I, Christopher Nichols, certify that:

1. I have reviewed this quarterly disclosure statement of Key Capital Corporation;

2. Based on my knowledge, this disclosure statement 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 disclosure statement, and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: November 12, 2014

//ss// Christopher Nichols

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Christopher Nichols
President and CEO

KEY CAPITAL CORPORATION

(A Development Stage Company)

Balance Sheets

(Unaudited)

	September 30, 2014	December 31, 2013 (Restated)
ASSETS		
Current Assets		
Cash and cash equivalents	$ 7,784	$ 3,324
Short-term loans receivable	36,000	36,000
Prepaid expense	4,046	-
Long-Term Assets		
Investments in affiliates	500,000	-
Total Assets	$ 547,830	$ 39,324
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued expenses	$ 199,553	$ 148,080
Accrued salary	133,071	37,117
Operational advances - related party	29,722	12,768
Convertible Notes	45,000	-
Total Current Liabilities	407,346	197,965
Stockholders' Equity		
Common Stock, authorized 300,000,000 shares, par value $0.001, issued and outstanding on September 30, 2014 and December 31, 2013 is 36,573,334 and 34,237,000 respectively	36,574	34,238
Paid in Capital	3,001,784	2,549,693
Outstanding Options	79,696	-
Accumulated deficit during development stage	(2,977,570)	(2,742,572)
Total stockholders' deficit	140,484	(158,641)
Total Liabilities and Stockholders' Deficit	$ 547,830	$ 39,324

The accompanying notes are an integral part of these statements

KEY CAPITAL CORPORATION

(A Development Stage Company)

Statements of Operation

(Unaudited)

	Nine Months Ended September 30,		Three Months Ended September 30,		From Inception January 26, 1996 to September 30, 2014
	2014	2013	2014	2013	(Restated)
Income	$ 500,000	$ -	$ 500,000	$ -	$ 500,000
Operating Expenses					
General and administrative	73,111	42,074	36,795	27,139	319,165
Officer salary	228,000	108,000	87,000	36,000	372,000
Accrued libilities					
Professional fees	12,938	12,482	6,022	7,662	40,975
Consulting fees	420,949	78,826	73,024	55,440	645,430
Development costs	-	-	-	-	2,045,000
Total Expenses	734,998	241,382	202,841	126,241	3,422,570
Net Profit/(Loss) from Operations	(234,998)	(241,382)	297,159	(126,241)	(2,922,570)
Other Income and (Expenses)					
Interest expense	-	-	-	-	(55,000)
Total Other Income and (Expenses)	-	-	-	-	(55,000)
Net Loss before Income Tax	(234,998)	(241,382)	297,159	(126,241)	(2,977,570)
Income tax	-	-	-	-	-
Net Income/(Loss)	$ (234,998)	$ (241,382)	$ 297,159	$ (126,241)	$ (2,977,570)
(Loss) per share-basic	$ (0.01)	$ (0.01)	$ 0.01	$ (0.01)	
(Loss) per share-diluted	$ (0.01)	$ (0.01)	$ 0.01	$ (0.01)	
Weighted average number of shares:					
Basic	35,974,184	24,575,227	36,530,363	24,575,227	
Diluted	37,124,184	24,575,227	37,680,363	24,575,227	

The accompanying notes are an integral part of these statements

KEY CAPITAL CORPORATION

(A Development Stage Company)

Statement of Stockholders' Deficit

(Unaudited)

