GLOBAL CLEAN ENERGY, INC.
QUARTERLY REPORT
For the Quarter ended September 30, 2014

Item 1 **GLOBAL CLEAN ENERGY, INC.**

Item 2. **Address of Principal Executive Offices:**

6040 Upshaw Ste. 105
Humble, Texas 77396
281-441-2538
Fax: 281-441-9673

4150 St. Catherine Ste. 525
Montreal, Canada H3Z2Y5
514-288-8070
Fax: 514-288-8655
www.globalcleanenergy.net
Investor Relations: 713-852-7474

Item 3. Trading Symbol: GCEI:OTCPINK
Cusip: 378986-103

The Company had 258,368,911 common shares outstanding as of September 30, 2014
There are 750,000,000 common stock shares authorized.
There are 5,000,000 preferred stock shares authorized, with none outstanding.
The Company had 192 active shareholders of record as of September 30, 2014.

TRANSFER AGENT: TRANSHARE CORPORATION
4626 SOUTH BROADWAY,
ENGLEWOOD, COLORADO 80113;
PHONE: 303-662-1113.
Approved under Exchange Act

Item 4.

Issuance History

STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FROM DECEMBER 31, 2012 THROUGH SEPTEMBER 30, 2014
(UNAUDITED)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balances, December 31, 2012	117,679,873	$ 117,680	$4,898,979	$ 129,320	$ (7,812,060)	$ (2,666,081)
Conversion of debt to common stock	16,339,038	16,339	458,610	-	-	474,949
Conversion of accruals to common stock	52,350,000	52,350	1,142,040	-	-	1,194,390
Shares for services	55,600,000	55,600	995,380	-	-	1,050,980
Beneficial conversion feature	-	-	4,514	-	-	4,514
Foreign currency adjustment	-	-	-	104,720	-	104,720
Net loss	-	-	-	-	(3,007,942)	(3,007,942)
Balances, December 31, 2013	241,968,911	$ 241,969	$7,499,523	$ 234,040	$ (10,820,002)	$ (2,844,470)
Conversion of debt to common stock	8,000,000	8,000	175,891	-	-	183,891
Shares for services	3,400,000	3,400	93,660	-	-	97,060
Foreign currency adjustment	-	-	-	172,642	-	172,642
Net loss	-	-	-	-	(1,008,008)	(1,008,008)
Balances, June 30, 2014	253,368,911	$ 253,369	$7,787,034	$ 406,682	$ (11,828,010)	$ (3,380,925)
Conversion of debt to common stock	5,000,000	5,000	10,000	-	-	183,891
Balances, September 30, 2014	258,368,911	$ 258,369	$7,797,034	$ 406,682	$ (11,828,010)	$ (3,380,925)

Item 5.
Unaudited Financial Statements for the Quarter ended September 30, 2014

BALANCE SHEETS
AS OF SEPTEMBER 30, 2014 AND DECEMBER 31, 2013
(UNAUDITED)

	9/30/2014	12/31/2013
ASSETS		
Current assets:		
Cash	$ 34,833	$ 122
Total current assets	34,833	122
Total assets	$ 34,833	$ 122
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accrued expense	$3,020,529	$ 2,217,335
Accounts payable	,305,963	226,764
Promissory notes, currently in default	42,170	42,071
Promissory notes – related party	13,207	14,024
Promissory notes – related party, currently in default	79,534	79,347
Convertible debt (net of discounts of $14,300 and $3,526 as of June 30, 2014 and December 31, 2013, respectively)	439,246	265,051
Total liabilities	3,900,649	2,844,592
Stockholders' equity (deficit):		
Preferred stock; $0.001 par value; authorized – 15,000,000 shares; issued - none	-	-
Common stock; $0.001 par value; authorized – 750,000,000 shares; issued and outstanding – 258,368,911 and 241,968,911 shares at June 30, 2014 and December 31, 2013, respectively	258,369	241,969
Additional paid-in capital	7,797,084	7,499,523
Accumulated other comprehensive income	342,464	234,040
Accumulated deficit	(11,828,010))	(10,820,002)
Total stockholders' equity (deficit)	)	(2,844,470)
Total liabilities and stockholders' equity (deficit)	$ 34,833	$ 122

See accompanying notes to financial statements.

STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013
(UNAUDITED)

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	9/30/14	9/30/13	9/30/14	9/30/13
Operating expense:				
General and administrative expenses	$ 305,964	$ 651,511	$ 1,172,425	$ 1,181,779
Rent expense	25,500	25,687	57,406	75,537
Total operating expenses	331,464	316,404	1,229,831	1,181,779
Operating loss	331,464	316,404	1,229,831	1,181,779
Other (income) / expense:				
Interest expense	1,000	6,784	26,749	17,710
Loss on conversion of debt and accruals to equity	10,000	76,155	93,892	887,639
Total other (income) / expense	11,000	82,939	120,641	905,349
Net loss	$ (342,464)	$ (399,343)	$ 1,350,472	$ (2,087,128)
Foreign currency translation adjustment		50,314	172,642	(67,124)
Total comprehensive loss	$ (342,464)	$ (349,029	$ (1,177,830	$ (2,154,252)
Basic and diluted net loss per common share	(0.00)	$ (0.00)	(0.00)	$ (0.01)
Weighted average number of common shares outstanding	258,368,911	191,538,476	258.368,911	163,262,186

STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013
(UNAUDITED)

