the Van Deemen prospect occurs primarily in gently-dipping zones of quartz-sericite-hematite-pyrite clay alteration of brecciated Precambrian gneiss. Alunite is locally present in minor amounts. The alteration zones are spatially associated with rocks generally exhibiting an open style of brecciation. Stacked sheets of quartz breccia are often present in the gold zones, sometimes forming at the fault contact with the upper plate, and other times forming irregular lenses in the faulted gneiss. These quartz breccias often contain mixed fragment types including brecciated chunks of vein quartz. The matrix supporting the breccia fragments appears to be made up of finely pulverized rock flour subsequently replaced by fine-grained quartz. In these quartz breccia zones, sulphides (pyrite and arsenopyrite) occur in and near late-stage fractures. Surrounding the quartz breccia bodies are locally brecciated gneisses often severely sheared prior to alteration. The shearing has drawn the feldspars into lenses and augen into bands that alternate with others composed of strained quartz grains, all greatly elongated in parallel. The feldspars are usually pulverized during this shearing process and subsequently replaced by dense sericite. The altered rock surrounding the tabular quartz-breccia bodies is often cut by comby quartz veins carrying considerable pyrite and arsenopyrite (?) that is usually fully oxidized. In general, where there is an increase in the amount of open, brittle brecciation and hematite and limonite there is also an increase in the gold content.



Area 4 mineralization and location of bulk sample



Area 2 mineralization and location of bulk sample

No ore microscopy work has been completed to date on the gold-bearing rocks at Van Deemen, so it remains an unknown as to how and where the gold occurs. Preliminary cyanide leach tests do indicate, however, that a good percentage of the gold is free and probably quite fine. In addition, the combination of detailed surface sampling and close-spaced drilling has indicated a weak to moderate supergene enrichment at the surface, another indication that much of the gold is probably native. (Geology and Structural Control of Gold Mineralization at The Van Deemen Prospect, Mohave County, Arizona by F. L. Hillemeier, P. A. Drobeck, and W. T. Dodge.,

Geological Society of America Cordilleran Section Meeting and Field Trips, March 25 - April 2, 1988)

DRILL HOLE LOCATION MAP

The drill hole location map below shows the holes drilled to date that fall within the Van Deemen project area.

AREA	PROVEN			PROBABLE			POSSIBLE			WASTE
	TONS	GRADE	OZ	TONS	GRADE	OZ	TONS	GRADE	OZ	
II-A	65,218	.045	2946							171,370
II-B				*23,300	.055	1281				2,000
III	131,429	.033	4378	241,666	.036	8783	126,332	.035	4441	1,697,763
IV	73,507	.031	2242	200,721	.030	6041	129,569	.031	3999	1,007,502
TOTAL	270,154	.035	9566	465,687	.035	16,105	252,901	.033	8440	2,878,635
			28%			47%				25%

Total Tons: all categories: 988,742

Average Grade: .034 ozt Au

Total oz Au: 34,111 reported (98.6% correlation with calculated value of 33,617 by BHC)

Total Waste: 2,878,635

Strip Ratio: 2.9:1

This historic estimate is not Guide 7 compliant and is provided for historic purposes only

2011 Check Resource

The 2011 check resource was generated using the drill hole collars, and assays to calculate a voxel model with 15x15x15 foot blocks using a 50 foot search radius. As the authors could not confirm the assays, all results are classified as inferred.

Total Tons: all categories: 1,294,442

Average Grade: .034 ozt Au

Total oz Au: 44,011

The check resource estimate using similar parameters resulted in greater contained ounces. However, as the resource was not SEC guide 7 compliant, those numbers were not made public.

Guide 7 Compliant Resource

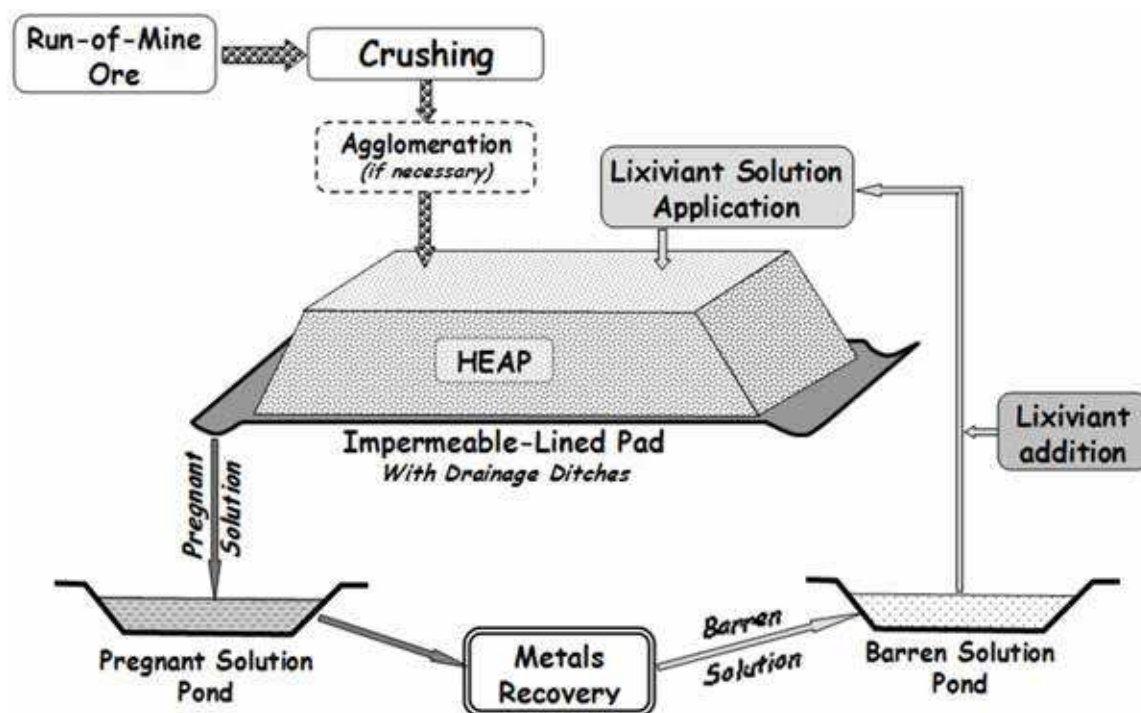
International Star has contracted with LJ Bardswich Mine Consultant, Inc to produce a Technical Report on the Van Deemen Gold Project that is compliant with SEC Guide 7 regulations. The Technical Report will include an updated resource estimate, incorporating the additional holes found on maps in the AZ Geological Survey repository, which should not only enhance ILST presentations, and the economics of the project, but would also be a critical component of the pit and heap design, the MPO and supporting permits (404, APP, AZPDES etc.).

MINING METHODS

The mineralized material contained in the Van Deemen Project deposit is amenable to conventional open pit mining methods. Basically, drill, blast, excavate, haul to the crusher, crush to -1 inch and stack on the heap. It is planned that all the mining will be carried out by a contract miner for the duration of the mine operating life. This includes all feed to the crusher, as well as the stockpiling of low grade ore and waste.

RECOVERY METHODS

Metallurgical testing at the Van Deemen project indicates that the mineralized material is amenable to a standard heap leach recovery circuit commonly used in the region. Testing indicates that 70% of the gold can be recovered through this low cost method. The design of these facilities has not been completed; a simplified schematic of the overall process for the ore processing facility is included in the figure below.



The Run-of-Mine (ROM) ore will be trucked from the mine to primary crushing circuit stockpile. The stockpiled mineralized material on the crushing pad will be run thru a two-stage crushing circuit to product a finely crushed mineralized material. The two stage circuit consists of coarse crushing followed by fine crushing. All mechanical components of the crushing circuit will be semi-mobile, which will allow for a complete circuit relocation, when it is required. Water sprays will be utilized for dust suppression at the truck dump into the crusher feed hopper and at transfer points for the screen undersize material. All other transfer points within the crushing circuit will have dust suppression consisting of baghouses or single-point, cartridge-type dust collectors.

The crushed material will be conveyed to the heap leach pad and placed on the pad using an excavator or a radial arm stacker. The mineralized rock will be stacked in lifts with a lift thickness of approximately 30 feet. An irrigation system will be placed on the material and a spray of weak NaCN (sodium cyanide) will be pumped to the top of the heap and through distribution lines, permeating all of the crushed material and dissolving the gold particles which come in contact with the solution. The solution will flow downward through the pad, leaching metals in the ore, and the pregnant leach solution (PLS) will be collected through the collection system and sent to a pregnant pond. The solution from the pregnant pond will be pumped from the pond through a series of activated charcoal (carbon) columns and the gold-cyanide complex ions in the solution will be adsorbed onto the activated charcoal.

The barren solution will continue flowing through to the barren pond, where additional NaCN, makeup water and sodium hydroxide will be added. The solution is then pumped to the top of the heap, completing the closed circuit, zero discharge cycle.

The carbon will be rotated through the carbon circuit until it contains enough gold for the stripping operation. The loaded carbon in the columns will be replaced with regenerated carbon;

the loaded carbon will either be taken to an off-site stripping facility for extraction of the gold or processed on site in a stripping facility.

The gold will be adsorbed onto the carbon particles. It can be further processed off site under contract at existing facilities, or the carbon can be stripped on-site into a caustic solution and electroplated onto stainless steel plates. The gold on the steel plates is then peeled off, placed in a small furnace and a gold dore would be produced on site at the Van Deemen mine site. The dore would be sold to a gold refiner offsite under a contract normal to the industry. Standard contracts would result in the transportation, refining and marketing being less than 1% of the precious metal values. Normal contracts are based on the pricing of the metal at the noon London quoted price.

The Company's Marketing and Sales Strategies

Gold and silver bullion sell on several international markets, the most well-known being the London Metals Exchange or LME. The market is extremely liquid. The LME establishes the exchange rate for metal traders in New York and other bourses. The gold price over the last 5 years has peaked at \$1900/oz and hit a low of \$1050/oz late last year.

The Company intends to sell the Van Deemen mine raw doré bars to a precious metal refiner who will separate the gold to produce refined bullion metal for sale. The refiner will pick up the doré bars from the Van Deemen mine site in an armored car on a pre-arranged schedule, and will provide insurance during transport to the refinery. After refining the Company will be paid a settlement based on the LME daily rate on the day of out-turn in accordance with the contract payment terms.

Industry and Market Trends Market Overview

The current market for gold and other precious metals is at a low point.



Gold prices are impacted by numerous factors including interest rates, inflation, strength/weakness in the equity markets, geopolitical/disturbances, supply/demand and many other factors. At times the price can be volatile. Despite these factors, the gold market remains very liquid.

The Competition

Competition in the mining industry for desirable properties, investment capital and personnel is intense. Numerous companies headquartered in the United States, Canada and elsewhere throughout the world compete for properties and personnel on a global basis. We are an insignificant participant in the gold mining industry due to our limited financial and personnel resources. We presently operate with a limited number of personnel and we anticipate that we will compete with other companies in our industry to hire additional qualified personnel which will be required to successfully operate our mine and mill site. We may be unable to attract the necessary investment capital or personnel to fully explore and if warranted, develop our properties and be unable to acquire other desirable properties

The current environment of lower prices, substantial capital expenditures for large mines, coupled with the closing of high operating cost mines opens the doors for smaller economic projects that do not fit the economic model of larger companies. International Star Inc. plans on bringing the Van Deemen Gold Project into production, expand the mineral base and opportunistically take on other small undervalued precious metal claims that can be quickly brought into production.

Company Management and Employees

Senior Management: at the present time, (3) individuals are actively involved in the management of the Company. These three individuals (“**Officers**”) are:

(i) Michael Shea: President, whose responsibilities include managing the day-to-day operations and investment management of the Company. The President may engage other persons or entities to perform similar functions, as he/she/it deems necessary from time to time. The President serves as the Company’s contact for Investors and Internal Revenue Service purposes.

(ii) Barbara Carroll: VP Development, whose key responsibilities include the development and evaluation of mining projects, providing technical expertise and managing the schedule, budget, permitting of such projects from inception to production.

(iii) Howard Mettler: VP Operations whose key responsibility is to oversee the safe and profitable execution of all operating properties.

Employees: as of the date of publication of this Memorandum, the Company had 3 officers. As a development company, there is not sufficient capital nor need to expand the workforce with the exception of our engagement of a mine engineer consultant.

As the Van Deemen mine gets closer to production, the Company has access to a large pool of qualified candidates/workforce, although it is the Company’s intent to use independent contractors whenever possible.

Legal and Regulatory Issues

The Company is not presently a party to any material litigation, nor to the knowledge of Management is any litigation threatened against the Company, which may materially affect the business of the Company or its assets.

Mining is a highly regulated industry. The Van Deemen project will be subject to federal, state and local regulations.

INVESTMENT OBJECTIVE AND STRATEGIES

Investment Objective and Strategy

The Company seeks to raise sufficient capital to fund the Van Deemen gold project through the permitting process, complete a SEC Industry Guide 7 Compliant Technical Report and general working capital purposes. This process is estimated to take between 18-24 months.

Once permitted, the Company will not only be able to commence mining, but the value of Van Deemen goes up substantially.

To commence mining operations, the Company will need to raise approximately \$8 million of new capital (see sources and uses). The Company is also seeking mining opportunities that can begin production within 6 months, due their location on patented land and existing land disturbance.

Dividends

The Company does not intend that any dividends or other distributions will be paid to the Noteholders out of the Company's current earnings and profits, but rather that such income will be reinvested, with exception of accrued interest on the Profit Participation Promissory Notes. Potential Investors should keep this limitation in mind when determining whether or not an investment in the Company is suitable for their particular circumstances. The Company reserves the right to change such policy without the consent of the Noteholders and in the event the Company changes its policy regarding dividends or distributions such distributions or dividends may be made in cash or in kind.

The foregoing description is general and is not intended to be exhaustive. Investors must recognize that there are inherent limitations on all descriptions of investment processes due to the complexity, confidentiality and subjectivity of such processes.

MANAGEMENT

Directors, Officers and Key Consultants

The Company's Directors, Officers and Key Consultants are listed below. The Company's Board of Directors and Shareholders determine the number of Directors. All Directors hold office until the next annual meeting of the Board of Directors or until their successors have been duly elected. Members of the Board of Directors are elected by a majority vote of all Shareholders. Officers, also Shareholders, are elected by the Board of Directors and their terms of office are, except to the extent governed by employment contract, at the discretion of the Board of Directors.

International Star, Inc. Directors and Officers

Name	Age	Position
Michael Shea	55	President & Director
Barbara Carroll	62	VP Development & Director
Howard Metzler	67	VP Operations & Director
Joseph Bardswich	71	Mine Engineer Consultant

A. MICHEL SHEA – CHAIRMAN, PRESIDENT & TREASURER

Mr. Shea has more than 25 years of Corporate Finance experience having held senior positions at Citigroup, ABN Amro, GE Capital & Bank of America.

Mr. Shea's background includes mergers & acquisitions, capital raising, structuring finance, restructurings and investor relations with for Fortune 1000 companies (e.g. Disney, Northrop, and Fluor Corporation), as well as, junior miners (e.g. Imagin Natural Resources and St. Cloud Mining). Mr. Shea's experience includes a position as Chief Financial Officer for a small-cap junior mining company listed on the TSX Venture Exchange, with full responsibility for audits, Exchange reporting, legal, investor relations and capital raising.

