FORM 10-Q

Neuromama, Ltd. - NEROE

Filed: January 17, 2014 (period: October 31, 2013)

Quarterly report with a continuing view of a company's financial position

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT UNDER TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED OCTOBER 31, 2013

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

NEUROMAMA, LTD.

(Exact name of registrant as specified in its charter)

Nevada	**333-180750**	**98-0706304**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

182/1 Krasniy Prospekt, Suite # 704, 630049, Novosibirsk, Russia
(Address of principal executive offices)

+ 73833542023
(Registrant's telephone number)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the last 90 days. YES [X] NO [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (SS 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
YES [X] NO [ ]

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

Large accelerated filer [ ]	Accelerated filer [ ]	Non-accelerated filer [ ]	**Smaller reporting company** [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES [ ] **NO [X]**

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of January 15, 2014, there were 630,099,999 shares of the registrant's $0.001 par value common stock issued and outstanding.

NEUROMAMA, LTD.

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NEUROMAMA, LTD.

(Formerly Trance Global Entertainment Group Corp.)

(A Development Stage Company)

Financial Statements

(Expressed in US dollars)

October 31, 2013 and January 31, 2013

NEUROMAMA, LTD.
(Formerly Trance Global Entertainment Group Corp.)
(A Development Stage Company)
Balance Sheets
(expressed in US dollars)
(unaudited)

	October 31, 2013 $	January 31, 2013 $
ASSETS		
Current Assets		
Cash	1,081	81
Prepaid expense	–	4,640
Total Current Assets	1,081	4,721
Non-current Assets		
Intangible assets	18,251,362	–
Total Assets	18,252,443	4,721
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable and accrued liabilities	25,083	3,950
Due to related party	1,000	10,489
Total Current Liabilities	26,083	14,439
Non-current Liabilities		
Loan payable	1,665,889	–
Total Liabilities	1,691,972	14,439
Stockholders' Equity (Deficit)		
Common stock, 4,000,000,000 shares authorized, $0.001 par value; 3,169,966,180 and 3,165,000,000 shares issued and outstanding, respectively	3,169,966	3,165,000
Additional paid-in capital	13,926,134	(3,139,900)
Deficit accumulated during the development stage	(535,629)	(34,818)
Total Stockholders' Equity (Deficit)	16,560,471	(9,718)
Total Liabilities and Stockholders' Equity (Deficit)	18,252,443	4,721

(The accompanying notes are an integral part of these financial statements)

NEUROMAMA, LTD.
(Formerly Trance Global Entertainment Group Corp.)
(A Development Stage Company)
Statements of Operations
(expressed in US dollars)
(unaudited)

	Three months ended October 31, 2013 $	Three months ended October 31, 2012 $	Nine months ended October 31, 2013 $	Nine months ended October 31, 2012 $	Accumulated from March 3, 2011 (date of inception) to October 31, 2013 $
Revenue	–	–	–	–	–
Expenses					
Consulting	16,107	–	21,015	–	21,015
General and administrative	309,583	3,108	422,955	3,525	424,813
Professional fees	33,877	1,500	41,681	5,500	55,931
Transfer agent fees	883	–	6,983	–	25,693
Total operating expenses	360,450	4,608	492,634	9,025	527,452
Loss before other expense	(360,450)	(4,608)	(492,634)	(9,025)	(527,452)
Other expense					
Interest expense	(7,551)	–	(8,177)	–	(8,177)
Total other expenses	(7,551)	–	(8,177)	–	(8,177)
Net loss	(368,001)	(4,608)	(500,811)	(9,025)	(535.629)
Net loss per share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	
Weighted average shares outstanding	3,167,498,312	3,057,228,000	3,165,841,922	2,760,054,750	

(The accompanying notes are an integral part of these financial statements)

NEUROMAMA, LTD.

