

OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

Hydrogen Engine Center Inc (Nevada)

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 203 Old Wilson Hill Road, Greeneville , Tennessee 37745

Address 2: _____

Address 3: _____

Phone: (423) 2782952

Email: hec.tinekt@gmail.com

Website(s): www.hectina.net

IR Contact

Address 1: _____

Address 2: _____

Address 3: _____

Phone: _____

Email: _____

Website(s): _____

3) Security Information

Trading Symbol: HYEG

Exact title and class of securities outstanding: Common

CUSIP: 448876102

Par or Stated Value: \$ 0.01

Total shares authorized: 100,000,000 as of: 30 Sep, 2017

Total shares outstanding: 50,580,471 as of: 30 Sep, 2017

Additional class of securities (if necessary):

Trading Symbol: _____

Exact title and class of securities outstanding: _____

CUSIP: _____

Par or Stated Value: _____

Total shares authorized: _____ as of: _____

Total shares outstanding: _____ as of: _____

Transfer Agent

Name: Interstate Transfer Company

Address 1: 1671 Roycroft PL, Suite C , Salt Lake City UT 84124

Address 2: _____

Address 3: _____

Phone: (385)2430989

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:

39,351,802 are restricted securities under SEC Rule 144

4) Issuance History

The following shares were issued to TINA during the two-year periods ending December 31, 2015 and December 31, 2016 and during the three quarters ending September 30, 2017. The shares were issued under the terms of the TINA Agreement described above.

Date

May 7, 2015 October 19, 2015 March 8, 2016 March 24, 2016 April 5, 2016 May 13, 2016 November 30, 2016
November 30, 2016 May 1, 2017 May 25, 2017

Number Shares

1,168,000 1,624,448 400,000 265,488 7,000,000 785,200 1,153,846 1,366,846 1,014,236 100,000

Price per share

\$0.25 \$0.25 \$0.25 \$0.25 * \$0.20 \$0.25 ** \$0.25 \$0.25

* This included 4,069,767 shares issued upon partial exercise of a warrant to purchase 7,000,000 shares at \$0.15 per share and the issuance of 2,930,233 shares upon the cashless exercise of the remaining portion of that warrant.

** These shares were issued upon the cashless exercise of portion of a warrant to purchase shares at \$0.20 per share.

The Company has granted to its employees and directors options to purchase a total of 7,028,000 shares. During the two-year period ending December 31, 2016 HEC issued 380,952 shares to Mr. Blach upon his exercise of vested options at \$0.21 per share.

Restricted securities under SEC Rule 144

5) Financial Statements

Balance from Annual Report 2017 should be published separately

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) HEC has two wholly owned subsidiaries, Hydrogen Engine Center, Inc. an Iowa Corporation (“HECI”) and HEC-TINA. HECI ceased conducting business operations on or about December 31, 2014, when the company moved operations to Greeneville, TN.

HEC began operations in 2005 and ended active operations at the end December 2014. During this period HECI produced spark-ignited internal combustion engines (ICE) fueled by gaseous fuels, including hydrogen, natural gas and propane. These ICEs were coupled to electric generators producing AC or DC electric power at frequency and voltage under the category of “ultra-light emission systems”.

Date and State (or Jurisdiction) of Incorporation: August 30, 2000 (Nevada) under name Green Mt.Labs, Inc and on August 2005 the name changed to Hydrogen Engine Center Inc

the issuer’s primary and secondary SIC Codes: Primary 3510

the issuer’s fiscal year end date: End December 31

Principal products or services, and their markets; HEC is focused on distributed energy systems for underserved areas of the world, HEC-TINA could provide reliable energy in areas far from large-scale electric grids or where electricity costs are high. Our technologies convert excess renewable electricity into stored hydrogen. Stored hydrogen can be used “on demand” as a fuel for an engine generator set at a later time. This provides electricity when renewable sources such as wind or solar may not be available, (for example, nighttime, cloudy, or windless days). Our integrated Power Module provides for the energy needs of customers in remote areas without access to commercial electricity.

HEC-TINA has focused on the Association of Southeast Asian Nations (“ASEAN”), as one of the most promising customers of our distributed energy systems. SEAN’s eleven member countries have a combined population of approximately 625 million people. If ASEAN were a single entity, it would rank as the sixth largest economy in the world.

7) Issuer’s Facilities

The HEC-TINA industrial facilities are located at 203 Old Wilson Hill Road, Greeneville, Tennessee. The facilities consist of three buildings with a total area of 42,000 square feet on 5.92 acres. Presently we utilize one of the buildings with 12,000 square feet and plan to lease the other two buildings for approximately \$15.00 per square feet plus utilities to cover our own utilities and the current \$2,200 monthly interest payment on the loan incurred for the purchase of the building. The sale of the Building is contemplated offering to the buyer a lease back agreement.

