**GLOBAL CLEAN ENERGY, INC.**
ANNUAL REPORT
FOR THE YEAR ENDED DECEMBER 31, 2014

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INVESTOR RELATIONS: 713-852-7474

TRADING SYMBOL: GCEI:OTCPink
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TOTAL SHARES AUTHORIZED AND CLASS:
COMMON: 750,000,000
OUTSTANDING: 258,368,911
PREFERRED: 15,000,000
OUTSTANDING: 0

TRANSFER AGENT: TRANSHARE Corp.
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TRANSHARE IS REGISTERED UNDER THE EXCHANGE ACT AND IS AN SEC APPROVED TRANSFER AGENT.

THE COMPANY'S UNAUDITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014 ARE ATTACHED. ADDITIONALY THE COMPANY'S AUDITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012 AND DECEMBER 31, 2013 ARE ATTACHED

## FORWARD-LOOKING STATEMENTS

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

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

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

**ITEM 1. BUSINESS**

Global Clean Energy, Inc. (GCEI:OTCPink) is a Maryland publicly traded cleantech corporation with offices in Texas and Montreal, Canada developing and marketing proprietary technology in waste to energy management and feed stock conversion. Presently the company is focusing on the acquisition of a Platinum Groups Metals conversion company. The company's SIC code is 2860, and its IRS taxpayer id is 84-1522846.

With the growing awareness for the need to develop alternative sources of energy, both established and startup companies are entering into the field, resulting in competition for essential government funding, venture capital, industrial and commercial alliances, and market share is escalating. The company has been cautious as to entering any market which would harm the future ability of the company to take advantage of opportunities meeting its' profit criteria.

With a multitude of technologies to choose from (bio, solar, wind, geothermal and hydrogen energy) for companies (and investors) whose success relies on choosing the "right" technology, the gamble is great. The company determined that profit and best rate of return revolves around control of feedstock and long term off take agreements and that is our ongoing focus.

By contrast, over the past 8 years Global Clean Energy has kept its focus on waste recovery and has developed two complementary technologies to salvage and reform waste from a variety of sources to produce a variety of clean energy byproducts. Consequently, with a growing world-wide commercial and industrial need for these technologies, GCE is largely insulated from the inherent volatility of a reactive market. Moreover, GCE is well-positioned to exploit fully the opportunities presented by the government policies and programs that are setting the agenda for the alternative energy industry.

## OUR MISSION

The mission is to employ our resources and corporate knowledge to the most profitable applications of converting feedstocks to revenue or profitable production of alternate fuels and recovered resources. The many changes in the marketplace have given GCE a unique perspective and after the present acquisition is completed the next objective will be conversion of our contracts and relationships to revenue and additional profit. The company will continue to apply strict profit and risk/reward guidelines to its' ongoing business model.

## North American Market and Drivers

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

Return on investment (ROI) is generally quoted at two to five years if all cost conditions and product pricing hold steady. Factors that could impact the length of ROI include changes in energy costs, price of oil and fuel, and cost and availability of scrap tires. However, due to the abundance of unrecovered and non-recycled scrap tires, the last condition will likely not be a factor on ROI timeframe for some time.

Outside of North America, three key drivers have supported commercialization of TtF technology: rapidly diminishing landfill capacity, a strong push to increase diversion and materials recovery, and the drive to find value in non-recycled materials. These fundamentals are quickly taking root in North American markets.

While these three factors that have led to investment in commercialization of pyrolytic technology abroad, these factors have played a smaller role in shaping the waste management landscape in North America. However, other drivers in the United States could play a role in increasing the commercialization of pyrolytic technologies for non-recycled plastics and tires. These include an ample supply of non-recycled scrap tires and plastics, economics of avoided landfill tipping fees, and the growing demand for less expensive, alternative fuel products.

## GCE Model

With a compelling pipeline of market opportunities presently existing in the United States, the Company is finalizing multiple agreements in prime US markets with major waste plastics and waste tire suppliers to acquire the rights to install pyrolysis systems on their facilities, which allow for the waste plastics and tires to be converted into alternative, low emission fuels such as diesel, and syngas, on their facilities. Each of the feedstock operations has numerous sites available to the Company which will increase GCE's development pipeline of multiple projects extending into the next decade. In 2014, the Company concluded multiyear feedstock supply contracts with Sonoco Recycling for waste plastics and Liberty Tire for end of life tires.

The Company is in discussions with Fortune 500 manufacturing corporations for the engineering procurement and construction (EPC) of the facilities. The EPC will be providing performance guarantees for their work on the development projects, allowing Global Clean Energy Inc. to bring in-line, term financing commitments to secure the construction. GCE will announce system roll outs throughout 2015 on route to becoming a preeminent modular pyrolysis system integrator in the US.

GCE focuses on proven pyrolysis systems allow for the waste plastics and tires to be converted into alternative, low emission fuels such as diesel, and syngas; the utilization of its technology relationships, and the use of its extensive network of service providers and technology specialists, all working as a team to quickly improve upon existing technologies and develop a suite of next-generation technologies. The company partners with F1000 companies to control gasification technologies with other complementary processes.

GCE partners with Fortune 500 companies as capital partners, project development partners and EPCs providing performance guarantees to our renewable energy projects. Projects include the design and build of process skids, automation architecture, software, power control and engineering and start-up services. GCEI has the ability to deliver scalable, complex solutions on a global level.

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

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

## GCE Acquisitions

GCE in 2015 will develop, own and operate a smelting plant to recover Platinum Group Metals (PGM) from end of life spent catalytic converters through the most efficient plasma arc technology in the world. The project will be totally integrated starting with complete control of the feedstock (spent catalytic converter aggregation), proven technology, smelting and refining the recovered PGM to high value precious metals or high value chemicals. Every aspect of the process will be 100% controlled by GCE.

With the acquisition GCE will have complete control of the catalytic converter feedstock guaranteeing required volumes through expanded converter purchasing efforts for the smelting plant as well as acquiring the targets existing revenue into GCE. The target acquisition company has established multiple channels into acquiring spent catalytic converters through multiple buyers representing different parts of the southeast; the buyers will draw from regional aggregators, corporate players as well as local recyclers.

## Technology Overview

Pyrolysis systems are based on 30 ton module designed to convert approximately 9,900 tons of end of life tires or waste plastics annually, specifically targeting polyethylene and polypropylene, to produce in excess of 3.1million gallons of liquid fuel including diesel. Plastic waste and End of life tires are continuously treated in a cylindrical chamber and the pyrolytic gases condensed in a specially-designed condenser system to yield predominantly straight chain aliphatic hydrocarbons with little formation of by-products. These hydrocarbons are then selectively condensed and cleaved further to produce the average carbon chain length required for distillate fuel. The plastic and tires are pyrolized at 370 ºC-420 ºC and the pyrolysis gases are condensed in a 2-stage condenser to produce a low-sulfur distillate. (Pyrolysis is a process of thermal degradation in the absence of oxygen.) The system consists of stock in-feed system, pyrolysis chambers, contactors, distillation, centrifuge, oil recovery line, off-gas cleaning, and residual contamination removal.

Plasma arc smelting technology will be used for the PGM business. GCE has agreements with the world's leader in plasma smelting technology. The Plasma Arc Furnace has been smelting PGM for 30 years while the proprietary plasma technology has been operating in over 80 plants worldwide since 1964. The Plasma Arc Furnace which will be acquired by GCE is the most efficient smelter in the world with recovery rates of over 99%. The high recovery rate creates a highly profitable smelting operation as each troy ounce of PGM can be as valuable as $1400 T/oz. The Plasma Arc Smelter is modular and is pre-built and will then be shipped to the facility in the South East US and re-assembled. The modular design allows for quick and efficient expansion by adding another module to the existing infrastructure as our business expands past the first plant volume.

## THE ALTERNATIVE ENERGY INDUSTRY

Global Clean Energy, Inc. is well positioned to take advantage of the tremendous opportunities in the mushrooming alternative energy industry due to its technology, project development approach and financial engineering expertise. The Company is structured to be a low-cost supplier in its selected market niches and will be positioned to survive periods of market weakness and to thrive during market expansions.

Alternative energy will experience very rapid increases in demand, as energy markets experience substantial growth in demand, because there is little near-term ability to increase conventional oil production. Low cost (and well funded) alternative energy supplies are most likely to survive market fluctuations, as it has been demonstrated recently. Under these circumstances, feedstock from waste plastic and waste tires- will quickly become a limiting factor and only those alternative energy producers with access to feedstock supplies at reasonable prices will be able to take full advantage of the opportunity. Thus, in the face of potentially wide swings in market conditions, GCE will be well-positioned to be successful due to its low cost of production and ability to negotiate long-term feedstock supply and off-take agreements.

## NEXT-GENERATION TECHNOLOGIES

GCE recognizes that alternative energy technologies are evolving rapidly and that other technologies that are likely to emerge may provide for various applications. These technologies will allow GCE to develop projects over a wider size range and broader scope of potential feedstock. GCE currently employs a number of industry consultants to help it broaden its search for technologies.

## THE CURRENT MARKET

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

Another important trend is the growing role of public policies in setting energy and waste disposal prices. For example, in some of GCE's target markets, energy use taxes have pushed retail prices of gasoline as high as six dollars and then have seen them fall below one dollar per gallon. Similarly, limitations on land disposal option and higher tipping fees and taxes have made some waste disposal costs as much as twice as expensive as they are in the United States. In addition, carbon taxes and tradable emissions permits for $CO_2$ and other greenhouse gases are increasingly changing the relative costs of different fuels. These trends are likely to continue as various countries allocate give different priorities in dealing with environmental problems and global warming. We anticipate the developed countries as being most likely to take the lead in the near-term, with developing countries following suit.

