Brilliant Sands Incorporated is responsible for the content of this Annual Report. The securities described in this document are not registered with, and the information contained in this statement has not been filed with, or approved by, the U.S. Securities and Exchange Commission.

BRILLIANT SANDS
INCORPORATED

A Montana Corporation

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www.brilliantsands.com
Federal EIN: 82-0305765
NAICS Code: 212322 (Industrial Sand Mining)
SIC Code: 1446 (Industrial Sand)

2014 Annual Report

ISSUER'S EQUITY SECURITIES

COMMON STOCK

$0.001 Par Value Per Share
200,000,000 Shares Authorized
11,121,369 Shares Issued and Outstanding as of December 31, 2013
29,661,064 Shares Issued and Outstanding as of December 31, 2014

PREFERRED STOCK

$0.10 Par Value Per Share
15,000,000 Shares Authorized
0 Shares Issued and Outstanding as of December 31, 2013
0 Shares Issued and Outstanding as of December 31, 2014

Brilliant Sands Incorporated previously was a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.

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BRILLIANT SANDS INCORPORATED

A Montana Corporation

2014 Annual Report

Cautionary Note Regarding Forward-Looking Statements

Information set forth in this 2014 Annual Report (the "Annual Report") contains forward-looking statements, which involve a number of risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Forward-looking statements can be identified by use of the words "expect," "project," "may," "might," potential," and similar terms. Brilliant Sands Incorporated ("we" or the "Company") cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Forward-looking statements involve a number of risks, uncertainties or other factors beyond the Company's control. These factors include, but are not limited to, our ability to implement our strategic initiatives, economic, political and market conditions and price fluctuations, government and industry regulation, U.S. and global competition and other factors. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Part A. General Company Information

Item 1. The exact name of the issuer

The name of the issuer is Brilliant Sands Incorporated.

Item 2. The address and telephone number of the issuer's principal executive officers

The address of the issuer is:	1575 Delucchi Lane - Suite 115 Reno, Nevada 89502
The telephone and facsimile is:	Telephone: 775-829-4507 Facsimile: 775-337-9441
The issuer's website:	www.brilliantsands.com The information contained on such website shall not be deemed incorporated by reference herein.
Investor relations contact:	Marc J. Andrews, President & Chief Executive Officer 1575 Delucchi Lane - Suite 115 Reno, Nevada 89502 Tel: (775) 250-0577, email: marc@brilliantsands.com

Item 3. The jurisdiction and date of the issuer's incorporation or organization

Brilliant Sands Incorporated ("the Company") was incorporated in the State of Montana on May 23, 1888 as Helena and Livingston Smelting and Reduction Company. The Company changed its name to Helena Silver Mines, Inc. on June 19, 1970. On July 14, 2006, Dome Copper, Inc., a Nevada corporation, completed a share acquisition agreement with Helena Silver Mines, Inc.

The merger was accounted for as a reverse acquisition in which Dome Copper, Inc. was identified as the acquiring entity and Helena Silver Mines, Inc. was identified as the acquired entity. Any remaining identifiable assets and liabilities of Helena Silver Mines, Inc. were assigned fair values at the acquisition date. No goodwill was recognized. The assets of Dome Copper, Inc. were incorporated into the financial statements at their pre-merger carrying values at the date of acquisition.

At the effective time of the merger, on July 17, 2006, the name of the Company was changed to Consolidated Goldfields Corporation with Dome Copper, Inc. surviving as a wholly owned subsidiary. On January 12, 2015 the Company held a Special Meeting of Stockholders to change the name of the Company to Brilliant Sands Incorporated which became effective on March 16, 2015. The Company's other wholly-owned subsidiary is Consolidated Cahuilla, LLC, a Nevada limited liability company name has been changed to Consolidated Goldfields LLC, a Nevada limited liability company.

The Company is engaged in the acquisition, exploration and development of frac sand and mining properties.

Part B. Share Structure

Item 4. The exact title and class of securities outstanding

The Company has one class of common stock outstanding. The common stock currently trades on the OTC Pink Sheets marketplace. There is currently no public market in the common stock. See "Eligibility of Restricted Shares for Sale in the Public Market" in this Annual Report.

The CUSIP number for the Company's common stock is 209324102.

The trading symbol for the Company's common stock assigned by the Financial Industry Regulatory Authority, Inc. (FINRA®) is CDGFD. The preferred stock does not have a symbol as no shares have been issued.

Effective April 10, 2015, the CUSIP number for the Company's common stock is 10954P109. The trading symbol for the Company's common stock assigned by the Financial Industry Regulatory Authority, Inc. (FINRA®) is BRSD.

Item 5. Par or stated value and description of the security

A. Par or Stated Value

The Company's common stock has a par value of $0.001 per share and the Company's preferred stock has a par value of $0.10 per share.

B. Common and Preferred Stock

Common Stock

The Company has authorized and increased the issuance of 100,000,000 shares of common stock to 200,000,000 shares of common stock with a par value of $0.001 per share. Each holder of common stock is entitled to one vote for each share of common stock held on all matters which holders of common stock are entitled to vote.

The Board of Directors may from time to time declare, and the Company may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by law.

Upon the voluntary or involuntary liquidation, dissolution, or winding up of the Company, holders of common stock are entitled to a pro rata share of the net assets of the Company available for distribution in proportion to the number of shares of common stock held by such shareholder.

Subsequent to December 31, 2014, our board of directors and stockholders approved a one-for-three reverse stock split of the Company's common stock. After the reverse stock split, effective March 16, 2015, each holder of record held one share of common stock for every 3 shares held immediately prior to the effective date. As a result of the reverse stock split, the number of shares underlying outstanding stock option and warrants and the related exercise prices were adjusted to reflect the change in the share price and outstanding shares on the date of the reverse stock split.

Preferred Stock

The Company has 15,000,000 authorized and unissued shares of preferred stock with a par value of $0.10 per share, with rights and preferences to be determined by the Company's board of directors.

There are no provisions in the Company's Articles of Incorporation or By-Laws that would delay, defer or prevent a change in control of the Company.

Item 6. The number of shares or total amount of the securities outstanding for each class of securities authorized

The Company has 200,000,000 shares of common stock authorized and 15,000,000 shares of preferred stock authorized. As of December 31, 2014, our authorized, issued and outstanding securities consisted of only common stock. No preferred stock has been issued.

Preferred Stock	**December 31, 2013**	**December 31, 2014**
Number of shares authorized	15,000,000	15,000,000
Number of shares outstanding	0	0
Freely tradable shares (public float)	0	0
Total number of beneficial shareholders	0	0
Total number of shareholders of record	0	0

Common Stock	December 31, 2013	December 31, 2014
Number of shares authorized	100,000,000	200,000,000
Number of shares outstanding	11,121,369	29,661,064
Freely tradable shares (public float)	4,885,913	4,759,225
Total number of beneficial shareholders	6	7
Total number of shareholders of record	997	986

Related party convertible notes for the years ended December 31, 2014 and 2013 consisted of the following:

	December 31, 2014	December 31, 2013
Thomas Callicrate, former officer and director	$ 0	$ 0
Thomas Mancuso, former president and current director	50,000	50,000
	$ 50,000	$ 50,000

The 2008 Notes

The Company issued six convertible notes payable totaling $106,300 to two officers during the year ended December 31, 2008 (the "2008 Notes"). In exchange for these Notes, the holders received one share of common stock for every two dollars of principal. A total of 17,718 shares valued at $27,436 were issued and resulted in a discount on the original notes.

The interest rate on the 2008 Notes was increased during 2009 from 8% to 20%. Interest accrues monthly and is due with the principal on the maturity dates. All of the notes were for an original term of six months and matured at various dates from January to June 2009. All of the notes were extended several times during 2009, 2010, 2011 and 2012 (see "note extensions" below). During 2010, two of the notes totaling $13,800, were paid in full with interest. The remaining four notes, totaling $85,706, mature at various dates in 2013. On November 30, 2012 the Company reached an agreement with Thomas Callicrate, a former officer and director, to repay the convertible notes by making an initial payment of $14,830 on accrued interest with equal monthly principal and interest payments beginning in December 2012 of $10,000 for six months plus accrued interest to be added to the final sixth payment.

As of May 30, 2013 the Company has fulfilled its obligations under the Mutual Release and Settlement Agreement entered into with Mr. Callicrate on November 30, 2012.

Each note is convertible at the note holder's option into shares of the Company's common stock. The number of shares that the note can be converted into will be determined as follows:

> Prior to the Maturity Date – The balance of the unpaid principal plus all accrued interest will be divided by 90% of the offering price of the Company's most recent equity offering or $0.15 if there have been no recent equity offerings. The conversion rate was $0.90 at December 31, 2013, and 2012.

At the Maturity Date – The balance of the unpaid principal plus all accrued interest will be divided by $0.15.

The fair value of the related conversion option at December 31, 2013, and 2012 was nil due to the relatively short term to maturity date and the effective 'prior to maturity date' conversion rate approximating the fair value of the Company's common share at each year end.

Accrued interest

Accrued interest related to the outstanding notes was $39,701 and $39,701 for the years ending December 31, 2014 and 2013, respectively. Interest expense related to the outstanding notes was $10,140 and $12,839 for the years ended December 31, 2014 and 2013. In March of 2013 the Company began paying Mr. Mancuso the amount of interest accrued each month.

Note extensions

As disclosed above the notes have been extended several times. Each extension required issuance of shares of the Company's common stock and, in some cases, an increase in the interest rate. The Company considered the impact of ASC 470-50 "Debt-Modifications and Extinguishments" on the accounting treatment for these extensions. ASC 470-50 states that a transaction resulting in a significant change in the nature of a debt instrument should be accounted for as an extinguishment of debt. The difference between the reacquisition price and the net carrying amount of the extinguished debt is recognized currently in income of the period of extinguishment. The Company concluded that the extensions constituted a substantial modification. During the year ended December 31, 2012 the Company issued 190,004 shares of its common stock in connection with these extensions and recognized losses on note extensions of $174,667 representing the difference between the fair value of the amended note, including consideration and fees, and the carrying value of the original note, including related unamortized discount. In addition, during January 2013 the Company issued 37,779 shares of its common stock in connection with the extensions, which was a common stock payable at December 31, 2012 because the issuance related to an extension which occurred in 2012.

As of March 2013, Mr. Mancuso has elected to no longer receive Company common stock for the extension of notes due to the acceptance of monthly interest payments as noted above.

Warrants

The Company has issued warrants that enable the holder to purchase a stated number of shares of common stock at a certain price within a certain time period.

