I, Christopher Nichols, certify that:

1. I have reviewed this annual disclosure statement of Key Capital Corporation;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement, and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: March 26, 2015

//ss// Christopher Nichols

Christopher Nichols
President and CEO

KEY CAPITAL CORPORATION

Balance Sheets

(Unaudited)

	December 31, 2014	December 31, 2013 (Restated)
ASSETS		
Current Assets		
Cash and cash equivalents	$ 4,138	$ 3,324
Short-term loans receivable	13,000	36,000
Prepaid expense	3,847	-
Long-Term Assets		
Investments in affiliates	500,000	-
Total Assets	$ 520,985	$ 39,324
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued expenses	$ 298,757	$ 148,080
Accrued salary	168,680	37,117
Operational advances - related party	60,770	12,768
Convertible Notes	25,000	-
Total Current Liabilities	553,207	197,965
Stockholders' Equity		
Common Stock, authorized 300,000,000 shares, par value $0.001, issued and outstanding on December 31, 2014 and December 31, 2013 is 38,292,334 and 34,237,000 respectively	38,293	34,238
Paid in Capital	3,533,065	2,549,693
Outstanding Options	79,696	-
Accumulated deficit during development stage	(3,683,276)	(2,742,572)
Total stockholders' deficit	(32,222)	(158,641)
Total Liabilities and Stockholders' Deficit	$ 520,985	$ 39,324

The accompanying notes are an integral part of these statements

KEY CAPITAL CORPORATION

Statements of Operation

(Unaudited)

	Year Ended December 31, 2014	Year Ended December 31, 2013 (Restated)
Income	$ 500,000	$ -
Operating Expenses		
General and administrative	134,972	71,782
Officer salary	462,333	144,000
Professional fees	16,828	32,319
Consulting fees	806,305	176,154
Total Expenses	1,420,438	424,255
Net Profit/(Loss) from Operations	(920,438)	(424,255)
Other Income and (Expenses)		
Interest expense	(20,266)	-
Total Other Income and (Expenses)	(20,266)	-
Net Loss before Income Tax	(940,704)	(424,255)
Income tax	-	-
Net Income/(Loss)	$ (940,704)	$ (424,255)
(Loss) per share-basic	$ (0.03)	$ (0.02)
(Loss) per share-diluted	$ (0.03)	$ (0.02)
Weighted average number of shares:		
Basic	35,761,762	26,962,677
Diluted	37,411,762	27,135,279

The accompanying notes are an integral part of these statements

KEY CAPITAL CORPORATION

Statement of Stockholders' Deficit
(Unaudited)