### Marketing Plan

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

GCE intends to be a leading supplier of mid-size, on-site facilities by providing the best suited technology at a competitive price. It will initially offer a range of gasifiers and associated gas-to-liquids technology, but will ultimately utilize whatever equipment is best at the time. It will target creditworthy public and private sector clients across a broad range of industries and geographic regions in order to diversify and reduce market risks.

GCE will be prepared to enter into energy savings contracts, either in partnership with existing energy service companies (ESCOs) or on an independent basis. Where clients want to participate directly in potential cost savings, GCE will price its gasification projects to be competitive with other vendors, but will compete on the quality of the technology and responsiveness to client needs, rather than on price per se.

#### Target Markets

The market segment being targeted by GCE is mid-scale applications, especially in the waste tire and waste plastic industries. In addition, where appropriate low-cost or no-cost waste feedstock is available, the Company will develop stand-alone "merchant" energy facilities. With the Company's suite of technologies, GCE believes that the costs of providing energy from low-cost feedstock such as poor-quality plastics and wastes tires are quite low. Given its low production costs, GCE can stand on its own as a producer of energy at most locations where low-cost feedstock supplies are available. However, GCE can more easily insulate itself from broad price fluctuations through the use of longer-term feedstock supply and energy purchase agreements by concentrating primarily on the on-site segment.

Target Clients

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

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

Competition

Only a handful of companies (e.g., Intrinergy, Blue Fire Ethanol, Plasco, Enerkem, Panhandle) are focused on the "inside-the-fence" market segment and most of these are emphasizing the United States market because of its size. Of these companies, GCE is not aware of any that have the combination of worldwide licensing rights to specific technologies, Fortune 500 O&M and EPC partner's together with a focus on markets around the globe. This combination of preferred access to some of the most promising gasification technology, together with the ability to source other technologies more suited for particular applications, represents a significant barrier to market entry for most potential competitors.

Another barrier to entry is the difficulty that most private firms have in accessing capital markets to finance BOO projects. GCE's ability to access well proven technology with an excellent track record means that lease finance is available for the plant and ancillary equipment and, in certain markets no property costs.

Government Regulations, Environment and Permits

Our technologies are subject to compliance with United States federal, state and local environmental, health and safety laws and regulations. These regulations govern operations and use, storage, handling, discharge and disposal of a variety of substances. For instance, under CERCLA, we could be held jointly and severally responsible for the removal and remediation of any hazardous substance contamination at our facilities, at neighboring properties (where migration from our facilities occurred) and at third party waste disposal sites. We could also be held liable for any consequences arising out of human exposure to these substances or other environmental damage. We may incur substantial costs to comply with these environmental, health and safety law requirements. We may also incur substantial costs for liabilities arising from past releases of, or exposure to, hazardous substances. In addition, we may discover currently unknown environmental problems or conditions. The discovery of currently unknown environmental problems or conditions, changes in environmental, health and safety laws and regulations or other unanticipated events could give rise to claims that may involve material expenditures or liabilities for us.

**Employees**

The company has 5 full time employees and hire consultants on a project basis.

## Corporate History

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

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

Internet Web Site

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

## ITEM 1A. RISK FACTORS

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

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

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

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

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

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

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

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

- performance, reliability and cost-effectiveness of gasification / PSR technology compared to conventional and other alternative energy sources and products;
- developments relating to other alternative energy generation technologies;
- fluctuations in economic and market conditions that affect the cost or viability of conventional and alternative energy sources, such as increases or decreases in the prices of oil and other fossil fuels;
- overall growth in the alternative energy equipment market;
- availability and terms of government subsidies and incentives to support the development of alternative energy sources, including gasification / PSR;
- fluctuations in capital expenditures by utilities and independent power producers, which tend to decrease when the economy slows and interest rates increase; and
- the development of new and profitable applications requiring the type of energy supply provided by our autonomous gasification / PSR systems.

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

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

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

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

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

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

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

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

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

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

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

To manage the expansion of our operations, we will be required to improve our operational and financial systems, procedures and controls, increase our construction operating capacity and expand, train and manage our employee base, which must increase significantly if we are to fulfill our current construction, operation and growth plans. Our management will also be required to maintain and expand our relationships with any customers, suppliers and other third parties, as well as attract new customers and suppliers. If we do not meet these challenges, we may be unable to take advantage of market opportunities, execute our business strategies or respond to competitive pressures.

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

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

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

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

**We plan to market and sell our products in international markets. If we are unable to manage our international operations effectively, our business, financial condition and results of operations could be adversely affected.**

We plan to market and sell our products in foreign countries, including the United Kingdom and other countries in the European Union, and we are therefore subject to risks associated with having international operations. Risks inherent in international operations include, but are not limited to, the following:

- changes in general economic and political conditions in the countries in which we operate;
- unexpected adverse changes in foreign laws or regulatory requirements, including those with respect to renewable energy, environmental protection, permitting, export duties and quotas;
- trade barriers such as export requirements, tariffs, taxes and other restrictions and expenses, which could increase the prices of our BOO plants and make us less competitive in some countries;
- fluctuations in exchange rates may affect demand for our BOO plants and may adversely affect our profitability in US dollars to the extent the price of our BOO plants and cost of raw materials and labor are denominated in a foreign currency;
- difficulty with staffing and managing widespread operations;
- difficulty of, and costs relating to compliance with, the different commercial and legal requirements of the overseas markets in which we offer and sell our BOO plants;
- inability to obtain, maintain or enforce intellectual property rights; and
- difficulty in enforcing agreements in foreign legal systems.

Our business in foreign markets will require us to respond to rapid changes in market conditions in these countries. Our overall success as a global business depends, in part, on our ability to succeed in differing legal, regulatory, economic, social and political conditions. We may not be able to develop and implement policies and strategies that will be effective in each location where we do business, which in turn could adversely affect our business, financial condition and results of operations.

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

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

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

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

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

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

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

- delays in permitting or acquiring necessary regulatory consents;
- delays in the timing of contract awards and determinations of work scope;
- delays in funding for or construction of BOO plants;
- changes in cost estimates relating to BOO plant completion, which under percentage of completion accounting principles could lead to significant charges to previously recognized revenue or to changes in the timing of our recognition of revenue from those projects;
- delays in meeting specified contractual milestones or other performance criteria under project contracts or in completing project contracts that could delay the recognition of revenue that would otherwise be earned;
- reductions in the availability or level of subsidies and incentives for alternative energy sources;
- decisions made by parties with whom we have commercial relationships not to proceed with anticipated projects;
- increases in the length of our sales cycle; and
- reductions in the efficiency of our construction and/or operations processes.

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

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

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

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

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

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

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

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

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

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

the diminished competitiveness of gasification relative to conventional and non-gasification alternative sources of energy. Such diminished competitiveness could materially and adversely affect the growth of the gasification industry, which could in turn adversely affect our business, financial condition and results of operations.

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

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

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

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

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

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

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

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

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

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

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

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

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

Our directors and officers, as a group, control approximately 40% of the Company's current outstanding shares of common stock. These directors and executive officers may be able to exert significant control over our management and affairs requiring stockholder approval, including approval of significant corporate transactions. This concentration of ownership may expedite approvals of Company decisions, or have the effect of delaying or preventing corporate actions that may be in the best interests of all our stockholders.

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

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

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

- Control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;
- Manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;
- "Boiler room" practices involving high pressure sales tactics and unrealistic price projections by inexperienced sales persons;

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

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

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

## ITEM 2. PROPERTIES

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

## ITEM 3. LEGAL PROCEEDINGS

We currently have no legal proceedings pending nor have any legal proceeding been threatened against us or any of our officers, directors or control persons of which we are aware.

## ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

**PART II**

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

### *Market Information*

The Company's common stock began trading on the OTC:Pink on August 7, 2012 under the trading symbol "GCEI".

### *Holders*

As of December 31, 2014 we had 196 shareholders of record and 258,368,911 common shares issued and outstanding.

### *Dividend Policy*

We have not declared or paid any dividends on our common stock to date. We anticipate that any future earnings will be retained as working capital and used for business purposes. Accordingly, it is unlikely that we will declare or pay any such dividends in the foreseeable future.

## ITEM 6. SELECTED FINANCIAL DATA

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### *Liquidity and Capital Resources*

Our cash on hand totaled $58,772 on December 31, 2014. During the same period our working capital deficit was $625,500. This deficit resulted from ongoing expense related to implementing our business plan with limited revenues to date. The stockholders' deficit was $3,380,925 at December 31, 2014.

To date, we have financed our operations through the combination of equity and debt financing, loans from related parties, and the use of shares of our common stock issued as payment for services rendered to us by third parties. In the future we may have to issue shares of our common stock and warrants in private placement transactions to help finance our operations, and to pay for professional services (such as financial consulting, market development, legal services, and public relations services). We do not intend to pay dividends to shareholders in the foreseeable future.

In order for our operations to continue, we will need to generate revenues from our intended operations sufficient to meet our anticipated cost structure. We may encounter difficulties in establishing these operations due to the time frame of developing, constructing and ultimately operating the planned BOO plants and bio-refinery projects.

To ensure sufficient funds to meet our future needs for capital, we will from time to time, evaluate opportunities to raise financing through some combination of the private sale of equity, or issuance of convertible debt securities. However, future equity or debt financing may not be available to us at all, or if available, may not be on terms acceptable to us.

