

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: **December 31, 2013**

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number: **333-155059**

AMERILITHIUM CORP

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

61-16014254

(I.R.S. Employer
Identification No.)

**480 Forest Avenue Suite 1
Locust Valley, NY 11560**

(Address of principal executive offices)

**871 Coronado Center Dr., Suite 200
Henderson, NV 89052**

(Former Address of principal executive offices)

(702) 583-7790

(Registrant's telephone number, including area code)

Securities registered under Section 12(b) of the Exchange Act: **None**

Securities registered under Section 12(g) of the Exchange Act: **Common Stock, par value \$0.001 per share**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.:

Large accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input type="checkbox"/>
Accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant on June 28, 2013, based on a closing price of \$0.0052 was \$851,524. As of April 25, 2014, the registrant had 424,821,047 shares of its common stock, par value \$0.001 per share, outstanding.

Documents Incorporated By Reference: **None** .

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Included in this Annual Report on Form 10-K are “forward-looking” statements, as well as historical information. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that the expectations reflected in these forward-looking statements will prove to be correct. Our actual results could differ materially from those anticipated in forward-looking statements as a result of certain factors, including matters described in the section titled “Risk Factors.” Forward-looking statements include those that use forward-looking terminology, such as the words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “project,” “plan,” “will,” “shall,” “should,” and similar expressions, including when used in the negative. Although we believe that the expectations reflected in these forward-looking statements are reasonable and achievable, these statements involve risks and uncertainties and we cannot assure you that actual results will be consistent with these forward-looking statements. Important factors that could cause our actual results, performance or achievements to differ from these forward-looking statements include the following:

- 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 in our business and growth strategy;
- changes or developments in laws, regulations or taxes in the entertainment industry;
- actions taken or not taken by third-parties, including our contractors and competitors;
- the availability of additional capital; and
- other factors discussed under the section entitled “Risk Factors” or elsewhere in this Annual Report.

All forward-looking statements attributable to us are expressly qualified in their entirety by these and other factors. We undertake no obligation to update or revise these forward-looking statements, whether to reflect events or circumstances after the date initially filed or published, to reflect the occurrence of unanticipated events or otherwise unless required by applicable law.

PART I

Item 1. Business.

Corporate History

We are a mineral exploration company. We intend to pursue an exploration program to continue the exploration and development of the mineral claims described below with a view to establish sufficient mineral-bearing reserves.

We have not earned any revenues to date. We do not anticipate earning revenues until such time as we enter into commercial production of our mineral properties. We are presently in the exploration stage of our business and we can provide no assurance that commercially viable mineral deposits exist on our mineral claims or that we will discover commercially exploitable levels of mineral resources on our properties, or if such deposits are discovered, that we will enter into further substantial exploration programs. Further exploration is required before a final evaluation as to the economic and legal feasibility is required to determine whether our mineral claims possess commercially exploitable mineral deposits.

On February 18, 2010, our articles of incorporation were amended to change the name of the corporation from “Kodiak International, Inc.” to “Amerilithium Corp.” as well as increase our authorized common shares to 150,000,000. On January 31, 2013 we amended our articles of incorporation to increase authorized common shares from 150,000,000 to 500,000,000 and authorized 10,000,000 shares, par value \$0.001 per share, of “blank-check” preferred stock. On June 24, 2013, Amerilithium Corp. (the “Corporation”) filed a certificate of designations, rights and preferences (the “Certificate of Designation”) with the Secretary of State of the State of Nevada pursuant to which the Corporation set forth the designation, powers, rights, privileges, preferences and restrictions of the Series A Preferred Stock. Among other things, each one (1) share of the Series A Preferred shall have voting rights equal to (x) 0.019607 multiplied by the total issued and outstanding shares of Common Stock eligible to vote at the time of the respective vote (the “Numerator”), divided by (y) 0.49, minus (z) the Numerator. For purposes of illustration only, if the total issued and outstanding shares of Common Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of one share of the Series A Preferred shall be equal to $102,036 (0.019607 \times 5,000,000) / 0.49 - (0.019607 \times 5,000,000) = 102,036$. On April 7, 2014, we amended our articles of incorporation to increase authorized common shares from 500,000,000 to 1,000,000,000

Clayton Deep & Full Monty Acquisition

On April 26, 2010, we entered into a property purchase agreement with Nevada Alaska Mining Company, Inc., Robert Craig, Barbara Anne Craig and Elizabeth Dickman. The properties include Clayton Deep, which is comprised of 5,280 acres and Full Monty, which is comprised of 5,280 acres. Pursuant to the agreement, the sellers sold a 100% interest in certain mining claims located in the State of Nevada.

In consideration of the purchase, we paid a total of \$125,000 and issued 400,000 common shares. Additionally, we granted a 2% Net Smelter Royalty (“NSR”) to the sellers, whereby 1% of the NSR is subject to buyback at any time by the Company for \$500,000.

Clayton Deep and Full Monty properties have been physically examined by a Registered Civil Engineer. Our Chief Executive Officer and Chief Geologist have visited both Clayton Deep and Full Monty on numerous times during the period from June 17, 2010 to April 15, 2013.

On July 27, 2011, we entered into a geophysical service agreement with Magee Geophysical Services LLC Contractor. Magee agreed to conduct a gravity survey over Clayton Deep during the approximate period of August 2011. The gravity survey is expected to take a maximum of eight chargeable days including mobilization and demobilization. The gravity surveys on both Clayton Deep and Full Monty were completed during the months of August 2011 and September 2011.

On September 23, 2011, we entered into a property purchase agreement with Nevada Alaska Mining Company, Inc., Robert Craig, Barbara Anne Craig and Elizabeth Dickman. The property is an extension to Clayton Deep, which is comprised of 1,360 acres. Pursuant to the agreement, the sellers sold a 100% interest in certain mining claims located in the State of Nevada.

Pursuant to the terms of the purchase agreement, the Company agreed to: (i) issue an aggregate of 200,000 shares of the Company's common stock to the sellers; (ii) pay a cash price of \$6,000; (iii) grant a 2% Net Smelter Royalty (NSR) to the sellers whereby 1% of the NSR is subject to buyback at any time by the Company for \$500,000.

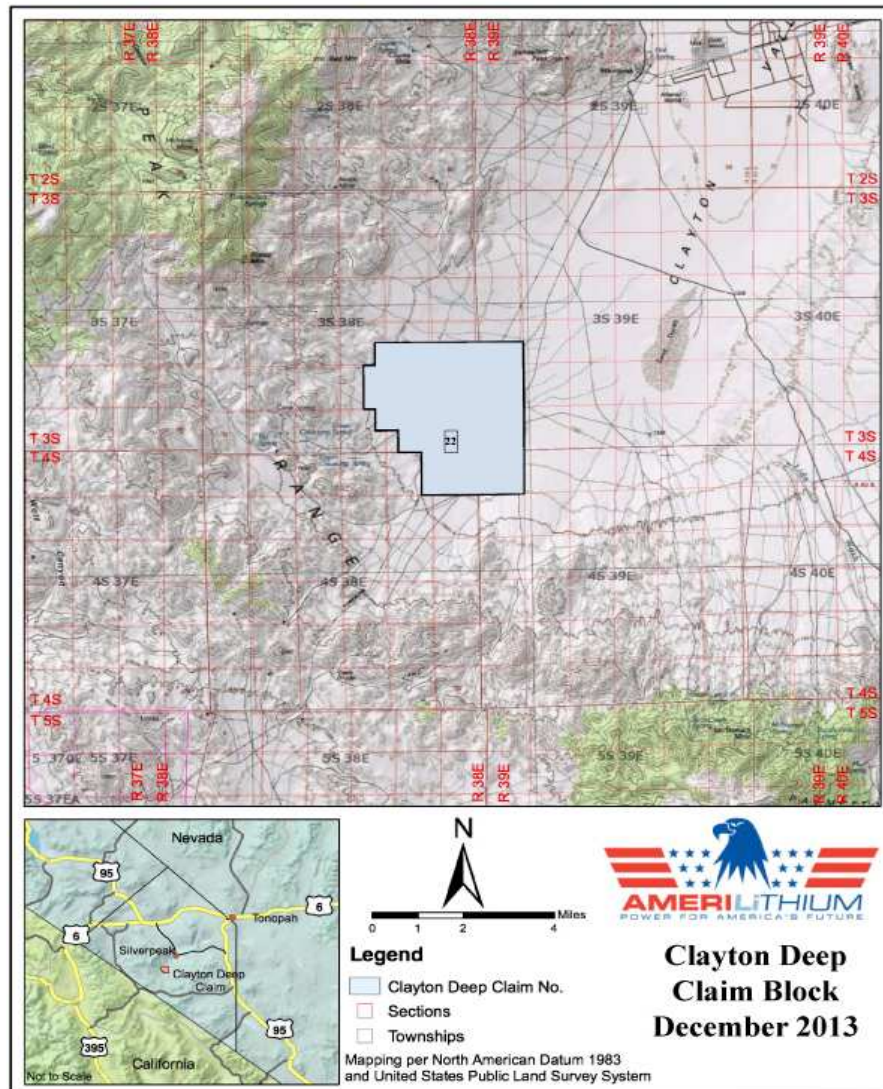
On October 26, 2011, the registrant entered into a geophysical services agreement with Zonge International, Inc. to conduct a CSMAT survey relating to the registrant's Clayton Deep and Full Monty Properties, Nevada, USA. These surveys were completed during the months of November 2011, and December 2011.

On September 1, 2012, We reduced the size number of claims held with the BLM for Full Monty. Full Monty is now comprised of 6 claims, totaling 480 Acres.

On September 3, 2013, We reduced the number of claims held with the BLM for Full Monty and Clayton Deep. Full Monty is currently comprised of 5 claims, totaling 400 Acres and Clayton Deep is comprised of 1 Claim totaling 80 Acres.

Clayton Deep covers a total area of 80 acres (0.125 square miles) in the southern part of Clayton Valley, Esmeralda County, Nevada, USA.

The following is a small-scale map showing the location and access to our Clayton Deep property:

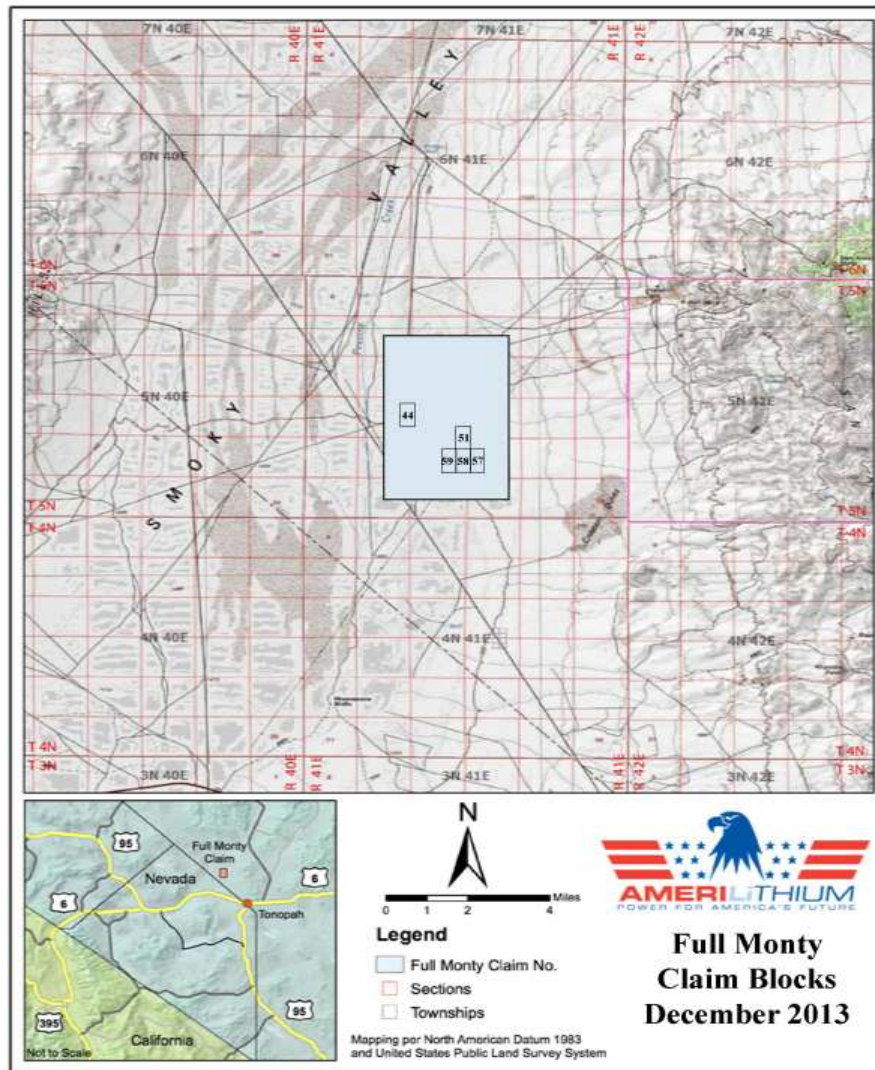


The project currently consists of 1 unpatented federal placer mining claim, granted by the United States Department of the Interior, Bureau of Land Management, Reno, Nevada. The initial 66 claims were fully recorded April 30, 2010 with the US Bureau of Land Management, Reno, Nevada. Named CD1 thru CD66, and assigned the Serial Numbers NMC 1022861-1022926. The additional 17 claims were recorded September 7, 2011, with the US Bureau of Land Management, Reno, Nevada. Named CD67 thru CD83, and assigned the Serial Numbers NMC 1053833-1053849.

We currently hold Claim number CD22, in accordance with USA mining regulations, the Clayton Deep unpatented federal placer mining claims are in good standing until September 1, 2014. Thereafter, a maintenance fee currently of \$560, must be paid annually by September 1st along with a "Notice of Intent to Hold." The fees for 2013 until 2014 have been paid in full. We are responsible for meeting the conditions above.

Full Monty covers a total area of 400 acres (0.625 square miles) in Nye County, Nevada, USA. The claims are approximately 25 miles north of Clayton Valley, Esmeralda County, Nevada, USA. The project currently consists of 5 unpatented federal placer mining claims, granted by the United States Department of the Interior, Bureau of Land Management, Reno, Nevada. The initial claims were fully recorded April 30, 2010 with the US Bureau of Land Management, Reno, Nevada. Named FM26, 27, 44, 45, 57 and 58, and assigned the Serial Numbers NMC 1022952, 1022953, 1022970, 1022971, 1022983 and 1022984.

The following is a small-scale map showing the location and access to our Full Monty property:



We currently hold Claim numbers FM44, FM51, FM57, FM58 and FM59, in accordance with USA mining regulations, the Full Monty unpatented federal placer mining claims are in good standing until September 1, 2014. Thereafter, a maintenance fee, currently \$2,800 must be paid annually by September 1st along with a "Notice of Intent to Hold." The fees for 2013 until 2014 have been paid in full. We are responsible for meeting the conditions above.

Clayton Deep is located in the southern part of the Clayton Valley, Nevada, USA and is approximately 45 miles from Tonopah, Nevada, USA. The property is easily accessible by car from Reno and Las Vegas, Nevada, USA along US Highway 95. Tonopah is also serviced by its own Airport.

Full Monty is located approximately 7 miles North West of Tonopah, Nevada, USA. The property is easily accessible by car from both Reno and Las Vegas, Nevada, USA along US Highway 95. Tonopah is also serviced by its own Airport.

Clayton Deep and Full Monty Claims provide surface access and mineral rights, with the exception of claim FM 58, which we currently hold only mineral rights.

Rock formations and mineralization

Clayton Deep

The Clayton Valley-Montezuma Range is underlain by a thick body of tuffaceous sediments, ranging from upper Miocene to Pliocene in age. The volcanic sequence has been named the Esmeralda formation and consists of approximately 15,000 feet of lacustrine volcanic sediments which include poorly sorted conglomerates and sandstones, limestone, mudstones and tuffaceous units. Fossils suggest a relatively fresh environment of deposition.

Full Monty

Rocks immediately underlying the Full Monty property consist of a thick sequence of layered and interbedded Quaternary alluvium that was derived from the metamorphic and igneous complex that comprises the surrounding highlands. A portion of the property is occupied by a playa in which evaporites have accumulated. The thickness and nature of the sediments and playa deposits is currently unknown owing to the lack of exploration in this area.