From 26-Jan-1996 (Inception) to 31-Dec-2015

	Issue Date	Price Per Share	Common Stock Shares	Common Stock Amount	Paid in Capital	Outstanding Options	Deficit Accumulated During the Development Stage (Restated)	Total Equity
Balance, December 31, 2012			21,768,000	$ 21,769	1,161,462	-	(2,318,317)	(1,135,086)
Common shares issued for cash	30-Jan-13	$ 0.20	15,000	15	2,985			3,000
Common shares issued for cash	30-Apr-13	$ 0.25	200,000	200	49,800			50,000
Common shares issued for cash	08-May-13	$ 0.25	20,000	20	4,980			5,000
Common shares issued for cash	13-Jun-13	$ 0.25	100,000	100	24,900			25,000
Common shares issued for service	10-Jul-13	$ 0.05	104,000	104	5,096			5,200
Common shares issued for cash	10-Jul-13	$ 0.25	100,000	100	24,900			25,000
Common shares issued for cash	17-Jul-13	$ 0.25	100,000	100	24,900			25,000
Common shares issued for cash	23-Jul-13	$ 0.25	600,000	600	149,400			150,000
Common shares issued to convert debt	31-Jul-13	$ 0.10	10,700,000	10,700	1,059,300			1,070,000
Common shares issued for service	08-Oct-13	$ 0.05	250,000	250	12,250			12,500
Common shares issued for service	08-Oct-13	$ 0.05	104,000	104	5,096			5,200
Common shares issued for cash	27-Nov-13	$ 0.25	20,000	20	4,980			5,000
Common shares issued for cash	16-Dec-13	$ 0.25	40,000	40	9,960			10,000
Common shares issued for cash	17-Dec-13	$ 0.25	20,000	20	4,980			5,000
Common shares issued for service	31-Dec-13	$ 0.05	96,000	96	4,704			4,800
Net Loss							(424,255)	(424,255)
Balance, December 31, 2013			34,237,000	34,238	2,549,693	-	(2,742,572)	(158,641)
Common shares issued for service	01-Jan-14	$ 0.23	900,000	900	206,100			207,000
Common shares issued for cash for exercise of options	04-Feb-14	$ 0.10	150,000	150	14,825			14,975
Common shares issued for service	04-Feb-14	$ 0.05	96,000	96	4,704			4,800
Outstanding Options	31-Mar-14					79,696		79,696
Common shares issued for cash	04-Apr-14	$ 0.25	60,000	60	14,940			15,000
Common shares issued for cash	15-Apr-14	$ 0.25	60,000	60	14,940			15,000
Common shares issued for cash	05-May-14	$ 0.50	40,000	40	9,960			10,000
Common shares issued for cash	09-May-14	$ 0.50	100,000	100	49,900			50,000
Common shares issued for cash	04-Jun-14	$ 0.50	100,000	100	49,900			50,000
Common shares issued for cash	17-Jun-14	$ 0.50	2,000	2	998			1,000
Common shares issued for service	01-Jul-14	$ 0.05	133,334	133	6,534			6,667
Common shares issued for cash	07-Jul-14	$ 0.50	30,000	30	14,955			14,985
Common shares issued for cash	30-Jul-14	$ 0.50	5,000	5	2,495			2,500
Common shares issued for cash	15-Aug-14	$ 0.25	40,000	40	9,960			10,000
Common shares issued for cash	19-Sep-14	$ 0.50	20,000	20	9,980			10,000
Common shares issued for cash	30-Sep-14	$ 0.25	80,000	80	19,920			20,000
Common shares issued for cash	02-Oct-14	$ 0.25	20,000	20	4,980			5,000
Common shares issued for service	10-Oct-14	$ 0.25	80,000	80	19,920			20,000
Common shares issued for cash	15-Oct-14	$ 0.25	40,000	40	9,960			10,000
Common shares issued for cash	06-Nov-14	$ 0.25	20,000	20	4,980			5,000
Common shares issued for cash	11-Nov-14	$ 0.25	26,000	26	6,474			6,500
Common shares issued for cash	12-Nov-14	$ 0.15	43,000	43	6,457			6,500
Common shares issued for service	31-Dec-14	$ 0.25	2,010,000	2,010	500,490			502,500
Net Loss							(940,704)	(940,704)
Balance, December 31, 2014			38,292,334	$ 38,293	$ 3,533,065	$ 79,696	$ (3,683,276)	$ (32,222)

The accompanying notes are an integral part of these statements

KEY CAPITAL CORPORATION

Statements of Cash Flow
(Unaudited)

	Year Ended December 31, 2014	Year Ended December 31, 2013 (Restated)
Operating Activities		
Net Profit / (Loss)	(940,704)	$ (424,255)
Adjustments to reconcile Net (Loss) to cash:		
Common stock issued for services	740,967	27,700
Stock Options issued for services	79,696	-
Non-cash investment in affiliate	(500,000)	-
Changes in Assets and Liabilities		
(Increase)/decrease in loans to affiliates	23,000	(36,000)
(Increase)/decrease in prepaid expense	(3,847)	-
Increase/(decrease) in accrued salary	131,563	37,117
Increase/(decrease) in accounts payable and accrued liabilities	150,677	98,080
Net Cash (Used) by Operating Activities	(318,648)	(297,358)
Investment Activities		
Acqusition of plant, property and equipment	-	-
Cash (Used) by Investment Activities	-	-
Financing Activities		
Proceeds from sale of common stock	246,460	303,000
Operational advances	48,002	(3,707)
Notes payable-convertible	25,000	
Notes payable-related party	-	-
Cash Provided by Financing Activities	319,462	299,293
Net Increase/(Decrease) in Cash	814	1,935
Cash and Cash Equivalents, Beginning of Period	3,324	1,389
Cash and Cash Equivalents, End of Period	$ 4,138	$ 3,324
Supplemental disclosure cash flows for:		
Interest	$ -	$ -
Income taxes	$ -	$ -
Supplemental disclosure of non-cash financing:		
Stock issued for services	$ 740,967	$ 27,700
Stock issued to convert debt	$ -	$ 1,070,000