From 26-Jan-1996 (Inception) to 30-Sep-2014

	Issue Date	Price Per Share	Common Stock Shares	Common Stock Amount	Paid in Capital	Outstanding Options	Deficit Accumulated During the Development Stage (Restated)	Total Equity
Balance, December 31, 2004			1,230,500	$ 1,231			$ (1,231)	-
Common shares issued for services	19-Apr-05	$ 0.05	8,000,000	8,000	392,000			400,000
Net Loss							(400,000)	(400,000)
Balance, December 31, 2005			9,230,500	9,231	392,000	-	(401,231)	-
Net Loss							(750,000)	(750,000)
Balance, December 31, 2006			9,230,500	9,231	392,000	-	(1,151,231)	(750,000)
Net Loss							(540,000)	(540,000)
Balance, December 31, 2007			9,230,500	9,231	392,000	-	(1,691,231)	(1,290,000)
Net Loss							(50,000)	(50,000)
Balance, December 31, 2008			9,230,500	9,231	392,000	-	(1,741,231)	(1,340,000)
Net Loss							(160,000)	(160,000)
Balance, December 31, 2009			9,230,500	9,231	392,000	-	(1,901,231)	(1,500,000)
Net Loss							(100,000)	(100,000)
Balance, December 31, 2010			9,230,500	9,231	392,000	-	(2,001,231)	(1,600,000)
Net Loss							(225,000)	(225,000)
Balance, December 31, 2011			9,230,500	9,231	392,000	-	(2,226,231)	(1,825,000)
Common shares issued for cash	18-Apr-12	$ 0.16	62,500	63	9,937			10,000
Common shares issued for cash	11-Jul-12	$ 0.20	35,000	35	6,965			7,000
Common shares issued for cash	23-Nov-12	$ 0.25	60,000	60	14,940			15,000
Common shares issued to convert debt	12-Dec-12	$ 0.06	12,380,000	12,380	737,620			750,000
Net Loss							(92,086)	(92,086)
Balance, December 31, 2012			21,768,000	21,769	1,161,462	-	(2,318,317)	(1,135,086)
Common shares issued for cash	30-Jan-13	$ 0.20	15,000	15	2,985			3,000
Common shares issued for cash	30-Apr-13	$ 0.25	200,000	200	49,800			50,000
Common shares issued for cash	08-May-13	$ 0.25	20,000	20	4,980			5,000
Common shares issued for cash	13-Jun-13	$ 0.25	100,000	100	24,900			25,000
Common shares issued for cash	10-Jul-13	$ 0.25	100,000	100	24,900			25,000
Common shares issued for service	10-Jul-13	$ 0.05	104,000	104	5,096			5,200
Common shares issued for cash	17-Jul-13	$ 0.25	100,000	100	24,900			25,000
Common shares issued for cash	23-Jul-13	$ 0.25	600,000	600	149,400			150,000
Common shares issued to convert debt	31-Jul-13	$ 0.10	10,700,000	10,700	1,059,300			1,070,000
Common shares issued for service	08-Oct-13	$ 0.05	250,000	250	12,250			12,500
Common shares issued for service	08-Oct-13	$ 0.05	104,000	104	5,096			5,200
Common shares issued for cash	27-Nov-13	$ 0.25	20,000	20	4,980			5,000
Common shares issued for cash	16-Dec-13	$ 0.25	40,000	40	9,960			10,000
Common shares issued for cash	17-Dec-13	$ 0.25	20,000	20	4,980			5,000
Common shares issued for service	31-Dec-13	$ 0.05	96,000	96	4,704			4,800
Net Loss							(424,255)	(424,255)
Balance, December 31, 2013			34,237,000	$ 34,238	$ 2,549,693	$ -	$ (2,742,572)	$ (158,641)
Common shares issued for service	01-Jan-14	$ 0.23	900,000	900	206,100			207,000
Common shares issued for cash for exercise of options	04-Feb-14	$ 0.10	150,000	150	14,825			14,975
Common shares issued for service	04-Feb-14	$ 0.05	96,000	96	4,704			4,800
Common shares issued for service	31-Mar-14	$ 0.10	250,000	250	24,750			25,000
Common shares issued for service	31-Mar-14	$ 0.05	250,000	250	12,250			12,500
Outstanding Options	31-Mar-14					79,696		79,696
Common shares issued for cash	04-Apr-14	$ 0.25	60,000	60	14,940			15,000
Common shares issued for cash	15-Apr-14	$ 0.25	60,000	60	14,940			15,000
Common shares issued for cash	05-May-14	$ 0.50	40,000	40	9,960			10,000
Common shares issued for cash	09-May-14	$ 0.50	100,000	100	49,900			50,000
Common shares issued for cash	04-Jun-14	$ 0.50	100,000	100	49,900			50,000
Common shares issued for cash	17-Jun-14	$ 0.50	2,000	2	998			1,000
Common shares issued for service	30-Jun-14	$ 0.05	100,000	100	4,900			5,000
Common shares issued for service	01-Jul-14		133,334	133	6,534			6,667
Common shares issued for cash	07-Jul-14	$ 0.50	30,000	30	14,955			14,985
Common shares issued for cash	30-Jul-14	$ 0.50	5,000	5	2,495			2,500
Common shares issued for cash	15-Aug-14	$ 0.25	40,000	40	9,960			10,000
Common shares issued for cash	19-Sep-14	$ 0.50	20,000	20	9,980			10,000
Net Loss							(234,998)	(234,998)
Balance, September 30, 2014			36,573,334	$ 36,574	$ 3,001,784	$ 79,696	$ (2,977,570)	$ 140,484

On April 15, 2005 the company executed an 1:15 reverse stock split that has been retroactively applied to the above schedule.

