

**U.S. SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM SB-2**  
Registration Statement  
Under the Securities Act of 1934

**DMA Minerals Inc.**  
(Name of Small Business Issuer in Its Charter)

NEVADA  
(State or Other Jurisdiction of  
Incorporation or Organization)

1000  
(Primary Standard Industrial  
Identification No.)

20-5024859  
(I.R.S. Employer  
Classification Code Number)

Church Barn, 3 Church Lane  
Barlby, Selby, England YO8 5JG  
(Address of principal Executive Offices)

(775)981-9022  
(Telephone and Fax Number)

Law Office of Michael M. Kessler  
3436 American River Drive, Suite 11  
Sacramento, CA 95864  
(Name and Address of Agent for Service)

(916)239-4000  
(Telephone Number)

(916)239-4008  
(Fax Number)

Approximate Date of Commencement 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. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee (1)
Common Stock Shares	1,200,000	\$0.05	\$60,000	\$6.42

- (1) Registration Fee has been paid via Fedwire.
- (2) This is the initial offering and no current trading market exists for our common stock. The price paid for the currently issued and outstanding common stock was valued at \$0.005 per share.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c).

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 said Section 8(a), may determine.

## PROSPECTUS

### **DMA Minerals Inc. 1,200,000 shares of Common Stock at \$.05 per share**

This is the initial offering of common stock of DMA Minerals Inc. and no public market currently exists for the securities being offered. DMA Minerals Inc. is offering for sale a total of 1,200,000 of common stock at a price of \$.05 per share. The offering is being conducted on a self-underwritten, best effort, all-or-none basis, which means our officer and director will attempt to sell the shares. We intend to open a standard, non-interest bearing, bank checking account to be used only for the deposit of funds received from the sale of the shares in this offering. If all the shares are not sold and the total offering amount is not deposited by the expiration date of the offering, the funds will be promptly returned to the investors, without interest or deduction. The shares will be offered at a price of \$.05 per share for a period of one hundred and eighty (180) days from the effective date of this prospectus, unless extended by our board of directors for an additional 90 days. The offering will end on \_\_\_\_\_, 200\_ (date to be inserted in a subsequent amendment).

DMA Minerals Inc. is an exploration stage company and currently has no operations. Any investment in the shares offered herein involves a high degree of risk. You should only purchase shares if you can afford a loss of your investment. Our independent auditor has issued an audit opinion for DMA Minerals Inc. which includes a statement expressing substantial doubt as to our ability to continue as a going concern.

### **BEFORE INVESTING, YOU SHOULD CAREFULLY READ THIS PROSPECTUS, PARTICULARLY, THE RISK FACTORS SECTION BEGINNING ON PAGE 4.**

Neither the U.S. Securities and Exchange Commission nor any state securities division has approved or disapproved these securities, or determined if this prospectus is truthful, accurate, current or complete. Any representation to the contrary is a criminal offense.

	<b><u>Offering Price Per Share</u></b>	<b><u>Total Amount of Offering</u></b>	<b><u>Underwriting Commissions</u></b>	<b><u>Proceeds To Us</u></b>
Common Stock	\$.05	\$60,000	\$0	\$60,000

As of the date of this prospectus, there is no public trading market for our common stock and no assurance that a trading market for our securities will ever develop.

The information in this prospectus is not complete and may be changed. We will not sell these securities until the registration statement filed with the U.S. Securities and Exchange Commission has been cleared of comments and is declared effective. 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 of sale is not permitted.

Subject to Completion, Dated \_\_\_\_\_, 200\_\_

## TABLE OF CONTENTS

	<u>Page No.</u>
SUMMARY OF PROSPECTUS	3
General Information about Our Company	3
The Offering	3
RISK FACTORS	4
Risks Associated with our Company	4
Risks Associated with this Offering	7
FORWARD LOOKING STATEMENTS	9
USE OF PROCEEDS	9
DETERMINATION OF OFFERING PRICE	10
DILUTION	10
PLAN OF DISTRIBUTION	11
Offering will be Sold by Our Officer and Directors	11
Terms of the Offering	12
Deposit of Offering Proceeds	12
Procedures for and Requirements for Subscribing	12
LEGAL PROCEEDINGS	12
DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS	13
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	15
DESCRIPTION OF SECURITIES	15
INTEREST OF NAMED EXPERTS AND COUNSEL	16
DISCLOSURE OF COMMISSION POSITION OF INDEMNIFICATION FOR SECURITIES ACT LIABILITIES	16
ORGANIZATION WITHIN LAST FIVE YEARS	17
DESCRIPTION OF OUR BUSINESS	17
Glossary	17
General Information	18
Competition	26
Compliance with Government Regulation	26
Patents and Trademarks	27
Need for Any government Approval of Principal Products	27
Research and Development Activities	27
Employees and Employment Agreements	28
Reports to Security Holders	28
PLAN OF OPERATION	28
DESCRIPTION OF PROPERTY	33
CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	33
MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS	33
EXECUTIVE COMPENSATION	36
FINANCIAL STATEMENTS	36
CHANGES IN & DISAGREEMENTS WITH ACCOUNTANTS	36

## **Summary**

### **General Information**

You should read the following summary together with the more detailed business information and the financial statements and related notes that appear elsewhere in this prospectus. In this prospectus, unless the context otherwise denotes, references to “we”, “us”, “our”, “DMA” and “DMA Minerals” are to DMA Minerals Inc.

DMA Minerals Inc. was incorporated in the State of Nevada on June 6, 2006 to engage in the acquisition, exploration and development of natural resource properties. We intend to use the net proceeds from this offering to develop our business operations. (See “Business of the Company” and “Use of Proceeds”.) We are an exploration stage company with no revenues or operating history. The principal executive offices are located at Church Barn, 3 Church Lane, Barlby, Selby, England YO8 5JG. The telephone number is (775)981-9022.

We received our initial funding of \$6,000 through the sale of common stock to our officer who purchased 1,200,000 shares of our common stock at \$0.005 per share on June 6, 2006. From inception until the date of this filing we have had limited operating activities. Our financial statements from inception (June 6, 2006) through the year ended July 31, 2006 report no revenues and a net loss of \$615. Our independent auditor has issued an audit opinion for DMA Minerals Inc. which includes a statement expressing substantial doubt as to our ability to continue as a going concern.

Our mineral claim has been staked and we hired a professional geologist to prepare a geological report. We have not yet commenced any exploration activities on the claim. Our property, known as the TG Mineral Claim may not contain any reserves and funds that we spend on exploration will be lost. Even if we complete our current exploration program and are successful in identifying a mineral deposit we will be required to expend substantial funds to bring our claim to production.

There is no current public market for our securities. As our stock is not publicly traded, investors should be aware they probably will be unable to sell their shares and their investment in our securities is not liquid.

### **Offering**

Securities Being Offered	1,200,000 shares of common stock.
Price per Share	\$0.05
Offering Period	The shares are offered for a period not to exceed 180 days, unless extended by our board of directors for an additional 90 days.
Net Proceeds	\$60,000
Securities Issued And Outstanding	1,200,000 shares of common stock were issued and outstanding as of the date of this prospectus.
Registration costs	We estimate the total offering registration costs to be \$5,100.

## **Risk Factors**

An investment in these securities involves an exceptionally high degree of risk and is extremely speculative in nature. Following are what we believe to be all the material risks involved if you decide to purchase shares in this offering.

### **Risks Associated With Our Company:**

*Without the funding from this offering we will be unable to implement our business plan.*

Our current operating funds are less than necessary to complete the intended exploration program on our mineral claim. We will need the funds from this offering to complete our business plan. As of July 31, 2006, we had cash in the amount of \$5,385. We currently do not have any operations and we have no income.

*We are an exploration stage company but have not yet commenced exploration activities on our claim. We expect to incur operating losses for the foreseeable future.*

We have not yet commenced exploration on the TG Mineral Claim. Accordingly, we have no way to evaluate the likelihood that our business will be successful. We were incorporated on June 6, 2006 and to date have been involved primarily in organizational activities and the acquisition of the mineral claim. We have not earned any revenues as of the date of this prospectus. 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 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. These potential problems include, but are not limited to, unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. Prior to completion of our exploration stage, we anticipate that we will incur increased operating expenses without realizing any revenues. We expect to incur significant losses into the foreseeable future. We recognize that if we are unable to generate significant revenues from development and production of minerals from the claim, we will not be able to earn profits or continue operations. There is no history upon which to base any assumption as to the likelihood that we will prove successful, and it is doubtful that we will generate any operating revenues or ever achieve profitable operations. If we are unsuccessful in addressing these risks, our business will most likely fail.

*Our independent auditor has issued an audit opinion for DMA Minerals Inc. which includes a statement describing our going concern status. Our financial status creates a doubt whether we will continue as a going concern.*

As described in Note 6 of our accompanying financial statements, our lack of operations and any guaranteed sources of future capital create substantial doubt as to our ability to continue as a going concern. If our business plan does not work, we could remain as a start-up company with limited operations and revenues.

*Because management has no experience in mineral exploration, our business has a higher risk of failure.*

Our management has no professional training or technical credentials in the field of geology. As a result, he may not be able to recognize and take advantage of potential acquisition and exploration opportunities in the sector without the aid of qualified geological consultants. His decisions and choices may not take into account standard engineering or managerial approaches mineral exploration companies commonly use. Consequently our operations, earnings and ultimate financial success may suffer irreparable harm as a result.

*There is the risk that our property does not contain any known bodies of ore resulting in any funds spent on exploration being lost.*

There is the likelihood of our mineral claim containing little or no economic mineralization or reserves of minerals. We have a geological report and the claim has been staked per British Columbia regulations. However; there is the possibility that our claim does not contain any reserves, resulting in any funds spent on exploration being lost.

*Because we have not surveyed the claim, we may discover mineralization on the claim that is not within our claim boundaries.*

While we have conducted a mineral claim title search, this should not be construed as a guarantee of claim boundaries. Until the claim is surveyed, the precise location of the boundaries of the claim may be in doubt. If we discover mineralization that is close to the claim boundaries, it is possible that some or all of the mineralization may occur outside the boundaries. In such a case we would not have the right to extract those minerals.

*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 the mineral claims into commercial production.*

If our exploration program is successful in establishing ore of commercial tonnage and grade, we will require additional funds in order to advance the claim into commercial production. Obtaining additional financing would be subject to a number of factors, including the market price for the minerals, investor acceptance of our claims and general market conditions. These factors may make the timing, amount, terms or conditions of additional financing unavailable to us. The most likely source of future funds is through the sale of equity capital. Any sale of share capital will result in dilution to existing shareholders. We may be unable to obtain any such funds, or to obtain such funds on terms that we consider economically feasible and you may lose any investment you make in this offering.