Mr. Shea's success at structuring and completing capital market transactions for billion dollar companies will be a benefit to the company. Mr. Shea received a Bachelor of Arts from Wayne State University (1983).

B. BARBARA CARROLL – VICE PRESIDENT PROJECT DEVELOPMENT

Barbara Carroll, is a certified Professional Geologist by the American Institute of Professional Geologist with over 30 years of wide-ranging international exploration experience in the mining industry.

Ms. Carroll established GeoGRAFX GIS Services in 1991, a firm providing professional and technical geological services and products to the resource, exploration and mining industries worldwide and serves as its President and Principal.

Ms. Carroll has served as Project Manager for Phelps's Dodge Mining Co.'s Jerome Project, a multi-million dollar preliminary evaluation of the remaining potential of the United Verde Mine in Arizona, Hecla's San Sebastian Silver Deposit in Durango Mexico, Lisbon Valley Copper Deposit, Utah, the Wate Uranium Project Vane/Uranium One JV, Kerrs gold project situated north of Kirkland Lake, Ontario for Sage Gold . She was part of the team that brought the San Luis gold deposit in Colorado online for Battle Mountain Gold.

Ms. Carroll specializes in project management including development projects, resource modeling for advanced exploration projects, computer based 3D geological modeling and interpretation of the various geological deposits, permitting and feasibility studies as well as NI 43-101 technical report writing.

C. HOWARD METZLER – VICE PRESIDENT OPERATIONS

Howard Metzler is a Registered Professional Geologist with over 30 years experience.

Mr. Metzler has extensive experience in exploration geology, primarily high grade vein and disseminated gold/silver deposits in the Southwest. Recent experience includes exploration and development of exotic copper, VMS and detachment hosted gold deposits in Northern Arizona. Mr. Metzler also has experience in tungsten and uranium exploration in the western U.S., placer evaluations in Oregon, Montana, Nevada and Bolivia. Mr. Metzler began his career as an exploration/development geologist with J.R. Simplot and PPG Industries.

As an independent geologist, Mr. Metzler has worked for clients including Simplot, Romarco Minerals, SGV Resources, Anvil Resources and several other well-know mining companies.

It should be noted that his work at Romarco (initial evaluation and property acquisition) led to the development by Franco and Newmont Gold of the Midas Mine, which continues in production.

D. JOSEPH BARDSWICH – PRINCIPAL MINE CONSULTANT

Mr. Bardswich is a highly respected and accomplished Mining Engineer who brings International Star over 35 years of experience in mining industry. He has extensive experience in all facets of mining from contract miner, through production supervision, mining engineering, heavy civil engineering and mine management in underground, open pit and alluvial operations in Canada, the U.S., Europe and Africa.

Mr. Bardswich has been a Director of Northern Vertex Mining Corp since May 4, 2010. He has been a Director of Theia Resources Ltd. since December 20, 2012.

Mr. Bardswich is a Professional Engineer in the State of Arizona (PE) and in the Province of Ontario (P. Eng.). He is a life member of the Canadian Institute of Mining and Metallurgy (CIM) and is a "Qualified Person" as defined in NI 43-101 Standards for Mineral Disclosure. Mr. Bardswich is a graduate of the University of Windsor (B.A.Sc., Civil Engineering) and received his Masters Degree (M.Eng. Mining) from McGill University.

Management Compensation

The Company, upon successful funding will enter into employment agreements with its President and each of its Officers. The Company can terminate these agreements at any time, subject to certain severance obligations and by the employee upon thirty 30 days advance written notice to the individual. The Company's employment agreements also include a confidentiality clause, a non-compete provision, and provisions restricting the solicitation of employees or customers.

There is no accrued compensation that is due any Officer. Each Officer will be entitled to reimbursement of expenses incurred while conducting Company business. The Company reserves the right to reasonably increase the salaries of its Officers assuming the business is performing profitably and Company revenues are growing on schedule. Any augmentation of these salaries will be subject to the profitability of the Company and the effect on the Company's cash flows.

Current and projected salaries for the Company's Directors and Officers for the next 12 months are:

International Star, Inc. Senior Management Salaries

Name	Position	2015 Salary	2016 Salary
Michael Shea	President & Director	\$0	\$75,000
Barbara Carroll	VP Development	\$0	\$50,000
Howard Metzler	VP Operations	0	\$12,000

Option Agreements

The Company has not entered into option agreements with its officers or director, but allows them to purchase Common Stock in the Company at a future date.

Fiduciary Responsibilities of the Directors and Officers

General. The Directors and Officers of the Company are accountable to the Company and its Shareholders as fiduciaries and such Directors and Officers are required to exercise good faith and integrity in managing the Company's affairs and policies. Each Shareholder and Noteholder of the Company, or their duly authorized representative, may inspect the books and records of the Company at any time during normal business hours in accordance with the laws of the State of Nevada. A Shareholder or Noteholder may be able to bring an action on behalf of himself/herself/itself in the event the Shareholder or Noteholder has suffered losses in connection with the purchase or sale of the Securities in the Company due to a breach of fiduciary duty by a Director or Officer of the Company, in connection with such sale or purchase, including the misrepresentation or misapplication by any such Director or Officer of the proceeds from the sale of Securities and may be able to recover such losses from the Company.

Indemnification. The Company, to its Directors, Officers or controlling persons, pursuant to Nevada State law, permits indemnification. Indemnification includes expenses, such as attorneys' fees and, in certain circumstances, judgments, fines and settlement amounts actually paid or incurred in connection with actual or threatened actions, suits or proceedings involving such person and arising from their relationship with the Company, except in certain circumstances where a person is adjudged to be guilty of gross negligence or willful misconduct, unless a court of competent jurisdiction determines that such indemnification is fair and reasonable under the circumstances.

Director Liability and Indemnification

The Company's bylaws require that the Company indemnify its Directors and Officers from certain claims, liabilities and expenses under certain circumstances and subject to certain limitations and the provisions of Nevada State law. Under Nevada State law, a company may indemnify 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 (other than by or in the right of the company) by reason of the fact that he/she/it is or was a Director, Officer, employee or agent of the company, against expenses actually and reasonably incurred by him/her/it in connection with an action, suit or proceeding if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the company. With respect to a criminal action or proceeding, such Director, Officer or employee must have had no reasonable cause to believe his/hers/its conduct was unlawful.

The Company will, on a best efforts basis, obtain a Director and Officer liability

insurance policy with limits of \$1,000,000. The Company presently does have any Director and Officer insurance.

Change of Control Agreements

The Company has not entered into any Change of Control Agreements with its Officers.

Benefit Plans

The Company has currently not adopted any incentive or employee benefit plan for any of its Directors, Officers or employees.

The Placement Agents

Placement Agents (as defined herein) may be retained by the Company to place Investors in the Promissory Notes of the Company. Investors will not be subject to any Investor Servicing Fee.

BENEFICIAL OWNERSHIP

Principal Security Holders

As of January 1, 2016 there is no shareholder that owns more than 10% of the Company's Common Stock.

The Company does have existing debt outstanding as detailed in the enclosed financial statements.

The officers and Director own no common stock of International Star, Inc. The Officers and Director, collectively own 100% of the Series A Preferred Shares which provide majority voting control on all corporate matters. Series A Preferred Stock have no designated value. The shares can convert on a 1:1 basis into common stock, and provide the Board with voting control.

Name of Beneficial Owner	Series A Preferred Shares Beneficially Owned	% of Class	Beneficial Common Stock Ownership Before and After Offering (%)
Michael Shea	73,628,069	25%	0%
Barbara Carroll	73,628,069	25%	0%
Howard Metzler	73,628,069	25%	0%
Donnell Vigil	73,628,069	25%	0%
All directors and executive officers as a group	294,512,276	100%	0%

¹ Assumes that no additional shares are purchased in this Offering by the individuals identified above.

² Assumes that no additional shares are purchased in this Offering by the individuals identified above.

TERMS OF THE OFFERING

The minimum initial investment in the Company is \$100,000.00. The Company may, in its sole discretion, decide to accept a lesser amount with respect to initial and/or additional Profit Participation Promissory Notes. The Profit Participation Promissory represent a direct obligation of the Company to repay investors under the below terms. Subscriptions must be paid in U.S. Dollars. Investors may purchase additional Subscriptions as long as the Offering remains open.

All subscriptions are subject to acceptance by the Company which may reject a subscription in whole or in part for any or no reason. The Company will promptly notify the subscriber of such acceptance or rejection. Subscribers may not withdraw or revoke their subscriptions. If the subscriber is not admitted to the Company, the Company will promptly return the amount of the subscription payment to the subscriber, without interest.

Description of Securities Offered

The following is a summary of material provisions governing the issuance of the Company's Promissory Notes.

(i) The Company is offering a minimum of Profit Participation Promissory Notes (the “**Securities**” or “**Notes**”) and a maximum of 75 Profit Participation Promissory Notes.

(ii) The Face Value of each Promissory Note is \$100,000. The Face Value was arbitrarily set by the Company.

(iii) Company's Profit Participation Promissory Notes, Face Value \$100,000.00, bearing an annual interest rate of 0% with a Maturity Date of 60 months from closing. Principal repayment will come from Note Holders participation in the Company's Van Deemen Gold Project. **The Noteholders, on a pro-rata basis, are entitled to one hundred percent (100%) of profit until the principal amount invested in the Notes is recouped (Projected to be end of the 36th month).** Subscribers of the first \$2,500,000 (“Initial Investors”) will receive a 15% pro-rata profit participation, while remaining investors (“Secondary Investors”) will receive a 20% pro-rata profit participation. Maker may at any time or from time to time make a voluntary prepayment, whether in full or in part, of this Note, without premium or penalty.

(iv) Investors holding Profit Participation Promissory Notes will not have the ability to vote on the Company's Board of Directors or to appoint any Officers.

(v) The Promissory Notes are equal in all respects with exception of profit percentages.

In the event of the dissolution, liquidation or winding up of the Company, the assets legally available for distribution to the holders of the Promissory Notes will be distributed ratably among the Noteholders in proportion to their holdings.

The Company will furnish annual audited reports to its Noteholders 120 days after the end of its fiscal year, commencing for its fiscal year 2016. With successful funding from this placement, the Company will engage a qualified Certified Public Accountant, to audit the Company's financial statements for fiscal years 2014 and 2015 and provide to noteholders once completed. The Company may issue other interim reports to its Noteholders, as it deems appropriate. The Company's fiscal year ends of December 31 of each year.

Plan of Distribution

The Profit Participation Promissory Notes (the “**Securities**”) are being offered directly by the Company to a select group of Investors who meet the suitability standards set forth herein and on the terms and conditions set forth in this Memorandum. The Company is offering the Securities on a “best efforts” basis. The Company will use its best efforts to sell the Securities to Investors. There can be no assurance that all or any of the Securities offered will be sold.

The Company will accept subscriptions as they are received subject to the established minimum investment of \$100,000; however, subscribers have no assurance that all or any minimum portion of the Securities will be sold. The Company also reserves the right to withdraw, cancel, or modify this Offering and to reject subscriptions in whole or in part for the purchase of any of the Securities.

This Offering will terminate on July 31, 2016 unless the Company decides to extend the Offering for up to 90 days after July 31, 2016. No notice of extension is required to be given to Investors who have already subscribed before the extension takes place. The Company also reserves the right to terminate the Offering at any time.

Upon completion of the Offering between 1 and 75 Promissory Notes will be issued and outstanding.

Prospective Investors who desire to purchase Securities under this Offering must complete a Subscription Agreement in the form attached as Exhibit A to this Memorandum, a prospective Investor Verification Questionnaire in the form attached as Exhibit B to this Memorandum and deliver it to the Company along with a wire transfer, or a guaranteed bank check in US Dollars made payable to Escrow, LLC Attn: International Star, Inc. for the amount subscribed. The Company will hold all subscription payments in a subscription escrow account for the benefit of subscribers. Securities will be issued in such name as shall be provided for in the accepted Subscription Agreement and shall be delivered by the Company to the Investor as soon as practicable following the Company's acceptance. The Securities will be delivered to the address specified in the Subscription Agreement. The Company reserves the right to reject any subscription in whole or in part in its sole discretion. In the event a subscription is rejected, all funds delivered to the Company with such subscription will be returned to the subscriber as soon as practicable following rejection. The Company will not assume any liabilities for costs or

interest.

The Company may retain individuals, broker-dealers, independent contractors or firms to act as its agents in this Offering and may pay such agents compensation in the form of cash or rights to purchase Common Stock of the Company. All selling commissions, placement fees, compensation paid to broker-dealers or independent contractors and other offering costs paid or incurred in connection with the Offering shall not exceed the maximum sales compensation permitted to be paid under Federal and state securities laws and applicable rules and regulations.

Commencing on the date of this Memorandum all funds received by the Company in full payment of subscriptions for the Securities will be deposited in an escrow account. The Company has established an Investment Holding Account with Escrow LLC, into which the minimum offering proceeds \$100,000 will be placed. At least 1 Promissory Notes must be sold for \$100,000 before such proceeds will be released from the escrow account and made available to the Company. After the minimum offering proceeds \$100,000 is achieved, all subsequent proceeds from the sale of the Securities will be delivered directly to the Company and be available for its use. Subscriptions for the Securities are subject to rejection by the Company at any time.

HOW TO SUBSCRIBE FOR THE NOTES

Purchasers of the Notes will receive an Investor Subscription Package containing an Investor Verification Questionnaire and two copies of the Subscription Agreement. The Company will serve as its own register and transfer agent with respect to its Notes. The purchaser must complete, date, execute and deliver to the Company the following documents, as applicable, all of which are included as part of the Investor Subscription Package and available from the Company:

- (i) Subscription Agreement: Two originally signed copies of the Subscription Agreement.
- (ii) Investor Verification Questionnaire: An originally signed copy of the Investor Verification Questionnaire.
- (iii) Funds: A guaranteed bank check in US Dollars made payable to Escrow, LLC Attn: International Star, Inc. in the amount of \$100,000 per Note for each Note purchased as called for in the Subscription Agreement.

Subscribers may not withdraw subscriptions that are tendered to the Company (Florida, Georgia and Pennsylvania Residents See NASAA Legend in this Prospectus for important information).

Registrar and Transfer Agent

The Company will serve as its own register and transfer agent with respect to its Securities.

Recent Sales of Promissory Notes

None.

