OTC Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 ("Exchange Act") as well as Rule 144 of the Securities Act of 1933 ("Securities Act"), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these OTC Pink Basic Disclosure Guidelines. We use the basic disclosure information provided by OTC Pink companies under these guidelines to designate the appropriate tier in the OTC Pink marketplace: Current, Limited or No Information. OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for OTC Pink Current Information tier.

Qualifications for the OTC Pink - Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) qualify for the Current Information Tier.

Initial Qualification:

1. Subscribe to the OTC Disclosure & News Service on www.OTCIQ.com to publish your financial reports and material news.

2. Create the following documents, save them in PDF format and upload them via www.OTCIQ.com:
   - Annual Financial statements (Document must Include: Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements) for the previous two fiscal years. If these reports are audited, please attach the audit letter from the PCAOB registered audit firm. Each year's Annual Financial statements should be posted separately under the report type "Annual Report" in OTCIQ.
   - Any subsequent Quarterly Reports since the most recent Annual Report.
   - The most recent fiscal period end report should also include information in accordance with these OTC Pink Basic Disclosure Guidelines; use the fillable form beginning on page 3.
   - Financial reports must be prepared according to U.S. GAAP, but are not required to be audited to qualify for OTC Pink Current Information tier.

3. If financial reports are not audited by a PCAOB registered audit firm:
   - Submit a signed Attorney Letter Agreement (first two pages of the Attorney Letter Guidelines).
   - After following the appropriate procedures with a qualified attorney, upload an Attorney Letter complying with Attorney Letter Guidelines through your otciq.com account.

Ongoing Qualification:

1. **For each Fiscal Quarter End**, upload a Quarterly Report via www.OTCIQ.com within **45** days of the quarter end. (A separate quarterly report is not required for the 4th quarter.) The Quarterly Report should include:
   - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
   - Quarterly financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements). Financial reports must be prepared according to U.S. GAAP, but are not required to be audited.
   - No Audit Letter or Attorney Letter is required**.**

2. **For each Fiscal Year End**, upload an Annual Report within **90 days** of the fiscal year end. The Annual Report should include:
   - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
   - Annual financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements, and Audit Letter, if the financial statements are audited). Financial reports must be prepared according to U.S. GAAP, but are not required to be audited.

3. If financial reports are not audited by a PCAOB registered audit firm, upload an Attorney Letter via www.OTCIQ.com complying with the Attorney Letter Guidelines within **120 days** of the fiscal year end.

Qualifications for the OTC Pink - Limited Information Tier

Companies that make the information described below publicly available within the prior 6 months qualify for the Limited Information Tier.

1. Subscribe to the OTC Disclosure & News Service on www.OTCIQ.com to publish your financial reports and material news.
2. Create a Quarterly Report or Annual Report for a fiscal period ended within the previous 6 months, save it in PDF format and upload it via www.OTCIQ.com. The Quarterly Report or Annual Report includes:
    - Balance Sheet, Income Statement, and Total Number of Issued and Outstanding Shares. Financial statements must be prepared in accordance with US GAAP, but are not required to be audited. (Please note that Cash Flow Statements are not required to qualify for the Limited Information tier; however, unless the financial statements include a Cash Flow Statement, no financial data will be included in the OTC Financials Data Service, which distributes company financial data to online investor portals and makes the data available on your company's Financials tab on www.otcmarkets.com)
    - A company in the Limited Information tier, may, but is not required to, include information in accordance with these OTC Pink Basic Disclosure Guidelines using the fillable form beginning on page 3.

Current Reporting of Material Corporate Events

OTC Markets Group encourages companies to make public disclosure available regarding corporate events that may be material to the issuer and its securities. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence, and posting such news release through the OTC Disclosure & News Service.

Material corporate events include:

- Entry or Termination of a Material Definitive Agreement
- Completion of Acquisition or Disposition of Assets, Including but not Limited to mergers
- Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer
- Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement
- Costs Associated with Exit or Disposal Activities
- Material Impairments
- Sales of Equity Securities
- Material Modification to Rights of Security Holders
- Changes in Issuer's Certifying Accountant
- Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review
- Changes in Control of Issuer
- Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers
- Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year
- Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics
- Other events the issuer considers to be of importance

OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

The name of Issuer is Starlight Energy Corporation, name change effective March 9, 2011.