(Formerly Trance Global Entertainment Group Corp.)
(A Development Stage Company)
Statements of Cash Flows
(expressed in US dollars)
(unaudited)

	Nine months ended October 31, 2013 $	Nine months ended October 31, 2012 $	Accumulated from March 3, 2011 (date of inception) to October 31, 2013 $
Operating Activities			
Net loss for the period	(500,811)	(9,025)	(535,629)
Adjustments to reconcile net loss to net cash used in operating activities:			
Interest expense	8,177	–	8,177
Changes in operating assets and liabilities:			
Prepaid expense	4,640	(6,640)	–
Accounts payable and accrued liabilities	480,483	(2,527)	484,433
Due to related party	(9,489)	–	(9,489)
Net cash used in operating activities	(17,000)	(18,192)	(52,508)
Financing Activities			
Proceeds from issuance of common shares	–	21,600	25,100
Proceeds from loan payable	18,000	–	18,000
Proceeds from related party loans	–	4,405	10,489
		–	
Net cash provided by financing activities	18,000	26,005	53,589
Change in cash	1,000	7,813	1,081
Cash, beginning of period	81	3,573	–
Cash, end of period	1,081	11,386	1,081
Supplemental disclosures:			
Interest paid	–	–	–
Income taxes paid	–	–	–
Non-cash items:			
	–	–	–
Accounts payable financed by loan payable	467,527	–	467,527
Website development costs financed by loan payable	1,180,362	–	1,180,362
Common stock issued for acquisition of domain name	1,000	–	1,000
Common stock issued for acquisition of library of entertainment assets	17,070,000	–	17,070,000

(The accompanying notes are an integral part of these financial statements)

1. Nature of Operations and Continuance of Business

Neuromama, Ltd. (formerly Trance Global Entertainment Group Corp.) (the "Company") was incorporated in the State of Nevada on March 31, 2011 as Trance Global Entertainment Group Corp. The Company is a Development Stage Company, as defined by Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 915, *Development Stage Entities.*

Going Concern

These financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has not generated significant revenues since inception and is unlikely to generate significant revenue or earnings in the immediate or foreseeable future. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, and the attainment of profitable operations. As at October 31, 2013, the Company has not generated revenues, has a working capital deficiency of $25,002, and accumulated losses totaling $535,629 since inception. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Summary of Significant Accounting Policies

a) Basis of Presentation

These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in US dollars. The Company's fiscal year end is January 31.

b) Interim Financial Statements

These interim financial statements have been prepared on the same basis as the annual financial statements and in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the Company's financial position, results of operations and cash flows for the periods shown. The results of operations for such periods are not necessarily indicative of the results expected for a full year or for any future period.

c) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

d) Cash and Cash Equivalents

The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents.

2. Summary of Significant Accounting Policies (continued)

e) Intangible Assets

Intangible assets are carried at the purchased cost less accumulated amortization. Amortization has not yet begun as the assets are still in the beta testing phase.

f) Impairment of Long-Lived Assets

Long-lived assets and certain identifiable intangible assets to be held and used are reviewed for impairment whenever events or changes in circumstance indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of an impairment loss for long-lived assets and certain identifiable intangible assets that management expects to hold and use is based on the fair value of the asset. Long-lived assets and certain identifiable intangible assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell.

g) Financial Instruments

Pursuant to ASC 820, *Fair Value Measurements and Disclosures*, an entity is required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities, due to related party and loan payable. Pursuant to ASC 820, the fair value of our cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. We believe that the recorded values of all of our other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

h) Development Stage Company

The Company is currently considered a development stage company as defined by ASC 915-10-05. As a development stage enterprise, the Company discloses the deficit accumulated during the development stage and the cumulative statements of operations and cash flows from inception to the current balance sheet date. An entity remains in the development stage until such time as, among other factors, revenues have been realized. To date, the development stage of the Company's operations consists of developing the business model and marketing concepts.