Summary of the Offering

Securities Offered	Profit Participation Promissory Notes
Annual Interest Rate	0%
Face Value per Note	\$100,000.00
Security	Unsecured
Maturity Date/Repayment	Company's Profit Participation Promissory Notes, Face Value \$100,000.00, bearing an annual interest rate of 0% with a Maturity Date of 60 months from closing. Principal repayment will come from Note Holders participation in the Company's Van Deemen Gold Project. The Noteholders, on a pro-rata basis, are entitled to one hundred percent (100%) of profit until the principal amount invested in the Notes is recouped (Projected to be end of the 36th month). Subscribers of the first \$2,500,000 ("Initial Investors") will receive a 15% pro-rata profit participation, while remaining investors will received a 20% pro-rata profit participation. Maker may at any time or from time to time make a voluntary prepayment, whether in full or in part, of this Note, without premium or penalty.
Offering Price	\$100,000.00 per Note
Total Notes Offered	75
Minimum Notes Offered	1
Investor Qualification	The Company will require each Investor to represent in the Subscription Agreement that the Investor is able to evaluate the merits of this investment and that he/she or it qualifies or does not qualify as an Accredited Investor under the Securities Act of 1933.
Subscription Agreement	Each Investor will be required to enter into a Subscription Agreement in the form attached as Exhibit A to this Memorandum.
Minimum Investment	1 Promissory Notes. \$100,000.00 unless waived by the Company.
Offering Period	The Offering will terminate on July 31, 2016 unless the Company extends the Offering for up to 90 days after July 31, 2016. The Company reserves the right to terminate the Offering at any time and will not provide any notice in the event the Offering is extended beyond July 31, 2016.
Use of Proceeds	Fund Permitting Costs, Bonding, Build Out Capital Expenditures, Joint Venture and general working capital purposes.
Restrictions on Transferability	The Company's Promissory Notes sold in this Offering will be restricted under the Securities Act of 1933, as amended, and will not be transferable, except in compliance with the Act and applicable state securities laws. (See "Important Notices").
Voting Privileges	The Company's Promissory Notes do not vest voting privileges to Investors.
Promissory Notes Outstanding Before the Offering	0

Promissory Notes Outstanding After the Offering ¹	75
Project Reporting	<p>Noteholders will receive quarterly reports of the performance of the Company and annual audited financial statements commencing 2016 of the Company.</p> <p>The Company will also engage an experienced third party with substantial mining experience to provide investors progress reports and variances to plan commencing the end of the first quarter and quarterly thereafter.</p>

¹ Assumes all Promissory Notes offered are subscribed to and sold.

INVESTOR SUITABILITY

Investor Suitability Standards

Each purchaser of the Securities must bear the economic risk of his/hers/its investment for an indefinite period of time (subject to its limited right to withdraw capital from the Company as more specifically described in the Company Operating Agreement and herein) because the Securities have not been registered under the Securities Act of 1933, as amended (the “**Securities Act**”), and, therefore, cannot be sold unless they are subsequently registered under the Securities Act or an exemption from such registration is available. It is not contemplated that any such registration will ever be effected, or that certain exemptions provided by rules promulgated under the Securities Act (such as Rule 144) will be available. There is no public market for the Securities now nor is one expected to develop in the future. The Securities are being offered in reliance upon the exemption provided in Section 4(2) of the Securities Act and Regulation D thereunder. The Securities have not been registered under the securities laws of any state or other jurisdiction and are not offered in any state of the United States except pursuant to an exemption from registration. The Company Operating Agreement provides that an Investor may not assign, transfer or hypothecate its Securities (except by operation of law), nor substitute another person as an Investor/Noteholder, without the prior consent of the Company, which may be withheld for any reason. The foregoing restrictions on transferability must be regarded as substantial, and are clearly reflected in the Company records.

Each purchaser of a Security is required to represent that the Security is being acquired for his/her/its own account, for investment, and not with a view to resale or distribution. The Securities are suitable investments only for sophisticated Investors for whom an investment in the Company does not constitute a complete investment program and who fully understand, are willing to assume, and who have the financial resources necessary to withstand the risks involved in the Company and to bear the potential loss of their entire investment in the Securities.

Qualified Purchaser – “Accredited Investor”

The Company will conduct the Offering in such a manner that the Securities may be sold to an unlimited number of “Accredited Investors” as that term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933 (the “**Securities Act**”); however, the Company may, in its sole discretion, and subject to applicable law, including the Securities Act of 1933 and Regulation D, accept subscriptions from individuals or entities that do not qualify as Accredited Investors if the Company believes that these individuals or entities have the knowledge and experience in financial and business matters, and, as a result, are capable of evaluating the merits and risks of a proposed investment. All non-accredited Investors, either

alone or with a purchaser representative, must be sophisticated—that is, they must have sufficient knowledge and experience in financial and business matters to make them capable of evaluating the merits and risks of the prospective investment.

A prospective Investor will qualify as an “Accredited Investor” if he/she/it meets any one of the following criteria:

- i. Any natural person whose individual net worth, or joint net worth with that person’s spouse, at the time of his purchase, exceeds \$1,000,000;
- ii. Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person’s spouse in excess of \$300,000 in each of those years and who has a reasonable expectation of reaching the same income level in the current year;
- iii. Any bank as defined in Section 3(a)(2) of the Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities and Exchange Act of 1934 (the “**Exchange Act**”); any insurance company as defined in Section 2(13) of the Exchange Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; any Small Business Investment Company (SBIC) licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment advisor, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons who are Accredited Investors;
- iv. Any private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940;
- v. Any organization described in Section 501(c)(3)(d) of the Internal Revenue Code, corporation, business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
- vi. Any director or executive officer, or general partner of the Company of the securities being sold, or any director, executive officer, or general partner of a

general partner of that Company;

- vii.** Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Section 506(c)(2)(ii) of Regulation D adopted under the Act; and
- viii.** Any entity in which all the equity owners are Accredited Investors.

Prospective Investors resident in certain states of the United States may be required to meet more demanding suitability standards imposed by the securities laws of those states. Each prospective Investor will represent in its Subscription Agreement that it satisfies the above standards.

The Securities will not be sold to any person unless such prospective purchaser or his/her or its duly authorized representative shall have represented in writing to the Company in a Subscription Agreement provided by the Company that:

- i.** The prospective purchaser has adequate means of providing for his/her/its current needs and personal contingencies and has no need for liquidity in the investment of the Securities; and
- ii.** The prospective purchaser's overall commitment to investments which are not readily marketable is not disproportionate to his/her/its net worth and the investment in the Securities will not cause such overall commitment to become excessive; and
- iii.** The prospective purchaser's status as either an "Accredited Investor" (as defined above) or a non-Accredited Investor suitable for purchase of the Securities; and
- iv.** Each Investor acquiring the Securities will be required to represent that he/she/it is purchasing the Securities his/her/its own account for investment purposes and not with a view to resale or distribution.

The foregoing suitability standards represent the minimum suitability requirement for prospective Investors in the Company and satisfaction of these standards does not necessarily mean that an investment in the Company is a suitable investment for a prospective Investor. In all cases, the Company shall have the right, in its sole discretion, to refuse a subscription for Securities for any reason, including, but not limited to, its belief that the prospective Investor does not meet the applicable suitability requirements or that such an investment is otherwise unsuitable for that Investor.

Each prospective Investor is urged to consult with its own advisers to determine the suitability of an investment in the Securities and the relationship of such an investment to the Investor's overall investment program and financial and tax position. Each potential Investor is

required to further represent that, after all necessary advice and analysis, its investment in the Company's Securities is suitable and appropriate, in light of the foregoing considerations.

The method of subscription is described in the Subscription Documents.

Purchases by Employee Benefit Plans

An ERISA Fiduciary should give appropriate consideration to the facts and circumstances that are relevant to an investment in the Company, and the role it plays in the employee benefit plans' (the "**Plan**" or "**Plans**") investment portfolio.

Investment by an Employee Benefit Plan is subject to certain additional considerations because investments of Plans are subject to ERISA, as well as certain restrictions imposed by Section 4975 of the Code. United States Department of Labor ("**DOL**") Regulation Section 2510.3-101 (the "**Regulation**") provides certain rules for determining whether an investment in the Company by a Plan will be treated as investment by such plans in the underlying capital of the Company. Accordingly, the Company may be compelled to require the withdrawal of some or all of the Capital Accounts held by such Plans or accounts if necessary to comply with such policy.

Acceptance of subscriptions on behalf of employee benefit plans is in no respect a representation by the Company or the Company that this investment meets all relevant legal requirements with respect to investments by any particular Plan or that this investment is appropriate for any particular Plan. The person with investment discretion should consult with his/her/its attorney as to the propriety of such an investment in light of the circumstances of the particular Plan.

Other Requirements

No subscription for the Securities will be accepted from any Investor unless he/she/it is acquiring the Securities for his/her/its own account (or accounts as to which he/she/it has sole investment discretion), for investment and without any view to sale, distribution or disposition thereof. Each prospective purchaser of the Securities may be required to furnish such information as the Company may require in determining whether any person or entity purchasing the Securities is an Accredited Investor.

SOURCES AND APPLICATION OF FUNDS

Sources of Funds

The table below reflects the funds to be raised in this Offering. These are projections only and actual financial performance will vary and may be materially different. The Company will also engage an experienced third party with substantial mining experience to provide investors progress reports and variances to plan commencing the end of the first quarter and quarterly thereafter.

With the initial \$100,000 minimum capital raise via this Offering, the following is the intended use:

Minimum Funding	Amount
La Cuesta Lease Payment	\$10,000
Technical Report expanding resource	\$27,000
Engagement of Capital Raising Firm 3 mo.	\$15,000
Fund Raising Investor Events	\$15,000
Mining Consultant	\$10,000
SEC Attorney for Private Placement	\$5,000
Regulatory Filings	\$5,000
Working Capital	\$13,000
Total	\$100,000

With full funding, \$10,000,000, the maximum, the following is the intended use:

Maximum Funding Needs	Amount
Permitting & Engineering	\$700,000
Bonding	\$1,200,000
Initial Capital Expenditure for Mine Build	\$3,300,000
Offering Cost	\$650,000
Working Capital	\$1,650,000
Total	\$7,500,000

- (1) The Company is in discussion with a nearby mine that can be put into production within 6 months. This would be a Joint Venture arrangement.

A more detailed discussion of the expected uses of funds can be found in the financial projections contained in the Exhibits. Unforeseen expenses for categories not appearing in our

projected Profit & Loss or Cash Flow Statements, or higher than anticipated costs for human resources, may result in a scale-back of day-to-day operations, planned development activities, and/or marketing and sales initiatives

The Directors, Officers and Employees of the Company are not selling any Securities in this Offering. No compensatory sales fees or related commissions will be paid to such persons. Registered broker or dealers who are members of the FINRA and who enter into a Participating Dealer Agreement with the Company may sell the Notes. Such brokers or dealers may receive commissions up to 10% of the price of the Notes sold.

Plan of Distribution and Use of Proceeds

The Securities issued hereunder will be privately placed with a limited number of Investors (see "SUITABILITY"). The net proceeds of the private offering contemplated herein (after payment of expenses) are expected to be invested at all times in accordance with the policies set forth under "INVESTMENT OBJECTIVE AND STRATEGY." The Company, without limitation, may hold cash or invest in cash equivalents for short-term investments.

The Company also expects to use the net proceeds from this Offering for working capital, capital expenditures, the repayment of outstanding debt, estimated memorandum preparation, filing, printing, legal, accounting and other fees and expenses related to the Offering, marketing, sales and product development.

The Company may use a portion of the net proceeds to acquire complementary products, technologies, or businesses in the event such an opportunity arises; however, at present, the Company doesn't have any commitments or agreements with respect to any acquisitions. The Company may also use a portion of the funds to pay certain creditors. The extent of which funds will be used to retire debt is not yet known; however, Investors should be aware that funds utilized for debt retirement will not be available to support the Company's growth.

Assuming all of the funds can be obtained as projected, the Cash Flow Statement in the Exhibits sets forth the anticipated spending on capital expenditures. The dollar amounts reflect the Company's best estimates.

International Star, Inc. Application of Funds

Gross Offering Proceeds	\$100,000	Per Cent	\$10,000,000	Per Cent
Offering Expenses	\$5,000	5.0%	\$50,000	.50%
Commissions	\$8,000	8.0%	\$800,000	8.0%
Total Offering Expenses & Fees	\$13,000	13.0%	\$850,000	8.5%
Net Offering Proceeds	\$87,000	87.0%	\$9,150,000	91.5%

The Company reserves the right to change the use of proceeds, provided that such

reservation is due to certain contingencies that are discussed specifically and the alternatives to such use in that event are indicated.

FINANCIAL STATEMENTS



International Star, Inc.

9 Month Financial Statement

September 30, 2015

INTERNATIONAL STAR, INC. (Unaudited)

	(Unaudited) 9 mo. 30-Sep 2015	(Unaudited) 12 FYE December 31, 2014
ASSETS		
Current Assets:		
Cash	\$922	\$88
Total Current Assets	922	88
Property and Equipment - net of accumulated depreciation	0	
Total Assets	\$922	\$88
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
Current Liabilities:		
Accounts payable	\$ -	\$ -
Accrued Interest	\$547,060	\$547,060
Notes Payable	\$1,905	
Notes Payable	\$9,733	
Note Payable	35,000	20,000
Note payable - related party	200,000	200,000
Notes payable - Beaird loans	462,500	525,000
Note Payable Beaird	62,500	
Advances from shareholder	240,000	240,000
Total Current Liabilities	\$1,558,698	\$1,532,060
Long Term Liabilities:		
Long term note payable - related party	500,000	500,000
Total Long Term Liabilities	500,000	500,000
Total Liabilities	2,058,698	2,032,060
Stockholders' Deficiency:		
Preferred Stock, 300,000,000 shares authorized, Undesignated par value - 294,512,276 outstanding	-	
Common Stock Adjustment	36,221	381,956
1,000,000,000 shares authorized, at \$.001 par value; 820,000,000 outstanding		

at September 30, 2015	820,000	449,512
Capital in excess of par value	4,678,599	4,678,599
Deficit accumulated during the exploration stage	-7,592,596	-7,542,039
Total Stockholders' Deficiency	-2,057,776	-2,031,972
 Total Liabilities and Stockholders' Deficiency	 \$922	 \$88

INTERNATIONAL STAR, INC. (Unaudited)

Statement of Operations

	3 Month September-15 2015	9 Month September-15 2015	FYE December 31 2014
Revenue:			
Total Revenue	\$ -		\$ -
Expenses:			
G & A Expenses	16,494	49,166	45,335
Other Expense	0	0	0
Total Operating Expenses	16,494	49,166	45,335
Net (Loss) from Operations	\$ (16,494)	\$ (49,166)	\$ (45,335)
Other Income and Expenses:			
Interest income	\$ -		\$ -
Other income	-		-
Interest expense	0		0
Other expense	-		-
Loss on disposal of assets	-		-
Loss on divestiture of subsidiary	-		-
Total Other Income			
Note Discount	(7,500)	(27,500)	0
Net (Loss)	\$ (23,994)	\$ (76,666)	\$ (45,335)
Weighted Average Shares Common Stock Outstanding (Basic and Diluted)	820,000,000	567,457,410	449,512,274
Net Loss Per Common Share (Basic and Diluted)	\$ -		\$ -

INTERNATIONAL STAR, INC.
Statements of Cash Flows
(Unaudited)

	Interim 9 Mo. Sept. 30 2015	FYE 12 Month Dec. 31 2014
Cash flows from operating activities:		
Net (loss)	\$ (76,666)	(45,335)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation & amortization		
Amortization of debt discount	27,500	
Loss on disposal of assets	-	
Loss on divestiture of subsidiary	-	
Stock based compensation expense	0	
Common stock issued for services	-	
Changes in operating assets and liabilities:		
Accounts receivable and prepaid expenses	-	
Inventories	-	
Other assets	-	
Accounts payable and accrued expenses		
Accrued interest on notes payable	0	0
Net cash used in operating activities	(49,166)	(45,335)
Cash flows from investing activities:		
Proceeds from disposal of assets	-	
Purchase of fixed assets	-	
Net cash provided by investing activities	-	
Cash flows from financing activities:		
Repayments of long term borrowings	-	
Proceeds from exercise of warrants	-	
Shareholder deposits		
Proceeds from advances from shareholder	0	0
Proceeds from notes payable - related party	0	0
Proceeds from notes payable	50,000	0
Proceeds from sale of common stock	0	20,000
Net cash provided by financing activities	50,000	20,000
Net increase (decrease) in cash	834	(5,336)
Cash, beginning of period	88	5,424
Cash, end of period	\$ 922	\$ 88
Supplemental non-cash financing activities:		
Common stock issued for deposits	-	

NOTE 1 - Organization and Basis of Presentation

Organization:

The main focus of the business of International Star, Inc. (the “Company”), commencing January 1, 2004 is the exploration of mining claims and mining properties. The Company has, in accordance with the Securities and Exchange Commission (SEC), appropriately disclosed that the Company is considered an exploration stage company.