If we do not raise additional capital, or we are unable to obtain additional financing, or begin to generate revenues from our intended operations, we may have to scale back or postpone the preliminary engineering design and permitting for our initial facility until such financing is available.

***Critical Accounting Policies***

Financial Reporting Release No. 60 of the SEC encourages all companies to include a discussion of critical accounting policies or methods used in the preparation of the financial statements. There are no current revenue generating activities that give rise to significant assumptions or estimates. Our most critical accounting policies relate to the accounting and disclosure of related party transactions. Our financial statements filed as part of this annual report include a summary of the significant accounting policies and methods used in the preparation of our financial statements.

***Off-Balance Sheet Arrangements***

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

## ITEM 8. FINANCIAL STATEMENTS

Our financial statements are management prepared in accordance with GAAP, reviewed by our legal counsel and fully audited through year ending 2013. The company has been fully audited since 2011.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## ITEM 9A.(T). CONTROLS AND PROCEDURES.

Management's Annual Report on Internal Control Over Financial Reporting. Under the supervision and with the participation of our senior management, consisting of our chief executive officer and our chief financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this report (the "Evaluation Date"). [Based upon that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective as of the Evaluation Date.]

Our management is responsible for establishing and maintaining an adequate system of internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)). Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Specifically, our internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;

- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations by our management and/or directors; and

- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Under the supervision and with the participation of our management, including our principal executive officer and our principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO Framework"). Based on this evaluation under the COSO Framework, management concluded that our internal control over financial reporting was [effective] as of December 31, 2008.

This annual report does not include an attestation report by our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission (the "SEC") that allows us to provide only management's report in this annual report.

(b) Changes in Internal Control over Financial Reporting. There were no changes in our internal control over financial reporting that occurred during the last fiscal quarter of the period covered by this report that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

## ITEM 9B. OTHER INFORMATION

None.

## ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CORPORATE GOVERNANCE

Our directors and officers as of December 31, 2014 are:

| Name | Age | Position(s) with the Company |
|---|---|---|
| Gerald Enloe | 66 | Chairman of the Board |
| Earl Azimov | 53 | President, Chief Executive Officer and Director |
| Kenneth S. Adessky | 51 | Chief Financial Officer, Secretary and Director |
| Brian Levine | 54 | Chief Operating Officer |
| Paul Whitton | 69 | Vice-President and Director |
| Steven Mann | | Chief Development Officer |

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

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

in startup companies. He has a Bachelor of Science from the University of South Carolina and a Doctorate of Optometry from the University of Montreal — School of Optometry, in Montreal, Quebec, Canada.

**Kenneth S. Adessky:** Mr. Adessky has been our Chief Financial Officer, Secretary and a Director since August 2006. Mr. Adessky is currently a Senior Partner of Kenneth Adessky, Attorneys, a corporate commercial law firm located in Montreal, Canada that he founded in 1995. Mr. Adessky has spent the last twenty years focusing on private and public financings, mergers and acquisitions and public offerings of small capital public companies. Mr. Adessky received his Bachelor of Civil Law from McGill University in Montreal, Quebec, Canada in 1990.

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

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

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

***Family Relationships***

There are no family relationships among our officers and directors.

***Involvement in Certain Legal Proceedings***

None of our directors or executive officers has been involved in any transactions with us or any of our directors, executive officers, affiliates or associates that are required to be disclosed pursuant to the rules and regulations of the SEC other than as set forth in "Item 13. Certain Relationships and Related Transactions, and Director Independence" below. None of the directors or executive officers to our knowledge has been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, or has been a party to any judicial proceeding during the past five years that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws, except for matters that were dismissed without sanction or settlement.

On August 11, 2014, Kenneth Adessky, a director and Chief Financial Officer of the Company, was notified that he received a temporary suspension as a member of the Quebec bar and would for a period of time be unable to practice law in Quebec. On September 17, 2014, Kenneth Adessky, was notified that that a stay of the suspension of his license pending appeal, was granted by the Court of Quebec. Mr. Adessky has been reinstated to practice law in Quebec.

The circumstances surrounding the suspension of Mr. Adessky, a founder of the company and director since the company's inception, related to the disputed release of escrow funds. The claim was brought in spite of the claimant having received all property he was entitled to receive and, in fact, realized a significant return on the property. Mr. Adessky believes that his release of the esrow property was proper and is appealing the suspension. This Board of the Company has unanimously supported Mr. Adessky in his claim that the release of the escrow funds was proper.

Global Clean Energy is in full support of the decision of the Court of Quebec of September 17, 2014 in response to the judgment of a Disciplinary Committee of the Bar of Quebec. The Board of the Company has unanimously supported Mr. Adessky throughout this process.

Mr. Adessky does not act as legal counsel to the company, at present the company uses two United States law firms and one Canadian firm as it relates to legal and regulatory matters.

***Section 16(a) Beneficial Ownership Reporting Compliance***

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires the Company's directors, executive officers and holders of more than 10% of the Company's common stock to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Except as set forth below, the Company believes that during the year ended December 31, 2014, its officers, directors and holders of more than 10% of the Company's common stock complied with all Section 16(a) filing requirements. In making these statements, the Company has relied solely upon its review of copies of the Section 16(a) reports filed for the fiscal year ended December 31, 2014 on behalf of the Company's directors, officers and holders of more than 10% of the Company's common stock.

***Term of Office***

The term of office of the current directors shall continue until new directors are elected or appointed.

***Committees of the Board and Financial Expert***

We do not have a separately-designated audit or compensation committee of the Board or any other Board-designated committee. Audit and compensation committee functions are performed by our Board of Directors. We will form such committees in the future as the need for such committees may arise. In addition, at this time we have determined that we do not have an "audit committee financial expert" as defined by the SEC on our Board.

***Code of Ethics***

We have adopted a Code of Ethics for our senior officers, including our principal executive officer, principal financial officer, principal accounting officer or controller and any person who may perform similar functions. We will report the nature of any change or waiver of our Code of Ethics. A copy of our Code of Ethics was filed as Exhibit 14 on the Company's Form 10-KSB for the year ended December 31, 2004 and incorporated herein by reference.

**ITEM 11. EXECUTIVE COMPENSATION**

***Compensation Committee***

We do not have a separately-designated compensation committee of the Board. Compensation committee functions are performed by our Board of Directors. We will form a compensation committee in the future as the need for such committee may arise.

***Compensation of Directors***

The Company has no standard arrangements in place or currently contemplated to compensate the Company's directors for their service as directors or as members of any committee of directors.

***Employment Agreements***

We do not have employment agreements with any of our executive officers or directors. We have verbal understandings with our executive officers regarding monthly retainers and reimbursement for actual out-of-pocket expenses.

***Termination of Employment***

There are no compensatory plans or arrangements, including payments to be received from the Company, with respect to any person named in the Summary Compensation Table set forth above that would in any way result in payments to any such person because of his or her resignation, retirement or other termination of such person's employment with us.

***Indemnification of Officers and Directors***

We indemnify to the fullest extent permitted by, and in the manner permissible under, the laws of the State of Maryland, any person made, or threatened to be made, a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he/she is or was a director or officer of our Company, or served any other enterprise as director, officer or employee at our request. Our board of directors, in its discretion, shall have the power on behalf of the Company to indemnify any person, other than a director or officer, made a party to any action, suit or proceeding by reason of the fact that he/she is or was our employee.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth, as of December 31, 2014, the stock ownership of (i) each of our named executive officers and directors, (ii) all executive officers and directors as a group, and (iii) each person known by us to be a beneficial owner of 5% or more of our common stock. No person listed below has any option, warrant or other right to acquire additional securities from us, except as may be otherwise noted. We believe that all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them except as stated therein.

| *Name and Address of Beneficial Owner (1)* | *Amount & Nature of Beneficial Ownership* | *Percent of Class (2)* |
|---|---|---|
| Kenneth S. Adessky<br>4150 Sainte-Catherine Street W.<br>Suite 525<br>Montreal, Quebec H3Z 2Y5 | 54,287,500 | 21% |
| Dr. Earl Azimov<br>5737 Blossom<br>Cote St Luc, Quebec H4W 2T2 | 53,700,000 | 21% |
| | | |
| Paul Whitton<br>2415 Shakespeare #3<br>Houston, Texas 77936 | 50,000 | * |
| Mr. Brian Levine<br>134 Tobago Rd.<br>Dollard-des Ormeaux, Qc. H9G 2X5 | 12,900,000 | 5% |
| Mr. Steven Mann<br>10720 New Berd<br>Las Vegas, NV 89144 | 12,900,000 | 5% |

*Less than 1%.

(1) Beneficial ownership is determined in accordance with the Rule 13d-3(a) of the Securities Exchange Act of 1934, as amended, and generally includes voting or investment power with respect to securities. Except as subject to community property laws, where applicable, the person named above has sole voting and investment power with respect to all shares of our common stock shown as beneficially owned by him.

(2) The beneficial ownership percent in the table is calculated with respect to the number of outstanding shares 258,368,911 of the Company's common stock as of December 31, 2014, and each stockholder's ownership is calculated as the number of shares of common stock owned plus the number of shares of common stock into which any preferred stock, warrants, options or other convertible securities owned by that stockholder can be converted within 60 days.

The term "named executive officer" refers to our principal executive officer, our two most highly compensated executive officers other than the principal executive officer who were serving as executive officers at the end of 2014, and two

additional individuals for whom disclosure would have been provided but for the fact that the individuals were not serving as executive officers of the Company at the end of 2014.