2. Summary of Significant Accounting Policies (continued)

i) Basic and Diluted Net Loss per Share

The Company computes net loss per share in accordance with ASC 260, *Earnings per Share*. ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. As at October 31, 2013 and January 31, 2013, the Company had no potentially dilutive shares.

j) Comprehensive Loss

ASC 220, *Comprehensive Income*, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at October 31, 2013 and January 31, 2013, the Company has no items that represent a comprehensive loss and, therefore, has not included a schedule of comprehensive loss in the financial statements.

k) Foreign Currency Translation

Transactions in foreign currencies are translated into the currency of measurement at the exchange rates in effect on the transaction date. Monetary balance sheet items expressed in foreign currencies are translated into United States dollars at the exchange rates in effect at the balance sheet date. The resulting exchange gains and losses are recognized in income.

l) Recent Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income* , to improve the transparency of reporting these reclassifications. Other comprehensive income includes gains and losses that are initially excluded from net income for an accounting period. Those gains and losses are later reclassified out of accumulated other comprehensive income into net income. The amendments in the ASU do not change the current requirements for reporting net income or other comprehensive income in financial statements. All of the information that this ASU requires already is required to be disclosed elsewhere in the financial statements under U.S. GAAP. The new amendments will require an organization to:

- Present (either on the face of the statement where net income is presented or in the notes) the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income - but only if the item reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period; and

- Cross-reference to other disclosures currently required under U.S. GAAP for other reclassification items (that are not required under U.S. GAAP) to be reclassified directly to net income in their entirety in the same reporting period. This would be the case when a portion of the amount reclassified out of accumulated other comprehensive income is initially transferred to a balance sheet account (e.g., inventory for pension-related amounts) instead of directly to income or expense.

2. Summary of Significant Accounting Policies (continued)

The amendments apply to all public and private companies that report items of other comprehensive income. Public companies are required to comply with these amendments for all reporting periods (interim and annual). The amendments are effective for reporting periods beginning after December 15, 2012, for public companies. Early adoption is permitted. The adoption of ASU No. 2013-02 is not expected to have a material impact on our financial position or results of operations.

In January 2013, the FASB issued ASU No. 2013-01, *Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*, which clarifies which instruments and transactions are subject to the offsetting disclosure requirements originally established by ASU 2011-11. The new ASU addresses preparer concerns that the scope of the disclosure requirements under ASU 2011-11 was overly broad and imposed unintended costs that were not commensurate with estimated benefits to financial statement users. In choosing to narrow the scope of the offsetting disclosures, the Board determined that it could make them more operable and cost effective for preparers while still giving financial statement users sufficient information to analyze the most significant presentation differences between financial statements prepared in accordance with U.S. GAAP and those prepared under IFRSs. Like ASU 2011-11, the amendments in this update will be effective for fiscal periods beginning on, or after January 1, 2013. The adoption of ASU 2013-01 is not expected to have a material impact on our financial position or results of operations.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

3. Intangible Assets

	Cost $	Accumulated Depreciation $	October 31, 2013 Net Carrying Value $	January 31, 2013 Net Carrying Value $
Library of Entertainment Assets	17,070,000	–	17,070,000	–
Website Development Costs	1,181,362	–	1,181,362	–
	18,251,362	–	18,251,362	–

As at October 31, 2013, the Company acquired the rights to a library of entertainment assets with a fair value of $17,070,000 in exchange for the issuance of 4,866,180 common shares. The fair values of the assets were based on the results of a valuation of the acquired assets as performed by a certified and independent valuator.

As at October 31, 2013, the Company incurred $1,181,362 for the design and development of its website: www.neuromama.com. The Company has analyzed the expenditures incurred relating to the development the website in accordance with ASC 350-50 *Intangibles: Goodwill and Other – Website Development Costs* and has capitalized only the direct costs related to the design, development, testing and implementation of the website. As at October 31, 2013, no amortization has yet been taken as the asset is currently in a beta testing phase. Once the website is ready for its intended use, the Company will begin amortizing the asset over its estimated useful life.