Since 2006 the Company had its principal office from Henderson, Nevada, Mount Pleasant, Texas and Shreveport, Louisiana. The Company’s office is now located in Tucson, AZ.

Basis of Presentation:

The annual and interim consolidate financial statements of the Company and subsidiaries for the periods ended 2014 and 2015 are not audited. The financial statements are prepared in accordance with the requirements for unaudited periods, and consequently do not include all disclosures required to be in conformity with accounting principles generally accepted in the United States of America. .

NOTE 2 - Summary of Significant Accounting Policies

Principles of Consolidation and Accounting Methods

These consolidated financial statements include the accounts of International Star, Inc. and Qwik Track, Inc. (a wholly owned subsidiary) for the twelve months ended December 31, 2014 and three months ended September 30, 2015. Qwik Track, Inc. has no assets and has not had any operations during the previous five years. The Company uses the accrual method of accounting.

Uses of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management routinely makes judgments and estimates about the effects of matters that are inherently uncertain. Estimates that are critical to the accompanying consolidated financial statements include the identification and valuation of proven and probable reserves, obligations for environmental, reclamation, and closure matters, estimates related to asset impairments of long lived assets and investments, classification of expenditures as either an asset or an expense, valuation of deferred tax assets, and the likelihood of loss contingencies. Management bases its estimates and judgements on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Estimates and assumptions are revised periodically and the effects of revisions

are reflected in the financial statements in the period it is determined to be necessary. Actual results could differ from these estimates.

Dividend Policy.

The Company did not declare or pay any dividends during the periods ended December 2014 and September 30, 2015. There are no legal, contractual or other restrictions, which limit the Company's ability to pay dividends. Payment of future dividends, if any, on the Company's common stock, will be dependent upon the amounts of its future after-tax earnings, if any, and will be subject to the discretion of its Board of Directors. The Company's Board of Directors is not legally obligated to declare dividends, even if the Company is profitable. The Company has never paid any dividends on its common stock and has no plans to do so in the near future. Instead, the Company plans to retain any earnings to finance the development of its business and for general corporate purposes.

Proven and Probable Reserves.

The definition of proven and probable reserves is set forth in SEC Industry Guide 7. Proven reserves are reserves for which (a) quantity is computed from dimensions revealed in outcrops, trenches, workings or drill holes; grade and/or quality are computed from the results of detailed sampling and (b) the sites for inspection, sampling and measurement are spaced so closely and the geologic character is so well defined that size, shape, depth and mineral content of reserves are well-established. Probable reserves are reserves for which quantity and grade and/or quality are computed from information similar to that used for proven reserves, but the sites for inspection, sampling, and measurement are farther apart or are otherwise less adequately spaced. The degree of assurance, although lower than that for proven reserves, is high enough to assume continuity between points of observation. In addition, reserves cannot be considered proven and probable until they are supported by a feasibility study, indicating that the reserves have had the requisite geologic, technical and economic work performed and are economically and legally extractable at the time of the reserve determination.

As of September 30, 2015, none of the Company's mineralized material met the definition of proven or probable reserves.

Mineral Acquisition Costs.

The costs of acquiring land and mineral rights are considered tangible assets. Significant acquisition payments are capitalized. General, administrative and holding costs to maintain an exploration property are expensed as incurred. If a mineable ore body is discovered, such costs are amortized when production begins using the units-of-production method. If no mineable ore body is discovered or such rights are otherwise determined to have diminished value, such costs are expensed in the period in which the determination is made.

Exploration Costs.

Exploration costs are charged to expense as incurred. Costs to identify new mineral resources, to evaluate potential resources, and to convert mineral resources into proven and probable reserves

are considered exploration costs.

Design, Construction, and Development Costs.

Certain costs to design and construct mine and processing facilities may be incurred prior to establishing proven and probable reserves. Under these circumstances, the Company classifies the project as an exploration stage project and expenses substantially all costs, including design, engineering, construction, and installation of equipment. Certain types of equipment, which have alternative uses or significant salvage value, may be capitalized. If a project is determined to contain proven and probable reserves, costs incurred in anticipation of production can be capitalized. Such costs include development drilling to further delineate the ore body, removing overburden during the pre-production phase, building access ways, constructing facilities, and installing equipment. Interest costs, if any, incurred during the development phase, would be capitalized until the assets are ready for their intended use. The cost of start-up activities and on-going costs to maintain production are expensed as incurred. Costs of abandoned projects are charged to operations upon abandonment.

If a project commences commercial production, amortization and depletion of capitalized costs is computed on a unit-of-production basis over the expected reserves of the project based on estimated recoverable gold equivalent ounces.

Property and Equipment.

All items of property and equipment are carried at cost not in excess of their estimated net realizable value. Normal maintenance and repairs are charged to operations while expenditures for major maintenance and betterments are capitalized. Gains or losses on disposition are recognized in operations.

Earnings (Loss) Per Share

Basic earnings (loss) per common share is computed by dividing net earnings (loss) by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per common share is computed by dividing net earnings by the weighted average number of common shares and potential common shares outstanding during the period, unless the calculation is anti-dilutive.

Stock Based Compensation

The Company accounts for its stock based compensation and stock options using the fair value method. Under this method, share-based awards are fair valued and the related stock compensation expense, when applicable, is reported in the current financial statements.

Income Taxes

The Company accounts for income taxes under an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of

events that have been recognized in the Company's financial statements or tax returns. In estimating future tax consequences, all expected future events, other than enactment of changes in the tax laws or rates, are considered.

Due to the uncertainty regarding the Company's future profitability, the future tax benefits of its net operating losses have been fully offset by a valuation allowance.

Fair Value of Financial Instruments

The respective carrying value of the Company's financial instruments approximated their fair values.

Recent Accounting Pronouncements

The Company does not expect that the adoption of other recent accounting pronouncements will have a material effect on its financial statements.

Revenue Recognition

Revenue will be recognized on the sale and delivery of a product or the completion of a service provided.

Statement of Cash Flows

For the purposes of the statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less to be cash equivalents.

Financial and Concentration Risk

The Company does not have any concentration or related financial credit risk.

Environmental Remediation Costs

Environmental remediation costs are accrued based on estimates of known environmental remediation exposure. Such accruals are recorded even if significant uncertainties exist over the ultimate cost of the remediation. It is reasonably possible that the Company's estimates of reclamation liabilities, if any, could change as a result of changes in regulations, extent of environmental remediation required, means of reclamation or cost estimates. Ongoing environmental compliance costs, including maintenance and monitoring costs, are expensed as incurred. There were no environmental remediation costs accrued at December 31, 2014 and September 30, 2015.

Reclassifications

Certain prior period amounts have been reclassified to conform to current period presentation.

DIVESTITURE OF PITA KING BAKERIES INTERNATIONAL, INC.

Effective January 1, 2004, the original shareholders of Pita King Bakeries International, Inc. and the management of International Star, Inc. (the Company) mutually agreed to dissolve their business relationship. Under terms of this dissolution, the original shareholders of Pita King Bakeries International, Inc. returned 4,000,000 shares of common stock to the Company and the Company agreed to forgive a \$35,000 loan made to Pita King Bakeries International, Inc. The original shareholders of Pita King Bakeries International, Inc. were allowed to retain 139,500 shares of the Company's common stock which they had received as part of the original purchase of Pita King Bakeries International, Inc. by the Company. The Company has recognized a loss of \$99,472 on the divestiture of Pita King Bakeries International, Inc.

NOTES PAYABLE – RELATED PARTY

The Company entered into a loan agreement with Kilpatrick's Rose-Neath Funeral Homes, Crematorium and Cemeteries, Inc. on December 3, 2007. This company is controlled through ownership by a shareholder/director of International Star, Inc. Under terms of the agreement, the Company has an available credit line balance of \$500,000 with interest accruing at 6% per annum. The interest is due and payable on a quarterly basis (every three months). The loan is collateralized by a security interest to the above mentioned lender in the amount of 51% interest in the mineral rights of all mining claims owned by the Company or in which the Company has an interest in its properties located in Mohave County, Arizona, along with any future claims acquired by the Company. At September 30, 2011, the Company had borrowed \$500,000 under the terms of this loan agreement and had accrued interest of \$97,500. This note has a maturity date of December 3, 2012 and has remained unpaid.

The Company entered into another loan agreement with Kilpatrick's Rose-Neath Funeral Homes, Crematorium and Cemeteries, Inc. on December 1, 2008. Under terms of the agreement, the Company has an available credit line of \$200,000 with interest accruing at 10% per annum. The interest rate increased from 10% to 18% per annum as of March 31, 2009, which was the maturity date of the Note. At September 30, 2011, the Company had borrowed \$200,000 under the terms of this loan agreement, and had accrued interest of \$93,950. The credit line has remained unpaid.

ADVANCES FROM SHAREHOLDER

As of September 30, 2011, the Company owes a total of \$200,000 for repayment of funds advanced in prior periods by the Chairman of the Board of Directors. These advances are non-interest bearing and payable on demand.

NOTES PAYABLE – BEAIRD

The Company entered into a loan agreement with Beaird Operating Companies on October 13,

2010. Under the terms of the loan agreement the Company received \$200,000 and in correlation with the note the Company issued 20,000,000 warrants. This note is due on December 13, 2011. All principal and interest at the rate of 12%, per annum, is due at that time. Accrued interest for this loan was \$23,000 at September 30, 2011. The loan is collateralized by a security interest to the above mentioned lender in the amount of 49% interest in the mineral rights of all mining claims owned by the Company or in which the Company has an interest in its properties located in Mohave County, Arizona, along with any future claims acquired by the Company.

On April 25, 2011 the Company received an additional \$150,000 under a note payable due December 13, 2011 with interest of 12% secured by a 49% interest in the Company's mineral rights in Mohave County, Arizona. Accrued interest as of September 30, 2011 for this note was \$7,750. In connection with the debt, the Company issued 15,000,000 warrants to purchase the Company's common stock at an exercise price of \$.01 per share, any time prior to the later of April 25, 2013 or the date that the principal is fully paid. These warrants may be cancelled by the Company after April 25, 2012. No value has been recognized for the warrants.

During the first Quarter of 2015, the Beaird Operating Companies sold a \$20,000 note to a third party. Concurrently, the Company issued to Beaird Operating Companies an Original Issuance Discount note for \$20,000 in return for \$10,000.

During the second Quarter of 2015, the Beaird Operating Companies sold a \$20,000 note to a third party. Concurrently, the Company issued to Beaird Operating Companies an Original Issuance Discount note for \$20,000 in return for \$10,000.

During the third Quarter of 2015, the Beaird Operating Companies sold a \$22,500 note to a third party. Concurrently, the Company issued to Beaird Operating Companies an Original Issuance Discount note for \$22,500 in return for \$15,000.

As of September 30, 2015, 35,000,000 warrants were still outstanding.

NOTES PAYABLE –

The Company entered into a two loan notes with a third party each for \$10,000. The terms are one year with 6% annual interests. The notes mature on August 21, 2015 and September 29, 2015, respectively.

The Company entered into a loan note with a third party for \$15,000. The terms are one year with 6% annual interests. The notes mature on August 21, 2015 and September 29, 2015, respectively.

COMMITMENTS AND CONTINGENCIES

Under the terms of the Beaird loans explained in Footnote G above, any unpaid principal on the maturity date of December 13, 2011, will increase by 1.5 times and will continue to accrue interest at a rate of 12% per annum. No amounts have been recorded for this contingency in these consolidated financial statements.

SERIES A PREFERRED STOCK

Upon new management taking control of the company, the Board voted to issue each Director 73,628,069 shares of Series A Preferred Stock with no designated value. The shares can convert on a 1:1 basis into common stock, and provide the Board with voting control.

Going Concern

The Company will need additional working capital for its future planned activity and to service its debt, which raises substantial doubt about its ability to continue as a going concern. Continuation of the Company as a going concern is dependent upon obtaining sufficient working capital to be successful in that effort. The management of the Company has developed a strategy, which it believes will accomplish this objective, through additional loans, and equity funding, which will enable the Company to operate for the coming year.

ITEM IV– MANAGEMENT’S DISCUSSION AND ANALYSIS

Some information contained in or incorporated by reference into this report may contain "forward-looking statements." These statements include comments regarding exploration and mine development and construction plans, costs, grade, production and recovery rates, permitting, financing needs, the availability of financing on acceptable terms or other sources of funding, and the timing of additional tests, feasibility studies and environmental permitting. We believe the expectations reflected in those forward-looking statements are reasonable. However, we cannot assure that these expectations will prove to be correct. Our actual results could differ materially from those anticipated as a result of the risk factors, including but not limited to: worldwide economic and political events affecting the supply and demand for gold; volatility in market prices for gold and other metals; financial market conditions and the availability of debt or equity financing on terms acceptable to our properties; uncertainties as to whether additional drilling, testing and feasibility studies will establish reserves at any of our properties; uncertainties associated with developing a new mine, including potential cost overruns and the unreliability of estimates in the early stages of mine development; variations in ore grade and other characteristics affecting mining, crushing, milling and smelting operations and mineral recoveries; geological, metallurgical, technical, permitting, mining and processing problems; the availability and timing of acceptable arrangements for power, transportation, mine construction, contract mining, water and smelting; the availability, terms, conditions and timing of required government worldwide economic and political events affecting the supply of and demand for gold; volatility in market prices for gold and other metals; financial market conditions, and the availability of debt or equity financing on terms acceptable to our company; uncertainties as to whether additional drilling, testing and feasibility studies will establish reserves at any of our properties; uncertainties associated with developing a new mine, including potential cost overruns and the unreliability of estimates in the early stages of mine development; uncertainties as to title to our properties and the availability of sufficient properties to allow for planned activities; variations in ore grade and other characteristics affecting mining, crushing, milling and smelting operations and mineral recoveries; geological, metallurgical, technical, permitting approvals; uncertainties regarding future changes in tax and foreign-investment legislation or

implementation of existing tax legislation and the availability of experienced employees.

