



(formerly known as EcoEmissions Solutions, Inc.)
(A Development Stage Company)

**Q3 2015 AMENDED DISCLOSURE & FINANCIAL STATEMENTS
FOR THE PERIOD ENDED NOVEMBER 31, 2015**

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*If applicable. Sections that do not contain an Item Number are herein incorporated by reference by their Description.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Information included or incorporated by reference in this Report contains forward-looking statements. Forward-looking statements, which involve assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “believe,” “intend” or “project” or the negative of these words or other variations on these words or comparable terminology. Among the material risks which may impact Forward Looking Statements are the following: the risk that we are unsuccessful in obtaining additional capital through the private sale of common shares, debt and/or convertible debt on commercially reasonable terms and which we require in order to fund the Company’s business; the risk that we are unsuccessful in growing and developing our business, and the risk that our business does not perform to expectations, or does not operate profitably. The safe harbor provisions of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended, apply to forward-looking statements made by the Company. The reader is cautioned that no statements contained in this Report should be construed as a guarantee or assurance of future performance or results. Actual events or results may differ materially from those discussed in forward-looking statements as a result of various factors, including, without limitation, the risks described in this report and matters described in this report generally. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this filing will in fact occur. These forward-looking statements are based on current expectations, and the Company assumes no obligation to update this information. Readers are urged to carefully review and consider the various disclosures made by the Company in this Report and in the Company's other reports filed with the Securities and Exchange Commission that attempt to advise interested parties of certain of the risks and factors that may affect the Company's business.

Current Reporting of Material Corporate Events

- The Company issued 26,100,750,000 shares of restricted stock for the purchase of CMB gas wells and related equipment. For more information, please refer to Item 4 and our notes to financial statements in Item 5.
- The Company issued 1,020,000,000 restricted stock shares for investor relations' services to Steffan Daalsgard and Everest Corporate Advisors Inc. For more information, please refer to Item 4 and our notes to financial statements in Item 5.
- The Company issued 408,000,000 restricted stock shares to SJM Holdings Inc. for accountant advisory services for advice related to the Company's financial statements for a period to commence at a later date. For more information, please refer to Item 4 and our notes to financial statements in Item 5.
- The Company issued 2,040,000,000 restricted shares to Kevin Trizna, the Company's Chief Executive Officer. For more information, please refer to Item 4 and our notes to financial statements in Item 5.
- The Company issued 13,035,060,000 free-trading shares to the noteholder and designated assignees in connection with the retirement of \$765,000 of Convertible Debt. For more information, please refer to Item 4 and our notes to financial statements in Item 5.
- In connection with the preparation of our disclosure and financial statements ended for the period of November 30, 2015 (the "Reporting Statements"), the Company determined that it had a material weakness in its internal control over Reporting Statements. By the preparation of its reporting statements as of November 30, 2015, the Company had not had the opportunity to remedy such deficiencies. Such deficiencies resulted in a material misstatement pertaining to the acquisition of CMB gas wells, equipment and pipeline located in Campbell County, Wyoming and issuance of shares described more specifically in Item 4 which resulted in the amended filing of the Company's third quarter reports. To remedy such deficiencies, the Company has is creating a more effective control flow process to assist with such reporting statements and will evaluate its internal controls pursuant to each quarter.

ITEM ONE. NAME OF ISSUER AND ITS PREDECESSORS

NuTech Energy Resources, Inc	February 2015 effective est June 2015
EcoEmission Solutions, Inc	July 2009
Resources Group, Inc	April 2007

ITEM TWO. ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICERS

Kevin Trizna
Lakeway Professional Plaza
201 West Lakeway Rd Suite 518
Gillette, WY. 82718
Phone: 307 920-3410

IR Contact

Steffan Daalsgard
Everest Corporate Advisors, Inc.
9788 GilesPie Street
Las Vegas, NV 89183
(415) 250-0105

ITEM THREE. SECURITY INFORMATION

Trading Symbol:	<u>NERG</u>		
Exact title and class of securities outstanding:	<u>Common Stock</u>		
CUSIP:	<u>67060K1013</u>		
Par or Stated Value:	<u>\$0.0001</u>		
Total Shares Authorized:	<u>60,000,000,000</u>	as of:	<u>November 30, 2015</u>
Total Shares Outstanding:	<u>42,761,863,781</u>	as of:	<u>November 30, 2015</u>
Additional class of securities (if necessary):			
Trading Symbol:	<u>NERG</u>		
Exact title and class of securities outstanding:	<u>Series A Preferred</u>		
CUSIP:	<u>67060K1013</u>		
Par or Stated Value:	<u>\$0.0001</u>		
Total shares authorized:	<u>100,000,000</u>	as of:	<u>November 30, 2015</u>
Total Shares Outstanding:	<u>0</u>	as of:	<u>November 30, 2015</u>

