

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**AIM EXPLORATION INC.**

(Exact name of registrant as specified in its charter)

<b><u>Nevada</u></b>	<b><u>1090</u></b>	<b><u>67-0682135</u></b>
(State or Other Jurisdiction of Incorporation or Organization)	Primary Standard Industrial Classification Code Number	IRS Employer Identification Number

**Suite 514, VGP Center  
6772 Ayala Avenue  
Makati City, Manila Philippines\_  
Telephone: (632) 754-9929**

(Address and telephone number of principal executive offices)

**Incsmart.biz, Inc.  
4421 Edward AvenueLas Vegas, Nevada 89108  
Telephone: (702) 403-8432**

(Name, address and telephone number of agent for service)

with a copy to:

**Esmeralda Musailov, Esq.  
244 Hoyt Street #4R  
New York, New York 11217  
Telephone: (646) 354-8166 Facsimile: (347) 464-0885**

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

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

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

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

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

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

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

(Do not check if a smaller reporting company)

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**CALCULATION OF REGISTRATION FEE**

<b>TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED</b>	<b>AMOUNT TO BE REGISTERED</b>	<b>PROPOSED MAXIMUM OFFERING PRICE PER SHARE</b>	<b>PROPOSED MAXIMUM AGGREGATE OFFERING PRICE</b>	<b>AMOUNT OF REGISTRATION FEE (1)</b>
Common Stock	13,500,000	\$0.01	\$135,000.00	\$15.47

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

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

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

SUBJECT TO COMPLETION, Dated June \_\_\_\_, 2012

**AIM EXPLORATION INC.**

13,500,000 SHARES

COMMON STOCK

The selling shareholders named in this prospectus are offering all of the shares of common stock offered through this prospectus for a period of up to two years from the effective date.

Our common stock is presently not traded on any market or securities exchange.

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THE PURCHASE OF THE SECURITIES OFFERED THROUGH THIS PROSPECTUS INVOLVES A HIGH DEGREE OF RISK. **See section entitled "Risk Factors" on pages 6 to 11 of this prospectus.**

**The information in this prospectus is not complete and may be changed. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

The selling stockholders will sell their shares at a fixed price until our securities are quoted on the OTC Bulletin Board, if at all, and thereafter at prevailing market prices or privately negotiated prices. The offering price has been arbitrarily determined by us and does not necessarily bear any relationship to assets, earnings, book value or any other objective criteria of value. There is no assurance of when, if ever, our stock will be listed on an exchange.

We are an exploration stage mining company without sufficient capital for operations and our auditors have issued a going concern opinion. We will not be receiving any of the proceeds from this offering.

We are an exploration stage mining company and we plan to engage in the acquisition and exploration of mineral properties and to date we have received no revenues from our operations. We have not yet commenced operations and we have primarily undertaken only organizational activities.

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

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**The Date of This Prospectus Is: June \_\_\_\_, 2012**

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## Summary

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

We are an exploration stage mining company and we plan to engage in the acquisition and exploration of mineral properties and to date we have received no revenues from our operations. We have not yet commenced operations and we have primarily undertaken only organizational activities. Our independent auditors have raised substantial doubts as to our ability to continue as a going concern without significant additional financing. We will not generate revenues even if our initial exploration program indicates that feldspar or other mineral material may exist on the property that is the subject of our Raval Claim. Accordingly, for the foreseeable future, we will continue to be dependent on additional financing in order to maintain our operations and continue with our exploration activities.

We are not sure yet if the property covered by the Raval contains any substantial mineral deposits or reserves of minerals. Additional exploration of the property is required before making any determination as to whether any commercially viable mineral deposit may exist. We will require significant financing to undertake this additional exploration, and currently, we do not have plans for obtaining this financing.

We were incorporated under the laws of Nevada effective February 18, 2010. Our principal offices are located at Suite 514 VGP Center 6772 Ayala Ave. Makati City, Manila, Philippines. Our telephone number is (632) 754-9929.

**The Offering:**

<b>Securities Being Offered</b>	Up to 13,500,000 shares of common stock.
<b>Offering Price</b>	The selling shareholders will sell our shares at \$0.01 per share until our shares are quoted on the OTC Bulletin Board, and thereafter at prevailing market prices or privately negotiated prices. The offering price has been arbitrarily determined by us and does not necessarily bear any relationship to assets, earnings, book value or any other objective criteria of value. There is no assurance of when, if ever, our stock will be listed on an exchange.
<b>Terms of the Offering</b>	The selling shareholders will determine when and how they will sell the common stock offered in this prospectus.
<b>Termination of the Offering</b>	The offering will conclude when all of the 13,500,000 shares of common stock have been sold, the shares no longer need to be registered to be sold due to the operation of Rule 144 or we decide at any time to terminate the registration of the shares at our sole discretion. In any event, the offering shall be terminated no later than two years from the effective date of this registration statement.
<b>Securities Issued And to be Issued</b>	50,000,000 shares of our common stock are issued and outstanding as of the date of this prospectus. All of the common stock to be sold under this prospectus will be sold by existing shareholders.
<b>Use of Proceeds</b>	We will not receive any proceeds from the sale of the common stock by the selling shareholders.
<b>Market for the common stock</b>	There has been no market for our securities. Our common stock is not traded on any exchange or on the Over-the-Counter market. After the effective date of the registration statement relating to this prospectus, we hope to have a market maker file an application with FINRA for our common stock to become eligible for quotation on the Over-the-Counter Bulletin Board. We do not yet have a market maker who has agreed to file such application. There is no assurance that a trading market will develop or, if developed, that it will be sustained. Consequently, a purchaser of our common stock may find it difficult to resell the securities offered herein should the purchaser desire to do so.

**Summary Financial Information**

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

	<b>February 29, 2012 (unaudited)</b>	<b>As of August 31, 2011 (Audited)</b>
<b>Balance Sheet</b>		
Total Assets	14,540 \$	29,990
Total Liabilities	21,104 \$	24,994
Stockholders' Equity	6,564 \$	4,996
	<b>For the six months ended February 29, 2012 (unaudited)</b>	<b>Period from February 18, 2010 (date of inception) to August 31, 2011 (Audited)</b>
<b>Income Statement</b>		
Revenue	- \$	-
Total Operating Expenses	(11,560) \$	(45,004)
Net Loss	(11,560) \$	(45,004)

## Risk Factors

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

### ***RISKS RELATED TO OUR COMPANY***

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

We were incorporated on February 18, 2010, and to date have been involved primarily in organizational activities, evaluating resource projects and acquiring our Raval claim. Therefore, our ability to operate our business successfully remains untested. If we are successful in developing the property, we anticipate that we will retain future earnings and other cash resources for the future operation and development of our business as appropriate. We do not currently anticipate declaring or paying any cash dividends in the foreseeable future. Payment of any future dividends is solely at the discretion of our board of directors, which will take into account many factors including our operating results, financial conditions and anticipated cash needs. For these reasons, we may never achieve profitability or pay dividends.

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

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

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

We are in the initial stages of exploration of the property covered by our Raval claim, and thus have no way to evaluate the likelihood that we will be successful in establishing commercially exploitable reserves of feldspar or other valuable minerals on the property. Potential investors should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The search for valuable minerals as a business is extremely risky. We may not find commercially exploitable reserves of feldspar or other minerals on the property. Exploration for minerals is a speculative venture necessarily involving substantial risk. The expenditures to be made by us on our exploration program may not result in the discovery of commercial quantities of feldspar. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the mineral properties that we plan to undertake.

Problems such as unusual or unexpected formations, the inability to obtain suitable or adequate machinery, equipment or labor, and other risks involved in mineral exploration, often result in unsuccessful exploration efforts. In such a case, we would be unable to complete our business plan. In addition, any determination that the property contains commercially recoverable quantities of ore may not be reached until such time that final comprehensive feasibility studies have been concluded that establish that a potential mine is likely to be economically viable. There is a substantial risk that any preliminary or final feasibility studies carried out by us will not result in a positive determination that the property can be commercially developed.

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

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

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

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

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

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

**IF WE DO NOT OBTAIN CLEAR TITLE TO OUR RAVAL CLAIM, OUR BUSINESS MAY FAIL.**

The property may be subject to prior unregistered agreements or transfers or native land claims, and title may be affected by undetected defects. The property has not been surveyed and therefore, the precise location and boundaries of the property may be in doubt. We will likely complete a survey on the property as part our proposed first phase exploration work program. If the survey results are defective we will lose all right and title to the ground now covered by the Raval claim. If we are unable to obtain clear title you may lose your entire investment in our common stock

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

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

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

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

**WE RELY ON OUR SOLE OFFICER AND OUR TWO DIRECTORS, THE LOSS OF WHOSE SERVICES WOULD HAVE A MATERIAL ADVERSE EFFECT ON OUR SUCCESS AND DEVELOPMENT.**

Our success depends to a certain degree upon our sole officer and our two directors. These individuals are a significant factor in our growth and success and the loss of the service of them could have a material adverse effect on us and would have a material adverse effect on our success and development.

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

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

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

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

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

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

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

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

**THERE IS NO ACTIVE TRADING MARKET FOR OUR COMMON STOCK AND THERE IS NO ASSURANCE THAT WE WILL EVER HAVE AN ACTIVE TRADING MARKET. IF A MARKET FOR OUR COMMON STOCK DOES NOT DEVELOP, OUR INVESTORS WILL BE UNABLE TO SELL THEIR SHARES.**

There is currently no active trading market for our common stock and such a market may not develop or be sustained. We currently plan to have our common stock quoted on FINRA's OTC Bulletin Board upon the effectiveness of this registration statement of which this prospectus forms a part. In order to do this, a market maker must file a Form 15c-211 to allow the market maker to make a market in our shares of common stock. At the date hereof we are not aware that any market maker has any such intention.

However, we cannot provide our investors with any assurance that our common stock will be traded on the OTC Bulletin Board or, if traded, that a public market will materialize. Further, the OTC Bulletin Board is not a listing service or exchange, but is instead a dealer quotation service for subscribing members. If our common stock is not quoted on the OTC Bulletin Board or if a public market for our common stock does not develop, then investors may not be able to resell the shares of our common stock that they have purchased and may lose all of their investment. If we establish a trading market for our common stock, the market price of our common stock may be significantly affected by factors such as actual or anticipated fluctuations in our operation results, general market conditions and other factors. In addition, the stock market has from time to time experienced significant price and volume fluctuations that have particularly affected the market prices for the shares of developmental stage companies, which may materially adversely affect the market price of our common stock.