4. Loan payable

As of October 31, 2013, the Company owed $1,665,889 (January 31, 2013 - $nil) to a non-related party. The amounts owing are unsecured, bears a 3% interest per annum, and due on December 1, 2015. As at October 31, 2013, the Company recorded accrued interest of $8,177 (January 31, 2013 - $nil), which has been included in accounts payable and accrued liabilities.

5. Related Party Transactions

a) As of October 31, 2013, the Company owed $15,406 (January 31, 2013 - $10,489) to a former officer and shareholder of the Company. The amount owing is unsecured, non-interest bearing, and due on demand. As at October 31, 2013, this amount has been included in accounts payable and accrued liabilities.

b) As of October 31, 2013, the Company owed $1,000 (January 31, 2013 - $nil) to the President of the Company for funding of general operations.

The amount owing is unsecured, non-interest bearing, and due on demand.

6. Common Stock

a) On May 8, 2013, the Company approved the increase of the authorized capital of the Company from 75,000,000 common shares to 4,000,000,000 common shares. The Company further approved a forward split of the Company's common stock in a ratio of 750 new shares for every one existing share of the common stock. This split is applied retroactively.

b) On September 1, 2013, the Company issued 100,000 common shares for services rendered with a fair value of $1,000 relating to the purchasing, registering, and setup of the Company’s website domain, www.neuromama.com.

c) On September 16, 2013, the Company issued 4,866,180 common shares to acquire a library of entertainment assets, as noted in Note 3, with a fair value of $17,070,000 as determined by a certified and independent third party asset valuator.

7. Commitments

The Company neither owns nor leases any real or personal property. An officer has provided office services without charge. There is no obligation for the officer to continue this arrangement. Such costs are immaterial to the financial statements and accordingly are not reflected herein. The officers and directors are involved in other business activities and most likely will become involved in other business activities in the future.

8. Subsequent Events

We have evaluated subsequent events through the date of issuance of the financial statements, and did not have any material recognizable subsequent events after October 31, 2013 other than the following:

a) On November 15, 2013, the Company cancelled 2,535,000,001 common shares owned by the Company’s Chief Financial Officer.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION.

Forward Looking Statements

This Management’s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) contains forward-looking statements that involve known and unknown risks, significant uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed, or implied, by those forward-looking statements. You can identify forward-looking statements by the use of the words may, will, should, could, expects, plans, anticipates, believes, estimates, predicts, intends, potential, proposed, or continue or the negative of those terms. These statements are only predictions. In evaluating these statements, you should consider various factors which may cause our actual results to differ materially from any forward-looking statements. Although we believe that the exceptions reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update publicly any forward-looking statements for any reason.

Description of Business

NeuroMama, Ltd. is a development stage company aiming to be the World's first Internet Platform containing all of the popular components used by majority of population on the Internet. NeuroPlatform offers its users more search relevancy, privacy and FSR - Frequent Searcher/Shopper Rewards.

NeuroPlatform consists of already implemented NeuroMama.com search engine, based on Neural Technology (Artificial Intelligence), secure e-mail service - Neuro-Mail, NeuroBrowser working on all computers and mobile type devices for adults and special version for children with access to all of their favorite places, NeuroMania social network with multitude of features such as Video management system, marketplace and auction, TviMama.com Video On-Demand and Live Broadcasting Infrastructure, functioning as multi-language streaming media via its next-generation Internet Content Distribution Platform (CDP).

The NeuroZone online shopping mall is in implementation stage that will offer its users and vendors unique online shopping experiences, provide its e-commerce merchants with ability for instant integration to NeuroZone platform, and reward users for shopping with NeuroZone merchants. The flagship store for NeuroZone will be NeuroMANIA Department Store with large variety of products sold under the NeuroBrand such as NeuroPad, NeuroPhone, NeuroBook, etc.