Our Business

We were organized under the laws of the State of Nevada on October 28, 1993, as Mattress Showrooms, Inc. In 1997, we changed our corporate name to International Star, Inc. and became engaged in the business of construction, sale and operation of state of the art waste management systems, specializing in turnkey systems for management of hospital, industrial, petroleum, chemical and municipal solid waste collection systems. Despite our efforts, we were unable to develop this business beyond the start-up stage. Following our unsuccessful venture in waste management, we refocused our business efforts on mineral exploration in 1998. Currently, we are engaged in the acquisition and exploration of precious and base metals mineral properties that are expected to have low operating costs and high returns on capital.

Since 1998, we have examined various mineral properties prospective for precious and base metals and minerals and have acquired interests in those we believe may contain precious and base metals and minerals. Our properties are located in Arizona. Although we have confirmed the existence of mineralization in our properties, we have not established that any of our properties contain reserves. A reserve is that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination. Further exploration will be needed before a final determination can be made whether any mineral extraction on our property is economically and legally feasible. Therefore, at present we have no reserves and no income from mineral production.

Our determination as to whether any of the mineral properties we now hold, or which we may acquire in the future, contain commercially mineable deposits, and whether such properties should be brought into production, will depend upon the availability of financing, the results of our exploration program and independent feasibility analysis and the recommendation of engineers and geologists. We cannot be certain that any of our properties contain commercially mineable mineral deposits, and no assurance can be given that we will ever generate a positive cash flow from production operations on such properties.

We are considered an exploration stage company under the SEC criteria since we have not demonstrated the existence of proven or probable reserves in accordance with certain regulatory requirements that would be costly for us to meet. At this time, we do not believe that meeting those requirements is the best use of our limited capital resources. In accordance with accounting principles generally accepted in the United States, all expenditures for exploration and evaluation of our properties have been expensed as incurred. Furthermore, unless mineralized material is classified as proven or probable reserves, substantially all expenditures for mine and mill construction have been or will be expensed as incurred. Our accounting treatment, regarding the classification of construction expenditures as an operating expense rather than as a capital asset has caused us to report large losses during the last two years. In comparison to other mining companies that capitalize development expenditures because they have exited the exploration stage, we will report larger losses or lesser profits during periods of construction. In our financial statements we provide additional information that presents operating expenses differentiated from construction expenses to provide for a better understanding of our operations.

Our Properties

We currently hold interests in properties that we believe show potential for mineral development. These properties consist of unpatented mining claims located on federal public land managed by the United States Department of Interior, Bureau of Land Management (“BLM”). We are obligated to pay a maintenance fee to the BLM of \$189 per claim plus a \$14 local filing fee for each newly filed claim and \$155 per claim per year for each existing claim.

Unpatented mining claims are “located” or “staked” by individuals or companies on particular parcels of federal public land upon which the individual or company asserts the right to extract and develop a mineral deposit. Mining claims may be one of two types: lode and placer. Lode claims are claims on land where mineral deposits have been discovered encased in or surrounded by hard rock, such as veins, fissures, lodes and disseminated ore bodies. Placer claims are claims upon land containing deposits of loose, unconsolidated material, such as gravel beds, or containing certain consolidated sedimentary deposits lying at the surface. Federal law limits each lode claim to no more than 1,500 feet along the length of the deposit and no more than 300 feet to either side of the center line of the deposit. A placer claim may be up to 20 acres for a single individual or corporation, and up to as many as 160 acres for an association of at least eight owners.

If the statutes and regulations for the location and maintenance of a mining claim are complied with, the locator obtains a valid possessory right to the contained minerals. Failure to pay maintenance fees may render the mining claim void or voidable. We believe we have valid claims, but, because mining claims are self-initiated and self-maintained, it is impossible to ascertain their validity solely from public real estate records. If the government challenges the validity of an unpatented mining claim, we would have the burden of proving the present economic feasibility of mining minerals located on the claims.

Property and Location

Our current mineral properties consist of a total of approximately .74 square miles of land located in the northern Black Mountains in Mohave County, Arizona, approximately 56 miles from Las Vegas, Nevada, and 22 miles south of the Hoover Dam on U.S. Highway 93 (collectively, the “Van Deemen Property”). The properties are easily accessed by partially paved entry off Highway 93 and have availability to electricity and water.

Effective April 1, 2011, ILST acquired five lode mining claims covering the former Van Deemen gold mine located within the area of our existing claims in the northern Black Mountains in Mohave County through a 10-year lease agreement with La Cuesta International, Inc. We are required to make rental payments every six months, beginning upon signing of the lease, in an amount of \$5,000 for each of the first two six-month periods, \$7,500 for each of the next two periods, and \$10,000 per period thereafter. Upon commencement of any commercial mineral production on the leased property, we must pay the greater of 2% of the net smelter returns or \$10,000 during each calendar quarter in which we produce and sell ores and minerals from the property in commercial quantities.

In addition to the five leased claims, we currently hold 18 lode claims covering areas surrounding the leased Van Deemen mine claims. Previous load claims in Mohave County as of 2013 totaled 48; with 15 claims recorded in 2009, 24 recorded in 2010, and 9 recorded in 2011. In September 2015, the Company allowed 43 non-strategic claims to lapse, reducing the aggregate size of the particular claim area to five to decrease carrying costs. The Company's decision was based on the determination to focus our financial resources on permitting and production of the Van Deemen project. Thirteen additional claims were subsequently staked in late 2015 to cover the area to be used for mine production. Management periodically reviews their investment and will add new claims, drop or reduce the size of others, and maintain the rest. All of the claims are under review, and may be decreased or further increased at any time, depending on the re-evaluation of our present holdings, and the availability of new opportunities in the future as other claims of merit become available for acquisition. This does not include the five lode mining claims leased from La Cuesta International, Inc.

Based on historical information we have obtained, the Van Deemen area was initially explored for gold in the 1930s and 1940s. In the 1970s, the area was actively explored for copper, with the greatest focus of copper exploration occurring east of the old Pope Mine about 2.5 miles north of the Van Deemen. Since the 1980s, the area has been explored primarily for gold. From 1983 to 1985, Amselco Exploration Inc. conducted the first serious exploratory drilling for gold on the Van Deemen prospect. Amselco completed 13 drill holes in 1983 and nine drill holes in 1985. Red Dog Mining also completed a brief phase of shallow air track drilling in 1985 in the zone of gold mineralization identified by Amselco. The area was then acquired by Fischer-Watt Gold Co. in late 1985. In 1986 and 1987, Fischer-Watt Gold Co. and Arizona Star Resources, through a joint venture, conducted a more complete evaluation of the property. Drilling results from the Fischer-Watt and Arizona Star work reported gold mineralization in three small open pits occurring in low angle faults with associated quartz-sericite-hematite-pyrite- clay alteration.

In the area of the Van Deemen Project, a detachment fault is marked by a complex zone of intense low-angle shearing and brecciation that varies from 15' to 100' thick. This highly structurally prepared zone present along the detachment fault at the base of the Tertiary rocks is referred to as the "detachment breccia zone". The top and bottom of this zone is in many cases a sharp contact between broken, but not brecciated, volcanic and sedimentary rocks above, intensely chloritized and moderately to poorly broken Precambrian gneiss and schist below. The detachment breccia zone at the Van Deemen is exactly analogous to the breccia zone separating Tertiary volcanic rocks from Precambrian granite and gneiss at the Picacho Mine near Yuma, Arizona. Ore at the Picacho Mine is hosted exclusively in this detachment breccia zone of sheared and brecciated Precambrian granite and gneiss.

The rocks beneath the detachment breccia zone at the Van Deemen are poorly broken and are cut by widely-spaced, narrow low-angle shear zones. These footwall shear zones are weakly mineralized and not of sufficient thickness to be of economic interest. Also developed in these chloritized footwall rocks are high-angle normal faults and fractures generally oriented north-south. These faults ordinarily do not offset the overlying detachment and are perpendicular to the direction of extension as indicated by the east dips of upper-plate Tertiary rocks. For this reason, these high-angle footwall structures are interpreted as tensional fault and fracture features

developed in response to movement along the detachment fault above. These faults may act as important feeders for mineralization into the detachment breccia zone.

Gold mineralization at the Van Deemen prospect occurs primarily in gently-dipping zones of quartz-sericite-hematite-pyrite clay alteration of brecciated Precambrian gneiss. Alunite is locally present in minor amounts. The alteration zones are spatially associated with rocks generally exhibiting an open style of brecciation. Stacked sheets of quartz breccia are often present in the gold zones, sometimes forming at the fault contact with the upper plate, and other times forming irregular lenses in the faulted gneiss. These quartz breccias often contain mixed fragment types including brecciated chunks of vein quartz. The matrix supporting the breccia fragments appears to be made up of finely pulverized rock flour subsequently replaced by fine-grained quartz. In these quartz breccia zones, sulphides (pyrite and arsenopyrite) occur in and near late-stage fractures. Surrounding the quartz breccia bodies are locally brecciated gneisses often severely sheared prior to alteration. The shearing has drawn the feldspars into lenses and augen into bands that alternate with others composed of strained quartz grains, all greatly elongated in parallel. The feldspars are usually pulverized during this shearing process and subsequently replaced by dense sericite. The altered rock surrounding the tabular quartz-breccia bodies is often cut by comb quartz veins carrying considerable pyrite and arsenopyrite (?) that is usually fully oxidized. In general, where there is an increase in the amount of open, brittle brecciation and hematite and limonite there is also an increase in the gold content.

Based on the presence of gold producing mines in the Black Mountains area and the data we have collected, we believe deposits of precious metals may exist within the Van Deemen Property. Our current exploration efforts are primarily focused on the establishment of gold reserves with a secondary focus on copper and other minerals. We cannot assure that we will establish the existence of such reserves or that, if such reserves are established, we will be able to commercially exploit such ore deposits.

Historically, from time to time, various third parties have located or attempted to locate placer and lode claims over portions of our lode claim holdings in the Black Mountains area. As of this Report, we do not believe there are currently any valid claims conflicting with our existing claims in this area. We plan to continue to monitor for and investigate any claims that appear to conflict with our Black Mountains lode claims. We believe our claims are properly located and that we have valid and superior legal interest in these properties over any subsequent claim holders.

Operations

In 2008, through geology and mining engineer consultants, we developed a program of testing geological samples from our Detrital Wash property for mineralization and mapping the existing geology. Assay results from the initial phases of this program during 2008 and 2009 indicated significant copper and molybdenum mineralization in the areas of our Detrital Wash claims as well as the presence of gold and silver rich zones of mineralization along trends containing historically mined deposits. We converted our placer claims to lode claims in 2008 and since then have progressively modified our claim holdings in the northern Black Mountains based on the ongoing results of our exploration program, which has included drilling, sampling, assays and mapping along with the evaluation of historical exploration data.

Our sampling, assays and mapping during 2010 showed gold mineralization to be the most prevalent of the tested minerals in our properties, with some evidence of copper, molybdenum and other minerals. As a result, during 2010 we shifted the primary focus of our exploration program to the establishment of gold reserves.

During the first nine months of 2011, we have recorded claims staked during the fourth quarter of 2010, located and recorded additional claims in areas nearby our existing claims, and acquired the Van Deemen claims by lease agreement as part of our continued effort to focus on the areas that our data indicates hold the most significant potential for mineral reserves. We have also obtained substantial information regarding historical exploration in the Van Deemen area. During the third quarter of 2011, we continued efforts to compile and evaluate this historical information under current industry standards and to compile and evaluate current data through ongoing sampling and assays.

During the remainder of 2011, we continued sampling and assay work on our properties as well as efforts to compile and evaluate the historical data regarding our Black Mountains Property, particularly in the Van Deemen area, along with results of our ongoing work.

In late October 2013, a new management team, and a reconstituted Board of Directors took over the operation of the Company. Since that time management has systematically moved the project forward to see if it would be a favorable asset to bring into production. A bulk sample of mineralized material was collected at the mine site in December 2013 and sent to McClelland Labs in Reno, Nevada for metallurgical testing to obtain the optimum rock crush-size to yield the most economic gold recovery. Pulp samples from the original 1986 drilling were sent to Skyline Labs in Tucson, Arizona for comparison analysis. Acid-Based-Accounting on material from the bulk sample were tested for potential for acid generation.

Based on the positive results of the testing, in January 2014, ILST management decided to move forward with permitting at the Van Deemen property in an effort to commence commercial production. The decision was made based upon drilling data that we believe provides evidence of mineralized material in amounts sufficient to proceed with permitting activities. However, we have not commenced a feasibility study that would allow us to classify any of our mineralized material as proven or probable reserves, as those terms are defined by the SEC in Industry Guide 7, "Description of Property by Issuers Engaged or to Be Engaged in Significant Mining Operations." The SEC definition of "reserve" is "that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination."

Our ability to demonstrate the existence of proven or probable reserves would require us to continue exploration drilling that demonstrated the existence of sufficient mineralized material and to complete a positive feasibility study. A feasibility study must demonstrate with reasonable certainty that the deposit can be legally and economically extracted and produced. At this time, we have neither undertaken these additional activities nor implemented plans to undertake these activities in the future. Accordingly, the mineralized material identified by us should not be considered proven or probable mineral reserves. Additionally, the assumptions used by us in our decision to undertake construction of the mill and mine may prove to be inaccurate. Thus, we may never be able to recover sufficient mineralized material to become

profitable. We cannot guarantee that we will have, or be able to obtain, the necessary funds to complete our planned exploration activities.

ITEM V – LEGAL PROCEEDINGS

From time to time we may be involved in legal proceedings relating to claims arising out of operations in the normal course of business, as well as, claims arising from our status as an issuer of securities and/or a publicly reporting company. At September 30, 2015, we know of no current or threatened legal proceedings involving us or our properties.

ITEM VI – DEFAULTS OF SENIOR SECURITIES

The Company is in default on various loans and is in negotiations to extend maturities.

ITEM VII – Subsequent Events

In June 2015, ILST engaged L. J. Bardswich Mine Consultant, Inc to provide the services of the principal mining consultant to ILST on an as required basis, to assist in the mine and process facilities design and the State and Federal permitting requirements at the Van Deemen project, Mohave County, Arizona

RISK FACTORS

A purchase of our securities involves a high degree of risk. Our business, operating or financial condition could be harmed due to any of the following risks. Accordingly, investors should carefully consider these risks in making a decision as to whether to purchase, sell or hold our securities. In addition, investors should note that the risks described below are not the only risks facing us. Additional risks not presently known to us, or risks that do not seem significant today, may also impair our business operations in the future. You should carefully consider the risks described below, as well as the other information contained in this prospectus and the documents incorporated by reference herein, before making a decision to invest in our securities.

Risks Related to our Business Operations

The business of mineral exploration is inherently speculative and involves a number of general risks which could materially adversely affect our results of operation and financial condition, including among others, the rarity of commercial mineral deposits, environmental and other laws and regulations, physical dangers to personnel associated with exploration activity, and political events. Risks and uncertainties that are currently unknown to management may also adversely affect our business and operation. The following is a discussion of the most significant risks and uncertainties that may affect our business, financial condition and future results.

EXPLORATION AND DEVELOPMENT OF MINERAL DEPOSITS IS HIGHLY SPECULATIVE.