*If access to our mineral claim is restricted by inclement weather, we may be delayed in our exploration and any future mining efforts.*

It is possible that snow or rain could cause the mining roads providing access to our claim to become impassable. The area where the TG Claim is located experiences 20 to 30 inches of precipitation annually of which 25% may occur as a snow equivalent. Winters generally last from November through March. If the roads are impassable we would be delayed in our exploration timetable.

*Government regulation or other legal uncertainties may increase costs and our business will be negatively affected.*

There are several governmental regulations that materially restrict mineral claim exploration and development. Under Canadian mining law, engaging in certain types of exploration requires work permits, the posting of bonds, and the performance of remediation work for any physical disturbance to the land. While these current laws will not affect our initial exploration phase, if we identify exploitable minerals and proceed to excavation operations on the claim, we will incur regulatory compliance costs based upon the size and scope of our operations. In addition, new regulations could increase our costs of doing business and prevent us from exploring for and the exploitation of ore deposits. In addition to new laws and regulations being adopted, existing laws may be applied to mining that have not as yet been applied. These new laws may increase our cost of doing business with the result that our financial condition and operating results may be harmed.

*Because our current officer and director has other business interests, he may not be able or willing to devote a sufficient amount of time to our business operations, causing our business to fail.*

Mr. Daniel Martinez-Atkinson, our sole officer and director of the company, currently devotes approximately 5-7 hours per week providing management services to us. While he 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.

*If our officer and director resigns or dies without having found replacements our operations will be suspended or cease. If that should occur, you could lose your investment.*

We only have one officer and director. We are entirely dependent upon him to conduct our operations. If he should resign or die there will be no one to operate the company. If we lose the services of our officer and director, and until we find another person to replace him, our operations will be suspended or cease entirely. In that event it is possible you could lose your entire investment.

## **Risks Associated With This Offering:**

*We are selling this offering without an underwriter and may be unable to sell any shares.*

This offering is self-underwritten, that is, we are not going to engage the services of an underwriter to sell the shares; we intend to sell them through our officer and director, who will receive no commissions. He plans to offer the shares to friends, relatives, acquaintances and business associates, however; there is no guarantee that he will be able to sell any of the shares. Unless he is successful in selling all of the shares and we receive the proceeds from this offering, we may have to seek alternative financing to implement our business plans.

*Due to the lack of a trading market for our securities, you may have difficulty selling any shares you purchase in this offering.*

We are not registered on any public stock exchange. There is presently no demand for our common stock and no public market exists for the shares being offered in this prospectus. We plan to contact a market maker immediately following the completion of the offering and apply to have the shares quoted on the OTC Electronic Bulletin Board (OTCBB). The OTCBB is a regulated quotation service that displays real-time quotes, last sale prices and volume information in over-the-counter (OTC) securities. We cannot guarantee that our application will be accepted or approved and our stock listed and quoted for sale. As of the date of this filing, there have been no discussions or understandings between DMA Minerals Inc., and anyone acting on our behalf, with any market maker regarding participation in a future trading market for our securities. If no market is ever developed for our common stock, it will be difficult for you to sell any shares you purchase in this offering. If we fail to have our common stock quoted on a public trading market, your common stock will not have a quantifiable value and it may be difficult, if not impossible, to ever resell your shares, resulting in an inability to realize any value from your investment.

*The trading in our shares will be regulated by Securities and Exchange Commission Rule 15g-9 which established the definition of a "penny stock."*

The shares being offered are defined as a penny stock under the Securities and Exchange Act of 1934, and rules of the Commission. The Exchange Act and such penny stock rules generally impose additional sales practice and disclosure requirements on broker-dealers who sell our securities to persons other than certain accredited investors who are, generally, institutions with assets in excess of \$5,000,000 or individuals with net worth in excess of \$1,000,000 or annual income exceeding \$200,000 (\$300,000 jointly with spouse), or in transactions not recommended by the broker-dealer. For transactions covered by the penny stock rules, a broker-dealer must make a suitability determination for each purchaser and receive the purchaser's written agreement prior to the sale. In addition, the broker-dealer must make certain mandated disclosures in penny stock transactions, including the actual sale or purchase price and actual bid and offer quotations, the compensation to be received by the broker-dealer and certain associated



persons, and deliver certain disclosures required by the Commission. Consequently, the penny stock rules may make it difficult for you to resell any shares you may purchase, if at all.

*You will incur immediate and substantial dilution of the price you pay for your shares.*

Our existing stockholder acquired his shares at a cost of \$.005 per share, a cost per share substantially less than that which you will pay for the shares you purchase in this offering. Upon completion of this offering the net tangible book value of the shares held by our existing stockholder (1,200,000 shares) will be increased by \$.023 per share without any additional investment on his part. The purchasers of shares in this offering will incur immediate dilution (a reduction in the net tangible book value per share from the offering price of \$.05 per share) of \$.023 per share. As a result, after completion of the offering, the net tangible book value of the shares held by purchasers in this offering would be \$.027 per share, reflecting an immediate reduction in the \$.05 price per share they paid for their shares.

*Because there is no escrow, trust or similar account, your subscription could be seized by creditors. If that occurs you could lose your investment.*

There is no escrow, trust or similar account in which your subscription will be deposited. It will only be deposited in a separate bank account under our name. As a result, if we are sued for any reason and a judgment is rendered against us, your subscription could be seized in a garnishment proceeding and you could lose your investment, even if we fail to raise the minimum amount in this offering.

*We will incur ongoing costs and expenses for SEC reporting and compliance. Without revenue we may not be able to remain in compliance, making it difficult for investors to sell their shares, if at all.*

Our business plan allows for the payment of the estimated \$5,100 cost of this registration statement to be paid from existing cash on hand. We plan to contact a market maker immediately following the close of the offering and apply to have the shares quoted on the OTC Electronic Bulletin Board. To be eligible for quotation, issuers must remain current in their filings with the SEC. In order for us to remain in compliance we will require cash to cover the cost of these filings, which could comprise a substantial portion of our available cash resources. If we are unable to remain in compliance it may be difficult for you to resell any shares you may purchase, if at all.

*Daniel Martinez-Atkinson, the sole officer and director of the company, beneficially owns 100% of the outstanding shares of our common stock. After the completion of this offering he will own 50% of the outstanding shares. If he chooses to sell his shares in the future, it might have an adverse effect on the price of our stock.*

Due to the amount of Mr. Martinez-Atkinson's share ownership in our company, if he chooses to sell his shares in the public market, the market price of our stock could decrease and all shareholders suffer a dilution of the value of their stock. If he does sell any of his common stock, he will be subject to Rule 144 under the 1933 Securities Act. Rule 144 restricts the ability of our director or officer to sell his shares by limiting the sales of securities during any three-month period to the greater of: (1) 1% of the outstanding common stock of the issuer; or (2) the average weekly reported trading volume in the outstanding common stock reported on all securities exchanges during the four calendar weeks preceding the filing of the required notice of the sale under Rule 144 with the SEC.

### **Forward Looking Statements**

This prospectus contains forward-looking statements that involve risk and uncertainties. We use words such as "anticipate", "believe", "plan", "expect", "future", "intend", and similar expressions to identify such forward-looking statements. Investors should be aware that all forward-looking statements contained within this filing are good faith estimates of management as of the date of this filing. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including the risks faced by us as described in the "Risk Factors" section and elsewhere in this prospectus.

### **Use of Proceeds**

Assuming sale of all of the shares offered herein, of which there is no assurance, the net proceeds from this Offering will be \$60,000. The proceeds are expected to be disbursed, in the priority set forth below, during the first twelve (12) months after the successful completion of the Offering:

Total Proceeds to the Company	\$ 60,000
Phase One Exploration Program	5,840
Phase Two Exploration Program	10,778
Phase Three Exploration Program	33,682
Administration and Office Expense	1,500
Legal and Accounting	7,000
Working Capital	<u>1,200</u>
Total Use of Net Proceeds	<u>\$ 60,000</u>

We will establish a separate bank account and all proceeds will be deposited into that account until the total amount of the offering is received and all shares are sold, at which time the funds will be released to us for use in our operations. In the event we do not sell all of the shares before the expiration date of the offering, all funds will be returned promptly to the subscribers,

without interest or deduction. If necessary, Mr. Martinez-Atkinson, our director, has verbally agreed to loan the company funds to complete the registration process but we will require full funding to implement our complete business plan.

### **Determination of Offering Price**

The offering price of the shares has been determined arbitrarily by us. The price does not bear any relationship to our assets, book value, earnings, or other established criteria for valuing a privately held company. In determining the number of shares to be offered and the offering price, we took into consideration our cash on hand and the amount of money we would need to implement our business plans. Accordingly, the offering price should not be considered an indication of the actual value of the securities.

### **Dilution**

Dilution represents the difference between the offering price and the net tangible book value per share immediately after completion of this offering. Net tangible book value is the amount that results from subtracting total liabilities and intangible assets from total assets. Dilution arises mainly as a result of our arbitrary determination of the offering price of the shares being offered. Dilution of the value of the shares you purchase is also a result of the lower book value of the shares held by our existing stockholder.

As of July 31, 2006, the net tangible book value of our shares was \$5,385 or \$0.004 per share, based upon 1,200,000 shares outstanding.

Upon completion of this offering, but without taking into account any change in the net tangible book value after completion of this offering other than that resulting from the sale of the shares and receipt of the total proceeds of \$60,000, the net tangible book value of the 2,400,000 shares to be outstanding will be \$65,385, or approximately \$.027 per share. Accordingly, the net tangible book value of the shares held by our existing stockholder (1,200,000 shares) will be increased by \$.023 per share without any additional investment on his part. The purchasers of shares in this offering will incur immediate dilution (a reduction in the net tangible book value per share from the offering price of \$.05 per share) of \$.023 per share. As a result, after completion of the offering, the net tangible book value of the shares held by purchasers in this offering would be \$.027 per share, reflecting an immediate reduction in the \$.05 price per share they paid for their shares.

After completion of the offering, the existing shareholder will own 50% of the total number of shares then outstanding, for which he will have made an investment of \$6,000, or \$.005 per share. Upon completion of the offering, the purchasers of the shares offered hereby will own 50% of the total number of shares then outstanding, for which they will have made a cash investment of \$60,000, or \$.05 per Share.

The following table illustrates the per share dilution to the new investors:

Public Offering Price per Share	\$ .05
Net Tangible Book Value Prior to this Offering	\$ .004
Net Tangible Book Value After Offering	\$ .027
Immediate Dilution per Share to New Investors	\$ .023

The following table summarizes the number and percentage of shares purchased the amount and percentage of consideration paid and the average price per share paid by our existing stockholder and by new investors in this offering:

	<b><u>Total Price Per Share</u></b>	<b><u>Number of Shares Held</u></b>	<b><u>Percent of Ownership</u></b>	<b><u>Consideration Paid</u></b>
Existing Stockholder	\$ .005	1,200,000	50%	\$ 6,000
Investors in This Offering	\$ .05	1,200,000	50%	\$ 60,000

### **Plan of Distribution**

#### **Offering will be Sold by Our Officer and Directors**

This is a self-underwritten offering. This Prospectus is part of a prospectus that permits our officer and director to sell the shares directly to the public, with no commission or other remuneration payable to him for any shares he may sell. There are no plans or arrangements to enter into any contracts or agreements to sell the shares with a broker or dealer. Daniel Martinez-Atkinson, our officer and director, will sell the shares and intends to offer them to friends, family members and business acquaintances. In offering the securities on our behalf, he will rely on the safe harbor from broker dealer registration set out in Rule 3a4-1 under the Securities Exchange Act of 1934.