In connection with a private placement completed on May 31, 2010, the Company issued 760,683 warrants exercisable into one share of common stock at an exercise price of $0.75 per share. The warrants expire two years from the date of issuance. Subsequent to year end, in April 2012, 116,670 of these warrants were exercised. The remaining warrants were extended to December 2015.

In connection with a private placement completed on June 30, 2010, the Company issued 910,017 warrants exercisable into one share of common stock at an exercise price of $0.75 per share. The warrants expire two years from the date of issuance. The warrants were extended to December 2015.
Following is a summary of warrant activity for the years ended December 31, 2014 and 2013:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Life (in years)
Outstanding at December 31, 2012	1,554,030	$ 0.75	0.44
Issued	-	-	-
Exercised	-	-	-
Expired	-	-	-
Outstanding at December 31, 2013	1,554,030	0.75	0.44
Issued	-	-	-
Exercised	-	-	-
Expired	-	-	-
Outstanding at December 31, 2014	1,554,030	$ 0.75	0.95

Stock options

The Company approved an Amended 2013 Stock Option and Stock Bonus Plan at its Annual Meeting on March 31, 2014. Stock options are issued for compensation and services as determined by the board of directors. Following is a summary of stock option activity for the years ended December 31, 2014 and 2013:

	Number of Shares	Weighted Average Exercise Price
Outstanding at December 31, 2012	2,130,358	$ 0.45
Granted	183,340	0.99
Exercised	-	-
Expired	-	-
Outstanding at December 31, 2013	2,313,698	$ 0.49
Granted	466,670	0.09
Exercised	-	-
Expired	-	-
Outstanding at December 31, 2014	2,780,368	$ 0.43

The weighted average contractual term of the options granted during the years ended December 31, 2014 and 2013 was 4.69 years and 4.55 years, respectively. The intrinsic value of exercisable stock options at December 31, 2014 was approximately $0 based upon the market price of the Company's stock on that date. As of December 31, 2014, all of the options were fully vested.

Expenses related to the granting and vesting of stock options were $19,480 and $82,274 for the years ended December 31, 2014 and 2013, respectively. Such expenses are included in payroll and related expenses**.**

The Company estimates the fair value of options granted by using the Binomial Lattice option pricing model with the following assumptions used for grants:

	2014	2013
Dividend yield	-	-
Expected volatility	75.81% - 100%	76.25% - 100%
Risk-free interest rate	0.84% - 2.17%	0.84% - 1.99%
Expected life (years)	4.25 – 7.67	4.25 – 7.86

The expected volatility is based on the historical volatility of comparable companies for a period approximating the expected life, due to the limited trading history of the Company's common stock. The risk-free interest rate is based on the implied yield available on U.S. Treasury zero-coupon issues over equivalent lives of the options.

The expected life of employee stock options represents the weighted-average period the stock options are expected to remain outstanding and is a derived output of the Binomial Lattice model. The expected life of employee stock options is impacted by all of the underlying assumptions and calibration of the Company's model. The Binomial Lattice model estimates the probability of exercise as a function of these two variables based on the entire history of exercises and cancellations on all past option grants made by the Company.

Eligibility of Restricted Shares for Sale in the Public Market

None of the shares Company's common stock have been registered under the Securities Act or qualified under any state securities laws, and we have no current plans to register or qualify any of our securities. Shares of our common stock are not currently eligible for resale in the public market pursuant to the exemption from registration offered by Rule 144 ("Rule 144") under the Securities Act of 1933, as amended (the "Securities Act"), however, other exemptions from registration may be available.

Public Trading of Common Stock

There is a limited public market in our common stock. This Annual Report is intended to provide the information that a broker-dealer must have in its possession to publish a quotation in a security pursuant to Rule 15c2-11 ("Rule 15c2-11") under the Securities Exchange Act of 1934 (the "Exchange Act"). If broker-dealers initiate quotations in common stock and a public market develops, we intend to provide the disclosure required for our common stock to be categorized in the OTC Pink Limited Information tier.

Dividends

No dividends have been paid to shareholders for fiscal years ending December 31, 2014 and 2013.

The declaration of dividends by the Company is subject to the discretion of our board of directors. Our board of directors will take into account such matters as general business conditions, our financial results, capital requirements, contractual, legal and regulatory restrictions on the payment of dividends by us, or such other factors as our board of directors may deem relevant. See also "Item 5: Par or stated value and description of the security."

Item 7. The name and address of the transfer agent

The name and address of the transfer agent	Nevada Agency and Transfer Company 50 West Liberty, Suite 880 Reno, NV 89501
The telephone number is:	Telephone: 775-322-0626 Facsimile: 775-322-5623

Nevada Agency and Transfer Company is registered under the Exchange Act and regulated by the U.S. Securities and Exchange Commission (the "SEC" or "Commission").

Part C. Business Information

Item 8. The nature of the issuer's business

A. Business Development

The Company was incorporated in the State of Montana on May 25, 1888. The Company was known as Helena Silver Mines, Inc. On July 14, 2006, Dome Copper, Inc., a Nevada corporation, completed a share acquisition agreement with Helena Silver Mines, Inc.

The merger was accounted for as a reverse acquisition in which Dome Copper, Inc. was identified as the acquiring entity and Helena Silver Mines, Inc. was identified as the acquired entity. Any remaining identifiable assets and liabilities of Helena Silver Mines, Inc. were assigned fair values at the acquisition date. No goodwill was recognized. The assets of Dome Copper, Inc. were incorporated into the financial statements at their pre-merger carrying values at the date of acquisition.

At the effective time of the merger, the name of the Company was changed to Consolidated Goldfields Corporation with Dome Copper, Inc. surviving as a wholly owned subsidiary. On January 12, 2015 the Company held a Special Meeting of Stockholders to change the name of the Company to Brilliant Sands Incorporated and to effect a 1-for-3 reverse stock split of its issued and outstanding common stock. Effective March 16, 2015, each holder of record held one share of common stock for every 3 shares held immediately prior to the effective date. The Company's other wholly-owned subsidiary is Consolidated Goldfields, LLC, a Nevada limited liability company.

In December 2014, we acquired three properties in Canada and began our strategy to become a leading producer and supplier of frac sand in Canada. The transaction included an initial cash payment of approximately $43,000 and the issuance of 7,833,334 shares of our common stock, an additional 7,833,334 shares of our common stock held in escrow to be released under certain conditions, an additional cash payment of $50,000 CAD within the 45 days after closing and an additional cash payment of $175,000 CAD to be paid concurrently with the completion of a financing transaction. Since our acquisition of the frac sand properties, our immediate priorities have been to finance the developments of these properties to begin the process to bring them into production.

In January2014, the Company purchased the Muskox Intrusion Data for a purchase price of $1 million, paid by the issuance of 3,703,334 shares of the Company common stock.

The Company is an exploration stage company engaged in the acquisition, exploration and development of frac sand and mining properties. The Company's year-end is December 31.

Neither we nor any of our predecessors have been in bankruptcy, receivership, or any similar proceeding.

The Company has not defaulted on terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.

There have been no changes in control of the Company since November 2011.

Other than the purchase of Canadian frac sand properties and the Muskox Intrusion Data as set forth above, there have been no increases of 10% or more of the same class of outstanding equity securities.

Other than the reverse acquisition and the 1-for-3 reverse stock split as set forth above, the Company has not had any past, pending, or anticipated stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

Our securities have not been de-listed and are not in the process of being de-listed by any securities exchange, and have not been quoted on or deleted from the FINRA OTC Bulletin Board.

There are no current, past, pending, or threatened legal proceedings or administrative actions either by or against us that could have a material effect on our business, financial condition, or operations. We are not a party to any past or pending trading suspensions by a securities regulator.

B. Business of Issuer

The Company's North American Industry Classification System ("NAICS") code is 21—Mining and our primary SIC Code is 1040—Gold & Silver Mining.

The Company is currently conducting operations and it is not now, a "shell company" as that term is defined in the Disclosure Guidelines or Rule 405 under the Securities Act. We previously were a shell company, therefore the exemption offered pursuant to Rule 144 under the Securities Act is not available unless and until we meet the requirements of Rule 144(i)(2) under the Securities Act. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.

The Company has two wholly owned subsidiaries, Dome Copper, Inc. and Consolidated Goldfields, LLC. Both subsidiaries are included in the Company's financial statements attached to this disclosure statement.

The prospecting on our claims is provided under the existing 1872 Mining Law and all permits for exploration and testing must be obtained through the Bureau of Land Management (BLM) office of the Department of Interior. Obtaining permits for minimal disturbance for our exploration program will require our making the appropriate application and filing of the bond to cover the reclamation of the test areas. Our exploration operations are extensively regulated under various U.S. federal, state and local and foreign laws relating to the protection of air and water quality, hazardous water management and mine reclamation. We may have potential future liability for environmental costs.

The regulatory environment for our operations could change in ways that would substantially increase our liability or the costs of compliance and that could have a material adverse effect on our operations or financial position. New laws and regulations may result in higher compliance costs could have an adverse effect on its future profitability.

All exploration expenditures are expensed as incurred. The Company expensed a total of $154,450 and $246,442 for exploration for the years ended December 31, 2014 and 2013 respectively.

The Company currently has three employees, all of which are full-time, which includes two of our executive officers.

Item 9. The nature of products or services offered

BSI is an exploration stage company engaged in the acquisition, exploration and development of frac sand and mining properties located in Canada and Nevada. The Company's ability to maintain its current level of operations is dependent on its ability to generate sufficient cash to fund its strategic business plan. To date, the Company has no ongoing recurring source of revenue. At December 31, 2014, the Company had cash of $59,677 and working capital of $961,709.

While management believes the Company has sufficient cash to discharge its obligations in the normal course of operations for the short-term, future operations will continue to be dependent upon the successful ongoing exploration and development of the Company's frac sand and mineral property interests and/or raising of sufficient capital, and the corresponding generation of future cash flows. The Company's ability to continue as a going concern on a longer term basis depends on its ability to successfully raise additional financing for further exploration activity and development or to enter into profitable operations. While the Company has been successful to date in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. Please also see Management's Discussion & Analysis for the year ending December 31, 2014.

Risk Factors

The risks and uncertainties described below are not the only ones that the Company faces. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business. If any of the following risks were to occur, our business, financial condition, or operating results could be adversely affected. Please also see Management's Discussion & Analysis for the year ending December 31, 2014.