The Full Monty claim block is situated over the intersection of the Montezuma and Big Smoky Valley structural lineaments within the northwest-southeast trending Walker Lane structural belt. The gravity low which characterizes the intersection of the two structural lineaments was identified by the United States Geological Survey during its gravity surveys of Nevada (USGS Open-File Report 80-611, 1980). Gravity lows such as the Full Monty Gravity Low are thought to be traps for lithium-bearing groundwater.

The Full Monty claims are located just west of the Hall Molybdenum Mine, a Climax-type deposit associated with a large, multi-stage Cretaceous quartz monzonite porphyry stock that was intruded into Devonian to Triassic metasediments. The Hall porphyry is anomalous in lithium with a high geothermal gradient and may have been the source of lithium in sediments and groundwater in the vicinity of the Full Monty property. Groundwater enriched in lithium and other alkali metals may be sequestered in one or more favorable aquifer units occupying the Full Monty Gravity Low.

Post-Cretaceous Basin and Range faulting has tilted and displaced rocks in the area forming the existing topographic and geomorphic features.

To date we have completed the following work on the Clayton Deep property:

- Geophysics - Gravity Survey; and
- Geophysics - CSAMT/MT Survey (Controlled Source Audio Magnetotellurics/Magnetotellurics).

To date we have completed the following work on the Full Monty property:

- Geophysics - Gravity Survey; and

- Geophysics - CSAMT/MT Survey (Controlled Source Audio Magnetotellurics/Magnetotellurics).

We are currently in the process of developing a drilling program for both Clayton Deep and Full Monty Assets. From the results and recommendations outlined in the CSAMT reports for both Clayton Deep and Full Monty, we have a preliminary cost in the region of \$400,000 USD.

Water and grid-supplied electricity are available either on site or in close proximity. This property is currently without known reserves and the proposed property is exploratory in nature.

Jackson Wash Acquisition

On September 23, 2011, we entered into a property purchase agreement with Robert Craig and Barbara Anne Craig. Jackson Wash is comprised of 2,450 acres, 65 unpatented federal placer mining claims. Pursuant to the agreement, the sellers sold a 100% interest in certain mining claims located in the State of Nevada.

In consideration of the purchase, we issued 400,000 common shares. Additionally, we granted a 2% Net Smelter Royalty (“NSR”) to the sellers, whereby 1% of the NSR is subject to buyback at any time by the Company for \$500,000.

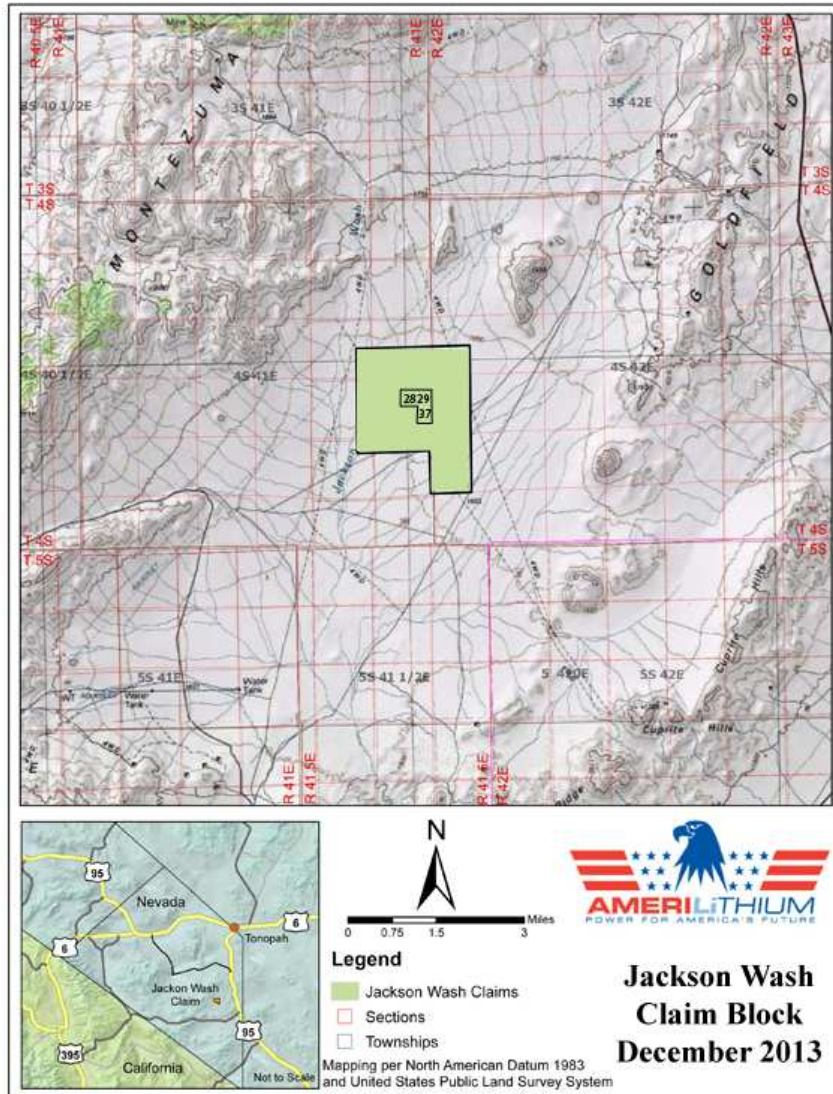
Jackson Wash has been physically examined by a Registered Civil Engineer. Our Chief Executive Officer and Chief Geologist have visited Jackson Wash on numerous times during the period from October 2011 to April 15, 2013.

On October 11, 2011, we extended a geophysical service agreement with Magee Geophysical Services LLC Contractor. Magee agreed to conduct a gravity survey over Jackson Wash during the approximate period of October 2011. The gravity survey is expected to take a maximum of eight chargeable days including mobilization and demobilization. The gravity survey on Jackson Wash was completed during the month of October 2011.

On December 4, 2011, the registrant extended a geophysical services agreement with Zonge International, Inc. To conduct a CSAMT survey relating to the registrant’s Jackson Wash Property, Nevada, USA. The survey was completed during the month of December 2011.

The Jackson Wash property covers an approximate area of 120 acres (0.1875 square miles) in, Esmeralda County, Nevada, USA.

The following is a small-scale map showing the location and access to our Jackson Wash property:



The project consists of 3 unpatented federal placer mining claims, granted by the United States Department of the Interior, Bureau of Land Management, Reno, Nevada.

The 65 original claims were recorded September 1, 2011, with the US Bureau of Land Management, Reno, Nevada. Named JAC 1 thru 56, 62 thru 64, 70 thru 72, and 78 thru 80.

In accordance with USA mining regulations, the Jackson Wash unpatented federal placer mining claims are in good standing until September 1, 2014. Thereafter, a maintenance fee, currently of \$840 must be paid annually by September 1st along with a "Notice of Intent to Hold." The fees for 2013 until 2014 have been paid in full. We are responsible for meeting the conditions above.

Rock formations and mineralization

The Jackson Wash Basin area's geology is characterized by rocks and sediments typical of Basin and Range terrain. The surface of Jackson Wash Basin is composed of Quaternary alluvial deposits derived from rocks in the surround ranges by erosion and mass wasting.

The Montezuma Range to the north and west, the Goldfield Hills on the east, and Mount Jackson Ridge to the south, are composed of Paleozoic sedimentary rocks, Tertiary volcanic deposits, and intrusive bodies. Jackson Wash flows through the middle of the property and drains a large section of the southeastern slopes of the Montezuma Range.

A large scale US Geological Survey (USGS) gravity survey found a distinct gravity low (-205 milligals) in the center of the Jackson Wash Basin. This gravity low is probably filled by a thick sequence of sediments that accumulated over about the past 20 million years during the erosion of the surrounding volcanic mountain ranges and the tectonic events that resulted in the formation of the closed basins characteristic of the Great Basin.

Sources of lithium in the basin could be certain lithium-rich lithologic units within a sedimentary sequence similar to nearby Clayton Valley, as described by Kunasz. The source of this lithium could be, as suggested by Price, et al, the devitrification of rhyolitic vitrophyres of the adjacent Montezuma Range, which are some of the most lithium-rich rocks in the world.

Deposition of lithium into Jackson Wash Basin may have been the result of direct mass wasting of these volcanic rocks into the valley, or by dissolution and transport of lithium by surface and groundwater, or some combination of these processes. The Jackson Wash Basin gravity anomaly is likely associated with the Basin and Range structure that developed during the formation of the Silver Peak Range-Montezuma Range complex within the Walker Lane deformation belt. Albers and Stewart also suggested that the Jackson Wash valley contained one or more large north-trending fault structures.

These inferred structures may be buried Basin and Range faults. Bedrock in the surrounding ridges and mountain ranges reveal evidence of thrust faults, high-angle strike slip faults, and high-angle dip slip faults.⁶ Many of these fractures are largely or entirely concealed by the post-fault sedimentary formations of Jackson Wash Basin. To date we have completed the following work on the Jackson Wash property:

- Geophysics - Gravity Survey; and
- Geophysics - CSAMT/MT Survey (Controlled Source Audio Magnetotellurics/Magnetotellurics).

We are currently in the process of developing a drilling program for our Jackson Wash property. From the results and recommendations outlined in the CSAMT reports, we have a preliminary cost in the region of \$250,000 USD.

Water and grid-supplied electricity are available either on site or in close proximity. This property is currently without known reserves and the proposed property is exploratory in nature.

On March 22, 2010, we entered into an asset purchase agreement with Power Mining Ventures, Inc. Pursuant to the agreement, Power Mining sold a 100% net revenue interest in certain mineral lease interests for the exploration of minerals in three lithium brine projects located in southwestern Australia. Additionally, Power Mining pledged a 2% Net Smelter Return Royalty on the property to a third party. 1% of which can be purchased for \$1,000,000. The NSR will be payable upon commencement of commercial production, at which time a more formal agreement concerning NSR will be entered into. We issued 2,400,000 restricted common shares for the lease interests.

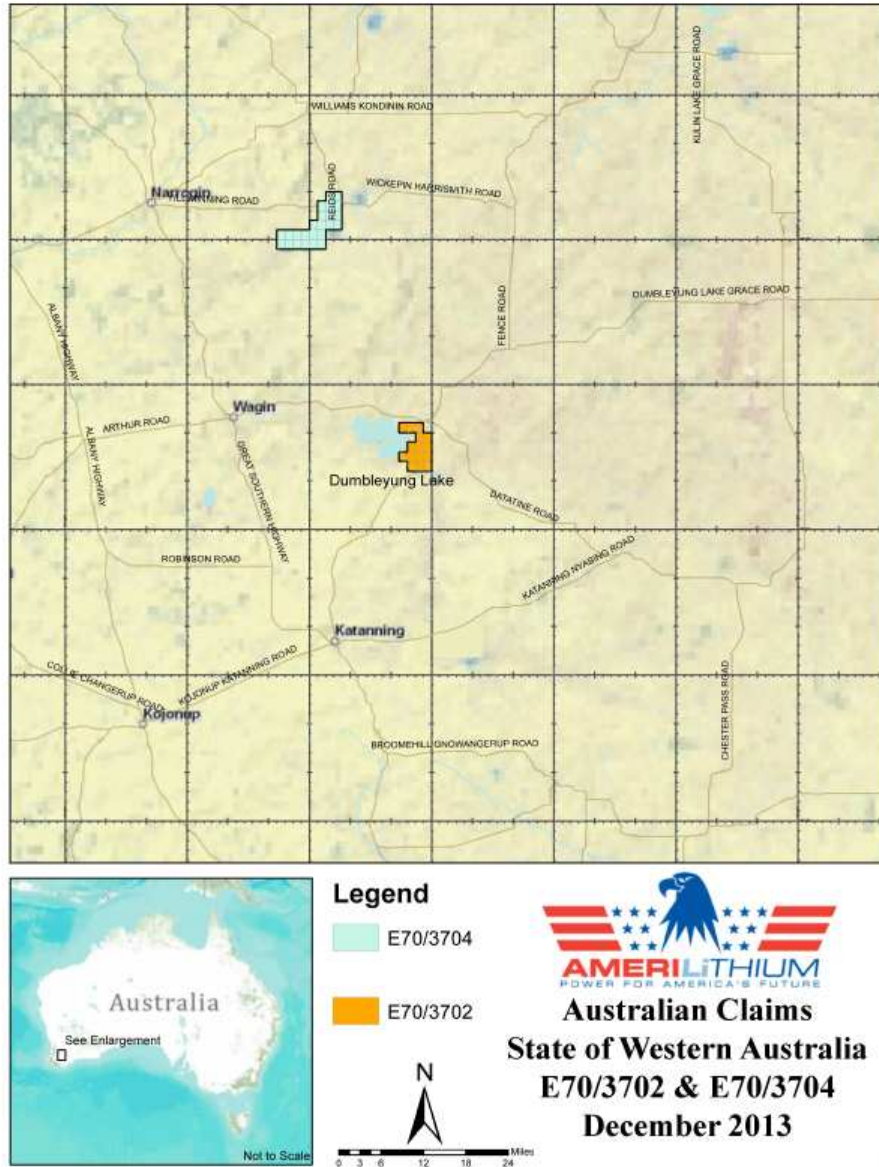
Bare Rocks, Hoffman Hills & Normans Lake Properties have been physically examined by a qualified geologist. Bare Rocks, Hoffman Hills & Normans Lake Properties were visited by our Chief Executive Officer and Chief Geologist during the period of March 5, 2013 to March 7, 2013.

Bare Rocks, Hoffman Hills & Normans Lake Properties cover an area of approximately 43,000 Acres (67 square miles) in Western Australia, close to the town of Wagin, Australia. The projects total 55 graticule blocks.

On October 31, 2013 The Company filed a surrender report on Hoffman Hills for the period April 19, 2011 to July 18, 2013 with the Department of Mines & Petroleum

The project now comprises of Bare Rocks, & Normans Lake Properties covering an area of approximately 30,420 Acres (47.5 square miles) in Western Australia, close to the town of Wagin, Australia. The projects total 39 graticule blocks.

The following is a small-scale map showing the location and access to Bare Rocks, Hoffman Hills and Normans Lake:



The Bare Rocks license is valid until April 18, 2016, and has a yearly rental of approximately \$1,816, due on April 18, every year. This license has an annual commitment of \$20,000 AUD.

Normans Lake Project Exploration license is valid until May 24, 2016 and has a yearly rental of \$2,724 AUD, due on the May 24, every year. This license has an annual commitment of \$24,000 AUD.

As of December 31, 2013 the Company is currently up to date with meeting all current annual commitments.

We currently hold exploration licenses. The holder of an exploration license may in accordance with the license conditions, extract or disturb up to 1,000 tonnes of material from the ground, including overburden, and the minister may approve extraction of larger tonnages.

In order to mine economic quantities of lithium, we must obtain a mining lease. The lessee of a mining lease may work and mine the land, take and remove minerals and do all things necessary to effectually carry out mining

operations in, on or under the land, subject to conditions of title. The term of a mining lease is 21 years and may be renewed for further terms. Section 67(1) of the Mining Act gives the holder of an exploration tenement an automatic right to apply for, and have granted, a mining lease, or mining leases, within the area of that exploration tenement. We are responsible for meeting the conditions.

Bare Rocks & Normans Lake Projects are located in Western Australia, close to the town of Wagin, Australia. Wagin is accessible by state route 120 and 107, and is approximately 165 miles from Perth by road.

Rock formations and mineralization

Our projects are situated within the South West Mineral Field of Western Australia. This region includes the Wagin-Dumbleyung salt lake system which has been shown to occur at the western confluence of a very extensive surface drainage catchment area. The catchment drains an area of extensive Archaean granite of the Yilgarn Craton where the lithium may have originated from dissolution of lithium-bearing minerals occurring in trace amounts in the granitic bedrock. The three separate properties - Bear Rock, Hoffmans Hill, and Norman's Lake - within the Wagin-Dumbleyung system exhibit similar characteristics and anomalous lithium concentrations.

As of April 1st, 2013, the Company has completed preliminary geophysical studies and sampling of the properties and is finalizing an initial drill program. At this time, we have estimated costs for this project of \$150,000.

This property is currently without known reserves and the proposed program is exploratory in nature. There can be no assurance that the properties will result in significant revenues.