Please refer to the table titled "Securities Authorized for Issuance under Equity Compensation Plans" set forth in Item 5 for a description of securities authorized for issuance under equity compensation plans.

## ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Except as described in the following paragraphs, none of our officers or directors, nor any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to our outstanding shares, nor any of our promoters, nor any relative or spouse of any of the foregoing persons has any material interest, direct or indirect, in any transaction since January 1, 2014 or in any presently proposed transaction that, in either case, has affected, or will materially affect the Company.

The Company has no understanding with its officers, directors or shareholders, pursuant to which such persons are required to contribute capital to the Company, loan money or otherwise provide funds to us, although management expects that one or more of such persons may make funds available to us in the event of need to cover operating expenses.

### *Director Independence*

Our current directors are Gerald Enloe, Dr. Earl Azimov, Paul Whitton, and Kenneth Adessky. We are not currently subject to corporate governance standards defining the independence of our directors. We have not yet adopted an independence standard or policy, although we intend to do so in the near future. Accordingly, the Company's Board currently determines the independence of each Director and nominee for election as a Director. The Board has determined that Gerald Enloe and Paul Whitton currently qualify as independent directors.

## ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

### *Audit Related Fees*

$16,028

### *Tax Fees*

None

### *All Other Fees*

None.

### *Pre-Approval Policies and Procedures*

Our Board of Directors has adopted resolutions in accordance with the Sarbanes-Oxley Act of 2002 requiring pre-approval of all auditing services and all audit related, tax or other services not prohibited under Section 10A (g) of the Securities Exchange Act of 1934, as amended to be performed for us by our independent auditor, subject to the de minimus exception described in Section 10A (i) (1) (B) of the Exchange Act. Our Board of Directors also appointed and authorized Kenneth Adessky to grant pre-approvals of audit, audit-related, tax and other services requiring board approval to be performed for us by our independent auditor, provided that the designee, following any such pre-approvals, thereafter reports the pre-approvals of such services at the next following regular meeting of the Board.

Issuer's Certifications

I, Earl Azimov, certify that:

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

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

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

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this Report to be signed on its behalf by the undersigned, thereto duly authorized.

Date: July 6, 2015

**GLOBAL CLEAN ENERGY, INC.**

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

***ITEM 13*** ***Financial Statements and Supplementary Data.***

# M K CPAS

**REPORT OF INDEPENDENT REGISTERED** PUBLIC ACCOUNTING FIRM

To the Board of Directors

Global Clean Energy, Inc.

We have audited the accompanying balance sheets of Global Clean Energy, Inc. (A Development Stage Company) (the "Company") as of December 31, 2013 and 2012 and the related statements of operations, stockholders' equity (deficit) and cash flows for the twelve month periods then ended. These financial statements for the period since re-entering the development stage (January 1, 2011) to December 31, 2013 are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2013 and 2012 and the results of its operations and cash flows for the periods described above in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has incurred recurring operating losses and negative cash flows from operations and is dependent on additional financing to fund operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are described in Note 1 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

M&K CPAS, PLLC
www.mkacpas.com
Houston, Texas
-July 8, 2014

**GLOBAL CLEAN ENERGY, INC.**
**BALANCE SHEETS**
**AS OF DECEMBER 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **ASSETS** | | |
| Current assets: | | |
| Cash | $ 122 | $ 1,161 |
| Total current assets | 122 | 1,161 |
| Total assets | $ 122 | $ 1,161 |
| | | |
| **LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)** | | |
| Current liabilities: | | |
| Accrued expense | $ 2,217,335 | $ 2,126,288 |
| Accounts payable | 226,764 | 266,347 |
| Promissory notes, currently in default | 42,071 | 167,995 |
| Promissory notes – related party | 14,024 | - |
| Promissory notes – related party, currently in default | 79,347 | 85,288 |
| Convertible debt (net of discount of $3,526 and $0, as of December 31, 2013 and 2012, respectively. | 265,051 | 21,324 |
| Total liabilities | 2,844,592 | 2,667,242 |
| | | |
| Stockholders' equity (deficit): | | |
| Preferred stock; $0.001 par value; authorized – 15,000,000 shares; issued - none | - | - |
| Common stock; $0.001 par value; authorized – 300,000,000 shares; issued and outstanding – 241,968,911 and 117,679,872 shares at December 31, 2013 and 2012, respectively | 241,969 | 117,680 |
| Additional paid-in capital | 7,499,523 | 4,898,979 |
| Accumulated other comprehensive income | 234,040 | 129,320 |
| Accumulated deficit | (10,820,002) | (7,812,060) |
| Total stockholders' equity (deficit) | (2,844,470) | (2,666,081) |
| Total liabilities and stockholders' equity (deficit) | $ 122 | $ 1,161 |

*See accompanying notes to financial statements.*

**GLOBAL CLEAN ENERGY, INC.**
**STATEMENTS OF OPERATIONS**
**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

| | 2013 | 2012 |
|---|---|---|
| Operating expense: | | |
| General and administrative expenses | $ 2,022,254 | $ 359,181 |
| Rent expense | 98,930 | 101,197 |
| Total operating expenses | 2,121,184 | 460,378 |
| | | |
| Operating loss | 2,121,184 | 460,378 |
| | | |
| Other (income) / expense: | | |
| Interest expense | 25,837 | 35,153 |
| Loss on conversion of accruals and debt to equity | 860,921 | 1,128,652 |
| Total other (income) / expense | 886,758 | 1,163,805 |
| | | |
| Net loss | $ (3,007,942) | $ (1,624,183) |
| | | |
| Foreign currency translation adjustment | 104,720 | (26,841) |
| | | |
| Total comprehensive loss | $ (2,903,222) | $ (1,651,024) |
| | | |
| Basic and diluted net loss per common share | $ (0.02) | $ (0.02) |
| | | |
| Weighted average number of common shares outstanding | 175,799,497 | 88,330,823 |

*See accompanying notes to financial statements.*

**GLOBAL CLEAN ENERGY, INC.**
**STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)**
**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

| | Common Stock Shares | Common Stock Amount | Additional Paid-in Capital | Accumulated Other Comprehensive Income | Accumulated Deficit | Total Stockholders' Equity (Deficit) |
|---|---|---|---|---|---|---|
| Balances, December 31, 2011 | 67,415,721 | $ 67,416 | $ 3,410,408 | $ 156,161 | $ (6,187,877) | $ (2,553,892) |
| Conversion of debt to common stock | 30,264,152 | 30,264 | 308,571 | - | - | 338,835 |
| Conversion of accruals to common stock | 20,000,000 | 20,000 | 1,180,000 | - | - | 1,200,000 |
| Foreign currency adjustment | - | - | - | (26,841) | - | (26,841) |
| Net loss | - | - | - | - | (1,624,183) | (1,624,183) |
| Balances, December 31, 2012 | 117,679,873 | $ 117,680 | $ 4,898,979 | $ 129,320 | $ (7,812,060) | $ (2,666,081) |
| Conversion of debt to common stock | 16,339,038 | 16,339 | 458,610 | - | - | 474,949 |
| Conversion of accruals to common stock | 52,350,000 | 52,350 | 1,142,040 | - | - | 1,194,390 |
| Shares for services | 55,600,000 | 55,600 | 995,380 | - | - | 1,050,980 |
| Beneficial conversion feature | - | - | 4,514 | - | - | 4,514 |
| Foreign currency adjustment | - | - | - | 104,720 | - | 104,720 |
| Net loss | - | - | - | - | (3,007,942) | (3,007,942) |
| Balances, December 31, 2013 | 241,968,911 | $ 241,969 | $ 7,499,523 | $ 234,040 | $ (10,820,002) | $ (2,844,470) |

*See accompanying notes to financial statements.*

**GLOBAL CLEAN ENERGY, INC.**
**STATEMENTS OF CASH FLOWS**
**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

| | 2013 | 2012 |
|---|---|---|
| Cash flows from operating activities: | | |
| Net loss | $ (3,007,942) | $ (1,624,183) |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: | | |
| Loss on conversion of debt and accruals to common stock | 860,921 | 1,128,652 |
| Amortization of beneficial conversion feature | 720 | - |
| Shares issued for services | 1,050,980 | - |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | - | - |
| Accounts payable – related parties | - | 1,520 |
| Accounts payable | (128,899) | 8,917 |
| Accrued expense | 833,066 | 513,060 |
| Net cash provided by (used in) operating activities | (391,154) | 27,966 |
| | | |
| Cash flows from financing activities: | | |
| Borrowings on notes payable - third parties | 271,371 | - |
| Borrowings on notes payable - related parties | 14,024 | - |
| Net cash provided by (used in) financing activities | 285,395 | - |
| | | |
| Foreign currency adjustment | 104,720 | (26,841) |
| | | |
| Net increase (decrease) in | (1,039) | 1,125 |
| cash at beginning of year Cash | 1,161 | 36 |
| at end of year | $ 122 | $ 1,161 |
| | | |
| Supplemental disclosure of noncash investing and financing activities: | | |
| Conversion of accruals to common stock | $ 588,794 | $ 310,183 |
| Beneficial conversion feature | $ 4,514 | $ - |
| Conversion of debt to common stock | $ 219,623 | $ 100,000 |

*See accompanying notes to financial statements.*

**GLOBAL CLEAN ENERGY, INC.**
**NOTES TO FINANCIAL STATEMENTS**
**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

## Note 1 – Organization

Global Clean Energy, Inc. ("Global Clean Energy", "GCE", or the "Company") was incorporated in Colorado on December 3, 1999. Prior to July 2004, Global Clean Energy through its subsidiary, Panache, Inc. ("Panache"), operated as a women's fashion apparel wholesaler in Colorado. GCE was dormant from July 2004 through July 2006 when it began operating in furtherance of its current business plan. At this time, GCE was a non-trading, dormant, fully reporting, listed Corporation, the shares of which were purchased by Mr. Kenneth Adessky, the chief financial officer of the Company.