	9/30/2014	9/30/2013
Cash flows from operating activities:		
Net loss	$(1,350,472)	(2,087,128))
Adjustments to reconcile net loss to net cash used in operating activities:		
Loss on conversion of debt and accruals to equity		374,980
Amortization of beneficial conversion feature		887,639
Shares issued for services		
Changes in operating assets and liabilities:	77,256	(66,577)
Accounts payable		572,999)
Accrued expenses	318,607	17,186
Accrued interest	19,678	(300,901)
Net cash used in operating activities	(415,541)	)
Cash flows from financing activities:		14,547
Borrowings on notes payable - third parties	100,000	218,205
Net cash provided by financing activities	100,000	232,752
Foreign currency adjustment		67,124
Net increase (decrease) in cash	972	(1,025))
Cash at beginning of period	33,861	1,161
Cash at end of period	$ 34,833	136
Supplemental disclosure of noncash investing and financing activities:		
Conversion of accruals to common stock	$	588,794
Beneficial conversion feature from debt discount	$	203,952
Conversion of debt to common stock	$ 10,000	(2,087,128)

ITEM 6.

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements and information relating to us that is based on the beliefs of our management as well as assumptions made by, and information currently available to, our management. When used in this report, the words "anticipate," "believe," "estimate," "expect," "intend," "plan" and similar expressions, as they relate to us or our management, are intended to identify forward-looking statements. These statements reflect management's current view of us concerning future events and are subject to certain risks, uncertainties and assumptions, including among many others:

- the availability and adequacy of our cash flow to meet our requirements;
- economic, competitive, demographic, business and other conditions in our local and regional markets;
- changes or developments in laws, regulations or taxes in the renewable energy industries;
- actions taken or not taken by third-parties, including our competitors, as well as legislative, regulatory, judicial and other governmental authorities;
- competition in the renewable energy industry;
- the failure to obtain or loss of any license or permit;
- the cyclical nature of the energy industry, and therefore any downturns in this cyclical industry could adversely affect operations;
- the energy-related industry that we service is heavily regulated and the costs associated with such regulated industries increases the costs of doing business;
- the ability to carry out our business plan and to manage our growth effectively and efficiently;
- the failure to manage any foreign exchange risk adequately;
- a general economic downturn or a downturn in the securities markets; and
- risks and uncertainties described in the Risk Factors section or elsewhere in this Annual Report
- Should any of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this report as anticipated, estimated or expected. All written and oral forward-looking statements attributable to us or persons acting on our behalf subsequent to the date of this Annual Report are expressly qualified in their

entirety by the foregoing risks and those set forth in the “Risk Factors” section below.

When used in this report, the terms “GLOBAL CLEAN ENERGY,” “Company,” “G.C.E,” “we,” “our” and “us” refer to Global Clean Energy, Inc.

BUSINESS

Global Clean Energy, Inc. (GCE) is a Maryland corporation with offices in Houston, Texas and Montreal, Canada. The company is a developer of waste to energy and PGM (Platinum Group Metals) smelting and recovery plants across North America. The company is at the forefront of alternative energy and Cleantech in North America. The company’s SIC code is 2860, and its IRS taxpayer id is 84-1522846.

OUR MISSION

R.E.S.C.U.E™ -- Reforming Environmental Salvage into Clean Usable Energy

GCE optimizes commercially available technologies to recover, reclaim and convert waste and platinum group metals (PGM) into commercially viable energy and off takes; a process the company refers to as Reforming Environmental Salvage into Clean Usable Energy (R.E.S.C.U.E)

GCE was formed eight years ago focused on processing organic waste into synthetic natural gas (“syngas”). The goal was to both reduce greenhouse gas emissions and lower the dependency in North America and Europe on imported oil and natural gas. In 2012, after significant capital investment in R&D, the company made the strategic decision to prioritize feedstock lockup and operation agreements. GCE recognized accelerating growth opportunities in the US and began to secure 20 year feedstock sourcing and operations agreements. To execute this strategy GCE brought in top management from the renewable industry and acquired Micro Energies of Nevada.

GCE is focused on the North American markets in implementing commercially proven technologies to convert and recover end-of-life plastic, tires, ASR auto shred, and PGM platinum group metals, GCE incorporates technologies that are presently being employed in Europe and Asia to permit faster growth, less risk and accelerated operations and investments. GCE is positioned as one of the most diverse feedstock integrators, differentiating itself from single source, singular platform traditional feedstock developers in the flourishing North America alternative fuel development market

Global Clean Energy plans to Build-Own-Operate (BOO) plants utilizing best available technologies worldwide; GCE is a leader in the Plastic and Tire Waste to Energy field with sites under contract in the Southeast and Midwestern US which will process 30-60 tons per day of each substrate. GCE has finalized long term feedstock supply contracts for end of life plastics with Sonoco Recycling Inc. of South Carolina and for end of life tires with Liberty Tire Recycling Inc. of Pennsylvania.

GCE is in the midst of finalizing agreements for the development of a Plasma Arch PGM, Platinum-Groups-Metals recovery site in the Southern US. This will include the acquisition of a nonferrous scrap metal and catalytic recycling company in the US.

GCE will focus on becoming a major aggregator of spent catalytic converters from end of life vehicles, which are rich in Platinum Group Precious Metals (Platinum, Palladium and Rhodium). PGM from used auto catalysts can be highly and efficiently recovered through a state of the art smelting process. Concurrent with the acquisition, GCE will be purchasing smelting technology to operate the recovery process.