Transfer Agent

Pacific Stock Transfer
6725 Via Austi Pkwy Suite 300
Las Vegas, NV 89119
(702) 361-3033

Is the Transfer Agent registered under the Exchange Act?* Yes: No:

**To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.*

List any restrictions on the transfer of security:

Neither the Issuer nor any recognized regulatory body has imposed additional restrictions on the transfer of securities aside from required registration and/or exemption for resale of securities, which bear a restrictive legend. The Company estimates there are approximately 29,625,803,438 restricted shares included in the Company's outstanding shares for the period ended November 30, 2015.

The restrictive legend as printed on our certificates reads as follows:

“THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED OR APPLICABLE STATE SECURITIES LAWS. THE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT AND NOT WITH A VIEW TOWARD RESALE AND MAY NOT BE OFFERED FOR SALE, SOLD, TRANSFERRED, OR ASSIGNED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT FOR THE SECURITIES UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR APPLICABLE STATE SECURITIES LAWS, UNLESS THE COMPANY HAS RECEIVED AN OPINION OF COUNSEL WHICH IS SATISFACTORY TO THE COMPANY, TO THE EFFECT THAT SUCH REGISTRATIONS ARE NOT REQUIRED.”

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

None.

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

In January 2015 the Company concurrent with the approval of over 50% of the voting rights of its shareholders agreed to the following changes to its Articles of Incorporation:

- A name change to NuTech Energy Resources, Inc. (Est June 2015) (The Following was filed with the state of Delaware on March 23, 2015)
- An increase in the authorized common shares from 250,000,000 to 60,000,000,000
- An increase in the authorized preferred shares from 10,000,000 to 100,000,000
- A decrease in par value from \$0.001 to \$0.0001

ITEM FOUR. ISSUANCE HISTORY

Shares Outstanding as of February 28, 2015:	154,765,781	(1)
Shares Issued in Connection with the Purchase of Wells and Related Equipment	26,100,750,000	*
Shares Issued in Connection with Consulting Services	1,428,000,000	*
Shares Issued to Kevin Trizna	2,040,000,000	*
Shares Issued in Retirement of Convertible Debt	<u>13,035,060,000</u>	
Total Shares Issuances as of November 30, 2015	42,761,863,781	

(1) The shares outstanding as of February 28, 2015 were recorded as 154,765,781 include the cancellation of 3,288,000 shares via board resolution prior to the Company's transfer agent, Pacific Stock Transfer, was hired on behalf of the Company effective January 05, 2015.

The following table(s) in Section Four set forth the shares issuances of the Company. All shares were issued as restricted shares in reliance on Section 4(a)(2) of the Securities Act of 1933 (the "Securities Act"). Certificates for shares designated with an asterisk [*] were delivered with a restrictive legend. Certificates for shares without an asterisk [*] were issued without a restrictive legend in reliance on Section 4(a)(1) of the Securities Act based on the conversion of debt qualifying as a security with an issue date of two or more years prior to the conversion date. Such issuance should be read in conjunction with our notes to the financial statements as disclosed in Item 5.

Acquisition of CMB Gas Wells and Equipment Located in Campbell County, Wyoming

The Company issued 26,100,750,000 shares of restricted stock for the purchase of CMB gas wells equipment, pipeline, and related equipment contingent upon necessary approvals by the various stakeholders who held interest in the wells and related equipment. Such shareholders whose holdings exceeded 5% of the issuance of common stock have been reported in Item Eight. Adversely, if subsequent approvals to sell such assets were not approved by such owners, the shares for purchase of subsequent properties would have been effectively voided.

Issuance of 1,020,000,000 Restricted Shares to Investor Relations Consultant

On September 5, 2016, the Company signed an Investor Relations Contract between Steffan Daalsgard and Everest Corporate Advisors. As applicable consideration, the Company issued 1,020,000,000 for investor relations' services. The duties of which are contractually stated include, but are not limited to: advising, consulting and assisting the Company in developing and implementing appropriate plans and means for presenting the Company and its business plans, strategy and personnel to the financial community, assisting in establishing an image for the Company in the financial community, and assisting in creating the foundation for subsequent financial public relation efforts.