**THERE IS NO PUBLIC MARKET FOR OUR COMMON STOCK AND THERE IS NO ASSURANCE THAT WE WILL EVER HAVE A PUBLIC MARKET FOR OUR COMMON STOCK. HOWEVER, IF A PUBLIC MARKET FOR OUR COMMON STOCK DOES DEVELOP, SALES OF A SUBSTANTIAL NUMBER OF SHARES OF OUR COMMON STOCK INTO THE PUBLIC MARKET BY THE SELLING STOCKHOLDERS MAY RESULT IN SIGNIFICANT DOWNWARD PRESSURE ON THE PRICE OF OUR COMMON STOCK AND COULD AFFECT THE ABILITY OF OUR STOCKHOLDERS TO REALIZE ANY CURRENT TRADING PRICE OF OUR COMMON STOCK.**

There is no public market for our common stock and there is no assurance that we will ever have a public market for our common stock. However, if a public market for our common stock does develop, sales of a substantial number of shares of our common stock in the public market could cause a reduction in the market price of our common stock. When this registration statement is declared effective, the selling stockholders may be reselling up to 27% of the issued and outstanding shares of our common stock.

As a result of such registration statement, a substantial number of our shares of common stock which have been issued may be available for immediate resale when and if a market develops for our common stock, which could have an adverse effect on the price of our common stock. As a result of any such decreases in price of our common stock, purchasers who acquire shares from the selling stockholders may lose some or all of their investment.

Any significant downward pressure on the price of our common stock as the selling stockholders sell the shares of our common stock could encourage short sales by the selling stockholders or others. Any such short sales could place further downward pressure on the price of our common stock.

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

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

We currently plan to have our common stock quoted on the OTC Bulletin Board of the Financial Industry Regulatory Authority ("FINRA"), which is generally considered to be a less efficient market than markets such as NASDAQ or the national exchanges, and which may cause difficulty in conducting trades and difficulty in obtaining future financing.

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

In addition to the "penny stock" rules promulgated by the SEC, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information.

Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers.

FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

## Forward-Looking Statements

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

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

### Use of Proceeds

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

### Determination of Offering Price

Not applicable. The selling stockholders will sell their shares at a fixed price until our securities are quoted on the OTC Bulletin Board, if at all, and thereafter at prevailing market prices or privately negotiated prices. There is no assurance of when, if ever, our stock will be listed on an exchange.

### Dilution

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

### Selling Shareholders

The selling shareholders named in this prospectus are offering all of the 13,500,000 shares of common stock offered through this prospectus. These shares were acquired from us in private placements that were exempt from registration provided under Regulation S of the Securities Act of 1933. Our reliance upon the exemption under Rule 903 of Regulation S of the Securities Act was based on the fact that the sale of the securities was completed in an "offshore transaction," as defined in Rule 902(h) of Regulation S. We did not engage in any directed selling efforts, as defined in Regulation S, in the United States in connection with the sale of the securities. Each investor was not a US person, as defined in Regulation S, and was not acquiring the securities for the account or benefit of a US person.

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

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

	Shares Owned Prior To This Offering	Total Number Of Shares To Be Offered For Selling Shareholders Account	Total Shares to Be Owned Upon Completion Of This Offering	Percentage of Shares owned Upon Completion of This Offering
Josefina Ma. Viveca m. De Venecia	1,000,000	Nil	Nil	Nil
Arjoy B. Santos	1,000,000	Nil	Nil	Nil
Antonio Declaro Cano	1,000,000	Nil	Nil	Nil
Maria Estrella Formoso Capinpuyan	1,000,000	Nil	Nil	Nil
Joseph Vincent de los Santos Buenaventura	1,000,000	Nil	Nil	Nil
Eduardo Magale Axalan	1,000,000	Nil	Nil	Nil
Wolfrando Moronia Capinpin, Jr.	1,000,000	Nil	Nil	Nil
Lawrence Eduardo Bueno Balolong	1,000,000	Nil	Nil	Nil
Galvin A. Lagera	1,000,000	Nil	Nil	Nil
Periangelo A. Dominguez	300,000	Nil	Nil	Nil
Michael de Joya Garcia	300,000	Nil	Nil	Nil
Cynthia M. Yniguez	300,000	Nil	Nil	Nil
Mario Q. Martinez	300,000	Nil	Nil	Nil
Roberto Araullo Formoso	300,000	Nil	Nil	Nil
Marino Valenzuela Canilao	300,000	Nil	Nil	Nil
Gerardo Banares Teodoro	150,000	Nil	Nil	Nil
Val Tristan Navarro Amagna	150,000	Nil	Nil	Nil
Manny Marquez Cacho	150,000	Nil	Nil	Nil
Rexandro David Silverio	150,000	Nil	Nil	Nil
Allan Libardo Estela	150,000	Nil	Nil	Nil
Angelo Frank Matawaran Dizon	150,000	Nil	Nil	Nil
Jessie Estrada Alejo	150,000	Nil	Nil	Nil
Renato Entenia Palomares	150,000	Nil	Nil	Nil
Ringo Pajarito Jimenez	150,000	Nil	Nil	Nil
Vicente Jr Geraldo Aquino	150,000	Nil	Nil	Nil
Adrian Bregania Marzan	150,000	Nil	Nil	Nil
Marilyn Mercado Carbon	150,000	Nil	Nil	Nil
Michael Boydon Mendoza	150,000	Nil	Nil	Nil
Jorrelle Celi Esguerra	150,000	Nil	Nil	Nil
Salvador Jr. Dechoso Belo	150,000	Nil	Nil	Nil
Julieta Sagon Rombla	150,000	Nil	Nil	Nil
Cecilia Bautista Villanueva	150,000	Nil	Nil	Nil
Cristina Villanueva Alvaro	150,000	Nil	Nil	Nil

The numbers in this table assume that none of the selling shareholders sells shares of common stock not being offered in this prospectus or purchases additional shares of common stock, and assumes that all shares offered are sold. The percentages are based on 13,500,000 shares of common stock outstanding on the date of this prospectus.

Other than disclosed above, none of the selling shareholders:

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

## **Plan of Distribution**

### **Timing of Sales**

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

### **Offering Price**

The selling stockholders will sell their shares at an offering price of \$0.01 per share until our shares are quoted on the OTC Bulletin Board, or listed for trading or quoted on any other public market. Thereafter, the sales price offered by the selling stockholders to the public may be:

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

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

## **Manner of Sale**

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

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

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

### **Sales Pursuant to Rule 144**

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

### **Regulation M**

We have advised the selling security holders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the selling security holders and their affiliates. Regulation M under the Exchange Act prohibits, with certain exceptions, participants in a distribution from bidding for, or purchasing for an account in which the participant has a beneficial interest, any of the securities that are the subject of the distribution. Accordingly, the selling stockholder is not permitted to cover short sales by purchasing shares while the distribution is taking place. Regulation M also governs bids and purchases made in order to stabilize the price of a security in connection with a distribution of the security. In addition, we will make copies of this prospectus available to the selling security holders for the purpose of satisfying the prospectus delivery requirements of the Securities Act.

## State Securities Laws

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

## Expenses of Registration

We are bearing all costs relating to the registration of the common stock. These expenses are estimated to be \$43,000, including, but not limited to, legal, accounting, printing and mailing fees. The selling stockholders, however, will pay any commissions or other fees payable to brokers or dealers in connection with any sale of the common stock.

## Description of Securities

### General

Our authorized capital stock consists of 250,000,000 shares of common stock, with a par value of \$0.001 per share. As of February 29, 2012, there were, 50,000,000 shares of our common stock issued and outstanding held by 35 shareholders of record.

### Common Stock

Registered holders of our common stock are entitled to exercise one vote per share on all matters submitted to a vote of the stockholders, including the election of directors.

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

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

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

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

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

### **Preferred Stock**

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

### **Dividend Policy**

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

### **Share Purchase Warrants**

There are no outstanding warrants to purchase our securities.

### **Options**

There are no options to purchase our securities outstanding.

## **Interests of Named Experts and Counsel**

The legality of the shares offered under this registration statement is being passed upon by Esmeralda Musailov, Esq. The financial statements included in this prospectus and the registration statement has been audited by M & K CPAS, PLLC to the extent and for the periods set forth in their report appearing elsewhere herein and in the registration statement, and are included in reliance upon such report given upon the authority of said firm as experts in auditing and accounting.

## **Description of Business**

### **General**

We are an exploration stage company engaged in the acquisition and exploration of mineral properties. We were incorporated as a Nevada state corporation on February 18, 2010. We have entered into a share purchase agreement for a 70% share of Pah-Hsu-Qhuin Philippines Mining. We agreed to cover all of the costs required to exploit the property and will receive 70% of the net profits.

Feldspar is a light-colored rock-forming mineral used in the manufacture of glass products, ceramics and other products. Feldspar provides glass hardness, workability, strength, and makes it more resistant to chemicals. It also reduces the melting temperature so less energy is used. For ceramics, feldspar serves as a flux to form a glassy phase at low temperatures, and as a source of alkalis and alumina in glazes. It improves the strength, toughness, and durability of the ceramic body and cements the crystalline phase of other ingredients. Feldspar is also used in paint, in mild abrasives, urethane, latex foam, and as a welding rod coating.

We acquired our Raval claim on August 31, 2011. We have determined to proceed with the first phase of this recommended exploration program. The estimated cost of this exploration program is \$57,000. As at February 29, 2012, we had cash reserves of \$14,540 and working capital deficit of \$6,564. We do not have sufficient funds to enable us to complete this initial phase of our exploration program. We will require additional financing in order to commence the initial phase of exploration of the property. There is no assurance that we will be able to obtain additional financing. Both advanced exploration and an economic determination will be contingent upon the results of our preliminary exploration programs and our ability to raise additional financing in order to proceed with advanced exploration and an economic evaluation. There is no assurance that we will be able to obtain any additional financing to fund our exploration activities.

### **Feldspar Market**

#### *Domestic Market*

Major users of feldspar are: for glass, Asahi Glass Phils. (formerly Republic Glass), San Miguel Yamamura Packaging Corp., Asia Brewery, Arcya Packaging; for ceramics, HCG and Royal Tern sanitary wares and Mariwasa tiles.