Our officer and director will not register as a broker-dealer pursuant to Section 15 of the Securities Exchange Act of 1934, in reliance upon Rule 3a4-1, which sets forth those conditions under which a person associated with an Issuer may participate in the offering of the Issuer's securities and not be deemed to be a broker-dealer.

- a. Our officer and director is not subject to a statutory disqualification, as that term is defined in Section 3(a)(39) of the Act, at the time of his participation; and,
- b. Our officer and director will not be compensated in connection with his participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities; and

- c. Our officer and director is not, nor will he be at the time of his participation in the offering, an associated person of a broker-dealer; and
- d. Our officer and director meets the conditions of paragraph (a)(4)(ii) of Rule 3a4-1 of the Exchange Act, in that he (A) primarily performs, or is intended primarily to perform at the end of the offering, substantial duties for or on behalf of our company, other than in connection with transactions in securities; and (B) is not a broker or dealer, or been an associated person of a broker or dealer, within the preceding twelve months; and (C) has not participated in selling and offering securities for any Issuer more than once every twelve months other than in reliance on Paragraphs (a)(4)(i) or (a)(4)(iii).

Our officer, director, control persons and affiliates of same do not intend to purchase any shares in this offering.

### **Terms of the Offering**

The shares will be sold at the fixed price of \$.05 per share until the completion of this offering. There is no minimum amount of subscription required per investor, and subscriptions, once received, are irrevocable.

This offering will commence on the date of this prospectus and continue for a period of 180 days (the “Expiration Date”), unless extended by our Board of Directors for an additional 90 days.

### **Deposit of Offering Proceeds**

This is a “best effort”, “all or none” offering and, as such, we will not be able to spend any of the proceeds unless all the shares are sold and all proceeds are received. We intend to hold all funds collected from subscriptions in a separate bank account until the total amount of \$60,000 has been received. At that time, the funds will be transferred to our business account for use in the implementation of our business plan. In the event the offering is not sold out prior to the Expiration Date, all money will be promptly returned to the investors, without interest or deduction.

### **Procedures and Requirements for Subscription**

If you decide to subscribe for any shares in this offering, you will be required to execute a Subscription Agreement and tender it, together with a check or bank draft to us. Subscriptions, once received by the company, are irrevocable. All checks for subscriptions should be made payable to DMA Minerals Inc.

### **Legal Proceedings**

We are not currently involved in any legal proceedings and we are not aware of any pending or potential legal actions.

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

The officer and director of DMA Minerals Inc., whose one year terms will expire on 07/01/07, or at such a time as his successor(s) shall be elected and qualified is as follows:

<b><u>Name &amp; Address</u></b>	<b><u>Age</u></b>	<b><u>Position</u></b>	<b><u>Date First Elected</u></b>	<b><u>Term Expires</u></b>
Daniel Martinez-Atkinson Church Barn, 3 Church Lane Barlby, Selby England YO8 5JG	23	President, Secretary, Treasurer, CFO, CEO & Director	6/06/06	07/01/07

The person named above is a promoter of DMA Minerals Inc., as that term is defined in the rules and regulations promulgated under the Securities and Exchange Act of 1933.

Directors are elected to serve until the next annual meeting of stockholders and until their successors have been elected and qualified. Officers are appointed to serve until the meeting of the board of directors following the next annual meeting of stockholders and until their successors have been elected and qualified.

Daniel Martinez-Atkinson currently devotes 5-7 hours per week to company matters. After receiving funding per our business plan Mr. Martinez-Atkinson intends to devote as much time as the board of directors deems necessary to manage the affairs of the company.

Our officer or director has not been the subject of any order, judgment, or decree of any court of competent jurisdiction, or any regulatory agency permanently or temporarily enjoining, barring, suspending or otherwise limiting him from acting as an investment advisor, underwriter, broker or dealer in the securities industry, or as an affiliated person, director or employee of an investment company, bank, savings and loan association, or insurance company or from engaging in or continuing any conduct or practice in connection with any such activity or in connection with the purchase or sale of any securities.

Our officer and director has not been convicted in any criminal proceeding (excluding traffic violations) and is not the subject of a criminal proceeding which is currently pending.

### **Resume**

**Daniel Martinez-Atkinson** has been President, CEO, Treasurer, CFO, Secretary and Director of the Company since inception.

## **Education**

- Sept 05 – Sept 06      **MA Corporate Strategy and Governance**, University of Nottingham  
Corporate strategy is concerned with how organizations develop, grow and restructure, usually as a result of environmental changes. Corporate governance is closely linked as it is concerned with who controls a company, the relationship between owners and managers, who takes responsibility for decisions, and executive remuneration levels.
- Sept 02 – Jun 05      **BSc Hons Operations Management** – First Class  
Modules focused on information systems, administrative theory, supply chain management, microeconomics, human resources management, finance, managerial accounting, policy, calculus, statistics, project management and management science.
- 2000 – 2002      Repton School  
A levels: Business Studies (A), French (A), Spanish (A)  
AS level: General Studies (C)
- 1999 – 2000      Professional tennis player, based in Malaga, Spain

## **Work Experience**

- Jul 05 – Aug 05      **Placement (administrative assistant), David Lloyd Nottingham**  
Liaison with potential and existing customers in order to meet their individual membership requirements. Assisting with payroll, composing letters for CRB (police) checks and maintaining record systems. This experience really gave me an insight into the running of a business in a client-focused environment.
- Sept 04 – Sept 05      **Consultancy Project, Lew Hoad Campo de Tennis, Dissertation**  
Objective was to create a recovery business plan to ensure that the Lew Hoad Campo de Tennis reaches as a minimum a level of financial break even. Involved in reviewing accounts, holding interviews, collating market data, analyzing results and putting justified recommendations forward to the club.
- Jun 02 – Sept 05      **Tennis Coach, Lew Hoad Campo de Tennis, Malaga, Spain**  
In sole charge of the organization, promotion and running of the children's summer program which ran for 12 weeks. Roles included budgeting, forecasting, staff recruitment and training, purchasing, organizing staff, events and tournaments and the creation and implementation of a publicity campaign. My greatest development during my time at the club was the substantial improvement of my leadership skills.
- Jan 02 – Jun 04      **Bartender, Lincoln Hall, University of Nottingham**

### **Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth information on the ownership of DMA Minerals Inc. voting securities by officers, directors and major shareholders as well as those who own beneficially more than five percent of our common stock as of the date of this prospectus:

<b><u>Name of Beneficial Owner(1)</u></b>	<b><u>No. of Shares Before Offering</u></b>	<b><u>No. of Shares After Offering</u></b>	<b><u>Percentage of Ownership: Before Offering</u></b>		<b><u>After Offering</u></b>
Daniel Martinez-Atkinson	1,200,000	1,200,000	100%		50%
Officers and Directors as a Group	1,200,000	1,200,000	100%		50%

- 
- (1) The person named may be deemed to be a “parent” and “promoter” of the Company, within the meaning of such terms under the Securities Act of 1933, as amended.

### **Description of Securities**

#### **Common Stock**

The authorized capital stock of the Company consists of 75,000,000 shares of Common Stock, par value \$.001. The holders of common stock currently (i) have equal ratable rights to dividends from funds legally available therefore, when, as and if declared by the Board of Directors of the Company; (ii) are entitled to share ratably in all of the assets of the Company available for distribution to holders of common stock upon liquidation, dissolution or winding up of the affairs of the Company; (iii) do not have preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights applicable thereto; and (iv) are entitled to one non-cumulative vote per share on all matters on which stockholders may vote. All shares of common stock now outstanding are fully paid for and non-assessable and all shares of common stock which are the subject of this Offering, when issued, will be fully paid for and non-assessable. Please refer to the Company’s Articles of Incorporation, By-Laws and the applicable statutes of the State of Nevada for a more complete description of the rights and liabilities of holders of the Company’s securities.



### **Non-cumulative Voting**

The holders of shares of our common stock do not have cumulative voting rights, which means that the holders of more than 50% of such outstanding shares, voting for the election of directors, can elect all of the directors to be elected, if they so choose, and, in such event, the holders of the remaining shares will not be able to elect any of the company's directors. After this Offering is completed, the present stockholder will own 50% of the outstanding shares. (See "Principal Stockholders".)

### **Cash Dividends**

As of the date of this prospectus, we have not declared or paid any cash dividends to stockholders. The declaration or payment of any future cash dividend will be at the discretion of the Board of Directors and will depend upon the earnings, if any, capital requirements and financial position of the company, general economic conditions, and other pertinent factors. It is our present intention not to declare or pay any cash dividends in the foreseeable future, but rather to reinvest earnings, if any, in our business operations.

### **Interest of Named Experts and Counsel**

None of the below described experts or counsel have been hired on a contingent basis and none of them will receive a direct or indirect interest in the company.

Our financial statements for the period from inception to the year ended July 31, 2006, included in this prospectus, have been audited by George Stewart, CPA, 2301 S. Jackson St., Suite 101G, Seattle, WA 98144. We include the financial statements in reliance on their reports, given upon their authority as experts in accounting and auditing.

The Law Office of Michael M. Kessler, 3436 American River Drive, Suite 11, Sacramento, CA 95864 has passed upon the validity of the shares being offered and certain other legal matters and is representing us in connection with this offering.

James W. McLeod, P. Geo., 5382 Aspen Way, Delta, B.C. Canada V4K 3S3, has provided us with the geology report contained herein.

### **Disclosure of Commission Position of Indemnification for Securities Act Liabilities**

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers and controlling persons of the small business issuer pursuant to the By-Laws of the company, 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 Act, and is, therefore, unenforceable.

In the event that a claim for indemnification against such liabilities (other than the payment of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or other control 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 to a court of appropriate jurisdiction the question whether such indemnification by it, is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

### **Organization within the Last Five Years**

DMA Minerals Inc. was incorporated in Nevada on June 6, 2006 to engage in the business of acquisition, exploration and development of natural resource properties. At that time Daniel Martinez-Atkinson was named sole officer and director of the company. At that time the Board of Directors voted to seek capital and begin development of our business plan. We received our initial funding of \$6,000 through the sale of common stock to Mr. Martinez-Atkinson who purchased 1,200,000 shares of our Common Stock at \$0.005 per share on June 6, 2006.

