

## **OTC Pink Basic Disclosure Guidelines**

### **1) 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.

BIOMASS SECURE POWER INC

### **2) Address of the issuer's principal executive offices**

#### Company Headquarters

Address 1: 40218 Wellsline Road, Abbotsford BC, V3G 2K7 Canada

Phone: 604-807-4957

Website(s): www.BiomassSecurePower.ca

#### IR Contact

Address 1: 40218 Wellsline Road, Abbotsford BC, V3G 2K7 Canada

### **3) Security Information**

Trading Symbol: BMSPF

Exact title and class of securities outstanding: Class A Common Shares

CUSIP: 92827Y

Par or Stated Value: no par

Total shares authorized: unlimited

as of: June 30, 2016

Total shares outstanding: 616,162,901

as of: June 30, 2016

#### Transfer Agent

Name: Computershare

Address 1: 100 University Avenue, Toronto Ontario M5J 2S1

Is the Transfer Agent registered under the Exchange Act?\*

Yes: ☒

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:

N/A

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

N/A

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

N/A

### **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:

**A. Share issuances in the year ended June 30, 2016**

On Oct 9, 2015 the company issued 1,200,000 common shares at \$.005 per share, to settle an advance of \$6,000.

On Oct 19, 2015, the Company issued 4,770,993 common shares at \$.004 per share, for total consideration of \$19,100. The shares were purchased by a spouse of an officer of the Company.

**B. Share issuances in the year ended June 30, 2015**

On July 17, 2014 the Company issued 1,750,000 common shares at \$0.025 per share, for total consideration of \$43,750 for cash, of which \$35,000 had been recorded as share subscriptions as at June 30, 2015.

On January 15, 2015 the Company issued 5,000,000 common shares, valued at \$0.004 per share, as part repayment of a convertible debenture (Note 7) in the amount of \$35,000 plus accrued interest. The payment also included a cash payment of \$31,873.

**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

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

**Annual Audited Financial Statements Year ended June 30, 2016**

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;

To develop a Torrefied Biomass Briquette ("TBB") plant at Natchitoches Louisiana. The Company plans to build a facility that will process whole trees, tree tops, wood chips, wood residuals into TBB to be sold to heat producers.

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

BC, Canada August 24, 1989

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

8742-07

D. the issuer's fiscal year end date;

June 30th

E. principal products or services, and their markets;

Most European and many Asian utilities are faced with overwhelming pressure to reduce their use of fossil coal. BSPI intends to use this momentum to strike 10 year (or longer) deals in which off shore utilities will enter into firm long term offtake a

## **7) Describe the Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

The Port of Natchitoches has approved a 30 year lease with an option for an additional 15 years. Ninety acres of land, preapproved for industrial development will be leased from the Port of Natchitoches.

## **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.

Jim Carroll CEO 37.7% Common Shares  
George Pappas, VP 19.9% Common Shares  
Andrew Burns, VP 7.8% Common Shares

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.

Jim Carroll Abbotsford, BC  
George Pappas Huntington Beach, California

## **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: Ethan Minsky  
Firm: Clark Wilson LLP  
Address 1: 900-855 West Georgia Street, Vancouver BC V6C 3H1  
Phone: 604-643-3151  
Email: EPM@cwilson.com

### Accountant or Auditor

Name: Jeremy Perez  
Firm: Morgan & Company  
Address 1: 1630-609 Granville St, Vancouver BC V7Y 1A1  
Phone: 604-687-5841  
Email: jperez@morgancollp.com

## **10) Issuer Certification**

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Jim Carroll certify that:

1. I have reviewed this annual disclosure statement of Biomass Secure Power 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 29, 2016

Jim Carroll [CEO's Signature]

Susan Bubra [CFO's Signature]