Issuance of 408,000,000 Restricted Shares for Accountant Advisory

The Company issued 408,000,000 restricted stock shares to SJM Holdings Inc. for accountant advisory services related to the Company's financial statements to commence for a reporting period in the future. This transaction accounts as a commitment for a later date to commence on the applicable reporting period by which services are rendered. As of the current date of the reporting period, such services have not been rendered.

Issuance of 2,040,000,000 Restricted Shares to Kevin Trizna

The Company issued 2,040,000,000 restricted shares to Kevin Trizna pursuant to his contribution as Chief Executive Officer and for his participation in the the execution of the gas well acquisition in Campbell County, Wyoming as discussed in Note 9&10 of the Company's financial statements.

Issuance of 13,035,060,000 Shares in Satisfaction of Convertible Note

Since 2010 the Company has outstanding convertible debt on which is owed \$765,520 pertaining to the aggregated debt acquired in the Assignment Agreement dated June 26, 2008 with E-Pro Systems, LLC, the Consulting Agreement dated 2008 with Gordon Pardy, the Consulting Agreement dated June 26, 2008 with David Rodgers, the Convertible Note dated June 26, 2008 issued by EcoEmissions Systems Inc. to Gordon Pardy, and the Convertible Note dated June 26, 2008 issued by EcoEmissions Systems, Inc. to David Rodgers. On September 28, 2015 the Company issued 13,035,060,000 shares to the noteholder and its designated assignees in connection with the retirement of \$765,000 of the debt based on a negotiated a settlement to retire the Note and any obligation pursuantly. Neither the noteholder or its assignees received shares greater than 5% of the Company's common stock at the time of issuance. The Company issued the shares without a restrictive legend in reliance on Section 4(a)(1) of the Securities Act based on the conversion of debt qualifying as a security with an issue date of two or more years prior to the conversion date.

ITEM FIVE.

FINANCIAL STATEMENTS

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NUTECH ENERGY RESOURCES, INC.
(formerly known as EcoEmissions Solutions Inc.)
(A Development Stage Company)

CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	Year Ended Nov 30, 2015	Year Ended February 28, 2015
ASSETS		
Current Assets		
Cash		
Oil Field Equipment	\$ 4,735,656	---
Oil and Gas Leases	1,000,000	
Total Current Assets	5,735,656	-0-
Royalties Receivable (Note 8)		1
Total Assets	\$ 5,735,656	1
LIABILITIES		
Current		
Accounts Payable and accrued liabilities	\$ 2,736,530	2,508,724
Convertible Debt (Note 6)	0	765,520
Common stock to be issued (Note 7)	---	1,642,522
Total Current Liabilities	2,736,530	4,916,766
Total Liabilities	\$ 2,736,530	4,916,766
STOCKHOLDERS' EQUITY		
Authorized: 60,000,000,000 common and 100,000,000 preferred shares, Issued and outstanding at Nov 30, 2015 and February 28, 2015-42,761,863,781 common shares, respectively and 0 preferred shares		
Preferred shares	4,276,186	154,766
Additional paid-in capital	---	10,000
Deficit Accumulated During the Developmental Stage	14,181,924	10,149,641
Accumulated OCI – Foreign Exchange	(15,458,840)	(15,231,034)
Total Stockholders' Equity	(144)	(144)
Total Liabilities and Stockholders' Equity	\$ 2,999,126	(4,916,765)
	\$ 5,735,656	1

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

NUTECH ENERGY RESOURCES, INC.
(formerly known as EcoEmissions Solutions Inc.)
(A Development Stage Company)

CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(Unaudited)

	Year Ended Nov 30, 2015	Year Ended February 28, 2015
<u>Revenue</u>		
Income	---	\$ ---
<u>Expenses</u>		
General, Administration and Professional Fees	9,000	248,500
Impairment Expense	(9,000)	
Debt Settlement	765,520	
Total Expenses	2,009,000	248,500
Net Loss from Operations	(2,009,000)	(248,500)
<u>Other Income and Expenses</u>		
Interest Expense	(218,806)	(437,811)
Loss For The Period	\$ (227,806)	\$ (686,311)
Basic And Diluted Loss Per Common Share	(0.0000521)	(0.004438)
Weighted Average Number of Common Shares Outstanding	42,761,863,781	154,765,781