The name of Issuer prior to 2011 was Mansfield Media, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: 11757 West Ken Caryl Avenue
Address 2: F-303
Address 3: Littleton, CO 80127-3719
Phone: (303) 933-3604
Email: bbentley@starlightenergy.us
Website(s): www.starlightenergy.us

IR Contact
Address 1: none
Address 2: _____
Address 3: _____
Phone: _____
Email: _____
Website(s): _____

3) Security Information

Trading Symbol: SAEC
Exact title and class of securities outstanding: Common Stock and Preferred Stock
CUSIP: Common Stock: 85553A 10 9, Preferred Stock: None
Par or Stated Value: Common Stock and Preferred Stock: $0.001
Total shares authorized: Common Stock: 100,000,000, Preferred Stock: 50,000,000
as of: September 30, 2014

Total shares outstanding: Common Stock: 12,991,000, Preferred Stock: 0
as of: December 31, 2014

Transfer Agent
Name: Interwest Stock Transfer
Address 1: 1981 Murray Holladay Road
Address 2: Suite 100
Address 3: Salt Lake City, UT 84117
Phone: 801.272.9294
Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

Common Stock is restricted pursuant to Rule 144

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

In 2011, pursuant to the acquisition of Starlight Energy, LLC, the company issued 5,705,000 to 7 individuals. These issuances were effected under Section 4(2).

On September 30, 2011 the Company sold 16 Units to 4 investors at a purchase price of $25,000 per Unit, with each Unit consisting of one $25,000 Convertible Promissory Note, and 50,000 shares of the Company's common stock. The Company received a total of $200,000 and issued an aggregate of $200,000 worth of promissory notes and 400,000 common shares. The purchase price of each Unit was allocated one half to the promissory note and one half to the common shares, which were valued at $0.25 per share. The sales were exempt under Regulation D, Section 506. The convertible promissory notes are convertible into shares of the Company's preferred stock subject to a future offering of the Company's preferred stock.

On September 30, 2011, 500,000 shares were issued to a one shareholder pursuant to a $250,105 debt conversion. This issuance was effected under Section 4(2).

On January 3, 2012 the Company sold Units to 12 investors at a purchase price of $25,000 per Unit, with each Unit consisting of one $25,000 Convertible Promissory Note, and 50,000 shares of the Company's common stock. The Company received a total of $357,500 and issued an aggregate of $357,500 woth of promissory notes and 715,000 common shares. The purchase price of each Unit was allocated one half to the promissory note and one half to the common shares, which were valued at $0.25 per share. The sales were exempt under Regulation D, Section 506. The convertible promissory notes are convertible into shares of the Company's preferred stock subject to a future offering of the Company's preferred stock, except for $112,500 of the notes which are convertible to common stock at a price of $1.00 per share

On July 7, 2012 the Company sold Units to 7 investors at a purchase price of $25,000 per Unit, with each Unit consisting of one $25,000 Convertible Promissory Note, and $50,000 shares of the Company's common stock. The Company received a total of $111,500 and issued an aggregate of $111,500 worth of promissory notes and 446,000 common shares. The purchase price of each Unit was allocated one half to the promissory note and one half to the common shares, which were valued at $0.125 per share. The convertible promissory notes are convertible into common shares at a price of $1.00 per share.

In 2012, the Company issued a total of 25,000 shares of its common stock to two separate consultants for business planning services provided.

In the quarter ending June 30, 2013, the Company sold 4 Units to 2 investors at a purchase price of $25,000 per Unit, with each Unit consisting of one $25,000 Convertible Promissory Note, and 100,000 shares of the Company's common stock. The Company received a total of $100,000 and issued an aggregate of $100,000 worth of promissory notes and 400,000 common shares. The purchase price of each Unit was allocated one half to the promissory note and one half to the common shares, which were valued at $0.125 per share. The convertible promissory notes are convertible into common shares at a price of $1.00 per share.
In the quarter ending September 30, 2013, the Company sold 2 Units to 1 investor at a purchase price of $25,000 per Unit, with each Unit consisting of one $25,000 Convertible Promissory Note, and 100,000 shares of the Company's

common stock. The Company received a total of $50,000 and issued $50,000 worth of promissory notes and 400,000 common shares. The purchase price of each Unit was allocated one half to the promissory note and one half to the common shares, which were valued at $0.125 per share. The convertible promissory notes are convertible into common shares at a price of $1.00 per share.

Please see Note 3 to the unaudited financial statements for additional information.

B. Any jurisdictions where the offering was registered or qualified;

None, although the exemptions relied upon are Regulation D, Rule 506, as well as Section 4(2).

C. The number of shares offered;

See Section A.

D. The number of shares sold;

See Section A.

E. The price at which the shares were offered, and the amount actually paid to the issuer;

See Section A.