Risks Relating to Our Business

The Company is in the exploration stage of development. An investment in the Company should be considered speculative due to the nature of its activities and the present stage of its development. The Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources. The Company currently has no operating income. There is no assurance that the Company will be successful in achieving a return on shareholders' investment.

The Company is engaged in exploration and development of frac sand and mineral properties. The mineral exploration and development industry involves a high degree of risk, for which, even with a combination of experience, knowledge and careful evaluation, there is no assurance that commercial quantities of resources or reserves can be successfully found or produced.

Title to mineral interests in some jurisdictions is often not susceptible of determination without incurring substantial expense. In accordance with industry practice, the Company conducted such title reviews in connection with its properties as it believes are commensurate with the value of such properties. The actual interest of the Company in certain properties may vary from the Company's records.

The Company operations are subject to the risks normally incident to the operation and development of mineral properties, including drilling, trenching and surveying, all of which could result in personal injuries, loss of life and damage to the property of the Company and others. In accordance with customary industry practice, the Company is not fully insured against all of these risks, nor are all such risks insurable.

The Company is dependent on a relatively small number of key individuals, the loss of any of whom could have an adverse effect on the Company. The Company has not, as yet, purchased any "key-man" insurance with respect to any of its directors, officers, key individuals or proposed directors or officers, and has no current plans to do so.

The prices of natural resources are outside the control of the Company. The Company will be a price taker for its products and commodity prices can be expected to show volatility. The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of minerals. The prices of those commodities has fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the Company's control including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of minerals, and therefore the economic viability of any of the Company's exploration projects, cannot accurately be predicted.

Risks Relating to an Investment in the Company's Common Stock

If an active, liquid trading market for our common stock does not develop, shareholders may be unable to sell their shares quickly or at all.

An active trading market for our common stock may not develop. Shareholders may not be able to sell their shares quickly or at all if trading in our stock is not active. We believe that our shares may be traded only infrequently and that there will be a limited number of interested buyers and sellers for some period of time. Prices of thinly traded securities tend to be more volatile than those traded more actively because just a few trades may affect the market price substantially. It may also be difficult to sell shares of thinly traded securities, especially in an economic downturn.

We are not subject to SEC reporting requirements, which may negatively impact our ability to raise capital.

None of our common stock has been registered with the SEC under the Exchange Act or qualified under any state securities laws. We do not file annual, quarterly, or current reports or proxy statements with the SEC. This limits our ability to raise capital under certain circumstances. For example, certain investors will not invest in unregistered securities, including in private offerings of securities issued by public companies that do not provide investors with registration rights.

Moreover, our securities are not listed on a national securities exchange. Many states require securities not listed on a national securities exchange to comply with state Blue Sky laws before such securities may be traded within the state. We will avail ourselves of the Blue Sky "manual exemption" through our inclusion in the S&P securities manual, but not all states recognize the manual exemption. For this reason, many investors are reluctant to purchase securities in private offerings from issuers that are not listed on a national securities exchange, which may make it difficult for us to raise significant capital through ordinary private offerings.

Unless we register our securities with the SEC under the Securities Act, we may not raise funds through a public offering. If we decide to issue securities in a public offering, we will also be required to register our securities under the Exchange Act.

Item 10. The nature and extent of the issuer's facilities and assets

Description of properties

(see also Management's Discussion & Analysis for the year ended December 31, 2014)

Frac Sand Properties

On December 17, 1014 the Company entered into an Agreement of Purchase and Sale with 1824455 Alberta Ltd. to purchase a 100% right, title and interest in three properties located in the Canadian Provinces of Manitoba and Alberta. The McClelland project consists of 66,000 acres and the Alberta project consists of 87,000 acres, both of which are situated in Alberta. The Washow project consists of 1,000 acres and is situated in Manitoba. The settlement of purchase price is outlined below:

- At closing, 7,833,334 shares of Company's common stock were issued to 1824455 Alberta Ltd.
- On signing of the agreement $50,000 CAD ($42,964 USD, paid December 2014)
- $50,000 CAD ($42,937 USD, this amount was accrued at December 2014 and paid April 2015) to be paid within forty-five days of closing
- $175,000 CAD ($150,280 USD, this amount was accrued at December 2014) to be paid upon completion of financing

At closing, an additional 7,833,334 shares of Company's common stock were issued to 1824455 Alberta Ltd to be held in escrow until applicable terms and conditions are met as outlined below.

- 2,350,000 of the escrowed shares will be released upon the completion of a NI 43-101 resource report that identifies a resource deposit which is sufficient to move forward with a project.
- 2,350,000 of the escrowed shares will be released upon the completion of a Preliminary Economic Assessment which demonstrates a financial return which is sufficient to move forward with a project.

- 3,133,334 of the escrowed shares will be release upon the award of all necessary permits that will allow for the mining of product.

In addition, the Company entered into a Production Royalty Agreement on the Canadian properties. The Company will pay a two (2%) percent production royalty of actual proceeds from the sale or other disposition of the product commencing on the date on which commercial production is achieved. The Company has agreed to an advance minimum royalty ("AMR") to being on the one year anniversary of the closing date and continuing yearly up to the date of commercial production in the amount of $225,000 CAD annually. The annual AMR will be paid on a quarterly basis in four equal installments. AMR's paid prior to commercial production for each property will be credited against future production royalties on each property on a dollar for dollar basis up to the maximum rate per quarter. The AMR's paid shall be non-refundable.

McClelland Property

The McClelland has a large land position, 66,000 acres (26,624 hectares) that will yield a large resource with decades of mine life. The property is 100% owned by the Company and is located 60km north of Fort McMurray. Sampling of the sand at McClelland has come back with similar results to that of Athabasca minerals which is situated along our fence line to the west. The property is strategically located near all of the Albert Basins, giving the company a large competitive advantage to the US producers and suppliers that are 2,200+km away. McClelland will enable the Company to produce and sell sand to the Canadian O & G companies, from Canadian dollars, to Canadian dollars.

Alberta Property

The Alberta property has a large land position, 87,000 acres (35,000 hectares) which will yield a large resource with decades of mine life. The property is 100% owned by the Company and is strategically located in the heard of three Alberta Basins. The competitive advantage of being in the heart of three basins and trucking distance to the well-head will enable the company to see its sand FOB from the mine site, reducing costs by up to 60%. Just-in-time delivery, no rail, and no weather or congestion delays will result in the Company being able to sell the sand at a premium and have an enormous competitive advantage as a result to its competitors.

Washow Property

The Washow property consists of 1,000 acres (422 hectares). The property is 100% owned by the Company and is located in Manitoba, north of Winnipeg. The property is less than 100km from rail and lies in an area known for the only "Northern White" sand in Canada. Northern White sand is Tier 1 sand that Wisconsin (largest frac sand supplier in the world) is famous for, and is perceived to be the best sand in the world. The Washow property will enable the Company to offer its clients "Northern White" sand at a reduced cost as it is located ½ the distance to the Alberta Basins that the US suppliers in Wisconsin.

<u>King Solomon</u>

On November 4, 2014, and December 3, 2014, the Company entered into an Exploration and Mining Lease with Option to Purchase Agreement on the King Solomon project with Mountain Gold Claims LLC Series 9, which is owned by a former director and officer of the Company and a private individual, respectively. The property consists of a total 66 unpatented mining claims situated in Nye County Nevada. Lease payments are payable to each party as outlined below:

- On signing of the agreement, 8,334 shares of the Company's common stock were issued to the private individual
- On signing of agreements a total of $5,000 (paid November and December 2014, respectively
- On or prior to each anniversary date, in total:
    - 1st: $10,000
    - 2nd: $20,000
    - 3rd: $40,000
    - 4th: $60,000
    - 5th: $40,000
    - 6th – 10th: $100,000
    - 11th – 15th: $150,000
    - 16th and thereafter: $200,000

The lease also requires minimum work commitments on or prior to each anniversary date as follows, in total:

- 1st: $10,000
- 2nd: $20,000
- 3rd: $100,000
- 4th and thereafter: $100,000

All work expenditures made by Lessee during any lease year in excess of the work commitment expenditures required for such lease year will be credited against work commitment requirements for any subsequent lease year. For any work commitment not fulfilled within the time frame, then the difference between the actual expenditures and the required work commitments expenditure will be paid to owners in cash as the fulfillment of the obligation.

Klondike Pass

On September 19, 2013, the Company entered into Exploration and Option to Purchase Agreement on the Klondike Pass project with a private individual. The property consists of 160 acres of private land located in Pershing County, Nevada. Lease payments for the property are outlined below:

- On signing of the agreement $5,000 (paid September 2013)
- On or prior to each anniversary date:
    - 1st: $6,000 (paid September 2014)
    - 2nd: $7,000
    - 3rd: $8,000
    - 4th: $10,000
    - 5th and thereafter: $15,000

The lease also requires minimum work commitments on or prior to each anniversary date as follows:

- 1st: $10,000 ($47,911 spent as of December 31, 2013)
- 2nd: $80,000 ($50 spent as of December 31, 2014)
- 3rd: $50,000
- 4th: and thereafter $50,000

All work expenditures made by Lessee during any lease year in excess of the work commitment expenditures required for such lease year will be credited against work commitment requirements for any subsequent lease year. Total exploration expenses for the Klondike Pass project at the years ended December 31, 2014 and 2013 were $13,530 and $47,911m respectively.

Located 20 miles south of Winnemucca, Nevada, the Willow Creek District is responsible for the production of more than 5,000 ounces of placer gold in addition to substantial amounts of lode gold production from very high grade veins. Select veins from this mining district reportedly contained up to 1 ounce per pound of gold (approximately 167 ounces per ton) within 1 inch stringer veins hosted in phyllitic slate intruded by diabasic dikes.