On August 16, 2006, Global Clean Energy elected new officers and directors and moved its offices to Boulder, Colorado for corporate and administrative purposes.

By stockholder approval, on November 13, 2007, GCE's state of incorporation was changed from Colorado to Maryland and at the same time, GCE changed its name to Global Clean Energy, Inc. The Company has now moved its administrative offices to Houston, Texas.

With offices in Texas and Montreal, Global Clean Energy is a public company trading on the OTC: Pink Markets whose primary business is operating as a waste-to-energy alternative fuels company and is developing as well build-own-operate waste-to-energy conversion sites. Further, the Company is focusing on using available and developing technologies to convert waste into commercially viable energy, a process the Company refers to as Reforming Environmental Salvage into Clean Usable Energy (R.E.S.C.U.E). Global Clean Energy has kept its focus on organic waste recovery and has developed two complementary technologies to salvage and reform waste from a variety of sources to produce a variety of clean energy byproducts.

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

Global Clean Energy plans to Build-Own-Operate (BOO) plants utilizing best available technologies worldwide; GCE is a leader in the Plastic and Tire Waste to Energy field with sites under contract in the Southeast and Midwestern US which will process 30-60 tons per day of each substrate. GCE is in the midst of finalizing agreements for the development of a Plasma Arch PGM, Platinum-Groups-Metals recovery site in the Southern US.

### Going Concern

The Company's financial statements have been prepared assuming that it will continue as a going concern. Such assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business. However, we have incurred continued losses, have a net working capital deficiency, and have an accumulated deficit of $10,820,002 as of December 31, 2013. These factors among others create a substantial doubt about our ability to continue as a going concern. The Company is dependent upon sufficient future revenues, additional sales of our securities or obtaining debt financing in order to meet our operating cash requirements. Barring the Company's generation of revenues in excess of its costs and expenses or its obtaining additional funds from equity or debt financing, or receipt of significant licensing prepayments, the Company will not have sufficient cash to continue to fund the operations of the Company through July 31, 2014. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Although we are actively pursuing financing opportunities, we may not be able to raise cash on terms acceptable to us or at all. There can be no assurance that we will be successful in obtaining additional funding. Financings, if available, may be on terms that are dilutive to our shareholders, and the prices at which new investors would be willing to purchase our securities may be lower than the current price of our ordinary shares. If additional financing is not available or is not available on acceptable terms, we will have to curtail our operations in the short term.

## Note 2 – Summary of Significant Accounting

### Policies Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reporting amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods. Management makes these estimates using the best information available at the time the estimates are made; however, actual results could differ materially from these estimates.

### Cash and Cash Equivalents

The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits. The Company has not experienced any losses on such accounts. The Company had no cash equivalents at December 31, 2012 or December 31, 2013.

### Fair Value of Financial Instruments

The Company adopted Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820 on January 1, 2011. Under this standard, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The standard outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Under GAAP, certain assets and liabilities must be measured at fair value, and FASB ASC 820-10-50 details the disclosures that are required for items measured at fair value.

The Company has various financial instruments that must be measured under the new fair value standard including: cash, accounts receivable, accounts payable, accrued expenses and debt. The Company currently does not have non-financial assets or non-financial liabilities that are required to be measured at fair value on a recurring basis. The Company's financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy. The three levels are as follows:

Level 1 - Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date. The fair value of the Company's cash is based on quoted prices and therefore classified as Level 1.

Level 2 - Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 - Unobservable inputs that reflect our assumptions about the assumptions that market participants would use in pricing the asset or liability.

Cash, accounts receivable, accounts payable, accrued expenses and non-convertible debt reported on the balance sheet are estimated by management to approximate fair market value due to their short term nature.

The following table presents assets and liabilities that were measured and recognized at fair value as of December 31, 2013 on a recurring basis:

| Description | Level 1 | Level 2 | Level 3 | Total Realized Loss |
|---|---|---|---|---|
| Convertible debt | $ - | $ - | $ 265,051 | $ - |
| Totals | $ - | $ - | $ 265,051 | $ - |

The following table presents assets and liabilities that were measured and recognized at fair value as of December 31, 2012 on a recurring basis:

| Description | Level 1 | Level 2 | Level 3 | Total Realized Loss |
|---|---|---|---|---|
| Convertible debt | $ - | $ - | $ 21,324 | $ - |
| Totals | $ - | $ - | $ 21,324 | $ - |

**Income Taxes**

In assessing the realization of deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical operating results and the uncertainty of the economic conditions, the Company has recorded a full valuation allowance against its deferred tax assets at December 31, 2013 and December 31, 2012 where it cannot conclude that it is more likely than not that those assets will be realized.

**Revenue Recognition**

The Company's business is to recover and reform environmental salvage into clean usable energy. When a contract is signed to perform services the Company will develop a recovery plan which the customer reviews. Once the final plan is accepted the Company will complete the order, according to the completed plan. At the completion of each phase of the plan, an invoice is prepared itemizing the portions completed. The invoice is entered into our accounting system and is recognized as revenue at that time. Our invoices are paid by the customer within 30 days of receipt.

As described above, in accordance with the requirements of ASC 605-10-599, the Company recognizes revenue when (1) persuasive evidence of an arrangement exists (contracts); (2) delivery has occurred; (3) the seller's price is fixed or determinable (per the customer's contract); and (4) collectability is reasonably assured.

**Beneficial Conversion Features**

From time to time, the Company may issue convertible notes that contain an imbedded beneficial conversion feature. A beneficial conversion feature exists on the date a convertible note is issued when the fair value of the underlying common stock to which the note is convertible into is in excess of the remaining unallocated proceeds of the note after first considering the allocation of a portion of the note proceeds to the fair value of warrants, if related warrants have been granted. The intrinsic value of the beneficial conversion feature is recorded as a debt discount with a corresponding amount to additional paid in capital. The debt discount is amortized to interest expense over the life of the note using the effective interest method.

**Stock-Based Compensation**

Global Clean Energy accounts for stock-based compensation in accordance with ASC 718. Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. The Company elected the modified-prospective method, under which prior periods are not revised for comparative purposes. The valuation provisions of ASC 718 apply to new grants and to grants that were outstanding as of the effective date and subsequently modified.

During the years ended December 31, 2013 and 2012, there were no stock options granted or outstanding.

**Comprehensive Income**

ASC 220-10-45-10A establishes requirements for inclusion of foreign currency translation adjustments in the disclosure of comprehensive income (loss). During the years ended December 31, 2013 and 2012, the Company reported foreign currency translation adjustments of $104,720 and $(26,841), respectively, as part of other comprehensive income (loss), due to the Canadian dollar being the functional currency, but the American dollar being the reporting currency.

Comprehensive income (loss) is defined as the change in equity during a period from transactions and other events and circumstances from non-owner sources. The Company is required to record all components of comprehensive income (loss) in the financial statements in the period in which they are recognized. Net income (loss) and other comprehensive income (loss), including foreign currency translation adjustments and unrealized gains and losses on investments, are reported, net of their related tax effect, to arrive at comprehensive income (loss).

**Basic and Diluted Net Earnings (Loss) per Share**

Basic net earnings (loss) per common share is computed by dividing net earnings (loss) applicable to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted net earnings (loss) per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents, consisting of shares that might be issued upon exercise of common stock options. In periods where losses are reported, the weighted-average number of common shares outstanding excludes common stock equivalents, because their inclusion would be anti-dilutive. There were no outstanding potential common stock equivalents for the periods presented. As such, basic and diluted loss per share resulted in the same figures for the years ended December 31, 2012 and 2013.

**Recently Issued Accounting Pronouncements**

In June 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-10, "Development Stage Entities". The amendments in this update remove the definition of a development stage entity from the Master Glossary of the ASC thereby removing the financial reporting distinction between development stage entities and other reporting entities from U.S. GAAP. In addition, the amendments eliminate the requirements for development stage entities to (1) present inception-to-date information in the statements of income, cash flows, and shareholder equity, (2) label the financial statements as those of a development stage entity, (3) disclose a description of the development stage activities in which the entity is engaged, and (4) disclose in the first year in which the entity is no longer a development stage entity that in prior years it had been in the development stage. The amendments in this update are applied retrospectively. The adoption of ASU 2014-10 removed the development stage entity financial reporting requirements from the Company.

In July 2013, the FASB issued ASU No. 2013-11: Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carry forward, a Similar Tax Loss, or a Tax Credit Carry forward Exists. The new guidance requires that unrecognized tax benefits be presented on a net basis with the deferred tax assets for such carry forwards. This new guidance is effective for fiscal years and interim periods within those years beginning after December 15, 2013. We do not expect the adoption of the new provisions to have a material impact on our financial condition or results of operations.