Through its acquisition, GCE will operate a vertically integrated PGM recovery facility and be able to compete favorably in this market. The company has placed deposits for the purchase of the smelting equipment and the purchase of the acquisition company .The transaction is expected to close before year end.

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The GCE management team has extensive financial and operational backgrounds in the renewable energy, manufacturing, IP, IT fields, having built and sold companies in the hundreds of million-of dollars over the last 20 years. With broad experience in many disciplines and industries, our customers have ranged from large independents through to government agencies, mass distribution entities and Fortune 1000 companies. The team's industry background affords the company with vital insight and a valuable network of plant construction, manufacturing and EPC resources.

GCE is uniquely positioned to become the fastest growing developer, with its aggregation model of modular waste-to-energy and recovery conversion projects in the multi-billion dollar waste to energy industry.

HIGHLIGHTS

- GCE is focused on built out of a hybrid Plastic and Tire W2F plant and a PGM plasma smelting operation
- GCE strictly implements systems with a minimum of 10 commercialized installations in place, in operations to mitigate technology risks
- GCE contracts 20 year long-term feedstock supply agreements
- GCE only implements systems with performance guarantees in place from OEM
- GCE follows stringent IRR criteria
- GCE will acquire synergistic operations
- GCE basis its investment decisions on extensive financial modeling for sites that have expansion capabilities for scalable and modular system growth and expansion, "inside the fence" of our customers facilities.
- GCE joint ventures with large entities, municipalities and existing operations, clearly differentiating the company from "start-up" risk conditions.
- GCE controls feedstock, technology, sites operations and off takes sales.
- GCE has feedstock agreements with multibillion dollar Fortune 500 NYSE firms

North American Market and Drivers

In the U.S., the field of solid waste management is becoming more closely aligned with resource management, and this is in large part because the way we view “waste” is dramatically shifting. New technologies are being developed that allow more materials to be recovered and new value created from those materials. Much more of our waste stream is considered to be valuable scrap material and new technologies such as automation for materials separation are allowing the industry to tap into these resources and create value out of what was previously considered non-valuable material. Conversion technologies, specifically those designed for plastics, offer the same potential to create value for landfills. Plastic to fuel (PTF) technologies offer the potential to manage landfill-bound plastics as a resource to create a valuable alternative fuel source. At this time, a large portion of the plastic waste stream is still treated as “waste,” and there is a large opportunity to recover more of the plastics we use in the United States.

Now, an end-of-life management option exists for non-recycled plastics: conversion of scrap plastics to either chemical feedstock or fuel. These conversion technologies rely on the processes of depolymerization and pyrolysis, respectively or plastic-to-fuel (PTF) technologies. The technology has existed for decades, however, recent investment and innovation in pyrolytic technology has created a new generation of systems that GCE has embraced as reviewed in the technology section.

GCE is becoming a significant niche player in the massive world-wide energy market by developing and operating “private power” R.E.S.C.U.E projects primarily for industrial and public sector entities that have waste disposal and on-site or near-by energy requirements. There is a tremendous opportunity for providing BOO (Build-Own-Operate) plants that have access to waste or low-cost feedstock and provide the bulk of the output to the local hosts, thereby avoiding direct competition with large utility-scale generators and suppliers.

Global Clean Energy recognizes that alternative energy technologies are evolving rapidly and other technologies that are likely to emerge may provide for various applications. These technologies will allow the company to develop projects over a wider size range and broader scope of potential feedstock.

GCE is focused on 5 key development and plant investment principles:

1. Controlling Feedstock
2. Aggregating waste-to-energy conversion technologies
3. Developing alternative fuels with F-500 EPC and O & M companies
4. Providing development capital utilizing EPC backed technologies with performance guarantees
5. Generating high IRR

System Description

Global Clean Energy plans to use proven, commercialized best available technology worldwide to convert waste into high value energy

1. Systems break down carbon-based materials by applying extreme temperatures in an oxygen-starved environment. High temperatures in an oxygen starves environment allows gasification (pyrolysis) systems to significantly reduce harmful emissions compared to either incineration or landfills.
2. Gasification has been used to generate energy for over a century and is cleaner and more efficient than traditional "burn" or combustion processes. There are gasification plants worldwide generating clean energy in 26 countries
3. Pyrolysis systems are scalable and can process as little as 25 tons per day.
4. Systems provide a clean and cost-effective solution good for the environment and good and the bottom line.
5. Other systems within the company include Plasma Arc Systems for super high heating, destruction and recovery for non-homogenous waste, E-Waste and PGM platinum-group metals rhodium, palladium and platinum.
6. Modular systems install inside the fence with technology guarantees in place

Marketing Plan

GCE will focus on projects for industrial facilities that have low-cost fuel supplies and on-site gas, electricity and/or process heat needs. These facilities typically prefer to purchase their energy (and where necessary, waste disposal services) from third parties. GCE's primary product offering, therefore, is anticipated to be a one-stop, full-service, third-party source for generating on-site Syngas, low sulfur fuels, and/or ethanol or other liquid fuels from locally available waste or low-cost fuel sources.

Target Clients

GCE will target industries such as plastic, paper and tire industries, all of which have substantial demand for process heat, as well as liquid fuels for their vehicle fleets. Priority will be given to those companies that are in a position to enter into both feedstock supply and energy off-take agreements either on a fixed-price or toll-processing basis. In this way, GCE will insulate itself from feedstock and energy market price fluctuations for its first plants.