F. The trading status of the shares; and

None of the shares issued since March 9, 2011 are free-trading. All of the shares issued since March 9, 2011 contain a Rule 144 legend, and must become registered or fall under an exemption of registration in order to become free-trading.

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

All certificates issued since March 9, 2011contain a legend stating that the shares have not been registered under the Securities act. The legend also contains language setting forth the restrictions on transferability and sale of the shares under the Securities Act.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided*, *however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

A. Balance sheet;
B. Statement of income;
C. Statement of cash flows;
D. Financial notes; and
E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otciq.com in the field below.

See 2014 unaudited financial statements for March 31, 2015, which have been filed simultaneously with this disclosure statement.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

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

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

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

Starlight Energy Corporation is a development-stage energy company based in Littleton, Colorado. The Company is engaged in domestic upstream oil & gas exploitation and production, and midstream natural gas liquids processing and electricity production and sale. The Company holds an exclusive license in Colorado for the use and distribution of high efficiency ceramic solid oxide fuel cells for use in the oil & gas industry. The Company's oil & gas prospective and producing assets are located in Morgan County, Colorado, in the Denver-Julesberg Basin.

In 2011, the Company approved a plan of reorganization and reverse acquired Starlight Energy LLC, a business unit formed to pursue development of proven reserves of crude oil, natural gas, and natural gas liquids. The Company's executive management team members have 30 years each of experience in the oil and gas industry, and 15 years in Colorado's D-J Basin and Western Slope, where they have drilled 21 and operated over 150 wells, and managed the acquisition and expansion of gas gathering and processing systems in Colorado.

B. Date and State (or Jurisdiction) of Incorporation:

First incorporated in Delaware on June 5, 1997

C. the issuer's primary and secondary SIC Codes;

Primary SIC Code: 1311 Crude Petroleum and Natural Gas
Secondary SIC Code: 4911 Electric Services

D. the issuer's fiscal year end date;

December 31

E. principal products or services, and their markets;

development stage energy company producing crude oil, natural gas, natural gas liquids and fossil-sourced and solar electricity

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company owns an interest in oil and gas assets located in Morgan County, Colorado.

The Company utilizes an office in Littleton, CO provided by management, and incurs no rent or lease expense for the use of the office. The Company plans to rent additional office space from third parties to house expanded operations. The Company's assets consist of oil & gas prospective and producing assets in the D-J Basin; an exclusive power purchase agreement to generate and sell electricity produced from its wellhead gas to a local electric utility; and an exclusive license to use and distribute power systems using high efficiency ceramic solid oxide fuel cells and sun-tracking solar panels.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Officers: Brian Bentley, CEO, John DiNardo, President and Secretary
Directors: Brian Bentley, John DiNardo, Howard Potter
Control persons: Brian Bentley, Trustee for Brian and Joanne Bentley Revocable Trust; John DiNardo, Trustee for the John N. DiNardo Revocable Trust; Sheila DiNardo, Trustee for the Sheila L. DiNardo Revocable Trust; Mary L. Ehrin; C2 Geo Consulting LLC.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

   none

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;

   none

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

   none

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

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Brian Bentley, Trustee of the Brian and Joanne Bentley Revocable Trust, 3,369,429 shares, 27.19%, 67 Golden Eagle Lane, Littleton, CO 80127,

John N. DiNardo, Trustee for the John N. DiNardo Revocable Trust, 1,650,000 shares, 13.32%, 14476 East Caley Avenue, Aurora, CO 80016,

Sheila L. DiNardo, Trustee for the Sheila L. DiNardo Revocable Trust, 1,650,000 shares, 13.32%, 14476 East Caley Avenue, Aurora, CO 80016

Mary Ehrin, 5739 Lake Lindero Drive, Agoura Hills, CA 91301, 1,412,000 shares, 10.9%.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: Ken Bart
Firm: Bart and Associates LLC
Address 1: 8400 E. Prentice Avenue, Suite 1500
Address 2: Greenwood Village, CO 80111
Phone: (720) 226-7511
Email: kbart@kennethbartesq.com

Accountant or Auditor
Name: _____
Firm: Hein & Associates, LLP
Address 1: 1999 Broadway, Suite 4000
Address 2: Denver, CO 80202
Phone: (303) 298-9600
Email: _____

Investor Relations Consultant
Name: none
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: _____
Firm: _____

Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Brian S. Bentley certify that:

1. I have reviewed this annual disclosure statement] of Starlight Energy 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.

May 15, 2015 [Date]

/s/ Brian S. Bentley [Signature]
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Chief Executive Officer [Title]