OTC Pink Disclosure for Current Information: Annual Statement 2/29/16

1) Name of the issuer and its predecessors

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

Current Name: Blue Earth Resources, Inc. 3/15/2010 to present
Predecessor Entity: None in past five years.

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: 33306 Old Hempstead Rd
Address 2: Magnolia, TX 77355
Phone: 832-886-8879
Email: info@blueearthresources.com
Website(s): www.blueearthresources.com

IR Contact: N/A

3) Security Information

Trading Symbol: BERI
Exact title and class of securities outstanding: Common Stock
CUSIP: 09547W 209
Par or Stated Value: $0.004
Total shares authorized: 200,000,000 as of: 2/29/16
Total shares outstanding: 5,765,766 as of: 2/29/16
Total shares outstanding: 10,565,766 as of: 5/30/16

Additional class of securities (if necessary):
Exact title and class of securities outstanding: Preferred Series A
Par or Stated Value: $0.004
Total shares authorized: 15,000,000 as of: 2/29/16
Total shares outstanding: 98,838 as of: 2/29/16

Additional class of securities (if necessary):
Exact title and class of securities outstanding: Preferred Series C
Par or Stated Value: $0.004
Total shares authorized: 17,000,000 as of: 2/29/16
Total shares outstanding: 474,707 as of: 2/29/16

Additional class of securities (if necessary):
Exact title and class of securities outstanding: Preferred Series D
Par or Stated Value: $0.004
Total shares authorized: 17,000,000 as of: 2/29/16

Total shares outstanding: 487,207 as of: 2/29/16

Transfer Agent
Name: American Registrar & Transfer Co.
Address 1: PO Box 1798
Address 2: Salt Lake City, UT 84110
Phone: 801-363-9065
Is the Transfer Agent registered under the Exchange Act?* Yes: X No:

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

List any restrictions on the transfer of security:

None

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

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

4) Issuance History

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

(i) In May 2013, pursuant to a written services contract, the Company issued 250,000 common shares to its Chief Executive Officer, John Lai, as current and future management compensation for the three-year period including fiscal years ending 2/28/15, 2/28/15 and 2/28/16.
(ii) During May 2014, the Company issued a total of 34,750 common shares to one unaffiliated person in an isolated private placement transaction.
(iii) In June, 2014, the Company issued a total of 75,000 common shares to two unaffiliated persons in isolated private placement transactions.
(iv) In July, 2014 the Company issued a total of 400,000 common shares to two unaffiliated persons in isolated private placement transactions.
(v) For the fiscal year ended 2/28/15, the Company issued 50,000 common shares to its Chief Executive Officer, John Lai, for management services provided during that fiscal year.
(vi) In February, 2015 the Company issued a total of 794,800 restricted common shares to six entities in lieu of cash payment for outstanding payables owed by the Company.
(vii) In February, 2015 the Company issued common shares for a convertible bridge note, into 100,000 shares of unregistered common stock of the Company.
(viii) In April, 2016 the Company issued 3,000,000 shares of unregistered, restricted common stock to John Kemp, now the CEO/CFO of the Company in consideration for acquisition of his company, JGK Consulting Group, Inc., of Magnolia,Texas.

(ix) In April, 2016 the Company issued 200,000 shares (100,000 each) of unregistered, restricted common stock to two former directors for past services to the Company.
(x) In May, 2016 the Company issued 1,400,000 shares of unregistered, restricted common stock to Bradley Capital Group, Inc. to satisfy outstanding debt owed to Bradley. Bradley is owned by John Lai, former CEO of the Company.
(xi) In May, 2016 the Company issued 200,000 shares (100,000 each) to two new directors in consideration for their acceptance to serve on the Board of Directors.

There are no outstanding options, warrants or convertible securities to acquire any securities of the Company.

A. The nature of each offering;
(i) – (xi) – All the foregoing offerings were private transactions not involving a public offering and were made pursuant to exemption from registration under Section 4(a)(2) of the Securities Act of 1933.

B. Any jurisdiction where the offering was registered or qualified: None (exempt-see above A)

C. and D. The number of shares offered and sold;
(i) 250,000 shares
(ii) 34,750 shares
(iii) 75,000 shares
(iv) 400,000 shares
(v) 50,000 shares
(vi) 794,800 shares
(vii) 100,000 shares
(viii) 3,000,000 shares
(ix) 200,000 shares
(x) 1,400,000 shares
(xi) 200,000 shares

E. The price at which the shares were offered and the amount paid to the issuer;
(i) For services valued at $250,000, or $1.00 per share.
(ii) For cash in private placement for $13,900, or $.40 per share.
(iii) For cash in private placements for $30,000, or $.40 per share.
(iv) For accounts payable and cash of total of $120,000, or $.30 per share.
(v) Services by CEO valued at $50,000, or $1.00 per share.
(vi) $47,970 credit to accounts payable (based on $0.15 per share); and $47,500 credit to accounts payable (based on $0.10 per share).
(vii) $10,000 convertible bridge note based on $0.10 per share.
(viii) acquisition price based on valuation of $90,000, or $.03 per share.
(ix) Past services of directors valued at $6,000, or $.03 per share.
(x) Satisfaction of outstanding debt of $37,000, or $.026 per share.
(xi) New director services valued at $12,000, or $.06 per share.