Fisher Canyon

On January 26, 2011, the Company entered into an Exploration and Mining Lease Agreement and Option to Purchase Royalty Agreement for the Fisher Canyon Project with Mountain Gold Claims Series 7 (the "Fisher Canyon Agreement") (see Exhibit 18.5 of the Initial Disclosure Statement filed January 7, 2013). The property is owned by a former officer and director of the Company and a current director and former officer of the Company, who each hold a 50% interest in the property. The property consists of 87 unpatented mining claims situated in Pershing County Nevada. The Company previously held 123 unpatented mining claims and after further review the Company has decided to drop the additional 36 claims which were staked in February 2012. Lease payments for the property are outlined below:

- On signing of the Fisher Canyon Agreement: 100,000 shares of Teras common stock owned by the Company ("Teras Shares") which had a fair value of $50,225 on the date of the agreement. The difference between the fair value and the cost basis of the Teras Shares of $31,552 was recognized as a gain during the year ended December 31, 2011

- On or prior to each anniversary date:
    - 1st: $5,000 and 100,000 Teras Shares (paid February 2012). The Company also paid a penalty of 5,000 Teras Shares.
    - 2nd: $10,000 and 100,000 Teras Shares (paid January 2013)
    - 3rd: $15,000 and 100,000 Teras Shares (please see note below regarding the renegotiation of the 3rd anniversary)
    - 4th: $20,000 and 100,000 Teras Shares (paid January 2015)
    - 5th and thereafter: $25,000 and 100,000 Teras Shares

- Pay various state and federal claim-related fees

The Fisher Canyon Agreement also requires minimum work commitments on or prior to each anniversary date as follows:

- 1st: $10,000 ($7,213 spent)
- 2nd: $25,000 ($185,970 spent, excludes annual claim fees)
- 3rd: $50,000 ($23,056 spent, excludes annual claim fees)
- 4th: $75,000 ($6,411 spent, excludes annual claim fees)
- 5th and thereafter: $100,000

For any work commitment not fulfilled within the time frame, the Company will owe a cash payment to the lease holders equal to 75% of the unmet work commitment. Total exploration expenses for the Fisher Canyon project were $20,816 and $60,305 for the years ended December 31, 2014 and 2013.

Fisher Canyon is situated approximately 25 miles east of Lovelock, Nevada, four miles east of the Relief Canyon gold mine and six miles southeast of the Coeur Rochester silver/gold mine. To date, the Rochester and surrounding mining districts have produced nearly five million ounces of gold and more than 130 million ounces of silver.

The Fisher Canyon project is situated on the southeastern end of the Humboldt Range and is characterized by limestone and dolomite that contain lenses of altered volcaniclastic sediments and flows. The volcanic rocks are observed to form giant lenses within the carbonate section, with dimensions of several miles along strike and up to about 600 feet thick. The volcanic lenses commonly exhibit intense hydrothermal alteration and represent the focus of past exploration activities. The stratigraphy within the Fisher Canyon area has also been significantly disrupted by various episodes of intense structural deformation.

Geological reconnaissance by the Company and in the past has identified several areas with extensive hydrothermal alteration associated with oxidized shear zones and brecciated quartz veins hosting wide spread gold mineralization. Surface geochemical outcrop samples collected by the Company contain from 0.014 to 0.282 ounces per ton gold. The samples are also highly anomalous in arsenic.

The Company is currently planning an aggressive exploration program including geological mapping, geochemical sampling and geophysics to determine drill hole locations for continued drilling at Fisher Canyon.

On February 26, 2014, the Company has renegotiated the 3rd Anniversary of the Exploration and Mining Lease Agreement and Option to Purchase Royalty Agreement for the Fisher Canyon Project with Mountain Gold Claims Series 7 (“Mountain Gold”), which is owned by a former officer and director of the Company and a current director and former officer of the Company, who each hold a 50% interest in the property. The terms on the 3rd anniversary (January 26, 2014) will be changed accordingly:

- The cash payment of $15,000 is removed and will not apply at any time.

- The stock distribution of 100, 000 (one hundred thousand) common shares of Teras Resources will be reduced to 50,000 (fifty thousand), to be divided equally among the owners.

- The Company will quitclaimed the unpatented lode claims that represent the Golden Mile property consisting of 13 unpatented mining claims to the owner who was a former officer and director of the Company. All costs for transfer and maintenance will be the responsibility of the individual.

Muskox Data Inventory

The Company has acquired the Muskox Data Inventory from Prize Mining Corporation. The Data consists of years worth of work on the Ni-Cu-Pd-Pt bearing Muskox Layered Intrusion in Nunavut, Canada. The Muskox Intrusion was first worked on in the 1960’s and 1970’s by the Geological Survey of Canada and by Inco Mining. Prize began working on the project in 1998 and has spent over $16 million

on the project through 2004. In addition, Prize accumulated data from its joint venture partners Anglo American and Silvermet Mining in the 2000's valued at roughly $8 million.

The purchase price for the Data was $1 million, paid by the issuance of 3,703,334 shares of the Company's common stock. In addition, as provided by Mr. Somji's incentive package, the Chairman was granted 333,334 shares of common stock with a value of $350,000 in January 2014 for generating a project that the Board voted to accept and acquire. The fair value of the shares of common stock issued to the chairman was based on the grant date fair value on the date of the incentive package. The total cost of acquiring the Dada was $1,350,000.

Management determined that as of December 31, 2014, the estimated fair value of the Data had decreased. The Company determined the estimated fair value of $250,000 after considering a report from a third party who performed an evaluation of the Muskox Data in early 2015. An impairment loss of $1,100,000 was recognized for the year ending December 31, 2014 bringing the investment balance to its fair value of $250,000.

Cahuilla Gold Project

On December 1, 2006, and as amended and restated on August 5, 2010, the Company executed a formal Exploration and Option to Lease Agreement ("the Cahuilla Agreement") for the Cahuilla Gold Project in Imperial County, California. The majority of the Cahuilla Gold Project is situated on the Torres Martinez Desert Cahuilla Indian Reservation. Under the terms of the Cahuilla Agreement the Company has the exclusive rights to explore, develop and conduct mining operations on more than two square miles situated on Tribal lands. The Company is required to pay escalating lease payments and meet minimum work obligations for a period of five years beginning in 2010. The Cahuilla Agreement is cancelable by the Company at any time by giving 30 days written notice.

Prior to 2010, the Company entered into six mineral lease agreements on the Cahuilla Gold Project area. These lease agreements give the Company the right to explore, develop and produce gold and other minerals from the properties for periods specified in the agreements. These lease agreements have initial terms of 10 to 40 years and may be extended under certain circumstances. The lease agreements are cancelable at the option of either the Company or the lessor. Under these lease agreements, the Company would be required to make royalty payments if it produces minerals. Effective with the Earn-In Agreement described above, the joint venture made the lease payments beginning February 2010 and continuing through December 31, 2013.

Of these Cahuilla leases, the most significant is the agreement that the Company has with the Torres Martinez Desert Cahuilla Indians (the "TMDCI Agreement") (see Exhibit 18.1 of the Initial Disclosure Statement filed January 7, 2013). The TMDCI Agreement was amended on August 5, 2010 and requires the Company to make the following payments:

- Upon initiating permitting for the first phase of Exploration and Development Operations: $10,000
- First Anniversary: $20,000
- Second Anniversary: $30,000
- Third Anniversary: $40,000
- Fourth Anniversary: $50,000

In addition, the amendment to the TMDCI Agreement called for the following payments upon completion and approval of five exploration and development phases (as defined in the TMDCI Agreement):

Phase Completion	Cash payment	Options to purchase shares of the Company's common stock
First	$ 30,000	40,000
Second	40,000	60,000
Third	70,000	100,000
Fourth	80,000	120,000
Fifth	110,000	160,000

Approval of each phase is required by the Secretary of Interior of the United States of America. During the year ended December 31, 2011, the Company received approval for the first and second phase. In accordance with the agreement, as amended, the Company issued 100,000 options to purchase shares of its common stock to the Torres Martinez Desert Cahuilla Indians. The options were granted December 16, 2011, have an exercise price of $0.10 and a term of ten years. The fair value of these shares was $6,695. See "Stock Options" in Note 6 to the Audited Annual Financial Statements for December 31, 2012 – filed March 29, 2013. The required cash payment of $70,000 was paid by the joint venture. The Company is currently working on phase three with an estimated completion date in the 2nd quarter of 2014.

On February 10, 2010 Consolidated entered into an Earn-In Agreement with Teras Resources Inc. ("Teras") whereby Teras could earn 65% undivided interest in the Cahuilla property (see Exhibit 18.2 of the Initial Disclosure Statement filed January 7, 2013). Pursuant to the terms of the Earn-in Agreement and subject to certain conditions being met in accordance with the Earn-In Agreement, Teras issued 4,000,000 common shares to Consolidated and deposited $800,000 into an account in 2010 for the exclusive use of exploration, development and maintenance expenditures on the property.

To complete the exercise of its option, Teras was required to issue an additional 10,300,000 shares of common stock to the Company and put an additional $800,000 towards expenditures at certain times over a two year period ending in February 2012. In February 2011, Teras submitted $800,000 to the joint venture and issued 5,000,000 shares of its common stock to the Company in accordance with the agreement. The fair value of the Teras shares, $2,413,200, was recognized as a gain on the sale of mineral interests during the year ended December 31, 2011. The Company elected to postpone the receipt of the 5,300,000 shares of Teras common stock as required under the agreement to a later date. As of August 31, 2011, Teras fulfilled its obligations under the Earn-In Agreement and now holds a 65% interest in the Cahuilla project.

Additionally under the Earn-In Agreement, the Company receives a management fee of $10,000 per month. The Company received $80,000 in management fees during the years ended December 31, 2011. Management fees terminated in August 2011.

During negotiations and prior to completion of the Earn-In Agreement, the Company's then President, CEO and director accepted an officer position with Teras and in June 2010, the President of Teras accepted a board position with the Company.

On September 14, 2011, Teras signed an Exploration and Earn-In Agreement with Consolidated for the 35% balance of the Cahuilla project (see Exhibit 18.3 of the Initial Disclosure Statement filed January 7, 2013). Teras will have a twenty-four month option to earn the 35% balance of the Cahuilla gold project and a 100% interest in four other high ranking gold projects. Teras may exercise the option at any time within the twenty-four month period by issuing 10 million common shares of Teras to Consolidated and spending $1,000,000 in work commitment on the Cahuilla project within that period.

During September 2013 Teras Resources, Inc. has fulfilled its obligations under the Earn-In Agreement to earn the remaining 35% interest in the Cahuilla gold project. The Company has elected to postpone the receipts of the 10 Million shares of Teras common stock as required under the agreement to a later date.

In May 2014, the Company formally requested the issuance of the 5,300,000 shares of Teras common stock for the 65% interest in the Cahuilla project and the 10,000,000 shares of Teras common stock for the remaining 35% interest in the Cahuilla project. The 5,300,000 shares and the 10,000,000 shares were received by the Company on May 29, 2014 and June 4, 2014, respectively.

As of December 31, 2014 and 2013, the Company had transferred all of its interest over to Teras in accordance with the agreement. Initially, the Company accounted for the Earn-In Agreement using joint venture accounting principles. Because the Company did not have majority control nor significant influence over the venture, it accounted for the Earn-in Agreement using the cost method.

