

AMENDED QUARTERLY REPORT OF
STRATEGIC RARE EARTH METALS, INC.
FOR THE QUARTER ENDED MARCH 31, 2014

A NEVADA CORPORATION

2360 Corporate Circle, Suite 400, Henderson, NV 89074

(562) 453-7643

TABLE OF CONTENTS

ITEM 1. EXACT NAME OF THE ISSUER AND ITS PREDECESSOR.....	2
ITEM 2. ADDRESS OF THE ISSUER’S PRINCIPAL EXECUTIVE OFFICES....	2
ITEM 3. SECURITY INFORMATION.....	2-3
ITEM 4. ISSUANCE HISTORY.....	3
ITEM 5. FINANCIAL STATEMENTS.....	4-9
ITEM 6. DESCRIBE THE ISSUER’S BUSINESS OPERATIONS.....	10
ITEM 7. DESCRIBE THE ISSUER’S FACILITIES.....	11
ITEM 8. OFFICERS, DIRECTORS AND CONTROL PERSONS.....	11-12
ITEM 9. THIRD PARTY PROVIDERS.....	12
ITEM 10. OTHER INFORMATION.....	13
ITEM 11. EXHIBITS.....	13
ITEM 12. CERTIFICATIONS.....	13

ITEM 1. EXACT NAME OF THE ISSUER AND ITS PREDECESSORS

The exact name of the company is Strategic Rare Earth Metals, Inc.

The company was originally incorporated as E Investments, Inc., in the state of Nevada on February 25, 1999. On December 16, 1999, the Company changed its name to Arbor, Inc. On February 19, 2004, the Company changed its name to China Granite Corporation. On June 14, 2006, the Company changed its name to Strategic Rare Earth Metals, Inc.

ITEM 2. ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

A. Company Headquarters

Our principal executive and administrative offices are located at 2360 Corporate Circle, Suite 400, Henderson, NV 89074.

Email: Billsreh@yahoo.com

Website: www.srehholdings.com

B. IR Contact

2360 Corporate Circle, Suite 400, Henderson, NV 89074

Phone: (562) 453-7643

Email: Billsreh@yahoo.com

Website: www.srehholdings.com

ITEM 3. SECURITY INFORMATION

Trading symbol: SREH

CUSIP: 86277T200

Exact title and class of securities outstanding:

As of the year ended December 31, 2013, the capital stock of the company was as follows:

Class: Common stock, \$ 0.001 par value;

Number of shares authorized: 1,000,000,000 shares;

Number of shares outstanding: 999,363,027 issued and outstanding;

Freely tradable shares: 574,448,063;

Total number of shareholders of record: 278

Transfer Agent: Madison Stock Transfer, Inc.

1688 East 16th Street

Brooklyn, NY 11229

Telephone: (718) 627-4453

FAX: (718) 627-6341

Is the transfer agent registered under the Exchange Act?

Yes.

List any restrictions on the transfer of security:

None.

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

None.

ITEM 4. ISSUANCE HISTORY

The company has not executed any securities offering, either public or private, since December, 2010.

ITEM 5. FINANCIAL STATEMENTS:

STRATEGIC RARE EARTH METALS, INC.
Financial Statements
Balance Sheet
At March 31, 2014 and March 31, 2013
Unaudited

	<u>2014</u>	<u>2013</u>
		<u>ASSETS</u>
Current Assets		
Cash on hand, in bank	\$	
1,700		\$ 2,300
Total current assets		
1,700		2,300
Fixed Assets		
		-
Other Assets		
Prepaid consulting fees		
38,556		38,556
Total other assets		38,556
\$ 38,556		
Total assets		40,256
40,856		

See accountants' report and notes to financial statements

STRATEGIC RARE EARTH METALS, INC.

Financial Statements

Balance Sheet

At March 31, 2014 and March 31, 2013

Unaudited

LIABILITIES AND STOCKHOLDERS' EQUITY

	<u>2014</u>	<u>2013</u>
LIABILITIES		
Accounts payable	-	-
Other Liabilities	-	-
Notes payable	630,000	585,000
Total other liabilities	<u>630,000</u>	<u>585,000</u>
Total liabilities	<u>630,000</u>	<u>585,000</u>

STOCKHOLDERS' EQUITY

Common stock,
1,000,000,000 shares

authorized 12/31/13 &
1231/12,par value

\$.001; 999,363,027 issued
and

outstanding at 12/31/13 and
at

at 3/31/14	999,363	999,363
Additional paid in capital	(932,104)	(932,104)
Retained earnings (Deficit)	(611,403)	(584,039)
Current earnings	(45,600)	(27,364)
Total Stockholders' equity	(589,744)	(544,144)
		.
Total Liabilities and Stockholders' Equity	40,256	\$ 40,856

See accountants' report and notes to financial statements

STRATEGIC RARE EARTH METALS, INC.

