True North Energy Corp. (TNEN)

A Nevada Corporation

Quarterly Report

Prepared in accordance with
OTC Pink Basic Disclosure Guidelines

For Period ending January 31, 2015

True North Energy Corp.
24624 I-45 North, Suite 200
Spring, Texas 77386

1) The exact name of the issuer and its predecessor (if any)

The name of the Issuer is True North Energy Corp. ("True North", the "Issuer" or "Company"). True North was originally incorporated as Ameriprint International, Ltd. In the state of Nevada on April 7, 2004.

2) The address of the issuer's principal executive offices

The Issuer's principal executive offices are located at 24624 I-45 North, Suite 200, Spring, Texas 77386. The Issuer's telephone number is 281-719-1996.

3) Security Information

Trading Symbol: TNEN
Exact title and class of securities outstanding: Common
CUSIP: 89784T101
Par or Stated Value: $0.0001
Total shares authorized: 2,500,000,000 as of January 31, 2015
Total shares outstanding: 1,472,519,032 as of: January 31, 2015

Exact title and class of securities outstanding: Preferred Series A
CUSIP: None
Par or Stated Value: $0.0001
Total shares authorized: 1,000 as of: January 31, 2015
Total shares outstanding: 1,000 as of: January 31, 2015

Exact title and class of securities outstanding: Preferred Series B
CUSIP: None
Par or Stated Value: $0.0001
Total shares authorized: 50,000 as of: January 31, 2015
Total shares outstanding: 50,000 as of: January 31, 2015

There are 20,000,000 authorized shares of preferred stock. Series A shares have the right to vote on all shareholder matters equal to 51% of the total vote. Series B shares are convertible into shares of the Company's common stock and carry the right to vote 1/100th of one voting share.

Empire Stock Transfer Inc.
1859 Whitney Mesa Dr.
Henderson, NV 89014
Telephone (702) 818-5898
Facsimile (702) 974-1444

Empire Stock Transfer Inc. is registered with the Securities and Exchange Commission as a transfer agent pursuant to Section 17A(c) of the Exchange Act.

List any restrictions on the transfer of security: None.

Describe any trading suspension orders issued by the SEC in the past 12 months: None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: None.

4) Issuance History

On October 10, 2013, the Circuit Court of the Second Judicial District in and for Leon County, Florida (the "Court") entered an Order Granting Approval of Settlement Agreement and Stipulation (the "Order") in the matter titled ASC Recap, LLC ("ASC Recap") v. True North Energy Corporation. The Order and the Stipulation for Settlement of Claims, dated September 5, 2013, between the Company and ASC Recap (the "Stipulation"), provides for the full and final settlement of ASC Recap's $1,124,000 claim against the Company in connection with past due amounts owed to creditors in connection with attorney's fees, consulting fees, unpaid wages, and acquisition services which ASC Recap purchased from third parties pursuant to Receivable Purchase Agreements, between July 19, 2013 and July 24, 2013 (the "Claim").

Pursuant to the terms of the Order and the Stipulation, the Company was required to issue and deliver to ASC Recap 802,986,664 shares of common stock, which shares were issued to ASC Recap since October 10, 2013 in settlement of the Claim. An additional 588,800,067 shares of common stock were issued to Black Arch Opportunity Fund LP, which acquired rights to shares from ASC Recap. The shares of common stock issued to ASC Recap and Black Arch were exempt from registration pursuant to an exemption provided by Section 3(a)(10) of the Securities Act of 1933, as amended, as the issuance of securities was in exchange for bona fide outstanding claims, where the terms and conditions of such issuance were approved by a court after a hearing upon the fairness of such terms and conditions. The shares were issued without a restrictive legend.

On December 12, 2013, in a transaction not involving a public offering, the Company issued 3,000,000 shares of common stock to Synergy Business Consultants, LLC for services provided. These shares are restricted securities and contain the appropriate legend.

5) Financial Statements

The Issuer has posted to www.otcmarkets.com the following financial statements for the period ending January 31, 2015:

A. Balance sheet;
B. Statement of income;
C. Statement of cash flows; and
D. Financial notes.

These financial statements are incorporated by reference herein and attached as Exhibit 1.