### **Description of Business**

We are an exploration stage company with no revenues and a limited operating history. Our independent auditor has issued an audit opinion which includes a statement expressing substantial doubt as to our ability to continue as a going concern. The source of information contained in this discussion is our geology report that has been included as Exhibit 99.2 to this prospectus.

There is the likelihood of our mineral claim containing little or no economic mineralization. The TG Mineral Claim, consisting of 12 contiguous cells totaling 600 acres, is the only claim currently in the company's portfolio. If our claim does not contain any reserves all funds that we spend on exploration will be lost. Even if we complete our current exploration program and are successful in identifying a mineral deposit we will be required to expend substantial funds on further drilling and engineering studies before we will know if we have a commercially viable mineral deposit or reserve.

### **GLOSSARY**

<u>Analcite-bearing trachybasalt</u> -	Analcite or analcime is a hydrous sodium aluminum silicate mineral that predominates in the extrusive or volcanic form of its igneous equivalent, a syenogabbro.
<u>Andesitic to basaltic composition</u> -	a range of rock descriptions using the chemical make-up or mineral norms of the same.
<u>Dry Interior Belt biotic zone</u> -	a division of life forms and climatic zones that make-up or may be particular to British Columbia, Canada. Another example could be the Cariboo Parklands zone.

<u>Elongate basin</u> -	a longer than wide depression that may be favorable to in-filling by adjacent eroding mountains.
<u>Formation</u> -	the fundamental unit of similar rock assemblages used in stratigraphy.
<u>Intermontane belt</u> -	between mountains (ranges), a usually longer than wide depression occurring between enclosing mountain ranges that supply erosional material to infill the basin.
<u>Mineral tenure of British Columbia</u> -	the rights, privileges and obligations specified, by the acquisition of mineral tenure, in the Mineral Tenure Act of the Province. Specifics of what a mineral tenure holder can, cannot and must do to hold mineral title in British Columbia, Canada. Since B.C. is a Provincial jurisdiction mineral tenure lies with the province unless federal jurisdiction is encroached, i.e. fisheries or if the mineral activity takes place in a federal territory, i.e. Nunavut. Also a federally chartered company may have to use Canadian (federal) rules and regulations.
<u>Plagioclase feldspar</u> -	a specific range of chemical composition of common or abundant rock forming silicate minerals.
<u>Porphyritic in augite pyroxene</u> -	Large porphyroblasts or crystals of a specific rock-forming mineral, i.e. augite occurring within a matrix of finer grained rock-forming minerals.
<u>Upper Triassic age Nicola Group</u> -	upper Triassic refers to rock units of similar age within the range of 213 -248 million year, before the present. Age descriptions often use the adjectives, lower-middle-upper to further define the position of age. To constitute a group it must be composed of at least two formations.
<u>Volcaniclastic</u> -	Angular to rounded particles of a wide range of sizes within (a welded) finer grain-sized matrix of volcanic origin.

### **General Information**

The one property in the our portfolio, on which the net proceeds of the offering will be spent, is the TG Mineral Claim, consisting of 600 acres, included within 12 contiguous cells. The TG Mineral Claim was staked using the British Columbia Mineral Titles Online computer Internet system and was assigned Tenure No. 541556 and is good to September 18, 2007.

The mineral claim area may be located at the center of the property the latitude is 51° 11' 3" N and the longitude is 121° 5' 46" W. The claim is motor vehicle accessible from the Village of 70 Mile House, B.C. by traveling 17 miles east southeast along the Upper Loon Lake gravel ranch road to the mineral claim. The Town of 100 Mile House and the City of Kamloops, B.C. which lie 46 miles and 86 miles by road northwest and southeast of the TG mineral claim, respectively. Each offer much of the necessary infrastructure required to base and carry-out an exploration

program (accommodations, communications, equipment and supplies). Kamloops, B.C. is highway accessible from Vancouver, B.C. in a few hours by traveling over the Coquihalla Highway. Much of this area of the interior plateau, with its rolling hills, hosts clusters of lodge pole pine with similar stands of aspen. The area experiences about 20" - 30" of precipitation annually of which about 25% may occur as a snow equivalent. The summers can experience hot weather while the winters are generally more severe than the dry belt to the east and can last from November through March.

The claim has had no known mineral exploration. We have not carried out any exploration work on the claim and have incurred no exploration costs. The future cost of exploration work on the property is disclosed in detail in the Plan of Operation section of this prospectus.

There is not a plant or any equipment currently located on the property.

It is expected that the initial exploration phase will be supported by generators. Water required for exploration and development of the claim is available from several creeks and fresh water lakes located in the area.

A three-phase exploration program to evaluate the area is considered appropriate and is recommended by the geologist in his report. Phase 1 of the work program will consist of detailed prospecting and mineralization mapping, followed by hand trenching to obtain samples. Contingent upon favorable results from Phase 1, Phase 2 work would consist of Magnetometer and VLF electromagnetic, grid controlled surveys over the areas of interest determined by the Phase 1 survey. Phase 3 work would include an induced polarization survey over grid controlled anomalous areas of interest outlined by Phase 1&2 fieldwork. Then hoe or bulldozer trenching, mapping and sampling of bedrock anomalies.

The cost of the proposed program is \$5,840 (USD) for the initial phase of exploration work, \$10,778 for the 2<sup>nd</sup> phase and \$33,682 for the 3<sup>rd</sup> phase. We plan to commence Phase 1 of the exploration program in the spring of 2007 if we are able to raise the necessary funds from this offering.

The discussions contained herein are management's estimates based on information provided by the professional geologist who prepared the geology report for the project. Because we have not commenced our exploration program we cannot provide a more detailed discussion of our plans if we find a viable store of minerals on our property, as there is no guarantee that exploitable mineralization will be found, the quantity or type of minerals if they are found and the extraction process that will be required. We are unable to assure you we will be able to raise the additional funding to proceed with any subsequent work on the claims if mineralization is found in Phases 1, 2 and 3.

### **Acquisition of the Mineral Claim**

The TG Mineral Claim is assigned Tenure Number 541556 and is recorded in the name of our president, Daniel Martinez-Atkinson. The claim is in good standing to September 18, 2007.

### **Requirements or Conditions for Retention of Title**

Title to the property has already been granted to our president, Daniel Martinez-Atkinson, who holds the claim in trust for the Company. To obtain a Free Miner's Certificate, which is required to hold a mining claim in British Columbia, Section 8(1) of the B.C. Mineral Tenure Act (MTA) stipulates that a corporation must be registered under the British Columbia Business Corporations Act. Section 8(2) of the MTA stipulates that an individual applicant must either be a resident of Canada or be authorized to work in Canada. As the corporation is not registered in British Columbia the claim is held in trust for the company by Mr. Martinez-Atkinson who is a Canadian citizen. The TG Mineral Claim was staked using the British Columbia Mineral Titles Online computer Internet system.

All claims staked in British Columbia require \$0.40 per hectare worth of assessment work to be undertaken in year 1 through 3, followed by \$0.80 per hectare per year thereafter. In order to retain title to the property exploration work costs must be recorded and filed with the British Columbia Department of Energy Mines and Petroleum Resources ("BCDM"). The BCDM charges a filing fee, equal to 10% of the value of the work recorded, to record the work.

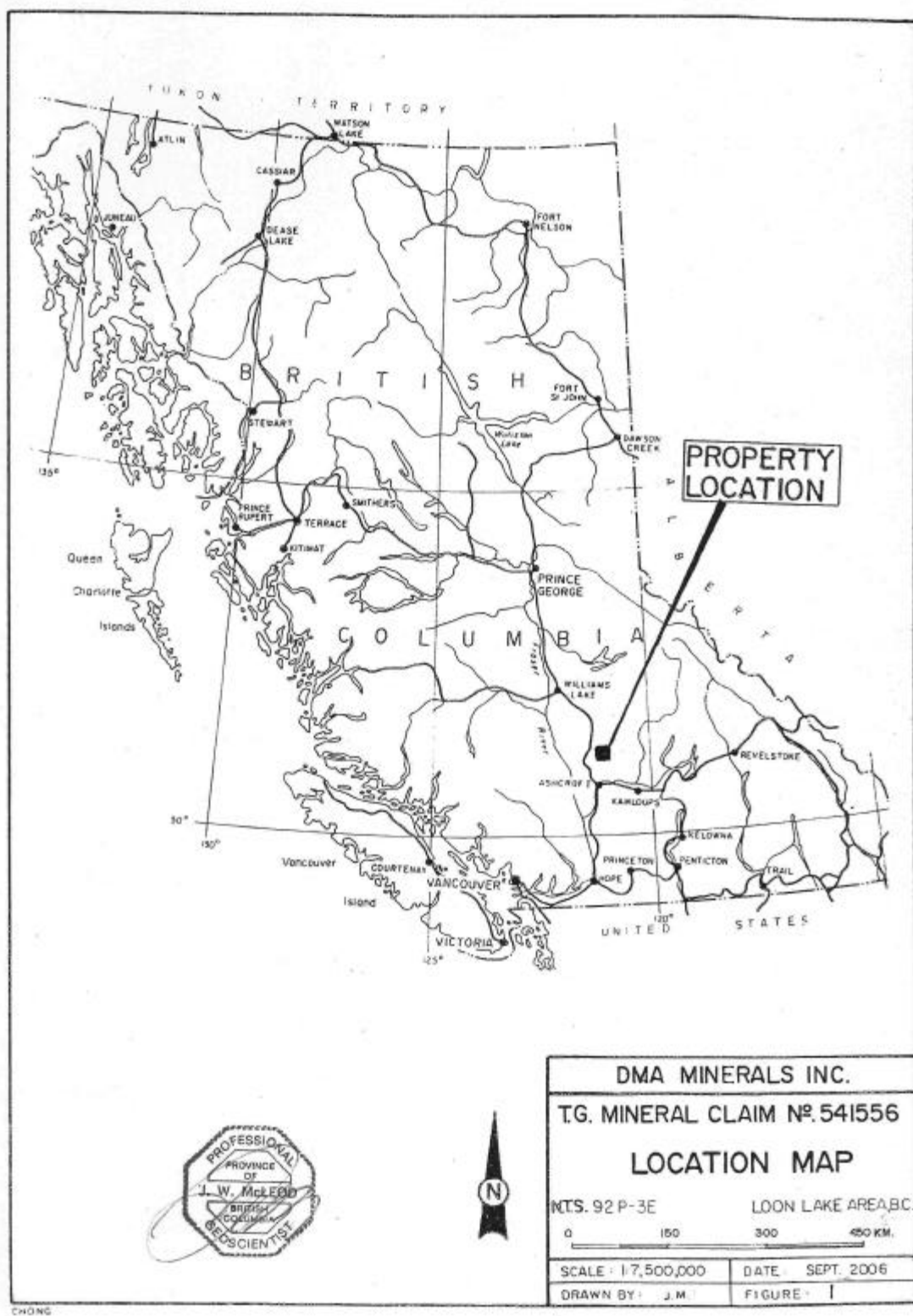
### **Location, Access, Climate, Local Resources & Infrastructure**