The accompanying notes are an integral part of these statements

KEY CAPITAL CORPORATION

(A Development Stage Company)

Consolidated Statements of Cash Flow

(Unaudited)

	Nine Months Ended September 30,		Three Months Ended September 30,		From Inception January 26, 1996 to September 30, 2014
	2014	2013	2014	2013	(Restated)
Operating Activities					
Net Profit / (Loss)	(234,998)	$ (241,382)	297,159	$ (126,241)	$ (2,977,570)
Adjustments to reconcile Net (Loss) to cash:					
Common stock issued for services	260,967	5,200	6,667	5,200	689,898
Stock Options issued for services	79,696	-	-	-	79,696
Non-cash investment in affiliate	(500,000)	-	(500,000)	-	(500,000)
Changes in Assets and Liabilities					
(Increase)/decrease in loans to affiliates	-	(39,000)	-	(23,000)	(36,000)
(Increase)/decrease in prepaid expense	(4,046)		(2,255)		(4,046)
Increase/(decrease) in accrued salary	95,954	41,097	67,212	(700)	133,071
Increase/(decrease) in accounts payable and accrued liabilities	49,073	4,800	33,100	-	197,153
Net Cash (Used) by Operating Activities	(253,354)	(229,285)	(98,117)	(144,741)	(2,417,798)
Investment Activities					
Acqusition of plant, property and equipment	-	-	-	-	-
Cash (Used) by Investment Activities	-	-	-	-	-
Financing Activities					
Proceeds from sale of common stock	193,460	283,000	37,485	200,000	528,460
Operational advances	16,954	(5,507)	7,610	(6,387)	29,722
Notes payable-convertible	45,000		20,000		45,000
Notes payable-related party	-	-	-	-	1,820,000
Cash Provided by Financing Activities	255,414	277,493	65,095	193,613	2,423,182
Net Increase/(Decrease) in Cash	2,060	48,208	(33,022)	48,872	5,384
Cash and Cash Equivalents, Beginning of Period	3,324	1,389	38,406	725	-
Cash and Cash Equivalents, End of Period	$ 5,384	$ 49,597	$ 5,384	$ 49,597	$ 5,384
					-
Supplemental disclosure cash flows for:					
Interest	$ -	$ -	$ -	$ -	$ -
Income taxes	$ -	$ -	$ -	$ -	$ -
Supplemental disclosure of non-cash financing:					
Stock issued for services	$ 260,967	$ 5,200	$ 6,667	$ 5,200	$ 689,898
Stock issued to convert debt	$ -	$ 1,070,000	$ 12,500	$ -	$ 1,820,000

The accompanying notes are an integral part of these statements

Key Capital Corporation

(A Development Stage Company)

NOTES TO UNAUDITED FINANCIAL STATEMENTS

(September 30, 2014, and December 31, 2013 as Restated)

NOTE 1. GENERAL ORGANIZATION AND BUSINESS

Key Capital Corporation, the Company, was organized in the state of Georgia on January 26, 1996 as ABCOR Computer Services, Inc. On April 18, 1996 changed its name to Elite Computer Services, Inc. and on April 13, 1998 following a change of control changed its name to Key Capital Corporation. On November 9, 2002 the company was the subject of an Administrative Dissolution by the State of Georgia for failure to file its Annual report and on January 13, 2005 was reinstated. The Company was registered to do business in Arizona on March 15, 2012.

The Company is a development stage mining and mining industry financing business.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Statement Presentation

The balance sheet presentation herein includes all assets and liabilities at historical cost. The Company is in the development stage and has issued stock for the settlement of all past debt for costs incurred on behalf of the Company by a related party in the attempted development of various mining, internet technology, biotech and pharmaceutical entities. No costs for project development have been capitalized, and the Company over the past approximate two years has focused on the development on its resource structured financing and streaming business in which it is now repositioned.

The Company has on occasion issued shares of its common stock in exchange for certain services from the Company's Officers & Directors, business consultants and vendors. The stock has been issued at the fair-valued-based method. The cost of these services has been expensed in the period when the services were performed. No costs of services that were paid with stock have been capitalized.

Accounting Basis

These financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Fiscal Year

The Company operates on a December 31 fiscal year end.