The company is currently in the process of establishing its presence in China to sell advertising and to establish Joint Ventures with manufacturers in China in order to deliver large profit margins in NeuroMANIA online store and brick and mortar store locations as part of its licensing program.

NeuroMama, Ltd. is in the process of researching, designing and implementing its licensing program to accelerate growth of revenues worldwide.

NeuroMama, Ltd. is implementing immediate revenue generating infrastructure to sell advertising on its Internet Platform. Phone sales will be implemented from company controlled call center locations in Mexico, Russia and China. Additional sales strategies are being researched.

RESULTS OF OPERATIONS

Working Capital

	October 31, 2013 $	January 31, 2013 $
Current Assets	1,081	4,721
Current Liabilities	26,083	14,439
Working Capital (Deficit)	(25,002)	(9,718)

Cash Flows

	October 31, 2013 $	July 31, 2012 $
Cash Flows from (used in) Operating Activities	(17,000)	(7,917)
Cash Flows from (used in) Financing Activities	18,000	4,405
Net Increase (decrease) in Cash During Period	1,000	(3,512)

Operating Revenues

We have not generated any revenues since inception.

Operating Expenses and Net Loss

Operating expenses for the three months ended October 31, 2013 were $360,450 compared with $4,608 for the three months ended October 31, 2012. The increase in operating expenses was attributed to an increase in consulting fees of $16,107, general and administrative fees of $306,475 for day-to-day operating costs, professional fees of $32,377 and transfer agent fees of $883. For the nine months ended October 31, 2013 the Company incurred operating expenses of $492,634 compared with $9,025 for the nine months ended October 31, 2012. The increase in operating expenses was attributed to an increase in consulting fees of $21,015, general and administrative fees of $419,430 for day-to-day operating costs, professional fees of $36,181 and transfer agent fees of $6,983.

During the nine months ended October 31, 2013, the Company recorded a net loss of $500,811 compared with net loss of $9,025 for the nine months ended October 31, 2012. In addition to the above, the Company incurred an increase of $8,177 of interest expense relating to the loan payable.

Liquidity and Capital Resources

As at October 31, 2013, the Company's cash balance was $1,081 and total assets were $18,251,362, compared to cash balance of $81 and total assets of $4,721 as at January 31, 2013. The increase in the cash balance was attributed to cash provided by a loan payable and the increase in total assets was attributed to intangible assets capitalized offset by a decrease in prepaid expenses for the amortization of amounts paid to the Company's transfer agent.

As at October 31, 2013, the Company had total liabilities of $1,665,889 compared with total liabilities of $14,439 as at January 31, 2013. The increase in total liabilities is attributed to an increase of account payable and accrued liabilities of $21,133 as well as an increase in loan payable of $1,665,889, offset by a decrease of $9,489 on the amount due to related party for amounts incurred to the former President and CEO which has been reallocated to accounts payable and accrued liabilities during the period ended October 31, 2013.

As at October 31, 2013, the Company has a working capital deficit of $25,002 compared with working capital deficit of $9,718 at January 31, 2013 with the increase in the working capital deficit attributed to the decrease of $4,640 in prepaid expenses, an increase of $21,133 in accounts payable and accrued liabilities and an increase of $1,665,889 in loan payable during the period, offset by the increase in cash of $1,000 and decrease in due to related party of $9,489 as noted above.

During the period ended October 31, 2013, the Company issued 100.000 common shares for the acquisition of a website domain and general website setup costs with a fair value of $1,000. Furthermore, on September 16, 2013, the Company issued 4,866,190 common shares to acquire a library of entertainment assets with a fair value of $17,070,000. The fair value of the entertainment assets were derived from the results of an independent valuation as performed by a certified business valuator.

Cashflow From Operating Activities

During the nine months ended October 31, 2013, the Company had $17,000 of cash used in operating activities compared to the use of $18,192 of cash for operating activities during the nine months ended October 31, 2012. The increase in cash used in operating activities was attributed to the fact that the Company incurred more for consulting and general and administrative costs for the period for day-to-day activities which was paid on behalf of the Company and included in loan payable.