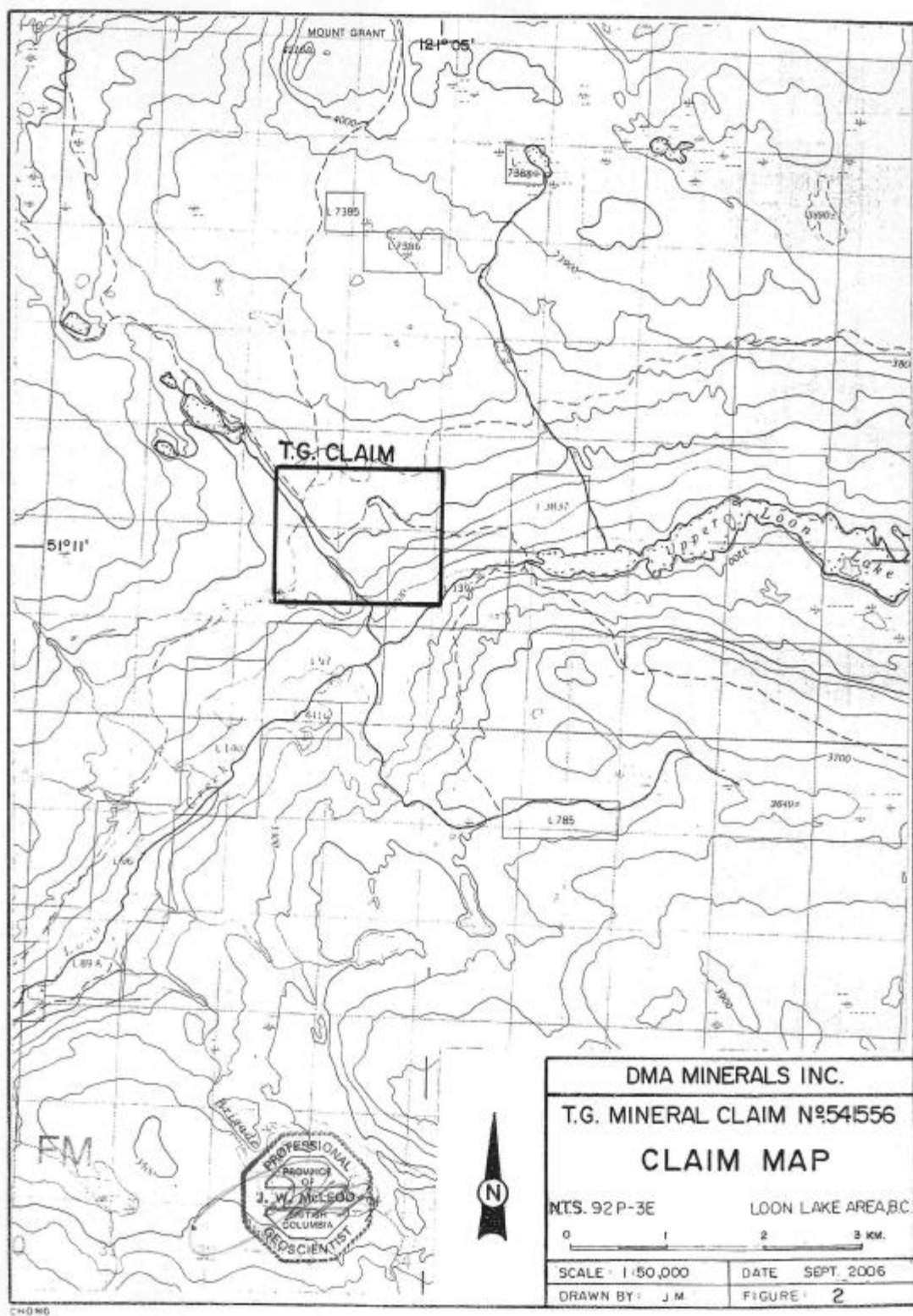
The TG property lies in the interior plateau of the province and within the Cariboo Parkland biotic or life zone of British Columbia. The area experiences about 20" - 30" of precipitation annually of which about 25% may occur as a snow equivalent. The summers can experience hot weather while the winters are generally more severe than the dry belt to the east and can last from November through March.

Much of this area of the interior plateau, with its rolling hills, hosts clusters of lodge pole pine with similar stands of aspen. Douglas fir and Engelmann spruce round out the other evergreen cover, but in lesser abundance. The general area supports an active logging industry. Mining holds an historical and contemporary place in the development and economic well being of the area.

The Town of 100 Mile House and the City of Kamloops, British Columbia which lie 46 miles and 86 miles by road northwest and southeast of the TG mineral claim, respectively. Each offer much of the necessary infrastructure required to base and carry-out an exploration program (accommodations, communications, equipment and supplies). Kamloops, B.C. is highway accessible from Vancouver, B.C. in a few hours by traveling over the Coquihalla Highway. Kamloops has a good airport and the overnight Greyhound bus service is a popular way to send-in samples and to receive additional equipment and supplies.

The claim area ranges in elevation from 3,150 feet to 3,600 feet mean sea level. The physiographic setting of the property can be described as rounded, open range pockets among the clusters of evergreens and aspens in a plateau setting. The surface of the area has been altered both by the erosion and the depositional (drift cover) effects of glaciations. Thickness of drift cover in the valleys may vary considerably. Fresh water lakes and small streams are abundant in the area.









## **History**

The recorded mining history of the general area dates from the 1850's when gold miners passed through the area, often going further north. Some minor placer gold occurrences were discovered in the area of the Bonaparte and Deadman Rivers. The most significant lode gold deposit developed in the area was that of the Vidette Gold Mines, Ltd. of Vancouver, B.C. which operated an underground lode gold deposit at the northeast-end of Vidette Lake. The mine operated from 1931-40 with its production coming from a vein deposit in Nicola volcanic rocks. They rendered the gold produced by flotation. Industrial mineral discoveries have been made in the area, such as volcanic (rhyolite) ash for possible use as pozzolan (a cement additive) and diatomaceous earth.

## **Geological Setting**

### **Regional Geology**

The regional geological mapping conducted during 1964-65 was carried-out by Campbell and Tipper, reported by them on the Bonaparte Lake map area, Geological Survey of Canada, NTS 92P. The area is seen to be underlain by rock units ranging in age from the Pennsylvanian to the Miocene and being mainly of volcanic origin, although some of the older units are of intrusive and sedimentary origin. The older units are only found along the deep incisions found along some of the deeper creek valleys, i.e. the Deadman River and Loon Creek. The younger Eocene - Miocene aged volcanic flow rock units are observed in the area and alkali basalt flows of Miocene age occur as cap rocks in the general area.

### **Local Geology**

The local geological mapping was undertaken in 1988-89 by P.B. Read in his study of the Tertiary stratigraphy and industrial mineral potential of the area. His mapping is detailed and portrays the extensiveness of the basalt flows even in this the southern part of the pervasive and widespread occurrences to the north, an area covering thousands of square miles. He measured the olivine basalt occurrences along the Bonaparte River, Loon Creek and the Deadman River valleys and arrived at an estimated thickness of approximately 1,600 feet. They are thought to lie upon faulted bedrock of Pennsylvanian age and younger.

### **Property Geology**

The geology of the TG property area may be described as being overlain by generally thick Tertiary basalt flows of Eocene - Miocene age. The olivine basalts of the Chasm Formation are the youngest rocks found on the property and throughout the local area. These flows have covered the next youngest units of the Deadman River Formation that hosts the ash and diatomaceous earth occurrences, as well as other water borne younger sediments, such as siltstone, shale, sandstone and conglomerate.

### **Property Mineralization**

The professional geologist has observed in places within the general area pyrite-pyrrhotite-chalcopryite mineralization as mesothermal replacements or vein-type of occurrences that lie peripheral to the porphyry-type occurrence in the volcanic tuffs (as volcanic skarn). These occurrences were observed in the massive volcanic units and in medium grain-sized intrusive rock within steeply dipping to vertical fissure/fault zones with some dissemination in the adjacent wallrock. Alteration accompanying the pyritization is often observed as epidote-chlorite-calcite or as a propylitic assemblage.

### **Competition**

We do not compete directly with anyone for the exploration or removal of minerals from our property as we hold all interest and rights to the claim. Readily available commodities markets exist in Canada and around the world for the sale of minerals. Therefore, we will likely be able to sell any minerals that we are able to recover.

We will be subject to competition and unforeseen limited sources of supplies in the industry in the event spot shortages arise for supplies such as dynamite, and certain equipment such as bulldozers and excavators that we will need to conduct exploration. We have not yet attempted to locate or negotiate with any suppliers of products, equipment or services and will not do so until funds are received from this offering. If we are unsuccessful in securing the products, equipment and services we need we may have to suspend our exploration plans until we are able to do so.

### **Bankruptcy or Similar Proceedings**

There has been no bankruptcy, receivership or similar proceeding.

### **Reorganizations, Purchase or Sale of Assets**

There have been no material reclassifications, mergers, consolidations, or purchase or sale of a significant amount of assets not in the ordinary course of business.

### **Compliance with Government Regulation**

We will be required to comply with all regulations, rules and directives of governmental authorities and agencies applicable to the exploration of minerals in Canada generally, and in British Columbia specifically.

The initial steps of exploration can be carried out without permitting or notification to any government body as it is deemed “low-disturbance/low-impact” by the British Columbia Department of Energy Mines and Petroleum Resources (BCDM).

With respect to the mechanized trenching or diamond drilling a plan of operation will need to be filed with the BCDM. This plan will detail the extent, location and amount of surface disturbance for the trenching and/or drilling. As the amount of trenching and drilling (initially) will be limited, the permit should be issued within 30 days. We will be required to obtain a refundable bond in the amount of \$2,000 - \$3,000 (depending on the anticipated amount of disturbance). The bond is to ensure that we reclaim or repair the disturbance caused by the trenching and drilling. Usually this reclaiming work entails filling in and smoothing the surface at trenching sites, clean up and removal of any work material, and seeding native grass/plants at the site of any disturbance.

In the event that trees larger than 6 inches in diameter need to be cut down, a permit will need to be obtained from the BC Ministry of Forests. This usually takes less than 30 days to obtain. We will try to adjust the areas we work at and trench around larger trees to avoid any disturbance to larger trees. If the disturbance to larger trees is unavoidable then a permit to cut will be obtained.

There are nominal costs involved in obtaining the BCDM or Forestry permits (less than \$100.00). The bond required by the BCDM is returned (with interest) upon proper clean up of the site. There will be costs for the crew and equipment required to fill in the trenches etc., but as heavy equipment is available locally, and the amount of disturbance is expected to be minimal, the costs will be most likely be less than \$2,500.

All claims staked in British Columbia require \$0.40 per hectare worth of assessment work to be undertaken in year 1 through 3, followed by \$0.80 per hectare per year thereafter. In order to retain title to the property exploration work costs must be recorded and filed with the British Columbia Department of Energy Mines and Petroleum Resources ("BCDM"). The BCDM charges a filing fee, equal to 10% of the value of the work recorded, to record the work.