There is generally no way to recover any of the funds expended on exploration and development unless the company establishes the existence of mineable reserves and then exploits those reserves by either commencing mining operations, selling or leasing its interest in the property, or entering into a joint venture with a larger resource company that can develop the property to the production stage. Unless we can establish and exploit reserves before our funds are exhausted, we will have to discontinue operations, which could make our stock valueless.

WE HAVE NO MINING OPERATIONS AND NO HISTORY AS A MINING COMPANY.

We are a development stage mining company and have no ongoing mining operations of any kind. We have interests in mining claims which may or may not lead to production.

We have no history of earnings or cash flow from mining operations. If we are able to proceed to production, commercial viability will be affected by factors that are beyond our control such as the particular attributes of the deposit, the fluctuation in metal prices, the cost of construction and operating a mine, prices and refining facilities, the availability of economic sources for energy, government regulations including regulations relating to prices, royalties, restrictions on production, quotas on exploration of minerals, as well as the costs of protection of the environment.

IF WE ARE UNABLE TO ACHIEVE GOLD PRODUCTION LEVELS ANTICIPATED FROM OUR VAN DEEMEN PROJECT, OUR FINANCIAL CONDITION AND RESULTS OF OPERATION WILL BE ADVERSELY AFFECTED.

We have proceeded with the processing of the mineralized material from the Van Deemen Project based on estimates of mineralized material identified in our drilling program and estimates of gold recovery based on test work developed during our scoping study. However, risks related to metallurgy are inherent when working with extractable minerals. Sales of gold that we realize from future mining activity will be less than anticipated if the mined material does not contain the concentration of gold predicted by our geological exploration. This risk may be increased since we have not completed a feasibility study or reserve report with regard to any of our properties. If sales of gold are less than anticipated, we may not be able to recover our investment in our property and our operations may be adversely affected. Our inability to realize production based on quarterly or annual projections may also adversely affect the price of our common stock and you may lose all or part of your investment.

WE HAVE NO PROVEN OR PROBABLE RESERVES AND OUR DECISION TO COMMENCE PRODUCTION WAS BASED ON AN IN-HOUSE STUDY DEMONSTRATING ECONOMIC RECOVERY OF ANY MINERAL RESERVES AND IS THEREFORE INHERENTLY RISKY. ANY FUNDS SPENT BY US ON EXPLORATION OR MINE CONSTRUCTION COULD BE LOST.

We have not established the presence of any proven or probable mineral reserves, as defined by the SEC, at any of our properties. Under Guide 7, the SEC has defined a “reserve” as that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination. Any mineralized material discovered or produced by us should not be considered proven or probable reserves. In order to demonstrate the existence of proven or probable reserves, it would be necessary for us to perform additional exploration to demonstrate the existence of sufficient mineralized material with satisfactory continuity and obtain a positive feasibility study or other Guide 7 compliant report which demonstrates with reasonable certainty that the deposit can be economically and legally extracted and produced. We have not completed a feasibility study with regard to all or a portion of any of our properties to date. Since we will commence processing of mineralized material at the Van Deemen Project without a feasibility study, there is inherent uncertainty as to whether the mineralized material can be economically produced or if so, for what period of time. The absence of proven or probable reserves makes it more likely that our properties may cease to be profitable and that the money we spend on exploration and mine construction may never be recovered.

SINCE WE HAVE NO PROVEN OR PROBABLE RESERVES, OUR INVESTMENT IN MINERAL PROPERTIES IS NOT REPORTED AS AN ASSET IN OUR FINANCIAL STATEMENTS WHICH MAY CAUSE VOLATILITY IN OUR NET EARNINGS AND HAVE A NEGATIVE IMPACT ON THE PRICE OF OUR STOCK.

We prepare our financial statements in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and report substantially all exploration and construction expenditures as expenses until such time, if ever, we are able to establish proven or probable reserves. Since it is uncertain when, if ever, we will establish proven or probable reserves, it is uncertain whether we will ever report these types of future capital expenditures as

an asset. Accordingly, our financial statements report fewer assets and greater expenses than would be the case if we had proven or probable reserves, which could produce volatility in our earnings and have a negative impact on our stock price.

ESTIMATES OF MINERALIZED MATERIAL ARE BASED ON INTERPRETATION AND ASSUMPTIONS AND MAY YIELD LESS MINERAL PRODUCTION UNDER ACTUAL CONDITIONS THAN IS CURRENTLY ESTIMATED.

When making determinations about whether to advance any of our projects, such as the Van Deemen Project, we rely upon estimated calculations as to the mineralized material on our properties. Since we have not conducted a feasibility study demonstrating proven or probable reserves, estimates of mineralized material presented in our press releases and regulatory filings contain less certainty than would be the case if the estimates were made in accordance with the SEC-recognized definition of proven or probable reserves. Until mineralized material is actually mined and processed, it must be considered an estimate only. These estimates are imprecise and depend on geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. We cannot assure you that these mineralized material estimates will be accurate or that this mineralized material can be mined or processed profitably and any decision to move forward with mine construction and mineral processing is inherently risky. Any material changes in estimates of mineralized material will affect the economic viability of placing a property into production and such property's return on capital. This risk is increased since we have not received a feasibility study on any of our properties. There can be no assurance that minerals recovered in small scale metallurgical tests will be recovered at production scale. These in-place mineralized material estimates will be diluted in the mining process.

WE HAVE INCURRED SUBSTANTIAL LOSSES IN THE PAST AND MAY NOT CONTINUE TO BE PROFITABLE.

From our inception on October 28, 1993 through November 15, 2015, we have incurred losses. We will continue to incur significant losses until we successfully complete construction and commence operations of the mine. There is no assurance that we will be successful in completing this offering and/or in our efforts to build and operate a gold mine. Even if we successfully meet all of these objectives and begin operations at the mine, there is no assurance that we will be able to operate profitably. Unexpected interruptions in our mining business may cause us to incur losses or the revenue we generate from production may not be sufficient to fund continuing operations including exploration and mine construction costs. Our failure to generate future profits may adversely affect the price of our common stock and you may lose all or part of your investment.

We have no operating history, which could result in errors in management and operations causing a reduction in the value of your investment. We cannot provide assurance that we can manage start-up effectively and properly staff operations, and any failure to manage our start-up effectively could delay the commencement of mine operations. A delay in start-up operations is likely to further delay our ability to generate revenue and satisfy our debt obligations. We anticipate a period of significant growth, involving the construction and start-up of operations of the mine. This period of growth and the start-up of the mine are likely to be a substantial challenge to us. If we fail to manage start-up effectively, you could lose all or a substantial part of your investment.

WE MAY REQUIRE SIGNIFICANT ADDITIONAL CAPITAL TO FUND OUR BUSINESS PLAN.

We may be required to expend significant funds to determine if mineralized material and or proven or probable mineral reserves exist at any of our non-producing properties, to continue exploration and if warranted, develop our existing properties and to identify and acquire additional properties to diversify our property portfolio. We have spent and may be required to continue to expend significant amounts of capital for drilling, geological and geochemical analysis, assaying and feasibility studies with regard to the results of our exploration. We may not benefit from these investments if we are unable to identify commercially exploitable mineralized material. If we do locate commercially mineable material or decide to put additional properties into production, we may be required to continue to develop the Arista underground mine, upgrade our milling facility at the Van Deemen Project or construct new facilities.

Our ability to obtain necessary funding for these purposes, in turn, depends upon a number of factors, including our historical and prospective results of operations, the status of the national and worldwide economy, the price of gold, silver and other valuable metals and the costs associated with extracting them. In general, capital markets worldwide have been adversely affected by substantial losses by financial institutions, in turn caused by investments in asset-backed securities. The mining sector has also been negatively impacted by declining metal prices. We may not be successful in generating or obtaining the required financing, or if we can obtain such financing, such financing may not be on terms that are favorable to us. Failure to obtain such additional financing could result in delay or indefinite postponement of further mining operations or exploration and construction and the possible partial or total loss of our potential interest in our properties.

REVENUE FROM THE SALE OF OUR METALS CONCENTRATES MAY BE ADVERSELY AFFECTED BY LOSS OR DAMAGE TO THE CONCENTRATE DURING SHIPMENT AND STORAGE AT OUR BUYER'S FACILITIES.

We rely on third party transportation companies to transport the concentrate to our buyer's facilities for processing and further refining. The terms of our sales contract with the buyer require us to rely on assay results from samples of our concentrate that are obtained at the buyer's warehouse to determine the final sales value for our concentrates. Once the concentrate leaves our mill facility, we no longer have direct custody and control of these products. Theft or loss in transit or improper storage, fire, natural disasters, tampering or other unexpected events while at the buyer's location may lead to the loss of all or a portion of our concentrate products. Such losses may not be covered by insurance and may lead to a delay or interruption in our revenue and our operating results may be adversely affected. Tampering, theft or environmental factors may impact the metal content of our concentrates between the time they are sampled at our mill site for provisional price purposes and the time they are sampled at the buyer's warehouse for final price purposes and significant variances in these measurements may negatively impact our revenue.

EXPLORATION, AND IF DEEMED FEASIBLE, DEVELOPMENT OF MINERAL PROPERTIES IS INHERENTLY RISKY AND COULD LEAD TO UNPRODUCTIVE PROPERTIES AND/OR CAPITAL INVESTMENTS.

Our long-term success depends on our ability to identify additional mineral deposits on the Van Deemen Property and any other properties that we may acquire and to develop one or more of

those properties into commercially viable mining operations. Mineral exploration is highly speculative in nature, involves many risks and is frequently non-productive. These risks include unusual or unexpected geologic formations, and the inability to obtain suitable or adequate machinery, equipment or labor. The success of gold exploration is determined in part by the following factors:

- The identification of potential gold mineralization based on surface analysis;
- Availability of government-granted exploration and construction permits;
- The quality of our management and our geological and technical expertise; and
- The capital available for exploration.

Substantial expenditures are required to establish proven or 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 we are unable to identify commercially exploitable mineral reserves. The decision to abandon a project may have an adverse effect on the market value of our securities and the ability to raise future financing.

OUR CURRENT PROPERTY PORTFOLIO IS LIMITED TO A SINGLE PROPERTY AND OUR ABILITY TO REMAIN PROFITABLE OVER THE LONG TERM WILL DEPEND ON OUR ABILITY TO EXPAND THE KNOWN DEPOSIT LIKE VAN DEEMEN AND/OR IDENTIFY, EXPLORE AND DEVELOP ADDITIONAL PROPERTIES.

Gold properties are wasting assets. They eventually become depleted or uneconomical to continue mining. The acquisition of gold properties and their exploration, mine construction and mining activities are subject to intense competition. Companies with greater financial resources, larger staff, more experience and more equipment for these types of activities may be in a better position than us to compete for such mineral properties. If we are unable to find, advance, and economically mine new properties, we most likely will not be profitable on a long term basis and the price of our common stock may suffer.

OUR VAN DEEMEN PROPERTY IS SUBJECT TO A LEASE IN FAVOR OF A THIRD PARTY WHICH PROVIDES FOR ROYALTIES ON PRODUCTION.

Effective April 1, 2011, we acquired five lode mining claims covering the former Van Deemen gold mine located within the area of our existing claims in the northern Black Mountains in Mohave County through a 10-year lease agreement with La Cuesta International, Inc. We are required to make rental payments every six months, beginning upon signing of the lease, in an amount of \$5,000 for each of the first two six-month periods, \$7,500 for each of the next two periods, and \$10,000 per period thereafter. Upon commencement of any commercial mineral production on the leased property, we must pay the greater of 2% of the net smelter returns or \$10,000 during each calendar quarter in which we produce and sell ores and minerals from the property in commercial quantities. The requirement to pay royalties to the owner of the concessions at our *Van Deemen* property will reduce our profitability from production of gold or

other precious metals.

OUR OPERATIONS ARE SUBJECT TO PERMITTING REQUIREMENTS WHICH COULD RESULT IN THE DELAY, SUSPENSION OR TERMINATION OF OUR OPERATIONS.

In connection with exploration, mining and milling activities, we are subject to extensive federal, state and local laws and regulations, domestic and international, governing the protection of the environment, including laws and regulations relating to protection of air and water quality, hazardous waste management and mine reclamation as well as the protection of endangered or threatened species.

We are required to comply with numerous environmental laws and regulations imposed by federal and state authorities within the United States. At the federal level, legislation such as the Clean Water Act, the Clean Air Act, the Resource Conservation and Recovery Act, the Comprehensive Environmental Response Compensation Liability Act and the National Environmental Policy Act impose effluent and waste standards, performance standards, air quality and emissions standards and other design or operational requirements for various components of mining and mineral processing, including molybdenum, gold and silver mining and processing.

At present, we do not employ any individuals at our mining properties; we utilize the services of consultants and independent contractors, which are regulated by the Mine Safety and Health Administration (MSHA), a federal agency within the United States.

If we or the operators of the properties in which we have an interest cannot obtain or maintain the necessary permits, or if there is a delay in receiving such permits, our timetable and business plan for development and mining of these properties could be adversely affected.

WE DO NOT INSURE AGAINST ALL OF THE RISKS TO WHICH WE MAY BE SUBJECT IN OUR OPERATIONS.

Our insurances will not cover all the potential risks associated with our operations. We may also be unable to maintain insurances to cover these risks at economically feasible premiums. Insurance coverages may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurances against risks such as environmental pollution or other hazards as a result of exploration and production are not generally available to us or to other companies in the mining industry on acceptable terms. We might also become subject to liability for pollution or other hazards for which we may not be insured against or for 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 condition and results of operations.

OUR ACTIVITIES ARE SUBJECT TO SIGNIFICANT ENVIRONMENTAL REGULATIONS, WHICH COULD RAISE THE COST OF DOING BUSINESS OR ADVERSELY AFFECT OUR ABILITY TO DEVELOP OUR PROPERTIES.

We are required to comply with numerous environmental laws and regulations imposed by federal and state authorities. At the federal level, legislation such as the Clean Water Act, the

Clean Air Act, the Resource Conservation and Recovery Act, the Comprehensive Environmental Response Compensation Liability Act and the National Environmental Policy Act impose effluent and waste standards, performance standards, air quality and emissions standards and other design or operational requirements for various components of mining and mineral processing, including molybdenum, gold and silver mining and processing. In addition, insurance companies are now requiring additional cash collateral from mining companies in order for the insurance companies to issue a surety bond. This addition of cash collateral for a bond could have a significant impact on our ability to bring properties into production.

Many states, including the State of Arizona (where current mineral property interests are located), have also adopted regulations that establish design, operation, monitoring, and closing requirements for mining operations. Under these regulations, mining companies are required to provide a reclamation plan and financial assurance to ensure that the reclamation plan is implemented upon completion of mining operations. Additionally, Arizona and other states require mining operations to obtain and comply with environmental permits, including permits regarding air emissions and the protection of surface water and groundwater. Although we believe that we are currently in compliance with applicable federal and state environmental laws, changes in those laws and regulations may necessitate significant capital outlays or delays, may materially and adversely affect the economics of a given property, or may cause material changes or delays in our intended exploration, development and production activities. Any of these results could force us to curtail or cease our business operations.

OUR CONTINUING RECLAMATION OBLIGATIONS AT THE VAN DEEMEN PROJECT AND OUR OTHER PROPERTIES COULD REQUIRE SIGNIFICANT ADDITIONAL EXPENDITURES.