6) Describe the Issuer's Business, Products and Services

True North Energy Corporation (the "Company" or "True North"), formerly Ameriprint International, Ltd. ("Ameriprint"), was incorporated in the state of Nevada in April 2004. Ameriprint provided printing, advertising and graphic design services to commercial customers. During January 2006 Ameriprint underwent a change of control and operation of its prior business activities was discontinued. Immediately thereafter, Ameriprint was renamed True North and commenced operation as an independent oil and gas entity.

True North has been engaged in the acquisition, exploration, development and production of oil and gas properties in Alaska, Colorado and Texas since February of 2006. All of our oil and gas properties were divested through either foreclosure or sales between July 2009 and August 2011, and we currently hold overriding royalty interests in some of those properties. On June 28, 2013, the Company changed control and the new management intends to revive more extensive oil and gas activities. Recently, True North has undergone exciting changes, which complement its core philosophy to build an energy company by continuously evaluating the bottom line. From bedrock to barrels: phase projects, establish positive earnings, and move methodically forward.

True North's strategy is to continue to build its operations under a two Phased approach. Phase I includes acquiring assets to establish positive earnings and underpin operating expenses with low risk producing assets. Phase II focuses on acquiring production and leasehold in low risk proven fields and implement workover and drilling programs including activating behind pipe, "stranded," reserves; increasing operational efficiency; and drilling infill locations on proven fields.

A. A description of the issuer's business operations;

True North is engaged in the acquisition, exploration, development and production of oil and gas properties located throughout the United States. It has held assets in Texas, Alaska, and Colorado. The company's principal assets consisted of oil and gas leases covering approximately 35,000 acres in the Cook Inlet (25,000 acres) and Beaufort Sea (North Slope) (10,000 acres) areas of Alaska. In September 2007, the Company completed the acquisition of Prime Natural Resources Inc.'s interests in the Devon Fee Gas Unit and the O'Leary Gas Unit No. 1 in Brazoria County, Texas. In June 2007, the Company acquired certain oil and gas interests and properties in northwest Colorado in an area covering more than 17,000 acres. At the time of acquisition, these oil and gas interests had no production. True North held a 100% working interest in the leases comprising part of the acquired assets. In 2011, the Company sold all property interests with the exception of Overriding Royalty Interest on properties in Alaska, 0.25%, and Colorado, 0.375%. True North is actively seeking to expand its portfolio of assets.

Alaska Properties

True North's principal Alaska assets consisted of oil and gas leases covering approximately 34,910 acres in the Cook Inlet and Beaufort Sea ("North Slope") areas of Alaska. The Company held a 100% working interest in its Alaska leases. The Cook Inlet leases provide for a net revenue interest of 87.5% prior to an overriding 5% royalty. The North Slope leases provided for a net revenue interest of approximately 83.3% prior to an overriding 5% royalty. The Cook Inlet leases had expiration dates ranging from November 27, 2010 to September 30, 2013 and have fully expired. The North Slope leases, which were held by production or drilling activity, expired on March 1, 2012. On August 5, 2011, the Company sold these leases for total proceeds of $460,280, resulting in a loss of $305,694 on the sale during the year ended April 30, 2012.

Colorado Properties

In June 2007 True North acquired certain non-producing oil and gas interests and properties in northwest Colorado in an area covering more than 17,000 acres. The Company held a 100% working interest in the underlying oil and gas leases, which expire in 2016. On April 27, 2010, four of the eleven leases were suspended by the U.S. Department of the Interior Bureau of Land Management pending an Environmental Assessment which has not yet been completed. On June 20, 2010, the Company sold these leases for total proceeds of $350,000, resulting in a loss of $1,074,235 on the sale during the year ended April 30, 2011. The Company retained an Overriding Royalty Interest of 0.375% on the leasehold interests.

Oklahoma Properties
On September 1, 2014, the Company, through its TN Energy, Inc. subsidiary, purchased a .051416% royalty interest in the producing wellbore of the K Farm 9-18N-1W #1WH located in Section 9-T18N-R1W, Payne County, Oklahoma. Operated by Devon Energy Corporation of Oklahoma City, Oklahoma.