#### **Patents, Trademarks, Franchises, Concessions, Royalty Agreements, or Labor Contracts**

We have no current plans for any registrations such as patents, trademarks, copyrights, franchises, concessions, royalty agreements or labor contracts. We will assess the need for any of these applications on an ongoing basis.

#### **Need for Government Approval for its Products or Services**

We are not required to apply for or have any government approval for our products or services.

#### **Research and Development Costs during the Last Two Years**

We have not expended funds for research and development costs since inception.

## **Employees and Employment Agreements**

Our only employee is our sole officer, Daniel Martinez-Atkinson who currently devotes 5-7 hours per week to company matters and after receiving funding he plans to devote as much time as the board of directors determines is necessary to manage the affairs of the company. There are no formal employment agreements between the company and our current employee.

## **Reports to Securities Holders**

We will provide an annual report that includes audited financial information to our shareholders. We will make our financial information equally available to any interested parties or investors through compliance with the disclosure rules of Regulation S-B for a small business issuer under the Securities Exchange Act of 1934. We will become subject to disclosure filing requirements once our SB-2 registration statement becomes effective, including filing Form 10K-SB annually and Form 10Q-SB quarterly. In addition, we will file Form 8K and other proxy and information statements from time to time as required. We do not intend to voluntarily file the above reports in the event that our obligation to file such reports is suspended under the Exchange Act. The public may read and copy any materials that we file with the Securities and Exchange Commission, ("SEC"), at the SEC's Public Reference Room at 100 F Street NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site (<http://www.sec.gov>) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

## **Plan of Operation**

Our current cash balance is \$5,385. We believe our cash balance is sufficient to fund our limited levels of operations until January 2007. If we experience a shortage of funds prior to funding we may utilize funds from our directors, who have informally agreed to advance funds to allow us to pay for offering costs, filing fees, and professional fees, however they have no formal commitment, arrangement or legal obligation to advance or loan funds to the company. In order to achieve our business plan goals, we will need the funding from this offering. We are an exploration stage company and have generated no revenue to date. We have sold \$6,000 in equity securities to pay for our minimum level of operations.

Our auditor has issued a going concern opinion. This means that there is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay our bills. This is because we have not generated revenues and no revenues are anticipated until we begin removing and selling minerals. There is no assurance we will ever reach that point.

Our exploration target is to find exploitable minerals on our property. Our success depends on achieving that target. There is the likelihood of our mineral claim containing little or no economic mineralization or reserves of minerals. There is the possibility that our claim does not contain any reserves and funds that we spend on exploration will be lost. Even if we complete our current exploration program and are successful in identifying a mineral deposit we will be

required to expend substantial funds to bring our claim to production. We are unable to assure you we will be able to raise the additional funds necessary to implement any future exploration or extraction program even if mineralization is found.

Our plan of operation for the twelve months following the date of this prospectus is to complete the three phases of the exploration program on our claim consisting of detailed prospecting, mineralization mapping, Magnetometer and VLF electromagnetic, grid controlled surveys over the areas of interest, induced polarization survey over grid controlled anomalous areas of interest, hoe or bulldozer trenching, mapping and sampling of bedrock anomalies. In addition to the \$50,300 we anticipate spending for Phases 1-3 of the exploration program as outlined below, we anticipate spending an additional \$15,700 on professional fees, including fees payable in connection with the filing of this registration statement and complying with reporting obligations, and general administrative costs. Total expenditures over the next 12 months are therefore expected to be approximately \$66,000, which is the amount to be raised in this offering and our cash on hand. We will require the funds from this offering to proceed.

The following three phase exploration proposal and cost estimate is offered with the understanding that consecutive phases are contingent upon positive (encouraging) results being obtained from each preceding phase:

### **Phase 1**

Detailed prospecting and mineralization mapping, followed by hand trenching to obtain clean, fresh samples. The estimated cost for this program is all inclusive

\$ 5,840 (6,500CDN)

### **Phase 2**

Magnetometer and VLF electromagnetic, grid controlled surveys over the areas of interest determined by the Phase 1 survey. Included in this estimated cost is transportation, accommodation, board, grid installation, two geophysical surveys, maps and report

\$10,778 (12,000CDN)

### **Phase 3**

Induced polarization survey over grid controlled anomalous areas of interest outlined by Phase 1&2 fieldwork. Hoe or bulldozer trenching, mapping and sampling of bedrock anomalies. Includes assays, detailed maps and reports

\$33,682 (37,500CDN)

Estimated Total \$ 50,300 (56,000CDN)

No recommendations for drilling on the TG mineral claim can be made at this time. If the exploration were to proceed through Phase 3 this decision could be made.

If we are successful in raising the funds from this offering we plan to commence Phase 1 of the exploration program on the claim in the spring of 2007. We expect this phase to take 10 days to complete and an additional one to two months for the geologist to receive the results from the assay lab and prepare his report.

The above program costs are management's estimates based upon the recommendations of the professional geologist's report and the actual project costs may exceed our estimates. To date, we have not commenced exploration.

Following phase one of the exploration program, if it proves successful in identifying mineral deposits, we intend to proceed with phase two of our exploration program. The estimated this program will take approximately 12 days to complete and an additional one to two months for the geologist to receive the results from the assay lab and prepare his report.

Subject to financing, we anticipate commencing the second phase of our exploration program in summer 2007. Subject to financing and the results of phases 1 and 2 we anticipate commencing with phase 3 in fall 2007 or spring 2008. We have a verbal agreement with James McLeod, the professional geologist who prepared the geology report on the TG Mineral Claim, to retain his services for our planned exploration program. We will require additional funding to proceed with any subsequent work on the claim; we have no current plans on how to raise the additional funding. We cannot provide investors with any assurance that we will be able to raise sufficient funds to proceed with any work after the first three phases of the exploration program.

### **Off-Balance Sheet Arrangements**

We do not have any 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 investors.

### **Limited Operating History; Need for Additional Capital**

There is no historical financial information about us on which to base an evaluation of our performance. We are an exploration stage company and have not generated revenues from operations. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources, possible delays in the exploration of our property, and possible cost overruns due to increases in the cost of services.

To become profitable and competitive, we must conduct the exploration of our properties before we start into production of any minerals we may find. We are seeking funding from this offering to provide the capital required for the first three phases of our exploration program. We believe that the funds from this offering will allow us to operate for one year.

We have no assurance that future financing will materialize. If that financing is not available to us for the second phase of our exploration program we may be unable to continue.

### **Liquidity and Capital Resources**

To meet our need for cash we are attempting to raise money from this offering. We cannot guarantee that we will be able to sell all the shares required. If we are successful any money raised will be applied to the items set forth in the Use of Proceeds section of this prospectus. If the first three phases of our exploration program are successful in identifying mineral deposits we will attempt to raise the necessary funds to proceed with subsequent drilling and extraction. The sources of funding we may consider to fund this work include a second public offering, a private placement of our securities or loans from our director or others.

Our director has agreed to advance funds as needed until the offering is completed or failed and has agreed to pay the cost of reclamation of the property should exploitable minerals not be found and we abandon the three phases of our exploration program and there are no remaining funds in the company. While he has agreed to advance the funds, the agreement is verbal and is unenforceable as a matter of law.

The one property in our portfolio, on which the net proceeds of the offering will be spent, is the TG Mineral Claim, staked online as per British Columbia Regulations. The mineral claim has a total surface area of approximately 600 acres, included within 12 contiguous cells. We have not carried out any exploration work on the claim and have incurred no exploration costs.

We received our initial funding of \$6,000 through the sale of common stock to Mr. Daniel Martinez-Atkinson, our officer and director, who purchased 1,200,000 shares of our common stock at \$0.005 per share on June 6, 2006. From inception until the date of this filing we have had no operating activities. Our financial statements from inception (June 6, 2006) through the year ended July 31, 2006 report no revenues and a net loss of \$615.

### **Significant Accounting Policies**

#### **Basis of Presentation**

The Company reports revenue and expenses using the accrual method of accounting for financial and tax reporting purposes.



### **Use of Estimates**

Management uses estimates and assumptions in preparing these financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses.

### **Pro Forma Compensation Expense**

No stock options have been issued by DMA Minerals Inc. Accordingly; no pro forma compensation expense is reported in these financial statements.

### **Mineral Property Acquisition and Exploration Costs**

The Company expenses all costs related to the acquisition and exploration of mineral properties in which it has secured exploration rights prior to establishment of proven and probable reserves. To date, the Company has not established the commercial feasibility of any exploration prospects; therefore, all costs are being expensed.

### **Depreciation, Amortization and Capitalization**

The Company records depreciation and amortization when appropriate using both straight-line and declining balance methods over the estimated useful life of the assets (five to seven years). Expenditures for maintenance and repairs are charged to expense as incurred. Additions, major renewals and replacements that increase the property's useful life are capitalized. Property sold or retired, together with the related accumulated depreciation, is removed from the appropriate accounts and the resultant gain or loss is included in net income.

### **Income Taxes**

The Company accounts for its income taxes in accordance with Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes". Under Statement 109, a liability method is used whereby deferred tax assets and liabilities are determined based on temporary differences between basis used for financial reporting and income tax reporting purposes. Income taxes are provided based on tax rates in effect at the time such temporary differences are expected to reverse. A valuation allowance is provided for certain deferred tax assets if it is more likely than not, that the Company will not realize the tax assets through future operations.

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

Financial accounting Standards Statement No. 107, "Disclosures About Fair Value of Financial Instruments", requires the Company to disclose, when reasonably attainable, the fair market

values of its assets and liabilities which are deemed to be financial instruments. The Company's financial instruments consist primarily of cash and certain investments.

### **Investments**

Investments that are purchased in other companies are valued at cost less any impairment in the value that is other than temporary in nature.

### **Per Share Information**

The Company computes per share information by dividing the net loss for the period presented by the weighted average number of shares outstanding during such period.

### **Description of Property**

We do not currently own any property. We are currently utilizing space at the residence of our president at Church Barn, 3 Church Lane, Barlby, Selby, England YO8 5JG. We believe the current premises are sufficient for our needs at this time.

We currently have no investment policies as they pertain to real estate, real estate interests or real estate mortgages.

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

Daniel Martinez-Atkinson will not be paid for any underwriting services that he performs on our behalf with respect to this offering. He will not receive any interest on any funds that he may advance to us for expenses incurred prior to the offering being closed. Any funds loaned will be repaid from the proceeds of the offering.

On June 6, 2006, a total of 1,200,000 shares of Common Stock were issued to Daniel Martinez-Atkinson in exchange for \$6,000 US, or \$.005 per share. All of such shares are "restricted" securities, as that term is defined by the Securities Act of 1933, as amended, and are held by the officer and director of the Company. (See "Principal Stockholders".)

