

**RAINMAKER WORLDWIDE INC.
(FORMERLY GOLD AND SILVER MINING OF
NEVADA, INC.)**

(A Developmental Stage Company)

Financial Statements For The Six
Month Period Ended June 30, 2017

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RAINMAKER WORLDWIDE INC. (FORMERLY GOLD AND SILVER MINING OF NEVADA, INC.)

(A Developmental Stage Company)
Consolidated Balance Sheet

June 30, 2017

	2017	2016
Assets		
Current assets:		
Cash and cash equivalents	\$ 0	\$ 1,052
Prepaid expenses	0	190,500
Total Current Assets	0	191,552
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Note receivable (Note 5)	0	12,500,000
Total Assets	\$ 0	\$12,691,552
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Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$ 0	\$ 169,957
Current maturities of convertible notes payable, net of unamortized discount	0	1,038,884
Convertible notes payable	214,500	286,917
Total current liabilities	214,500	1,495,758
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Total Liabilities	214,500	1,495,758
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Stockholders' Deficit:		
Preferred stock - \$0.001 par value; 60,000,000 authorized; 4 shares issued		
Common stock - \$0.001 par value; 5,000,000,000 authorized; 132,912 shares issued (Post Split)	133	102,303
Additional paid-in capital	4,163,857	15,346,089
Deficit accumulated during Developmental stage	(4,378,490)	(4,252,598)
Total Stockholders' Surplus (Deficit)	(214,500)	11,195,794
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Total Liabilities and Stockholders' Surplus	\$ 0	\$12,691,552

See accompanying Notes to Consolidated Financial Statements.

RAINMAKER WORLDWIDE INC.

(FORMERLY GOLD AND SILVER MINING OF NEVADA, INC.)

(A Developmental Stage Company)
 Consolidated Statement of Operations
 Six months ended June 30, 2017

	2017	2016	For the period January 1, 2006 (Date of Inception) Through June 30, 2017
Costs and Expenses:			
General and administrative	\$ 8,645	\$ 30,991	\$ 1,870,724
Contract labor	-	-	45,838
Developmental costs:			
Vehicle and travel	36	1,996	144,841
Mine property field expenses	16,667	34,314	771,829
Geology and engineering expenses	-	5,000	368,255
Total Costs and Expenses	25,348	72,301	3,201,487
Loss from Operations	(25,348)	(72,301)	(3,201,487)
Interest expense	21,431	42,863	1,177,003
Net Loss	\$ (46,779)	\$ (115,164)	(4,378,490)
Basic and Diluted Loss per share	\$ -		

See accompanying Notes to the Consolidated Financial Statements.

RAINMAKER WORLDWIDE INC. (FORMERLY GOLD AND SILVER MINING OF NEVADA, INC.)

(A Developmental Stage Company)

