

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guide**

STATE OF MARYLAND  
GLOBAL CLEAN ENERGY, INC.  
6040 UPSHAW DR. STE. 105  
HUMBLE, TEXAS 77396

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0000751406-2860- SIC CODE

## **ANNUAL Report For the Period Ending: DECEMBER 31, 2018**

As of December 31, 2018, the number of shares outstanding of our Common Stock was:  
570,668,911

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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<sup>5</sup> " Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**ITEM ONE:****Name of the Issuer and its predecessors (if any)**

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

NONE

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

ACTIVE DATES ARE DESCRIBED IN ANNUAL REPORT BODY

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

No:[X]

**ITEM TWO:****Security Information**

Trading symbol: GCEI  
Exact title and class of securities outstanding: COMMON  
CUSIP: 378986-103  
Par or stated value: PAR .001

Total shares authorized: 750,000,000 as of date: December 31, 2018  
Total shares outstanding: 570,668,911 as of date: December 31, 2018  
Number of shares in the Public Float<sup>6</sup>: 240,000,000 as of date: December 31, 2018  
Total number of shareholders of record: 321 as of date: December 31, 2018

*Additional class of securities (if any):*

Trading symbol: GCEI  
Exact title and class of securities outstanding: PREFERRED

Total shares authorized: 15,000,000 as of date: December 31, 2018  
Total shares outstanding: NONE as of date: December 31, 2018

**Transfer Agent**

Name: TRANSHARE CORP.  
Phone: 303-662-1113  
Email: Transhare.com

Is the Transfer Agent registered under the Exchange Act?<sup>7</sup> Yes: [X]

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

NONE

<sup>6</sup>"Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>7</sup>To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v2.0 February 2019)

### ITEM THREE: Issuance History

**STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)  
FROM DECEMBER 31, 2016 THROUGH DECEMBER 31, 2018  
(UNAUDITED)**

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Other Compre- hensive Income	Accumulated Deficit	Total Stockhold- ers' Equity (Deficit)
Balances: December 31, 2016	550,668,911	\$550,669	\$8,388,409	\$406,682	-\$12,663,649	-\$3,317,689
Conversion of Debt to common stock	20,000,000	\$20,000	\$25,000			
Balances March 31, 2017	570,668,911	\$570,669	\$8,413,409	\$406,682	-\$12,663,649	-\$3,317,689
Balance: June 30, 2017	570,668,911	\$570,669	\$8,413,409	\$406,682	-\$12,663,649	-\$3,317,689
Balances September 30, 2017	570,668,911	\$570,669	\$8,413,409	\$406,682	-\$12,663,649	-\$3,317,689
Balances December 31, 2017	570,668,911	\$570,669	\$8,413,409	\$406,682	\$12,663,649	-\$3,317,689
Balances December 31, 2018	570,668,911	\$570,669	\$8,413,409	\$406,682	\$12,663,649	-\$3,317,689

There were no changes to the number of shares within the past two completed fiscal years and any subsequent periods.

**ITEM FOUR:****Financial Statements**

THE FINANCIAL STATEMENTS WERE PREPARED IN ACCORDANCE WITH U.S. GAAP.

THE FINANCIAL STATEMENTS FOR THIS REPORTING PERIOD WERE PREPARED BY RANDY RENKEN, CONSULTANT TO THE ISSUER AND OFFICERS OF THE CORPORATION.

**Global Clean Energy, Inc.**  
**Balance sheets as of Dec 31, 2017 (unaudited) & 2018 (unaudited)**

<b>Assets</b>	<b>2018</b>	<b>2017</b>
Current assets:		
Cash	8,300	6,400
Total current assets	8,300	6,400
<b>Total assets</b>	<b>8,300</b>	<b>6,400</b>

**LIABILITIES AND  
STOCKHOLDERS' EQUITY  
(DEFICIT)**

Current liabilities:		
Accrued expense	4,646,129	4,340,129
Accounts payable	331,020	356,920
Promissory notes – third party	92,741	92,741
Promissory notes – related party	13,207	13,207
Convertible debt – third party	430,546	430,546
<b>Total liabilities</b>	<b>5,513,643</b>	<b>5,233,543</b>

**Stockholders' equity (deficit):**

Preferred stock; \$0.001 par value; authorized – 15,000,000 shares; issued - none		
Common stock; \$0.001 par value; authorized – 750,000,000; shares issued and outstanding – 570,668,911 and 570,668,911 shares at December 31, 2017 and 2018, respectively	570,669	570,669
Additional paid-in capital	8,439,306	8,413,409
Accumulated other comprehensive income	406,682	406,682
Accumulated deficit	(12,663,649)	(12,663,649)

Total stockholders' equity (deficit)	(3,317,689)	(3,317,689)
<b>Total liabilities and stockholders' equity (deficit)</b>	<b>8,300</b>	<b>6,400</b>