In February 2013, FASB issued ASU No. 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, to improve the transparency of reporting these reclassifications. Other comprehensive income includes gains and losses that are initially excluded from net income for an accounting period. Those gains and losses are later reclassified out of accumulated other comprehensive income into net income. The amendments in the ASU do not change the current requirements for reporting net income or other comprehensive income in financial statements. All of the information that this ASU requires already is required to be disclosed elsewhere in the financial statements under U.S. GAAP. The new amendments will require an organization to:

- Present (either on the face of the statement where net income is presented or in the notes) the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income - but only if the item reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period; and

- Cross-reference to other disclosures currently required under U.S. GAAP for other reclassification items (that are not required under U.S. GAAP) to be reclassified directly to net income in their entirety in the same reporting period. This would be the case when a portion of the amount reclassified out of accumulated other comprehensive income is initially transferred to a balance sheet account (e.g., inventory for pension-related amounts) instead of directly to income or expense.

The amendments apply to all public and private companies that report items of other comprehensive income. Public companies are required to comply with these amendments for all reporting periods (interim and annual). The amendments are effective for reporting periods beginning after December 15, 2012, for public companies. Early adoption is permitted. The adoption of ASU No. 2013-02 did not have a material impact on our financial position or results of operations.

In January 2013, the FASB issued ASU No. 2013-01, Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities, which clarifies which instruments and transactions are subject to the offsetting disclosure requirements originally established by ASU 2011-11. The new ASU addresses preparer concerns that the scope of the disclosure requirements under ASU 2011-11 was overly broad and imposed unintended costs that were not commensurate with estimated benefits to financial statement users. In choosing to narrow the scope of the offsetting disclosures, the Board determined that it could make them more operable and cost effective for preparers while still giving financial statement users sufficient information to analyze the most significant presentation differences between financial statements prepared in accordance with U.S. GAAP and those prepared under IFRSs. Like ASU 201111, the amendments in this update will be effective for fiscal periods beginning on, or after January 1, 2013. The adoption of ASU 2013-01 did not have a material impact on our financial position or results of operations.

In October 2012, the FASB issued ASU 2012-04, "Technical Corrections and Improvements" in Accounting Standards Update No. 2012-04. The amendments in this update cover a wide range of Topics in the Accounting Standards Codification. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will be effective for fiscal periods beginning after December 15, 2012. The adoption of ASU 2012-04 did not have a material impact on our financial position or results of operations.

In August 2012, the FASB issued ASU 2012-03, "Technical Amendments and Corrections to SEC Sections: Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin (SAB) No. 114, Technical Amendments Pursuant to SEC Release No. 33-9250, and Corrections Related to FASB Accounting Standards Update 2010-22 (SEC Update)" in Accounting Standards Update No. 2012-03. This update amends various SEC paragraphs pursuant to the issuance of SAB No. 114. The adoption of ASU 2012-03 did not have a material impact on our financial position or results of operations.

In July 2012, the FASB issued ASU 2012-02, "Intangibles – Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment" in Accounting Standards Update No. 2012-02. This update amends ASU 2011-08, Intangibles – Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment and permits an entity first to assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test in accordance with Subtopic 350-30, Intangibles - Goodwill and Other - General Intangibles Other than Goodwill. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity's financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. The adoption of ASU 2012-02 did not have a material impact on our financial position or results of operations.

**Note 3 – Accrued Expense**

Accrued expense consists of the following at:

| | December 31, 2012 | December 31, 2013 |
|---|---|---|
| Accrued Consulting Fees | $ 1,426,853 | $ 1,504,634 |
| Accrued Rent | 594,289 | 651,672 |
| Accrued Interest | 105,146 | 61,029 |
| | $ 2,126,288 | $ 2,217,335 |

**Note 4 – Borrowings**

**Promissory Notes – Related Party**

On August 15, 2008, the Company obtained an $80,000 loan from Vision Capital Partners (a related party) due in one year, bearing interest at 7.5% per year. Accrued interest at December 31, 2013 and 2012 was $32,032 and $28,034, respectively. Currently in default.

On May 1, 2013, the Company obtained a $15,000 loan, in Canadian dollars, from Ken Adessky due in one year, bearing interest at 7.5% per year. Accrued interest at December 31, 2013 was $701.

**Promissory Notes – Third Party**

On April 25, 2008, the Company obtained a $125,000 loan from Profit Consultants due in one year, bearing interest at 7.5% per year. On October 22, 2012, Profit Consultants converted $55,287 of principal into 1,580,000 in shares. As the shares were not converted in accordance with the agreement, the fair value of shares on the date of conversion was $79,000 based on the closing market price on the date of grant, which exceeds the principal reduction by $23,713; this amount was recorded as a loss on conversion. On April 22, 2013, Profit Consultants converted $69,713 of principal and $48,851 of accrued interest into 9,750,000 in shares. As the shares were not converted in accordance with the agreement, the fair value of shares on the date of conversion was $292,500 based on the closing market price on the date of grant, which exceeds the principal and accrued interest amounts by $173,936; this amount was recorded as a loss on conversion. Accrued interest at December 31, 2013 and 2012 was $0 and $44,922, respectively.

On July 10, 2008, the Company obtained a $145,000 loan from Clean Energy Funding, Inc. due in one year, bearing interest at 7.5% per year. On July 15, 2012, Clean Energy Funding, Inc. converted $145,000 of principal and $48,643 of accrued interest into 27,663,283 shares. As the shares were not converted in accordance with the agreement, the fair value of shares on the date of conversion was $204,708 based on the closing market price on the date of grant, which exceeds the principal and accrued interest reduction by $11,065; this amount was recorded as a loss on conversion. Accrued interest at December 31, 2013 and 2012 was $0 and $0, respectively.

On October 1, 2008, the Company obtained a $45,000 loan, in Canadian dollars, from Howard Stupp due in one year, bearing interest at 7.5% per year. Accrued interest at December 31, 2013 and 2012 was $16,579 and $14,428, respectively. Currently in default.

On May 15, 2009, the Company obtained a $30,000 loan, in Canadian dollars, from Sylvain McMahon due in one year, bearing interest at 7.5% per year. Also, on November 4, 2009, the Company obtained a 20,000 loan, in Canadian dollars, from Sylvain McMahon due in one year, bearing interest at 7.5% per year. On March 4, 2013, Sylvain McMahon converted $50,000 of principal and $13,567 of accrued interest into 4,545,455 in shares. As the shares were not converted in accordance with the agreement, the fair value of shares on the date of conversion was $127,273 based on the closing market price on the date of grant, which exceeds the principal and accrued interest amounts by $63,706; this amount was recorded as a loss on conversion. Accrued interest at December 31, 2013 and 2012 was $0 and $12,644, respectively.

**Convertible Notes – Third Party**

On September 15, 2009, the Company obtained a $25,000 loan, in Canadian dollars, from Mario Nadeau due in one year, bearing interest at 7.5% per year. This note is convertible into shares based upon the average bid price of the 5 days prior to the conversion notice, or $0.01, whichever is greater. On September 15, 2012, the $25,000 of principal and $5,700 of accrued interest were converted into 510,434 common shares valued at $27,638 based on the closing market price on the date of grant. As the shares were not converted in accordance with the agreement, the resulting gain on conversion of $3,062 was recorded as a gain on conversion.

The Company evaluated the note to Mario Nadeau and determined that the shares issuable pursuant to the conversion option were determinate due to the fixed conversion price and, as such, does not constitute a derivative liability as the Company has sufficient issuable shares in order to convert the full value of the note. The beneficial conversion feature discount due to the conversion price of $0.079 being below the closing market price on September 15, 2009 of $0.09 by $0.011 provided a beneficial discount value of $2,954. During the year ended December 31, 2012, no amortization was booked. Accrued interest at December 31, 2012 was $0.

On October 14, 2009, the Company obtained a $16,220 loan, in Canadian dollars, from Eastveld Realties due in one year, bearing interest at 7.5% per year. This note is convertible into shares based upon the average bid price of the 5 days prior to the conversion notice, or $0.01, whichever is greater. On May 9, 2013, Eastveld Realties converted $16,220 of principal and $4,055 of accrued interest into 1,562,084 in shares. As the shares were not converted in accordance with the agreement, the fair value of shares on the date of conversion was $42,176 based on the closing market price on the date of grant, which exceeds the principal and accrued interest amounts by $19,574; this amount was recorded as a loss on conversion. Accrued interest at December 31, 2013 and 2012 was $0 and $3,576, respectively.

The Company evaluated the note to Eastveld Realties and determined that the shares issuable pursuant to the conversion option were determinate due to the fixed conversion price and, as such, does not constitute a derivative liability as the Company has sufficient issuable shares in order to convert the full value of the note. There was no beneficial conversion feature discount noted as the conversion price was higher than the market price on the date of issuance.

On October 14, 2009, the Company obtained a $5,000 loan, in Canadian dollars, from Jay Kar Financial due in one year, bearing interest at 7.5% per year. This note is convertible into shares based upon the average bid price of the 5 days prior to the conversion notice, or $0.01, whichever is greater. On May 9, 2013, Jay Kar Financial converted $5,000 of principal and $1,250 of accrued interest into 481,500 in shares. As the shares were not converted in accordance with the agreement, the fair value of shares on the date of conversion was $13,001 based on the closing market price on the date of grant, which exceeds the principal and accrued interest amounts by $6,033; this amount was recorded as a loss on conversion. Accrued interest at December 31, 2013 and 2012 was $0 and $1,103, respectively.

The Company evaluated the note to Jay Kar Financial and determined that the shares issuable pursuant to the conversion option were determinate due to the fixed conversion price and, as such, does not constitute a derivative liability as the Company has sufficient issuable shares in order to convert the full value of the note. There was no beneficial conversion feature discount noted as the conversion price was higher than the market price on the date of issuance.