Cash and Cash Equivalents

For the purpose of the statement of cash flows, cash equivalents include all highly liquid investments with maturity of three months or less.

Revenue Recognition

Revenues from services are recognized when there is persuasive evidence of an arrangement, the fee is fixed or determinable, services have been rendered, payment has been contractually earned and it is reasonably assured that the related receivable or unbilled revenue is collectable.

Advertising

Advertising and marketing costs are expensed as incurred. Marketing expense totaled $6,791 and $16,498 for the period ended September 30, 2014 and the year ended December 31, 2013 respectively.

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 and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

Accounting Standards Codification (“ASC”) 820, Fair Value Measurements and Disclosures, requires disclosing fair value to the extent practicable for financial instruments that are recognized or unrecognized in the balance sheet. Fair value of financial instruments is the amount at which the instruments could be exchanged in a current transaction between willing parties. The Company considers the carrying amounts of cash, certificates of deposit, accounts receivable, accounts payable, notes payable, related party and other payables, customer deposits, and short term loans approximate their fair values because of the short period of time between the origination of such instruments and their expected realization. The Company considers the carrying amount of notes payable to approximate their fair values based on the interest rates of the instruments and the current market rate of interest.

Dividends

The Company has not yet adopted any policy regarding payment of dividends. No dividends have been paid during the periods reported.

Earnings (Loss) per Share

The basic earnings (loss) per share is calculated by dividing the Company's net income available to common shareholders by the weighted average number of common shares during the year. The diluted earnings (loss) per share is calculated by dividing the Company's net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted as of the first of the year for any potentially dilutive debt or equity.

The Company has a commitment to issue an additional 500,000 shares of common stock in the settlement of an outstanding accounts payable from 2009 and 650,000 outstanding options and has included those instruments shares in its computation of the diluted loss per share.

Stock Based Compensation

The Company has on occasion issued equity and equity linked instruments to non-employees in lieu of cash to various vendors for the receipt of goods and services and, in certain circumstances the settlement of short-term loan arrangements. The applicable GAAP establish that share-based payment transactions with nonemployees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable.

On January 1, 2014 the Company issued 400,000 one year options each to two officers of the Company which became immediately vested and are exercisable any time between January 1, 2014 and December 31, 2014 at $0.10 each. The options were issued as consideration for their respective continued commitment to the Company and the fair value has been recorded at $79,696. The Company used the Black-Scholes pricing model and discounted the Stock Price at the valuation date to $0.1035 per share because of the low volume and infrequent trading of the shares. Factors used in the calculation include a Risk-free Rate of .23% and Volatility of 414.56%.

Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

Development Stage Company

The Company complies with Accounting Standards Codification (ASC) Topic 915 for its characterization of the Company as development stage. All losses accumulated since inception have been considered as part of the Company's development stage activities.

The Company is subject to several categories of risk associated with its development stage activities. Mineral exploration and production is a speculative business, and involves a high degree of risk. Among the factors that have a direct bearing on the Company's prospects are uncertainties inherent in estimating mineral deposits, future mining production, and cash flows, particularly with respect to properties that have not been fully proven with economic mineral reserves; access to additional capital; changes in the price of the underlying commodity; availability and cost of services and equipment; and the presence of competitors with greater financial resources and capacity.

Mineral Property Costs

Mineral property exploration and development costs are expensed as incurred. Mineral property acquisition costs are initially capitalized when incurred. The Company assesses the carrying costs for impairment at each fiscal quarter end. When it has been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, the costs then incurred to develop such property, are capitalized. Such costs will be amortized using the units-of-production method over the estimated life of the probable reserve. If mineral properties are subsequently abandoned or impaired, any capitalized costs will be charged to operations.

Environmental Costs

Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations, and which do not contribute to current or future revenue generation, are expensed. Liabilities are recorded when environmental assessments and/or remedial efforts are probable, and the cost can be reasonably estimated. Generally, the timing of these accruals coincides with the earlier of completion of a feasibility study or the Company's commitments to plan of action based on the then known facts.

To date the Company has experienced no environmental costs.

Asset Retirement Obligation

The Company records asset retirement obligations as a liability in the period in which a legal obligation associated with the retirement of tangible long-lived assets result from the acquisition, construction, development and/or normal use of the assets.

To date the Company has experienced no reclamation obligation.