Competition

Metal prices may be unstable. The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of a mineral resource are discovered, a profitable market will exist for the sale of it. Factors beyond our control may affect the marketability of any substances discovered. The price of various metals has experienced significant movements over short periods of time, and is affected by numerous factors beyond our control, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of and demand for metals are affected by various factors, including political events, economic conditions and production costs in major producing regions. There can be no assurance that the price of any metal will be such that our properties can be mined at a profit.

Government Regulations

Domestic mineral exploration operations are subject to extensive federal regulation and, with respect to federal leases, to interruption or termination by governmental authorities on account of environmental and other considerations. The trend towards stricter standards in environmental legislation and regulation could increase our costs and others in the industry. Mineral lessees are subject to liability for the costs of clean-up of pollution resulting from a lessee's operations, and may also be subject to liability for pollution damages. We intend to obtain insurance against costs of clean-up operations, but we have no such insurance at this time and it is unlikely that we will be able to fully insure against all such risks.

A serious incident of pollution may also result in the Department of the Interior requiring lessees under federal leases to suspend or cease operation in the affected area.

Employees

We have no employees other than our Interim Chief Executive Officer. For the foreseeable future, we intend to use the services of independent consultants and contractors to perform various professional services, including reservoir engineering, land, legal, environmental and tax services.

Where You Can Find More Information

Our website address is www.amerilithium.com. We do not intend our website address to be an active link or to otherwise incorporate by reference the contents of the website into this Report. The public may read and copy any materials the Company files with the U.S. Securities and Exchange Commission (the "SEC") at the SEC's Public

Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0030. The SEC maintains an Internet website (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

Item 1A. Risk Factors.

Risks Relating to Our Business

NONE OF THE PROPERTIES IN WHICH WE HAVE AN INTEREST OR THE RIGHT TO EARN AN INTEREST HAS ANY KNOWN RESERVES.

None of the properties in which we have an interest or the right to earn an interest has any reserves. To date, we have engaged in only limited preliminary exploration activities on the properties. Accordingly, in which we do not have sufficient information upon which to assess the ultimate success of our exploration efforts. If we do not establish reserves, we may be required to curtail or suspend our operations, in which case the market value of our common stock may decline, and you may lose all or a portion of your investment.

OUR CURRENT CASH WILL NOT BE SUFFICIENT TO FUND OUR BUSINESS AS CURRENTLY PLANNED FOR THE NEXT 12 MONTHS. WE WILL NEED ADDITIONAL FUNDING, EITHER THROUGH EQUITY OR DEBT FINANCINGS OR PARTNERING ARRANGEMENTS, THAT COULD NEGATIVELY AFFECT US AND OUR STOCK PRICE.

We will need significant additional funds to continue operations, which we may not be able to obtain. We estimate that we must raise approximately \$1.0 million over the next 12 months to fund our anticipated capital requirements and obligations, there is no assurance that any funds will be available when needed for our operations.

We have historically satisfied our working capital requirements through the private issuances of equity securities and convertible notes. We will continue to seek additional funds through such channels and from collaboration and other arrangements with corporate partners. However, we may not be able to obtain adequate funds when needed or funding that is on terms acceptable to us. If we fail to obtain sufficient funds, we may need to delay, scale back or terminate some or all of our mining exploration programs.

WE ARE AN EXPLORATION STAGE COMPANY, AND BASED ON OUR NEGATIVE CASH FLOWS FROM OPERATING ACTIVITIES THERE IS UNCERTAINTY AS TO OUR ABILITY TO CONTINUE AS A GOING CONCERN, AS NOTED BY OUR AUDITORS.

From inception, we have generated no revenues and have experienced negative cash flows from operating losses. We anticipate continuing to incur such operating losses and negative cash flows for the foreseeable future, and to accumulate increasing deficits as we increase our expenditures for exploration and mining of minerals, infrastructure, research and development and general corporate purposes. Any increases in our operating expenses will require us to achieve significant revenue before we can attain profitability.

Our history of operating losses and negative cash flows from operating activities will result in our continued dependence on external financing arrangements. In the event that we are unable to achieve or sustain profitability or are otherwise unable to secure additional external financing, we may not be able to meet our obligations as they come due, raising substantial doubts as to our ability to continue as a going concern. Any such inability to continue as a going concern may result in our security holders losing their entire investment. There is no guaranty that we will generate revenues or secure additional external financing. Our financial statements, which have been prepared in accordance with United States Generally Accepted Accounting Principles, contemplate that we will continue as a going concern and do not contain any adjustments that might result if we were unable to continue as a going concern. Changes in our operating plans, our existing and anticipated working capital needs, the acceleration or modification of our expansion plans, lower than anticipated revenues, increased expenses, potential acquisitions or other events will all affect our ability to continue as a going concern.

The report of independent auditors of our consolidated financial statements dated April 24, 2014 contains an explanatory paragraph which note our recurring operating losses since inception and our lack of capital, and that these conditions give rise to substantial doubt about our ability to continue as a going concern. In the event that we

are unable to successfully achieve future profitable operations and obtain additional sources of financing to sustain our operations, we may be unable to continue as a going concern.

WE HAVE A HISTORY OF OPERATING LOSSES AND WE ANTICIPATE FUTURE LOSSES.

We have not generated any revenues to date. We incurred losses of approximately \$6,049,455 and \$3,532,961 respectively, for the fiscal years ended December 31, 2013 and 2012. We have accumulated losses since inception of approximately \$11,844,047. We anticipate that losses will continue until such time when revenue from operations is sufficient to offset our operating costs, if ever. If we are unable to increase our revenues or to increase them significantly enough to cover our costs, our financial condition will worsen and you could lose some or all of your investment.

BECAUSE WE DO NOT HAVE SUFFICIENT CAPITAL WE HAVE LIMITED OUR EXPLORATION ACTIVITY, WHICH MAY RESULT IN A LOSS OF YOUR INVESTMENT.

Because we are small and do not have excess capital, we have limited our exploration activity. As such, we may not be able to complete exploration programs as planned. In that event, an existing ore body may go undiscovered. Without an ore body, we cannot generate revenues, in which case, you may lose your entire investment.

BECAUSE OF THE SPECULATIVE NATURE OF MINERAL PROPERTY EXPLORATION, THERE IS SUBSTANTIAL RISK THAT NO COMMERCIALY EXPLOITABLE MINERALS WILL BE FOUND AND OUR BUSINESS WILL FAIL.

Exploration for minerals is a speculative venture involving substantial risk. We cannot provide investors with any assurance that our claims and properties contain commercially exploitable reserves. The exploration work that we intend to conduct on our claims or properties may not result in the discovery of commercial quantities of minerals. Problems such as unusual and unexpected rock formations and other conditions are involved in mineral exploration and often result in unsuccessful exploration efforts. In such a case, our business may fail.

JOINT VENTURES AND OTHER PARTNERSHIPS IN RELATION TO OUR PROPERTIES MAY EXPOSE US TO RISKS.

In the future we may enter into joint ventures or other partnership arrangements with other parties in relation to the exploration, development and production of the properties in which we have an interest. Joint ventures can often require unanimous approval of the parties to the joint venture or their representatives for certain fundamental decisions such as an increase or reduction of registered capital, merger, division, dissolution, amendments of constating documents, and the pledge of joint venture assets, which means that each joint venture party may have a veto right with respect to such decisions which would lead to deadlock in the operations of the joint venture or partnership. Further, we may be unable to exert control over strategic decision made in respect of such properties. Any failure of such other companies to meet their obligations to us or to third parties, or any disputes with respect to the parties' respective rights and obligations, could have a material adverse effect on the joint ventures or their properties and, therefore, could have a material adverse effect on our results of operations, financial performance, cash flows and share price.

Risks Relating to the Industry

PLANNED EXPLORATION, AND IF WARRANTED, DEVELOPMENT AND MINING ACTIVITIES INVOLVE A HIGH DEGREE OF RISK.

We cannot assure you of the success of our planned operations. Exploration costs are not fixed, and resources cannot be reliably identified until substantial development has taken place, which entails high exploration and development costs. The costs of mining, processing, development and exploitation activities are subject to numerous variables that could result in substantial cost overruns. Mining for silver and other base or precious metals may involve unprofitable efforts, not only from dry properties, but from properties that are productive but do not produce sufficient net revenues to return a profit after accounting for mining, operating and other costs.

Our operations may be curtailed, delayed or cancelled as a result of numerous factors, many of which are beyond our control, including economic conditions, mechanical problems, title problems, weather conditions, compliance

with governmental requirements and shortages or delays of equipment and services. If our drilling activities are not successful, we will experience a material adverse effect on our future results of operations and financial condition.

There is a substantial risk that the properties that we drill will not eventually be productive or may decline in productivity over time. We do not insure against all risks associated with our business because insurance is either unavailable or its cost of coverage is prohibitive. The occurrence of an event that is not covered by insurance could have a material adverse effect on our financial condition.

THE IMPACT OF GOVERNMENT REGULATION COULD ADVERSELY AFFECT OUR BUSINESS.

Our business is subject to applicable domestic and foreign laws and regulations, including laws and regulations on taxation, exploration, and environmental and safety matters. Many laws and regulations require drilling permits and govern the spacing of mines, rates of production, prevention of waste and other matters. These laws and regulations may increase the costs and timing of planning, designing, drilling, installing, operating and abandoning our mines and other facilities. In addition, our operations are subject to complex environmental laws and regulations adopted by domestic and foreign jurisdictions where we operate. We could incur liability to governments or third parties for any unlawful discharge of pollutants into the air, soil or water, including responsibility for remedial costs.

THE SUBMISSION AND APPROVAL OF ENVIRONMENTAL IMPACT ASSESSMENTS MAY BE REQUIRED.

Environmental legislation is evolving in a manner that means stricter standards; enforcement, fines and penalties for noncompliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

Because the requirements imposed by these laws and regulations frequently change, we cannot assure you that laws and regulations enacted in the future, including changes to existing laws and regulations, will not adversely affect our business. In addition, because we acquire interests in properties that have been operated in the past by others, we may be liable for environmental damage caused by former operators.

DECLINE IN MINERAL PRICES MAY MAKE IT COMMERCIALY INFEASIBLE FOR US TO DEVELOP OUR PROPERTY AND MAY CAUSE OUR STOCK PRICE TO DECLINE.

The value and price of your investment in our common shares, our financial results, and our exploration, development and mining activities may be significantly adversely affected by declines in the price of minerals and other precious metals. Mineral prices fluctuate widely and are affected by numerous factors beyond our control such as interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of mineral-producing countries throughout the world. The price of minerals fluctuates in response to many factors, which are beyond anyone's prediction abilities. The prices used in making the estimates in our plans differ from daily prices quoted in the news media. Because mining occurs over a number of years, it may be prudent to continue mining for some periods during which cash flows are temporarily negative for a variety of reasons. Such reasons include a belief that the low price is temporary, and/or the expense incurred is greater when permanently closing a mine.

WE MAY NOT HAVE ACCESS TO ALL OF THE SUPPLIES AND MATERIALS WE NEED TO BEGIN EXPLORATION, WHICH COULD CAUSE US TO DELAY OR SUSPEND OPERATIONS.

Competition and unforeseen limited sources of supplies in the industry could result in occasional spot shortages of supplies such as dynamite as well as certain equipment like bulldozers and excavators that we might need to conduct exploration. If we cannot obtain the necessary supplies, we will have to suspend our exploration plans until we do obtain such supplies.

Risks Relating to Our Common Stock:

AT THIS TIME, WE ARE NOT LISTED ON THE OTCBB WHICH COULD LIMIT THE ABILITY OF BROKER-DEALERS TO SELL OUR SECURITIES AND THE ABILITY OF STOCKHOLDERS TO SELL THEIR SECURITIES IN THE SECONDARY MARKET.

Currently, we are listed on the OTC Markets OTCQB. As a result, the market liquidity for our securities could be adversely affected by limiting the ability of broker-dealers to sell our securities and the ability of stockholders to sell their securities in the secondary market.

BECAUSE THE PUBLIC MARKET FOR SHARES OF OUR COMMON STOCK IS LIMITED, INVESTORS MAY BE UNABLE TO RESELL THEIR SHARES OF COMMON STOCK.

Currently, there is only a limited public market for our common stock on the OTCQB in the United States. Thus, investors may be unable to resell their shares of our common stock. The development of an active public trading market depends upon the existence of willing buyers and sellers who are able to sell their shares as well as market makers willing to create a market in such shares. Under these circumstances, the market bid and ask prices for the shares may be significantly influenced by the decisions of the market makers to buy or sell the shares for their own account. Such decisions of the market makers may be critical for the establishment and maintenance of a liquid public market in our common stock. Market makers are not required to maintain a continuous two-sided market and are free to withdraw firm quotations at any time. We cannot give you any assurance that an active public trading market for the shares will develop or be sustained.

THE PRICE OF OUR COMMON STOCK IS VOLATILE, WHICH MAY CAUSE INVESTMENT LOSSES FOR OUR SHAREHOLDERS.

The market for our common stock is highly volatile. The trading price of our common stock on the OTCQB is subject to wide fluctuations in response to, among other things, quarterly variations in operating and financial results, and general economic and market conditions.

In addition, statements or changes in opinions, ratings, or earnings estimates made by brokerage firms or industry analysts relating to our market or relating to us could result in an immediate and adverse effect on the market price of our common stock. The highly volatile nature of our stock price may cause investment losses for our shareholders. In the past, securities class action litigation has often been brought against companies following periods of volatility in the market price of their securities. If securities class action litigation is brought against us, such litigation could result in substantial costs while diverting management's attention and resources.

OUR COMMON STOCK IS CONSIDERED TO BE A "PENNY STOCK," WHICH MAY MAKE IT MORE DIFFICULT FOR INVESTORS TO SELL THEIR SHARES.

Our common stock has been subject to the provisions of Section 15(g) and Rule 15g-9 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), commonly referred to as the "penny stock" rule. Section 15(g) sets forth certain requirements for transactions in penny stocks and Rule 15g-9(d)(1) incorporates the definition of penny stock as that used in Rule 3a51-1 of the Exchange Act. The SEC generally defines penny stock to be any equity security that has a market price less than US\$5.00 per share, subject to certain exceptions. Rule 3a51-1 provides that any equity security is considered to be penny stock unless that security is: registered and traded on a national securities exchange meeting specified criteria set by the SEC; issued by a registered investment company; excluded from the definition on the basis of price (at least US\$5.00 per share) or the registrant's net tangible assets; or exempted from the definition by the SEC. Our common stock is considered to be a "penny stock." The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in "penny stocks."

As our common stock is considered to be "penny stock," trading in our common stock will be subject to additional sales practice requirements on broker-dealers who sell penny stock to persons other than established customers and accredited investors. This may reduce the liquidity and trading volume of our shares.

THE FINANCIAL INDUSTRY REGULATORY AUTHORITY, INC. ("FINRA") SALES PRACTICE REQUIREMENTS MAY LIMIT A SHAREHOLDER'S ABILITY TO BUY AND SELL OUR COMMON SHARES.

In addition to the "penny stock" rules described above, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers.

FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

THE MARKET PRICE FOR OUR COMMON SHARES IS PARTICULARLY VOLATILE GIVEN OUR STATUS AS A RELATIVELY UNKNOWN COMPANY WITH A SMALL AND THINLY TRADED PUBLIC FLOAT, LIMITED OPERATING HISTORY AND LACK OF PROFITS WHICH COULD LEAD TO WIDE FLUCTUATIONS IN OUR SHARE PRICE. YOU MAY BE UNABLE TO SELL YOUR COMMON SHARES AT OR ABOVE YOUR PURCHASE PRICE, WHICH MAY RESULT IN SUBSTANTIAL LOSSES TO YOU.

The market for our common shares is characterized by significant price volatility when compared to the shares of larger, more established companies that trade on a national securities exchange and have large public floats, and we expect that our share price will continue to be more volatile than the shares of such larger, more established companies for the indefinite future. The volatility in our share price is attributable to a number of factors. First, as noted above, our common shares are, compared to the shares of such larger, more established companies, sporadically and thinly traded. As a consequence of this limited liquidity, the trading of relatively small quantities of shares by our shareholders may disproportionately influence the price of those shares in either direction. The price for our shares could, for example, decline precipitously in the event that a large number of our common shares are sold on the market without commensurate demand. Secondly, we are a speculative or “risky” investment due to our limited operating history and lack of profits to date, and uncertainty of future market acceptance for our potential products. As a consequence of this enhanced risk, more risk-adverse investors may, under the fear of losing all or most of their investment in the event of negative news or lack of progress, be more inclined to sell their shares on the market more quickly and at greater discounts than would be the case with the stock of a larger, more established company that trades on a national securities exchange and has a large public float. Many of these factors are beyond our control and may decrease the market price of our common shares, regardless of our operating performance. We cannot make any predictions or projections as to what the prevailing market price for our common shares will be at any time, including as to whether our common shares will sustain their current market prices, or as to what effect that the sale of shares or the availability of common shares for sale at any time will have on the prevailing market price.