Due to the fact that GCE will be depending primarily on the security of the long-term feedstock supply and energy off-take agreements, it will attempt to give priority to companies with strong balance sheets and good out-year prospects. It is currently intended that companies with less secure business prospects will generally be served only if they can post performance bonds or provide other assurances that minimize the risks of their non-performance.

Employees

The company at present has 8 full time employees, 30 consultants on a project basis and a network of consultants throughout North America.

Corporate History

Global Clean Energy, Inc. ("GCE"), a Maryland corporation, was incorporated on November 8, 2007. GCE is successor to Newsearch, Inc. ("Newsearch"), a Colorado corporation, which was incorporated on December 3, 1999. Newsearch was dormant until August 20, 2002, when it acquired Panache, Inc. ("Panache"), a Colorado corporation, and Panache became a wholly-owned subsidiary of Newsearch. Panache was incorporated under the laws of Colorado on May 18, 1998, and sold women's apparel under its trade name, "The Ollie Collection," on a wholesale basis primarily through its display showrooms at the Denver Merchandise Mart. In addition, Panache represented several manufacturers of women's apparel and accessories and also bought and resold women's apparel and accessories for its own account, for resale. Panache ceased operations in June 2004, when it determined that its business plan could not be executed due to a lack of operating capital and prospects for raising adequate funding, and was later dissolved in January 2005. Newsearch was dormant from July 2004 through July 2006 when it began operating in furtherance of its current business plan.

By stockholder approval, on November 13, 2007, Newsearch's state of incorporation was changed from Colorado to Maryland and at the same time, Newsearch changed its name to Global Clean Energy, Inc.

Internet Web Site

Our website is located at http://www.globalcleanenergy.net.

RISK FACTORS

You should carefully consider the risks described below. If any of the following risks actually occur, our business could be harmed. You should also refer to the other information about us contained in this information package, including our financial statements and related notes.

Currently, we do not have any financing arrangements in place. We may need to raise additional funds through the issuance of equity and/or debt through private placements or public offerings to provide financing to meet the needs of our long-term strategic plan. If we raise additional financing through the issuance of equity, equity-related or debt securities, those securities may have rights, preferences or privileges senior to those of the rights of our common stock and our stockholders may experience dilution of their ownership interests. Similarly, the incurrence of additional debt could increase our interest expense and other debt service obligations and could result in the imposition of covenants that restrict our operational and financial flexibility. If financing is not available or obtainable within the next three months, our ability to meet our financial obligations and pursue our plan of operation will be substantially limited and investors may lose a substantial portion or all of their investment.

We have limited operating experience and a history of operating losses, and we may be subject to risks inherent in early stage companies, which may make it difficult for you to evaluate our business.

We have a limited operating history upon which you can evaluate our business and prospects. We cannot provide any assurance that we will profitable in any given period or at all. You must consider our business, financial history and prospects in light of the risks and difficulties we face as an early stage company with a limited operating history. In particular, our management may have less experience in implementing our business plan and strategy compared to our competitors, including our strategy to establish our operations and build our brand name. In addition, we may face challenges in planning and forecasting accurately as a result of our limited historical data and inexperience in implementing and evaluating our business strategies. Our inability to successfully address these risks, difficulties and challenges as a result of our inexperience and limited operating history may have a negative impact on our ability to implement our strategic initiatives, which may have a material adverse effect on our business, prospects, financial condition and results of operations.

We may not be able to raise sufficient capital to grow our business.

We have in the past needed to raise funds to operate our business, and we likely will need to raise additional funds to construct our BOO plants in commercial quantities. If we are unable to raise additional funds when needed, our ability to operate and grow our business could be impaired. We do not know whether we will be able to secure additional funding or funding on terms favorable to us. Our ability to obtain additional funding will be subject to a number of factors, including market conditions, our operating performance and investor sentiment. These factors may make the timing, amount, terms

and conditions of additional funding unattractive. If we issue additional equity securities, our existing stockholders may experience dilution or be subordinated to any rights, preferences or privileges granted to the new equity holders.

Gasification / Pyrolytic Steam Reforming technology may not gain broad commercial acceptance.

Commercial applications of gasification / PSR technology are at an early stage of development, and the extent to which gasification / PSR power generation will be commercially viable is uncertain. Many factors may affect the commercial acceptance of gasification / PSR technology, including the following:

- performance, reliability and cost-effectiveness of gasification / PSR technology compared to conventional and other alternative energy sources and products;

- developments relating to other alternative energy generation technologies;

- fluctuations in economic and market conditions that affect the cost or viability of conventional and alternative energy sources, such as increases or decreases in the prices of oil and other fossil fuels;

- overall growth in the alternative energy equipment market;

- availability and terms of government subsidies and incentives to support the development of alternative energy sources, including gasification / PSR;

- fluctuations in capital expenditures by utilities and independent power producers, which tend to decrease when the economy slows and interest rates increase; and

- the development of new and profitable applications requiring the type of energy supply provided by our autonomous gasification / PSR systems.

If gasification / PSR technology does not gain broad commercial acceptance, our business will be materially harmed and we may need to curtail or cease operations.

If sufficient demand for our BOO on-site alternative energy plants does not develop or takes longer to develop than we anticipate, our revenues may decline, and we may be unable to achieve and then sustain profitability.