Pyramid Mine

The Company has a 100% interest in 100 acres of land located in Churchill County, Nevada, known as the Pyramid Mine. The Pyramid Mine is a high grade silver-gold-lead-zinc vein system hosted in altered volcanic rock within the prolific Walker Lane structural zone. No proven or probable reserves have been identified on the property.

In April 2009, the Company entered into an Option-to-Purchase Royalty Agreement with Trend Mining Company ("the Purchase Agreement") (see Exhibit 18.5 of the Initial Disclosure Statement filed January 7, 2013) giving the Company the option to purchase a 1.5% Net Smelter Return ("NSR") Royalty on the unpatented mining claims of the Pyramid Mine. Under the Purchase Agreement the Company issued 33,334 shares of common stock at $0.18 per share. The Company expensed the value of $6,000 during the year ended December 31, 2009. To complete the purchase, the Company agreed to pay an additional $44,000 in cash or common stock by February 16, 2011. On January 28, 2011, the Company completed the final payment of $44,000 by issuance of 54,321 shares of common stock with a fair value of $0.81 per share.

One of the Company's former directors is an affiliate of Trend Mining Company.

The Pyramid Mine consists of five unpatented lode claims and is a high-grade silver-gold-lead-zinc vein system hosted in altered volcanic rocks within the prolific Walker Lane structural zone in Churchill County, Nevada. The Company owns a 100% interest in the claims. Gold, silver, lead and zinc were produced intermittently from the Pyramid Mine since its discovery in the early 1900s. Records indicate that small-scale underground operations produced approximately 17 tons of concentrates that contained an average grade of 3.3 ounces of gold per ton and 478 ounces of silver per ton. A small tonnage of direct shipping ore was also mined which averaged 0.774 ounces of gold per ton and 182 ounces of silver per ton.

Underground exploration conducted in the 1990s encountered multiple high-grade faces ranging from anomalous to 2.86 ounces of gold per ton and 453 ounces of silver per ton. Six of the ten samples taken contained more than 0.490 ounces of gold per ton. In addition, a limited inferred mineral resource was estimated within existing underground workings and indicated a total of approximately 4,000 tons containing an average grade of 0.514 ounces of gold per ton, 75 ounces of silver per ton, 5.95% lead and 7.08% zinc. Mineralization remains open both along strike and down dip throughout the project area.

The Company's preliminary geologic evaluation of the property suggest that this high-grade precious and base metal deposit has excellent potential to become a small- to medium-sized profitable underground mining operation that can be permitted and placed into production in a relatively short period of time. Total exploration expenses for the Pyramid Mine project at the years ended December 31, 2014 and 2013 were $882 and $12,108, respectively.

Koegel Hills

The Koegel Hills project consists of 71 unpatented claims encompassing 1,420 acres located in Mineral County, Nevada which are 100% owned by the Company. The project is an extensive copper-gold bearing porphyry system manifested by intense surface alteration that extends for more than six square miles.

In the early 1990s Santa Fe Minerals Company ("Santa Fe") staked the area and conducted a limited drilling program, which intersected significantly large zones of strongly anomalous copper and gold. Values greater than 4.0% copper and .030 ounces of gold per ton were reported in five-foot drill samples. Santa Fe released the property when the Company was taken over by Newmont Mining Company.

In the mid-1990s, Kennecott acquired the project and conducted detailed geochemical, geophysical and drill programs. Numerous geochemical and geophysical anomalies were encountered. Drilling on a selected few of these targets intersected strongly anomalous copper-gold mineralization over many hundreds of feet. The best intercept assayed over 200 parts per billion gold and 1,000 parts per million copper over 600 feet with high values approaching those reported by Santa Fe. Many of the existing targets remain untested.

The Koegel Hills property does not have an ongoing mineral lease payment commitment nor does it have identified proven or probable reserves. Total exploration expenses for the Koegel Hills project for the years ended December 31, 2014 and 2013 were $12,463 and $10,687, respectively.

Rose Gulch

On August 27, 2012 the Company entered into an Exploration and Mining Lease and Option to Purchase Agreement on the Rose Gulch property with a private individual (see Exhibit 18.7 filed March 29, 2013). The property consists of 460 acres in total located in Pershing County Nevada. Lease payments for the property are outlined below:

- On signing of the agreement $10,000 (paid July 2012)
- On or prior to each anniversary date:
    - 1st: $15,000 (paid August 2013)
    - 2nd: $20,000 (lease terminated September 2014)
    - 3rd: $25,000

- 4th: $30,000
- 5th and thereafter: $40,000

The lease also requires minimum work commitments on or prior to each anniversary date as follows:

- 1st: $5,000 ($26,441 spent)
- 2nd: $15,000 ($12,800 spent as of December 31, 2014)
- 3rd: $25,000
- 4th: $50,000
- 5th and thereafter: $75,000

All work expenditures made by the Company during any lease year in excess of the work commitment expenditures required for such lease year will be credited against work commitment requirements for any subsequent lease year. Total exploration expenses for the Rose Gulch project for the years ended December 31, 2014 and 2013 were $1,992 and $24,925, respectively.

As of September 10, 2014, the Company has abandoned its interest in the Rose Gulch property.

Golden Mile

The Golden Mile property consists of 19 unpatented lode claims which are 100% owned by the Company and located in Mineral County, Nevada, which comprise a significant portion of high-grade precious and base metal skarn deposit.

Three modes of mineralization are recognized in the district: contact replacement deposits characterized by massive magnetite containing greater than 0.10 ounces of gold per ton and 0.5% copper; shear zones containing high-grade gold mineralization up to 1.0 ounces of gold per ton with or without quartz veining that occur in both sediments and intrusive; and, disseminated mineralization containing 0.03 ounces of gold per ton hosted mainly in sediments. Recorded historical production is estimated to be approximately 10,000 tons at 0.30 ounces of gold per ton, 1.5% - 2.0% copper, 1.2 ounces of silver per ton and 0.6% zinc.

Drilling conducted by Battle Mountain Gold on claims directly adjacent to the property encountered many anomalous to bonanza-grade intercepts. Preliminary geologic mapping by the Company indicates that hydrothermal alteration and the trend of precious metal mineralization extend onto the Company's claim block.

Based on a geologic evaluation of the Golden Mile claims, the Company believes that the property exhibits excellent potential to host a world-class ore deposit and is planning to conduct negotiations with adjacent claim owners to secure the entire mining district for future exploration and development.

The Golden Mile property does not have an ongoing mineral lease payment commitment nor does it have identified proven or probable reserves.

On February 26, 2014, the Company renegotiated the 3rd Anniversary of the Exploration and Mining Lease Agreement and Option to Purchase Royalty Agreement for the Fisher Canyon Project with Mountain Gold Claims Series 7 ("Mountain Gold"), which is owned by a former officer and director of the Company and a current director and former officer of the Company who each hold a 50% interest in the property. As a result of the negotiations the Company has quitclaimed the unpatented lode claims that represent the Golden Mile property to Mountain Gold.

Four Mile Basin

The Four Mile Basin property is located in Nye County, Nevada. The Company owns 100% interest in two unpatented claims that are surrounded by another mining company that controls an extensive land position throughout the district.

The claims encompass a substantial hot springs system that is characterized by prevalent surface sinter and feeder veins composed of quartz replacing calcite. The vein system is manifest as a prominent northwest trending topographic high that can be traced for a strike length of greater than 6,000 feet. Strongly anomalous gold mineralization has been encountered throughout the surface sinter and feeder veins.

The Four Mile Basin property does not have an ongoing mineral lease payment commitment nor does it have identified proven or probable reserve.

On February 26, 2013 the Company entered into an Exploration and Option to Purchase Agreement with Wolfpack Gold (Nevada) Corporation for the two unpatented Four Mile Basin claims (the "Four Mile Basin Agreement") (see Exhibit 18.8 filed March 29, 2013). The term of the Four Mile Basin Agreement shall be for a period of twenty (20) years. The Four Mile Basin Agreement may be cancelable at the option of either the Company or the lessor at any time by giving thirty (30) days advanced notice.

Lease payments for the property are outlined below:

- On signing of the agreement $10,000 (payment received March 2013)
- On or prior to each anniversary date:
    - 1st: $12,000 (payment received February 2014)
    - 2nd: $15,000
    - 3rd: $20,000
    - 4th and thereafter $25,000

The lease also requires minimum work commitments on or prior to each anniversary date as follows:

- 1st: waived
- 2nd: $10,000
- 3rd: $12,000
- 4th and thereafter $15,000

All work expenditures made by Lessee during any Lease Year in excess of the work commitment expenditures required for such Lease Year shall be credited against work commitment requirements for any subsequent Lease Year.

Subsequent to December 31, 2014, the Company received notice that the lease holder was abandoning the Four Mile Basin project.

Gold Star

The Gold Star property is a high-grade precious and base metal deposit located in Mineral County, Nevada and consists of 13 unpatented lode claims which are 100% owned by the Company.

In the project area, two types of mineralization have been encountered, free gold and copper associated with a skarn and high-grade silver-lead-zinc mineralization hosted in a major east-west trending fault zone. In 2002, the Company collected surface geochemical samples that encountered numerous gold anomalies ranging from 15 to 11,404 parts per billion or 0.333 ounces of gold per ton.

The Gold Star property does not have an ongoing mineral lease payment commitment nor does it have identified proven or probable reserves.

Kibby Flats

The Kibby Flats gold-silver property is located in Esmeralda County, Nevada approximately 35 miles northwest of the town of Tonopah. The gold-silver-base metal prospect is situated along the southern extension of the Cedar Mountains and consists of 12 unpatented lode claims which are 100% owned by the Company and are accessible by dirt roads.

The property is situated along north-northwest trending fault zones that occur near the contact with Tertiary volcanic tuffs and basement Jurassic age Dunlap and Excelsior sedimentary and meta-volcanic rocks. Preliminary exploration conducted on the claims has identified strongly anomalous to ore-grade gold and silver mineralization, as well as highly anomalous lead, zinc, arsenic, antimony, mercury and copper mineralization. Gold values up to 16 ppm, silver up to 3.09 opt. arsenic greater than 10,000 ppm, antimony up to 1,280, mercury up to 16 ppm and lead up to 5,810 ppm have been assayed along a narrow structural zone. No drilling has tested this mineralized structural zone or the pervasive alteration that has been identified in the adjacent Tertiary Volcanics.

On May 8, 2015 the Company entered into a Stock-for-Property Exchange Agreement to purchase the Kibby Flats property.

Other Assets

The following summarizes the equity securities available for sale at December 31, 2014.