Overriding Royalty Interest
An overriding royalty interest is similar to a royalty interest in that it is the right to receive revenue from the production of oil and gas from a well. It is different in that the overriding interest is carved out of the lessee's or operator's working interest of an existing lease and entitles the overriding interest holder to a fraction of production. It is commonly expressed as a fraction of production from the lease but is free of exploration and development costs. It is limited in duration to the terms of an existing lease, but is not subject to any of the expenses of development, operation or maintenance. The owner of an overriding royalty interest has no ownership of the minerals subject to the lease but is connected with a portion of generated revenues under the lease. It is a fractional, undivided interest in the proceeds from the sale of oil and gas produced from a specific tract or tracts. An overriding royalty interest expires once the lease has expired and production has stopped, whereas minerals and royalties owners maintain their ownership after production stops.

On June 4, 2014, the Company acquired all of the outstanding shares of a recently formed and inactive corporation, Marco Capital Limited, which was organized pursuant to the Hong Kong Companies Ordinance. Headquartered in Hong Kong, Marco Capital Limited plans to explore emerging markets with opportunities in various industries, including China.

On July 30, 2014, the Company formed a wholly owned subsidiary, TN Energy, Inc., under the laws of the state of Texas for the purpose of acquiring, owning and/or operating oil and gas properties. On July 30, 2014, the Company's overriding royalty interests in its Colorado properties were assigned to this subsidiary.

B. Date and State (or Jurisdiction) of Incorporation: Incorporated on April 7, 2004 in Nevada.

C. The issuer's primary SIC code is 1311; there is no secondary SIC code.

D. The issuer's fiscal year end date: April 30th

E. Principal products or services, and their markets;

The Company currently holds overriding royalty interests in oil and gas leases on property in Alaska and Colorado. Since the Company is not currently engaged in production or sales of oil and gas it does not offer products or services. As such, there is no market.

7) Describe the Issuer's Facilities

Not applicable.

8) Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons.

Name	Position	Share Ownership
Gilbert Steedley	CEO, President, Director	27,331,654 common/ 1,000 Series A Preferred

B. Legal/Disciplinary History.

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses)

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None of the above applies to the Company's sole officer and Director.

C. Beneficial Shareholders.

	Name	Amount	Percent
Common Stock	Gilbert Steedley	27,331,654	1.86%

9) Third Party Providers

Legal Counsel

The Loev Law Firm, PC
6300 West Loop South, Suite 280
Bellaire, Texas 77401

Accountant or Auditor

Turner, Stone & Company, LLP
12700 Park Central Drive, Suite 1400
Dallas, Texas 75251

Investor Relations Consultant

Synergy Business Consultants LLC
334 East Lake Rd. #226
Palm Harbor, FL 34685

Other Advisor

The McGeary Law Firm, P.C.
1600 Airport Fwy., Suite 300
Bedford, Texas 76022

10) Issuer Certification

I, Gilbert Steedley, certify that:

1. I have reviewed this Quarterly Report of TRUE NORTH ENERGY CORP.
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: March 16, 2015

_/s/_Gilbert Steedley_____
Gilbert Steedley

Exhibit A

TRUE NORTH ENERGY CORPORATION
AND SUBSIDIARIES

Consolidated Financial Statements
as of January 31, 2015 and April 30, 2014
and for the Nine Months Ended January 31, 2015 and 2014

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True North Energy Corporation and Subsidiaries
Consolidated Balance Sheets
January 31, 2015 and April 30, 2014

	January 31, 2015 (unaudited)	April 30, 2014
Assets		
Current assets:		
Cash	$ 13,546	$ 52,152
Accounts receivable	164	-
Prepaid expenses	15,358	11,670
Total current assets	29,068	63,822
Property:		
Oil and gas properties at cost, successful efforts	7,702	-
Total Assets	$ 36,770	$ 63,822
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	$ 19,901	$ 84,017
Advances payable	-	64,000
Accrued expenses	144,610	108,438
Accrued expenses, related parties	2,500	10,000
Convertible settlements payable	691,867	958,550
Convertible notes payable, net of discount of $219,797 and $109,730 at January 31, 2015 and April 30, 2014, respectively	403,415	89,060
Notes payable	200,000	276,000
Derivative liabilities	1,240,204	506,180
Total current liabilities	2,702,498	2,096,245
Commitments and contingencies (Note 7)		
Stockholders' Deficit:		
Preferred stock, $0.0001 par value, 20,000,000 shares authorized:		
Series A shares, $0.0001 par value, 1,000 and 1,000 shares issued and outstanding at October 31, 2014 and April 30, 2014, respectively	-	-
Series B shares, $0.0001 par value, 50,000 and 50,000 shares issued and outstanding at October 31, 2014 and April 30, 2014, respectively	5	5
Common stock, $0.0001 par value, 2,500,000,000 shares authorized; 1,472,519,032 and 122,787,798 shares issued and outstanding at January 31, 2015 and April 30, 2014, respectively	147,252	12,279
Additional paid in capital	24,004,925	23,702,573
Accumulated deficit	(26,817,909)	(25,747,280)
Total Stockholders' Deficit	(2,665,728)	(2,032,423)
Total Liabilities and Stockholders' Deficit	$ 36,770	$ 63,822