Both Royal Tern and San Miguel have expressed dismay with the local supply in terms of quality and reliability. Most suppliers are small-scale miners lacking proper processing equipment. The sole supplier of San Miguel is the only one with processing equipment acquired for then Republic Glass in the 1990's. Their equipment has now become unreliable, and Asahi Glass remains the priority for delivery. Further, they are affected by an internal dispute among stakeholders. While Royal Tern is already importing part of its requirements, San Miguel has indicated they may also do so if the local supply situation does not improve.

From 11,850 MT per year in 2005, domestic production of feldspar has increased to 16,394 MT as of 2009. Delivered price of feldspar is about Php 2,100 to 2,700 per metric ton (USD 48 to 62).

#### *World Market*

Demand for feldspar, and associated minerals, is forecast to increase on average at 5.5% py to 29.5 Mt by 2012, with the main growth to be concentrated in Southeast Asia, Eastern Europe and Latin America. This will raise production levels by 38% over 2006 levels. World resources are more than adequate to meet this demand.

Historically, US prices for feldspar have a high correlation with the Consumer Price Index and this is likely to be similar in other countries because the abundance and wide distribution of feldspathic materials offers no power to an individual supplier to exercise price discretion. Price is therefore almost purely a sum of inputs plus a modest profit. Using the long term average CPI annual growth rate in the US of 3.43% py indicates that the average value/t in the US for feldspar and nepheline syenite will grow from US \$68.30/t in 2006 to around US \$81/t in 2012.

## **Exploration Stage Company**

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

### **Acquisition of Our Raval claim/ Our Ownership Interest in the Raval Claim**

We have entered into a share purchase agreement for a 70% share of Pah-Hsu-Qhuin Philippines Mining as Philippines law does not allow 100% foreign ownership.

### **Property Description and Location of Our Raval claim**

The Raval Mining Claims are located 350 meters above sea level, seven (7) kilometers from the Km. 511 post of the National Road in Barangay Sulongan, municipality of Pasuquin, in the province of Ilocos Norte. They are 518 kilometers north of Manila and 31 kilometers north of the Ilocos Norte capital city of Laoag. The nearest commercial port is at Currimao, some 57 kilometers to the south. Currimao Port is 420 nautical miles from the Taiwanese port of Keelung.

### **Access, Climate, and Physiography, Local Resources and Infrastructure of Our Raval claim**

The roads leading to the mine site had already been established since the time D '5 White Marketing and were upgraded by Pah-Hsu-Qhuin Philippines in 1997. The mine sites are accessible by 4 x 4 vehicles and dump trucks. Through the years, a significant number of feldspar pits have been established identified to specific to customer requirements.

### **Prior Exploration**

In 1954, Dr. Pablo J. Raval started exploring for feldspar in the mountains of Pasuquin, Ilocos Norte. By the early 1960 's, the Bureau of Mines granted spouses Pablo J. Raval and Lolita Lorenzana three (3) mining claims 25-year Mining Lode Lease Contracts over a total area of 24 hectares. Dr. Raval succeeded in developing the mines supplying a number of glass and ceramics clients, including: Philippine Standard, Pacific Ceramics, Republic Glass, Mariwasa Manufacturing, Pioneer Ceramics, Fil-Hispano, San Miguel Brewery, and Pacific Enamel & Glass. During the period between 1969 and 1972 a diamond drilling study was conducted by the Bureau of Mines estimating the Feldspar reserves at 21 million metric tons.

Upon the death of Dr. Raval in 1973, the eldest of the Raval siblings, Ms. Alice Raval took over the operations of the mining business under D '5 White Mountain Marketing, a single proprietorship owned by her. Meanwhile, in 1975, Philippine Standard entered into a fifteen year operating agreement with the Raval family for the use of one of the mining claims with minimum guaranteed earnings for the Ravals.

In 1985, prior to expiration of the lease contracts, Mrs. Alice Raval-Ventura renewed the Mining Lease Agreements for another 25 years on behalf of the heirs of Pablo J. Raval and Lolita Lorenzana. From 1983 to 1995, Mrs. Alice Raval-Ventura through her company, Pah-Hsu-Qhuin Philippines Mining Corporation exported some 350,000MT of raw feldspar to Taiwan.

## **Present Condition and Current State of Exploration**

Through the years, roads and feldspar pits had already been established. Restoring the mines will entail stripping and clearing of mine sites and their periphery to expose the raw material (removal of over-burden using backhoe and bulldozer). Test pitting and trenching shall be continuously undertaken to identify additional reserves and thereby extend the mine life.

### **Geology of Our Raval claim**

The mineral claims areas are mostly underlain by clastic sediments, followed by ultramafic rocks and the remaining small portion by colline limestone. The mineral deposits found in the areas are feldspar, silica quartz, and limestone. The deposits occur generally as discontinuous, irregularly shaped to lenticular, dike-like masses in intruding the serpentinized peridotite. Their contact with the host rock is sharp in almost all outcrops that could be observed. Large and small fault structures located within the vicinity of the claims are believed to be one of the main contributing factors in the localization of the feldspar deposits.

### **Regional Geochemical**

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

### **Our Planned Exploration Program**

PHASE 1 – Startup operations servicing live Purchase Orders from Royal Tern

ROYAL TERN Sanitary Wares – Royal Tern Sanitary Wares has been a long time customer of Pah-Hsu-Qhuin Philippines Mining. Their last Purchase Order with Pah-Hsu Qhuin Mining was in 2007 for 3,500MT. In late 2010, Royal Tern requested Pah-Hsu-Qhuin Mining to revive operations due to current problems in domestic supply. A Purchase Order for 3,600 MT was issued for delivery in 2011 at 400 MT per month.

Aside from Pah-Hsu-Qhuin, Royal Tern does not consider other domestic suppliers as reliable. Should domestic supply continue to be unreliable, Royal Tern intends to import all of their feldspar requirements. Royal Tern has also expressed serious interest in entering into an export agreement with Pah-Hsu-Qhuin Mining for supply of raw feldspar to Taiwan and China.

In order to serve the requirements of Royal Tern would entail the following:

- Updating of licenses and permits in order to exploit the remaining one (1) to three (3) years until the expiration of the existing mining leases;
- Rental of heavy equipment (i.e., backhoe, payloader, dump truck);
- Stripping and clearing of mine sites and their periphery to expose the raw material;
- Rehabilitation of Pah-Hsu-Qhuin's warehouse and processing area;
- Purchase of 4 units basic vibrating screens @Php 120,000 per unit (\$2,700);
- Use of commercial truckers to deliver to customers.

Estimated costs for this phase are Php 2.4M (USD \$57,000) which will be used for the purchase of four (4) vibrating screens, pre-operating expenses, and initial working capital.

SAN MIGUEL YAMAMURA Glass – Due to current supply problems, SMYPC is actively sourcing additional suppliers to augment or replace their current sole supplier. Total potential volume is 1,800MT per month. Last January 2011, Pah-Hsu-Qhuin Mining submitted a Letter-of-Intent to supply SMYPC with feldspar.

In Phase 2, the following shall be undertaken:

- Renewal of mining lease agreements for 25 years (@Php 1.0M or \$22,000);
- Acquisition of a ball mill crusher for finer granulation (@Php 2.0M or \$44,000);
- Rental of heavy equipment and use of commercial truckers shall continue until volumes justify purchase of equipment.

An additional Php 9M (USD \$210,000) will be needed for the acquisition of a ball mill crusher (for finer granulation), additional working capital, and renewal of mining lease agreements

#### **Compliance with Government Regulation**

To maintain a safe and healthy work environment, strict compliance with all rule and regulations embodied under the Mines Administrative Order known as "Mine Safety Rules and Regulations" shall be followed. A qualified Safety Engineer shall be designated and safety and health programs shall be undertaken for the entire duration of the project.

#### **Competition**

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

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

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

## **Employees**

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

## **Research and Development Expenditures**

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

## **Subsidiaries**

We do not have any subsidiaries.

## **Patents and Trademarks**

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

## **Offices**

Our executive offices are located at Suite 514 VGP Center 6772 Ayala Ave. Makati City, Manila, Philippines. Mr. Formoso, our President, Chief Executive Officer, Principal Executive Officer and a director, currently provides this space to us free of charge. This space may not be available to us free of charge in the future. This office space is part of a residence.

We also have an unpatented Raval claim located in the municipality of Pasuquin, in the province of Ilocos Norte.

## **Legal Proceedings**

There are no pending or threatened lawsuits against us.

## **Market for Common Equity and Related Stockholder Matters**

### **Market Information**

There is no established public trading market for our securities and a regular trading market may not develop, or if developed, may not be sustained. A shareholder in all likelihood, therefore, will not be able to resell his or her securities should he or she desire to do so when eligible for public resales.

Furthermore, it is unlikely that a lending institution will accept our securities as pledged collateral for loans unless a regular trading market develops. We would like to register our shares for resale by our selling stockholders and then obtain a trading symbol to trade our shares over the OTC Bulletin Board. However, there is no assurance that we will be successful in getting our common stock quoted on the OTC Bulletin Board.

## Penny Stock Considerations

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

Under the penny stock regulations, a broker-dealer selling a penny stock to anyone other than an established customer or accredited investor must make a special suitability determination regarding the purchaser and must receive the purchaser's written consent to the transaction prior to the sale, unless the broker-dealer is otherwise exempt.

Generally, an individual with a net worth in excess of \$1,000,000, excluding the value of their primary residence, or annual income exceeding \$200,000 individually or \$300,000 together with his or her spouse, is considered an accredited investor. In addition, under the penny stock regulations the broker-dealer is required to:

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

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

## OTC Bulletin Board Qualification for Quotation

To have our shares of common stock on the OTC Bulletin Board, a market maker must file an application on our behalf in order to make a market for our common stock. We have engaged in preliminary discussions with an NASD Market Maker to file our application on Form 211 with FINRA, but as of the date of this Prospectus, no filing has been made. There are 13,500,000 shares of our common stock held by non-affiliates and 36,500,000 shares of our common stock held by two affiliates, Mr. Formoso and Mr. Rivera; Rule 144 of the Securities Act of 1933 defines as restricted securities. 13,500,000 shares being held by non-affiliates are being registered under this registration statement and will be available for sale when the registration statement is declared effective. The 36,500,000 affiliate shares held by Mr. Formoso and Mr. Rivera's shares not being registered in this registration statement will be subject to the resale restrictions of Rule 144. In general, affiliates holding restricted securities, must hold their shares for a period of at least six months assuming we are current in our SEC reports or one year if we are not, may not sell more than one percent of the total issued and outstanding shares in any 90-day period, and must resell the shares in an unsolicited brokerage transaction at the market price. These restrictions do not apply to re-sales under Rule 144 for non-affiliates holding unregistered shares for at least one year. The availability for sale of substantial amounts of common stock under Rule 144 could reduce prevailing market prices for our securities.