Cashflow From Financing Activities

During the nine months ended October 31, 2013, the Company received $18,000 proceeds from financing activities compared to $26,005 during the nine months ended October 31, 2012. The decrease in proceeds from financing activities was due to the Company not receiving any proceeds from the sale of common shares this year as it had in the previous year.

Subsequent Developments

On November 15, 2013, the Company cancelled 2,535,001 common shares owned by the Company's Chief Financial Officer.

Going Concern

We have not attained profitable operations and are dependent upon the continued financial support from our shareholders, the ability to raise equity or debt financing, and the attainment of profitable operations from our future business. These factors raise substantial doubt regarding our ability to continue as a going concern.

Off-Balance Sheet Arrangements

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

Future Financings

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

Critical Accounting Policies

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our financial statements. A complete summary of these policies is included in the notes to our financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

Recently Issued Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 4.CONTROLS AND PROCEDURES.

Under the supervision and with the participation of our management, including the Principal Executive Officer and Principal Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer have concluded that these disclosure controls and procedures are not effective due to the material weaknesses resulting from the Board of Directors not currently having any independent members and no director qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K, and controls were not designed and in place to ensure that all disclosures required were originally addressed in our financial statements. Please refer to our Annual Report on Form 10-K as filed with the SEC on March 28, 2013, for a complete discussion relating to the foregoing evaluation of Disclosures and Procedures.

There were no changes in our internal control over financial reporting during the quarter ended July 31, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. RISK FACTORS.

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 2. EXHIBITS.

Exhibit Number	**Exhibit Description**
31.1	Certification of the Chief Executive Officer Pursuant to Rule 13a-14 or 15d-14 of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Chief Financial Officer Pursuant to Rule 13a-14 or 15d-14 of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
EX-101.INS	XBRL Instance Document
EX-101.SCH	XBRL Taxonomy Extension Schema
EX-101.CAL	XBRL Taxonomy Extension Calculation Linkbase
EX-101.LAB	XBRL Taxonomy Extension Label Linkbase
EX-101.PRE	XBRL Taxonomy Extension Presentation Linkbase
EX-101.DEF	XBRL Taxonomy Extension Definition Linkbase

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the Registrant has duly caused this Quarterly Report to be signed on its behalf by the undersigned thereunto duly authorized.

NEUROMAMA, LTD.

Date: January 17, 2014	By: /s/ Igor Weselovsky **Igor Weselovsky** Chief Executive Officer, President, Treasurer and Director
Date: January 17, 2014	By: /s/ Alexander Vikoulov **Alexander Vikoulov** Chief Financial Officer, Secretary and Director

Exhibit 31.1

Certification of the Chief Executive Officer Pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Igor Weselovsky, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Neuromama Ltd.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report.

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the Registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the period covered by the quarter report that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting.

5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

By: /s/ *Igor Weselovsky*
Igor Weselovsky
Chief Executive Officer

January 17, 2014

Exhibit 31.2

Certification of the Chief Financial Officer Pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Alexander Vikoulov, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Neuromama Ltd.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report.

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the Registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the period covered by the quarter report that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting.

5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

By: /s/ *Alexander Vikoulov*
Alexander Vikoulov
Chief Financial Officer

January 17, 2014

Exhibit 32.1

Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Neuromama Ltd., (the "Company") on Form 10-Q for the period ended October 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Igor Weselovsky, Chief Executive Officer of the Company certify, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ *Igor Weselovsky*
Igor Weselovsky
Chief Executive Officer

January 17, 2014

Exhibit 32.2

Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Neuromama Ltd., (the "Company") on Form 10-Q for the period ended October 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Alexander Vikoulov, Chief Financial Officer of the Company certify, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: *<u>/s/ Alexander Vikoulov</u>*
Alexander Vikoulov
Chief Financial Officer

January 17, 2014