WE DO NOT INTEND TO PAY DIVIDENDS.

We do not anticipate paying cash dividends on our common stock in the foreseeable future. We may not have sufficient funds to legally pay dividends. Even if funds are legally available to pay dividends, we may nevertheless decide in our sole discretion not to pay dividends. The declaration, payment and amount of any future dividends will be made at the discretion of our board of directors, and will depend upon, among other things, the results of our operations, cash flows and financial condition, operating and capital requirements, and other factors our board of directors may consider relevant. There is no assurance that we will pay any dividends in the future, and, if dividends are paid, there is no assurance with respect to the amount of any such dividend.

AS A PUBLIC COMPANY, WE ARE SUBJECT TO COMPLEX LEGAL AND ACCOUNTING REQUIREMENTS THAT WILL REQUIRE US TO INCUR SIGNIFICANT EXPENSES AND WILL EXPOSE US TO RISK OF NON-COMPLIANCE.

As a public company, we are subject to numerous legal and accounting requirements that do not apply to private companies. The cost of compliance with many of these requirements is material, not only in absolute terms but, more importantly, in relation to the overall scope of the operations of a small company. Our relative inexperience with these requirements may increase the cost of compliance and may also increase the risk that we will fail to comply.

Failure to comply with these requirements can have numerous adverse consequences including, but not limited to, our inability to file required periodic reports on a timely basis, loss of market confidence and/or governmental or private actions against us. We cannot assure you that we will be able to comply with all of these requirements or that the cost of such compliance will not prove to be a substantial competitive disadvantage vis-à-vis our privately held and larger public competitors.

WE MAY BE SUBJECT TO SHAREHOLDER LITIGATION, THEREBY DIVERTING OUR RESOURCES THAT MAY HAVE A MATERIAL EFFECT ON OUR PROFITABILITY AND RESULTS OF OPERATIONS.

As discussed in the preceding risk factors, the market for our common shares is characterized by significant price volatility when compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. We may become the target of similar litigation. Securities litigation will result in substantial costs and liabilities and will divert management's attention and resources.

COMPLIANCE WITH CHANGING REGULATION OF CORPORATE GOVERNANCE AND PUBLIC DISCLOSURE WILL RESULT IN ADDITIONAL EXPENSES AND POSE CHALLENGES FOR OUR MANAGEMENT.

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Dodd-Frank Wall Street Reform and Consumer Protection Act, and the rules and regulations promulgated thereunder, the Sarbanes-Oxley Act and SEC regulations, have created uncertainty for public companies and significantly increased the costs and risks associated with accessing the U.S. public markets. Our management team will need to devote significant time and financial resources to comply with both existing and evolving standards for public companies, which will lead to increased general and administrative expenses and a diversion of management time and attention from revenue generating activities to compliance activities.

Item 1B. Unresolved Staff Comments.

Not applicable.

Item 2. Properties.

We currently office facilities located at Suite 480 Forest Avenue Suite 1 Locust Valley, NY 11560. Our monthly lease payment is \$500, and runs on a month by month basis.

Item 3. Legal Proceedings.

We are currently not involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

(a) Market Information

Our shares of common stock are currently quoted on the OTCQB under the symbol "AMEL".

The following table sets forth the high and low bid price for our common stock for each quarter during the past two fiscal years. The prices reflect inter-dealer quotations, do not include retail mark-ups, markdowns or commissions and do not necessarily reflect actual transactions.

Quarter ended	Low Price	High Price
March 31, 2013	\$ 0.03	\$ 0.01
June 30, 2013	\$ 0.01	\$ 0.0
September 30, 2013	\$ 0.01	\$ 0.0
December 31, 2013	\$ 0.0	\$ 0.0
March 31, 2012	\$ 0.075	\$ 0.03
June 30, 2012	\$ 0.04	\$ 0.750
September 30, 2012	\$ 0.02	\$ 0.02
December 31, 2012	\$ 0.01	\$ 0.01

The payment by us of dividends, if any, in the future rests within the discretion of our Board of Directors and will depend, among other things, upon our earnings, capital requirements and financial condition, as well as other relevant factors. We do not intend to pay any cash dividends in the foreseeable future, but intend to retain all earnings, if any, for use in our business.

(d) Securities Authorized for Issuance under Equity Compensation Plan

None

Rule 10B-18 Transactions

During the year ended December 31, 2013, there were no repurchases of the Company's common stock by the Company.

Recent Sales of Unregistered Securities

On January 3, 2012, JMJ Financial converted part of on their convertible debentures. The Company issued 3,500,000 shares to reduce the note payable by \$154,000.

On January 30, 2012, The Company issued 1,149,425 at \$0.087 to TCA Global for a total of \$100,000 as part of the financing agreement.

On February 9, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 1,800,000 shares to reduce the note payable by \$135,000.

On February 24, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 2,000,000 shares to reduce the note payable by \$120,000

On March 14, 2012, the Company issued 50,000 shares to three advisors for a total of \$3,000 as part of their advisory agreements.

On March 21, 2012, the Company issued 225,000 shares at \$0.08 to GeoXplor as part of the renegotiation of the payment plan on the purchase of mining property.

On March 23, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 2,000,000 shares to reduce the note payable by \$117,200.

On April 11, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 2,000,000 shares to reduce the note payable by \$114,000.

On April 25, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 1,300,000 shares to reduce the note payable by \$67,600.

On May 3, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 1,200,000 shares to reduce the note payable by \$62,400.

On May 14, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 600,000 shares to reduce the note payable by \$31,200.

On May 30, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 941,356 shares to reduce the note payable by \$44,244.

On June 6, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 500,000 shares to reduce the note payable by \$20,000.

On June 13, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 1,400,000 shares to reduce the note payable by \$42,000.

On July 11, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 2,000,000 to reduce the note payable by \$60,000.

On July 26, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 2,100,000 to reduce the note payable by \$57,750.

On August 15, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 1,740,385 shares to reduce the note payable by \$45,250.

On August 15, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 557,693 shares to reduce the note payable by \$14,500.

On August 29, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 3,000,000 shares to reduce the note payable by \$63,000.

On September 27, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 2,400,000 shares to reduce the note payable by \$48,240.

On October 17, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 4,000,000 shares to reduce the note payable by \$52,000.

On November 8, 2012, The Company issued 5,170,813 shares valued at \$134,441 for a commitment fee with TCA Global Credit Master Fund. The Company recorded this issuance as interest expense.

On November 19, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 3,000,000 to reduce the note payable by \$27,000.

On December 17, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 3,100,000 shares to reduce the note payable by \$21,700.

On January 8, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 5,000,000 shares to reduce the note payable by \$35,000.

On January 30, 2013, TCA Global Credit Master Fund converted part of their convertible debentures. The Company issued 5,000,000 shares to reduce the note payable by \$52,632.

On February 1, 2013, The Company issued 2,331,362 shares valued at \$37,500 for a commitment fee with TCA Global Credit Master Fund. The Company recorded this issuance as interest expense.

On February 6, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 4,084,524 shares to reduce the note payable by \$34,310.

On February 27, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 4,500,000 shares to reduce the note payable by \$33,750.

On March 19, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 5,000,000 shares to reduce the note payable by \$37,500.

On March 25, 2013, the Company issued 750,000 shares of stock as part of the consultancy agreement. The amount will be granted every six months at its current trading price. The value of these shares have been recorded as professional fees expense at time of grant. The Company recorded an expense of \$13,000.

On April 25, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 4,500,000 shares to reduce the note payable by \$36,000.

On May 13, 2013, The Company issued 1,550,000 shares valued at \$15,500 for a commitment fee with TCA Global Credit Master Fund. The Company recorded this issuance as interest expense.

On May 23, JMJ Financial converted part of their convertible debentures. The Company issued 5,000,000 shares to reduce the note payable by \$29,500

On June 25, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 6,000,000 shares to reduce the note payable by \$22,200.

On July 2, 2013, The Company issued 6,000,000 shares at \$0.0044, reducing the note payable by \$27,789. to TCA Global Credit Master Fund to settle a previous conversion dated June 24, 2013.

On July 24, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 6,300,000 shares to reduce the note payable by \$23,310.

On August 12, 2013, TCA Global Credit Master Fund converted part of their convertible debentures. The Company issued 8,500,000 shares to reduce the note payable by \$52,789.

On August 14, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 8,800,000 shares to reduce the note payable by \$32,560.

On August 16, 2013, the Company issued 320,000 shares of stock as part of the consultancy agreements.. These shares have been offset against the stock subscription.

On August 29, 2013, the Company issued 9,648,397 shares to the Company for legal services. The Company recorded legal expenses of \$31,840.

On September 11, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 9,000,000 shares to reduce the note payable by \$18,900.

On September 13, 2013, TCA Global Credit Master Fund converted part of their convertible debentures. The Company issued 4,457,453 shares to reduce the note payable by \$13,607.

On September 13, 2013, TCA Global Credit Master Fund converted part of their convertible debentures. The Company issued 4,000,000 shares to reduce the note payable by \$12,211.

During the quarter ended September 30, 2013, the Company issued 6,000,000 shares of stock to TCA Global Credit Master Fund to satisfy the aforementioned June 24, 2013 conversion request. This issuance reduced stock payable by \$27,789.

On October 2, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 8,000,000 shares to reduce the note payable by \$10,240.

On October 9, 2013, TCA Global Credit Master Fund converted part of their convertible debentures. The Company issued 10,597,464 shares to reduce the note payable by \$20,135.18.

On October 23, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 8,581,250 shares to reduce the note payable by \$10,984.

On November 21, 2013, the Company issued 12,000,000 shares to Seth Brookman for outstanding legal fee in the amount of \$32,683.25.

On November 21, 2013, the Company issued 7,500,000 to Robert Allender for outstanding consulting services in the amount of \$15,000.

On November 21, 2013, the Company issued 5,000,000 shares to Robert Craig for outstanding consulting services in the amount of \$10,000.

On December 9, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 12,000,000 shares to reduce the note payable by \$17,280.

On December 17, 2013, Carebourn Capital converted part of their convertible debentures. The Company issued 13,000,000 shares to reduce the note payable by \$14,300.

On December 23, 2013, Carebourn Capital converted part of their convertible debentures. The Company issued 10,000,000 shares to reduce the note payable by \$9,900.

On January 3, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 10,000,000 shares to reduce the note payable by \$17,370.

On January 9, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 10,000,000 shares to reduce the note payable by \$8,430.

On January 14, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 13,171,000 shares to reduce the note payable by \$11,195.

On February 10, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 16,126,543 shares to reduce the note payable by \$9,500.

On February 21, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 17,394,578 shares to reduce the note payable by \$10,500.

On March 4, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 19,006,945 shares to reduce the note payable by \$26,538.

On March 6, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 16,678,031 shares to reduce the note payable by \$31,845.60.

On March 6, 2014, the Company issued 3,851,603 shares to Seth Brookman towards outstanding legal fees

On March 11, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 525,979 shares to reduce interest on the note payable by \$2,084.07.

On April 9, 2014, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 10,607,142 shares to reduce the note payable by \$11,880.

Item 6. Selected Financial Data.

Not applicable.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

THE FOLLOWING DISCUSSION OF OUR PLAN OF OPERATION AND RESULTS OF OPERATIONS SHOULD BE READ IN CONJUNCTION WITH THE FINANCIAL STATEMENTS AND RELATED NOTES TO THE FINANCIAL STATEMENTS INCLUDED ELSEWHERE IN THIS REPORT. THIS DISCUSSION CONTAINS FORWARD-LOOKING STATEMENTS THAT RELATE TO FUTURE EVENTS OR OUR FUTURE FINANCIAL PERFORMANCE. THESE STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE OUR ACTUAL RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY THESE FORWARD-LOOKING STATEMENTS. THESE RISKS AND OTHER FACTORS INCLUDE, AMONG OTHERS, THOSE LISTED UNDER "FORWARD-LOOKING STATEMENTS" AND "RISK FACTORS" AND THOSE INCLUDED ELSEWHERE IN THIS REPORT.

Amerilithium has amassed a portfolio of properties covering approximately 31,020 acres in the USA and Australia.

During 2011, the Company completed both Gravity and CSAMT (controlled source audio-frequency magnetotellurics) on the Company's Full Monty, Clayton Deep and Jackson Wash Assets in Nevada, USA. During 2012 the Company has processed this acquired data to complete proposed drill programs for the Company's Full Monty, Clayton Deep and the Jackson Wash Assets. The Company initially submitted the relevant documentation to BLM (Bureau of Land Management) in Nevada and received approval.

The company's current primary focus during 2014 is as follows:

- (1) The continued development of our U.S. properties;
- (2) The continued exploration and development of our Australian properties;
- (3) Establish an economically viable lithium resource; and
- (4) To strengthen the Company internally by the recruitment of strategic employees and advisors.

It is the Company's intention that, now that relevant approvals have been granted, to implement a staged drill program focusing on the Company's Lithium Brine Assets in Nevada, USA. It is the Company's intention to start this stage of development once the required funds have been secured. These permits will now require an amendment due to changes in claims currently held.

The Company is also in the process of finalizing its exploration program for the Company's Australian assets, specifically related to the potential for both lithium and gold discoveries. The work shall be conducted under the supervision of an appointed strategic partner due to the properties' geographical location. The initial work and exploration has incorporated the following elements:

- Geophysical review and data acquisition;
- EIS (Exploration Incentive Scheme) application; (Re-applied for)
- Geomorphology interpretation;
- Review tenement status and opportunities;
- Develop GIS (Geographic Information Systems) layer of assets and surrounding projects; and
- On-site visit;
- Initial water and solid sampling.

The Company intends to fund the intended exploration with additional funding from the Company's current financing agreements, and additional supplementary agreements. The Company believes that it will require an additional \$1.5 million over the next 12 months to achieve these goals. Our ability to continue in existence is dependent on our ability to secure additional funding and commence full scale operations. There is no assurance that additional funding will be available or if available, that such additional funding will be on terms acceptable to the Company.

Trends and Uncertainties

Amerilithium is in the exploration stage, has not commenced material operations and has sustained a loss to date. The demand for our products would be negatively affected by impurities in the minerals and volume limitations.

Investing Activities

For the year ended December 31, 2013, Amerilithium purchased fixed assets of \$1,898 and mining rights of \$0. As a result, net cash flows from investing activities for the year ended December 31, 2013, were \$1,898.

Financing Activities

For the year ended December 31, 2013, Amerilithium received proceeds from the sale of common stock of \$0, total proceeds from convertible notes of \$175,000 resulting in net cash flows from financing activities of \$175,000.

Results of Operations

For the Year Ended December 31, 2013 compared to December 31, 2012

	For the Year Ended December 31,	
	2013	2012
Net sales	\$ -	-
Gross profit	\$ -	-
Total operating expenses	\$ 5,674,638	2,826,705
(Loss) from operations	\$ (5,674,638)	(2,826,705)
Net loss	\$ (6,049,455)	(3,532,961)
Loss per common share – basic and diluted	\$ (0.03)	(0.01)

We are an exploration stage company and have not yet commenced material operations. As of December 31, 2013, we have not generated any revenue or profit.

For the years ended December 31, 2012 and 2013, respectively, total operating expenses increased from 2,826,705 to \$5,674,638 due to increased professional fees and impairment losses.

Our operating expenses for the Year Ended December 31, 2013 consisted of: General and administrative expenses of \$82,012, exploration expenses of \$51,271, salaries of \$128,000; impairment loss of \$5,070,452 and, professional fees of \$342,902.

Comparatively, for the Year Ended December 31, 2012, our operating expenses consisted of: General and administrative expenses of \$237,318, exploration expenses of \$200,867, salaries of \$150,250; and, professional fees of \$192,150.

The increase in professional fees for the Year Ended December 31, 2012 to for the Year Ended December 31, 2013 was primarily due to corporate restructuring in 2013. The overall increase in operating expenses for the Year Ended December 31, 2012 to the Year Ended December 31, 2013 was due to increased impairment losses.