On October 16, 2009, the Company obtained a $25,000 loan, in Canadian dollars, from Mario Nadeau due in one year, bearing interest at 7.5% per year. This note is convertible into shares based upon the average bid price of the 5 days prior to the conversion notice, or $0.01, whichever is greater. On September 15, 2012, the $25,000 of principal and $5,701 of accrued interest were converted into 510,434 common shares valued at $27,638 based on the closing market price on the date of grant. As the shares were not converted in accordance with the agreement, the resulting gain on conversion of $3,063 was recorded as a gain on conversion.

The Company evaluated the note to Mario Nadeau and determined that the shares issuable pursuant to the conversion option were determinate due to the fixed conversion price and, as such, does not constitute a derivative liability as the Company has sufficient issuable shares in order to convert the full value of the note. There was no beneficial conversion feature discount noted as the conversion price was higher than the market price on the date of issuance. Accrued interest at December 31, 2012 was $0.

On January 21, 2013, the Company obtained a $50,000 loan, from 7068778 Canada due in one year, bearing interest at 7.5% per year. This note is convertible into shares based upon the average price of the 5 days prior to the conversion notice, or $0.01, whichever is greater. Accrued interest at December 31, 2013 was $3,308.

The Company evaluated the note to 7068778 Canada and determined that the shares issuable pursuant to the conversion option were determinate due to the fixed conversion price and, as such, does not constitute a derivative liability as the Company has sufficient issuable shares in order to convert the full value of the note. There was no beneficial conversion feature discount noted as the conversion price was higher than the market price on the date of issuance.

On April 1, 2013, the Company obtained a $75,000 loan, from 7068778 Canada due in one year, bearing interest at 7.5% per year. This note is convertible into shares based upon the average price of the 5 days prior to the conversion notice, or $0.01, whichever is greater. Accrued interest at December 31, 2013 was $3,944.

The Company evaluated the note to 7068778 Canada and determined that the shares issuable pursuant to the conversion option were determinate due to the fixed conversion price and, as such, does not constitute a derivative liability as the Company has sufficient issuable shares in order to convert the full value of the note. There was no beneficial conversion feature discount noted as the conversion price was higher than the market price on the date of issuance.

On July 11, 2013, the Company obtained a $100,000 loan, from 7068778 Canada due in one year, bearing interest at 7.5% per year. This note is convertible into shares based upon the average price of the 5 days prior to the conversion notice, or $0.01, whichever is greater. Accrued interest at December 31, 2013 was $3,298.

The Company evaluated the note to 7068778 Canada and determined that the shares issuable pursuant to the conversion option were determinate due to the fixed conversion price and, as such, does not constitute a derivative liability as the Company has sufficient issuable shares in order to convert the full value of the note. There was no beneficial conversion feature discount noted as the conversion price was higher than the market price on the date of issuance.

On November 1, 2013, the Company obtained a $100,000 loan, from 7068778 Canada due in one year, bearing interest at 7.5% per year. This note is convertible into shares based upon the average price of the 5 days prior to the conversion notice, or $0.01, whichever is greater. Accrued interest at December 31, 2013 was $1,168.

The Company evaluated the note to 7068778 Canada and determined that the shares issuable pursuant to the conversion option were determinate due to the fixed conversion price and, as such, does not constitute a derivative liability as the Company has sufficient issuable shares in order to convert the full value of the note. There was a beneficial conversion feature valued at $4,514 based on the additional shares that would be issued per the conversion amount on the date of issuance. During the year ended December 31, 2013, $720 of this discount was amortized into interest expense leaving a remaining balance of $3,794 at December 31, 2013.

**Note 5 – Stockholders' Equity**

**Common Stock**

Global Clean Energy is authorized to issue 300,000,000 shares of $0.001 par value common stock. The Company has 241,968,911 shares of common stock issued and outstanding at December 31, 2013. Dividends may be paid on the outstanding shares as declared by our board of directors. Each share of common stock is entitled to one vote.

On July 15, 2012, Clean Energy Funding, Inc. converted $145,000 of principal and $48,643 of accrued interest into 27,663,283 shares. As the shares were not converted in accordance with the agreement, the fair value of shares on the date of conversion was $204,708 based on the closing market price on the date of grant, which exceeds the principal and accrued interest reduction by $11,065; this amount was recorded as a loss on conversion.

On August 15, 2012, Ken Adessky (a related party) converted $50,000 of accrued compensation into 10,000,000 shares of common stock, valued at $600,000 based on the closing market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $550,000 was recognized.

On August 15, 2012, Earl Azimov (a related party) converted $50,000 of accrued compensation into 10,000,000 shares of common stock, valued at $600,000 based on the market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $550,000 was recognized.

On September 15, 2012, Mario Nadeau converted both $25,000 loans, totaling $50,000 of principal, and $11,252 of accrued interest were converted into 1,020,869 common shares valued at $55,127 based on the closing market price on the date of grant. As the shares were not converted in accordance with the agreement, the resulting gain on conversion of $6,125 was recorded as a gain on conversion.

On October 22, 2012, Profit Consultants converted $55,287 of principal into 1,580,000 in shares. As the shares were not converted in accordance with the agreement, the fair value of shares on the date of conversion was $79,000 based on the closing market price on the date of conversion, which exceeds the principal reduction by $23,713; this amount was recorded as a loss on conversion.

On March 4, 2013, Sylvain McMahon converted $50,000 of principal and $13,567 of accrued interest into 4,545,455 in shares. As the shares were not converted in accordance with the agreement, the fair value of shares on the date of conversion was $127,273 based on the closing market price on the date of grant, which exceeds the principal and accrued interest amounts by $63,706; this amount was recorded as a loss on conversion.

On April 22, 2013, Profit Consultants converted $69,713 of principal and $48,851 of accrued interest into 9,750,000 in shares. As the shares were not converted in accordance with the agreement, the fair value of shares on the date of conversion was $292,500 based on the closing market price on the date of grant, which exceeds the principal and accrued interest amounts by $173,936; this amount was recorded as a loss on conversion.

On May 9, 2013, Jay Kar Financial converted $5,000 of principal and $1,250 of accrued interest into 481,500 in shares. As the shares were not converted in accordance with the agreement, the fair value of shares on the date of conversion was $13,001 based on the closing market price on the date of grant, which exceeds the principal and accrued interest amounts by $6,033; this amount was recorded as a loss on conversion.

On May 9, 2013, Eastveld Realties converted $16,220 of principal and $4,055 of accrued interest into 1,562,084 in shares. As the shares were not converted in accordance with the agreement, the fair value of shares on the date of conversion was $42,176 based on the closing market price on the date of grant, which exceeds the principal and accrued interest amounts by $19,574; this amount was recorded as a loss on conversion.

On February 12, 2013, Ken Adessky (a related party) converted $50,000 of accrued compensation into 9,600,000 shares of common stock, valued at $270,720 based on the closing market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $150,720 was recognized.

On February 12, 2013, Earl Azimov (a related party) converted $50,000 of accrued compensation into 9,600,000 shares of common stock, valued at $270,720 based on the closing market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $150,720 was recognized.

On June 10, 2013, Ken Adessky (a related party), Earl Azimov (a related party) and Randy Renken converted $50,000 of accrued compensation each into 6,250,000 shares of common stock each, the total of the three grants was valued at $393,750 based on the closing market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $243,750 was recognized.

On August 19, 2013, Ken Adessky (a related party) converted $60,000 of accrued compensation into 4,800,000 shares of common stock, valued at $86,400 based on the closing market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $26,400 was recognized.

On August 19, 2013, Earl Azimov (a related party) converted $60,000 of accrued compensation into 4,800,000 shares of common stock, valued at $86,400 based on the closing market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $26,400 was recognized.

On August 19, 2013, Brian Levine converted $30,000 of accrued compensation into 2,400,000 shares of common stock, valued at $43,200 based on the closing market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $13,200 was recognized.

On August 19, 2013, Steven Mann converted $30,000 of accrued compensation into 2,400,000 shares of common stock, valued at $43,200 based on the closing market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $13,200 was recognized.

During the year ended December 31, 2013, 55,600,000 shares were issued to various third party consultants for services performed for the Company. These shares were valued at $1,050,980 based on the closing market price on the respective dates of grant.

**Preferred Stock**

Global Clean Energy is authorized to issue 15,000,000 shares of $0.001 par value preferred stock. No shares of preferred stock have been issued or are outstanding. Dividends, voting rights and other terms, rights and preferences of the preferred shares have not been designated but may be designated by our board of directors from time to time.

**Employee Stock Compensation Plans**

Global Clean Energy has adopted the 2007 Incentive Plan (the "2007 Plan") for its employees, officers, directors and consultants. We have reserved a maximum of 5,000,000 shares of common stock to be issued under the 2007 Plan. As of December 31, 2013 and 2012 no shares were issued for services rendered leaving a balance of 5,000,000 available for issuance under the 2007 Plan.

## Note 6 – Income Taxes

The Company accounts for income taxes using ASC Topic 740, Income Taxes. Under ASC Topic 740, income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

ASC Topic 740 includes accounting guidance which clarifies the accounting for the uncertainty in recognizing income taxes in an organization by providing detailed guidance for financial statement recognition, measurement and disclosure involving uncertain tax positions. This guidance requires an uncertain tax position to meet a more-likely-than-not recognition threshold at the effective date to be recognized both upon the adoption of the related guidance and in subsequent periods.