We are responsible for the reclamation obligations related to disturbances located on all of our properties, including the *Van Deemen* Project. We have reserved a liability on our balance sheet to cover the estimated fair value of our reclamation obligation. However, there is a risk that any reserve could be inadequate to cover the actual costs of reclamation when carried out. Continuing reclamation obligations will require a significant amount of capital. There is a risk that we will be unable to fund these additional obligations, and further, that the regulatory authorities may increase reclamation requirements to such a degree that it would not be commercially reasonable to continue exploration activities, which may adversely affect our results of operations, financial performance and cash flows.

The Business Of Mineral Exploration/Development Is Subject To Many Risks:

THERE ARE INHERENT RISKS IN THE MINERAL EXPLORATION INDUSTRY.

Exploration for and the production of minerals is highly speculative and involves greater risk than many other businesses. Many exploration programs do not result in the discovery of mineralization, and any mineralization discovered may not be of sufficient quantity or quality to be profitably mined. Our operations are, and any future mining operations or construction we may conduct will be, subject to all of the operating hazards and risks normally incident to exploring for and mining of mineral properties, such as, but not limited to:

- Economically insufficient mineralized material;
- Fluctuation in production costs that make mining uneconomical;

- Labor disputes;
- Unanticipated variations in grade and other geologic problems;
- Environmental hazards;
- Water conditions;
- Difficult surface or underground conditions;
- Industrial accidents;
- Metallurgic and other processing problems;
- Mechanical and equipment performance problems;
- Failure of pit walls, dams, declines, drifts and shafts;
- Unusual or unexpected rock formations;
- Personal injury, fire, flooding, cave-ins and landslides; and
- Decrease in the value of mineralized material due to lower gold prices.

Any of these risks can materially and adversely affect, among other things, the construction of properties, production quantities and rates, costs and expenditures, potential revenues and targeted production dates. We currently have limited insurance to guard against some of these risks. If we determine that capitalized costs associated with any of our mineral interests are not likely to be recovered, we would incur a write down of our investment in these interests. All of these factors may result in losses in relation to amounts spent which are not recoverable, or result in additional expenses.

METALS PRICES ARE SUBJECT TO EXTREME FLUCTUATION.

Our activities are influenced by the prices of commodities, including silver, zinc, lead, gold, manganese and other metals. These prices fluctuate widely and are affected by numerous factors beyond our control, including interest rates, expectations for inflation, speculation, currency values (in particular the strength of the U.S. dollar), global and regional demand, political and economic conditions and production costs in major metal producing regions of the world.

Our ability to establish reserves through our exploration activities, our future profitability and our long-term viability, depend, in large part, on the market prices of silver, zinc, lead, gold, and other metals. The market prices for these metals are volatile and are affected by numerous factors beyond our control, including:

- global or regional consumption patterns;
- supply of, and demand for, silver, zinc, lead, gold, manganese and other metals;
- speculative activities and producer hedging activities;
- expectations for inflation;
- political and economic conditions; and
- supply of, and demand for, consumables required for production.

Future weakness in the global economy could increase volatility in metals prices or depress metals prices, which could in turn reduce the value of our properties, make it more difficult to raise additional capital, and make it uneconomical for us to continue our exploration activities.

WE MAY BE ADVERSELY AFFECTED BY A DECREASE IN GOLD PRICES.

The value and price of our securities, our financial results, and our exploration activities may be significantly adversely affected by declines in the price of gold and other precious metals. Gold

prices fluctuate widely and are affected by numerous factors beyond our control such as interest rates, exchange rates, inflation or deflation, fluctuation in the relative value of the United States dollar against foreign currencies on the world market, global and regional supply and demand for gold, and the political and economic conditions of gold producing countries throughout the world. The price for gold fluctuates in response to many factors beyond anyone's ability to predict. The prices that would be used in making any economic assessment estimates of mineralized material on our properties would be disclosed and would probably differ from daily prices quoted in the news media. Percentage changes in the price of gold cannot be directly related to any estimated resource quantities at any of our properties, as they are affected by a number of additional factors. For example, a ten percent change in the price of gold may have little impact on any estimated quantities of commercially viable mineralized material at Van Deemen and would affect only the resultant cash flow. Because any future mining at Van Deemen would occur over a number of years, it may be prudent to continue mining for some periods during which cash flows are temporarily negative for a variety of reasons, including a belief that a low price of gold is temporary and/or that a greater expense would be incurred in temporarily or permanently closing a mine there.

Mineralized material calculations and life-of-mine plans, if any, using significantly lower gold and precious metal prices could result in material write-downs of our investments in mining properties and increased reclamation and closure charges.

In addition to adversely affecting any of our mineralized material estimates and its financial aspects, declining metal prices may impact our operations by requiring a reassessment of the commercial feasibility of a particular project. Such a reassessment may be the result of a management decision related to a particular event, such as a cave-in of a mine tunnel or open pit wall. Even if any of our projects may ultimately be determined to be economically viable, the need to conduct such a reassessment may cause substantial delays in establishing operations or may interrupt on-going operations, if any, until the reassessment can be completed.

MARKET EVENTS AND CONDITIONS, INCLUDING DISRUPTIONS IN THE U.S. AND INTERNATIONAL CREDIT MARKETS AND OTHER FINANCIAL SYSTEMS AND THE DETERIORATION OF THE U.S. AND GLOBAL ECONOMIC CONDITIONS, COULD, AMONG OTHER THINGS, IMPEDE ACCESS TO CAPITAL OR INCREASE THE COST OF CAPITAL, WHICH WOULD HAVE AN ADVERSE EFFECT ON OUR ABILITY TO FUND OUR WORKING CAPITAL AND OTHER CAPITAL REQUIREMENTS.

Beginning in late 2007, the U.S. credit markets began to experience serious disruption due to a deterioration in residential property values, defaults and delinquencies in the residential mortgage market (particularly, subprime and non-prime mortgages) and a decline in the credit quality of mortgage backed securities. These problems led to a slow-down in residential housing market transactions, declining housing prices, delinquencies in non-mortgage consumer credit and a general decline in consumer confidence. These conditions caused a loss of confidence in the broader U.S. and global credit and financial markets, resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and created a climate of greater volatility, less liquidity, widening of credit spreads, a lack of price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by the

U.S. and foreign governments, concerns about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions caused the broader credit markets to further deteriorate and stock markets to decline substantially. In addition, general economic indicators have deteriorated, including declining consumer sentiment, increased unemployment and declining economic growth and uncertainty about corporate earnings.

These unprecedented disruptions in the current credit and financial markets have had and continue to have a significant material 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. Our access to additional capital may not be available on terms acceptable to us or at all.

THERE IS NO ASSURANCE THAT THERE WILL NOT BE TITLE OR BOUNDARY DISPUTES.

Although we have investigated the right to explore and exploit our properties and obtained records from government offices with respect to all of the mineral claims comprising our properties, this should not be construed as a guarantee of title. Other parties may dispute the title to any of our properties or that any property may be subject to prior unregistered agreements and transfers or land claims by aboriginal, native, or indigenous peoples. The title may be affected by undetected encumbrances or defects or governmental actions.

THERE MAY BE CHALLENGES TO OUR TITLE IN OUR MINING PROPERTIES.

While we intend to conduct our own due diligence prior to committing significant funds to any project, mining properties may be subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects. Should this occur, we face significant delays, costs and the possible loss of any investments or commitment of capital.

WE MAY FACE A SHORTAGE OF WATER.

Water is essential in all phases of the exploration and development of mineral properties. It is used in such processes as exploration, drilling, leaching, placer mining, dredging, testing, and hydraulic mining. Both the lack of available water and the cost of acquisition may make an otherwise viable project economically impossible to complete. Although the work completed on the Van Deemen Project thus far indicates that an adequate supply of water can probably be developed in the area for a future mining operation, we will need to obtain sufficient access to available water if the project eventually warrants development into a mining operation.

WE MAY FACE A SHORTAGE OF SUPPLIES AND MATERIALS.

The mineral industry has experienced from time to time shortages of certain supplies and materials necessary in the exploration for and evaluation of mineral deposits. The prices at which such supplies and materials are available have also greatly increased. Our planned operations could be subject to delays due to such shortages and further price escalations could increase our costs for such supplies and materials. Our experience and that of others in the industry is that suppliers are often unable to meet contractual obligations for supplies, equipment, materials, and services, and that alternate sources of supply do not exist.

WE MAY NOT BE ABLE TO HIRE EMPLOYEES CAPABLE OF EFFECTIVELY OPERATING THE GOLD MINE, WHICH MAY HINDER OUR ABILITY TO OPERATE PROFITABLY.

Because we are a development-stage company, we do not have any full-time employees. We are heavily dependent upon outside engineers and other professionals to complete work on our projects. The mining industry has experienced significant growth over the last several years and as a result, many engineering and consulting firms have experienced a shortage of qualified engineering personnel. We may find it difficult to recruit qualified personnel to our expected plant location near Kingman, Arizona. If we are not able to hire employees who can effectively operate the mine, our ability to generate revenue will be significantly reduced or prevented altogether and you could lose all or a substantial portion of your investment.

THE LOSS OF KEY MEMBERS OF OUR SENIOR MANAGEMENT TEAM COULD ADVERSELY AFFECT THE EXECUTION OF OUR BUSINESS STRATEGY AND OUR FINANCIAL RESULTS.

We believe that the successful execution of our business strategy and our ability to move beyond the exploratory stages depends on the continued employment of key members of our senior management team. If any members of our senior management team become unable or unwilling to continue in their present positions, our financial results and our business could be materially adversely affected.

WE OPERATE IN A REGULATED INDUSTRY AND CHANGES IN REGULATIONS OR VIOLATIONS OF REGULATIONS MAY RESULT IN INCREASED COSTS OR SANCTIONS THAT COULD REDUCE OUR REVENUES.

Our organization is subject to extensive and complex foreign, federal and state laws and regulations. If we fail to comply with the laws and regulations that are directly applicable to our business, we could suffer civil and/or criminal penalties or be subject to injunctions or cease and desist orders. While we believe that we are currently compliant with applicable rules and regulations, if there are changes in the future, there can be no assurance that we will be able to comply in the future, or that future compliance will not significantly adversely impact our operations.

WE RELY ON INDEPENDENT ANALYSIS TO ANALYZE OUR DRILLING RESULTS AND PLANNED EXPLORATION ACTIVITIES.

We rely on independent geologists to analyze our drilling results and to prepare resource reports on several of our mining concessions. While these geologists rely on standards established by the Canadian Institute of Mining, Metallurgy and Petroleum, Standards on Mineral Resources and Mineral Reserves and other standards established by various licensing bodies, there can be no assurance that their estimates or results will be accurate. Analyzing drilling results and estimating reserves or targeted drilling sites is not a certainty. Miscalculations and unanticipated drilling results may cause the geologists to alter their estimates. If this should happen, we would have devoted resources to areas where resources could have been better allocated.

Risks Related to our Common Stock, the Units and this Offering

IF WE FAIL TO SELL THE MINIMUM NUMBER OF UNITS, THE OFFERING WILL FAIL AND YOUR INVESTMENT MAY BE RETURNED TO YOU WITH NOMINAL INTEREST OR NO INTEREST.

We may not be able to sell the minimum amount of units required to close on this offering. We must sell at least \$100,000 worth of units to close the offering. If we do not sell units with a purchase price of at least \$100,000 by July 28, 2016, we cannot close the offering and must return investors' money with nominal interest, less expenses for escrow agency fees. This means that from the date of your investment, you may earn a nominal rate of return on the money you deposit with us in escrow. If escrow fees exceed interest, investments may be returned without interest, but you will receive no less than the purchase price you paid for the units. We do not expect the termination date to be later than July 28, 2016.

INVESTORS WILL NOT BE ALLOWED TO WITHDRAW THEIR INVESTMENT, WHICH MEANS THAT YOU SHOULD INVEST ONLY IF YOU ARE WILLING TO HAVE YOUR INVESTMENT UNAVAILABLE TO YOU FOR AN INDEFINITE PERIOD OF TIME.

Investors will not be allowed to withdraw their investment for any reason, absent a rescission offer tendered by International Star. We do not anticipate making a rescission offer. You should only invest in us if you are willing to have your investment be unavailable until we break escrow, which could be up to one year after the effective date of this memorandum. If our offering succeeds, and we convert your cash investment into units of International Star, your investment will be denominated in our units until you transfer those units. There are significant transfer restrictions on our units. You will not have a right to withdraw from International Star and demand a cash payment from us. Therefore, your investment may be unavailable to you for an indefinite period of time.

WE HAVE BROAD DISCRETION IN THE USE OF THE NET PROCEEDS FROM THIS OFFERING AND MAY NOT USE THEM EFFECTIVELY.

Our management will have broad discretion in the application of the net proceeds, including for any of the purposes described in the section entitled "*Use of Proceeds*", and you will not have the opportunity as part of your investment decision to assess whether the net proceeds are being used appropriately. Because of the number and variability of factors that will determine our use of the net proceeds from this offering, their ultimate use may vary substantially from their currently intended use. The failure by our management to apply these funds effectively could harm our business.

Our pro forma financial statements and projections set forth in FINANCIAL SUMMARY OF OPERATIONS are based on the present assumptions and the experience of our management team and may be incorrect.

We are a development stage company with limited historical financial information. Our forecasted financial statements and related summaries set forth in this document were prepared by Management and L.J. Bardswich Mine Consultant, a third party consultant based in Bullhead City, Arizona ("**Bardswich**") and are based on assumptions made and information gathered by us. The analysis and forecasts included in the forecasted financial statements are not based on actual operating history. The forecasted financial statements are a compilation

only, which means that a certified public accountant has not examined or independently reviewed or audited the forecasted financial statements, and there is no assurance from a qualified, independent third party that the assumptions underlying the forecasts are reasonable. The estimates and assumptions underlying the forecasted financial statements are subject to significant economic and competitive uncertainties and contingencies that are beyond our control. Therefore, any projections or opinions that are included in this memorandum or in the forecasted financial statements, or that may separately be provided to prospective investors in this offering, should not be interpreted as statements of fact.

The forecasted financial statements and the assumptions may prove to be materially inaccurate, and our actual results may materially differ, either negatively or positively, from the projected results. We anticipate differences between the projected and actual results because currently available information may be incomplete or materially different from the actual factors affecting future cash flows and profitability. Further, events and circumstances frequently do not occur as expected, and those differences may be material. Accordingly, you must not place undue reliance on the forecasted financial statements. You may lose some or all of your investment in us if our assumptions or financial projections prove to be materially incorrect.

WE ARE NOT EXPERIENCED IN SELLING SECURITIES AND NO ONE HAS AGREED TO ASSIST US OR PURCHASE ANY UNITS THAT WE CANNOT SELL OURSELVES, WHICH MAY RESULT IN THE FAILURE OF THIS OFFERING.

We are making this offering as a direct offering on a “best efforts” basis, which means that we will not use an underwriter or placement agent. We have no firm commitment from any prospective buyer to purchase our units and there can be no assurance that the offering will be successful. We plan to offer the units directly to investors through private placement in the states of Arizona, Nevada, Texas, California, New York, Montana and potentially others. We plan to advertise in local media in these states and by mailing information to area residents. We may also hold informational meetings throughout these states.