Impairment of Long-Lived Assets

The Company reviews the recoverability of its long-lived assets whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The estimated future cash flows are based upon, among other things, assumptions about future operating performance, and may differ from actual cash flows. Long-lived assets evaluated for impairment are grouped with other assets to the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. If the sum of the projected undiscounted cash flows (excluding interest) is less than the carrying value of the assets, the assets will be written down to the estimated fair value in the period in which the determination is made.

During the period ended September 30, 2014 and the year ended December 31, 2013 impairment was zero and zero respectively.

Recent Accounting Guidance Not Yet Adopted

The Company has evaluated the recent accounting pronouncements through ASU 2014-08 and believes that none of them will have a material effect on the company's financial statements.

NOTE 3. GOING CONCERN

The accompanying financial statements have been prepared assuming that the company will continue as a going concern which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. As of September 30, 2014 the Company has accumulated a loss of $2,977,570, most of which relates to the Company's activities before its refocus on mining industry structured financing and streaming business during the past two fiscal years. This raises substantial doubt about the Company's ability to continue as a going concern. Without realization of additional capital, it would be unlikely for the Company to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty.

Management plans to continue to seek funding from its shareholders and other qualified investors to pursue its business plan and has just obtained a controlling interest in an oil and gas exploration and production company.

As of the date of these statements management is in discussions with a number of potential institutional funders, as well as several mining operations with which to partner by arranging institutional production funding and in return receive a percentage of the mineral production.

NOTE 4. EMPLOYMENT AND CONSULTING CONTRACTS

The Company issued a renewable three year employment contract for the President/CEO beginning January 1, 2013 at $144,000 per year. The contract also provides for the reimbursement of preapproved expenses incurred, four weeks of vacation, 13 holidays. The contract also provides for additional compensation for continuous employment through the issuance of 300,000 shares of common stock at no cost after each anniversary year of continued employment up to a total of 1,500,000 shares over a period of five years. The Company recorded the issuance of 300,000 shares on January 1, 2014, the first anniversary year of employment.

On January 1, 2013 the Company entered into a six year consulting contract with a Director of the Company to provide certain consultancy services as a Director. The agreement provides for a $12,000 monthly fee for the first six months and $15,000 per month thereafter. The agreement also provides for additional compensation for continuous consultancy through the issuance of 600,000 shares at no cost after the completion of each year of consultancy up to a total of 3,600,000 shares over a period of six years. The Company recorded the issuance of 600,000 shares on January 1, 2014, the first anniversary year of employment.

On April 1, 2013 the Company entered into two six month consulting contracts for corporate officer services at $5,000 each. Each contract to be paid with 100,000 common shares at the rate of $0.05 per share or over a period of six months with 20,000 to be issued on May 1, 2013 and 16,000 shares on the first of each month thereafter with the final issuance on October 1, 2013. On July 10, 2013 the Company issued 52,000 shares on each of these contracts and on October 8, 2013, issued another 52,000 shares on each of these contracts which included 4,000 shares each as a deposit on a six months extension of the contracts so that 16,000 shares were issued monthly through April 1, 2014.

On October 21, 2013 the Company extended the terms of the consulting agreements for an additional two six months periods to end on September 30, 2014. Each consultant will receive 100,000 common shares at $0.05 per share according to the original April 1, 2013 agreements. Additionally, as consideration for continued services as corporate officers the Company issued on January 1, 2014, 400,000 one year options exercisable at $0.10 per share to each consultant. Each option become immediately vested and can be exercised at any time between January 1, 2014 and December 31, 2014. The fair value of the option has been recorded at $79,696

On December 31, 2013, the Company recorded the issue of 48,000 shares each at the agreed to price of $0.05 per share. The shares were issued on February 4, 2014 along with an additional 48,000 shares each for payment thru March 31, 2014. On June 30, 2014 the company recorded the issue of 50,000 shares on each of the two contracts for payment through June 30, 2014.

NOTE 5. SHORT TERM LOANS RECEIVABLE AND DEVELOPMENT COSTS

During the third quarter of 2013 the Company has made certain unsecured short-term demand loans in the amount of $23,000 to an iron ore company expecting to complete negotiations of interests in its mining claims. Currently negotiations have stalled and the Company will evaluate the receivable for impairment during 2015.

On June 6, 2013 an eighteen month short-term demand loan in the amount of $16,000 was made to a third party who has the capacity to provide consulting services. On December 6, 2013 the party made a $3,000 payment on the loan leaving a balance of $13,000.