The accompanying notes are an integral part of these statements

Key Capital Corporation
NOTES TO UNAUDITED FINANCIAL STATEMENTS
(December 31, 2014, and December 31, 2013 as Restated)

NOTE 1. GENERAL ORGANIZATION AND BUSINESS

Key Capital Corporation, the Company, was organized in the state of Georgia on January 26, 1996 as ABCOR Computer Services, Inc. On April 18, 1996 changed its name to Elite Computer Services, Inc. and on April 13, 1998 following a change of control changed its name to Key Capital Corporation. On November 9, 2002, the Company was the subject of an Administrative Dissolution by the State of Georgia for failure to file its Annual report and was reinstated on January 13, 2005. The Company was registered to do business in Arizona on March 15, 2012.

The Company is a mining and mining industry financing business.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Statement Presentation

The balance sheet presentation herein includes all assets and liabilities at historical cost. The Company has issued stock for the settlement of all past debt for costs incurred on behalf of the Company by a related party in the attempted development of various mining, internet technology, biotech and pharmaceutical entities. No costs for project development have been capitalized, and the Company over the past approximate three years has focused on the development of its resource structured financing and streaming business.

The Company has on occasion issued shares of its common stock in exchange for certain services from the Company's Officers & Directors, business consultants and vendors. The stock has been issued at the fair-valued-based method. The cost of these services has been expensed in the period when the services were performed. No costs of services that were paid with stock have been capitalized.

The Company has implemented ASU 2014-10 Topic 915 by removing the financial reporting distinction between development stage entities and other reporting entities.

Accounting Basis

These financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Fiscal Year

The Company operates on a December 31 fiscal year end.

Cash and Cash Equivalents

For the purpose of the statement of cash flows, cash equivalents include all highly liquid investments with maturity of three months or less.

Revenue Recognition

Revenues from services are recognized when there is persuasive evidence of an arrangement, the fee is fixed or determinable, services have been rendered, payment has been contractually earned, and it is reasonably assured that the related receivable or unbilled revenue is collectable.

Advertising

Advertising and marketing costs are expensed as incurred. Marketing expense totaled $7,415 and $16,498 for the period ended December 31, 2014 and the year ended December 31, 2013 respectively.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, requires disclosing fair value to the extent practicable for financial instruments that are recognized or unrecognized in the balance sheet. Fair value of financial instruments is the amount at which the instruments could be exchanged in a current transaction between willing parties. The Company considers the carrying amounts of cash, certificates of deposit, accounts receivable, accounts payable, notes payable, related party and other payables, customer deposits, and short term loans approximate their fair values because of the short period of time between the origination of such instruments and their expected realization. The Company considers the carrying amount of notes payable to approximate their fair values based on the interest rates of the instruments and the current market rate of interest.

Dividends

The Company has not yet adopted any policy regarding payment of dividends. No dividends have been paid during the periods reported.

Earnings (Loss) per Share

The basic earnings (loss) per share is calculated by dividing the Company's net income available to common shareholders by the weighted average number of common shares during the year. The diluted earnings (loss) per share is calculated by dividing the Company's net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted as of the first of the year for any potentially dilutive debt or equity.

The Company has a commitment to issue an additional 750,000 shares of common stock in the settlement of an outstanding accounts payable from 2009 and 650,000 outstanding options and has included those instruments shares in its computation of the diluted loss per share.

Stock Based Compensation

The Company has on occasion issued equity and equity linked instruments to non-employees in lieu of cash to various vendors for the receipt of goods and services and, in certain circumstances the settlement of short-term loan arrangements. The applicable GAAP guidance establishes that share-based payment transactions with nonemployees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable.

On January 1, 2014, the Company issued 400,000 one year options each to two officers of the Company which became immediately vested and are exercisable any time between January 1, 2014 and January 31, 2015 at $0.10 each. The options were issued as consideration for their respective continued commitment to the Company, and the fair value has been recorded at $79,696. The Company used the Black-Scholes pricing model and discounted the Stock Price at the valuation date to $0.1035 per share because of the low volume and infrequent trading of the shares. Factors used in the calculation include a Risk-free Rate of 0.23% and Volatility of 414.56%.

Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

Risks and Uncertainties

The Company is subject to several categories of risk associated with activities. Mineral exploration and production is a speculative business and involves a high degree of risk. Among the factors that have a direct bearing on the Company's prospects are uncertainties inherent in estimating mineral deposits, future mining production, and cash flows, particularly with respect to properties that have not been fully proven with economic mineral reserves; access to additional capital; changes in the price of the underlying commodity; availability and cost of services and equipment; and the presence of competitors with greater financial resources and capacity.

Mineral Property Costs

Mineral property exploration and development costs are expensed as incurred. Mineral property acquisition costs are initially capitalized when incurred. The Company assesses the carrying costs for impairment at each fiscal quarter end. When it has been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, the costs then incurred to develop such property are capitalized. Such costs will be amortized using the units-of-production method over the estimated life of the probable reserve. If mineral properties are subsequently abandoned or impaired, any capitalized costs will be charged to operations.

Environmental Costs

Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations, and which do not contribute to current or future revenue generation are expensed. Liabilities are recorded when environmental assessments and/or remedial efforts are probable, and the cost can be reasonably estimated. Generally, the timing of these accruals coincides with the earlier of completion of a feasibility study or the Company's commitments to plan of action based on the then known facts.

To date the Company has experienced no environmental costs.

Asset Retirement Obligation

The Company records asset retirement obligations as a liability in the period in which a legal obligation associated with the retirement of tangible long-lived assets result from the acquisition, construction, development and/or normal use of the assets.

To date the Company has experienced no reclamation obligation.

Impairment of Long-Lived Assets

The Company reviews the recoverability of its long-lived assets whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The estimated future cash flows are based upon, among other things, assumptions about future operating performance, and may differ from actual cash flows. Long-lived assets evaluated for impairment are grouped with other assets to the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. If the sum of the projected undiscounted cash flows (excluding interest) is less than the carrying value of the assets, the assets will be written down to the estimated fair value in the period in which the determination is made.

During the period ended December 31, 2014 and the year ended December 31, 2013, impairment was zero and zero respectively.

Recent Accounting Guidance

The Company has evaluated the recent accounting pronouncements through ASU 2014-18 and has implemented ASU 2014-10 by eliminating reference to itself as a development stage entity and inception-to-date reporting. The Company believes that none of the other pronouncements will have a material effect on the company's financial statements.

NOTE 3. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. As of December 31, 2014, the Company has accumulated a loss of $3,683,276, most of which relates to the Company's activities before its refocus on mining industry structured financing and streaming business during the past three fiscal years. The Company is dependent upon raising additional capital and without realization of such it would be unlikely for the Company to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty.

Management plans to continue to seek funding from its shareholders and other qualified investors to pursue its business plan. Its capital needs may also be supplemented through a recently obtained controlling interest in an oil and gas exploration and production company.

As of the date of these statements, management is in discussions with a number of potential institutional funders, as well as several mining operations with which to partner by arranging institutional production funding and in return receive a percentage of the mineral production.

NOTE 4. EMPLOYMENT AND CONSULTING CONTRACTS

The Company entered into a three-year employment contract with the President/CEO beginning January 1, 2013 at $144,000 per year. The contract also provides for the reimbursement of preapproved expenses incurred, four weeks of vacation and 13 holidays. The contract also provides for additional compensation for continuous employment through the issuance of 300,000 shares of common stock at no cost after each anniversary year of continued employment up to a total of 1,500,000 shares. The Company recorded the issuance of 300,000 shares on January 1, 2014, the first anniversary year of employment.

On January 1, 2013, the Company entered into a six-year consulting contract with a Director of the Company to provide certain consultancy services. The agreement provides for a $12,000 monthly fee for the first six months and $15,000 per month thereafter. The agreement also provides for additional compensation for continuous consultancy through the issuance of 600,000 shares at no cost after the completion of each year of consultancy up to a total of 3,600,000 shares over a period of six years. The Company recorded the issuance of 600,000 shares on January 1, 2014, the first anniversary year of employment.