Statement of Income and

Retained Earnings (Deficit)

For the Three Months Ended

March 31, 2014 and March 31, 2013

Unaudited

Three Months Ended

March 31,

March 31,

2014

2013

Revenue

Lease and Rental Income	-	-
Total Revenue	-	-
Cost of Goods Sold	-	-
Total Cost of Goods Sold	-	-
Gross Income	-	-
Expenses		
Transfer fees	-	984
Consulting fees	45,000 -	-
Registration fees, etc.	-	24,700
Investor relations	-	1,500
Officeexpense	600	180
Inteerest expense	-	-
Total Expenses	45,600	27,364
Net earnings (Loss)	45,600)	(27,364)
Retained earnings (Deficit);		
Beginning of period	(611,403)	(584,039)
End of Period	\$ (657,003)	\$ (611,403)

See accountants' report and notes to financial statements

STRATEGIC RARE EARTH METALS, INC.

Statement of Cash Flows

For the Three Months Ended March 31, 2014 & March 31, 2013

Unaudited

	<u>2014</u>	<u>2013</u>
OPERATING ACTIVITIES		
Net Income (Loss)	\$ (45,600)	\$ (27,364)
Adjustments to reconcile net Income (Loss) to net cash provided by operations		
Prepaid consulting		(38,556)
Other liabilities		
Accounts payable		
Net cash provided by operating activities	(45,600)	(65,920)
Investing Activities	-	-
Note payable	45,000	40,503
Net cash provided by investment activity	45,000	40,503
Financing Activities		
Net stock proceeds	-	27,537
Net cash from financing activity	-	27,537
Net cash increase for period	(600)	2,120
Cash at beginning of period	2,300	180

Cash at end of period

1,700

2,300

See accountants' report and notes to financial statements

STRATEGIC RARE EARTH METALS, INC.						
Statement of Stockholders' Equity						
For the Three Months Ended March 31, 2014						
Unaudited						
						Total
		Common Stock	Additional	Accumulated	Stockholders'	
		Shares	Amount	Paid-in-Capita	Earnings	Equity
Balance at December 31, 2010		6,853,629,726	\$6,853,630	\$ (6,287,648)	\$ (571,843)	\$ (27,864)
Net income (loss) - 2011					(165)	(165)
Balance at December 31, 2011		6,853,629,726	\$6,853,630	\$ (6,287,648)	\$ (572,008)	\$ (28,029)
Net income (loss) - 2012					(12,031)	(12,031)
Balance at December 31, 2012		6,853,629,726	\$6,853,630	\$ (6,287,648)	\$ (584,039)	\$ (40,060)
Reverse stocksplit - 3/28/13 (10-1)		685,362,973	685,363	(628,765)		(4,006)
Stock sales - Dec. 31, 2013		314,000,054	314,000	(303,339)		13,486
Net income (loss) - 2013					(27,364)	(27,364)
Balance at December 31, 2013		999,363,027	999,363	(932,104)	\$ (611,403)	\$ (17,884)
Net income (loss) - March 31, 2014					45,600	45,600
See accountants report and notes to financial statements						

STRATEGIC RARE EARTH METALS, INC.

NOTES TO FINANCIAL STATEMENTS

NOTE 1- NATURE OF OPERATIONS

Nature of Operations

The Company was incorporated in the state of Nevada February, 1999. The Company is a holding company organized with a goal of acquiring and managing a diversified portfolio of profitable, growth-oriented companies.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements are presented in United States dollars and have been prepared in accordance with generally accepted accounting principles in the United States of America.

NOTE 3-STOCKHOLDERS' EQUITY

The company's capitalization is 1,000,000,000 common shares with a par value of \$.001 per share.

NOTE 4 – LONG-TERM DEBT

As of March 31, 2014, the Company has notes payable of \$630,000: (\$150,000 Vic Devlaeminck; (\$45,000 Cutting Edge Business Services); (\$75,000 Edward Puchel); (\$45,000 Paul Bakajin) (\$35,000 Steve Nickell); (\$120,000 Icon Partners, Ltd.);(\$75,000 Hiroko Mori); (\$85,000 Joseph Pittera).