Prior to the 2012 and 2013 fiscal years, the Company invested in the development of a variety of projects including mining, internet technology, biotech and pharmaceutical entities. Following management changes and with the Company's revised business plan to expand into the mining industry financing business using a variety of techniques including streaming, the Company determined that it is not advantageous to continue those relationships and has written-off all of those investments. No costs for development have been capitalized for any of those projects.

NOTE 6. NOTES PAYABLE AND OPERATIONAL LOANS--RELATED PARTY

On July 1, 2005 the Company issued a demand convertible promissory note to Peter Boonen Chairman, Consultant and Shareholder in the Company for up to $1,000,000 for expenses to be incurred on behalf of the Company for operational and development funding of various projects during 2005 and 2006. The total aggregate costs incurred against this note were $750,000. On December 12, 2012 the note holder accepted 12,380,000 common shares, to be issued to various parties at $0.06 per share as stipulated in the note for settlement of the $750,000 incurred against the note.

On January 1, 2007 the Company issued a demand convertible promissory note to Peter Boonen Chairman, Consultant and Shareholder in the Company for up to $1,500,000 for expenses to be incurred on behalf of the Company for operational and development funding of various projects during 2007 and 2012. The note provides for conversion at $0.06 per share or as negotiated at the time of settlement. The total aggregate costs incurred against this note were $1,070,000 including interest. On July 31, 2013 the note holder accepted 10,700,000 common shares, to be issued to selected parties, at $0.10 per share in settlement of the $1,070,000 incurred against the note.

During the period ended June 30, 2014 the Company received loans in the amount of $25,000 and has agreed to issue a convertible note wherein the note holder can convert the loan to 250,000 share of common stock if done prior to February 26, 2015. Because of the low volume and infrequent trading history of the shares the Company believes that there is no intrinsic value to the convertible option.

During the period ended September 30, 2014 the Company received loans in the amount of $20,000 and has agreed to issue a convertible note wherein the note holder can convert the loan

to 200,000 share of common stock if done prior to February 26, 2015. Because of the low volume and infrequent trading history of the shares the Company believes that there is no intrinsic value to the convertible option.

Certain officers of the corporation have provided short term non-interest bearing operational loans to the company to finance day-to-day operations. A summary of operational loans and notes payable for the reported periods follows:

	September 30, 2014	December 31, 2013
Operational loans from Related Parties, zero interest		
Beginning period balance	$ 12,767	$ 16,475
Loan Increases	16,955	4,820
Less: Loan Payments	-	(8,528)
	$ 29,722	$ 12,767
Demand Notes, Related Party:		
Convertible Demand Notes, 12%	$ -	$ 1,070,000
Less: Loan Payments	-	(1,070,000)
Total Notes Payable	$ -	$ -
Demand Convertible Notes:		
Zero interest	$ 45,000	$ -

NOTE 7. STOCKHOLDERS' EQUITY

Common Stock

The Company is authorized to issue 300,000,000 common shares at a par value of $0.001 per share. On April 15, 2005 the Company executed a 1:15 reverse stock split resulting in a balance of 1,230,500 issued and outstanding as of that date. The results of the stock split has been retroactively applied to these statements

On April 19, 2005 the Company issued 8,000,000 common shares at $0.05 per share for services valued at $400,000.

On April 18, 2012 the Company issued 62,500 common shares in a private placement for $10,000 cash.

On July 11, 2012 the Company issued 35,000 common shares in a private placement for $7,000 cash.

On November 23, 2012 the Company issued 60,000 common shares in a private placement for $15,000 cash.

On December 12, 2012 the Company issued 12,380,000 common shares to convert $750,000 notes payable at $0.06 per share according to the terms of the note.

On January 30, 2013 the Company issued 15,000 common shares in a private placement at $0.20 per share for $3,000 cash.

On April 30, 2013 the Company issued 200,000 common shares in a private placement at $0.25 per share for $50,000 cash.

On May 8, 2013 the Company issued 20,000 common shares in a private placement at $0.25 per share for $5,000 cash.

On June 13, 2013 the Company issued 100,000 common shares in a private placement at $0.25 per share for $25,000 cash.

On July 10, 2013 the Company issued 100,000 common shares in a private placement at $0.25 per share for $25,000 cash.

On July 10, 2013 the Company issued 104,000 common shares at $0.05 per share or 52,000 common shares each on two April 1, 2013 consulting contracts for three months service.

On July 17, 2013 the Company issued 100,000 common shares at $0.25 per share for $25,000 cash.