On April 1, 2013, the Company entered into two six-month consulting contracts for corporate officer services at $5,000 each. Each contract to be paid with 100,000 common shares at the rate of $0.05 per share or over a period of six months with 20,000 to be issued on May 1, 2013 and 16,000 shares on the first of each month thereafter with the final issuance on October 1, 2013. On July 10, 2013, the Company issued 52,000 shares on each of these contracts and on October 8, 2013, issued another 52,000 shares on each of these contracts which included 4,000 shares each as a deposit on a six months extension of the contracts so that 16,000 shares were issued monthly through April 1, 2014.

On October 21, 2013, the Company extended the terms of the consulting agreements for an additional two six-month periods to end on September 30, 2014. Each consultant received 100,000 common shares at $0.05 per share according to the original April 1, 2013 agreements. Additionally, as consideration for continued services as corporate officers, the Company issued on January 1, 2014, 400,000 one-year options exercisable at $0.10 per share to each consultant. Each option immediately vested and can be exercised at any time between January 1, 2014 and January 31, 2015. The fair value of the option has been recorded at $79,696.

On December 31, 2013, the Company recorded the issue of 48,000 shares each at the agreed to price of $0.05 per share. The shares were issued on February 4, 2014 along with an additional 48,000 shares each for payment thru March 31, 2014. On July 31, 2014, the Company recorded the issue of 66,667 shares on each of the two contracts for payment through July 2014.

NOTE 5. SHORT TERM LOANS RECEIVABLE AND DEVELOPMENT COSTS

During the third quarter of 2013, the Company has made certain unsecured short-term demand loans in the amount of $23,000 to an iron ore company expecting to complete negotiations of interests in its mining claims. During the fourth quarter of 2014, the Company recorded an allowance for doubtful accounts for the full amount of this receivable.

On June 6, 2013, an eighteen-month short-term demand loan in the amount of $16,000 was made to a third party who has the capacity to provide consulting services. On December 6, 2013, the party made a $3,000 payment on the loan leaving a balance of $13,000.

NOTE 6. NOTES PAYABLE AND OPERATIONAL LOANS--RELATED PARTY

On January 1, 2007, the Company issued a demand convertible promissory note to Peter Boonen Chairman, Consultant and Shareholder in the Company for up to $1,500,000 for expenses to be incurred on behalf of the Company for operational and development funding of various projects during 2007 and 2012. The note provides for conversion at $0.06 per share or as negotiated at the time of settlement. The total aggregate costs incurred against this note were $1,070,000 including interest. On July 31, 2013, the note holder accepted 10,700,000 common shares, to be issued to nominated parties, at $0.10 per share in settlement of the $1,070,000 incurred against the note.

During the period ended March 31, 2014, the Company received loans in the amount of $25,000 and has agreed to issue a convertible note wherein the note holder can convert the loan to 250,000 share of common stock if done prior to June 30, 2015. Because of the low volume and infrequent trading history of the shares the Company believes that there is no intrinsic value to the convertible option.

Certain officers of the corporation have provided short term non-interest bearing operational loans to the company to finance day-to-day operations. A summary of operational loans and notes payable for the reported periods follows:

	December 31, 2014	December 31, 2013
Operational loans from Related Parties, zero interest		
Beginning period balance	$ 12,767	$ 16,475
Loan Increases	63,298	4,821
Less: Loan Payments	(15,295)	(8,528)
	$ 60,770	$ 12,768

	December 31, 2014	December 31, 2013
Demand Notes, Related Party:		
Convertible Demand Notes, 12%	$ -	$ 1,070,000
Less: Loan Payments	-	(1,070,000)
Total Notes Payable	$ -	$ -
Demand Convertible Note:		
Zero interest	$ 25,000	$ -

NOTE 7. STOCKHOLDERS' EQUITY

Common Stock

The Company is authorized to issue 300,000,000 common shares at a par value of $0.001 per share. On April 15, 2005, the Company executed a 1:15 reverse stock split resulting in a balance of 1,230,500 issued and outstanding as of that date. The results of the stock split has been retroactively applied to these statements

As of December 31, 2012, the Company has a total of 21,768,000 shares of common stock issued and outstanding.

During the first quarter 2013, the Company issued 15,000 common shares in a private placement for $3,000 cash.