Consolidated Statements of Stockholders' Equity

For the Period From January 1, 2006 (Date of Inception) Through June 30, 2017

	<u>Common Stock</u>		Additional Paid-in Stockholders, Capital	Deficit Accumulated During the Developmental		Total Treasury	
	Shares	Amount		Stage	Shares		Amount
Balance, January 1, 2006 (Date of Inception)	-	\$ -	\$ -	-	-	\$ -	\$ -
Services contributed by stockholder, 2006; No additional shares issued	-	-	80,000	-	-	-	80,000
Shares issued to founders	164,438,120	164,439	(164,439)	-	-	-	-
Shares issued for services to founders; 2007, \$0.05 per share	3,355,880	3,356	96,644	-	-	-	100,000
Shares issued for cash; 2007; \$0.00 per share	34,534,790	34,535	(34,209)	-	-	-	326
Shares issued for cash; 2007; \$0.05 per share	1,677,940	1,678	81,655	-	-	-	83,333
Services contributed by stockholders; 2007; no additional shares issued	-	-	200,000	-	-	-	200,000
Shares issued for cash; 2008; \$0.06 per share	1,245,031	1,245	72,955	-	-	-	74,200
Shares issued for cash; 2008; \$0.50 per share	6,208,378	6,208	185,485	-	-	-	191,693
Services contributed by stockholders; 2008; no additional shares issued	-	-	100,000	-	-	-	100,000
Shares issued for cash; 2009; \$0.15 per share	244,476	244	36,182	-	-	-	36,426
Services contributed by stockholders; 2009; no additional shares issued	-	-	100,000	-	-	-	100,000
Shares issued for cash; 2010; \$0.15 per share	295,385	295	43,715	-	-	-	44,010
Services contributed by stockholders; 2010; no additional shares issued	-	-	100,000	-	-	-	100,000
Cash capital contributions; 2010 No additional shares issued	-	-	44,010	-	-	-	44,010
Accrued interest contributed by note holders	-	-	242,745	-	-	-	242,745
Issuance to Gold and Silver Mining of Nevada, Inc. shareholders In exchange for a note payable	258,852,037	28,852	(304,852)	-	(24,000,037)	(24,000)	(300,000)
Cumulative loss from incorporation through December 31, 2010	-	-	-	(2,242,830)	-	-	(2,242,380)
Services contributed by stockholders; 2011; no additional shares issued	-	-	100,000	-	-	-	100,000
Shares issued for services; \$0.25 per share	80,000	80	19,920	-	-	-	20,000
Cash capital contributions; 2011; no shares issued	-	-	50,650	-	-	-	50,650
Accrued interest contributed by note holders	-	-	85,725	-	-	-	85,725
Net loss; 2011	-	-	-	(282,265)	-	-	(262,265)
Services contributed by stockholders; 2012; no additional shares issued	-	-	100,000	-	-	-	100,000
Cash capital contributions; 2012; no shares issued	-	-	184,060	-	-	-	184,060
Accrued interest contributed by note holders	-	-	85,725	-	-	-	85,725
Modification of note payable for treasury stock	-	-	130,406	-	-	24,000	154,406
Net loss; 2012	-	-	-	(404,266)	-	-	(404,266)
Balance December 31, 2012	240,932,037	240,932	1,636,377	(2,929,361)	(24,000,037)	-	(1,052,052)
Cash capital contributions; no shares issued	-	-	20,150	-	-	-	20,150
Shares issued for services; \$0.0267 per share	3,750,000	3,750	96,250	-	-	-	100,000
Shares issued for services; \$0.05 per share	3,000,000	3,000	147,000	-	-	-	150,000
Services contributed by stockholders; 2013; no additional shares issued	-	-	92,800	-	-	-	92,800
Accrued interest contributed by note holders	-	-	85,725	-	-	-	85,725
Net loss, Year ended December 31, 2013	-	-	-	(534,981)	-	-	(284,981)
Balance December 31, 2013	247,682,037	247,682	2,078,302	(3,464,342)	(24,000,037)	-	(1,138,358)

	<u>Common Stock</u>		Additional Paid-in Stockholders, Capital	Deficit Accumulated During the Developmental			<u>Total</u>
	<u>Shares</u>	<u>Amount</u>		Stage	<u>Shares</u>	<u>Amount</u>	<u>Treasury</u> Deficit
Services contributed by stockholders; 2014; no additional shares issued	-	-	73,328	-	-	-	73,328
Accrued interest contributed by note holders	-	-	85,724	-	-	-	85,724
Shares issued for acquisition of Note Receivable; \$0.375 share	34,000,000	34,000	12,466,000	-	-	-	12,500,000
Shares issued for note conversion	85,374,825	85,374	46,493	-	-	-	131,867
Shares issued for past service; \$0.001 share	20,000,000	20,000	(20,000)	-	-	-	-
Net Loss Year ended December 31,,2014				(319,355)	-	-	(319,355)
Balance December 31, 2014	387,056,862	387,056	14,729,847	(3,783,697)	(24,000,037)	-	11,333,206
Accrued interest contributed by note holders	-	-	42,862	-	-	-	42,862
Shares issued for debt reduction	377,630,801	377,632	(219,515)	-	-	-	158,117
Net Loss six months ended June 30,,2015				(172,585)	-	-	(172,585)
Balance June 30, 2015	764,687,663	764,688	14,553,194	(3,956,282)	(24,000,037)	-	11,361,600
Reverse split of common stock	(764,377,344)	(764,377)	764,378				1
Accrued interest contributed by note holders			21,431				21,431
Shares issued for debt reduction	1,778,136,805	1,778,136	(1,647,564)				130,572
Net Loss six months ended Dec. 31,,2015				(181,152)	-	-	(181,152)
Balance December 31, 2015	1,778,447,124	\$1,778,447	\$13,691,439	(\$4,137,434)	(24,000,037)	-	\$11,332,452
Shares issued for debt reduction	290,777,777	290,778	(277,693)				13,085
Reverse split of common stock	(2,068,190,289)	(2,068,190)	2,068,190				0
Shares issued for debt reduction	30,093,732	30,094	906				31,000
Net loss for 3 months ended March 31, 2016				(51,185)			(51,185)
Balance March 31, 2016	31,128,344	31,129	15,482,842	(4,188,619)	(24,000,037)	-	11,325,352
Shares Issued for services	5,000,000	5,000					5,000
Shares issued for debt reduction	66,174,466	66,174	(136,753)				(70,579)
Net Loss for 3 months ended June 30, 2016				(63,979)			(63,979)
Balance June 30, 2016	102,302,810	102,303	15,346,089	(4,252,598)	(24,000,037)	-	11,195,794
Shares issued for debt reduction	5,668,338	5,668	(19,443)				(13,775)
Accrued interest contributed by note holders			21,431				21,431
Net Loss for 3 months ended September 30, 2016				(29,991)			(29,991)
Balance September 30, 2016	107,971,148	107,971	15,348,077	(4,282,589)	(24,000,037)		11,173,459
Shares issued for debt reduction	10,000,000	10,000	(8,170)				1,830
Accrued interest contributed by note holders			21,431				21,431
Net Loss for 3 months ended December 31, 2016				(49,122)			(49,122)
Balance December 31, 2016	117,971,148	117,971	15,361,338	(4,331,711)	(24,000,037)		11,147,598
Shares issue for debt reduction	6,101,785	6,101	9,225				15,326
Accrued interest contributed by note holders			21,431				21,431
Reverse split of common stock	(123,940,021)	(123,939)	123,939				0
Reduction in Paid in Capital on spin off of subsidiary			(11,352,076)				
Net Loss for 6 months ended June 30, 2017				(46,779)			(46,779)
Balance June 30, 2017	132,912	133	4,163,857	(4,378,490)	(24,000,037)	-	(214,500)