On July 23, 2013 the Company issued 600,000 common shares at $0.25 per share for $150,000 cash.

On July 31, 2013 the Company issued 10,700,000 common shares to various assignees in settlement of $1,070,000 convertible notes payable at $0.10 per share.

On October 8, 2013 the Company issued 104,000 common shares at $0.05 per share or 52,000 common shares each on two April 1, 2013 consulting contracts for three months service.

On October 8, 2013 the Company issued 250,000 common shares at $0.05 per share to settle $12,500 of a $50,000 accounts payable debt from 2009. The Company agreed to issue three additional stock issuances of 250,000 shares each in six month intervals to settle the debt fully.

On November 27, 2013, December 16, 2013 and December 17, 2013 the Company issued an aggregate of 80,000 common shares at $0.25 per share for a total of $20,000 cash.

On December 31, 2013 the Company recorded the issue of 96,000 common shares at $0.05 per share or 48,000 common shares each on two consulting contracts for three months service. The shares were issued on February 4, 1014.

On January 1, 2014 the Company's recorded the issuance of 300,000 and 600,000 shares of Common Stock for continuous employment and continuous consultancy on two separate contracts at the market price of $0.23 per share. The shares have since been issued.

On February 14, 2014 the Company issued 150,000 common shares for the exercise of options at $0.10 per share.

On February 14, 2014 the Company issued 96,000 common shares at $0.05 per share or 48,000 common shares each on two consulting contracts for three months service. The share issuance also included 96,000 shares recorded as issued on December 31, 2013.

On March 31, 2014 the Company recorded the issue of 250,000 common shares at $0.10 per share for $25,000 consulting services.

On March 31, 2014 the Company recorded the issue of 250,000 common shares at $0.05 per share to settle $12,500 of a $50,000 accounts payable.

On April 4, 2014, and April 15, 2014 the Company issued an aggregate of 120,000 common shares at $0.25 per share for a total of $30,000 cash.

On May 5, 2014, thru June 17, 2014 the Company issued an aggregate of 242,000 common shares at $0.50 per share for a total of $111,000 cash.

On June 30, 2014, the Company recorded the issue of 100,000 common shares at $0.05 per share for consulting services.

On July 1, 2014 the Company issued a total of 133,334 common shares at $0.05 per share for consulting services.

On July 7, 2014 the Company issued a total of 30,000 common shares at $0.50 per share for 14,985 cash.

On July 30, 2014 the Company issued 5,000 common shares at $0.50 per share for $2,500 cash.

On August 15, 2014 the Company issued 40,000 common shares at $0.25 per share for $10,000 cash.

On September 19, 2014 the Company issued 20,000 common shares at $0.50 per share for $10,000 cash.

Stock Options:

On January 1, 2014, as consideration for continued services as corporate officers the Company issued 400,000 one year options exercisable at $0.10 per share to each consultant. Each option become immediately vested and can be exercised at any time between January 1, 2014 and December 31, 2014. The fair value of the option has been recorded at $79,696. The Company used the Black-Scholes pricing model and discounted the $0.23 Stock Price at the valuation date to $0.1035 per share to compensate for the non-representative volatility resulting from the low volume and infrequent trading history of the shares factors used in the calculation include a Discount of 55%, a Risk-free Rate of .23% and Volatility of 414.56%. A summary of options outstanding follows:

	Number of Options	Weighted Average Exercise Price
Total Options outstanding at December 31, 1013	-	$ -
Plus: Options Issued	800,000	0.10
Less: Options Exercised	(150,000)	
Less: Options Expired	-	
Total Options outstanding at September 30, 2014	650,000	0.1000

NOTE 8. PROVISION FOR INCOME TAXES

The Company provides for income taxes under ASC 740 “Income Taxes” which requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect currently.

The standard requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. In the Company’s opinion, it is uncertain whether they will generate sufficient taxable income in the future to fully utilize the net deferred tax asset. Accordingly, a valuation allowance equal to the deferred tax asset has been recorded. The total deferred tax asset is $1,042,150 which is calculated by multiplying a 35% estimated tax rate by the cumulative NOL of $2,977,570. The total valuation allowance is a comparable $1,042,150.

Details for the period ended September 30, 2014 and the year ended December 31, 2013 as restated follow:

	September 30, 2013	December 31, 2013
Deferred Tax Asset	$ 81,409	$ 148,489
Valuation Allowance	(81,409)	(148,489)
Current Taxes Payable	-	-
Income Tax Expense	$ -	$ -

Below is a chart showing the estimated federal net operating losses and the years in which they will expire.