Even if gasification technology achieves broad commercial acceptance, our BOO plants may not prove to be a commercially viable technology for generating electricity from low-cost sources of feedstock. We expect to invest a significant portion of our time and financial resources in the development of our BOO plants. As we begin to market, sell and construct our BOO plants, unforeseen hurdles may be encountered that would limit the commercial viability of our BOO plants, including unanticipated construction, operating, maintenance and other costs. Our target customers and we may also encounter technical obstacles to construction, constructing and maintaining BOO plants with sufficient capacity to generate competitively-priced alternative fuels.

If demand for our BOO plants fails to develop sufficiently, we may be unable to grow our business or generate sufficient revenues to achieve and then sustain profitability. In addition, demand for BOO plants in our presently targeted markets, including North America and Europe, may not develop or may develop to a lesser extent than we anticipate. If we are not successful in commercializing our BOO plants, or are significantly delayed in doing so, our business, financial condition and results of operations could be adversely affected.

Our targeted markets are highly competitive. We expect to compete with other alternative energy companies and may have to compete with larger companies that enter into the alternative energy business.

The renewable energy industry, particularly in our targeted markets of North America and Europe, is highly competitive and continually evolving as participants strive to distinguish themselves and compete with the larger electric power industry. Competition in the renewable energy industry is likely to continue to increase with the advent of dozens of new alternative energy technologies. If we are not successful in constructing systems that generate competitively priced alternative fuels, we will not be able to respond effectively to competitive pressures from other alternative energy technologies.

Moreover, the success of alternative energy generation technologies may cause larger electric utility and other energy companies with substantial financial resources to enter into the alternative energy industry. These companies, due to their greater capital resources and substantial technical expertise, may be better positioned to develop new technologies. Our inability to respond effectively to such competition could adversely affect our business, financial condition and results of operations.

We anticipate investing funds to construct demonstration BOO plants that generate little or no direct revenue.

We plan to construct in the future a demonstration and pilot BOO plant to establish the feasibility of our gasification technology and to encourage the market adoption of our BOO plants. A pilot BOO plant permits potential customers to see first-hand the viability of gasification technology as a source of electricity. Although we incur significant costs in constructing and maintaining a pilot BOO plant, this BOO plant will generate little or no direct revenue to us.

We may be unable to manage the expansion of our operations effectively.

We intend to expand our business significantly. However, to date the scope of our operations has been limited, and we do not have experience operating on the scale that we believe will be necessary to achieve profitable operations. Our current personnel, facilities, systems and internal procedures and controls are not adequate to support our anticipated future growth. We plan to add sales, marketing and engineering offices in additional locations, including continental Europe and throughout North America.

To manage the expansion of our operations, we will be required to improve our operational and financial systems, procedures and controls, increase our construction operating capacity and expand, train and manage our employee base, which must increase significantly if we are to fulfill our current construction, operation and growth plans. Our management will also be required to maintain and expand our relationships

with any customers, suppliers and other third parties, as well as attract new customers and suppliers. If we do not meet these challenges, we may be unable to take advantage of market opportunities, execute our business strategies or respond to competitive pressures.

We may be unable to successfully negotiate and enter into operations and maintenance contracts with potential customers.

An important element of our business strategy is to maximize our revenue opportunities with any potential future customers by seeking to enter into operations and maintenance contracts with them under which we would be paid fees for operating and maintaining the BOO plants that they have purchased from us. Even if customers purchase our BOO plants, they may not enter into operations and maintenance contracts with us. Even if we successfully negotiate and enter into such operations and maintenance contracts, our customers may terminate them prematurely or they may not be profitable for a variety of reasons, including the presence of unforeseen hurdles or costs. In addition, our inability to perform adequately under such operations and maintenance contracts could impair our efforts to successfully market the BOO plants. Any one of these outcomes could have a material adverse effect on our business, financial condition and results of operations.

Problems with the quality or performance of our BOO plants could adversely affect our business, financial condition and results of operations.

We anticipate that our agreements with customers will generally include guarantees with respect to the quality and performance of our BOO plants. Because of the limited operating history of our BOO plants, we will be required to make assumptions regarding the durability, reliability and performance of the systems, and we cannot predict whether and to what extent we may be required to perform under the guarantees that we expect to give our customers. Our assumptions could prove to be materially different from the actual performance of our BOO plants, causing us to incur substantial expense to repair or replace defective systems in the future. We will bear the risk of claims long after we have sold our BOO plants and recognized revenue. Moreover, any widespread gasification or technology failures could adversely affect our business, financial condition and results of operations.

Currency translation and transaction risk may adversely affect our business, financial condition and results of operations.

Although our reporting currency is the US dollar, we expect to conduct our business and incur costs in the local currency of most countries in which we operate. As a result, we will be subject to currency translation risk. We expect a large percentage of our revenues to be generated outside the United States and denominated in foreign currencies in the future. Changes in exchange rates between foreign currencies and the US dollar could affect our revenues and cost of revenues, and could result in exchange losses. We cannot accurately predict the impact of future exchange rate fluctuations on our results of operations.

Our business uses non-exclusive licensed technology, which may be difficult to protect and may infringe on the intellectual property rights of third parties.

It is possible that we may need to acquire other licenses to, or to contest the validity of, issued or pending patents or claims of third parties. We cannot assure you that any license would be made available to us on acceptable terms, if at all, or that we would prevail in any such contest. In addition, we could incur substantial costs in defending ourselves in suits brought against us for alleged infringement of another party's patents in bringing patent infringement suits against other parties based on our licensed patents.