See accompanying notes to the consolidated financial statements.

RAINMAKER WORLDWIDE INC. (FORMERLY GOLD AND SILVER MINING OF NEVADA, INC.)

(A Developmental Stage Company)
Consolidated Statement of Cash Flows
Six months ended June 30, 2017

	2017	2016
Cash Flows From Operating Activities		
Net loss	\$ (46,779)	\$ (115,164)
Adjustments to reconcile net loss to net cash used in operating activities		
Accrued interest contributed by note holders	21,430	42,863
Net Cash Used in Operating Activities	25,349	72,301
Cash Flows From Investing Activities		
Cash Flows From Financing Activities		
Proceeds from notes payable	-	104,232
Proceeds from related party notes payable	25,000	(33,018)
Net Cash Provided by Financing Activities	25,000	71,214
Net Increase (Decrease) in Cash	(349)	1,087
Cash at Beginning of Period	349	2,139
Cash at End of Period	\$ 0	\$ 1,052

See accompanying Notes to the Consolidated Financial Statements.

RAINMAKER WORLDWIDE INC. (FORMERLY GOLD AND SILVER MINING OF NEVADA, INC.)

(A Developmental Stage Company)
Notes to Consolidated Financial Statements
Six Months Ended June 30, 2017

Note 1. Organization, Nature of Operations, Business Condition and Significant Accounting Policies

Organization – On July 30, 2010, the owners of APMD Holdings, Inc., a Texas corporation, (“APMD”) entered into an Agreement and Plan of Merger whereby a newly-formed, wholly-owned subsidiary of Gold and Silver Mining of Nevada, Inc. (“CJT”) was merged with and into APMD, which merger closed on August 16, 2010 (the “Merger”). As a result, APMD became a wholly-owned subsidiary of CJT and its name was changed to CJT Mining, Inc. As consideration, CJT issued 212,000,000 shares of common stock to the APMD shareholders. In addition, CJT had 28,852,037 common shares outstanding, of which 24,000,037 common shares were redeemed in exchange for a \$300,000 promissory note payable to the CJT former majority shareholder. The note payable was secured by the shares redeemed, which shares are reflected as treasury stock in the accompanying consolidated financial statements. The Merger was accounted for as a reverse acquisition. APMD was considered the accounting acquirer since the former APMD shareholders remained in control of the combined entity after the transaction. The historical financial statements prior to the Merger are those of APMD restated for the effects of the equivalent of a 1-for-1.67794 stock split. No assets or liabilities were acquired or assumed from CJT.