8) Officers, Directors, and Control Persons

The following table sets forth the security and beneficial ownership for each class of equity securities of HEC for any person who is known to be the beneficial owner of more than five percent (5%) of HEC and for all officers and directors of HEC as of September 30, 2017. Except described below, the security ownership of each of the above beneficial owners is also the owner of record for the like number of shares.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class ⁹
Common	Theodore G. Hollinger 215 Appian Way Greeneville TN 37745	15,206,772 ¹	29.14%
Common	William A. Ayres 1621 Industrial Road Unit B Greeneville TN 37745	982,421 ²	1.91%
Common	Gerald D. Schaub & Carol J. Schaub 3229 Stone Court Marin IA 52302	966,667 ³	1.88%
Common	Gary L. Gunderson and Diana M. Gunderson 180 Highway 51 Postville, IA 52162	3,009,436	5.95%
Common	Allen Jones 1621 Industrial Road Unit B Greeneville TN 37745	200,000 ⁴	*
Common	TINA Energy Systems C/Alcala nº59-5 Madrid 28014 Spain	18,903,136 ^{5,9}	35.56%
Common	Victor Cordell 2423 Northwest Awbry Road Bend, OR 97701	100,000 ⁶	*
Common	Pedro Blach Apart. 13A Devonshire St Cable Beach New Providence Bahamas	800,000 ^{7,9}	1.57%

* Less than 1%

1. Includes 38,505 shares held by Mr. Hollinger's wife and currently exercisable options to purchase 1,600,000 shares for \$0.11 per share. Mr. Hollinger holds options to purchase another 400,000 shares for \$0.11 per share, which will become exercisable March 18, 2018.
2. Includes 2,500 shares owned jointly by William A. Ayres and Patricia L. Ayres as well as currently exercisable options to purchase 800,000 shares for \$0.11 per share. Mr. Ayres holds options to purchase another 200,000 shares for \$0.11 per share, which will become exercisable March 18, 2018.
3. Includes currently exercisable options to purchase 800,000 shares for \$0.11 per share. Mr. Schaub holds options to purchase another 200,000 shares for \$0.11 per share, which will become exercisable March 18, 2018.

4. Includes options to purchase 200,000 shares for \$0.17 per share, 100,000 of which are currently exercisable and 100,000 of which will become exercisable October 29, 2017. Mr. Jones holds options to purchase another 200,000 shares for \$0.17 per share 100,00 of which will become exercisable on October 29, 2018 and October 29, 2019. Mr. Jones resigned from the Board and as an officer of HEC in October 2017
5. Includes the agreement to purchase an additional 565,185 shares at \$0.25 per share under the terms of a Stock Purchase Agreement dated November 30, 2016. See Note #9 below.
6. Comprised of options to purchase shares of common stock at \$0.20 per share. Mr. Cordell holds options to purchase another 300,000 shares at \$0.20 per share, which will become exercisable annually in increments of 100,000 on June 1, 2018, 2019, and 2020. Mr. Cordell resigned from the Board in October 2017
7. Includes options to purchase shares of common stock at \$0.21 per share. Mr. Blach holds options to purchase another 1,200,000 shares at \$0.21 per share which will become exercisable annually in increments of 400,000 on March 9, 2018, 2019, and 2020. See Note #9 below.
8. Applicable percentages of ownership are based on 50,580,471 shares of Common Stock outstanding as of August 8, 2017. For each shareholder holding exercisable options (or options exercisable within 60 days), or under an agreement to purchase shares, the percentage of ownership has been calculated assuming that such options have been exercised and such shares have been purchased.
9. Mr. Blach is an affiliate of TINA Energy Systems. The combined holdings of Mr. Blach and TINA Energy Systems, including the exercisable options and the agreement to purchase shares as described above, total 19,683,136 shares, or 38.17%.

Legal/Disciplinary History.

None of the officers, directors, promoters or control persons of HEC have been involved in the past five (5) years in any of the following:

- (1) Conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding excluding traffic violations and minor offenses);
- (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 bank activities;
- (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
- (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.

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:

ITEM 9. Third Party Providers

Legal Counsel

Davis Brown Law Firm
215 10th St.
Suite 1300
Des Moines, IA 50309
515-288-2500
<http://www.davisbrownlaw.com.com>

Accountants

Craine, Thompson & Jones, P.C.
225 W First North St
Morristown, TN 37814
423-586-7650
www.ctandj.net

Auditors

Rodefer Moss & Co, PLLC
608 Mabry Hood Road | Knoxville, TN 37932
865.684.1956 Direct 865.583.0091 Office
<http://www.rodefermoss.com>

Investor Relations

Jerry Schuab
3229 Stone Court
Marin IA 52302
319-540-2383

Consultant

None

10) Issuer Certification

I, William A. Ayres certify that:

1. I have reviewed this disclosure statement of Hydrogen Engine Center, Inc., a Nevada corporation.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which the statements were made, not misleading with respect to the period covered by this disclosure statement.

Dated: January 8, 2018

Signature: 
William A Ayres (Jan 7, 2018)

Email: waayres@gmail.com
William A. Ayres

President, and CEO, as to items 1 & 2 above

I, Pedro Blach certify that:

1. I have reviewed this disclosure statement of Hydrogen Engine Center, Inc., a Nevada corporation.
2. 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.

Dated: January 8, 2018


Pedro Blach

Chief Financial Officer

Signature:

Email: waayres@mac.com