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

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

### Holders

As of the date of this registration statement, we had approximately 36 shareholders of record of our common stock.

### Dividends

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

### Stock Option Grants

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

We have not yet commenced operations beyond working on developing a business plan. Once we do commence operations, our plan of operations for the next twelve months is to complete the following objectives within the time periods specified, subject to our obtaining the funding necessary for the continued exploration of our Raval claim:

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

As at February 29, 2012, we had cash reserves of \$14,540 and working capital deficit of \$6,564. We anticipate that our cash and working capital will not be sufficient to enable us to complete phase one of our exploration program and to pay for the costs of this offering and our general and administrative expenses for the next 12 months. Also, our ability to complete phase two of the recommended work program will be subject to us obtaining additional financing as these expenditures will exceed our cash reserves. Our President and Director has agreed to advance us necessary funding to maintain minimal operations and fund the cost of our becoming a public company including paying for the offering expenses. Any funding that we receive will firstly go to pay for the costs of our offering, secondly to pay for maintaining our operations and thirdly to go towards the costs of our exploration program. During the 12 month period following the date of this registration statement, we anticipate that we will not generate any revenue. Accordingly, we will be required to obtain additional financing in order to continue our plan of operations. We believe that debt financing will not be an alternative for funding additional phases of exploration as we do not have tangible assets to secure any debt financing. We anticipate that additional funding will be in the form of equity financing from the sale of our common stock. However, we do not have any financing arranged and we cannot provide investors with any assurance that we will be able to raise sufficient funding from the sale of our common stock to fund phase two of our exploration program. In the absence of such financing, we will not be able to continue exploration of our Raval claim and our business plan will fail. Even if we are successful in obtaining equity financing to fund phase two our exploration program, there is no assurance that we will obtain the funding necessary to pursue any advanced exploration of our Raval claim following the completion of phase two. If we do not continue to obtain additional financing, we will be forced to abandon our Raval claim and our plan of operations will fail.

We may consider entering into a joint venture arrangement to provide the required funding to develop the Raval claim. We have not undertaken any efforts to locate a joint venture participant for the Raval claim. Even if we determined to pursue a joint venture participant, there is no assurance that any third party would enter into a joint venture agreement with us in order to fund exploration of our Raval claim. If we entered into a joint venture arrangement, we would likely have to assign a percentage of our interest in our Raval claim to the joint venture participant.

## **Results of Operations for the Period from February 18, 2010 (Inception) to February 29, 2012**

We did not earn any revenues for the period from February 18, 2010 (Inception) to February 29, 2012. We incurred operating expenses in the amount of \$56,564 for the period from February 18, 2010 (Inception) to February 29, 2012. These operating expenses were comprised of office and general fees of \$7,710 and professional fees of \$48,854. The professional fees consist of the expenses associated with this offering such as legal, accounting and auditing fees.

### **Revenues**

We have had no operating revenues since our inception on February 18, 2010 to February 29, 2012. We anticipate that we will not generate any revenues for so long as we are an exploration stage company.

### **Expenses**

We have incurred total operating expenses of \$56,564 since our inception on February 18, 2010 to February 29, 2012. These expenses were comprised of office and general expenses of \$7,710 and professional fees of \$48,854. The office and general expenses consists of utilities, insurance and office supplies.

### **Liquidity and Capital Resources**

As at February 29, 2012, we had cash reserves of \$14,540 and working capital deficit of \$6,564.

### **Cash Used in Operating Activities**

Cash used in operating activities was \$35,760 from the period from February 18, 2010 (Inception) to February 29, 2012. We anticipate that cash used in operating activities will increase in 2013 as discussed under "Plan of Operations."

### **Cash from Financing Activities**

We have funded our business to date primarily from loans from related parties of \$10,300, as well as sales of our common stock. From our inception, on February 18, 2010, to February 29, 2012, we have raised a total of \$40,000 from private offerings of our securities.

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

### **Results of Operations for the Six Months ended February 29, 2012**

#### **Revenues**

We did not earn any revenues during the six months February 29, 2012.

**Expenses**

We have incurred total operating expenses of \$11,560 during the six months ended February 29, 2012. These expenses were comprised of office and general expenses of \$7,500 and professional fees of \$4,060. The office and general expenses consists of utilities, insurance and office supplies.

**Liquidity and Capital Resources**

As at February 29, 2012, we had cash reserves of \$14,540 and working capital deficit of \$6,564.

**Cash Used in Operating Activities**

Cash used in operating activities was \$15,550 for the six months ended February 29, 2012.

**Cash from Financing Activities**

Cash received from financing activities was \$100 for the six months ended February 29, 2012. This amount was from a loan from a related party.

**Going Concern**

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

**Future Financings**

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

**Off-Balance Sheet Arrangements**

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

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

**Changes In and Disagreements with Accountants**

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

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

#### Directors, Executive Officers, Promoters and Control Persons

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

Name	Age	Position
Mr. Gregorio Formoso	51	CEO, President, Secretary, Treasurer, CFO & Director
Mr. Guil Rivera	61	Director

Mr. Formoso and Mr. Guil Rivera have been our sole officer and directors since inception on February 18, 2010 and are responsible for establishing the company's business model to be implemented at Aim Exploration. Mr. Formoso will remain as an officer of the Company until they resign or are replaced. They will serve as a directors for a one year term or until their successor is elected and qualified or until their earlier resignation or removal. Mr. Formosa has served as our President & CEO since inception.

#### *Gregorio Formoso, CEO, President, Secretary, Treasurer, CFO & Director*

Mr. Formoso has been our sole officer and a Director since our inception on February 18, 2010. From January 2007 until present, Mr. Formoso has been the President and COO of Asialink Business Process Outsourcing, Inc., a private outsourcing Company. Mr. Formoso has not held any other directorships in a company with a class of securities registered pursuant to section 12 of the Exchange Act or subject to the requirements of section 15(d) of such Act or any company registered as an investment company under the Investment Company Act of 1940.

#### *Guil Rivera, Director*

Mr. Rivera has been a Director since our inception on February 18, 2010. From 2008 until present Mr. Rivera has been the President and CEO of Global Filipino Solutions Inc. and Pharmacanada Inc., both private companies. Also, since 2008 he has been the Vice President for Business Development of Canadian Pacific Global Pharmaceuticals Inc., a private company. Mr. Rivera has not held any other directorships in a company with a class of securities registered pursuant to section 12 of the Exchange Act or subject to the requirements of section 15(d) of such Act or any company registered as an investment company under the Investment Company Act of 1940.

#### Family Relationships

There are no family relationships among our officers or directors.

#### Legal Proceedings

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

- Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; and
- Being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.



The information presented below regarding beneficial ownership of our voting securities has been presented in accordance with the rules of the Securities and Exchange Commission and is not necessarily indicative of ownership for any other purpose. Under these rules, a person is deemed to be a "beneficial owner" of a security if that person has or shares the power to vote or direct the voting of the security or the power to dispose or direct the disposition of the security. A person is deemed to own beneficially any security as to which such person has the right to acquire sole or shared voting or investment power within 60 days through the conversion or exercise of any convertible security, warrant, option or other right. More than one person may be deemed to be a beneficial owner of the same securities. The percentage of beneficial ownership by any person as of a particular date is calculated by dividing the number of shares beneficially owned by such person, which includes the number of shares as to which such person has the right to acquire voting or investment power within 60 days, by the sum of the number of shares outstanding as of such date plus the number of shares as to which such person has the right to acquire voting or investment power within 60 days. Consequently, the denominator used for calculating such percentage may be different for each beneficial owner. Except as otherwise indicated below, we believe that the beneficial owners of our common stock listed below have sole voting and investment power with respect to the shares shown. The mailing address for all persons is at Suite 514 VGP Center 6772 Ayala Ave. Makati City, Manila, Philippines.

<b>Shareholders</b>	<b># of Shares</b>	<b>Percentage</b>
Gregorio Formoso	6,500,000	13%
Guil Rivera	30,000,000	60%
All directors and executive officers as a group	36,500,000	73%

This table is based upon information derived from our stock records. The shareholder named in this table has sole or shared voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based upon 50,000,000 shares of common stock outstanding as of May 20, 2012.

#### **Certain Relationships and Related Transactions**

We have received \$10,300 as a loan from our director. The loan is payable on demand and without interest.

Our executive offices are located at Suite 514 VGP Center 6772 Ayala Ave. Makati City, Manila, Philippines.

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

Our sole officer and directors are indemnified as provided by the Nevada Revised Statutes and our Bylaws. We have been advised that in the opinion of the Securities and Exchange Commission indemnification for liabilities arising under the Securities Act is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities is asserted by one of our directors, officer, or controlling person in connection with the securities being registered, we will, unless in the opinion of our legal counsel the matter has been settled by controlling precedent, submit the question of whether such indemnification is against public policy to court of appropriate jurisdiction. We will then be governed by the court's decision.

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**AIM EXPLORATION INC.**  
**(An Exploration Stage Company)**  
**FINANCIAL STATEMENTS**  
**August 31, 2011**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**BALANCE SHEETS**

**STATEMENTS OF OPERATIONS**

**STATEMENT OF STOCKHOLDERS' EQUITY**

**STATEMENTS OF CASH FLOWS**

**NOTES TO FINANCIAL STATEMENTS**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors  
Aim Exploration Inc. (An Exploration Stage Company)

We have audited the accompanying balance sheets of Aim Exploration Inc. (An Exploration Stage Company) as of August 31, 2011 and 2010, and the related statements of operations, changes in stockholders' equity (deficit), and cash flows for the year ended August 31, 2011 and for the periods from February 18, 2010 (inception) through August 31, 2011 and 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Aim Exploration Inc. (An Exploration Stage Company) as of August 31, 2011 and 2010, and the results of its operations and cash flows for the periods described above in conformity with accounting principles generally accepted in the United States of America.