	Number of Shares	Cost	Fair Value (Level 1)
Teras Resources Inc.	13,712,500	$ 2,333,846	$ 1,061,210
Strategic Resources International Inc.	100,000	53,000	53,000
		$ 2,386,846	$ 1,114,210

During the year ended December 31, 2014, the Company had the following transactions relating to its investment in Teras Resources, Inc. (“Teras”):

- The Company received 15,300,000 shares of Teras Resources, Inc. (“Teras”) common stock in accordance with the Cahuilla Earn in Agreement .

- Sold 4,890,556 shares for net cash proceeds of $650,124. A loss on investment available for sale of $1,134,136 was recognized as a result of this transaction.

- Exchanged 50,000 shares for an interest in the Fisher Canyon mineral claims. The value of the shares on the transaction date was $17,128. A gain on mineral properties of $7,793 was recognized as a result of this transaction.

- Exchanged with two shareholders a total of 2,425,000 shares of Teras stock for 1,591,809 shares of the Company's common stock. The carrying basis of the Teras shares on the transaction date was $966,618. A loss of $334,055 was recognized as a result of this transaction.

- Distributed 150,000 shares to a director in consideration of a performance bonus granted in 2013. The value of the shares on the transaction date was $73,319. A gain on investment available for sale of $929 was recognized as a result of this transaction.

The following summarizes the equity securities available for sale at December 31, 2013.

	Number of Shares	Cost	Fair Value (Level 1)
Teras Resources Inc.	5,928,056	$ 2,588,409	$ 2,216,740
Strategic Resources International Inc.	100,000	53,000	53,000
		$ 2,641,409	$ 2,269,740

During the year ended December 31, 2013, the Company had the following transactions relating to its investment in Teras Resources, Inc. ("Teras"):

- Sold 1,767,800 shares for net cash proceeds of $909,955. A gain on investment available for sale of $581,748 was recognized as a result of this transaction.

- Distributed 150,000 shares to an officer/director in consideration of a performance bonus granted in 2013. The value of the shares on the transaction date was $71,253. A gain on investment available for sale of $43,248 was recognized as a result of this transaction.

- Distributed 150,000 shares to an officer/director in consideration for a performance bonus granted in 2013. The value of the shares on the transaction date was $73,500. A gain on investment available for sale of $45,495 was recognized as a result of this transaction.

- Exchanged 34,500 shares to an officer in consideration for consulting fees accrued at December 31, 2012. The value of the shares on the transaction date was $17,250. A gain on investment available for sale of $10,809 was recognized as a result of this transaction.

- Exchanged 7,530 shares to an officer to settle deferred salary balance of $3,765. The value of the shares on the transaction date was $3,765. A gain on investment available for sale of $2,359 was recognized as a result of this transaction.

- Exchanged 100,000 shares for an interest in the Fisher Canyon mineral claims (see Note 4). The value of the shares on the transaction date was $49,953. A gain on mineral properties of $31,283 was recognized as a result of this transaction.

On December 31, 2013, the Company determined that decline in value of its investment in Strategic Resources, Inc. was other than temporary. An impairment loss of $27,000 was recognized for the year ending December 31, 2013 bringing the investment balance to its fair value of $53,000.

The Company plans to continue the sale of Teras shares through the end of 2015. The funds will be used to further exploration at the McClelland Lake, Alberta Project and Washow Peninsula properties as well as for general working capital.

During 2012, the Company sold its Idaho mining claims for $60,000 which resulted as a gain in mineral property. The claims were sold to a company that is owned by one of the former directors.

Part D. Management Structure and Financial Information

Item 11. The name of the chief executive officer, members of the board of directors, as well as control persons

A. Officers and Directors

Biographies

Feisal Somji – Chairman of the Board - Mr. Somji is a successful, well regarded and respected international businessman. Mr. Somji has 20 years of experience in mineral exploration and development ranging from grassroots exploration to mine development. Mr. Somji has acted as an officer and director of several public companies involved in diamond, gold, silver, copper, base metal and platinum assets in Canada, Mexico, Brazil, Philippines, Peru and Africa. Most recently Mr. Somji was the founder, President and CEO of Rio Alto Mining Ltd, with its La Arena gold/copper mine in Peru, having achieved commercial production in 2011, with a current annual production rate of approximately 150,000 ounces of gold from 4,000,000 tonnes of ore. Mr. Somji provides expertise in areas of corporate finance and governance where he has raised over $125 million and helped several projects go public on the Canadian Venture Exchange. Mr. Somji has a B.Sc. from the University of British Columbia and an MBA from Queens University.

Marc J. Andrews—President, Chief Executive Officer & Director- Mr. Andrews brings over 20 years of business experience, highlighted by his successful track record in sales, management, and finance and has been with the Company since November 2011. He started his career as a sales executive in the high tech field where he was quickly promoted to operate an entire division of a Fortune 1000 company. Looking to expand his managerial and financial experience, he ventured out into company start-ups where he was called upon to raise millions of dollars and manage a successful brick-and-mortar company; after which he started his own tech business that later sold to a large corporation. Marc then focused his efforts on the metals and mining industry where he has been intimately involved with over 30 mining companies, helping them raise millions of dollars in capital while increasing shareholder value through direct interface with institutional, retail, and high net worth investors throughout the United States. From 2006 to 2010, Mr. Andrews worked in sales management for Peter Imlay & Associates, and

from 2010 through 2011, worked as a consultant to individual mining and exploration companies. Mr. Andrews received a B.S. in Finance specializing in International Finance along with minors in Accounting and French at Clemson University.

Lane A. Griffin—Vice President & Secretary - Mr. Griffin has been active in the natural resource business for over 30 years. Beginning in uranium exploration, he worked for Utah Power and Light and Mobil Oil throughout the western United States. As president and founder of Diversified Development Company he managed a successful underground gold mine in the North Cascades of Washington State for over 20 years. Mr. Griffin is the owner of several claim blocks in prospective areas of Nevada and has experience in precious metals exploration throughout the Great Basin. Mr. Griffin is a licensed geologist in the state of Washington, a registered member of the Society of Mining, Metallurgy and Exploration and is a 'Qualified Person' according to the definition for Canadian NI 43-101 reports. He was an officer for four years in the US Army Corps of Engineers and received a B.S. degree in geology from Washington State University.

Thomas K. (Toby) Mancuso—Director - Mr. Mancuso is a well-respected development geologist and has more than 30 years of experience in exploration, operations and management of various mining companies. Mr. Mancuso has been a director of Consolidated since 2006. From 2002 through 2005, Mr. Mancuso was President and CEO of Western Goldfields Inc. He has also held the positions of Senior Geologist for Freeport McMoRan Gold Company and Chief Geologist for Kennicott Corporation where he specialized in advancing project from exploration to production, including the mine planning, start-up and supervision of the Rawhide Mine in Fallon, Nevada and the Flambeau Mine in Ladysmith, Wisconsin. Since 2010, Mr. Mancuso serves as Vice President of Project Development for Teras Resources Inc. He received his Masters of Science in Geology from the Idaho School of Mines at the University of Idaho.

Peter J. Leger—Director – resigned November 27, 2013.

John R. Reynolds—Director – resigned September 26, 2013.

Kim Neal—Vice President Finance – Ms. Neal has 30 plus years in accounting, including 23 years in the gold mining industry. She was appointed Vice President of Finance of Consolidated in September 2012 after serving as finance manager from 2006 to 2012. She has also worked for Royal Mountain King Mine, Western Goldfields Inc., and Pegasus Gold / Apollo Gold / Jipangu International at the Florida Canyon Mine (where she recently held the position of Corporate Controller). Ms. Neal has been involved in virtually every aspect of finance in the industry. Ms. Neal brings her expertise in dealing with complex corporate auditing and compliance issues, as well as her superior organizational skills.

Board Memberships and Other Affiliations

Mr. Mancuso resigned as Vice President of Project Development for Teras Resources Inc. effective March 13, 2014.

Mr. Somji is currently President, Chief Executive Officer for Prize Mining Corporation.

Compensation of Officers and Directors

The following tables set forth the aggregate compensation paid by the Company for services rendered by its Directors and Executive Officers, during the periods indicated:

Name, Business Address & Principal Positions	Annual Salary 2014	Option-Based Awards	Other Compensation	Total Compensation
Marc J. Andrews, President & CEO[1] 1575 Delucchi Lane, Suite 115 Reno, NV 89502	$120,000	$7,500[1]	$--	$127,500
Thomas K. Mancuso, Managing Director[1][3] 1575 Delucchi Lane, Suite 115 Reno, NV 89502	96,000	7,500[1]	60,000[3]	163,500
Kim Neal, Vice President Finance[1] 1575 Delucchi Lane, Suite 115 Reno, NV 89502	80,000	15,000[1]	--	95,000
Lane A. Griffin, Vice President & Secretary[1][2] 1575 Delucchi Lane, Suite 115 Reno, NV 89502	--	4,500[1]	62,681[2]	67,181
Feisal Somji, Chairman of the Board[1][4] 1575 Delucchi Lane, Suite 115 Reno, NV 89502	--	7,500[1]	402,500[4]	410,000
Somji Consulting, Ltd. [5] 1575 Delucchi Lane, Suite 115 Reno, NV 89502	--	--	105,000[5]	105,000

(1) For the period ending December 31, 2014, shares exercisable upon date of grant at an exercise price of $0.09 per share.
(2) Consulting fees of which 50% are payable and 50% are accrued, monthly payment of accrued consulting.
(3) Payment of accrued payroll.
(4) Incentive package for joining Board
(5) Consulting agreement with the Company

Beneficial Share Ownership of Officers and Directors as of June 15, 2015

Beneficial Owner & Principal Positions	Option Ownership	Share Ownership	Total Shares
Marc J. Andrews, President & CEO	250,002	100,000	350,002
Thomas K. Mancuso, Managing Director	383,338	1,428,599	1,811,937
Kim Neal, Vice President Finance	550,006	258,335	808,341
Lane A. Griffin, Vice President & Secretary	216,670	16,668	233,338
Feisal Somji, Chairman of the Board[1]	100,002	741,668	841,670

(1) Somji Consulting, Ltd. owns 300,000 and 1,700,000 are personally owned by Mr. Somji.

B. Legal/Disciplinary History

None of the officers, directors, promoters, or control persons of the Company has, in the past five years, been the subject of any of the following:

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. Any bankruptcy petition filed by or against any business of which such person was a general partner, or executive officer either at the time of the bankruptcy or within two years prior to that time;
3. 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;
4. A finding or judgment by a court of competent jurisdiction (in a civil action), the Commission or 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
5. 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.