**Global Clean Energy, Inc.**  
**STATEMENTS OF OPERATIONS YEARS ENDED DECEMBER 31, 2017**  
**(unaudited) AND 2018 (unaudited)**

	2018	2017
Sales		
Cost of sales		
Gross profit (loss)		
Operating expense:		
General and administrative expenses	306,000	470,700
Rent expense	42,000	52,500
Total operating expenses	348,000	523,500
Operating loss	348,000	523,500
Other (income) / expense:		
Interest expense		
Loss on stock conversion		
Loss (gain) on foreign currency exchange		
Total other (income) / expense	348,000	523,500
Net loss		
Translation adjustment		
Total comprehensive loss	406,682	406,682
Basic and diluted net loss per common share	(0.00)	(0.00)
Weighted average number of common shares outstanding	570,668,911	570,668,911

**GLOBAL CLEAN ENERGY, INC.**  
**STATEMENTS OF CASH FLOWS**

**YEARS ENDED DECEMBER 31, 2017 (unaudited) AND 2018 (unaudited)**

	2018	2017
Net loss	(348,000)	(523,500)
Adjustments to reconcile net loss to net cash used in operating activities:		
Loss on conversion		
Amortization of beneficial conversion feature		
Shares issued for services		
Accounts receivable		
Accounts payable – related parties		
Accounts payable	(25,900)	(18,500)
Accrued expenses	306,000	402,000
Borrowings on notes payable- related parties		
Net cash provided by (used in) operating activities		
Borrowings on notes payable-third parties		
Foreign currency adjustment		
Net cash provided by financing		
Net increase (decrease) in cash	1,900	2,950
Cash at beginning of year	6,400	3,450
Cash at end of year	8,300	6,400
Supplemental disclosure of noncash investing and financing activities:		
Settlement of accrued expenses with common stock payable		0
Conversion of notes payable into common shares		25,000

## **ITEM FIVE:**

### **Issuer's Business, Product and Services**

#### **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.

#### **Business**

Global Clean Energy, Inc. (GCEI:OTCPink) is a Maryland publicly traded cleantech corporation with its corporate offices in Houston, Texas developing and marketing proprietary technology in waste to energy management and feed stock conversion. The company’s SIC code is 2860, and its IRS taxpayer id is 84-1522846.

The company since becoming public in 2008 has been able to adapt to many changes in the marketplace. Our work with UK Coal provided the company with a vortex pumping system which we have proven to work and when UK Coal could no longer proceed with their cleanup, the company immediately received funding to develop and test a pyrolysis system. It worked but the profit margins and the present market conditions did not meet our 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 10 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 even with the pricing pressure.

Finally, for the last two years the company has devoted resources, research and time to the establishment and funding of an Algae REIT which will be the first of its’ type in the country. GCE will be the managing General Partner and own 20% of the REIT.

### **North American Market and Drivers**

In the U.S., the field of waste management has become 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 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.

The Company is in discussions with a large ESCO and EPC which will be providing construction 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 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.

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 construction guarantees
5. Generating high IRR

## **Technology Overview**

Pyrolysis systems are based on 30 ton module designed to convert approximately 3,480 tons of end of life tires or waste plastics annually, specifically targeting polyethylene and polypropylene, to produce in excess of 1 million gallons of liquid fuel including diesel per 30 ton module. 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 pyrolyzed at 370 °C-420 °C 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, contractors, distillation, centrifuge, oil recovery line, off-gas cleaning, and residual contamination removal.

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.

## **2019 PLANS AND UPDATES:**

Waste to Fuels & Recovered Carbon Black project (W2F). GCE has developed a W2F project to produce high value fuel and recovered carbon black from used tires using pyrolysis technology. Pyrolysis is the super heating of material in the absence of oxygen which breaks down the hydrocarbons to create syngas and solids. The syngas is converted to ULSD (Ultra Low Sulphur Diesel & naphtha). The solids recovered

from the pyrolysis process are recovered carbon black (rCB). The rCB is sold into the carbon black markets. Both the fuel and the rCB have Letters Of Intent to purchase the resultant fuel and carbon black. The project, which has been in development for many years, was put on hold due to the dramatic price drop of fuel in 2016/2017. Due to the stabilization of fuel prices presently, the project has renewed interest from three funding groups. The project team is moving forward with due diligence with each group and is cautiously optimistic the project will be funded.

The entire year of 2018 was also devoted to finalizing the Algae REIT model and prepare for funding and operation. The process has been time consuming but extremely successful. IT HAS BEEN DONE WITHOUT ANY FURTHER DEBT RAISE AND WITHOUT ANY STOCK BEING USED TO DILUTE OUR SHAREHOLDERS. Management deeply appreciates the patience and confidence shown in 2018.