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

/s/ M&K CPAS, PLLC  
www.mkacpas.com  
Houston, Texas  
May 31, 2012

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**AIM EXPLORATION INC.**  
**(An Exploration Stage Company)**  
**BALANCE SHEETS**

**ASSETS****CURRENT ASSETS**

Cash	29,990	-
<b>TOTAL ASSETS</b>	<b>29,990</b>	<b>-</b>

**LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)****CURRENT LIABILITIES**

Accounts payable and accrued liabilities	14,794	19,400
Loans from Related Party	10,200	10,000
<b>TOTAL CURRENT LIABILITIES</b>	<b>24,994</b>	<b>29,400</b>

**STOCKHOLDERS' EQUITY ( DEFICIT )**

Common Stock Authorized 250,000,000 shares of common stock, \$0.001 par value, Issued and outstanding	50,000	10,000
Subscription Receivable	-	(10,000)
Deficit accumulated during the exploration stage	(45,004)	(29,400)
<b>TOTAL STOCKHOLDER'S EQUITY/(DEFICIT)</b>	<b>4,996</b>	<b>(29,400)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY/(DEFICIT)</b>	<b>29,990</b>	<b>-</b>

The accompanying notes are an integral part of these financial statements

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**AIM EXPLORATION INC.**  
**(An Exploration Stage Company)**  
**STATEMENTS OF OPERATIONS**

	Year ended August 31, 2011	Cumulative results from inception (February 18, 2010) to August 31, 2010	Cumulative results from inception (February 18, 2010) to August 31, 2011
<b>REVENUE</b>			
Revenues	\$ -	\$ -	\$ -
<b>Total Revenues</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>EXPENSES</b>			
Office and general	\$ 210	\$ -	\$ 210
Professional Fees	15,394	29,400	44,794
<b>Total Expenses</b>	<b>\$ 5,604</b>	<b>\$ 29,400</b>	<b>\$ 45,004</b>
<b>NET LOSS</b>	<b>\$ (15,604)</b>	<b>\$ (29,400)</b>	<b>\$ (45,004)</b>
<b>BASIC AND DILUTED LOSS PER COMMON SHARE</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING</b>	<b>10,219,178</b>	<b>10,000,000</b>	

The accompanying notes are an integral part of these financial statements

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**AIM EXPLORATION INC.**  
**(An Exploration Stage Company)**  
**STATEMENT OF STOCKHOLDERS' EQUITY**  
**From inception (February 18, 2010) to August 31, 2011**

Common Stock

Deficit  
accumulated

	Number of shares	Amount	Share Subscriptions Receivable	exploration stage	Total
Balance at inception - February 18, 2010		-	-	-	-
Founders shares issued for cash	10,000,000	\$ 10,000	\$ (10,000)	\$ -	\$ -
Net Loss to August 31, 2010				(29,400)	(29,400)
<b>Balance, August 31, 2010</b>	<b>10,000,000</b>	<b>\$ 10,000</b>	<b>\$ (10,000)</b>	<b>\$ (29,400)</b>	<b>\$ (29,400)</b>
Subscription Received			10,000		10,000
Common stock issued for cash	40,000,000	40,000	-	-	40,000
Net Loss for the year ended August 31, 2011	-	-	-	(15,604)	(15,604)
<b>Balance, August 31, 2011</b>	<b>50,000,000</b>	<b>\$ 50,000</b>	<b>\$ -</b>	<b>\$ (45,004)</b>	<b>\$ 4,996</b>

The accompanying notes are an integral part of these financial statements

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**AIM EXPLORATION INC.**  
**(An Exploration Stage Company)**  
**STATEMENTS OF CASH FLOW**

	Year ended August 31, 2011	February 18, 2010 (date of inception) to August 31, 2010	February 18, 2010 (date of inception) to August 31, 2011
<b>OPERATING ACTIVITIES</b>			
Net loss	\$ (15,604)	\$ (29,400)	\$ (45,004)
Adjustment to reconcile net loss to net cash used in operating activities			
Increase (decrease) in accrued expenses	\$ (5,394)	\$ 19,400	\$ 24,794
<b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>	<b>\$ (10,210)</b>	<b>\$ (10,000)</b>	<b>\$ (20,210)</b>
<b>FINANCING ACTIVITIES</b>			
Proceeds from sale of common stock	40,000	-	40,000
Loan from related party	200	10,000	10,200
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>\$ 40,200</b>	<b>\$ 10,000</b>	<b>\$ 50,200</b>
<b>NET INCREASE ( DECREASE) IN CASH</b>	<b>\$ 29,990</b>	<b>\$ -</b>	<b>\$ 29,990</b>
<b>CASH, BEGINNING OF PERIOD</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>CASH, END OF PERIOD</b>	<b>\$ 29,990</b>	<b>\$ -</b>	<b>\$ 29,990</b>
Supplemental cash flow information and noncash financing activities:			
Cash paid for:			
Interest	\$ -	\$ -	\$ -
Income taxes	\$ -	\$ -	\$ -
Founders shares receivable paid to attorney	\$ 10,000	\$ -	\$ 10,000
Issuance of Founders shares	\$ -	\$ 10,000	\$ 10,000

The accompanying notes are an integral part of these financial statements

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**AIM EXPLORATION INC.**  
**(An Exploration Stage Company)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**August 31, 2011**

**NOTE 1 – NATURE OF OPERATIONS AND BASIS OF PRESENTATION**

Aim Exploration, Inc. ("Company") is the initial exploration stage and has incurred losses since inception totaling \$45,004. The Company was incorporated on February 18, 2010 in the State of Nevada and established a fiscal year end at August 31. The Company is an exploration stage company as defined in FASB ASC 915 organized to engage in mineral exploration.

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of Presentation**

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

### **Cash and Cash Equivalents**

For purposes of the statement of cash flows, the Company considers highly liquid financial instruments purchased with a maturity of three months or less to be cash equivalents. There were no cash equivalents at August 31, 2011 or 2010.

### **Advertising**

Advertising costs are expensed as incurred. As of August 31, 2011, no advertising costs have been incurred.

### **Property**

The Company does not own or rent any property. The office space is provided by the president (or a director or whoever) at no charge.

### **Use of Estimates and Assumptions**

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

### **Income Taxes**

The Company follows the liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax balances. Deferred tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply to the taxable income in the years in which those differences are expected to be recovered or settled.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment.

### **Exploration-Stage Company**

The Company is considered an exploration-stage company, having limited operating revenues during the period presented, as defined by the FASB standard. This standard requires companies to report their operations, shareholders' deficit and cash flows since inception through the date that revenues are generated from management's intended operations, among other things. Management has provided financial data since February 18, 2010, "Inception," in the financial statements. Since inception, the Company has incurred a net loss of \$45,004. The Company's working capital has been generated through the sale of common stock and shareholder loans.

### **Fair Value of Financial Instruments**

The Company has adopted Accounting Standards Codification subtopic 820-10, Fair Value Measurements and Disclosures ("ASC 820-10"). ASC 820-10 defines fair value, establishes a framework for measuring fair value and enhances fair value measurement disclosure. ASC 820-10 delays, until the first quarter of fiscal year 2009, the effective date for ASC 820-10 for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The adoption of ASC 820-10 did not have a material impact on the Company's financial position or operations, but does require that the Company disclose assets and liabilities that are recognized and measured at fair value on a non-recurring basis, presented in a three-tier fair value hierarchy, as follows:

- Level 1. Observable inputs such as quoted prices in active markets;
- Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The following presents the gross value of assets that were measured and recognized at fair value:

- Level 1: none
- Level 2: none
- Level 3: none

The Company adopted Accounting Standards Codification subtopic 825-10, Financial Instruments ("ASC 825-10"), which permits entities to choose to measure many financial instruments and certain other items at fair value. The adoption of this standard did not have an impact on the Company's financial position, results of operations or cash flows. The carrying value of cash and cash equivalents, accounts payable and accrued expenses, as reflected in the balance sheets, approximate fair value because of the short-term maturity of these instruments.

### **Net Loss per Share**

Basic loss per share includes no dilution and is computed by dividing loss available to common stockholders by the weighted average number of common shares outstanding for the period. Dilutive loss per share reflects the potential dilution of securities that could share in the losses of the Company. Because the Company does not have any potentially dilutive securities, the accompanying presentation is only of basic loss per share.

### **Impairment of Long-Lived Assets**

In accordance with ASC 360, Property Plant and Equipment, the Company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life. Recoverability is assessed based on the carrying amount of the asset and its fair value which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value.

### **Stock-based Compensation**

The Company adopted FASB guidance on stock based compensation upon inception at February 18, 2010. Under FASB ASC 718-10-30-2, all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative. The Company has not had any stock and stock options issued for services and compensation for the period from inception (February 18, 2010) through August 31, 2011.

#### **Recent Accounting Pronouncements**

In September 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-08, Intangibles - Goodwill and Other (Topic 350): Testing Goodwill for Impairment. The guidance in ASU 2011-08 is intended to reduce complexity and costs by allowing an entity the option to make a qualitative evaluation about the likelihood of goodwill impairment to determine whether it should calculate the fair value of a reporting unit. The amendments also improve previous guidance by expanding upon the examples of events and circumstances that an entity should consider between annual impairment tests in determining whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Also, the amendments improve the examples of events and circumstances that an entity having a reporting unit with a zero or negative carrying amount should consider in determining whether to measure an impairment loss, if any, under the second step of the goodwill impairment test. The amendments in this ASU are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued. The adoption of this guidance is not expected to have a material impact on the Company's financial position or results of operations.

In June 2011, the FASB issued ASU 2011-05, "Comprehensive Income (Topic 220): Presentation of Comprehensive Income", which is effective for annual reporting periods beginning after December 15, 2011. ASU 2011-05 will become effective for the Company on December 1, 2012. This guidance eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. In addition, items of other comprehensive income that are reclassified to profit or loss are required to be presented separately on the face of the financial statements. This guidance is intended to increase the prominence of other comprehensive income in financial statements by requiring that such amounts be presented either in a single continuous statement of income and comprehensive income or separately in consecutive statements of income and comprehensive income. The adoption of ASU 2011-05 is not expected to have a material impact on our financial position or results of operations.