In addition to licensed patent protection, we also rely on trade secrets, proprietary know-how and technology that we will seek to protect, in part, by confidentiality agreements with our prospective joint venture partners, employees and consultants. We cannot assure you that these agreements will not be breached, that we will have adequate remedies for any breach, or that our trade secrets and proprietary know-how will not otherwise become known or be independently discovered by others.

Our financial results may fluctuate from quarter to quarter, which may make it difficult to predict our future performance.

Our financial results may fluctuate as a result of a number of factors, many of which are outside of our control. For these reasons, comparing our financial results on a period-to-period basis may not be meaningful, and you should not rely on our past results as an indication of our future performance. Our future quarterly and annual expenses as a percentage of our revenues may be significantly different from those we expect for the future. Our financial results in some quarters may fall below expectations. Any of these events could cause our stock price to fall. Each of the risk factors listed in this "Risk Factors" section, including the following factors, may adversely affect our business, financial condition and results of operations:

- delays in permitting or acquiring necessary regulatory consents;
- delays in the timing of contract awards and determinations of work scope;
- delays in funding for or construction of BOO plants;
- changes in cost estimates relating to BOO plant completion, which under percentage of completion accounting principles could lead to significant charges to previously recognized revenue or to changes in the timing of our recognition of revenue from those projects;
- delays in meeting specified contractual milestones or other performance criteria under project contracts or in completing project contracts that could delay the recognition of revenue that would otherwise be earned;
- reductions in the availability or level of subsidies and incentives for alternative energy sources;

- decisions made by parties with whom we have commercial relationships not to proceed with anticipated projects;

- increases in the length of our sales cycle; and

- reductions in the efficiency of our construction and/or operations processes.

If prices for alternative energy or fuels drop significantly, we will also be forced to reduce our prices, which potentially may lead to losses.

Prices for alternative energy or fuels can vary significantly over time and decreases in price levels could adversely affect our profitability and viability. For example, the price of ethanol has some relation to the price of gasoline. The price of ethanol tends to increase as the price of gasoline increases, and the price of ethanol tends to decrease as the price of gasoline decreases. Any lowering of gasoline prices will likely also lead to lower prices for ethanol and may adversely affect our operating results if we are producing ethanol. We cannot assure you that we will be able to sell any alternative energy or fuels we produce.

Price increases or interruptions in needed energy supplies could cause loss of customers and impair our profitability.

Production of alternative fuel sources requires a constant and consistent supply of energy. If there is any interruption in our supply of energy for whatever reason, such as availability, delivery or mechanical problems, we may be required to halt any production we may have. If we halt production for any extended period of time, it will have a material adverse effect on our business. Natural gas and electricity prices have historically fluctuated significantly. We expect to purchase significant amounts of these resources as part of our gasification process. Increases in the price of natural gas or electricity would harm our business and financial results by increasing our energy costs.

We may be unable to attract and retain management and other personnel we need to succeed.

Our success depends on the skills, experience and efforts of our senior management and other key development, manufacturing, construction and sales and marketing employees. We cannot be certain that we will be able to attract, retain and motivate such employees. The loss of the services of one or more of these employees could have a material adverse effect on our business. There is a risk that we will not be able to retain or replace these key employees.

In addition, our anticipated growth will require us to hire a significant number of qualified technical, commercial and administrative personnel. The majority of our new hires will be engineers, project managers and operations personnel. There is intense competition from other companies and research and academic institutions for qualified personnel in the areas of our activities. If we cannot continue to attract and retain, on acceptable terms, the qualified personnel necessary for the continued development of our business, we may not be able to sustain our operations or grow at a competitive pace.

The reduction or elimination of government subsidies and economic incentives for alternative energy sources could prevent demand for our BOO plants from developing, which in turn would adversely affect our business, financial condition and results of operations.

Federal, state and local governmental bodies in many countries, most notably the United Kingdom, Canada and the United States, have provided subsidies in the form of tariff subsidies, rebates, tax credits and other incentives to utilities, power generators and distributors using alternative energy. However, these incentives and subsidies generally decline over time, and many incentive and subsidy programs have specific expiration dates. Moreover, because the market for electricity generated from gasification is at an early stage of development, some of the programs may not include gasification as an alternative energy source eligible for the incentives and subsidies.

Currently, the cost of alternative fuels generated from gasification, without the benefit of subsidies or other economic incentives, substantially exceeds the price of alternative fuels from our BOO plants, which are designed to feed alternative fuels to an on-site end-user, depends significantly on the availability and size of government incentives and subsidies for gasification. As alternative energy becomes more of a competitive threat to conventional energy providers, companies active in the conventional energy business may increase their lobbying efforts in order to encourage governments to stop providing subsidies for alternative energy, including gasification. We cannot predict the level of any such efforts, or how governments may react to such efforts. The reduction, elimination or expiration of government incentives and subsidies, or the exclusion of gasification technology from those incentives and subsidies, may result in the diminished competitiveness of gasification relative to conventional and non-gasification alternative sources of energy. Such diminished competitiveness could materially and adversely affect the growth of the gasification industry, which could in turn adversely affect our business, financial condition and results of operations.

Lax enforcement of environmental and energy policy regulations may adversely affect demand for alternative energy.