During the second quarter 2013, the Company issued 320,000 common shares in private placements for $80,000 cash.

During the third quarter 2013, the Company issued 104,000 common shares for $5,200 consulting services, 800,000 commons shares for $200,000 cash and 10,700,000 common shares to settle $1,070,000 convertible notes.

During the fourth quarter 2013, the Company issued 80,000 common shares in private placements for $20,000 cash and 250,000 common shares to settle $12,500 of a $50,000 accounts payable from 2009 and committed to issue three additional stock issuances of 250,000 each at six-month intervals to settle the debt fully. Additionally, the Company recorded the issue of 200,000 common shares or 100,000 shares each for two six-month consulting contracts. Of the 200,000 shares recorded, 96,000 were issued on February 4, 2014.

During the first quarter of 2014, the Company recorded the issuance of 300,000 and 600,000 common shares for continuous employment and continuous consultancy on two separate contracts at the market price of $0.23 per share and 96,000 common shares or 48,000 shares each on two three-month consulting contracts. Additionally, the Company issued 150,000 common shares for the exercise of option at $0.10 per share.

During the second quarter of 2014, the Company issued 362,000 common shares in private placements for $141,000 cash and recorded the issue of 133,334 common shares at $0.05 per share for consulting services. The shares were issued July 1, 2014.

During the third quarter of 2014, the Company issued a total of 175,000 common shares for $57,485 cash.

During the fourth quarter 2014, the Company issued 149,000 common shares in private placements for $33,000 cash and aggregate of 2,090,000 common shares for $522,500 in services. The shares were issued on January 1, 2015.

Stock Options:

On January 1, 2014, as consideration for continued services as corporate officers, the Company issued 400,000 one year options exercisable at $0.10 per share to each consultant. Each option became immediately vested and can be exercised at any time between January 1, 2014 and December 31, 2014. On December 31, 2014, the Company extended the exercise date to January 31, 2015. The fair value of the options has been recorded at $79,696. The Company used the Black-Scholes pricing model and discounted the $0.23 Stock Price at the valuation date to $0.1035 per share to compensate for the non-representative volatility resulting from the low volume and infrequent trading history of the shares factors used in the calculation include a Discount of 55%, a Risk-free Rate of 0.23% and Volatility of 414.56%. A summary of options outstanding follows:

	Number of Options	Weighted Average Exercise Price
Total Options outstanding at December 31, 1013	-	$ -
Plus: Options Issued	800,000	0.10
Less: Options Exercised	(150,000)	
Less: Options Expired	-	
Total Options outstanding at December 31, 2014	650,000	0.1000

NOTE 8. PROVISION FOR INCOME TAXES

The Company provides for income taxes under ASC 740 “Income Taxes” which requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect currently.

The standard requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. In the Company’s opinion, it is uncertain whether they will generate sufficient taxable income in the future to fully utilize the net deferred tax asset. Accordingly, a valuation allowance equal to the deferred tax asset has been recorded. The total deferred tax asset is $1,289,147 which is calculated by multiplying a 35% estimated tax rate by the cumulative NOL of $3,683,276. The total valuation allowance is a comparable $1,289,147.

Details for the period ended December 31, 2014 and the year ended December 31, 2013 as restated follow:

	December 31, 2014	December 31, 2013
Deferred Tax Asset	$ 329,246	$ 148,489
Valuation Allowance	(329,246)	(148,489)
Current Taxes Payable	-	-
Income Tax Expense	$ -	$ -

Below is a chart showing the estimated federal net operating losses and the years in which they will expire.

Year	Amount	Expiration
2004	1,231	2024
2005	400,000	2025
2006	750,000	2026
2007	540,000	2027
2008	50,000	2028
2009	160,000	2029
2010	100,000	2030
2011	225,000	2031
2012	92,086	2032
2013	424,255	2033
2014	940,704	2033
Total	$ 3,683,276	

NOTE 9. RESTATED FINANCIALS

During an internal review of its books the company found some minor changes in its 2013 financial reporting. The Company determined to restate its 2013 financials in an effort to fully conform to current accounting practices. Below are the restated financials for the year ended 2013:

	As Reported December 31, 2013	Restated December 31, 2013	Effect of Restatement
Balance Sheet			
Current Assets			
Cash and cash equivalents	$ 3,324	$ 3,324	$ -
Short-term loans receivable	36,000	36,000	
Total Assets	$ 39,324	$ 39,324	$ -
Current Liabilities			
Accounts payable and accrued expenses	$ 131,701	$ 148,080	16,379
Accrued salary	37,117	37,117	
Operational advances - related party	12,768	12,768	
Total Current Liabilities	181,586	197,965	16,379
Stockholders' Equity			
Common Stock	34,238	34,238	
Paid in Capital	2,549,693	2,549,693	
Accumulated deficit during development stage	(2,726,193)	(2,742,572)	(16,379)
Total stockholders' deficit	(142,262)	(158,641)	(16,379)
Total Liabilities and Stockholders' Deficit	$ 39,324	$ 39,324	$ -

	As Reported December 31, 2013	Restated December 31, 2013	Effect of Restatement
Statement of Operations			
Income	$ -	$ -	$ -
Operating Expenses			
General and administrative	66,330	71,782	5,452
Officer salary	144,000	144,000	-
Professional fees	21,392	32,319	10,927
Consulting fees	176,154	176,154	-
Development costs	-	-	-
Total Expenses	407,876	424,255	16,379
Net Loss from Operations	(407,876)	(424,255)	(16,379)

NOTE 10. INVESTMENT IN AFFILIATE AND CONTINGENT LIABILITY

Investment in Affiliate

On August 24, 2014, the Company entered into a stock purchase agreement by accepting a debt settlement agreement from GeoGlobal Resources, Inc. ("GeoGlobal") for consulting services rendered by the Company and for due diligence fees in the aggregate amount of $500,000. Services provided to GeoGlobal included assistance in avoiding bankruptcy protection, the loss of remaining assets, the arrangement of short term operation funding, the acquisition of working capital loans, extensive corporate services, initiation of legal process, and extensive due diligence required to proceed financing facilities.

The Company received an approximate 64.3% interest in GeoGlobal in the form of 900,000 Series A Preferred Shares of Stock in GeoGlobal in settlement of the $500,000 services rendered. Each share of GeoGlobal's Series A Preferred Stock is convertible at any time by the Holder into 300 shares of GeoGlobal common stock. Each Series A Preferred Share carries with it 300 votes on all matters submitted for stockholder approval.

Contingent Liability

The agreement also contains a performance condition wherein the Company agrees to subscribe to 100,000 shares of Series B Preferred Shares, each share convertible to 300 shares of Common Stock, at the purchase price of $30 per share for a total of $3,000,000. As a minimum, the Company shall subscribe to the Series B Preferred Shares in tranches of 20,000 shares each at six-month intervals with the first tranche due and payable February 24, 2015. If the Company does not purchase the additional Series B Preferred shares then it is obligated to transfer 750,000 Series A Preferred shares back to GeoGlobal. The Company is reporting the $3,000,000 as a contingent liability.

Provisional Measurement of Investment

GeoGlobal was a fully reporting oil and gas exploration and production Company with extensive interests in onshore and offshore proven oil and gas properties through several business partners and subsidiaries in India and Columbia. In recent years, GeoGlobal had significant difficulties and was facing bankruptcy protection. Because of the underlying significant value of the assets, the Company decided to take GeoGlobal on as a project and provided significant strategy, legal, accounting, project and analytical consulting to protect those assets and prevent GeoGlobal's demise.

The Company is in the process of completing the measurement and valuation of its interests in GeoGlobal but as of the date of these financials has been unable to obtain the necessary data to complete that valuation and is looking to complete its measurement as soon as possible within the twelve-month limit provided by ASC Topic 805. The Company has used the actual incurred cost of $500,000 in services rendered as its provisional valuation of its investment in GeoGlobal.

NOTE 11. SUBSEQUENT EVENTS

On January 22, 2015, the Company issued 650,000 common shares from the exercise of 650,000 options at $0.10 per share.

On February 18, 2015, the Company settled its first $600,000 tranche for the purchase of 20,000 Class B Preferred Shares of GeoGlobal pursuant to its August 24, 2014 agreement wherein it will purchase an aggregate of 100,000 Class B Preferred Shares in blocks of 20,000 shares each every six months at a total investment of $3,000,000.