F. The trading status of the shares; and
Restricted until Rule 144 is available on all the foregoing issuances.

G. Whether the certificates for the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.
Yes – all certificates for the foregoing issuances contained this legend.

5) Financial Statements

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

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

Such financial reports as described above are incorporated by reference via otciq.com filings:

Annual Report: 2/29/16 posted 5/26/16
Annual Report: 2/28/15 posted 5/29/15
Quarterly Report: 11/30/14 posted 1/4/15
Quarterly Report: 8/31/14 posted 10/14/14
Quarterly Report: 5/31/14 posted 7/14/14
Annual Report: 2/28/14 posted 5/30/14

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

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

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

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

For the past few years, the issuer was engaged in the acquisition, development and production of oil and natural gas interests, but was unable to experience profitable operations, especially after the huge drop in petroleum prices in 2014-2015. Consequently, the issuer sold its oil and gas interests, leases and properties during the past couple years, and in 2015 restructured its business strategy toward acquiring a company or business perceived to have high growth potential. This business strategy resulted in the issuer's recent acquisition of JGK Consulting Group, Inc. of Magnolia TX in April, 2016, which was owned by the current CEO of the issuer prior to the acquisition. This acquisition resulted in the issuer becoming the 51% owner of two developing business concepts, Hotties Sports Bar & Grill restaurants, and a line of industrial and commercial cleaning products to be later developed and sold under a subsidiary or division of the issuer known as Blue Earth Cleaners. The issuer will not commit any material financial or management resources to its Blue Earth Cleaners concept until it has opened and experienced positive cash flows from its first Hotties restaurants to be opened in Austin and suburban Houston, Texas. Assuming the successful opening of the first two Hotties restaurants, the issuer intends then promptly target various high-growth cities in Texas and other states to market its Hotties restaurant concept as a franchise opportunity, much like Buffalo Wild Wings, Applebees, and other such franchised casual dining restaurant concepts.

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

March 15, 1984, Utah

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

6792 – no secondary code

D. the issuer's fiscal year end date;

February 28

E. principal products or services, and their markets;

The issuer recently engaged in the business of developing a brand of casual dining restaurants catering to sports fans and known as Hotties Sports Bar & Grill. The first restaurant is being opened by the fall of 2016 in Austin TX and the second restaurant soon thereafter in Magnolia TX, a suburb of Houston. The principal products and services are providing a dining experience and sports event experience to both sports fans and families, including a full menu with many different food selections, and a full bar with a wide choice of beers, wines and other liquor selections.

7) Describe the Issuer's Facilities

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

No facilities at present, although the issuer is currently negotiating for a 5,000 square foot premises for its first restaurant in Austin TX.

8) Officers, Directors, and Control Persons

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

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

John G. Kemp, Chairman and CEO and Director
Michael Shoemaker, Chief Operating Officer and Director
Charles Brister , Director

Bradley Capital Group, Inc. – 5% or more shareholder of common stock
Ducharme Vozzella Investments, Inc. – 5% or more shareholder of common stock
Remodel Management LLC – 5% or more shareholder of common stock
Whitecliff Capital LLC – 5% or more shareholder of preferred stock Series A
Joe Scott – 5% or more shareholder of both Series C and D preferred stock
Judy Marchessault Trust – 5% shareholder of both Series C and D preferred stock

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 member of the Board of Directors, officer or control has a conviction or has been named as a defendant in a pending criminal proceeding.

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

   None

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

   None

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

   None

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

Common Stock:

Bradley Capital Group, Inc. 13.2%
John Lai
3833 Ewing Avenue So.
Minneapolis, MN 55410

Ducharme Vozzella Investments, Inc. 13.0%
James Vozzella
2601 Centenary Blvd
Shreveport, LA 71104

John G. Kemp 28.4%
30506 Red Bluff Circle
Magnolia, TX 77355

Preferred Series A:

Preferred Series C:

Whitecliff Capital, LLC Bill Brown 825 Washington Avenue Bloomington, MN 55439	94.5%	Joe Scott PO Box 298 Casper, WY 82602	11.3%
		Preferred Series D Joe Scott (see above address)	11.3%

9) Third Party Providers

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

Legal Counsel
Name: Robert O. Knutson
Firm: Law Office of Robert O. Knutson
Address: 9372 Creekwood Drive
Eden Prairie, MN 55347
Phone: 952-210-3105
Email: silkroad55344@yahoo.com

Accountant or Auditor
Name: Gary Zorne
10010 Kempwood Drive #149
Houston, Tx 77080
(281) 662-5140

Investor Relations Consultant – N/A

Other Advisor: - N/A

10) Issuer Certification

The certifications shall follow the format below:

I, John Kemp, Chief Executive Officer of the issuer, certify that:

1. I have reviewed this annual disclosure statement of Blue Earth Resources, 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.

May 30, 2016

/s/ John Kemp

CEO/President