C. Disclosure of Family Relationships

None.

D. Disclosure of Related Party Transactions

Earn-In Agreements

In February 2010, the Company entered into an Earn-In Agreement with Teras Resources Inc. Prior to completion of the Earn-In Agreement, the Company's then President and CEO Thomas Callicrate accepted an officer position with Teras Resources Inc. In addition, in June 2010, the President of Teras, Peter Leger, accepted a board position with the Company.

In September 2011, the Company entered into an additional Earn-In Agreement with Teras Resources Inc., for the 35% balance of the Cahuilla project.

During September 2013, Teras Resources, Inc., has fulfilled its obligations under the Earn-In Agreement to earn the remaining 35% interest in the Cahuilla gold project. The Earn-In Agreement is further discussed at Note 4 of the Financial Statements for the year ending December 31, 2014.

Fisher Canyon

On January 26, 2011, the Company entered into an Exploration and Mining Lease Agreement and Option to Purchase Royalty Agreement for the Fisher Canyon Project with Mountain Gold Claims Series 7, which is owned by a former officer and director of the Company and a current director and former officer of the Company. The lease agreement requires annual lease payments as further discussed at Note 4 of the Financial Statements for the year ending December 31, 2014.

Convertible Notes Payable

The Company has issued several convertible notes payable due to a director and a former officer and director of the Company. The terms of the notes are further discussed at Note 6 of the Financial Statements for the year ending December 31, 2014.

Consulting Fees

The Company elected a Chairman of the Board on March 8, 2013, which included an incentive package for joining the Board. The terms of the incentive package are further discussed at Note 10 of the Financial Statements for the year ending December 31, 2014.

The Company entered into a consulting agreement with the Chairman of the Board to provide assistance in corporate affairs effective March 14, 2013.

The Company entered into a consulting agreement with the Chairman of the Board to provide assistance in corporate affairs effective January 1, 2015. This agreement supersedes and replaces all existing agreements between the Company and the consultant. The terms of the agreement are further discussed at Note 11 of the Financial Statements for the year ending December 31, 2014

Release and Settlement Agreement

The Company entered into a Mutual Release and Settlement Agreement with a former director and officer on November 30, 2012. The terms of the agreement are further discussed at Note 9 of the Financial Statements for the year ending December 31, 2014.

Receivable from Related Parties

On November 8, 2013 the Company entered into an agreement to loan Rokmaster Resources Corporation $ 40,000 in the form of a note. In April 2014, Rokmaster has fulfilled its obligations under the terms of all loan agreement by paying, in gull, the principal amount due plus all accrued interest to the Company. The terms of the note are further discussed at Note 10 of the Financial Statements for the year ending December 31, 2014.

At the year ended December 31, 2013, the Company had $36,252 due from an officer and director for payroll taxes owed due to the granting of shares of the Company's common stock and the issuance of shares of Teras Resources, Inc. common stock during the February 2013 and September 2013 performance bonus program.

Asset Purchase Agreement

The Company entered into a Asset Purchase Agreement with Prize Mining Corporation on January 7, 2014 to purchase the Muskox Data Inventory. The terms of the agreement are further discussed at Note 5 of the Financial Statements for the year ending December 31, 2014.

E. Disclosure of Conflicts of Interest

None.

Item 12. Financial Information for the issuer's most recent fiscal period

A copy of the audited Financial Statements of the Company for the year ending December 31, 2014, including the Balance Sheet, Statement of Income, Statement of Shareholders' Equity or Members' Equity, Statement of Cash Flows, and Notes to the Financial Statements, are attached hereto as Exhibit 13.5. The attached Financial Statements and the notes thereto are hereby incorporated by reference into this Annual Report.

The incorporated documents may also be found through the OTC Disclosure & News Service.

Item 13. Similar financial information for such part of the two preceding fiscal years

Copies of the Financial Statements of Consolidated Goldfields Corporation, including the Balance Sheet, Statement of Income, Statement of Operations, Statements of Shareholders' Equity, Statement of Cash Flows, and Notes to the Financial Statements, for the years ended December 31, 2013 and December 31, 2012 as Exhibits 13.4 of the 2013 Annual Report filed May 7, 2014 and 13.1 of the Initial Disclosure filed January 7, 2013) may be found through the OTC Disclosure & News Service.

Item 14. Beneficial owners

As of December 31, 2014, the following persons beneficially own 5% or more of the Company's common stock:

Name and Address	Number of Shares Owned	Ownership Percentage
1824455 Alberta Ltd. William Dynes Suite 810, 706 – 7th Ave SW Calgary, AB T2P 0Z1	15,666,668	52.7%
Prize Mining Feisal Somji Suite 810, 706 – 7th Ave SW Calgary, AB T2P 0Z1	3,703,334	12.5%

Item 15. The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure

1. Investment Banker	None
2. Promoters	None
3. Disclosure Counsel:	Euro Pacific Capital, Inc. Attn: Thomas Tan 88 Post Road West Westport, CT 06880 Tel: 800-727-7922 Fax: 203-662-9771 Email: ttan@europac.net
4. Auditor	DeCoria, Maichel & Teague P.S. 7307 N. Division, Suite 222 Spokane, WA 99208

	Tel: 509-535-3503 Fax: 509-535-9391 Email: contact@dm-t.com
Preparation of the Company's financial statements is the responsibility of the Company's management. The Company's outside audit firm, DeCoria, Maichel & Teague P.S. ("DM-T") is responsible for expressing an opinion on these financial statements based on their audit. DMT has confirmed to us that DMT and its personnel are licensed to practice public accounting in the states in which we conduct our business. DMT is registered with the Public Company Accounting Oversight Board ("PCAOB").	
5. Public Relations Contact	Marc J. Andrews Brilliant Sands Incorporated 1575 Delucchi Lane - Suite 115 Reno, Nevada 89502 Tel: 775-461-2545 Fax: 775-337-9441 Email: marc@brilliantsands.com
6. Investor Relations Consultant	Marc J. Andrews Brilliant Sands Incorporated 1575 Delucchi Lane - Suite 115 Reno, Nevada 89502 Tel: 775-461-2545 Fax: 775-337-9441 Email: marc@brilliantsands.com
7. Corporate Secretary	Lane Griffin Brilliant Sands Incorporated 1575 Delucchi Lane - Suite 115 Reno, Nevada 89502 Tel: 775-829-4507 Fax: 775-337-9441 Email: info@brilliantsands.com
8. Any Other Advisor	None

Item 16. Management's Discussion and Analysis of Financial Condition and Results of Operations

Please see the Management's Discussion and Analysis of the Company for the year ended December 31, 2014 attached hereto as Exhibit 16.4.

Part E. Issuance History

Item 17. List of the securities offerings and shares issued for services in the past two years

During the year ending December 31, 2014, the Company issued the following shares of its common stock:

- 200,000 shares valued at $.93 per share (total of $185,999) to a former director in accordance with the 2013 performance bonus program. This amount was accrued at December 31, 2013.
- 69,834 shares valued at $.45 per share (total of $31,425) for legal services rendered.
- 50,000 shares valued at $1.05 per share (total of $52,501) to Mr. Somji as an incentive for joining the Company's Board of Directors as Chairman.
- 100,000 shares valued at $1.05 per share (total of $105,000) to a director in accordance with the terms of the consulting services agreement.
- 3,703,334 shares valued at $.27 per share (total of $1,000,000) in connection with the purchase of the Muskox Data.
- 333,334 shares valued at $1.05 per share (total of $350,000) to a director in accordance with the purchase of the Muskox Data.
- 7,833,334 shares valued at $.09 per share (total of $705,000) issued to 1824455 Alberta Ltd in connection with the acquisition of frac sand properties.
- 7,833,334 shares valued at $.09 per share (total of $705,000) issued to 1824455 Alberta Ltd in connection with acquisition of frac sand properties to be held in escrow until certain milestones are met.
- 8,334 shares valued at $.06 per share (total of $500) in connection with the King Solomon Exploration and Mining Lease with Option to Purchase Agreement.
- 1,591,809 shares were cancelled in accordance with an agreement entered into with two shareholders.

During the year ending December 31, 2013, the Company issued the following shares of its common stock:

- 100,000 shares valued at $0.93 per share (total of $93,000) in connection with the 2013 performance bonus program. In addition, during January 2014 the Company issued 600,000 shares with a value of $186,000 in connection with the 2013 performance bonus program.
- 183,334 shares valued at $1.05 per share (total of $192,500) to a director in accordance with the terms of an incentive package for joining the Board (see Note 9 of the Financial Statements for the year ending December 31, 2013).
- 75,000 shares valued at $1.05 per share (total of $78,750) to a director in accordance with the terms of a consulting agreement (see Note 9 of the Financial Statements for the year ending December 31, 2013).
- 37,779 shares valued at $0.93 with a value of $35,667 in connection with the 2012 extensions (see Note 5 of the Financial Statements for the year ending December 31, 2013).

The following table sets forth information concerning the equity securities issued during the year 2013 and through December 31, 2014.