The highlights of progress are: 1. a sit has been selected in Houston, Texas for the Algae operation, 2. The projections show a 32% net on revenue. Today;s net on an average REIT is 8%. 3. The site has been engineered to have as low a carbon footprint as near zero. Electricity will mostly (92%) come from solar energy, and water will be recycled. 4. The REIT offering will be priced in the second quarter of 2019 and we are hoping for funding within the quarter. Again, the entire Algae project will not involve issuance of any GCE stock.

The company firmly believes that the Algae REIT will become model for developing clean biofuels for the future but while making money on sales of Algae for all the uses that have developed over the last decade.

### **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. 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 3 consultants based on a year to year consulting contract.

### **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>.

## **Management's Discussion and Analysis of Financial Condition and Results of Operations**

### ***Liquidity and Capital Resources***

Our cash on hand totaled \$8,300 on December 31, 2018. During the same period our working capital deficit was \$308,000. This deficit resulted from ongoing expense related to implementing our business plan with limited revenues to date. The stockholders' deficit was \$3,317,689 at December 31, 2018.

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 WTF plants.

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.

### **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 will 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 be 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 will need to raise additional funds to construct our WTF 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 WTF on-site alternative energy plants does not develop or takes longer to develop than we anticipate, our revenues will decline, and we may be unable to achieve and then sustain profitability.

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

If demand for our WTF 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 WTF plants in our presently targeted markets, in North America, may not develop or may develop to a lesser extent than we anticipate. If we are not successful in commercializing our WTF 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, 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 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 WTF plants that they have purchased from us. Even if customers purchase our WTF 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 WTF 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 WTF 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 WTF plants. Because of the limited operating history of our WTF 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 WTF 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 WTF plants and recognized revenue. Moreover, any widespread gasification or technology failures could adversely affect our business, financial condition and 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 WTF plants;
- changes in cost estimates relating to WTF 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 WTF plants from developing, which in turn would adversely affect our business, financial condition and results of operations.**

Federal, state and local governmental bodies 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 WTF plants, 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 WTF 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 alternative fuels 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 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 WTF 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 WTF 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 SIX:**  
**Issuer's Facilities**  
**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.

**ITEM SEVEN:**  
**Officers, Directors and Control Persons**

**Directors, Executive Officers, Promoters and Corporate Governance**

Our directors and officers as of December 31, 2018 are:

<u>Name</u>	<u>Age</u>	<u>Position(s) with the Company</u>
Gerald Enloe	70	Chairman of the Board
Steven Mann	60	President, CEO and Director
Earl Azimov	57	Director
Paul Whitton	72	Director

**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.

**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.

**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.

#### ***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, 2018, 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, 2018 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.

<i>Name and Address of Beneficial Owner</i>	<i>Amount &amp; Nature of Beneficial Ownership</i>	<i>Percent of Class (2)</i>
Kenneth S. Adessky 4060 Saint Catherine Street W. Suite 600 Montreal, Quebec H3Z 2Y5	114,287,500	21%
Dr. Earl Azimov 5737 Blossom Cote St Luc, Quebec H4W 2T2	113,700,000	21%
Paul Whitton 2415 Shakespeare #3 Houston, Texas 77936	50,000	*
Mr. Steven Mann 10720 New Boro Las Vegas, NV 89144	41,000,000	7%

## **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.

### **Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The following table sets forth, as of December 31, 2018, 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.

\*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 570,668,911 of the Company's common stock as of December 31, 2018, 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 2018 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 2018.

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.

### **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, 2019 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, Steven Mann, and Paul Whitton . 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 EIGHT:**  
**Legal Disciplinary History**

**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 NINE:**  
**3<sup>rd</sup> Party Providers**

**Third Party Providers**

Please provide the name, address, telephone number and email address of each of the following outside providers:

**Securities Counsel**

Name: Paul Pollock  
Firm: Crowell & Moring LLP  
Address 1: 590 Madison Ave., New York, NY 10022  
Phone: 212-895-4216  
Email: ppollock@crowell.com

**Accountant or Auditor**

Name: M & K CPA  
Firm: 13831 Northwest Freeway Suite 575  
Address 2: Houston, Texas 77040  
Phone: 832-242-9950  
Email: mkacpas.com

**Investor Relations Consultant**

Name: Randy Renken  
Firm: PCI  
Address 1: 12115 Oak Bluff, Houston, Texas 77070  
Phone: 832-623-1206  
Email: rlrenken61@aol.com

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

Name:	<u>Tom Sawyer</u>
Firm:	<u>Sawyer Law Firm</u>
Nature of Services:	<u>Legal</u>
Address 1:	<u>1151 County Rd. Ste. 325 Lexington, Texas 78947</u>
Phone:	<u>281-467-2826</u>
Email:	<u>mudrat911@aol.com</u>

281-467-2826  
mudrat911@aol.com

**ITEM TEN:**  
**Issuer Certification**

I, Steven Mann certify that:

1. I have reviewed the annual 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: April 2, 2019

**GLOBAL CLEAN ENERGY, INC.**

/s/ Steven Mann

By Steven Mann

President and Chief Executive Officer