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

We plan to contact a market maker immediately following the completion of the offering and apply to have the shares quoted on the OTC Electronic Bulletin Board (OTCBB). The OTCBB is a regulated quotation service that displays real-time quotes, last sale prices and volume information in over-the-counter (OTC) securities. The OTCBB is not an issuer listing service, market or exchange. Although the OTCBB does not have any listing requirements per se, to be eligible for quotation on the OTCBB, issuers must remain current in their filings with the SEC or applicable regulatory authority. Market Makers are not permitted to begin quotation of a security whose issuer does not meet this filing requirement. Securities already quoted on the OTCBB that become delinquent in their required filings will be removed following a 30 or 60 day grace period if they do not make their required filing during that time. We cannot guarantee that our

application will be accepted or approved and our stock listed and quoted for sale. As of the date of this filing, there have been no discussions or understandings between DMA Minerals Inc., and, anyone acting on our behalf with any market maker regarding participation in a future trading market for our securities.

As of the date of this filing, there is no public market for our securities. There has been no public trading of our securities, and, therefore, no high and low bid pricing. As of the date of this prospectus we have one shareholder of record. We have paid no cash dividends and have no outstanding options.

### **Penny Stock Rules**

The Securities and Exchange Commission has also adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the Nasdaq system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system).

A purchaser is purchasing penny stock which limits the ability to sell the stock. The shares offered by this prospectus constitute penny stock under the Securities and Exchange Act. The shares will remain penny stocks for the foreseeable future. The classification of penny stock makes it more difficult for a broker-dealer to sell the stock into a secondary market, which makes it more difficult for a purchaser to liquidate his/her investment. Any broker-dealer engaged by the purchaser for the purpose of selling his or her shares in us will be subject to Rules 15c-1 through 15c-10 of the Securities and Exchange Act. Rather than creating a need to comply with those rules, some broker-dealers will refuse to attempt to sell penny stock.

The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from those rules, to deliver a standardized risk disclosure document, which:

- contains a description of the nature and level of risk in the market for penny stock in both public offerings and secondary trading;
- contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the Securities Act of 1934, as amended;
- contains a brief, clear, narrative description of a dealer market, including "bid" and "ask" price for the penny stock and the significance of the spread between the bid and ask price;
- contains a toll-free telephone number for inquiries on disciplinary actions;

- defines significant terms in the disclosure document or in the conduct of trading penny stocks; and
- contains such other information and is in such form (including language, type, size and format) as the Securities and Exchange Commission shall require by rule or regulation;

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, to the customer:

- the bid and offer quotations for the penny stock;
- the compensation of the broker-dealer and its salesperson in the transaction;
- the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and
- monthly account statements showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement to transactions involving penny stocks, and a signed and dated copy of a written suitability statement. These disclosure requirements will have the effect of reducing the trading activity in the secondary market for our stock because it will be subject to these penny stock rules. Therefore, stockholders may have difficulty selling their securities.

### **Regulation M**

Our officer and director, who will offer and sell the shares, is aware that he is required to comply with the provisions of Regulation M, promulgated under the Securities Exchange Act of 1934, as amended. With certain exceptions, Regulation M precludes the officer and director, sales agent, any broker-dealer or other person who participate in the distribution of shares in this offering from bidding for or purchasing, or attempting to induce any person to bid for or purchase any security which is the subject of the distribution until the entire distribution is complete.

### **Reports**

We will become subject to certain filing requirements and will furnish annual financial reports to our stockholders, certified by our independent accountant, and will furnish un-audited quarterly financial reports in our quarterly reports filed electronically with the SEC. All reports and information filed by us can be found at the SEC website, [www.sec.gov](http://www.sec.gov).

### **Executive Compensation**

Our current officer receives no compensation. The current Board of Directors is comprised solely of Daniel Martinez-Atkinson.

#### Summary Compensation Table

<b><u>Name &amp; principle position</u></b>	<b><u>Year</u></b>	<b><u>Salary(\$)</u></b>	<b><u>Bonus(\$)</u></b>	<b><u>Other annual compensation(\$)</u></b>	<b><u>Restricted stock awards(\$)</u></b>	<b><u>Options SARs (\$)</u></b>	<b><u>LTIP Payouts</u></b>	<b><u>All other compensation(\$)</u></b>
D M-Atkinson President	2006	-0-	-0-	-0-	-0-	-0-	-0-	-0-

There are no current employment agreements between the company and its executive officer.

On June 6, 2006, a total of 1,200,000 shares of common stock were issued to Daniel Martinez-Atkinson in exchange for cash in the amount of \$6,000 U.S., or \$.005 per share.

The terms of these stock issuances were as fair to the company, in the opinion of the board of directors, as could have been made with an unaffiliated third party.

Daniel Martinez-Atkinson currently devotes approximately 5-7 hours per week to manage the affairs of the company. He has agreed to work with no remuneration until such time as the company receives sufficient revenues necessary to provide management salaries. At this time, we cannot accurately estimate when sufficient revenues will occur to implement this compensation, or what the amount of the compensation will be.

There are no annuity, pension or retirement benefits proposed to be paid to officers, directors or employees in the event of retirement at normal retirement date pursuant to any presently existing plan provided or contributed to by the company or any of its subsidiaries, if any.

### **Financial Statements**

The financial statements of DMA Minerals Inc. for the year ended July 31, 2006, and related notes, included in this prospectus have been audited by George Stewart, Certified Public Accountants, and have been so included in reliance upon the opinion of such accountants given upon their authority as an expert in auditing and accounting.

### **Changes in and Disagreements with Accountants on Financial Disclosure**

None.

# **DMA MINERALS, INC.**

## **Index**

Report of Independent Registered Public Accounting Firm	F-2
Financial Statements:	
Balance Sheet – July 31, 2006	F-3
Statement of Operations – June 6, 2006 through July 31, 2006	F-4
Statement of Stockholders' Equity - June 6, 2006 through July 31, 2006	F-5
Statement of Cash Flows - June 6, 2006 through July 31, 2006	F-6
Notes to Financial Statements	F-7

GEORGE STEWART, CPA  
2301 SOUTH JACKSON STREET, SUITE 101-G  
SEATTLE, WASHINGTON 98144  
(206) 328-8554 FAX(206) 328-0383

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors  
DMA Minerals, Inc.

I have audited the accompanying balance sheet of DMA Minerals, Inc. (An Exploration Stage Company) as of July 31, 2006, and the related statement of operations, stockholders' equity and cash flows for the period from June 6, 2006 (inception), to July 31, 2006. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. 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. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of DMA Minerals, Inc., (An Exploration Stage Company) as of July 31, 2006, and the results of its operations and cash flows from June 6, 2006 (inception), to July 31, 2006 in conformity with generally accepted accounting principles in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note # 6 to the financial statements, the Company has had no operations and has no established source of revenue. This raises substantial doubt about its ability to continue as a going concern. Management's plan in regard to these matters is also described in Note # 6. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ George Stewart, CPA

Carson City, Nevada  
September 4, 2006

**DMA MINERALS INC.**  
**(An Exploration Stage Company)**  
**Balance Sheet**

---

**ASSETS**

	<b>As of July 31, 2006</b>
	<hr/>
<b>Current Assets</b>	
Cash	\$ 5,385
	<hr/>
<b>Total Current Assets</b>	5,385
	<hr/>
	\$ 5,385
	<hr/> <hr/>

**LIABILITIES & STOCKHOLDERS' EQUITY**

<b>Current Liabilities</b>	
Accounts Payable	\$ 0
	<hr/>
<b>Total Current Liabilities</b>	-
	<hr/>
<b>Total Liabilities</b>	-
	<hr/>
<b>Stockholders' Equity</b>	
Common stock, (\$0.001 par value, 75,000,000 shares authorized; 1,200,000 shares issued and outstanding as of July 31, 2006	1,200
Additional paid-in capital	4,800
Deficit accumulated during exploration stage	(615)
	<hr/>
<b>Total Stockholders' Equity</b>	5,385
	<hr/>
<b>TOTAL LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>	\$ 5,385
	<hr/> <hr/>



**DMA MINERALS INC.**  
**(An Exploration Stage Company)**  
**Statement of Operations**

---

	<b>June 6, 2006 (inception) through July 31, 2006</b>
	<hr/>
<b>Revenues</b>	
Revenues	\$ -
	<hr/>
<b>Total Revenues</b>	-
	<hr/>
<b>General &amp; Administrative Expenses</b>	615
	<hr/>
<b>Total General &amp; Administrative Expenses</b>	<b>(615)</b>
	<hr/>
<b>Net Income (Loss)</b>	<b>\$ (615)</b>
	<hr/> <hr/>
<b>Basic earnings per share</b>	<b>\$ (0.00)</b>
	<hr/> <hr/>
<b>Weighted average number of common shares outstanding</b>	 1,200,000
	<hr/> <hr/>

**DMA MINERALS INC.**  
**(An Exploration Stage Company)**  
**Statement of Changes in Stockholders' Equity**  
**From June 6, 2006 (Inception) through July 31, 2006**

	Common Stock	Common Stock Amount	Additional Paid-in Capital	Deficit Accumulated During Exploration Stage	Total
<b>Balance, June 6, 2006</b>	-	\$ -	\$ -	\$ -	\$ -
Stock issued for cash on June 6, 2006 @ \$0.005 per share	1,200,000	1,200	4,800		6,000
Net loss, July 31, 2006				(615)	(615)
<b>Balance, July 31, 2006</b>	<b>1,200,000</b>	<b>\$ 1,200</b>	<b>\$ 4,800</b>	<b>\$ (615)</b>	<b>\$ 5,385</b>

**DMA MINERALS INC.**  
**(An Exploration Stage Company)**  
**Statement of Cash Flows**

---

**June 6, 2006**  
**(inception)**  
**through**  
**July 31,**  
**2006**

---

**CASH FLOWS FROM OPERATING ACTIVITIES**

Net income (loss)	\$ (615)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:	
Changes in operating assets and liabilities:	
Accounts Payable	-
<i>Net cash provided by (used in) operating activities</i>	<u>(615)</u>

**CASH FLOWS FROM INVESTING ACTIVITIES**

<i>Net cash provided by (used in) investing activities</i>	-
--	---

**CASH FLOWS FROM FINANCING ACTIVITIES**

Issuance of common stock	1,200
Additional paid-in capital	4,800
<i>Net cash provided by (used in) financing activities</i>	<u>6,000</u>
<i>Net increase (decrease) in cash</i>	<u>5,385</u>
<i>Cash at beginning of period</i>	-
<i>Cash at end of year</i>	<u><u>\$ 5,385</u></u>

**SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION**

Cash paid during year for :

Interest	\$ <u>-</u>
Income Taxes	\$ <u>-</u>

DMA MINERALS INC.  
(AN EXPLORATION STAGE COMPANY)  
NOTES TO FINANCIAL STATEMENTS  
JULY 31, 2006

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

DMA Minerals Inc. (the Company) was incorporated on June 6, 2006 under the laws of the State of Nevada. The Company is primarily engaged in the acquisition and exploration of mining properties.