Liquidity and Capital Resources

The following table summarizes total current assets, liabilities and working capital at December 31, 2013 and December 31, 2012.

	December 31, 2013	December 31, 2012
Current Assets	\$ 1,583	250,412
Current Liabilities	\$ 454,261	304,570
Working Capital	\$ (452,678)	(54,158)

At December 31, 2013, we had a working capital deficit of \$452,678 an increase of \$398,520 from the working capital deficit of \$54,158 at December 31, 2012. The increase is primarily related to a decrease in unamortized loan fees and an increase in accounts payable and accrued liabilities.

The Company expects its current resources to be sufficient for a period of approximately 1 month unless additional financing is received. Management has determined that additional capital will be required in the form of equity or debt securities. In addition, if we cannot raise additional short-term capital we will be forced to continue to further accrue liabilities due to our limited cash reserves. There are no assurances that management will be able to raise capital on terms acceptable to the Company. If we are unable to obtain sufficient amounts of additional capital, we may be required to reduce the scope of our planned development, which could harm our business, financial condition and operating results. If we obtain additional funds by selling any of our equity securities or by issuing common stock to pay current or future obligations, the percentage ownership of our stockholders will be reduced, stockholders may experience additional dilution, or the equity securities may have rights preferences or privileges senior to the common stock. If adequate funds are not available to us when needed on satisfactory terms, we may be required to cease operating or otherwise modify our business strategy.

Net cash used in operating activities for the Year Ended December 31, 2013 and 2012, was 386,764 and 922,567, respectively. The net loss for the Year Ended December 31, 2013 and 2012, was \$6,049,455 and \$3,532,961, respectively. Cash used in operating activities for the for the Year Ended December 31, 2013 and 2012, was primarily for legal and professional fees.

Net cash obtained through all financing activities for the for the Year Ended December 31, 2013 and 2012, was \$175,000 and \$639,000, respectively.

Our auditors have expressed their substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent upon our ability to generate future profitable operations and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. Our management has no formal plan in place to address this concern but considers that we will be able to obtain additional funds by equity financing and/or related party advances; however there is no assurance of additional funding being available.

Going Concern

At December 31, 2013, we were engaged in a business and had suffered losses from development stage activities to date. In addition, we have minimal operating funds. Although management is currently attempting to identify business opportunities and is seeking additional sources of equity or debt financing, there is no assurance these activities will be successful. Accordingly, we must rely on our officers to perform essential functions without compensation until a business operation can be commenced. No amounts have been recorded in the accompanying financial statements for the value of 'Director' services, as it is not considered material.

These factors raise substantial doubt about the ability of the Company to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Off-Balance Sheet Arrangements

As of December 31, 2013, the Company did not have any off-balance sheet arrangements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

We do not hold any derivative instruments and do not engage in any hedging activities.

Item 8. Financial Statements.

Our consolidated financial statements are contained in pages F-1 through F-21 which appear at the end of this Annual Report.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

There are no reportable events under this item for the year ended December 31, 2013.

Item 9A. Controls and Procedures.

a) Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in the reports we file pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") are recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our Principal Executive Officer ("PEO") and Principal Financial Officer ("PFO"), to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can only provide a reasonable assurance of achieving the desired control objectives, and in reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Management designed the disclosure controls and procedures to provide reasonable assurance of achieving the desired control objectives.

We carried out an evaluation, under the supervision and with the participation of our management, including our PEO and PFO, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Annual Report. Based upon that evaluation, the PEO and PFO concluded that the Company's disclosure controls and procedures were not effective.

(b) Management's Assessment of Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in the Exchange Act Rules 13a-15(f). A system of internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Under the supervision and with the participation of management, including the principal executive officer and the principal financial officer, the Company's management has evaluated the effectiveness of its internal control over financial reporting as of December 31, 2013, based on the criteria established in a report entitled "Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission" and the interpretive guidance issued by the Commission in Release No. 34-55929. Based on this evaluation, the Company's management has evaluated and concluded that the Company's internal control over financial reporting was ineffective as of December 31, 2013, and identified the following material weaknesses:

- There is a lack of accounting personnel with the requisite knowledge of Generally Accepted Accounting Principles in the US ("GAAP") and the financial reporting requirements of the U.S. Securities and Exchange Commission.

- There are insufficient written policies and procedures to insure the correct application of accounting and financial reporting with respect to the current requirements of GAAP and SEC disclosure requirements.

Notwithstanding the existence of these material weaknesses in our internal control over financial reporting, our management believes that the financial statements included in its reports fairly present in all material respects the Company's financial condition, results of operations and cash flows for the periods presented.

We plan to hire personnel and resources to address these material weaknesses. We believe these issues can be solved with hiring in-house accounting support and plan to do so as soon as we have funds available for this.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. The Company's registered public accounting firm was not required to issue an attestation on its internal controls over financial reporting pursuant to temporary rules of the Securities and Exchange Commission. The Company will continue to evaluate the effectiveness of internal controls and procedures on an on-going basis.

(c) Changes in Internal Control over Financial Reporting

There have been no changes in our internal controls over financial reporting (as such term is defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act) during the year ended December 31, 2013, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Directors and Executive Officers

The following table discloses our directors and executive officers as of April 21, 2014. There are no familial relationships between or among the directors or executive officers of the Company.

Name	Age	Title
Matthew Worrall*	40	Former Chief Executive Officer, Chief Financial Officer, Director
Ernest B. Remo	74	Interim Chief Executive Officer, Director

* On January 27, 2014, Mr. Matthew Worrall resigned as Chief Executive Officer, President, director and any and all other positions to which he has been previously or at any time appointed, regardless of whether he served in such capacity of the Company.

Ernest B. Remo, age 74, Interim Chief Executive Officer, Director

Mr. Ernest B. Remo's career on Wall Street has spanned thirty years involving all areas of the institutional bond and equity business. Mr. Remo has been a financial advisor to both public and private companies, advising on financial structuring and corporate governance, as well as assisting in raising funds in both the public and private markets. From 2004 through the present, Mr. Remo has served as Chairman and Chief Executive Officer of American Diversified Holdings Corporation, a holding company that provides executive management, corporate governance and financial advice as well as introductions to capital sources to micro-cap public companies. From 2000 to 2003 Mr. Remo served as Chairman of Icon Laser Eye Centers, a TSE listed company in the refractive eye surgery field. During 2001 Mr. Remo served as a Director and Chairman of the Audit Committee of VisionAmerica, a Nasdaq listed company in the ophthalmic practice management field. From 2000 to 2004 Mr. Remo served as Chairman of Chief Executive Officer of Eyemakers, Inc., a Dallas, Texas based optometric practice management and Lasik clinic operator. From 2002 to 2004 Mr. Remo served as Chairman of Igea Salus, a Rome, Italy based operator of dialysis clinics.

Mr. Remo received a B.S. Finance from Fordham University, New York City.

Family Relationships

There are no family relationships among our directors, executive officers, or persons nominated or chosen by the Company to become directors or executive officers.

Committees of the Board of Directors

Our sole director is Mr. Ernest B. Remo. He is not independent as such term is defined by a national securities exchange or an inter-dealer quotation system.

We currently have no nominating committee, no specific audit committee and no audit committee financial expert. Based on the fact that our current business affairs are simple, any such committees are excessive and beyond the scope of our business and needs.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Exchange Act requires the Company's directors, executive officers and persons who beneficially own 10% or more of a class of securities registered under Section 12 of the Exchange Act to file reports of beneficial ownership and changes in beneficial ownership with the SEC. Directors, executive officers and greater

than 10% stockholders are required by the rules and regulations of the SEC to furnish the Company with copies of all reports filed by them in compliance with Section 16(a).

Based solely on our review of certain reports filed with the Securities and Exchange Commission pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, the reports required to be filed with respect to transactions in our common stock during the fiscal year ended December 31, 2013, were timely.

Code of Ethics

We do not currently have a code of ethics that applies to our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer or Controller, or persons performing similar functions. Because we have only limited business operations and four officers and directors, we believe a code of ethics would have limited utility. We intend to adopt such a code of ethics as our business operations expand and we have more directors, officers and employees.

Legal Proceedings

There are no material proceedings to which any director or officer, or any associate of any such director or officer, is a party that is adverse to our Company or any of our subsidiaries or has a material interest adverse to our Company or any of our subsidiaries. No director or executive officer has been a director or executive officer of any business which has filed a bankruptcy petition or had a bankruptcy petition filed against it during the past ten years. No director or executive officer has been convicted of a criminal offense or is the subject of a pending criminal proceeding during the past ten years. No director or executive officer has been the subject of any order, judgment or decree of any court permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities during the past ten years. No director or officer has been found by a court to have violated a federal or state securities or commodities law during the past ten years.

Item 11. Executive Compensation.

2013 SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Matthew Worrall Former Chief Executive Officer, Director(1)	2013	\$ 78,000	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 78,000
	2012	\$ 78,000	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 78,000
	2011	\$ 78,000	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 78,000
Ernest B. Remo Interim Chief Executive Officer(2)	2013	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2012	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2011	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0

- (2) On January 27, 2014, Mr. Matthew Worrall resigned as Chief Executive Officer, President, director and any and all other positions to which he has been previously or at any time appointed, regardless of whether he served in such capacity of the Company.
- (2) Mr. Ernest B. Remo assumed the role of the Company's Interim Chief Executive Officer and Director on January 27, 2014.

Employment Agreement with Ernest B. Remo

On January 27, 2014, the Company entered into an employment agreement (the "Employment Agreement") with Mr. Ernest B. Remo pursuant to which Mr. Remo will serve as the Company's Interim Chief Executive Officer and director. Mr. Remo shall have such duties, responsibilities and authority as are commensurate and consistent with the position of Interim Chief Executive Officer of a company, including but not limited to (i) exploring strategic business opportunities in different industries; (ii) improving the financial position of the Company; and (iii) evaluating and determining the direction of the current business. The term of the Employment Agreement is the earlier of six months or such time as the Company employs a full time Chief Executive Officer (the "Term"). Subject to the Company completing a financing, the Company shall pay Mr. Remo a salary at the rate of five thousand dollars (\$5,000) per month with a maximum aggregate salary of twenty thousand dollars (\$20,000). Mr.

Remo will not participate in any of the Company's employee benefit plans.

Consulting Agreements

Matthew Worrall

On January 27, 2014 (the "Effective Date"), the Company entered into a consulting agreement (the "Consulting Agreement") with the Company's former Chief Executive Officer, Matthew Worrall. The term of the Consulting Agreement is for a term six months (the "Consulting Term"). Mr. Worrall shall be paid eight thousand five hundred dollars (\$8,500) beginning on the Effective Date and thereafter on the first day of each month for the duration of the Consulting Term, for an aggregate of fifty one thousand dollars (\$51,000) (the "Total Compensation"). The Company will pay such compensation to Mr. Worrall in cash and/or in stock at the discretion of the Company's board of directors (the "Board"), however, the Total Compensation shall be accrued as of the Effective Date. During the Consultant Term, Mr. Worrall shall (i) assist the Company in exploring and identifying corporate acquisitions, divestitures and other strategies designed to accelerate growth; (ii) advise the Company to help structure the balance sheet; (iii) assist the Company in making all required periodic filings that are required by the Security and Exchange Commission including but not limited to Current Reports on Form 8-K, Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K; and (iv) provide services as may be deemed appropriate by the Board from time to time.

Outstanding Equity Awards

None.

Director Compensation

None.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

As of April 13, 2014, our authorized capitalization is 1,000,000,000 shares of common stock, \$0.001 par value per share and 10,000,000 shares, par value \$0.001 per share, of "blank-check" preferred stock. As of April 25, 2014, there were 424,821,047 shares of our common stock and 51 shares of our preferred stock outstanding, all of which were fully paid, non-assessable and entitled to vote. Each share of our common stock entitles its holder to one vote on each matter submitted to the stockholders. The Company currently has authorized 51 shares of Series A Preferred Stock. Among other things, each one (1) share of the Series A Preferred shall have voting rights equal to (x) 0.019607 multiplied by the total issued and outstanding shares of Common Stock eligible to vote at the time of the respective vote (the "Numerator"), divided by (y) 0.49, minus (z) the Numerator. For purposes of illustration only, if the total issued and outstanding shares of Common Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of one share of the Series A Preferred shall be equal to $102,036 (0.019607 \times 5,000,000) / 0.49 - (0.019607 \times 5,000,000) = 102,036$.

The following table sets forth, as of April 25, 2014, the number of shares of our common stock owned by (i) each person who is known by us to own of record or beneficially five percent (5%) or more of our outstanding shares, (ii) each of our directors, (iii) each of our executive officers and (iv) all of our directors and executive officers as a group. Unless otherwise indicated, each of the persons listed below has sole voting and investment power with respect to the shares of our common stock beneficially owned.

Name of Beneficial Owner (1)	Number of Shares	Percent of Class (2)
Ernest B. Remo, Interim Chief Executive Officer, Director (4)	0	0%
All officers and directors as a group (1 person)	0	0%
Matthew Worrall, Former Chief Executive Officer and Director (3)	18,332,315	4.32%

- (4) Beneficial ownership generally includes voting or investment power with respect to securities. Unless otherwise indicated, each of the beneficial owners listed above has direct ownership of and sole voting power and investment power with respect to the securities. Beneficial ownership is determined in accordance with Rule 13d-3(d)(1) under the Exchange Act and includes securities for which the beneficial owner has the right to acquire beneficial ownership within 60 days.
- (2) Based on 424,821,047 shares of common stock issued and outstanding as of April 25, 2014.
- (3) On January 27, 2014, Mr. Matthew Worrall resigned as Chief Executive Officer, President, director and any and all other positions to which he has been previously or at any time appointed, regardless of whether he served in such capacity of the Company.
- (2) Mr. Ernest B. Remo assumed the role of the Company's Interim Chief Executive Officer and Director on January 27, 2014.

Item 13. Certain Relationships and Related Transactions.

There are no transactions since our inception, or proposed transactions, to which we were or are to be a party, in which any of the following persons had or is to have a direct or indirect material interest:

- (a) Any director or executive officer of the Company;
- (b) Any majority security holder; and
- (c) Any member of the immediate family (including spouse, parents, children, siblings, and in-laws) of any of the persons in the above.

Item 14. Principal Accountant Fees and Services.

The following table presents the aggregate fees for professional audit services and other services rendered by De Joya Griffith, our independent registered public accountant in 2013 and 2012, respectively.

	Fiscal Year Ended December 31, 2013	Fiscal Year Ended December 31, 2012
Audit and Audit Related Fees	\$ 51,915	\$ 22,500
Tax Fees	\$ 0	\$ 0
All Other Fees	\$ 0	\$ 0

PART IV

Item 15. Exhibits, Financial Statement Schedules.