See accompanying notes to consolidated financial statements.

True North Energy Corporation and Subsidiaries
Consolidated Statements of Operations
For the Three and Nine Months Ended January 31, 2015

	For the Three Months Ended January 31,		For the Nine Months Ended January 31,	
	2015 (unaudited)	2014	2015 (unaudited)	2014
Revenue, consulting services	$ -	$ -	$ 9,800	$ -
Revenue, royalty interests	(267)	-	183	-
Total revenues	(267)	-	9,983	-
Cost of operations:				
Oil and gas expenses	19	-	19	-
Distribution rights	2,917	-	2,917	-
Total cost of operations	2,935	-	2,935	-
Gross Margin	(3,202)	-	7,048	-
Expenses:				
General and administrative	90,572	134,698	293,134	330,944
Officer and director compensation	7,500	-	22,500	671,000
Total operating expenses	98,072	134,698	315,634	1,001,944
Loss from operations	(101,275)	(134,698)	(308,586)	(1,001,944)
Other income (expense):				
Loss on debt extinguishment	(173,704)	(62,773)	(319,900)	(62,773)
Loss on derivative liability	-		(64,408)	
Other income	-	-	-	-
Interest expense	(447,683)	(9,436)	(377,735)	(90,261)
Net loss	$ (722,662)	$ (206,907)	$ (1,070,629)	$ (1,154,978)
Weighted average number of common shares outstanding - basic and fully diluted	708,394,704	86,325,787	394,071,885	80,596,796
Net loss per share - basic and fully diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)

See accompanying notes to consolidated financial statements.

True North Energy Corporation and Subsidiaries
Consolidated Statements of Cash Flows
For the Three and Nine Months Ended January 31, 2015 and 2014

	For the Three Months Ended January 31,		For the Nine Months Ended January 31,	
	2015	2014	2015	2014
Cash flows from operating activities				
Net loss	$ (660,111)	$ (977,865)	$ (1,070,629)	$ (1,154,978)
Adjustments to reconcile net loss to net cash used in operating activities:				
Amortization of debt discount	284,791	4,922	340,940	4,922
Debt issued for financing costs		56,500	-	56,500
Settlement payable issued for services	-	767,500	-	767,500
Preferred stock issued for services	-	-	-	1,000
Loss on derivative liability	82,908	-	64,408	-
Loss on debt extinguishment	173,704	62,773	319,900	62,773
Decrease (increase) in assets:				
Accounts receivable	286	-	(164)	-
Prepaid expenses	(5,083)	405,285	(3,688)	16,727
Increase (decrease) in liabilities:				
Accounts payable	(966)	(232,880)	15,884	80,525
Accounts payable, related parties	-	(83,000)	-	-
Accrued expenses	16,810	10,243	36,172	(3,470)
Accrued expenses, related parties	(19,250)	(30,000)	(7,500)	-
Net cash used in operating activities	(126,911)	(16,522)	(304,676)	(168,501)
Cash flows from investing activities				
Investment in oil and gas properties	0	-	(7,702)	-
Net cash used in investing activities	0	-	(7,702)	-
Cash flows from financing activities				
Contributed capital	-	-	-	1,900
Preferred stock issued for cash	-	25,000	-	25,000
Advances from related parties	-	(16,000)		(16,000)
Advances from others	-	-	-	-
Proceeds from convertible notes payable	139,423	-	273,772	-
Proceeds from note payable	-	50,000	50,000	208,290
Repayment of note payable	-	-	(50,000)	-
Net cash provided by financing activities	139,423	59,000	273,772	219,190
Net increase (decrease) in cash	12,512	42,478	(38,606)	50,689
Cash, at beginning of period	1,034	13,307	52,152	5,096
Cash, at end of period	$ 13,546	$ 55,785	$ 13,546	$ 55,785
Supplemental disclosures:				
Interest paid	$ -	$ -	$ -	$ -
Income taxes paid	$ -	$ -	$ -	$ -
Non-cash investing and financing activities:				
Series A preferred shares issued for services	$ -	$ -	$ -	$ 1,000
Series B preferred shares issued for short term advances	$ -	$ -	$ -	$ 25,000
Accounts payable exchanged for a promissory note, related parties	$ -	$ 16,000	$ -	$ 16,000
Accounts payable and accrued expenses exchanged settlements payable program	$ -	$ -	$ -	$ 1,124,000
Common stock shares issued in payment of the convertible settlements payable obligation	$ 218,054	$ -	$ 655,933	$ -
Discounts recognized for beneficial conversion features on convertible notes payable	$ 241,844	$ 25,000	$ (218,608)	$ -
Loss recognized for embedded derivative liability	$ -	$ -	$ 18,500	$ -