Common Stock and Options Issued

Date	Nature of Offering	Party Shares Issued To & Jurisdiction	Number of Shares Issued	Exercise Price	Trading Status of Shares	Restrictive Legends

Date	Nature of Offering	Party Shares Issued To & Jurisdiction	Number of Shares Issued	Exercise Price	Trading Status of Shares	Restrictive Legends
01/11/13	Release Agreement	Thomas E. Callicrate	22,223	.87	Common Stock Restricted	Rule 144
01/11/13	Release Agreement	Thomas E. Callicrate	15,556	1.05	Common Stock Restricted	Rule 144
02/08/13	Company Support Incentive Options	Peter Spina, Colorado	41,668	1.05	Common Stock Restricted	Rule 144
02/11/13	Company Support Incentive Options	Thomas Mancuso, Nevada	33,334	1.05	Common Stock Restricted	Rule 144
02/11/13	Company Support Incentive Options	Kim Neal, Nevada	33,334	1.05	Common Stock Restricted	Rule 144
02/11/13	Company Support Incentive Options	Lane Griffin, Washington	33,334	1.05	Common Stock Restricted	Rule 144
02/11/13	Company Support Incentive Options	John Reynolds, Colorado	16,668	1.05	Common Stock Restricted	Rule 144
02/11/13	Company Support Incentive Options	Roger Walther, Nevada	8,334	1.05	Common Stock Restricted	Rule 144
03/08/13	Incentive Package	Feisal Somji, Canada	116,667	1.05	Common Stock Restricted	Rule 144
06/14/13	Consulting Agreement	Somji Consulting, Canada	25,000	1.05	Common Stock Restricted	Rule 144
09/08/13	Incentive Package	Feisal Somji, Canada	66,667	1.05	Common Stock Restricted	Rule 144
09/14/13	Consulting Agreement	Somji Consulting, Canada	25,000	1.05	Common Stock Restricted	Rule 144

Date	Nature of Offering	Party Shares Issued To & Jurisdiction	Number of Shares Issued	Exercise Price	Trading Status of Shares	Restrictive Legends
09/16/13	Company Support Incentive Options	Feisal Somji, Canada	16,668	.45	Common Stock Restricted	Rule 144
09/16/13	Performance Bonus	Marc J. Andrews, Nevada	50,000	1.05	Common Stock Restricted	Rule 144
12/09/13	Performance Bonus	Marc J. Andrews, Nevada	50,000	.81	Common Stock Restricted	Rule 144
12/12/13	Consulting Agreement	Somji Consulting, Canada	25,000	1.05	Common Stock Restricted	Rule 144
1/06/14	Performance Bonus	Peter Leger, Canada	100,000	.81	Common Stock Restricted	Rule 144
1/06/14	Performance Bonus	Peter Leger, Canada	100,000	1.05	Common Stock Restricted	Rule 144
1/06/14	Incentive Package	Feisal Somji, Canada	333,334	1.05	Common Stock Restricted	Rule 144
1/06/14	Purchase Agreement	Prize Mining Canada	3,703,334	0.27	Common Stock Restricted	Rule 144
1/09/14	Legal Fees	Douglas Berman Law, Texas	36,667	.45	Common Stock Restricted	Rule 144
1/27/14	Legal Fees	Douglas Berman Law, Texas	33,167	.45	Common Stock Restricted	Rule 144
1/27/14	Cancelled shares per agreement	William Campbell, Washington	1,112,808 cancelled	.45	Common Stock Restricted	Rule 144
2/03/14	Cancelled shares per agreement	John Swallow, Idaho	333,334 cancelled	.30	Common Stock Restricted	Rule 144
3/10/14	Incentive Package	Feisal Somji, Canada	50,000	1.05	Common Stock Restricted	Rule 144
3/14/14	Consulting Agreement	Somji Consulting, Canada	25,000	1.05	Common Stock Restricted	Rule 144

Date	Nature of Offering	Party Shares Issued To & Jurisdiction	Number of Shares Issued	Exercise Price	Trading Status of Shares	Restrictive Legends
4/01/14	Cancelled shares per agreement	William Campbell, Washington	120,667 cancelled	.45	Common Stock Restricted	Rule 144
4/01/14	Cancelled shares per agreement	John Swallow, Idaho	25,000 cancelled	.45	Common Stock Restricted	Rule 144
6/13/14	Consulting Agreement	Somji Consulting, Canada	25,000	1.05	Common Stock Restricted	Rule 144
9/12/14	Consulting Agreement	Somji Consulting, Canada	25,000	1.05	Common Stock Restricted	Rule 144
12/03/14	Lease Agreement	King Solomon Gold, LLC, New Mexico	8,334	.06	Common Stock Restricted	Rule 144
12/12/14	Consulting Agreement	Somji Consulting, Canada	25,000	1.05	Common Stock Restricted	Rule 144
12/17/14	Purchase Agreement	1824455 Alberta Ltd., Canada	7,833,334	.09	Common Stock Restricted	Rule 144
12/17/14	Purchase Agreement	1824455 Alberta Ltd., Canada	7,833,334	.09	Common Stock Restricted	Rule 144
12/22/14	Company Support Incentive Options	Feisal Somji, Canada	83,334	.09	Common Stock Restricted	Rule 144
12/22/14	Company Support Incentive Options	Thomas Mancuso, Nevada	83,334	.09	Common Stock Restricted	Rule 144
12/22/14	Company Support Incentive Options	Marc Andrews, Nevada	83,334	.09	Common Stock Restricted	Rule 144
12/22/14	Company Support Incentive Options	Kim Neal, Nevada	166,668	.09	Common Stock Restricted	Rule 144
12/22/14	Company Support Incentive Options	Lane Griffin, Washington	50,000	.09	Common Stock Restricted	Rule 144

In addition, as of June 15, 2015 the Company issued the following shares of the Company's common stock to the following persons as consideration for services provided to the Company:

- 95,238 restricted shares of its common stock as payment for the 4th Anniversary of the Fisher Canyon Agreement valued at $.105 (total $10,000).

Part F. LIST OF EXHIBITS

12.0 Financial Statements for Most Recent Period

12.1 Financial information for the third quarter ended September 30, 2012 (unaudited) (incorporated by reference to Exhibit 12.1 of the Initial Disclosure Statement filed January 7, 2013)

13.0 Financial Statements

13.1 Audited financial information for the years ended December 31, 2011 and December 31, 2010 (incorporated by reference to Exhibit 13.1 of the Initial Disclosure Statement filed January 7, 2013)

13.2 Audited financial information for the years ended December 31, 2010 and December 31, 2009 (incorporated by reference to Exhibit 13.2 of the Initial Disclosure Statement filed January 7, 2013)

13.3 Audited financial information for the years ended December 31, 2012 and December 31, 2011 (incorporated by reference to Exhibit 13.3 of the 2012 Annual Report filed March 29, 2013)

13.4 Audited financial information for the years ended December 31, 2013 and December 31, 2012

13.5 Audited financial information for the years ended December 31, 2014 and December 31, 2013*

16.0 Management's Discussion and Analysis

16.1 Management's Discussion and Analysis for the nine months ended September 30, 2012 (unaudited) (incorporated by reference to Exhibit 16.1 of the Initial Disclosure Statement filed January 7, 2013)

16.2 Management's Discussion and Analysis for the year ending December 31, 2012 (incorporated by reference to Exhibit 16.2 of the2012 Annual Report filed March 29, 2013)

16.3 Management's Discussion and Analysis for the year ending December 31, 2013

16.4 Management's Discussion and Analysis for the year ending December 31, 2014*

18.0 Material Contracts

18.1 Amended and Restated Exploration Agreement and Option to Lease Agreement by and among Torres Martinez Desert Cahuilla Indians and Consolidated Goldfields Corporation, dated August 5, 2010 (incorporated by reference to Exhibit 18.1 of the Initial Disclosure Statement filed January 7, 2013)

18.2 Exploration Earn-In Agreement between Consolidated Goldfields Corporation and Teras Resources Inc., dated February 10, 2010 (incorporated by reference to Exhibit 18.2 of the Initial Disclosure Statement filed January 7, 2013)

18.3 Exploration Earn-In Agreement between Consolidated Goldfields Corporation and Teras Resources Inc., dated September 14, 2011 (incorporated by reference to Exhibit 18.3 of the Initial Disclosure Statement filed January 7, 2013)

18.4 Cahuilla Property, Imperial County, California, 43-101 Technical Report, submitted September 24, 2007 (incorporated by reference to Exhibit 18.4 of the Initial Disclosure Statement filed January 7, 2013)

18.5 Option to Purchase Royalty Agreement between Trend Mining Company and Consolidated Goldfields Corporation, dated April 28, 2009 (incorporated by reference to Exhibit 18.5 of the Initial Disclosure Statement filed January 7, 2013)

18.6 Fisher Canyon Exploration and Mining Lease and Option to Purchase Royalty Agreement between Mountain Gold Claims, LLC, Series 7, Thomas Mancuso, and Consolidated Goldfields Corporation, dated January 26, 2011 (incorporated by reference to Exhibit 18.6 of the Initial Disclosure Statement filed January 7, 2013)

18.7 Rose Gulch Exploration and Mining Lease and Option to Purchase Agreement between John Heizer and Consolidated Goldfields Corporation, dated August 26, 2013 (incorporated by reference to Exhibit 18.7 of the 2012 Annual Report filed March 29, 2013)

18.8 Four Mile Basin Property Exploration and Option to Purchase Agreement between Wolfpack Gold (Nevada) Corporation and Consolidated Goldfields Corporation, dated February 26, 2013 (incorporated by reference to Exhibit 18.8 of the 2012 Annual Report filed March 29, 2013)

18.9 Klondike Pass Exploration and Option to Purchase Agreement between Janet Kennedy and Consolidated Goldfields Corporation, Dated September 19, 2013

18.10 Muskox Intrusion Data Asset Purchase Agreement between Prize Mining Corporation and Consolidated Goldfields Corporation, Dated January 7, 2014*

18.11 King Solomon Property Exploration and Mining Lease Agreement between Mountain Gold Claims LLC Series 9 and Consolidated Goldfields Corporation, Dated November 4, 2014*

18.12 King Solomon Property Exploration and Mining Lease Agreement between

King Solomon Gold LLC and Consolidated Goldfields Corporation, Dated December 3, 2014*

18.13 Agreement of Purchase and Sale between 1824455 Alberta Ltd and Consolidated Goldfields Corporation, Dated December 17, 2014*

18.14 Production Royalty Agreement between 1824455 Alberta Ltd and Consolidated Goldfields Corporation, Dated December 17, 2014*

18.15 Escrow Agreement between 1824455 Alberta Ltd and Consolidated Goldfields Corporation, Dated December 17, 2014*

19.0 Certificate of Incorporation and Bylaws

19.1 Articles of Incorporation (incorporated by reference to Exhibit 19.1 of the Initial Disclosure Statement filed January 7, 2013)

19.2 Amended and Restated Bylaws (incorporated by reference to Exhibit 19.2 of the Initial Disclosure Statement filed January 7, 2013)

19.3 Amendment No. 1 to Bylaws dated January 6, 2014.*

19.4 Amended and Restated Articles of Incorporation dated March 31, 2014.*

21.0 Issuer's Certifications

21.1 Certification of principal executive officer*

21.2 Certification of principal financial officer*

*Attached hereto

Exhibit 21.1

Certification of the Chief Executive Officer of Brilliant Sands Incorporated

I, Marc J. Andrews, certify that:

1. I have reviewed this Annual Report of Brilliant Sands Incorporated;

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.

Dated as of this _____ day of June, 2015

_____

Marc J. Andrews, President & Chief Executive Officer

Exhibit 21.2

Certification of the Chief Executive Officer of Brilliant Sands Incorporated

I, Kim Neal, certify that:

1. I have reviewed this Annual Report of Brilliant Sands Incorporated;

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.

Dated as of this _____ day of June, 2015

_____

Kim Neal, Vice President, Finance