Exhibit No.	Description
3.1	Articles of Incorporation (Incorporated by reference to Form S-1 filed on November 5, 2008)
3.2	Amendment to Articles of Incorporation (Incorporated by reference to Current Report on Form 8-K filed on March 12, 2010)
3.3	Bylaws (Incorporated by reference to Form S-1 filed on November 5, 2008)
3.4	Amendment to the Articles of Incorporation, dated April 7, 2014 (Incorporated by reference to Current Report on Form 8-K filed on April 10, 2014)
4.1	JMJ Financial Convertible Promissory Note \$1,850,000 (Incorporated by reference to Current Report on Form 8-K filed on July 6, 2011)
4.2	JMJ Financial Convertible Promissory Note \$540,000 (Incorporated by reference to Current Report on Form 8-K filed on July 6, 2011)
4.3	Additional Default Provisions with JMJ Financial, dated June 29, 2011 (Incorporated by reference to Current Report on Form 8-K filed on July 6, 2011)
4.4	Secured & Collateralized Promissory Notes \$540,000 (Incorporated by reference to Current Report on Form 8-K filed on July 6, 2011)
4.5	Amendment to Convertible Promissory Note (Incorporated by reference to Current Report on Form 8-K filed on July 18, 2011)
4.6	Convertible Promissory Note, effective June 18, 2013, by and between Amerilithium Corporation and Carebourn Capital, L.P.(Incorporated by reference to Current Report on Form 8-K filed on June 24, 2013)
4.7	Certificate of Designations, Rights and Preferences of Series A Preferred Stock filed with the Secretary of State of the State of Nevada on June 24, 2013 (Incorporated by reference to Current Report on Form 8-K filed on June 26, 2013)
10.1	Letter Agreement, dated June 29, 2011 between the Company and JMJ Financial (Incorporated by reference to Current Report on Form 8-K filed on July 6, 2011)
10.2	Investor Relations Service Agreement, dated September 30, 2011, between 1830012 Ontario Ltd. O/A Circadian Group and Amerilithium Corp. (Incorporated by reference to Current Report on Form 8-K/A filed on December 19, 2011)
10.3	Geophysical Service Agreement dated July 27, 2011 (Incorporated by reference to Current Report on Form 8-K filed on July 28, 2011)
10.4	Committed Equity Facility Agreement, dated January 30, 2012, by and between Amerilithium Corp. and TCA Global Credit Master Fund, LP (Incorporated by reference to Registration Statement on Form S-1 filed on February 14, 2012)
10.5	Registration Rights Agreement, dated January 30, 2012, by and between Amerilithium Corp. and TCA Global Credit Master Fund, LP (Incorporated by reference to Registration Statement on Form S-1 filed on February 14, 2012)

- 10.6 Purchase Agreement, dated September 23, 2011 by and between the Company, Nevada Alaska Mining Co., Inc., Robert Craig, Barbara Anne Craig and Elizabeth Dickman (Incorporated by reference to Current Report on Form 8-K filed on September 27, 2011)
- 10.7 Purchase Agreement, dated September 23, 2011 by and between the Company, Robert Craig and Barbara Anne Craig (Incorporated by reference to Current Report on Form 8-K filed on September 27, 2011)
- 10.8 Addendum 1 to Asset Purchase Agreement dated March 12, 2010 (Incorporated by reference to exhibit 10 to the Companies Current Report on Form 8-K filed on March 29, 2012)
- 10.9 Securities Purchase Agreement, effective June 18, 2013, by and between Amerilithium Corporation and Carebourn Capital, L.P. (Incorporated by reference to exhibit 10 to the Companies Current Report on Form 8-K filed on June 24, 2013)
- 10.10 Employment Agreement, dated January 27, 2014, between the Company and Ernest B. Remo. (Incorporated by reference to exhibit 10 to the Companies Current Report on Form 8-K filed on January 28, 2014)
- 10.11 Consulting Agreement, dated January 27, 2014, between the Company and Matthew Worrall. (Incorporated by reference to exhibit 10 to the Companies Current Report on Form 8-K filed on January 28, 2014)
- 31.1 Certification by the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14 (a)). *
- 31.2 Certification by the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14 (a)). *
- 32.1 Certification by the Principal Executive Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
- 32.2 Certification by the Principal Financial Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *

*filed herewith

101.INS* XBRL Instance Document
 101.SCH* XBRL Taxonomy Schema
 101.CAL* XBRL Taxonomy Calculation Linkbase
 101.DEF* XBRL Taxonomy Definition Linkbase
 101.LAB* XBRL Taxonomy Label Linkbase
 101.PRE* XBRL Taxonomy Presentation Linkbase

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERILITHIUM CORP

Date: April 25, 2014

By: /s/ Ernest B. Remo

Name: Ernest B. Remo

Title: Chief Executive Officer

(Principal Executive Officer)

(Principal Financial Officer)

(Principal Accounting Officer)

AMERILITHIUM CORP.
Formerly Kodiak International Inc.
(An Exploration Stage Enterprise)
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DE JOYA GRIFFITH
Certified Public Accountants and Consultants

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Amerilithium Corp.

We have audited the accompanying balance sheets of Amerilithium Corp. (the "Company") as of December 31, 2013 and 2012 and the related statements of operations, stockholders' equity (deficit) and cash flows for the years then ended. Amerilithium's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Amerilithium Corp. as of December 31, 2013 and 2012 and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has suffered losses from operations, which raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ De Joya Griffith, LLC
Henderson, Nevada
April 24, 2014

Corporate Headquarters:
De Joya Griffith, LLC
2580 Anthem Village Drive , Henderson, NV 89052 Phone: (702) 563-1600 Fax: (702) 920-8049

AMERILITHIUM CORP.
Formerly Kodiak International Inc.
(An Exploration Stage Enterprise)
Balance Sheets
Audited

	<i>December 31,</i> <i>2013</i>	<i>December 31,</i> <i>2012</i>
ASSETS		
Current assets:		
Cash	\$ 1,583	\$ 215,245
Prepaid expense	-	1,200
Unamortized loan fees	-	33,967
Total current assets	<u>1,583</u>	<u>250,412</u>
Fixed assets		
Computer equipment, net	1,677	4,670
Furniture and equipment, net	-	2,244
Total fixed assets	<u>1,677</u>	<u>6,914</u>
Other assets		
Mining claims	108,428	5,178,880
Total assets	<u>\$ 111,687</u>	<u>\$ 5,436,206</u>
LIABILITIES		
Current liabilities:		
Accounts payable and accrued expenses	\$ 121,318	\$ 42,491
Convertible notes net of discount - current	332,943	262,079
Total current liabilities	<u>454,261</u>	<u>304,570</u>
Long-term liabilities:		
Convertible notes, net of discount	-	128,831
Total long-term liabilities	-	128,831
Total liabilities	<u>454,261</u>	<u>433,401</u>
STOCKHOLDERS' EQUITY (Deficit)		
Series A Preferred stock, \$0.001 par value, 51 authorized and outstanding,	-	-
Common stock, \$0.001 par value, 500,000,000 authorized, 305,059,226 and 117,458,776 shares issued and outstanding	305,059	117,459
Additional paid-in capital	11,214,318	10,683,838
Stock payable	95	14,100
Deficit accumulated during exploration stage	(11,862,047)	(5,812,592)
Total stockholders' equity (Deficit)	<u>(342,574)</u>	<u>5,002,805</u>
Total liabilities and stockholders' equity (Deficit)	<u>\$ 111,687</u>	<u>\$ 5,436,206</u>

The accompanying notes are an integral part of these financial statements.

AMERILITHIUM CORP.
Formerly Kodiak International Inc.
(An Exploration Stage Enterprise)
Statements of Operations
Audited

	Year ended December 31,		From inception (February 2, 2004) through December 31,
	2013	2012	2013
Revenue	\$ -	\$ -	\$ -
General and administrative expenses	82,013	237,318	635,589
Exploration expenses	51,271	200,867	691,017
Impairment losses	5,070,452	2,046,120	7,116,572
Salaries	128,000	150,250	700,007
Professional fees	342,902	192,150	1,468,553
Total operating expenses	<u>5,674,638</u>	<u>2,826,705</u>	<u>10,611,738</u>
Loss from operations	<u>(5,674,638)</u>	<u>(2,826,705)</u>	<u>(10,611,738)</u>
Other income/(expense):			
Interest expense	<u>(374,817)</u>	<u>(706,256)</u>	<u>(1,250,309)</u>
Total other expenses	<u>(374,817)</u>	<u>(706,256)</u>	<u>(1,250,309)</u>
Provision for taxes on income	<u>-</u>	<u>-</u>	<u>-</u>
Net loss	<u>\$ (6,049,455)</u>	<u>\$ (3,532,961)</u>	<u>\$ (11,862,047)</u>
Weighted average number of shares outstanding-basic	<u>182,334,446</u>	<u>76,939,340</u>	
Net loss per share - basic	<u>\$ (0.03)</u>	<u>\$ (0.01)</u>	

The accompanying notes are an integral part of these financial statements.

AMERILITHIUM CORP.
Formerly Kodiak International Inc.
(An Exploration Stage Enterprise)
Statement of Stockholders' Equity (Deficit)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Stock Payable	Deficit Accumulated During the Exploration Stage	Total
	Shares	Amount	Shares	Amount				
Inception, February 2, 2004 through December 31, 2005 (Audited):								
Shares Issued			37,920,000	\$ 37,920	\$ (19,120)	\$ -	\$ -	\$ 18,800
Net (loss)							(104)	(104)
Balances, December 31, 2005	-	-	37,920,000	37,920	(19,120)	-	(104)	18,696
Year Ended December 31, 2006 (Audited)								
Shares Issued			2,880,000	2,880	4,320	-	-	7,200
Net (loss)							(20,020)	(20,020)
Balance, December 31, 2006	-	-	40,800,000	40,800	(14,800)	-	(20,124)	5,876
Year Ended December 31, 2007 (Audited)								
Shares Issued			-	-	-	-	-	-
Net (loss)							(981)	(981)
Balance, December 31, 2007 (Audited)	-	-	40,800,000	40,800	(14,800)	-	(21,105)	4,895
Shares Issued, August 22, 2008			12,000,000	12,000	48,000	-	-	60,000
Net (loss)							(41,539)	(41,539)
Balance, December 31, 2008 (Audited)	-	-	52,800,000	52,800	33,200	-	(62,644)	23,356
Shares Issued, November 18, 2009			1,600,000	1,600	48,400	-	-	50,000
Net (loss)							(82,765)	(82,765)
Balance, December 31, 2009 (Audited)	-	-	54,400,000	54,400	81,600	-	(145,409)	(9,409)
Stock issued for purchase of mining claims			5,950,000	5,950	6,804,050	-	-	6,810,000
Stock issued for financing agreement			1,218,891	1,219	1,044,552	-	-	1,045,771
Stock issued for loan conversion			4,800,000	4,800	25,200	-	-	30,000
Stock issued for advisory services			175,000	175	80,425	-	-	80,600
Stock issued for consultancy agreement			350,000	350	184,650	-	-	185,000
Stock issued for finder's fee agreement			300,000	300	95,700	-	-	96,000
Stock issued with warrant			83,333	83	99,917	-	-	100,000
Net (loss)							(1,066,066)	(1,066,066)
Balance, December 31, 2010 (Audited)	-	-	67,277,224	67,277	8,416,094	-	(1,211,472)	7,271,896
Stock issued for purchase of mining claims			600,000	600	107,400	-	-	108,000
Stock issued for financing agreement			751,880	752	199,248	-	-	200,000

Stock issued for loan conversion			2,400,000	2,148	223,852	-	-	226,000
Bond discount on convertible debentures				252	56,248	-	-	56,500
Stock issued for advisory services			195,000	195	52,205	-	-	52,400
Stock issued for consultancy agreement			500,000	500	122,000	-	-	122,500
Net (loss)							(1,068,158)	(1,068,158)
Balance, December 31, 2011 (Audited)	-	-	71,724,104	71,724	9,177,047	-	(2,279,631)	6,969,140
Stock issued for purchase of mining claims			225,000	225	17,775	-	-	18,000
Stock issued for financing agreement			6,320,238	6,320	228,121	-	-	234,441
Stock issued for loan conversion			39,139,434	39,140	1,257,945	-	-	1,297,085
Stock issued for advisory services			50,000	50	2,950	-	-	3,000
Stock subscription			-	-	-	14,100	-	14,100
Net (loss)							(3,532,961)	(3,532,961)
Balance, December 31, 2012 (Audited)	-	-	117,458,776	117,459	10,683,838	14,100	(5,812,592)	5,002,805
Stock issued for purchase of mining claims								
Stock issued for financing agreement			6,831,362	6,831	59,469			66,300
Stock issued for loan conversion			145,550,691	145,551	407,546			553,097
Stock issued for advisory services and Professional Services			35,218,397	35,218	63,465			98,683
Stock subscription						(14,005)		(14,005)
Preferred stock issued	51	-						-
Net (loss)							(6,049,455)	(6,049,455)
Balance, December 31, 2013 (Audited)	51	-	305,059,226	305,059	11,214,318	95	(11,862,047)	(342,575)

The accompanying notes are an integral part of these financial statements.

AMERILITHIUM CORP.
Formerly Kodiak International Inc.
(An Exploration Stage Enterprise)
Statements of Cash Flows
Audited

	<i>Year Ended December 31, 2013</i>	<i>December 31, 2012</i>	<i>From inception (February 2, 2004) through December 31, 2013</i>
Cash flows from operating activities:			
Net loss	\$ (6,049,455)	\$ (3,532,961)	\$ (11,862,047)
Adjustments to reconcile net loss to net cash used in operating activities:			
Shares issued for services	98,683	17,100	652,283
Shares issued for financing agreement and facilities fee	66,300	18,000	84,300
Amortization of Interest	293,529	559,520	853,049
Shares issued for debt discount	12,598	40,197	170,644
Amortization of loan fees	33,967	16,032	99,999
Impairment on properties	5,070,452	2,046,120	7,116,572
Depreciation and Amortization	1,151	2,065	4,335
Loss on abandoned assets	5,984		5,983
Change in current assets and liabilities:			
Increase in prepaids	1,200	(1,200)	-
Decrease in accounts payable and accrued expenses	78,827	(87,440)	24,686
Net cash flows from operating activities	<u>(386,764)</u>	<u>(922,567)</u>	<u>(2,850,196)</u>
Cash flows from investing activities:			
Purchase of fixed assets	(1,898)	(2,392)	(11,993)
Purchase of Mining Rights	-	-	(307,000)
Net cash flows from investing activities	<u>(1,898)</u>	<u>(2,392)</u>	<u>(318,993)</u>
Cash flows from financing activities:			
Proceeds from sale of common stock	-	-	1,887,162
Proceeds from convertible notes	175,000	639,000	1,283,610
Net cash flows from financing activities	<u>175,000</u>	<u>639,000</u>	<u>3,170,772</u>
Net cash flows	<u>(213,662)</u>	<u>(285,959)</u>	<u>1,583</u>
Cash and equivalents, beginning of period	215,245	501,202	-
Cash and equivalents, end of period	<u>\$ 1,583</u>	<u>\$ 215,243</u>	<u>\$ 1,583</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS FOR:			
Interest	<u>\$ -</u>	<u>\$ 73,175</u>	<u>\$ 73,175</u>
Income taxes	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
SUPPLEMENTAL DISCLOSURE OF NON-CASH FINANCING AND INVESTING:			
Stock issued to acquire assets	<u>\$ -</u>	<u>\$ 108,000</u>	<u>\$ 6,918,000</u>
Shares issued to settle interest expense	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Shares issued to settle convertible notes	<u>\$ 647,337</u>	<u>\$ 61,200</u>	<u>\$ 1,813,037</u>

The accompanying notes are an integral part of these financial statements.

Note 1 - Organization and summary of significant accounting policies:

Following is a summary of the Company's organization and significant accounting policies:

Organization and nature of business - Amerilithium Corp formerly Kodiak International Inc., ("We," or "the Company") is a Nevada corporation incorporated on February 2, 2004. The Company is primarily engaged in the acquisition and exploration of mining properties.

The Company has been in the exploration stage since its formation and has not yet realized any revenues from its planned operations. Upon the location of commercially mineable reserves, the Company plans to prepare for mineral extraction and enter the development stage.

Basis of presentation - The accompanying financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America, and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") and reflect all adjustments, consisting of normal recurring adjustments, which management believes are necessary to fairly present the financial position, results of operations and cash flows of the Company for the year ended December 31, 2013.

Use of estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents - The Company maintains a cash balance in a non-interest-bearing account that currently does not exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. There were no cash equivalents as of December 31, 2013 and 2012.

Property and Equipment - The Company values its investment in property and equipment at cost less accumulated depreciation. Depreciation is computed primarily by the straight line method over the estimated useful lives of the assets ranging from three to five years. As of December 31, 2013 and 2012 the company had recognized total depreciation expense of \$1,151 and \$2,065, respectively.

Mineral Property Acquisition and Exploration Costs - The Company is primarily engaged in the business of the acquisition, exploration, development, mining, and production of domestic strategic energy and mineral properties, with emphasis on lithium carbonate and additional strategic minerals. Mineral claim and other property acquisition costs are capitalized as incurred. Such costs are carried as an asset of the Company until it becomes apparent through exploration activities that the cost of such properties will not be realized through mining operations. Mineral exploration costs are expensed as incurred, and when it becomes apparent that a mineral property can be economically developed as a result of establishing proven or probable reserve, the exploration costs, along with mine development cost, are capitalized. The costs of acquiring mineral claims, capitalized exploration costs, and mine development costs are recognized for depletion and amortization purposes under the units-of-production method over the estimated life of the probable and proven reserves. If mineral properties, exploration, or mine development activities are subsequently abandoned or impaired, any capitalized costs are charged to operations in the current period.