In May 2011, the FASB issued ASU 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs", which is effective for annual reporting periods beginning after December 15, 2011. This guidance amends certain accounting and disclosure requirements related to fair value measurements. Additional disclosure requirements in the update include: (1) for Level 3 fair value measurements, quantitative information about unobservable inputs used, a description of the valuation processes used by the entity, and a qualitative discussion about the sensitivity of the measurements to changes in the unobservable inputs; (2) for an entity's use of a nonfinancial asset that is different from the asset's highest and best use, the reason for the difference; (3) for financial instruments not measured at fair value but for which disclosure of fair value is required, the fair value hierarchy level in which the fair value measurements were determined; and (4) the disclosure of all transfers between Level 1 and Level 2 of the fair value hierarchy. ASU 2011-04 will become effective for the Company on December 1, 2012. We are currently evaluating ASU 2011-04 and have not yet determined the impact that adoption will have on our financial statements.

In April 2011, the FASB issued ASU 2011-02, "Receivables (Topic 310): A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring". This amendment explains which modifications constitute troubled debt restructurings ("TDR"). Under the new guidance, the definition of a troubled debt restructuring remains essentially unchanged, and for a loan modification to be considered a TDR, certain basic criteria must still be met. For public companies, the new guidance is effective for interim and annual periods beginning on or after June 15, 2011, and applies retrospectively to restructuring occurring on or after the beginning of the fiscal year of adoption. ASU 2011-02 has become effective for the Company on September 1, 2012. The Company does not believe that the guidance will have a material impact on its financial statements.

In April 2010, the FASB issued ASU No. 2010-18 regarding improving comparability by eliminating diversity in practice about the treatment of modifications of loans accounted for within pools under Subtopic 310-30 - Receivable - Loans and Debt Securities Acquired with Deteriorated Credit Quality ("Subtopic 310-30"). Furthermore, the amendments clarify guidance about maintaining the integrity of a pool as the unit of accounting for acquired loans with credit deterioration. Loans accounted for individually under Subtopic 310-30 continue to be subject to the troubled debt restructuring accounting provisions within Subtopic 310-40, Receivables—Troubled Debt Restructurings by Creditors. The amendments in this Update are effective for modifications of loans accounted for within pools under Subtopic 310-30 occurring in the first interim or annual period ending on or after July 15, 2010. The amendments are to be applied prospectively. Early adoption is permitted. We are currently evaluating the impact of this ASU; however, we do not expect the adoption of this ASU to have a material impact on our financial statements.

In February 2010, the FASB issued ASU No. 2010-09 regarding subsequent events and amendments to certain recognition and disclosure requirements. Under this ASU, a public company that is a SEC filer, as defined, is not required to disclose the date through which subsequent events have been evaluated. This ASU is effective upon the issuance of this ASU. The adoption of this ASU did not have a material impact on our financial statements.

In January 2010, the FASB issued ASU No. 2010-06 regarding fair value measurements and disclosures and improvement in the disclosure about fair value measurements. This ASU requires additional disclosures regarding significant transfers in and out of Levels 1 and 2 of fair value measurements, including a description of the reasons for the transfers. Further, this ASU requires additional disclosures for the activity in Level 3 fair value measurements, requiring presentation of information about purchases, sales, issuances and settlements in the reconciliation for fair value measurements. This ASU is effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. We are currently evaluating the impact of this ASU; however, we do not expect the adoption of this ASU to have a material impact on our financial statements.

#### **NOTE 3 – GOING CONCERN**

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Currently, the Company has a working capital surplus of \$4,996, an accumulated deficit of \$45,004 and net loss from operations since inception of \$45,004. The Company does not have a source of revenue sufficient to cover its operation costs giving substantial doubt for it to continue as a going concern. The Company will be dependent upon the raising of additional capital through placement of our common stock in order to implement its business plan, or merge with an operating company. There can be no assurance that the Company will be successful in either situation in order to continue as a going concern. The Company is funding its initial operations by way of issuing common shares.

The officers and directors have committed to advancing certain operating costs of the Company, including Legal, Audit, Transfer Agency and Edgarizing costs

#### **NOTE 4 – CAPITAL STOCK**

The Company's capitalization is 250,000,000 common shares with a par value of \$0.001 per share. No preferred shares have been authorized or issued.

On February 18, 2010, a director of the Company purchased 10,000,000 shares of the common stock in the Company at \$0.001 per share for \$10,000. This amount was included in subscriptions receivable as of August 31, 2010.

As of August 31, 2011, the Company has not granted any stock options and has not recorded any stock-based compensation.

As of August 31, 2011, the Company issued 40,000,000 shares for cash of \$40,000 to 34 shareholders.

The payment of the \$10,000 stock receivable was a payment made to the attorney.

#### **NOTE 5 – LOAN PAYABLE – RELATED PARTY LOANS**

As of August 31, 2011 and 2010, total advances from a director of the Company were \$10,200 and \$10,000 respectively. The amount is unsecured, non-interest bearing and is due on demand.

**NOTE 6 – INCOME TAXES**

The Company has losses carried forward for income tax purposes for August 31, 2011. There are no current or deferred tax expenses for the period ended August 31, 2011 due to the Company's loss position. The Company has fully reserved for any benefits of these losses. The deferred tax consequences of temporary differences in reporting items for financial statement and income tax purposes are recognized, as appropriate. Realization of the future tax benefits related to the deferred tax assets is dependent on many factors, including the Company's ability to generate taxable income within the net operating loss carry forward period.

Management has considered these factors in reaching its conclusion as to the valuation allowance for financial reporting purposes.

	August 31, 2011	August 31, 2010
	45,004	29,400
	35%	35%
	15,751	10,290
	(15,751)	(10,290)
	\$ 0	\$ 0

The net federal operating loss carry forward will expire beginning 2030. This carry forward may be limited upon the consummation of a business combination under IRC Section 381. The Company has no uncertain tax position.

**NOTE 7 - SUBSEQUENT EVENTS**

The Company has evaluated subsequent events from the balance sheet date through the date the financial statements were issued and has determined that there are no material events to disclose.

**NOTE 8 - SUBSEQUENT EVENTS**

The Company has evaluated subsequent events from the balance sheet date through the date the financial statements were issued and has determined that there are no events to disclose.

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**AIM EXPLORATION INC.**  
**(An Exploration Stage Company)**  
**CONDENSED FINANCIAL STATEMENTS**  
**February 29, 2012**

**CONDENSED BALANCE SHEETS**

**CONDENSED STATEMENTS OF OPERATIONS**

**CONDENSED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)**

**CONDENSED STATEMENTS OF CASH FLOWS**

**NOTES TO UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS**

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**AIM EXPLORATION INC.**  
**(An Exploration Stage Company)**  
**CONDENSED BALANCE SHEETS**

	February 29, 2012 (Unaudited)	August 31, 2011 (Audited)
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 14,540	\$ 29,990
<b>TOTAL ASSETS</b>	<b>\$ 14,540</b>	<b>\$ 29,990</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>CURRENT LIABILITIES</b>		

Accounts payable and accrued liabilities	\$	10,804 \$	14,794
Loans from Related Party		10,300	10,200
<b>TOTAL CURRENT LIABILITIES</b>	\$	21,104 \$	24,994

**STOCKHOLDERS' EQUITY ( DEFICIT )**

Capital stock			
Authorized			
250,000,000 shares of common stock, \$0.001 par value,			
Issued and outstanding			
50,000,000 shares	\$	50,000 \$	50,000
Deficit accumulated during the exploration stage		(56,564)	(45,004)
<b>TOTAL STOCKHOLDER'S EQUITY/(DEFICIT)</b>	\$	(6,564) \$	4,996
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY/(DEFICIT)</b>	\$	14,540 \$	29,990

The accompanying notes are an integral part of these financial statements

F-10

**AIM EXPLORATION INC.**  
**(An Exploration Stage Company)**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**Unaudited**

	3 months ended February 29, 2012	3 months ended February 28, 2011	6 months ended February 29, 2012	6 months ended February 28, 2011	Cumulative results from inception (February 18, 2010) to February 29, 2012
<b>REVENUE</b>					
Revenues	\$ -	\$ -	\$ -	\$ -	-
<b>Total Revenues</b>	\$ -	\$ -	\$ -	\$ -	-
<b>EXPENSES</b>					
Office and general	\$ 1,290	\$ -	\$ 7,500	\$ -	7,710
Professional Fees	-	-	4,060	-	48,854
<b>Total Expenses</b>	\$ 1,290	\$ -	\$ 11,560	\$ -	56,564
<b>NET LOSS</b>	\$ (1,290)	\$ -	\$ (11,560)	\$ -	(56,564)
<b>BASIC AND DILUTED LOSS PER COMMON SHARE</b>					
	\$ -	\$ -	\$ -	\$ -	-
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING</b>					
	50,000,000	10,000,000	50,000,000	10,000,000	

The accompanying notes are an integral part of these financial statements

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**AIM EXPLORATION INC.**  
**(An Exploration Stage Company)**  
**CONDENSED STATEMENTS OF STOCKHOLDERS'**  
**EQUITY (DEFICIT)**  
**From inception (February 18, 2010) to February 29,**  
**2012**  
**Unaudited**

	Common Stock Number of shares	Amount	Share Subscriptions Receivable	Deficit accumulated during the exploration stage	Total
Balance at inception - February 18, 2010	-	-	-	-	-
Founder's shares issued for cash	10,000,000	\$ 10,000	(10,000) \$	-	-
Net Loss to August 31, 2010				(29,400)	(29,400)
<b>Balance, August 31 2010</b>	<b>10,000,000</b>	<b>\$ 10,000</b>	<b>(10,000) \$</b>	<b>(29,400) \$</b>	<b>(29,400)</b>
Subscription Received August 24, 2011	40,000,000	\$40,000	10,000		10,000

Net Loss for the year ended August 31, 2011				(15,604)	40,000
<b>Balance, August 31 2011</b>	<b>50,000,000 \$</b>	<b>50,000 \$</b>	<b>- \$</b>	<b>(45,004) \$</b>	<b>4,996</b>
Net Loss for the period ended February 29, 2012	-	-	-	(11,560)	(11,560)
<b>Balance, February 29, 2012</b>	<b>50,000,000 \$</b>	<b>50,000 \$</b>	<b>- \$</b>	<b>(56,564) \$</b>	<b>(6,564)</b>

The accompanying notes are an integral part of these financial statements

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**AIM EXPLORATION INC.**  
(An Exploration Stage Company)  
**CONDENSED STATEMENTS OF CASH FLOWS**  
**Unaudited**