See accompanying notes to consolidated financial statements.

True North Energy Corporation & Subsidiaries
Consolidated Financial Statements as of January 31, 2015 and April 30, 2014
And for the Nine Months ended January 31, 2015 and 2014

Note 1 – Summary of Significant Accounting Policies

The accompanying interim unaudited consolidated financial statements and footnotes of True North Energy Corporation and its subsidiaries (the "Company"), have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and applicable rules and regulations of the Securities and Exchange Commission regarding interim financial reporting. The financial statements reflect all adjustments that are, in the opinion of management, necessary to fairly present such information. All such adjustments are of a normal recurring nature. Although the Company believes that the disclosures are adequate to make the information presented not misleading, certain information and footnote disclosures, including a description of significant accounting policies normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. These financial statements should be read in conjunction with the audited financial statements and the notes thereto included in the Company's Annual Report filed on the OTC Markets. The accompanying unaudited financial statements reflect all normal recurring adjustments necessary to present fairly the financial position, results of operations, and cash flows for the interim periods, but are not necessarily indicative of the results for any subsequent quarter or the entire year ending April 30, 2015.

Organization and Business - On June 28, 2013, True North Energy Corporation (the "Company" or "True North") had a change of control and management. The Company's common stock is traded on the Over the Counter Pink Sheets ("OTC PK") under the symbol, ("TNEN"). The accompanying consolidated financial statements include the accounts of the following entities, all of which are under common control and ownership:

Name of Entity	Form of Entity	State of Incorporation	Relationship
True North Energy Corporation	Corporation	Nevada	Parent
ICF Energy Corporation	Corporation	Nevada	Subsidiary
Marco Capital Limited	Corporation	Hong Kong	Subsidiary
TN Energy, Inc.	Corporation	Texas	Subsidiary

The consolidated financial statements herein contain the operations of the wholly owned Nevada subsidiary which was dissolved on June 3, 2013. All significant inter-company transactions have been eliminated in consolidation.

On June 4, 2014, the Company acquired all of the outstanding shares of a recently formed and inactive corporation, Marco Capital Limited (MCL), which was organized pursuant to the Hong Kong Companies Ordinance. Headquartered in Hong Kong, MCL plans to explore emerging market opportunities in various industries, including those in China. During the nine months ended January 31, 2015, MCL provided consulting services and acquired distribution rights to light emitting diode (LED) products within the United States for a period of two years beginning August 1, 2014.

On July 30, 2014, the Company formed a wholly owned subsidiary, TN Energy, Inc., under the laws of the state of Texas for the purpose of acquiring, owning and/or operating oil and gas properties. On July 30, 2014, the Company's overriding royalty interests in its Alaska and Colorado properties were assigned to this subsidiary. The Alaska leases have now fully expired.

Note 1 – Summary of Significant Accounting Policies (continued))

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

Note 2 – Going Concern Issues

We cannot provide any assurances that the Company will be able to secure sufficient funds to satisfy the cash requirements for the next 12 months, nor that it will be successful in its endeavors to revive its oil and gas activities. The inability to secure additional funds would have a material adverse effect on the Company.

