

**OTC Pink Disclosure for Current Information: Quarterly Statement 8/31/16**

**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: 832-988-5199

Email: [info@blueearthresources.com](mailto:info@blueearthresources.com)

Website(s): [www.blueearthresources.com](http://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: 8/31/16

Total shares outstanding: 10,615,766 as of: 5/31/16

Total shares outstanding: 14,615,766 as of: 8/31/16

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: 8/31/16

Total shares outstanding: 98,838 as of: 8/31/16

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: 8/31/16

Total shares outstanding: 474,707 as of: 8/31/16

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: 8/31/16

Total shares outstanding: 487,207 as of: 8/31/16

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) During the quarter ended 11/30/2014, the Company issued 50,000 common shares to its Chief Executive Officer, John Lai for management services.
- (ii) In fiscal 2015, the Company issued 250,000 common shares to its Chief Executive Officer, John Lai, as management compensation.
- (iii) In April 2016 the Company issued 3,000,000 common shares to John Kemp, currently CEO of the Company, in consideration for 51 % of his restaurant development concept and the marketing and manufacturing rights to Eco Source industrial cleaning products.
- (iv) Incident to this change of control, the former directors resigned and each were granted 100,000 common shares (200,000 total) for past services
- (v) In April 2016 the Company issued a total of 1,400,000 to Bradley Capital Group, Inc. ("Bradley") to satisfy at total of \$39,000 of short-term loans and other **obligations owed to Bradley**.
- (vi) In May 2016 the Company issued 200,000 common shares to two new directors (100,000 shares apiece), and also issued 50,000 common shares for legal services.
- (vii) In June 2016 the Company issued 3,000,000 common shares to the shareholders of J.G.K. Consulting Group Inc. to acquire the remaining 49% interest in the restaurant development and Eco Source cleaning products, resulting in the Company now owning 100% of these key assets.

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) 50,000 shares
- (ii) 250,000 shares
- (iii) 3,000,000 shares
- (iv) 200,000 shares
- (v) 1,400,000 shares
- (vi) 200,000 shares
- (vii) 3,000,000 shares

E. The price at which the shares were offered and the amount paid to the issuer

- (i) For services of \$50,000 at \$1.00 per share.
- (ii) (ii) \$250,000 in services at \$1.00 per share.
- (iii) (iii) \$.40/share private placement price.
- (iv) (iv) \$6,000 (\$.03 per share)
- (v) (v) \$39,000 (\$.024 per share)
- (vi) (vi) \$15,000 (\$.06 per share)
- (vii) (vii) \$120,000 (\$.04 per share)

F. The trading status of the shares.

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.

#### Options/Warrants

The company has no stock options or warrants.

### **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.

Included with this quarterly disclosure report.

- A. Balance sheet.
- B. Statement of income.
- C. Statement of cash flows.
- D. Financial notes.

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;

Blue Earth Resources, Inc. is currently in the development stage after being restructured in April 2016, at which time it purchased the majority interest in a restaurant development concept and the marketing and manufacturing rights to industrial cleaning products commercially sold for many years under the Eco Source brand. The Company intends to open its first restaurant in Austin, Texas in late 2016, and when established, will open a second restaurant in suburban Houston, Texas. Assuming its restaurant operations in Austin and Houston are satisfactory, the Company then intends to target other various high-growth cities in Texas and other states to aggressively market its restaurants as a franchise opportunity. The Company's restaurant concept has been designed and planned specifically to be suitable as a restaurant franchise offering similar Buffalo Wild Wings, Applebee's, Ruby Tuesday's and other well-known casual bar and grill restaurant brands.

After establishing its restaurant development at its initial two Texas locations, the Company intends to commence manufacturing and marketing a line of high quality industrial cleaning products under the brand "Blue Earth Cleaners", which cleaning products will be similar to those sold commercially for many years under the ECO Source brand.

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

March 15, 1984, Utah

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

6719 – no secondary code

D. the issuer's fiscal year end date;

February 28

E. principal products or services, and their markets;

Blue Earth Resources Inc. is engaged in opening a sports restaurant and bar concept which it intends to franchise after successfully opening its initial two restaurants in Austin and Magnolia Texas. The Company also the proprietary rights and intellectual property to a diesel tank cleaning system and to a number of industrial cleaning products formerly sold for many years under a trade name. See above paragraph A of this Section 6.

## **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.

Blue Earth Resources Inc. currently leases office and storage space provided by its CEO at no charge to the Company, and is in the process of entering into a lease for its initial restaurant in Austin Texas.

## **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 - CEO and Director  
Crystal L. Kemp – beneficial owner  
Michael Shoemaker - Director  
Charles Brister - Director  
Bradley Capital Group Inc. - beneficial owner  
Whitecliff Capital LLC – beneficial owner  
Joe Scott – beneficial owner

- 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);

None

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:

John G. Kemp & Crystal L. Kemp      31.0%  
30615 N. Sulphur Creek Drive  
Magnolia, Texas 77355

Preferred Series A:

Whitecliff Capital, LLC      94.5%  
Bill Brown, control person  
7825 Washington Avenue  
Bloomington, MN 55439

Preferred Series C:

Joe Scott      11.3%  
PO Box 2983  
Casper, WY 82602

Preferred Series D:

Joe Scott      11.3%  
(see above address)

**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 - N/A

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 quarterly 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.

October 13, 2016

/s/ John Kemp

CEO/President