Change of Control. Dated April 28, 2017 and effective May 1, 2017, N. Fred Anderson, the holder of record of 50,500,063 shares of common stock and the holder of record of four shares of Series A preferred stock of Gold and Silver Mining of Nevada, Inc., now known as Rainmaker Worldwide Inc., a Nevada corporation (the “Company”), entered into certain stock purchase agreements regarding the sale and transfer of the shares of common stock and shares of Series A preferred stock of the Company (collectively, the “Stock Purchase Agreements”). Thus, there was a change of control.

JAAM Capital Inc. was the buyer of 50,500,063 pre-reverse stock split shares of restricted common stock held of record by N. Fred Anderson, which represented approximately 42.8% of the total issued and outstanding shares of common stock. And, JAAM Capital Inc. was also the buyer of 4 shares of Series A preferred stock held of record by N. Fred Anderson.

Name Change and Reverse Stock Split. In accordance with the terms and provisions of the stock purchase agreements and a condition precedent to consummation thereof, on April 24, 2017, the Board of Directors and the holders of a majority of the shares of common stock approved a reverse stock split of the shares of common stock by a ratio of one for one thousand (1:1,000) (the “Reverse Stock Split”) and a change in the Company’s name to “Rainmaker Inc.” (the “Name Change”). The Company filed the certificate of amendment (the “Certificate”) to its articles of incorporation with the State of Nevada effectuating the Name Change and the Reverse Stock Split, respectively, on May 5, 2017. The Reverse Stock Split and Name Change became effective in the marketplace on the OTC Pink Sheet on June 15, 2017 based upon the filing of appropriate documentation with the Financial Industry Regulatory Authority, Inc. As a result of the Reverse Split, our total issued and outstanding shares of common stock decreased from approximately 132,471,147 shares to 132,912 shares of common stock.

Spin-Off of Subsidiary. As of June 16, 2017, CJT Mining Inc. (“CJT”) is no longer the wholly-owned subsidiary of the Company. In accordance with the approval by the Board of Directors, CJT was spun-off leaving zero assets and liabilities in the Company in the amount of \$214,500 consisting of three convertible notes. The commensurate amount of Paid in Capital was reduced to reflect the remaining liability in the Company.

Royalty Agreement. The Company entered into that certain royalty agreement dated April 12, 2017 (the “Royalty Agreement”) with CJT pursuant to which CJT pledged payment to the Company for the benefit of the shareholders of record as of April 12, 2017 (the “Shareholders of Record”). As consideration for the spin-off of CJT, and as of June 16, 2017, CJT is no longer the wholly-owned subsidiary of the Company and thus CJT granted to the Company a net smelter royalty of ten percent (10%) of the net income received by CJT with a royalty cap of \$2,000,000 (the “Net Royalty”). The Net Royalty will be paid by CJT to the Company, which the Company shall distribute to the Shareholders of Record in the form of a dividend on an annual basis.

Consolidation – The accompanying consolidated financial statements included the operations and transactions of CJT Mining, Inc. for all periods presented and the operations and transactions of CJT from August 16, 2010 to June 16, 2017 when the subsidiary was spun off. Inter- company balances and transactions were eliminated on consolidation.

RAINMAKER WORLDWIDE INC. (FORMERLY GOLD AND SILVER MINING OF NEVADA, INC.)

(A Developmental Stage Company)

Notes to Consolidated Financial Statements

Six Months Ended June 30, 2017

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Nature of Operations and Business Condition – The Company was a mineral Developmental company with properties in the State of Nevada until June 16, 2017. The Company completed the share exchange with Rainmaker Worldwide Inc. (Ontario) on July 3, 2017. Please see Note 6.

The Company will require additional financing and is seeking additional financing; however, there can be no assurance that it will be successful in obtaining such financing or on terms acceptable to the Company.

There can be no assurances that the Company's activities will be successful or that sufficient funds can be raised in a timely manner. These financial statements do not include any adjustments related to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

Note 2. Convertible Notes Payable

The notes payable to third parties were initiated from 2006 through 2009 and consist of eight notes. Certain of the notes were issued with common shares. The proceeds were allocated between the notes payable and the common stock based on their relative fair values. The allocation resulted in allocating \$240,258 to the notes payable and \$174,242 to the common stock. The resulting discount to the notes payable of \$174,242 was amortized to interest expense over the term of the notes payable. Accrued interest on the notes payable of \$69,437 is included in the notes payable balance as of December 31, 2012 and 2011. Two of the notes payable, for a total of \$100,000, are payable to a third-party that the Company cannot locate. These two notes have been outstanding since March 2009.