The Company conducted an impairment analysis on the carrying value of its mining properties and the related lease acreage for the period ended December 31, 2012 and determined an impairment in the amount of \$2,046,120 was necessary. An additional analysis was prepared for the period ending December 31, 2013 and determined that an additional impairment in the amount \$5,070,452 was necessary. For the period from inception through December 31, 2013, the Company has recognized a total impairment of \$7,116,572. Key indicators were evaluated to determine that sufficient progress had been made over the last 12 months including maintaining the commitment of our geologist, significant progress in evaluating the properties program which is very complex and continued resources for financing for third parties.

Asset retirement obligations - The Company has adopted the provisions of FASB ASC 410-20 "Asset Retirement and Environmental Obligations," which requires the fair value of a liability for an asset retirement obligation to be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. The associated asset retirement costs are capitalized as part of the carrying amount of the related mining properties. As of December 31, 2013 and 2012, there have been no asset retirement obligations recorded.

Fair value of financial instruments - The Company's financial instruments include cash, accounts receivable, accounts payable, and notes payable. All instruments are accounted for on a historical cost basis, which, due to the short maturity of these financial instruments, approximates fair value at December 31, 2013 and 2012. The Company did not engage in any transaction involving derivative instruments.

Income Taxes - The Company accounts for its income taxes in accordance with Income Taxes Topic of the FASB ASC 740, which requires recognition of deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

Net loss per share calculation - Net loss per share is provided in accordance with FASB ASC 260-10, "Earnings per Share". Basic net loss per common share ("EPS") is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted earnings per share is computed by dividing net income by the weighted average shares outstanding, assuming all dilutive potential common shares were issued, unless doing so is anti-dilutive. The weighted-average number of common shares outstanding for computing basic EPS for the year ended December 31, 2013 and 2012 were 211,309,001 and 76,939,340, respectively.

Stock Based Compensation - The Company recognizes stock-based compensation in accordance with ASC Topic 718 "Stock Compensation", which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including employee stock options and employee stock purchases related to an Employee Stock Purchase Plan based on the estimated fair values.

For non-employee stock-based compensation, we have adopted ASC Topic 505 "Equity-Based Payments to Non-Employees", which requires stock-based compensation related to non-employees to be accounted for based on the fair value of the related stock or options or the fair value of the services on the grant date, whichever is more readily determinable in accordance with ASC Topic 718.

Exploration Stage Enterprise - The Company's financial statements are prepared pursuant to the provisions of Topic 26, "Accounting for Development Stage Enterprises," as it devotes substantially all of its efforts to acquiring and exploring mining interests that will eventually provide sufficient net profits to sustain the Company's existence. Until such interests are engaged in major commercial production, the Company will continue to prepare its financial statements and related disclosures in accordance with entities in the development stage. Mining companies subject to Topic 26 are required to label their financial statements as an "Exploratory Stage Company," pursuant to guidance provided by SEC Guide 7 for Mining Companies.

Carrying Value, Recoverability and Impairment of long-lived assets - The Company has adopted paragraph 360-10-35-17 of the FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived assets, which include property and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

The Company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset's expected future discounted cash flows or market value, if

readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives.

The Company considers the following to be some examples of important indicators that may trigger an impairment review: (i) significant under-performance or losses of assets relative to expected historical or projected future operating results; (ii) significant changes in the manner or use of assets or in the Company's overall strategy with respect to the manner or use of the acquired assets or changes in the Company's overall business strategy; (iii) significant negative industry or economic trends; (iv) increased competitive pressures; and (v) regulatory changes. The Company evaluates acquired assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.

The impairment charges, if any, are included in operating expenses in the accompanying statements of operations.

Recently Issued Accounting Pronouncements – For the year ended December 31, 2013 and 2012, the Company does not expect any of the recently issued accounting pronouncements to have a material impact on its financial condition or results of operations.

Note 2 - Going concern:

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs to allow it to continue as a going concern. As of December 31, 2013, the Company had an accumulated deficit of \$11,862,047. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. The Company is contemplating conducting an offering of its debt or equity securities to obtain additional operating capital. The Company is dependent upon its ability, and will continue to attempt, to secure equity and/or debt financing. There are no assurances that the Company will be successful and without sufficient financing it would be unlikely for the Company to continue as a going concern.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might result from this uncertainty.

Note 3 - Income tax:

As of December 31, 2013 and 2012, the Company had a net operating loss (NOL) carryforward of approximately \$4,471,429 and \$3,537,162, respectively, adjusted for stock based compensation and certain other non-deductible items available to reduce future taxable income, if any. The NOL carryforward begins to expire in 2029, and fully expires 2032. Because management is unable to determine that it is more likely than not that the Company will realize the tax benefit related to the NOL carryforward, by having taxable income, a valuation allowance has been established at December 31, 2013 and 2012 to reduce the tax benefit asset value to zero.

Components of net deferred tax assets, including a valuation allowance, are as follows at December 31:

	December 31,	
	2013	2012
Deferred tax assets	934,267	1,238,007
Valuation allowance	(934,267)	(1,238,007)
Total deferred tax assets	\$ -	\$ -

The valuation allowance for deferred tax assets as of December 31, 2013 and 2012 was \$934,267 and \$1,238,007, respectively. In assessing the recovery of the deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income in the periods in which those temporary differences become deductible. Management considers the scheduled reversals of future deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. As a result, management determined it was more likely than not the deferred tax assets would not be realized as of December 31, 2013 and 2012, and recorded a full valuation allowance.

Reconciliation between the statutory rate and the effective tax rate is as follows at December 31, 2013 and 2012:

Federal statutory tax rate	(35.0)%
Permanent difference and other	35.0%
Effective tax rate	0.0%

Note 4 – Stockholder's Equity:

On February 18, 2010, our articles of incorporation were amended to increase our authorized common shares to 150,000,000.

On January 31, 2013 we amended our articles of incorporation to increase authorized common shares from 150,000,000 to 500,000,000 and authorized 10,000,000 shares, par value \$0.001 per share, of “blank-check” preferred stock.

Since its inception, we have issued shares of common stock as follows:

On August 8, 2005, our Directors authorized the issuance of 16,000,000 founder shares at par value of \$0.001. These shares are restricted under rule 144 of the Securities Exchange Commission.

On August 28, 2005, our Directors authorized the issuance of 16,000,000 shares of common stock at a price of \$0.001 per share as fully paid and non-assessable to the subscriber. These shares are not restricted and are free trading.

On July 14, 2006, our Directors authorized the issuance of 8,800,000 shares of common stock at a price of \$0.002 per share as fully paid and non-assessable to the subscriber. These shares are not restricted and are free trading.

On August 21, 2008, our Directors authorized the issuance of 12,000,000 shares of common stock at a price of \$0.04 per share as fully paid and non-assessable to the subscriber. These shares are not restricted and are free trading.

On November 18, 2009, our Directors authorized the issuance of 1,600,000 shares of common stock at a price of \$0.25 per share as fully paid and non-assessable to the subscriber. These shares are not restricted and are free trading.

In March 2010, the Company issued 4,800,000 common stock shares at prices ranging from \$0.95 to \$1.65 per share for the purchase of mining claims. These shares are restricted.

As part of purchase of mining claims the Company has committed to the issuance of 750,000 shares of common stock at a

price of \$1.65. The Company has recorded this as a stock subscription payable. 250,000 shares were issued in April 2010 and an additional 250,000 shares were issued in July 2010. The remaining shares were issued in December 2010.

On March 12, 2010, the Company entered into a consulting agreement for \$100,000 and 100,000 shares of stock in which the Company will pay \$40,000 on signing and six equal installments of \$10,000 monthly. As of December 31, 2010, \$100,000 of this agreement has been paid and the 100,000 shares have been issued.

On March 30, 2010, the Company issued 83,333 shares of common stock at a price of \$1.20 per share. This was part of a private placement offering that included a stock warrant to purchase additional shares of stock for \$1.60 per share.

During April 2010, the Company submitted drawdown notices of \$500,000 for a total of 352,374 shares of the company's common stock, in regards to their financing agreement with Sunrise Energy Investments.

The Company has a note payable for sum of \$30,000 with one of its shareholders. On April 22, 2010, the Company issued 4,800,000 shares in exchange for this note.

On April 26, 2010 the Company purchased the mining rights from Nevada Alaska Mining Co. for stock and cash. The agreement includes the issuance of 400,000 shares at a price of \$1.72 per share. These shares were originally recorded as a subscription payable but have been fully issued in July 2010.

During June 2010, the Company issued 45,000 shares of stock to three advisors at a price of \$0.71 per share. The amount will be granted every three months through termination of agreements, and priced at the current market price. These shares are restricted.

During June 2010, the Company submitted drawdown notices of \$500,000 for a total of 554,017 shares of the company's common stock, in regards to their financing agreement with Sunrise Energy Investments.

During June 2010, the Company issued 20,000 shares of stock to one advisor at \$0.71 per share. The amount will be granted every three months through termination of agreements and priced at the current market price. These shares are restricted.

During July 2010, the Company submitted drawdown notices of \$200,000 for a total of 312,500 shares of the company's common stock, in regards to their financing agreement with Sunrise Energy Investments.

During September 2010, the Company issued 65,000 shares of stock to four advisors at a price of \$0.32 per share.

During September 2010, the Company issued 300,000 shares of stock at \$0.32 per share, per the finder's fee agreement on its Paymaster Master Claim, Nevada.

On October 10, 2010, the Company issued 250,000 shares of stock at \$0.26 per share, as part of the consultancy agreement. The amount will be granted every six months through termination of agreements at its current trading price. These shares are restricted.

On December 20, 2010, the Company issued 45,000 shares at \$0.29 per share as part of the advisory agreements.

On January 21, 2011, the Company issued 20,000 shares at \$0.29 per share as part of the advisory agreements.

On March 7, 2011, the Company issued 751,880 shares at \$0.40 to Sunrise Energy Investments as part of the financing agreement draw down.

On March 23, 2011, the Company issued 45,000 shares at \$0.37 to three advisors as part of the advisory agreements.

On May 3, 2011, the Company issued 270,000 shares at \$0.35, 20,000 to two advisors per their advisory agreements and 250,000 as part of the consultancy agreement.

On June 15, 2011, the Company issued 45,000 shares at \$0.25 to three advisors as part of their advisory agreements.

On September 21, 2011, JMJ Financial converted part of their convertible debenture. The Company issued 300,000 shares to reduce the note payable by \$46,500.

On September 23, 2011, the Company issued 65,000 shares at \$0.18 to four advisors as part of their advisory agreements.

On September 23, 2011, the Company issued 200,000 shares at \$0.18 as part of the purchase agreement for Clayton Deep extension.

On September 23, 2011, the Company issued 400,000 shares at \$0.18 as part of the purchase agreement for Jackson Wash.

On September 29, 2011, JMJ Financial converted part of their convertible debenture. The Company issued 200,000 shares to reduce the note payable by \$30,000.

On October 11, 2011 JMJ Financial converted part of their convertible debenture. The Company issued 400,000 shares to reduce the note payable by \$56,000.

On November 8, 2011, the Company issued 250,000 shares of stock at \$0.14 per share, as part of the consultancy agreement. The amount will be granted every six months at its current trading price. These shares are restricted.

On November 11, 2011 JMJ Financial converted part of their convertible debenture. The Company issued 500,000 shares to reduce the note payable by \$50,000.

On November 22, 2011 JMJ Financial converted part of their convertible debenture. The Company issued 1,000,000 shares to reduce the note payable by \$100,000.

On January 3, 2012, JMJ Financial converted part of on their convertible debentures. The Company issued 3,500,000 shares to reduce the note payable by \$154,000.

On January 30, 2012, The Company issued 1,149,425 at \$0.087 to TCA Global for a total of \$100,000 as part of the financing agreement.

On February 9, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 1,800,000 shares to reduce the note payable by \$135,000.

On February 24, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 2,000,000 shares to reduce the note payable by \$120,000

On March 14, 2012, the Company issued 50,000 shares to three advisors for a total of \$3,000 as part of their advisory agreements.

On March 21, 2012, the Company issued 225,000 shares at \$0.08 to GeoXplor as part of the renegotiation of the payment plan on the purchase of mining property.

On March 23, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 2,000,000 shares to reduce the note payable by \$117,200.

On April 11, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 2,000,000 shares to reduce the note payable by \$114,000.

On April 25, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 1,300,000 shares to

reduce the note payable by \$67,600.

On May 3, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 1,200,000 shares to reduce the note payable by \$62,400.

On May 14, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 600,000 shares to reduce the note payable by \$31,200.

On May 30, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 941,356 shares to reduce the note payable by \$44,244

On June 6, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 500,000 shares to reduce the note payable by \$20,000.

On June 13, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 1,400,000 shares to reduce the note payable by \$42,000.

On July 11, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 2,000,000 to reduce the note payable by \$60,000.

On July 26, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 2,100,000 to reduce the note payable by \$57,750.

On August 15, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 1,740,385 shares to reduce the note payable by \$45,250.

On August 15, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 557,693 shares to reduce the note payable by \$14,500.

On August 29, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 3,000,000 shares to reduce the note payable by \$63,000.

On September 27, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 2,400,000 shares to reduce the note payable by \$48,240.

On October 17, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 4,000,000 shares to reduce the note payable by \$52,000.

On November 8, 2012, The Company issued 5,170,813 shares valued at \$134,441 for a commitment fee with TCA Global Credit Master Fund. The Company recorded this issuance as interest expense.

On November 19, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 3,000,000 to reduce the note payable by \$27,000

On December 17, 2012, JMJ Financial converted part of their convertible debentures. The Company issued 3,100,000 shares to reduce the note payable by \$21,700.

The Company has accrued but not issued shares associated with consultancy and advisory agreements. The Company has reported a stock subscription payable of \$14,100 as of December 31, 2012. These shares of 180,000 were issued on March 25, 2013.

On January 8, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 5,000,000 shares to reduce the note payable by \$35,000.

AMERILITHIUM CORP
Formerly Kodiak International Inc.
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On January 30, 2013, TCA Global Credit Master Fund converted part of their convertible debentures. The Company issued 5,000,000 shares to reduce the note payable by \$52,632.

On February 1, 2013, The Company issued 2,331,362 shares valued at \$37,500 for a commitment fee with TCA Global Credit Master Fund. The Company recorded this issuance as interest expense.

On February 6, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 4,084,524 shares to reduce the note payable by \$34,310.

On February 27, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 4,500,000 shares to reduce the note payable by \$33,750.

On March 19, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 5,000,000 shares to reduce the note payable by \$37,500.

On March 25, 2013, the Company issued 750,000 shares of stock as part of the consultancy agreement. The amount will be granted every six months at its current trading price. The value of these shares have been recorded as professional fees expense at time of grant. The Company recorded an expense of \$13,000.

On April 25, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 4,500,000 shares to reduce the note payable by \$36,000.

On May 13, 2013, The Company issued 1,550,000 shares valued at \$15,500 for a commitment fee with TCA Global Credit Master Fund. The Company recorded this issuance as interest expense.

On May 23, 2013 JMJ Financial converted part of their convertible debentures. The Company issued 5,000,000 shares to reduce the note payable by \$29,500.

On June 24, 2013, TCA Global Credit Master Fund converted part of their convertible debentures. The Company recorded \$27,789 in stock payable to reduce the note payable by \$27,789.

On June 25, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 6,000,000 shares to reduce the note payable by \$22,200.

On July 2, 2013, The Company issued 6,000,000 shares at \$0.0044 to TCA Global Credit Master Fund to settle a previous conversion dated June 24, 2013.

On July 24, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 6,300,000 shares to reduce the note payable by \$23,310.

On August 12, 2013, TCA Global Credit Master Fund converted part of their convertible debentures. The Company issued 8,500,000 shares to reduce the note payable by \$52,789.

On August 14, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 8,800,000 shares to reduce the note payable by \$32,560.

On August 16, 2013, the Company issued 320,000 shares of stock as part of the consultancy agreement. The amount will be granted every six months at its current trading price. These shares have been offset against the stock subscription.

On August 29, 2013, The Company issued 9,648,397 shares to Lucosky Brookman for legal services. The Company recorded legal expenses of \$31,840.

On September 11, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 9,000,000 shares to reduce the note payable by \$18,900.

On September 13, 2013, TCA Global Credit Master Fund converted part of their convertible debentures. The Company issued 4,457,453 shares to reduce the note payable by \$13,607.

On September 13, 2013, TCA Global Credit Master Fund converted part of their convertible debentures. The Company issued 4,000,000 shares to reduce the note payable by \$12,211.