No provision for federal income taxes has been recorded due to the fact that the net operating loss carry forwards will be offset against future taxable income. The available net operating loss carry forwards will expire in various years 2020 through 2032. No tax benefit has been reported in the financial statements because the Company believes there is a 50% or greater chance the carry forwards will expire unused.

Deferred tax asset and the valuation account are as follows:

| | 12/31/12 | 12/31/13 |
|---|---|---|
| Deferred tax asset: | | |
| Net tax loss carry-forward | $ 4,995,874 | $ 6,091,915 |
| Statutory rate | 34% | 34% |
| Expected tax recovery | 1,698,597 | 2,071,251 |
| Valuation allowances | (1,698,597) | (2,071,251) |
| Total | $ - | $ - |

The components of income tax expense are as follows:

| | | | | |
|---|---|---|---|---|
| Change in NOL benefit | $ | 1,698,597 | $ 2,071,251 | |
| Change in valuation allowances | | | (1,698,597) | (2,071,251) |

The Company has no uncertain tax positions at December 31, 2012 or 2013.

**Note 7 – Commitments and Contingencies**

**Litigation**

We are not a party to or otherwise involved in any legal proceedings.

In the ordinary course of business, we are from time to time involved in various pending or threatened legal actions. The litigation process is inherently uncertain and it is possible that the resolution of such matters might have a material adverse effect upon our financial condition and/or results of
operations. However, in the opinion of our management, other than as set forth herein, matters currently pending or threatened against us are not expected to have a material adverse effect on our financial position or results of operations.

**Operating Lease**

The Company has signed a lease commitment with a consultant on a month-to-month basis, for office space payable monthly at a rate of $3,500. The amount of rent payable on the lease was $300,131 and $278,884 as of December 31, 2013 and 2012, respectively.

The Company has signed a lease commitment with Ken Adessky (a related party), on a month-to-month basis, for office space payable monthly at a rate of $5,000; the amount of rent payable on the lease was $351,540 and $315,405 as of December 31, 2013 and 2012, respectively.

**Consulting Agreements**

On January 2, 2013, the Company agreed to engage Kenneth Adessky, Earl Azimov and Randy Renken as consultants earning the monthly amounts of $18,000, $18,000 and $10,000, respectively, for their services rendered each month until further changed or repealed. In addition, two new consultants were engaged by the Company on the same date: Brian Levine and Steven Mann, at monthly rates of $10,000 and $10,000, respectively.

**Note 8 – Related**

**Party**

**Transactions**

**Promissory**

**Notes – Related**

**Party**

On August 15, 2008, the Company obtained an $80,000 loan from Vision Capital Partners (a related party) due in one year, bearing interest at 7.5% per year. Accrued interest at December 31, 2013 and 2012 was $32,032 and $28,034, respectively. Currently in default.

On May 1, 2013, the Company obtained a $15,000 loan, in Canadian dollars, from Ken Adessky (a related party) due in one year, bearing interest at 7.5% per year. Accrued interest at December 31, 2013 was $701.

**Rent Payable**

The Company has signed a lease commitment with Ken Adessky (a related party), on a month-to-month basis, for office space payable monthly at a rate of $5,000; the amount of rent payable on the lease was $351,540 and $315,405 as of December 31, 2013 and 2012, respectively.

**Common Stock**

On August 15, 2012, Ken Adessky (a related party) converted $50,000 of accrued compensation into 10,000,000 shares of common stock, valued at $600,000 based on the closing market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $550,000 was recognized.

On August 15, 2012, Earl Azimov (a related party) converted $50,000 of accrued compensation into 10,000,000 shares of common stock, valued at $600,000 based on the market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $550,000 was recognized.

On February 12, 2013, Ken Adessky (a related party) converted $50,000 of accrued compensation into 9,600,000 shares of common stock, valued at $270,720 based on the closing market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $150,720 was recognized.

On February 12, 2013, Earl Azimov (a related party) converted $50,000 of accrued compensation into 9,600,000 shares of common stock, valued at $270,720 based on the closing market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $150,720 was recognized.

On June 10, 2013, Ken Adessky and Earl Azimov converted $50,000 of accrued compensation each into 6,250,000 shares of common stock each, the total of the two grants was valued at $262,500 based on the closing market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $162,500 was recognized.

On August 19, 2013, Ken Adessky (a related party) converted $60,000 of accrued compensation into 4,800,000 shares of common stock, valued at $86,400 based on the closing market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $26,400 was recognized.

On August 19, 2013, Earl Azimov (a related party) converted $60,000 of accrued compensation into 4,800,000 shares of common stock, valued at $86,400 based on the closing market price on the date of grant. As the value of the common stock granted exceeds the value of the liabilities relieved, a loss on conversion of $26,400 was recognized.

**Consulting Agreements**

On January 2, 2013, the Company agreed to engage Kenneth Adessky and Earl Azimov as consultants earning the monthly amounts of $18,000 and $18,000, respectively for their services rendered each month until further changed or repealed.

**Note 9 – Subsequent Events**

In January 2014, the Company obtained a $100,000 loan, due in one year, bearing interest at 7.5% per year. This note is convertible into shares based upon the average bid price of the 5 days prior to the conversion notice, or $0.01, whichever is greater.

In April 2014, the Company issued 3,400,000 shares of common stock for consulting services.

In April 2014, the Company converted a note of $60,000 into 4,000,000 shares of common stock.

# Global Clean Energy, Inc.
# Balance sheets as of Dec 31, 2013 (audited) & 2014 (unaudited)

| **Assets** | **2014** | **2013** |
|---|---|---|
| Current assets: | | |
| Cash | 59,772 | 122 |
| | | |
| Total current assets | 59,772 | 122 |
| **Total assets** | **59,772** | **122** |

| **LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)** | | |
|---|---|---|
| Current liabilities: | | |
| Accrued compensation—officers, directors and consultants | 3,208,029 | 2,217,313 |
| Accounts payable | 326,258 | 226,764 |
| Promissory notes – third party | 92,741 | 14,024 |
| Promissory notes – related party | 13,207 | 121,418 |
| Convertible debt – third party | 439,246 | 265,051 |
| **Total liabilities** | **4,079,481** | **2,844,592** |

| **Stockholders' equity (deficit):** | | |
|---|---|---|
| Preferred stock; $0.001 par value; authorized – 15,000,000 shares; issued - none | | |
| Common stock; $0.001 par value; authorized – 300,000,000 shares; issued and outstanding – | 258,369 | 241,969 |
| 241,968,911 and 258,368,911 shares at December 31, 2013 and 2014, respectively | | |
| Additional paid-in capital | 7,797,039 | 7,499,523 |

| | | |
|---|---|---|
| Accumulated other comprehensive income | 408,682 | 234,040 |
| Accumulated deficit | (12,483,799) | (10,820,002) |
| Total stockholders' equity (deficit) | (3,380,925) | (2,844,470) |
| | | |
| **Total liabilities and stockholders' equity (deficit)** | **59,772** | **122** |

## Global Clean Energy, Inc.
## STATEMENTS OF OPERATIONS YEARS ENDED DECEMBER 31, 2013 (audited) AND 2014 (unaudited)

| | 2014 | 2013 |
|---|---|---|
| Sales | | |
| Cost of sales | | |
| | | |
| Gross profit (loss) | | |
| | | |
| Operating expense: | | |
| General and administrative expenses | 1,512,472 | 2.022,254 |
| Rent expense | 120,000 | 98,930 |
| Total operating expenses | 1,632,472 | 2,121,184 |
| | | |
| Operating loss | 1,632,472 | 2,121,184 |
| | | |
| Other (income) / expense: | 26.749 | 25,837 |
| Interest expense | | |
| Loss on stock conversion | 93,892 | 860,921 |
| Loss (gain) on foreign currency exchange | 172,642 | 104,720 |
| Total other (income) / expense | | 886,758 |
| | | |
| Net loss | ( 1,925,755) | (3,007,942) |
| | | |
| Translation adjustment | | |
| | | |
| Total comprehensive loss | (1,939,830) | (2,903,222) |

| | | |
|---|---|---|
| Basic and diluted net loss per common share | (0.01) | (0.02) |
| Weighted average number of common shares outstanding | 258,368,911 | 175,799,497 |

# GLOBAL CLEAN ENERGY, INC.
# STATEMENTS OF CASH FLOWS
# YEARS ENDED DECEMBER 31, 2013 (audited) AND 2014 (unaudited)

| | 2014 | 2013 |
|---|---|---|
| Net loss | (1,925,755) | (3,007,942) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | 720 |
| Loss on conversion | 93.892 | 860,921 |
| Amortization of beneficial conversion feature | | |
| Shares issued for services | 3,400,000 | 1,050,980 |
| Accounts receivable | | |
| Accounts payable – related parties | | |
| Accounts payable | 99,494 | (128,899) |
| Accrued expenses | 990,686 | 833,066 |
| Borrowings on notes payable-related parties | | 14,024 |
| Net cash provided by (used in) operating activities | | (391,154) |
| Borrowings on notes payable-third parties | 100,000 | 271,371 |
| Foreign currency adjustment | 172,642 | 104,720 |
| Net cash provided by financing | 100,000 | 285,395 |
| Net increase (decrease) in cash | 59,650 | (1039) |
| Cash at beginning of year | 122 | 1,161 |
| Cash at end of year | 59,772 | 122 |
| | | |
| Supplemental disclosure of noncash investing and financing activities: | | |
| Settlement of accrued expenses with common stock payable | 185,891 | 588,794 |
| Conversion of notes payable into common shares | 93,660 | 224,137 |

Issuance History

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

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