The Company has been in the exploration stage since its formation and has not yet realized any revenues from its planned operations. Upon the location of commercially mine able reserves, the Company plans to prepare for mineral extraction and enter the development stage.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company reports revenue and expenses using the accrual method of accounting for financial and tax reporting purposes.

Use of Estimates

Management uses estimates and assumptions in preparing these financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses.

Pro Forma Compensation Expense

No stock options have been issued by DMA Minerals Inc. Accordingly; no pro forma compensation expense is reported in these financial statements.

Mineral Property Acquisition and Exploration Costs

The Company expenses all costs related to the acquisition and exploration of mineral properties in which it has secured exploration rights prior to establishment of proven and probable reserves. To date, the Company has not established the commercial feasibility of any exploration prospects; therefore, all costs are being expensed.

Depreciation, Amortization and Capitalization

The Company records depreciation and amortization when appropriate using both straight-line and declining balance methods over the estimated useful life of the assets (five to seven years). Expenditures for maintenance and repairs are charged to expense as incurred. Additions, major

DMA MINERALS INC.  
(AN EXPLORATION STAGE COMPANY)  
NOTES TO FINANCIAL STATEMENTS  
JULY 31, 2006

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Renewals and replacements that increase the property's useful life are capitalized. Property sold or retired, together with the related accumulated depreciation, is removed from the appropriate accounts and the resultant gain or loss is included in net income.

Income Taxes

The Company accounts for its income taxes in accordance with Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes". Under Statement 109, a liability method is used whereby deferred tax assets and liabilities are determined based on temporary differences between basis used for financial reporting and income tax reporting purposes. Income taxes are provided based on tax rates in effect at the time such temporary differences are expected to reverse. A valuation allowance is provided for certain deferred tax assets if it is more likely than not, that the Company will not realize the tax assets through future operations.

Fair Value of Financial Instruments

Financial accounting Standards Statement No. 107, "Disclosures About Fair Value of Financial Instruments", requires the Company to disclose, when reasonably attainable, the fair market values of its assets and liabilities which are deemed to be financial instruments. The Company's financial instruments consist primarily of cash and certain investments.

Investments

Investments that are purchased in other companies are valued at cost less any impairment in the value that is other than temporary in nature.

Per Share Information

The Company computes per share information by dividing the net loss for the period presented by the weighted average number of shares outstanding during such period.

NOTE 3 - PROVISION FOR INCOME TAXES

The provision for income taxes for the period ended July 31, 2006 represents the minimum state income tax expense of the Company, which is not considered significant.

NOTE 4 - COMMITMENTS AND CONTINGENCIES

Litigation

The Company is not presently involved in any litigation.

DMA MINERALS INC.  
(AN EXPLORATION STAGE COMPANY)  
NOTES TO FINANCIAL STATEMENTS  
JULY 31, 2006

NOTE 5 - RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Recently issued accounting pronouncements will have no significant impact on the Company and its reporting methods.

NOTE 6 – GOING CONCERN

Future issuances of the Company's equity or debt securities will be required in order for the Company to continue to finance its operations and continue as a going concern. The Company's present revenues are insufficient to meet operating expenses.

The consolidated financial statements of the Company have been prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred cumulative net losses of \$615 since its inception and requires capital for its contemplated operational and marketing activities to take place. The Company's ability to raise additional capital through the future issuances of common stock is unknown. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. The ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

Management plans to raise additional funds through debt or equity offerings. Management's current plan includes a SB-2 registration statement with the U.S. Securities and Exchange Commission of 1,200,000 shares for sale at \$.05 per share to raise capital of \$60,000 to implement their business plan. There is no guarantee that the Company will be able to raise any capital through this or any other offerings.

NOTE 7 – RELATED PARTY TRANSACTIONS

Daniel Martinez – Atkinson, the sole officer and director of the Company may, in the future, become involved in other business opportunities as they become available, thus he may face a conflict in selecting between the Company and his other business opportunities. The Company has not formulated a policy for the resolution of such conflicts.

Daniel Martinez - Atkinson, the sole officer and director of the Company, will not be paid for any underwriting services that he performs on behalf of the Company with respect to the Company's upcoming SB-2 offering. He will also not receive any interest on any funds that he advances to the Company for offering expenses prior to the offering being closed which will be repaid from the proceeds of the offering.

DMA MINERALS INC.  
(AN EXPLORATION STAGE COMPANY)  
NOTES TO FINANCIAL STATEMENTS  
JULY 31, 2006

NOTE 8 – STOCK TRANSACTIONS

Transactions, other than employees' stock issuance, are in accordance with paragraph 8 of SFAS 123. Thus issuances shall be accounted for based on the fair value of the consideration received. Transactions with employees' stock issuance are in accordance with paragraphs (16-44) of SFAS 123. These issuances shall be accounted for based on the fair value of the consideration received or the fair value of the equity instruments issued, or whichever is more readily determinable.

On June 6, 2006 the Company issued a total of 1,200,000 shares of common stock to one director for cash in the amount of \$0.005 per share for a total of \$6,000.

As of July 31, 2006 the Company had 1,200,000 shares of common stock issued and outstanding.

NOTE 9 – STOCKHOLDERS' EQUITY

The stockholders' equity section of the Company contains the following classes of capital stock as of July 31, 2006:

Common stock, \$ 0.001 par value: 75,000,000 shares authorized; 1,200,000 shares issued and outstanding.

### Dealer Prospectus Delivery Obligation

**“Until \_\_\_\_\_, all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers’ obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.”**



**PART II**  
**Information Not Required in the Prospectus**

**Indemnification of Directors and Officers**

DMA Minerals Inc.'s By-Laws allow for the indemnification of the officers and directors in regard to their carrying out the duties of their offices. The board of directors will make determination regarding the indemnification of the director, officer or employee as is proper under the circumstances if he/she has met the applicable standard of conduct set forth in the Nevada General Corporation Law.

Section 78.751 of the Nevada Business Corporation Act provides that each corporation shall have the following powers:

“1. A corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of any fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a pleas of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had a reasonable cause to believe that his conduct was unlawful.

2. A corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in

which the action or suit was brought or other court of competent jurisdiction, determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

3. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 1 and 2, or in defense of any claim, issue or matter therein, he must be indemnified by the corporation against expenses, including attorneys fees, actually and reasonably incurred by him in connection with the defense.

4. Any indemnification under sections 1 and 2, unless ordered by a court or advanced pursuant to section 5, must be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made:

- a. By the stockholders;
- b. By the board of directors by majority vote of a quorum consisting of directors who were not parties to the act, suit or proceeding;
- c. If a majority vote of a quorum consisting of directors who were not parties to the act, suit or proceeding so orders, by independent legal counsel, in a written opinion; or
- d. If a quorum consisting of directors who were not parties to the act, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

5. The certificate of articles of incorporation, the bylaws or an agreement made by the corporation may provide that the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. The provisions of this section do not affect any rights to advancement of expenses to which corporate personnel other than director or officers may be entitled under any contract or otherwise by law.

6. The indemnification and advancement of expenses authorized in or ordered by a court pursuant to this section:

- a. Does not include any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the certificate or articles of incorporation or any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, for either an action in his official capacity or an action in another capacity while holding his office, except that indemnification, unless ordered by a court pursuant to section 2 or for the advancement of expenses made pursuant to section 5, may not be made to or on behalf of any director or officer if

a final adjudication establishes that his acts or omission involved intentional misconduct, fraud or a knowing violation of the law and was material to the cause of action.

- b. Continues for a person who has ceased to be a director, officer, employee or agent and inures to the benefit of the heirs, executors and administrators of such a person.
- c. The Articles of Incorporation provides that “the Corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by the General Corporation Law of Nevada, as amended from time to time.”

As to indemnification for liabilities arising under the Securities Act of 1933 for directors, officers or persons controlling Oliver Creek Resources, we have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy and unenforceable.

### **Other Expenses of Issuance and Distribution**

The estimated costs of the offering are denoted below. Please note all amounts are estimates other than the Commission’s registration fee.

Securities and Exchange Commission registration fee	\$ 6
Accounting fees and expenses	\$ 2,400
Legal fees	\$ 1,500
Preparation and EDGAR conversion fees	\$ 500
Transfer Agent fees	\$ 600
Printing	\$ 94
Total	<u>\$ 5,100</u>

### **Recent Sales of Unregistered Securities**

Set forth below is information regarding the issuance and sales of securities without registration since inception. No such sales involved the use of an underwriter; no advertising or public solicitation was involved; the securities bear a restrictive legend; and no commissions were paid in connection with the sale of any securities.

On June 6, 2006, a total of 1,200,000 shares of common stock were issued in exchange for \$6,000 US, or \$.005 per share. These securities were issued to the officer and director of the company.

### **Exhibits**

Exhibit 3.1	Articles of Incorporation
Exhibit 3.2	Bylaws
Exhibit 5	Opinion re: Legality
Exhibit 23.1	Consent of counsel (Included in Exhibit 5)
Exhibit 23.2	Consent of independent auditor
Exhibit 23.3	Consent of professional geologist
Exhibit 99.1	Subscription Agreement
Exhibit 99.2	Professional Geologist's Report

### **Undertakings**

The undersigned registrant hereby undertakes:

1. To file, during any period in which offers of sales are being made, a post-effective amendment to this registration statement to:
  - (i) Include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information 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 low and 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 volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement ; and
  - (iii) Include any additional or changed material information on the plan of distribution.
2. That, for the purpose of determining any liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered herein, and that 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 of 1933 (the "Act") may be permitted to directors, officers and controlling persons of the small business issuer pursuant to the By-Laws of the company, 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 Act, and is, therefore unenforceable.

In the event that a claim for indemnification against such liabilities (other than the payment of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or other control 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 to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

5. For determining any liability under the Securities Act, we shall treat the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by us under Rule 424(b)(1), or (4), or 497(h) under the Securities Act as part of this registration statement as of the time the Commission declared it effective.
6. For determining any liability under the Securities Act, we shall treat each post-effective amendment that contains a form of prospectus as a new registration statement for the securities offered in the registration statement, and that the offering of the securities at that time as the initial bona fide offering of those securities.

### **Signatures**

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing Form SB-2 and authorized this registration statement to be signed on its behalf by the undersigned, in the village of Barlby, town of Selby, county of North Yorkshire, England, on October 19, 2006.

DMA Minerals Inc.

/s/ Daniel Martinez-Atkinson

By: Daniel Martinez-Atkinson  
(Principal Executive Officer)

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following person in the capacities and date stated.

/s/ Daniel Martinez-Atkinson

Daniel Martinez-Atkinson, President  
(Principal Executive Officer, Principal Financial Officer,  
Principal Accounting Officer)

October 19, 2006

Date