ITEM 6. DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES.

A. DESCRIPTION OF ISSUER'S BUSINESS OPERATIONS.

The Company is engaged in the development and testing of various alternative and exotic energy products for eventual marketing to the general public through a manufacturing partner or licensee. The Company currently is manufacturing and/or testing various unique battery charging products for which it has applied for patent protection. The Company expects to eventually manufacture (either internally or through a partner) and market these battery products and profitability by application of the Company's management and/or resource expertise.

B. DATE AND STATE OF INCORPORATION

The Company was incorporated in the State of Nevada on March 2, 2006.

C. PRIMARY AND SECONDARY SIC CODES

The Company's primary (and only) SIC code is 5063 (Holding Companies).

D. THE COMPANY'S FISCAL YEAR END DATE

The Company's fiscal year ends on December 31.

E. PRINCIPAL PRODUCTS OR SERVICES AND THEIR MARKETS

The Company focuses its efforts on acquisition and development of various alternative and exotic energy products to the general public. The Company is actively pursuing development and testing of various energy products and expects to secure products for manufacture and marketing in the near future. Because of management expertise and business alliances the Company expects to succeed in future ventures in growth industries with vast potential within the domestic U.S. market.

F. RESULTS OF OPERATIONS FOR THE PERIOD ENDED MARCH 31, 2014 COMPARED TO THE PERIOD ENDED MARCH 31, 2013:

Revenues: The Company had no revenue for the period ended March 31, 2014, or for the period ended March 31, 2013.

Cost of Revenues: The Company incurred no costs of sales for the period ended March 31, 2014 and did not incur any costs of sales for the quarter ended March 31, 2013.

Gross Profit: The Company did not have any gross profit for either the period ended March 31,

2014 or the period ended March 31, 2013.

Operating Costs: Operating costs consist of the Company's administrative expenses before depreciation and interest. Operating costs for the period ended March 31, 2014 totaled \$45,600, compared to operating costs of \$20,984 for the period ended March 31, 2013.

Operating Gain (Loss): The Company produced an operating loss for the period ended March 31, 2014 of \$45,600, compared to an operating loss of \$20,984 for the period ended March 31, 2013.

Net Gain (Loss) Before Income Taxes: Net gain or loss before income taxes represents operating gain or loss plus other (non-operating) gain or loss. For the period ended March 31, 2014, the company had a net loss of \$45,600, compared to a net loss of \$20,984 for the period ended March 31, 2013.

Liquidity and Capital Resources: During the period ended March 31, 2014, the Company did not produce any cash or cash equivalents from operations.

G. OFF-BALANCE SHEET ARRANGEMENTS

The Company did not engage in any off-balance sheet arrangements during the fiscal quarter ended March 31, 2014.

ITEM 7. DESCRIBE THE ISSUER'S FACILITIES

At this time the Company does not have any significant tangible assets and is in the process of identifying suitable targets for acquisition. The Company does not own any real estate and leases office space on a month-to-month basis.

ITEM 8. OFFICERS, DIRECTORS AND CONTROL PERSONS

A. NAMES OF OFFCERS, DIRECTORS AND CONTROL PERSONS

At the date of this filing, the current president and secretary of the Company Janon Costley was hired on August 17, 2015. Prior that time Bill Schaefer was the president of the Company. Mr. Schaefer is the chairman and sole current member of the Board of Directors of the Company.

B. LEGAL/DISCIPLINARY HISTORY

Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

NO.

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

NO.

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

NO.

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

NO.

C. BENEFICIAL SHAREHOLDERS

Paul Bakajin
512 N. Juanita Avenue, Unit A
Redondo Beach, CA 90277

Mr. Bakajin is the owner of 365,920,000 common shares of the Company.

ITEM 9. THIRD PARTY PROVIDERS

A. Legal Counsel

Vic Devlaeminck
10013 N.E. Hazel Dell Avenue
Suite 317
Vancouver, WA 98685
PH: (503) 806-3533
Email: vic@vicdevlaeminck.com

B. Accountant or Auditor

C. Investor Relations Consultant

D. Other Advisor(s)

None.

ITEM 10. OTHER INFORMATION

None.

ITEM 11. EXHIBITS

N/A

ITEM 12. CERTIFICATIONS

I, Janon Costley, certify that:

1. I have reviewed this amended quarterly disclosure statement of Strategic Rare Earth Metals, 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.

Janon Costley,
President

Dated: November 24, 2015