The notes were not paid at their maturity dates. Interest continues to be accrued on the notes at 15% per annum but is not being asserted by the note holders; therefore, the interest that accrued during the years ended December 31, 2014 and 2013 of \$47,175 and \$47,175, respectively, has been recognized as a contribution to paid-in capital during each of those years. The \$469,937 balance due under the notes payable is in default, is due currently and has been classified as a current liability. Three of these notes totaling \$214,500 in principal remain with the Company, are convertible in common shares at \$0.001, their expiry has been extended to December 31, 2018 and interest now accrues at the rate of 5% per annum.

On August 16, 2010, the Company issued 28,852,037 shares of common stock to the Gold and Silver Mining of Nevada, Inc. shareholders for no consideration and immediately redeemed 24,000,037 of those shares from the principal Gold and Silver Mining of Nevada, Inc. shareholder in exchange for a \$300,000 promissory note. The note is secured by the shares redeemed, which are recognized as treasury stock. The note accrued interest at 10% per annum until it matured June 12, 2011. The Company did not make any payments on the note. On April 4, 2012, the Company renegotiated the terms of the note, which reduced the note payable and accrued interest to \$250,000, with no interest accruing over its remaining term. The balance is payable in \$50,000 increments every year. At the date of the renegotiation, the carrying value of the note was discounted for interest imputed at 15% per annum, which resulted in an initial debt discount of \$68,488. The discount is being amortized over the remaining term of the note. At December 31, 2014 the note has been satisfied in full.

The carrying amount of the notes payable approximate their fair values based on current market interest rates.

RAINMAKER WORLDWIDE INC. (FORMERLY GOLD AND SILVER MINING OF NEVADA, INC.)

(A Developmental Stage Company)

Notes to Consolidated Financial Statements

Six Months Ended June 30, 2017

Note 3. Related Party Notes Payable

Related party notes payable were initiated during 2008 and 2009 and consist of 14 notes payable that bore interest at 15% per annum, totaling \$257,000 to Russell Anderson, a shareholder and the brother of an officer of the Company. Certain of the notes were issued with common shares. The proceeds were allocated between the notes payable and the common stock based on their relative fair values. The allocation resulted in allocating \$156,216 to the notes payable and \$100,784 to the common stock. The resulting discount to the notes payable of \$100,784 was amortized to interest expense over the term of the notes payable. Accrued interest on the related party notes payable of \$80,000 is included in the related party notes payable balance. The notes were not paid at their maturity dates. Interest continues to be accrued on the notes at 15% per annum but is not being asserted by the related party note holder. The balance due under the related party notes payable is in default, is due currently and was classified as a current liability. This liability remains with CJT and is no longer a liability of Rainmaker.

Note 4. Assignment of Mineral Claims

In order to finance the mineral interest claim filings and Developmental costs, the Company assigned a 50% interest in its mineral interest claims to Brian Collins, doing business as Collins Mining, ("Collins") on September 28, 2010.

Note 5. Note Receivable

On February 10, 2014 the Company entered into an agreement whereby it will sell up to 31,000,000 Class "A" common shares to Bonanza Mines, Inc. for a 25% interest in a \$50,000,000 Promissory Note issued by the Colindo Trust. The transaction has occurred and the shares have been issued.

Note 6. Subsequent Event Share and Exchange Agreement.

As of the date of this balance sheet, the Company was in negotiations with Rainmaker Worldwide Inc., a privately held corporation organized under the laws of the Province of Ontario, Canada ("Rainmaker"), regarding a share exchange agreement (the "Share Exchange Agreement") amongst the Company, Rainmaker and the shareholders of Rainmaker the ("Rainmaker Shareholders"). The Share Exchange Agreement was consummated on July 3, 2017.

In accordance with the terms and provisions of the Share Exchange Agreement the Company issued an aggregate of 66,818,759 post-Reverse Stock Split shares of its restricted common stock to the Rainmaker Shareholders in exchange for 9,029,562 shares of Rainmaker, which constitutes the total issued and outstanding shares of common stock of Rainmaker, thus making Rainmaker the Company's wholly-owned subsidiary. This resulted in a change in overall business operations of the Company.