Our success will depend in part on effective enforcement of existing environmental and energy policy regulations. Many of our potential customers are unlikely to switch from the use of conventional fuels unless compliance with applicable regulatory requirements leads, directly or indirectly, to the use of alternative energy sources. Both additional regulation and enforcement of such regulatory provisions are likely to be vigorously opposed by the entities affected by such requirements. If existing emissions-reducing standards are weakened, or if governments are not active and effective in enforcing such standards, our business and results of operations could be adversely affected. Even if the current trend toward more stringent emissions standards continues, we will depend on the ability of alternative energy sources to satisfy these emissions standards. Certain standards imposed by regulatory programs may limit or preclude the use of our products to comply with environmental or energy requirements. Any decrease in the emission standards or the failure to enforce existing emission standards and other regulations could result in a reduced demand for any alternative energy we produce.

Costs of compliance with burdensome or changing environmental and operational safety regulations could cause our focus to be diverted away from our business and our results of operations to suffer.

The production of many alternative energy fuels still involves the emission of various airborne pollutants, including particulate matter, carbon monoxide, carbon dioxide, nitrous oxide, volatile organic compounds and sulfur dioxide. The production facilities that we will build may discharge water or other matters into the environment. As a result, we are subject to complicated environmental regulations of the countries we are in or the U.S. Environmental Protection Agency and regulations and permitting requirements of the states where our plants are to be located. These regulations are subject to change and such changes may require additional capital expenditures or increased operating costs. Consequently, considerable resources may be required to comply with future environmental regulations. In addition, our BOO plants could be subject to environmental nuisance or related claims by employees, property owners or residents near the plants arising from air or water discharges. Environmental and public nuisance claims, or tort claims based on emissions, or increased environmental compliance costs could significantly increase our operating costs.

Implementation of our planned projects is dependent upon receipt of all necessary regulatory permits and approvals.

Development of power generation is heavily regulated. Each of our planned projects is subject to multiple permitting and approval requirements. In many cases we expect to be dependent on a regional government agency for such permits and approvals. Due to the unique nature of gasification power generation systems, we would expect our projects to receive close scrutiny by permitting agencies, approval authorities and the public, which could result in substantial delay in the permitting process. Successful challenges by any parties opposed to our planned projects could result in conditions limiting the project size or in the denial of necessary permits and approvals.

If we are unable to obtain necessary permits and approvals in connection with any or all of our projects, those projects would not be implemented and our business, financial condition and results of operations would be adversely affected. Further, we cannot assure you that we have been or will be at all times in complete compliance with all such permits and approvals. If we violate or fail to comply with these permits and approvals, we could be fined or otherwise sanctioned by regulators.

Our proposed new BOO plants will also be subject to federal and state laws regarding occupational safety.

Risks of substantial compliance costs and liabilities are inherent in the production of alternative energy fuels. We may be subject to costs and liabilities related to worker safety and job related injuries, some of which may be significant. Possible future developments, including stricter safety laws for workers and other individuals, regulations and enforcement policies and claims for personal or property damages resulting from operation of any BOO plants could reduce the amount of cash that would otherwise be available to further enhance our business.

Any acquisitions that we make or joint venture agreements that we enter into, or any failure to identify appropriate acquisition or joint venture candidates, could adversely affect our business, financial condition and results of operations.

From time to time, we may evaluate potential strategic acquisitions of complementary businesses, products or technologies, as well as consider joint ventures and other collaborative projects. We may not be able to identify appropriate acquisition candidates or strategic partners, or successfully negotiate, finance or integrate any businesses, products or technologies that we acquire. We do not have any experience with acquiring companies or products. Any acquisition we pursue could diminish the proceeds from this offering available to us for other uses or be dilutive to our stockholders, and could divert management's time and resources from our core operations.

Strategic acquisitions, investments and alliances with third parties could subject us to a number of risks, including risks associated with sharing proprietary information and loss of control of operations that are material to our business. In addition, strategic acquisitions, investments and alliances may be expensive to implement. Moreover, strategic acquisitions, investments and alliances subject us to the risk of non-performance by a counterparty, which may in turn lead to monetary losses that materially and adversely affect our business, financial condition and results of operations.

Our directors and officers as a group have significant voting power and may take actions that may not be in the best interest of all other stockholders.

Our directors and officers, as a group, control approximately 50% of the Company's current outstanding shares of common stock. These directors and executive officers may be able to exert significant control over our management and affairs requiring stockholder approval, including approval of significant corporate transactions. This concentration of ownership may expedite approvals of Company decisions, or have the effect of delaying or preventing corporate actions that may be in the best interests of all our stockholders.

Our common stock is traded on the OTC:Pink market and may fluctuate significantly.

Our common stock is currently traded and quoted on the OTC:Pink market. The quotation of our common stock on a securities market or exchange does not assure that a meaningful, consistent and liquid trading market will ever exist. Our stock is a penny stock and there are significant risks.

Stockholders should be aware that, according to the SEC Release No. 34-29093, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. These patterns include:

- Control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;

- Manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;

- "Boiler room" practices involving high pressure sales tactics and unrealistic price projections by inexperienced sales persons;

- Excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and

- The wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

Furthermore, the "penny stock" designation may adversely affect the development of any public market for the Company's shares of common stock or, if such a market develops, its continuation. Broker-dealers are required to personally determine whether an investment in "penny stock" is suitable for customers.

ITEM 7.