Our directors and officers identified beginning on page 30 of this memorandum will be offering the securities on our behalf directly to investors. These individuals have no current broker-dealer experience or any experience with offerings of securities. Our directors have significant responsibilities in their primary occupations in addition to trying to raise capital. Each of the directors and officers involved in the sale of our units believes that he will be able to devote a significant portion (10-20 hours per week) of his time to the offering. Nonetheless, the time that these directors spend on our activities may prove insufficient to result in a successful equity offering. There can be no assurance that our directors and officers will be successful in securing investors for the offering.

THIS OFFERING IS BEING MADE PURSUANT TO CERTAIN EXEMPTIONS FROM STATE AND FEDERAL REGISTRATION REQUIREMENTS, WHICH MAY RESULT IN THE FAILURE OF THIS OFFERING.

We do not plan to register the offering with either the U.S. Securities and Exchange Commission or any state securities commission. Rather we will rely on the private offering exemptions from registration provided by Section 4(2) of the Act and Rule 506(c) of Regulation D promulgated thereto and applicable state exemptions or notice filing provisions

related to private offerings. Under Rule 506(c), issuers can offer securities through means of general solicitation, provided that: (a) all purchasers in the offering are accredited investors, (b) the issuer takes reasonable steps to verify their accredited investor status, and (c) certain other conditions in Regulation D are satisfied. Issuers wishing to engage in general solicitation also need to take “reasonable steps” to verify the accredited investor status of purchasers. These limitations and requirements may result in this offering being unsuccessful. Additionally, should the SEC determine that the offering was not in compliance with Rule 506(c), the Company could be forced to refund all purchases by investors, which could occur after the Company has broken escrow and spent some or all of the proceeds of the offering. In such an event, you could lose some or all of your investment in us.

THERE MAY BE FUTURE SALES OF ADDITIONAL COMMON STOCK OR PREFERRED STOCK OR OTHER DILUTION OF OUR EQUITY, WHICH MAY ADVERSELY AFFECT THE VALUE OF OUR COMMON STOCK.

We are not restricted from issuing additional common stock or preferred stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive, common stock or preferred stock or any substantially similar securities. The value of our common stock could decline as a result of sales by us of a large number of shares of common stock or preferred stock or similar securities in the market or the perception that such sales could occur.

EVEN IF WE RAISE SUFFICIENT EQUITY PROCEEDS, WE MAY NOT OBTAIN THE FINANCING NECESSARY TO CONSTRUCT AND OPERATE OUR GOLD MINE, WHICH WOULD RESULT IN THE FAILURE OF THE PROJECT AND THE COMPANY AND THE POTENTIAL LOSS OF YOUR INVESTMENT.

Our financing plan requires a significant amount of financing. We do not have contracts or commitments with any bank, lender, governmental entity, underwriter or financial institution for financing. We have not yet obtained any commitments for equity, debt or bond financing and there are no guarantees that we will be able to secure sufficient capital for the project.

THE COMPANY’S FINANCIAL STATEMENTS ARE UNAUDITED

The condensed consolidated financial statements included herein have been prepared by International Star, Inc. without audit. Management’s plan is, based upon sufficient funding, to engage a registered Certified Public Accounting firm to perform audited financial statements for the Company’s fiscal years 2014 and 2015 and annually thereafter. The condensed consolidated financial statements reflect, in the opinion of management, all normal recurring adjustments necessary to present fairly our financial position at September 30, 2015 and the results of our operations and cash flows for the periods presented.

LIMITED TRANSFERABILITY AND LIQUIDITY

To satisfy the requirements of certain exemptions from registration under the Securities Act, and to conform with applicable state securities laws, each Investor must acquire his/her/its Securities for investment purposes only and not with a view towards distribution. Consequently, certain conditions of the Securities Act may need to be satisfied prior to any sale, transfer, or other disposition of the Securities. Some of these conditions may include a minimum holding period, availability of certain reports, including financial statements from the Company, limitations on the percentage of Securities sold and the manner in which they are sold. The Company can prohibit any sale, transfer or disposition unless it receives an opinion of counsel provided at the holder's expense, in a form satisfactory to the Company, stating that the proposed sale, transfer or other disposition will not result in a violation of applicable federal or state securities laws and regulations. No public market exists for the Securities and no market is expected to develop. Consequently, owners of the Securities may have to hold their investment indefinitely and may not be able to liquidate their investments in the Company or pledge them as collateral for a loan in the event of an emergency.

LONG TERM NATURE OF THE INVESTMENT

An investment in the Securities may be long term and illiquid. As discussed above, the offer and sale of the Securities will not be registered under the Securities Act or any foreign or state securities laws by reason of exemptions from such registration, which depends in part on the investment intent of the Investors. Prospective Investors will be required to represent in writing that they are purchasing the Securities for their own account for long-term investment and not with a view towards resale or distribution. Accordingly, purchasers of Securities must be willing and able to bear the economic risk of their investment for an indefinite period of time. It is likely that Investors will not be able to liquidate their investment in the event of an emergency.

NO CURRENT MARKET FOR THE SECURITIES

There is no current market for the Securities offered in this private Offering and no market is expected to develop in the near future.

COMPLIANCE WITH SECURITIES LAWS

The Securities are being offered for sale in reliance upon certain exemptions from the registration requirements of the Securities Act, applicable «FormationState» State Securities Laws, and other applicable securities laws. If the sale of Securities were to fail to qualify for these exemptions, purchasers may seek rescission of their purchases of Securities. If a number of purchasers were to obtain rescission, the Company would face significant financial demands, which could adversely affect the Company as a whole, as well as any non-rescinding purchasers.

OFFERING PRICE

The offering price of the Securities has been arbitrarily established by the Company, considering such matters as the state of the Company's business development and the general condition of the industry in which it operates. The offering price bears little relationship to the assets, net worth, or any other objective criteria of value applicable to the Company.

LACK OF FIRM UNDERWRITER

The Securities are offered on a "best efforts" basis by the Company without compensation and on a "best efforts" basis through certain FINRA registered broker-dealers, which enter into

Participating Broker-Dealer Agreements with the Company. Accordingly, there is no assurance that the Company, or any FINRA broker-dealer, will sell the maximum Securities offered or any lesser amount.

PROJECTIONS: FORWARD LOOKING INFORMATION

Management has prepared projections regarding the Company's anticipated financial performance. The Company's projections are hypothetical and based upon a presumed financial performance of the Company, the addition of a sophisticated and well-funded marketing plan, and other factors influencing the business of the Company. The projections are based on Management's best estimate of the probable results of operations of the Company, based on present circumstances, and have not been reviewed by the Company's independent accountants or auditors. These projections are based on several assumptions, set forth therein, which Management believes are reasonable. Some assumptions, upon which the projections are based, however, invariably will not materialize due the inevitable occurrence of unanticipated events and circumstances beyond Management's control. Therefore, actual results of operations will vary from the projections, and such variances may be material. Assumptions regarding future changes in sales and revenues are necessarily speculative in nature. In addition, projections do not and cannot take into account such factors as general economic conditions, unforeseen regulatory changes, the entry into the Company's market of additional competitors, the terms and conditions of future capitalization, and other risks inherent to the Company's business. While Management believes that the projections accurately reflect possible future results of the Company's operations, those results cannot be guaranteed.

GENERAL ECONOMIC CONDITIONS

The financial success of the Company may be sensitive to adverse changes in general economic conditions in the United States, such as recession, inflation, unemployment, and interest rates and overseas, such as currency fluctuations. Such changing conditions could reduce demand in the marketplace for the Company's products. Management believes that the impending growth of the market, mainstream market acceptance and the targeted product line of the Company will insulate the Company from excessive reduced demand. Nevertheless, the Company has no control over these changes.

DILUTION

The purchasers of the Promissory Notes offered in this Offering will not experience any immediate or substantial dilution of their investments.

In the future, the Company may also issue Promissory Notes in connection with investments or acquisitions. The amount of Notes issued in connection with an investment or acquisition could constitute a material portion of our then-outstanding Promissory Notes. Any issuance of additional Notes in connection with investments or acquisitions may result in additional risk to Investors.

LEGENDS

Commission Legend

"THE SECURITIES EVIDENCED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION. THE SECURITIES MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OR (2) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ALL APPLICABLE STATE SECURITIES LAWS AND THE SECURITIES LAWS OF OTHER JURISDICTIONS, AND IN THE CASE OF A TRANSACTION EXEMPT FROM REGISTRATION, UNLESS THE COMPANY HAS RECEIVED AN OPINION OF COUNSEL REASONABLY SATISFACTORY TO IT THAT SUCH TRANSACTION DOES NOT REQUIRE REGISTRATION UNDER THE SECURITIES ACT AND SUCH OTHER APPLICABLE LAWS."

State Legends

FOR RESIDENTS OF ALL STATES: THE PRESENCE OF A LEGEND FOR ANY GIVEN STATE REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THAT STATE AND SHOULD NOT BE CONSTRUED TO MEAN AN OFFER OR SALE MAY BE MADE IN A PARTICULAR STATE. IF YOU ARE UNCERTAIN AS TO WHETHER OR NOT OFFERS OR SALES MAY BE LAWFULLY MADE IN ANY GIVEN STATE, YOU ARE HEREBY ADVISED TO CONTACT THE COMPANY. THE SECURITIES DESCRIBED IN THIS MEMORANDUM HAVE NOT BEEN REGISTERED UNDER ANY STATE SECURITIES LAWS (COMMONLY CALLED "BLUE SKY" LAWS) THESE SECURITIES MUST BE ACQUIRED FOR INVESTMENT PURPOSES ONLY AND MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION OF SUCH SECURITIES UNDER SUCH LAWS, OR AN OPINION OF COUNSEL ACCEPTABLE TO

THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED. THE PRESENCE OF A LEGEND FOR ANY GIVEN STATE REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THE STATE AND SHOULD NOT BE CONSTRUED TO MEAN AN OFFER OF SALE MAY BE MADE IN ANY PARTICULAR STATE.

LEGENDS FOR THE APPLIABLE STATES ARE INCLUDED IN EXHIBIT “G”

Foreign Jurisdictional Legends

FOR PERSONS WHO ARE NEITHER NATIONALS, CITIZENS, RESIDENTS NOR ENTITIES OF THE UNITED STATES: THESE SECURITIES HAVE NOT AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT AND , INsofar AS SUCH SECURITIES ARE OFFERED AND SOLD TO PERSONS WHO ARE NEITHER NATIONALS, CITIZENS, RESIDENTS NOR ENTITIES OF THE UNITED STATES, THEY MAY NOT BE TRANSFERRED OR RESOLD DIRECTLY OR INDIRECTLY IN THE UNITED STATES, ITS TERRITORIES OR POSSESSIONS, RESIDENTS OR ENTITIES NORMALLY RESIDENT THEREIN (OR TO ANY PERSON ACTING FOR THE ACCOUNT OF ANY SUCH NATIONAL, CITIZEN, ENTITY OR RESIDENT). FURTHER RESTRICTIONS ON TRANSFER WILL BE IMPOSED TO PREVENT SUCH SECURITIES FROM BEING HELD BY UNITED STATES PERSONS.

APPLIABLE FOREIGN LEGENDS ARE INCLUDED IN EXHIBIT “G”

SELLING SECURITY HOLDERS

The following Security Holders will be participating in the Offering described herein. Each named Security Holder, below, has had a material relationship with the Company (or any of its predecessors or affiliates) within the past three years.

**International Star, Inc.
Selling Security Holders**

Security Holder	Company Relationship	Number of Securities Before The Offering	Number Of Securities Offered	Number of Securities After The Offering	Percent Of Ownership Before The Offering	Percent Of Ownership After The Offering
N/A	N/A	N/A	N/A	N/A	N/A	N/A

Notes refers to Promissory Notes

MISCELLANEOUS

Anti-Money Laundering Requirements

The United States, like many jurisdictions, is in the process of changing or creating anti-money laundering, embargo and trade sanctions or similar laws, regulations, requirements (whether or not force of law) and regulatory policies (collectively, “Regulations”), and the Company, in keeping with its responsibility to prevent money laundering, may require more extensive information concerning a Noteholder’s or prospective Investor’s identity and obtaining certain assurances from such persons or entities before a subscription application or redemption request can be processed. The Company will comply with the Bank Secrecy Act, the USA PATRIOT Act of 2001 and any other anti-money laundering, anti-terrorism and similar Regulation, including those promulgated by the United States Treasury Department, and will disclose any information required or requested by authorities in connection therewith. Each Investor will be required to agree in the Subscription Agreement, and will be deemed to have agreed by owning any Promissory Note, that such Investor will provide additional information or take such actions as may be necessary or advisable for the Company, in its sole judgment, to comply with any such Regulations. Each Investor, by executing the Subscription Agreement, consents, and by owning any Promissory Note, is deemed to have consented, to disclosure by the Company and its agents to relevant third parties, of information pertaining to such Investor in respect of any such Regulation or information requests related thereto. The Company does not expect that its compliance with any Regulation referred to herein, including rules promulgated by the United States Department of the Treasury, will be in contravention or result in a violation of the Company’s privacy policy, as outlined in the Privacy Notice or the rules and regulations applicable thereto.

Access to Information

The offices of the Company and President are located at 1790 E. River Rd., Suite 213, Tucson, Arizona 85718. The telephone number is (520) 744-4457.

Prospective Investors are invited to review any materials available to the Company which can be acquired without unreasonable effort or expense that is necessary to verify the accuracy of any information relating to: the Company; the operations of the Company; this Offering; the President and Company Officers; and, any other matters relating to this Offering.

Borrowing and Lending

The Company is authorized to borrow in order to fund withdrawal requests. The Company may use borrowed funds for this purpose. There are no restrictions on the Company's borrowing capacity other than limitations imposed by lenders and any applicable credit regulations. Loans are generally secured by securities or other assets of the Company pledged to lending institutions. Loans of cash or securities may also be made from or to other investment companies on such terms as are commercially reasonable, including without limitation, from or to investment companies similar to the Company. While the presence of leverage increases the potential for profit, it also involves a higher degree of risk of loss. Currently, the Company has no Credit Facility.

Business Plan

Portions of the Company's Business Plan, included as a separate document at Exhibit C, were prepared by the Company using assumptions, including several forward-looking statements. Each prospective Investor should carefully review the Business Plan in association with this Memorandum before purchasing the Securities. The Company makes no representations as to the accuracy or achievability of the underlying assumptions and projected results contained herein.

LEGAL AND ACCOUNTING MATTERS

Legal Counsel

Ken Bart, Esq.
Bart and Associates, LLC
8400 East Prentice Avenue - Suite 1500
Greenwood Village, CO 80111
phone: (720)-226-7511
kbart@kennethbartesq.com

Auditors

The Company is interviewing independent auditors.

LIST OF EXHIBITS

- Exhibit A: Subscription Agreement
- Exhibit B: Investor Verification
- Exhibit C: Company Business Plan
- Exhibit D: Corporate Presentation
- Exhibit E: ERISA Disclosures
- Exhibit F: Anti-money Laundering
- Exhibit G: Judicial Legends
- Exhibit H: Profit Participation Promissory Note