These consolidated financial statements are presented on the basis that the Company will continue as a going concern. No adjustments have been made to these consolidated financial statements to give effect to valuation adjustments that may be necessary in the event the Company is not able to continue as a going concern. The effect of those adjustments, if any, could be substantial.

We cannot provide any assurances that the Company will be able to secure sufficient funds to satisfy the cash requirements for the next 12 months, nor that it will be successful in its endeavors to revive its oil and gas activities, or expand its operations into new ventures. The inability to secure additional funds would have a material adverse effect on the Company.

These consolidated financial statements are presented on the basis that the Company will continue as a going concern. No adjustments have been made to these consolidated financial statements to give effect to valuation adjustments that may be necessary in the event the Company is not able to continue as a going concern. The effect of those adjustments, if any, could be substantial.

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America which contemplate continuation of the Company as a going concern. The Company has incurred $26,817,909 in cumulative losses to date. Further, the Company has inadequate working capital to maintain or develop its operations, and is dependent upon funds from its stockholders and third party financing.

These factors raise substantial doubt about the ability of the Company to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of these uncertainties. There is no assurance that the Company will receive the necessary capital required to fund its acquisition and exploration plans.

Note 3 – Convertible Settlements Payable

On October 10, 2013, the Circuit Court of the Second Judicial Circuit in and for Leon County, Florida approved the September 5, 2013 Settlement Agreement entered into between the Company and ASC Recap LLC (Recap) whereby a total of $1,124,000 of outstanding debts that were acquired by Recap from various creditors. In satisfaction of the outstanding debts acquired by Recap, Recap is issued shares of our common stock (Settlement Shares) in various tranches and from which 75% of the proceeds from the sale of these shares by Recap will be used to satisfy the outstanding debts. The exact number of Settlement Shares to be issued is indeterminable, and Recap is precluded from owning more than 9.99% of the Company's common stock in aggregate at any given time. Recap does not bear the risk of market loss. The difference between the amount of proceeds used to satisfy the outstanding debts and the fair value of the common stock shares issued will result in a gain or loss on debt settlement.

Note 4 – Convertible Notes Payable

On varying dates between August 1, 2014 and January 31, 2015 the Company issued convertible promissory notes totaling $427,772 in exchange for cash advances, settlement of accounts payable and services provided to the Company. The notes bear interest at a rate of 6% per annum and are due on various dates from September 1, 2014 through January 1, 2016 and are convertible into common stock at a conversion price of 50% of the average closing price for the twenty days prior to conversion.

Note 5 – Stockholders' Deficit

Between May 1, 2014 and January 31, 2015, the Company issued ASC Recap (RECAP) a total of 162,252,000 shares of common stock pursuant to the October 23, 2013, Settlement Agreement and subsequent Court Order on November 7, 2013 (Note 5). The shares are being sold by ASC and 75% of the net proceeds will be used to settle the outstanding debts as ordered by the court. RECAP and an unrelated party were issued an aggregate of 1,187,479,234 shares of common stock in settlement of convertible notes payable in the amount of $69,350.

Note 6 – Warrants

Costs attributable to the issuance of stock options and share purchase warrants are measured at fair value at the date of issuance and offset with a corresponding increase in 'Additional Paid in Capital' at the time of issuance. When the options or warrants are exercised, the receipt of consideration is an increase in stockholders' equity. There was no stock option or warrant activity during the nine months ended January 31, 2015.and at January 31, 2015 3,500,000 warrants were outstanding.

Note 7 – Commitments and Contingencies

Although the Company is unaware of any legal matters, the Company may be involved in various inquiries, administrative proceedings and litigation relating to matters arising from our operations prior to the change in management on June 28, 2013. The Company is not currently a defendant in any litigation and is not aware of any threatened litigation that could have a material effect on the Company. Management is not able to estimate the minimum loss to be incurred, if any, as a result of the final outcome of these matters but believes they are not likely to have a material adverse effect upon the Company's financial position or results of operations and, accordingly, no provision for loss has been recorded.

On January 1, 2014, the Company entered into an employment agreement with its CEO, Gilbert Steedley. The agreement provides for monthly compensation of $2,500 and automatically renewed pursuant to the agreement. In addition, the agreement provides a common stock warrant (Note 6).

Note 8 – Subsequent Events

Between February 1, 2015 and March 17, 2015 there has been no activity other than standard operations to report.