	6 months ended February 29, 2012	6 months ended February 28, 2011	February 18, 2010 (date of inception) to February 29, 2012
<b>OPERATING ACTIVITIES</b>			
Net loss	\$ (11,560)	\$ -	\$ (56,564)
Adjustment to reconcile net loss to net cash used in operating activities			
Increase (decrease) in accounts payable	3,990	-	20,804
<b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>	<b>\$ (15,550)</b>	<b>\$ -</b>	<b>\$ (35,760)</b>
<b>FINANCING ACTIVITIES</b>			
Proceeds from sale of common stock	-	-	40,000
Loan from related party	100	-	10,300
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>\$ 100</b>	<b>\$ -</b>	<b>\$ 50,300</b>
<b>NET INCREASE ( DECREASE) IN CASH</b>	<b>\$ (15,450)</b>	<b>\$ -</b>	<b>\$ 14,540</b>
<b>CASH, BEGINNING OF PERIOD</b>	<b>\$ 29,990</b>	<b>\$ -</b>	<b>\$ -</b>
<b>CASH, END OF PERIOD</b>	<b>\$ 14,540</b>	<b>\$ -</b>	<b>\$ 14,540</b>
Supplemental cash flow information and noncash financing activities:			
Cash paid for:			
Interest	\$ -	\$ -	\$ -
Income taxes	\$ -	\$ -	\$ -
Founders shares receivable paid to attorney	\$ -	\$ -	\$ -
Issuance of Founders shares	\$ -	\$ -	\$ -

The accompanying notes are an integral part of these financial statements

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**AIM EXPLORATION INC.**  
(An Exploration Stage Company)  
**NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS**  
**February 29, 2012**

**NOTE 1 – CONDENSED FINANCIAL STATEMENTS**

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at February 29, 2012, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's August 31, 2011 audited financial statements. The results of operations for the periods ended February 29, 2012 and the same period last year are not necessarily indicative of the operating results for the full years.

**Exploration Stage Company**

The Company is considered to be an exploration stage company as defined in ASC 915. The Company has devoted substantially all of its efforts to the corporate formation, the raising of capital, identifying property for acquisition and initiating mineral claims.

**NOTE 2 – GOING CONCERN**

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Currently, the Company has a working capital deficit of \$6,564, an accumulated deficit of \$56,564 and net loss from operations since inception of \$56,564. The Company does not have a source of revenue sufficient to cover its operation costs giving substantial doubt for it to continue as a going concern. The Company will be dependent upon the raising of additional capital through placement of our common stock in order to implement its business plan, or merge with an operating company. There can be no assurance that the Company will be successful in either situation in order to continue as a going concern. The Company is funding its initial operations by way of issuing common shares.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

### **NOTE 3 - RECENT ACCOUNTING PRONOUNCEMENTS**

In September 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-08, Intangibles - Goodwill and Other (Topic 350): Testing Goodwill for Impairment. The guidance in ASU 2011-08 is intended to reduce complexity and costs by allowing an entity the option to make a qualitative evaluation about the likelihood of goodwill impairment to determine whether it should calculate the fair value of a reporting unit. The amendments also improve previous guidance by expanding upon the examples of events and circumstances that an entity should consider between annual impairment tests in determining whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Also, the amendments improve the examples of events and circumstances that an entity having a reporting unit with a zero or negative carrying amount should consider in determining whether to measure an impairment loss, if any, under the second step of the goodwill impairment test. The amendments in this ASU are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued. The adoption of this guidance is not expected to have a material impact on the Company's financial position or results of operations.

In June 2011, the FASB issued ASU 2011-05, "Comprehensive Income (Topic 220): Presentation of Comprehensive Income", which is effective for annual reporting periods beginning after December 15, 2011. ASU 2011-05 will become effective for the Company on December 1, 2012. This guidance eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. In addition, items of other comprehensive income that are reclassified to profit or loss are required to be presented separately on the face of the financial statements. This guidance is intended to increase the prominence of other comprehensive income in financial statements by requiring that such amounts be presented either in a single continuous statement of income and comprehensive income or separately in consecutive statements of income and comprehensive income. The adoption of ASU 2011-05 is not expected to have a material impact on our financial position or results of operations.

In May 2011, the FASB issued ASU 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs", which is effective for annual reporting periods beginning after December 15, 2011. This guidance amends certain accounting and disclosure requirements related to fair value measurements. Additional disclosure requirements in the update include: (1) for Level 3 fair value measurements, quantitative information about unobservable inputs used, a description of the valuation processes used by the entity, and a qualitative discussion about the sensitivity of the measurements to changes in the unobservable inputs; (2) for an entity's use of a nonfinancial asset that is different from the asset's highest and best use, the reason for the difference; (3) for financial instruments not measured at fair value but for which disclosure of fair value is required, the fair value hierarchy level in which the fair value measurements were determined; and (4) the disclosure of all transfers between Level 1 and Level 2 of the fair value hierarchy. ASU 2011-04 will become effective for the Company on December 1, 2012. We are currently evaluating ASU 2011-04 and have not yet determined the impact that adoption will have on our financial statements.

In April 2011, the FASB issued ASU 2011-02, "Receivables (Topic 310): A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring". This amendment explains which modifications constitute troubled debt restructurings ("TDR"). Under the new guidance, the definition of a troubled debt restructuring remains essentially unchanged, and for a loan modification to be considered a TDR, certain basic criteria must still be met. For public companies, the new guidance is effective for interim and annual periods beginning on or after June 15, 2011, and applies retrospectively to restructuring occurring on or after the beginning of the fiscal year of adoption. ASU 2011-02 has become effective for the Company on September 1, 2012. The Company does not believe that the guidance will have a material impact on its financial statements.

In April 2010, the FASB issued ASU No. 2010-18 regarding improving comparability by eliminating diversity in practice about the treatment of modifications of loans accounted for within pools under Subtopic 310-30 - Receivable - Loans and Debt Securities Acquired with Deteriorated Credit Quality ("Subtopic 310-30"). Furthermore, the amendments clarify guidance about maintaining the integrity of a pool as the unit of accounting for acquired loans with credit deterioration. Loans accounted for individually under Subtopic 310-30 continue to be subject to the troubled debt restructuring accounting provisions within Subtopic 310-40, Receivables—Troubled Debt Restructurings by Creditors. The amendments in this Update are effective for modifications of loans accounted for within pools under Subtopic 310-30 occurring in the first interim or annual period ending on or after July 15, 2010. The amendments are to be applied prospectively. Early adoption is permitted. We are currently evaluating the impact of this ASU; however, we do not expect the adoption of this ASU to have a material impact on our financial statements.

In February 2010, the FASB issued ASU No. 2010-09 regarding subsequent events and amendments to certain recognition and disclosure requirements. Under this ASU, a public company that is a SEC filer, as defined, is not required to disclose the date through which subsequent events have been evaluated. This ASU is effective upon the issuance of this ASU. The adoption of this ASU did not have a material impact on our financial statements.

In January 2010, the FASB issued ASU No. 2010-06 regarding fair value measurements and disclosures and improvement in the disclosure about fair value measurements. This ASU requires additional disclosures regarding significant transfers in and out of Levels 1 and 2 of fair value measurements, including a description of the reasons for the transfers. Further, this ASU requires additional disclosures for the activity in Level 3 fair value measurements, requiring presentation of information about purchases, sales, issuances and settlements in the reconciliation for fair value measurements. This ASU is effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. We are currently evaluating the impact of this ASU; however, we do not expect the adoption of this ASU to have a material impact on our financial statements.

### **NOTE 4 - LOAN PAYABLE - RELATED PARTY LOANS**

The Company has received \$10,300 as a loan from a related party. The loan is unsecured, due on demand and non-interest bearing.

### **NOTE 5 - SUBSEQUENT EVENTS**

The Company has evaluated subsequent events from the balance sheet date through the date the financial statements were issued and has determined that there are no material events to disclose.

**AIM EXPLORATION INC.**

13,500,000 SHARES

COMMON STOCK

PROSPECTUS

**DEALER PROSPECTUS DELIVERY OBLIGATION**

Until (180 days after the effective date), all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

## Information Not Required In the Prospectus

**Other Expenses of Issuance and Distribution**

The estimated costs of this offering are as follows:

Securities and Exchange Commission registration fee	\$ 15.47
Transfer Agent Fees	\$ 0.00
Accounting fees and expenses	\$ 5,000.00
Legal fees and expenses	\$35,000.00
Edgar filing fees	\$ 2,000.00
Miscellaneous (printing, etc.)	\$ 984.53
<b>Total</b>	<b><u>\$43,000.00</u></b>

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

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

**Indemnification of Directors and Officers**

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

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

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

Our bylaws provide that we will indemnify and advance litigation expenses to our directors, officers, employees and agents to the extent permitted by law, the Articles or our Bylaws, and shall indemnify and advance litigation expenses to our directors, officers, employees and agents to the extent required by law, the Articles or our Bylaws. Our obligation of indemnification, if any, shall be conditioned on our receiving prompt notice of the claim and the opportunity to settle and defend the claim. We may, to the extent permitted by law, purchase and maintain insurance on behalf of an individual who is or was a directors, officer, employee or agent of ours.

Our bylaws provide that we will advance all expenses incurred to our directors, officers, employees and agents to the extent permitted by law, our Articles or our Bylaws, and shall indemnify and advance litigation expenses to our directors, officers, employees and agents to the extent required by law, the Articles or our Bylaws. Our obligations of indemnification, if any, shall be conditioned on our receiving of prompt notice of the claim and the opportunity to settle and defend the claim. We may, to the extent permitted by law, purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of ours.

#### Recent Sales of Unregistered Securities

On February 18, 2010, we issued 10,000,000 common shares at \$0.001 per share to our director, for net proceeds of \$10,000.

On August 29, 2011, we issued 40,000,000 common shares at \$0.001 per share to various investors, for net proceeds of \$40,000.

All of the above shares were issued pursuant to private placements that were exempt from registration provided under Regulation S of the Securities Act of 1933. Our reliance upon the exemption under Rule 903 of Regulation S of the Securities Act was based on the fact that the sale of the securities was completed in an "offshore transaction," as defined in Rule 902(h) of Regulation S. We did not engage in any directed selling efforts, as defined in Regulation S, in the United States in connection with the sale of the securities. Each investor was not a US person, as defined in Regulation S, and was not acquiring the securities for the account or benefit of a US person.