PROPERTIES

The Company's principal executive offices are situated at 6040 Upshaw Dr. #105, Humble, Texas 77396. The space is being sublet from Houston Industrial Materials at a monthly charge of $3500. Houston Industrial Materials is owned by the Company's Chairman, Gerald Enloe. This space is temporary until actual space needs for the Texas office are determined.
The Company's operational offices are at 4150 St Catherine Street West, Suite 525, Montreal, Quebec H3Z 2Y5. The space is being sublet from Kenneth Adessky, Attorneys at a monthly charge of $5,000. Mr. Adessky acts as the Company's Director and CFO.

ITEM 8

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CORPORATE GOVERNANCE

Our directors and officers as of June 30, 2014 are:

Name	Age	Position(s) with the Company
Gerald Enloe	65	Chairman of the Board
Earl Azimov	53	President, Chief Executive Officer and Director
Kenneth S. Adessky	50	Chief Financial Officer, Secretary and Director
Brian Levine	54	Chief Operating Officer
Paul Whitton	68	Director
Steven Mann	56	Chief Development Officer

Gerald Enloe: Effective April 30, 2009 the Company elected Mr. Enloe as Chairman of the Board of Directors. Since 1991, Mr. Enloe has served as President and CEO of Houston Industrial Materials, Inc. He has 25 years of experience in the environmental remediation business. He has also served as Chairman and a Director of other public companies.

Dr. Earl Azimov: Dr. Azimov has served as a Director and Chairman of our Board since August 2006. Dr. Azimov is currently the Chief Executive Officer of Miazzi Ventures Inc., a merchant bank that he co-founded that has assumed leadership roles in early stage companies since 1996, including Mamma.com, which was sold in 1999 for an eight-figure valuation. In addition, from 2003 through early 2007, Dr. Azimov was the co-founder and Director of Business Development for GospelCity.Com, Inc., a world leader of on-line faith-based gospel entertainment. From 1992 through 1995, Dr. Azimov was the President of Zellers Optical Centers, a company he co-founded that employed over 70 optometrists and 200 support personnel that was later sold to National Vision Associates of Atlanta, who operate the Wal-Mart Vision Centers. Dr. Azimov brings 20 years of private equity experience, focusing on seed capital investments in startup companies. He has a Bachelor of Science from the University of South Carolina and a Doctorate of Optometry from the University of Montreal — School of Optometry, in Montreal, Quebec, Canada.

Kenneth S. Adessky: Mr. Adessky has been our Chief Financial Officer, Secretary and a Director since August 2006. Mr. Adessky is currently a Senior Partner of Kenneth Adessky, Attorneys, a corporate commercial law firm located in Montreal, Canada that he founded in 1995. As a Senior Partner, Mr. Adessky focuses his legal practice on private and public financings, mergers and acquisitions and public offerings of small capital public companies. Over the past decade, Mr. Adessky has completed in excess of $100 million dollars of financing. Mr. Adessky received his Bachelor of Civil Law from McGill University in Montreal, Quebec, Canada in 1990.

Paul Whitton: Mr. Whitton currently has served as a Director since June 2007. Since 1998, Mr. Whitton has been the owner of JK, Inc., an environmental consulting company based in Houston, Texas. Mr. Whitton holds numerous patents relating to industrial environmental quality and is a nationally recognized speaker on abatement. Prior to 1988, he spent 22 years with Brown & Root Construction Company where he was an area superintendent for construction and maintenance of oil and gas refineries, nuclear power plants, and paper mills throughout the world but primarily the Mideast and United Kingdom. He was also a construction supervisor with Boeing Air and in the United States Navy for four years. Mr. Whitton brings industrial plant management and construction experience as well as his environmental expertise to the Company.

Brian Levine: Mr. Levine joined GCE as its Chief Operating on December 1, 2012. Mr. Levine's last five years were spent in the wind energy industry where he was responsible for global marketing and new application development. He is recognized for pioneering and developing new wind energy recovery platforms F.A.R. (forced air recovery based on the constant flow for in the air handling and evaporative cooling equipment) that is revolutionizing the industry. Brian has a diverse background in manufacturing, private equity, global marketing, media and M&A. Levine maintains regular deal flow in

renewable technologies, focus on wind, bio fuels, diesel reduction and hybrid charging and technology incubators.

Mr. Steven Mann: Mr. Mann gives GCEI the added oversight for current and future projects to allow GCEI to fully vet and evaluate site feasibility studies, to design sites and systems and to aggregate property owners, manufacturers, installation companies, and O&M's to build, own and operate waste to energy sites that are scalable and repeatable.

Family Relationships

There are no family relationships among our officers and directors.

Involvement in Certain Legal Proceedings

None of our directors or executive officers has been involved in any transactions with us or any of our directors, executive officers, affiliates or associates that are required to be disclosed pursuant to the rules and regulations of the SEC. None of the directors or executive officers to our knowledge has been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, or has been a party to any judicial or administrative proceeding during the past five years that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws, except for matters that were dismissed without sanction or settlement.

ITEM 9

The name and address of the Company's Third Party Advisors are

Attorneys;
Paul J. Pollock - Attorney at Law
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Accountant or Auditor
M & K CPA
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Houston, TX 77040
ph: 832-242-9950
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mkacpas.com

ITEM 10

Issuer's Certifications

I, Earl Azimov, certify that:

1. I have reviewed the quarterly disclosure statement of Global Clean Energy Inc.;

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 14, 2014

GLOBAL CLEAN ENERGY, INC.

By /s/ Earl Azimov
Earl Azimov
Chief Executive Officer /President