On October 2, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 8,000,000 shares to reduce the note payable by \$10,240.

On October 9, 2013, TCA Global Credit Master Fund converted part of their convertible debentures. The Company issued 10,597,464 shares to reduce the note payable by \$20,135.18.

On October 18, 2013, TCA converted an amount on their note. The Company was going to issue 11,490,142 and reduced the note by \$22,980. However, this issuance has been postponed by TCA.

On October 23, 2013, JMJ Financial converted part of their convertible debentures. The Company issued 8,581,250 shares to reduce the note payable by \$10,984.

On November 21, 2013, the Company issued 12,000,000 shares to Seth Brookman for outstanding legal fee in the amount of \$32,683.25.

On November 21, 2013, the Company issued 7,500,000 to Robert Allender for outstanding consulting services in the amount of \$15,000.

On November 21, 2013, the Company issued 5,000,000 shares to Robert Craig for outstanding consulting services in the amount of \$10,000.

On December 9, 2013, 2013, JMJ Financial converted part of their convertible debentures. The Company recorded \$17,280 in stock payable to reduce the note payable by \$17,280.

On December 17, 2013, Carebourn Capital converted part of their convertible debentures. The Company issued 13,000,000 shares to reduce the note payable by \$14,300.

On December 23, 2013, Carebourn Capital converted part of their convertible debentures. The Company issued 10,000,000 shares to reduce the note payable by \$9,900.

Note 5 – Preferred Stock:

On June 20, 2013, The Company authorized a Series A preferred stock offering. The Company was authorized and issued 51 shares with a par value of \$0.001. Initially, these shares will not accrue or receive dividends and will have no liquidation rights. These shares shall rank senior to the Corporation's common stock and any other class or series of capital stock. Each one (1) share shall have voting rights equal to (x) 0.019607 multiplied by the total issued and outstanding shares of Common Stock eligible to vote at the time of the respective vote (the "Numerator"), divided by (y) 0.49, minus (z) the Numerator. For purposes of illustration only, if the total issued and outstanding shares of Common Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of one share of the Series A Preferred shall be equal to $102,036 (0.019607 \times 5,000,000) / 0.49 - (0.019607 \times 5,000,000) = 102,036$.

So long as any shares of Series A Preferred are outstanding, the Corporation shall not, without first obtaining the unanimous written consent of the holders of Series A Preferred, (i) alter or change the rights, preferences or privileges of the Series A Preferred so as to affect adversely the holders of Series A Preferred or (ii) create Pari Passu Shares or Senior Shares.

Note 6 – Warrants:

The following table summarizes the Company's warrant activity during the years ended December 31, 2013:

	Warrants for Common Shares	Weighted Average Exercise Price
Outstanding/exercisable as of December 31, 2013	<u>83,333</u>	\$ 1.60

Note 7 - Employment and Consulting Agreements:

On March 12, 2010, the Company entered into an employment contract with their Chief Executive Officer to pay this individual a guaranteed monthly fee of \$6,500 for 36 months.

On October 8, 2010, The Company renewed its consultancy agreement for an additional 24 months at \$5,000 per month. The Company will also issue 250,000 shares of common stock every six months. This contract was eliminated on September 30, 2013.

Note 8 - Mining Rights:

In September 2008, the Company purchased the Kodiak Lode Mining Claim for \$7,500. The mining claim is in the Sunset Mining District in the extreme southern portion of the State of Nevada. The claim is on 20.66 acres and includes gold, silver, copper and lead. The full mining claim was recorded as a period expense.

On March 2, 2010, the Company entered into an agreement to purchase 100% net revenue in assets of Power Mining Ventures, Inc. The purchase was funded by restricted common stock shares. The total purchase price was \$2,280,000.

On March 12, 2010, the Company entered into an agreement to purchase 78 mining claims comprising of nearly 6,000 acres with GeoXplor Corporation. The total purchase price was \$1,678,000.

On March 22, 2010, the Company entered into an agreement to purchase 100% net revenue in assets of Power Mining Ventures, Inc located in southwestern Australia. The purchase was funded by restricted common shares and cash. The total purchase price was \$2,340,000.

On April 26, 2010, the Company entered into an agreement to purchase from Nevada Alaska Mining Company, Inc., the Clayton Deep and Full Monty properties situated in Nevada, USA, and comprising 138 claims. The purchase was funded by restricted common stock and cash. The total purchase price was \$813,000.

On September 23, 2011, the Company entered into an agreement to purchase from Nevada Alaska Mining Company, Inc., an extension to its Clayton Deep property situated in Nevada, USA, comprising 17 claims. The purchase was funded by restricted common stock and cash. The total purchase price was \$42,000.

On September 23, 2011, the Company entered into an agreement to purchase from Robert Craig and Barbara Anne Craig the Jackson Wash property situated in Nevada, USA, comprising 66 claims. The purchase was funded by restricted common stock. The total purchase price was \$72,000.

For the year ended December 31, 2012, The Company, determined that an impairment loss should be recorded against the mining rights and properties. The Company has determined that the amount of the impairment to be \$2,046,120.

For the year ended December 31, 2013, The Company determined that an impairment loss should be recorded against the mining rights and properties. The Company has determined that the amount of the impairment to be \$5,070,452.

AMERILITHIUM CORP
Formerly Kodiak International Inc.
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Note 9 - Convertible Notes:

The Company had the following notes payable outstanding as of December 31, 2013 and 2012:

	December 31, 2013	December 31, 2012
Promissory note payable dated July 7, 2011 due to JMJ including accrued interest of \$0 and \$19,445, as of December 31, 2013 and 2012, respectively.	\$ -	\$ 133,305
Promissory note payable dated January 30, 2012 due to TCA Global including accrued interest of \$31,579 and \$28,991 as of December 31, 2013 and 2012, respectively.	84,514	292,149
Promissory note payable dated June 29, 2012 due to JMJ including accrued interest of \$1,695 and \$1,723 as of December 31, 2013 and 2012, respectively.	11,812	35,723
Promissory note payable dated June 13, 2013 due to Carebourn Capital including accrued interest of \$7,273 as of December 31, 2013	45,782	-
Promissory note payable dated August 9, 2013 for professional fees including accrued interest of \$99,719 as of December 31, 2013	211,058	
	<u>353,166</u>	<u>461,177</u>
Less: Debt discount	(20,223)	(70,267)
Total notes payable	<u>\$ 332,943</u>	<u>\$ 390,910</u>

JMJ Financial #2

On July 7, 2012, the Company entered into an agreement with JMJ Financial, whereby JMJ Financial will loan the Company the aggregate principal amount up to \$540,000, less \$40,000 for original issue discount, together with interest at the rate of eight percent (8%) per annum, until the maturity date of three years from the effective date of July 7, 2012. The original issue discount note, as described in ASC 480-55, may not be prepaid in whole or in part.

If the Note is not paid in full with interest on the maturity date, JMJ Financial has the right to convert this Note into restricted common shares of the Company. The Company at its option may elect to convert all or part of the principal and any accrued unpaid interest on these notes at any time or times on or before the maturity based on a conversion price. The conversion price (subject to equitable adjustments for stock splits, stock dividends or rights offerings by the Borrower) shall equal to 80% multiplied by the lowest trading price during the twenty-five (25) trading days prior to conversion notice.

During the year ended December 31, 2011, the Company received a total of \$50,000 in cash, which represented principal amount total of \$54,400 (original issue discount of \$4,400), and valued at \$68,000 based on the 80% conversion rate. For the year ended December 31, 2011, \$2,910 discount and \$3,298 interest had been amortized and expensed. As of December 31, 2012, the Company has unamortized discount of \$15,090 and accrued interest of \$3,298.

During the year ended December 31, 2012, the Company received a total of \$355,000 in cash, which represented principal amount total of \$386,240 (original issue discount of \$31,240), and valued at \$482,800 based on the 80% conversion rate. During the year ended December 31, 2012, the Company converted a total of \$349,552 principal amount of JMJ Note to 23,240,385 shares of common stock, which reduced \$436,940 from the value of the note.

As of December 31, 2013, the Company has converted \$263,648 principal amount and discount of \$65,912 with 74,765,774 shares of common stock. As of December 31, 2013, the Company received a total of \$125,000 in cash, which represented principal amount total of \$136,000 (original issue discount of \$20,000), and valued at \$170,000 based on the 80% conversion rate. As of ended December 31, 2013, the Company was charged additional interest expense by JMJ of \$31,875, which valued at \$52,618 based on the 80% conversion rate. For the year ended December 31, 2013, \$41,942 discount and \$33,227 interests had been amortized and expensed. These notes were fully paid at December 31, 2013.

TCA Global

On January 30, 2012, the Company entered into an agreement with TCA Global Credit Master Fund, LP, a Cayman Islands Limited Partnership, whereby TCA Global loaned the Company the aggregate principal amount of \$250,000, less \$73,175 for loan related costs, together with interest at the rate of twelve percent (12%) per annum, until the maturity date of January 30, 2013. The original issue discount note, as described in ASC 480-55, may not be prepaid in whole or in part.

If the Note is not paid in full with interest on the maturity date, TCA Global has the right to convert this Note into restricted common shares of the Company. The Company at its option may elect to convert all or part of the principal and any accrued unpaid interest on these notes at any time or times on or before the maturity based on a conversion price. The conversion price (subject to equitable adjustments for stock splits, stock dividends or rights offerings by the Borrower) shall equal to 95% multiplied by the lowest daily volume weighted average price during the five (5) trading days prior to conversion notice.

As of December 31, 2013, the original issue discount note was valued at \$84,514, consisting of principal of \$78,788 and a discount of \$4,147 which was valued based on the 95% conversion rate. For the year ended December 31, 2013, \$7,951 discount and \$72,829 interest had been amortized and expensed.

JMJ Financial #3

On June 29, 2012, the Company entered into an agreement with JMJ Financial, whereby JMJ Financial will loan the Company the aggregate principal amount up to \$540,000, less \$40,000 for original issue discount, together with interest at the rate of eight percent (8%) per annum, until the maturity date of three years from the effective date of June 29, 2012. The original issue discount note, as described in ASC 480-55, may not be prepaid in whole or in part.

If the Note is not paid in full with interest on the maturity date, JMJ Financial has the right to convert this Note into restricted common shares of the Company. The Company at its option may elect to convert all or part of the principal and any accrued unpaid interest on these notes at any time or times on or before the maturity based on a conversion price. The conversion price (subject to equitable adjustments for stock splits, stock dividends or rights offerings by the Borrower) shall equal to 80% multiplied by the lowest trading price during the twenty-five (25) trading days prior to conversion notice.

During the year ended December 31, 2012, the Company received a total of \$25,000 in cash, which represented principal amount total of \$27,200 (original issue discount of \$2,200), and valued at \$34,000 based on the 80% conversion rate.

As of December 31, 2013, the original issue discount note was valued at \$11,813, consisting of principal of \$9,650 and a discount of \$961. As of December 31, 2013, \$5,251 discount and \$4,233 interests had been amortized and expensed. As of December 31, 2013, the Company has unamortized discount of \$961 and accrued interest of \$2,163.

Carebourn Capital

On June 13, 2013, the Company entered into an agreement with Carebourn Capital LP, whereby Carebourn Capital will loan the Company the aggregate principal amount up to \$50,000, with interest at the rate of eight percent (8%) per annum, until the maturity date of one year.

If the Note is not paid in full with interest on the maturity date, Carebourn Capital has the right to convert this Note into restricted common shares of the Company. The Company at its option may elect to convert all or part of the principal and any accrued unpaid interest on these notes at any time or times on or before the maturity based on a conversion price. The conversion price (subject to equitable adjustments for stock splits, stock dividends or rights offerings by the Borrower) shall equal to 55% multiplied by the three (3) lowest trading price during the ten day (10) trading days prior to conversion notice.

As of December 31, 2013, the note was valued at \$45,782 and \$2,208 interests had been amortized and expensed. As of December 31, 2013, the Company has unamortized discount of \$15,115 and accrued interest of \$3,273.

Other Convertible Notes

On August 9, 2013 the Company issued 3 notes (the "Notes") in the principal aggregate amount of \$75,000 for professional

services rendered. The Notes have an interest rate of 12% per annum and are payable on demand.

At any time while these Notes are outstanding, the holder may convert all or any portion of the outstanding principal and accrued and unpaid interest (such total amount, the "Conversion Amount") into shares of Common Stock of the Company (the "Conversion Shares") at a price equal to the Conversion Amount (the numerator) divided by (y) the average five (5) trading day closing bid price of the Company's Common Stock during the five (5) trading days immediately prior to the Conversion Date (as defined in the Notes) as indicated in the conversion notice (the denominator) multiplied by (z) 2.75 (the "Conversion Price").

As of December 31, 2013, the series of notes are valued at \$211,058, consisting of principal of \$75,000 and a discount of \$132,532. As of December 31, 2013, the Company has accrued interest of \$3,526.

Note 10 – Subsequent Events:

On October 18, 2013, TCA converted an amount on their note. The Company was going to issue 11,490,142 and reduced the note by \$22,980. However, this conversion has is still been postponed by TCA.

On January 3, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 10,000,000 shares to reduce the note payable by \$17,370.

On January 9, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 10,000,000 shares to reduce the note payable by \$8,430.

On January 14, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 13,171,000 shares to reduce the note payable by \$11,195.

On January 23, 2014, The Company issued 12,000,000 shares at \$0.001440 to JMJ Financial to settle a previous conversion dated December 9, 2013.

On January 28, 2014, Matthew Worrall resigned as CEO, President and Director of the Company as was replaced by Ernest Remo.

On January 28, 2014, The Company entered into consulting agreements with Mr. Worrall and Mr. Remo. Mr. Worrall's agreement calls for monthly payments of \$8,500 for six months. The Company has the ability to pay this with cash or stock. Mr. Remo's contract calls for \$5,000 per month up to \$20,000 total.

On January 28, 2014, The Company entered into an agreement with Mr. Worrall for back pay and expenses. The Company has agreed to pay Mr. Worrall back pay of \$25,000 plus his personal laptop computer.

On February 10, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 16,126,543 shares to reduce the note payable by \$9,500.

On February 10, 2014, 2013, JMJ Financial converted part of their convertible debentures, for a total of 10,607,142 shares to reduce the note payable by \$11,880.

On February 21, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 17,394,578 shares to reduce the note payable by \$10,500.

On March 4, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 19,006,945 shares to reduce the note payable by \$26,538.

On March 6, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 16,678,031 shares to reduce the note payable by \$31,845.60.

On March 6, 2014 The Company issued 3,851,603 shares to Seth A. Brookman towards services provided by the companies legal council.

On March 11, 2014, Carebourn Capital converted part of their convertible debentures. The Company issued 525,979 shares to reduce interest on the note payable by \$2,084.07.

On April 7, 2014, The Company amended its articles of incorporation to increase authorized common shares from 500,000,000 to 1,000,000,000

On April 9, 2014, 2013, The Company issued 10,607,142 shares to JMJ Financial for a previously issued conversion dated February 10, 2014

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Ernest B. Remo, certify that:

1. I have reviewed this Form 10-K of Amerilithium Corp.;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 (e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 25, 2014

By: /s/ Ernest B. Remo

Ernest B. Remo
Principal Executive Officer
Amerilithium Corp.

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Ernest B. Remo, certify that:

1. I have reviewed this Form 10-K of Amerilithium Corp.;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 (e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 25, 2014

By: /s/ Ernest B. Remo

Ernest B. Remo
Principal Financial Officer
Amerilithium Corp.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002**

In connection with this Annual Report of Amerilithium Corp. (the "Company"), on Form 10-K for the year ended December 31, 2013, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Ernest B. Remo, Principal Executive Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Annual Report on Form 10-K for the year ended December 31, 2013, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in such Annual Report on Form 10-K for the year ended December 31, 2013, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 25, 2014

By: /s/ Ernest B. Remo

Ernest B. Remo
Principal Executive Officer
Amerilithium Corp.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002**

In connection with this Annual Report of Amerilithium Corp. (the "Company"), on Form 10-K for the year ended December 31, 2013, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Ernest B. Remo, Principal Financial Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Annual Report on Form 10-K for the year ended December 31, 2013, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in such Annual Report on Form 10-K for the year ended December 31, 2013, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 25, 2014

By: /s/ Ernest B. Remo

Ernest B. Remo
Principal Financial Officer
Amerilithium Corp.