Year	Amount	Expiration
2004	1,231	2024
2005	400,000	2025
2006	750,000	2026
2007	540,000	2027
2008	50,000	2028
2009	160,000	2029
2010	100,000	2030
2011	225,000	2031
2012	92,086	2032
2013	424,255	2033
YTD 2014	234,998	2033
Total	$ 2,977,570	

NOTE 9. RESTATED FINANCIALS

During an internal review of its books the company found some minor changes in its 2013 financial reporting. The Company determined to restate its 2013 financials in an effort to fully conform to current accounting practices. Below are the restated financials for the year ended 2013:

	As Reported December 31, 2013	Restated December 31, 2013	Effect of Restatement
Balance Sheet			
Current Assets			
Cash and cash equivalents	$ 3,324	$ 3,324	$ -
Short-term loans receivable	36,000	36,000	
Total Assets	$ 39,324	$ 39,324	$ -
Current Liabilities			
Accounts payable and accrued expenses	$ 131,701	$ 148,080	16,379
Accrued salary	37,117	37,117	
Operational advances - related party	12,768	12,768	
Total Current Liabilities	181,586	197,965	16,379
Stockholders' Equity			
Common Stock	34,238	34,238	
Paid in Capital	2,549,693	2,549,693	
Accumulated deficit during development stage	(2,726,193)	(2,742,572)	(16,379)
Total stockholders' deficit	(142,262)	(158,641)	(16,379)
Total Liabilities and Stockholders' Deficit	$ 39,324	$ 39,324	$ -

	As Reported December 31, 2013	Restated December 31, 2013	Effect of Restatement
Statement of Operations			
Income	$ -	$ -	$ -
Operating Expenses			
General and administrative	66,330	71,782	5,452
Officer salary	144,000	144,000	-
Professional fees	21,392	32,319	10,927
Consulting fees	176,154	176,154	-
Development costs	-	-	-
Total Expenses	407,876	424,255	16,379
Net Loss from Operations	(407,876)	(424,255)	(16,379)

NOTE 10. INVESTMENT IN AFFILIATE AND CONTINGENT LIABILITY

Investment in Affiliate

On August 24, 2014 the Company entered into a stock purchase agreement by accepting a debt settlement agreement from GeoGlobal Resources, Inc. ("GeoGlobal") for consulting services rendered by the Company in the aggregate amount of $500,000. Services provided to GeoGlobal included assistance in avoiding bankruptcy protection, the loss of remaining assets, the arrangement of short term operation funding and the acquisition of working capital loans.

The Company received an approximate 64.3% interest in GeoGlobal in the form of 900,000 Series A Preferred Shares of Stock in GeoGlobal in settlement of the $500,000 services rendered. Each share of GeoGlobal's Series A Preferred Stock is convertible at any time by the Holder into 300 shares of GeoGlobal common stock. Each Series A Preferred Share carries with it 300 votes on all matters submitted for stockholder approval.

Contingent Liability

The agreement also contains a performance condition wherein the Company agrees to subscribe to 100,000 shares of Series B Preferred Shares, each share convertible to 300 shares of Common Stock, at the purchase price of $30 per share for a total of $3,000,000. As a minimum the Company shall subscribe to the Series B Preferred Shares in tranches of 20,000 shares each at six month intervals with the first tranche due and payable February 24, 2015. If the Company does not purchase the additional Series B Preferred shares then it is obligated to transfer 750,000 Series A Preferred shares back to GeoGlobal. The company is reporting the $3,000,000 as a contingent liability.

Provisional Measurement of Investment

GeoGlobal was a fully reporting oil and gas exploration and production Company with extensive interests in onshore and offshore proven oil and gas properties through several business partners and subsidiaries in India and Columbia. In recent years GeoGlobal had significant difficulties and was facing bankruptcy protection. Because of the assets the Company decided to take GeoGlobal on as a project and provided significant legal, accounting, project and analytical consulting to protect those assets and prevent GeoGlobal's demise.

The Company is in the process of completing the measurement and valuation of its interests in GeoGlobal but as of the date of these financials has been unable to obtain the necessary data to complete that valuation and is looking to complete its measurement as soon as possible within the twelve month limit provided by ASC Topic 805. The Company has used the actual incurred cost of $500,000 in services rendered as its provisional valuation of its investment in GeoGlobal.