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#### Exhibits

Exhibit Number	Description
<a href="#">3.1</a>	<a href="#">Articles of Incorporation</a>
<a href="#">3.2</a>	<a href="#">By-Laws</a>
<a href="#">5.1</a>	<a href="#">Legal Opinion of Esmeralda Musailov, Esq., with consent to use</a>
<a href="#">23.1</a>	<a href="#">Consent of M&amp;K CPAS, PLLC</a>

#### The undersigned registrant hereby undertakes:

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

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

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

**Signatures**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Manila, on the 12<sup>th</sup> day of June, 2012.

**Aim Exploration Inc.**

By: /s/ Gregorio Formoso  
Gregorio Formoso President,  
Chief Executive Officer, Secretary,  
Treasurer, Principal Accounting Officer,  
Chief Financial Officer and Director

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

<b>SIGNATURE</b>	<b>CAPACITY IN WHICH SIGNED</b>	<b>DATE</b>
<u>/s/ Gregorio Formoso</u> Gregorio Formoso	President, Chief Executive Officer, Secretary, Treasurer, Principal Accounting Officer, Principal Financial Officer and Director	June 12, 2012
<u>/s/ Guil Rivera</u> Guil Rivera	Director	June 12, 2012



**ROSS MILLER**  
 Secretary of State  
 204 North Carson Street, Suite 4  
 Carson City, Nevada 89701-4520  
 (775) 684 5708  
 Website: www.nvsos.gov

**Articles of Incorporation**  
 (PURSUANT TO NRS CHAPTER 78)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20100102517-39</b>
	Filing Date and Time <b>02/18/2010 8:02 AM</b>
	Entity Number <b>E0070442010-2</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

<b>1. Name of Corporation:</b>	Aim Exploration Inc.			
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: Incsmart.biz, Inc. Name			
	<input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below)			
	Name of Noncommercial Registered Agent <b>OR</b> Name of Title of Office or Other Position with Entity			
	Street Address	City	Nevada	Zip Code
Mailing Address (if different from street address)	City	Nevada	Zip Code	
<b>3. Authorized Stock:</b> (number of shares corporation is authorized to issue)	Number of shares with par value: 250,000,000	Par value per share: \$ 0.001	Number of shares without par value:	
<b>4. Names and Addresses of the Board of Directors/Trustees:</b> (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) Manjinder Dhinsa Name			
	1725 65th Street	Edmonton	AB	T6L1N1
	Street Address	City	State	Zip Code
	2) _____ Name			
Street Address	City	State	Zip Code	
<b>5. Purpose:</b> (optional; see instructions)	The purpose of the corporation shall be:			
<b>6. Name, Address and Signature of Incorporator:</b> (attach additional page if more than one incorporator)	Manjinder Dhinsa Name	<input checked="" type="checkbox"/> Incorporator Signature		
1725 65th Street	Edmonton	AB	T6L1N1	
Address	City	State	Zip Code	
<b>7. Certificate of Acceptance of Appointment of Registered Agent:</b>	I hereby accept appointment as Registered Agent for the above named Entity.			
<input checked="" type="checkbox"/>	Authorized Signature of Registered Agent or On Behalf of Registered Agent/ Entity			Date

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles  
 Revised: 4-10-09

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## CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **AIM EXPLORATION INC.**, did on February 18, 2010, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my  
hand and affixed the Great Seal of State, at my  
office on February 18, 2010.



ROSS MILLER



Secretary of State

Certified By: Greg Devaul  
Certificate Number: C20100218-2329  
You may verify this certificate  
online at <http://www.nvsos.gov/>

**BYLAWS  
OF  
AIM EXPLORATION INC.**

February 18, 2010

**ARTICLE I**

**OFFICES AND CORPORATE SEAL**

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

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

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

**ARTICLE II**

**SHAREHOLDERS**

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

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

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

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

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

SECTION 2.6 Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of, or permitted to vote at, any meeting of shareholders or any adjournment thereof, or for the purpose of determining shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, sixty (60) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of, or permitted to vote at, a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the board may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty (60) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not enclosed and no record date is fixed for the determination of shareholders entitled to notice of, or permitted to vote at, a meeting of shareholders, or for the determination of shareholders entitled to receive payment of a dividend, the record date shall be 4:00 p.m. on the day before the day on which notice of the meeting is given or, if notice is waived, the record date shall be the day on which, and the time at which, the meeting is commenced. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, provided that the board may fix a new record date for the adjourned meeting and further provided that such adjournments do not in the aggregate exceed thirty (30) days. The record date for determining shareholders entitled to express consent to action without a meeting pursuant to Section 2.9 shall be the date on which the first shareholder signs the consent.

## SECTION 2.7 Quorum and Adjournment.

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

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

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

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

SECTION 2.11 Conduct of Meetings. Meetings of the shareholders shall be presided over by a chairman to be chosen, subject to confirmation after tabulation of the votes, by a majority of the shareholders entitled to vote at the meeting who are present in person or by proxy. The secretary for the meeting shall be the Secretary of the Corporation, or if the Secretary of the Corporation is absent, then the chairman initially chosen by a majority of the shareholders shall appoint any person present to act as secretary. The chairman shall conduct the meeting in accordance with the Corporation's Articles, Bylaws and the notice of the meeting, and may establish rules for conducting the business of the meeting. After calling the meeting to order, the chairman initially chosen shall call for the election inspector, or if no inspector is present then the secretary of the meeting, to tabulate the votes represented at the meeting and entitled to be cast. Once the votes are tabulated, the shares entitled to vote shall confirm the chairman initially chosen or shall choose another chairman, who shall confirm the secretary initially chosen or shall choose another secretary in accordance with this section. If directors are to be elected, the tabulation of votes present at the meeting shall be announced prior to the casting of votes for the directors.

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

## ARTICLE III

### DIRECTORS

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

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

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

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

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

SECTION 3.6 Place of Meetings. Unless otherwise agreed by a majority of the directors then serving, all meetings of the Board of Directors shall be held at the Corporation's principal office between the hours of 9:00 a.m. and 5:00 p.m., and such meetings may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.6 shall constitute presence in person at such meeting.

SECTION 3.7 Annual Meetings. Annual meetings of the Board shall be held immediately following the annual meeting of the shareholders and in the same place as the annual meeting of shareholders. In the event such meeting is not held, the meeting may be held at such time and place as shall be specified in a notice

given as hereinafter provided for special meetings of the Board, or as shall be specified in a written waiver of notice by all of the directors.

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

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

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

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

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

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

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

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

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

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

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

## **ARTICLE IV**

### **OFFICERS**

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

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

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

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

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

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

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

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

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

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

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

## **ARTICLE V**

### **AUTHORITY TO INCUR CORPORATE OBLIGATIONS**

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

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

## **ARTICLE VI**

### **SHARES AND THEIR TRANSFER**

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

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

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

## **ARTICLE VII**

### **FISCAL YEAR**

The fiscal year of the Corporation shall be August 31.

## **ARTICLE VIII**

### **DIVIDENDS**

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

**ARTICLE IX**

**INDEMNIFICATION**

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

**ARTICLE X**

**REPEAL, ALTERATION OR AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned, being the directors of Aim Exploration Inc., adopt the foregoing Bylaws, effective as of the date first written above.

DIRECTOR:

/s/ Gregorio Formoso

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Gregorio Formoso ~ DIRECTOR

**CERTIFICATION**

The undersigned, as secretary of Aim Exploration Inc., hereby certifies that the foregoing Bylaws were duly adopted by the Board of Directors.

/s/ Gregorio Formoso

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Gregorio Formoso ~ SECRETARY

June 12, 2012

**Via EDGAR**

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

Ladies and Gentlemen:

**Re: Aim Exploration Inc. (the "Company")**

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

1. The Company is a duly and legally organized and existing Nevada State Corporation, with its registered office located in Las Vegas, Nevada and its principal place of business located in Manila, Philippines. The Articles of Incorporation and corporate registration fees were submitted to the Nevada Secretary of State's office and filed with the office on February 18, 2010. The Company's existence and form is valid and legal pursuant to Nevada law.
2. The Company is a fully and duly incorporated Nevada corporate entity. The Company has one class of Common Stock at this time. Neither the Articles of Incorporation, Bylaws, nor amendments thereto, nor subsequent resolutions change the non-assessable characteristics of the Company's common shares of stock. The Common Stock previously issued by the Company is in legal form and in compliance with the laws of the State of Nevada, its Constitution and reported judicial decisions interpreting those laws and when such stock was issued it was duly authorized, fully paid for and non-assessable.
3. To my knowledge, the Company is not a party to any legal proceedings nor are there any judgments against the Company, nor are there any actions or suits filed or threatened against it or its officers and directors, in their capacities as such, other than as set forth in the registration statement. I know of no disputes involving the Company and the Company has no claim, actions or inquiries from any federal, state or other government agency, other than as set forth in the registration statement. I know of no claims against the Company or any reputed claims against it at this time, other than as set forth in the registration statement.
4. The Company's outstanding shares are all common shares. There are no liquidation preference rights held by any of the Shareholders upon voluntary or involuntary liquidation of the Company.
5. The directors and officers of the Company are indemnified against all costs, expenses, judgments and liabilities, including attorney's fees, reasonably incurred by or imposed upon them or any of them in connection with or resulting from any action, suit or proceedings, civil or general, in which the officer or director is or may be made a party by reason of his being or having been such a director or officer. This indemnification is not exclusive of other rights to which such director or officer may be entitled as a matter of law.

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6. The Company's Articles of Incorporation presently provide the authority to the Company to issue 250,000,000 shares of common stock, with a par value of \$0.001 per share.
7. Under the applicable law of the State of Nevada (including statutory, regulatory and case law), the 13,500,000 shares of common stock of the Company being registered pursuant to the Registration Statement for resale by the selling shareholders are duly authorized by all necessary corporate action on the part of the Company and are validly issued, fully paid and nonassessable and, when sold as contemplated in the Registration Statement, will continue to be validly issued, fully paid and nonassessable.

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

Yours very truly,

/s/ Esmeralda Musailov

Esmeralda Musailov, Esq.  
Attorney-at-Law

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Aim Exploration Inc.

We consent to the use of our report dated May 31, 2012 with respect to the financial statements of Aim Exploration Inc. as of and for the periods ended August 31, 2011 and 2010, and to the reference to our firm under the caption "Experts", included in the Registration Statement on Form S-1 filed by Aim Exploration Inc. dated June 12, 2012.

/s/ M&K CPAS, PLLC  
Houston, Texas  
June 12, 2012

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