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

NUTECH ENERGY RESOURCES, INC.
(formerly known as EcoEmissions Solutions Inc.)
(A Development Stage Company)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Year Ended Nov 30, 2015	Year Ended February 28, 2015
Operating Activities		
Net Income (Loss)	\$ -0-	\$ (686,311)
Adjustments To Reconcile Net Loss To Net Cash		
Provided by Operations		
Stock Issued for Services		-
Issue Dividend in Warrants		-
Impairment of Mining Property		-
Change in Assets and Liabilities		-
Increase (decrease) in Accrued Liabilities and Payables	-0-	686,311
Net Cash Provided (Used) by Operating Activities	-0-	(-0-)
Investing Activities		
Cash Paid for Mining Property		-
Net Cash Provided (Used) by Investing Activities		-
Financing Activities		
Cash provided by (used) Notes Payable-Related Party-Net		-
Cash Received from issuance of stock		-
Net Cash Provided (Used) by Financing Activities		-
Increase (Decrease) in Cash from Continuing Operations	-0-	(-0-)
Accumulated OCI-Foreign Exchange	-0-	(-0-)
Cash and Cash Equivalents at Beginning of Period	-0-	\$ -0-
Cash and Cash Equivalents at End of Period	\$ -0-	\$ -0-
Supplemental Information		
Cash Paid For:		
Interest	-0-	-0-
Income Taxes	-0-	-0-

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

NUTECH ENERGY RESOURCES, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
NINE MONTHS ENDED NOVEMBER 30, 2015
(Unaudited)

NOTE 1. DESCRIPTION OF BUSINESS

The Company was incorporated as Resource Group Inc., in the State of Delaware on April 2, 2007. The Company's year-end is February 28. We were originally structured and organized as a resource company, planning to acquire mining properties in Canada while remaining open to the acquisition of other base and precious metal property opportunities worldwide. During the year ended February 28, 2009, the Company acquired a Molybdenum – Gold property located at Strohn Creek, British Columbia, Canada, further described as the Meziadin Lake Project.

On June 1, 2009 the Company entered into a Memorandum of Understanding with EcoEmissions System, Inc of Tempe Arizona (ECO) to acquire 100 % of ECO which was subsequently changed to an Asset Purchase Agreement. Also in June 2009 the Company changed its name to EcoEmissions Solutions, Inc. In December 2014 the Company sold this business to an unrelated third party and retained a royalty interest ranging from 5% to 15% on future sales over the next five years.

During 2014 the Company began negotiations to acquire approximately 1,000 coal bed methane gas wells in the State of Wyoming and concurrent with those negotiations the acquisition of patented technology for an environmentally friendly way to produce that gas without the associated water production which reduces operating costs.

In January 2015 the Company concurrent with the approval of over 50% of the voting rights of its shareholders agreed to the following changes to its Articles of Incorporation:

- A name change to NuTech Energy Resources, Inc.
- An increase in the authorized common shares from 250,000,000 to 60,000,000,000
- An increase in the authorized preferred shares from 10,000,000 to 100,000,000
- A decrease in par value from \$0.001 to \$0.0001

NOTE 2. BASIS OF PRESENTATION

The information presented in the accompanying financial statements for the Quarter ended Nov 30, 2015 and February 28, 2015, are unaudited and includes all adjustments, which are, in the opinion of the management of NuTech Energy Resources, Inc. (formerly EcoEmissions Solutions Inc.) (the "Company"), necessary to present fairly the financial position, results of operations and cash flows in the periods presented.

Reclassifications

Certain reclassifications have been made to the prior years' financial statements to conform to the current year presentation. On the Statement of Operation, we have consolidated expense item Filing Fees into Office Administration, Legal and Consulting, and Audit Fees are now included under Professional Fees. These reclassifications had no effect on previously reported results of operations or retained earnings.

Development Stage Activities

The Company is in the development stage and has not yet realized any revenues from its planned operations. Based upon the Company's business plan, it is a development stage enterprise. The Company presents its financial statements in conformity with generally accepted accounting principles (GAAP) in the United States of America that apply in establishing operating enterprises. As a development stage enterprise, the Company discloses the deficit accumulated during the development stage and the cumulative statements of operations and cash flows from inception to the current balance sheet date.

NOTE 3. SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles in the United States of America and have been consistently applied in the preparation of the financial statements. The financial statements are stated in United States of America dollars.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash, accounts payable, accrued liabilities, line of credit payable, loans from a related party, contingent consideration payable, and convertible note payable. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

Fair Value Measurement

The Company values its derivative instruments under FASB ASC 820 which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The Company classifies fair value balances based on the observability of those inputs. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement).

The three levels of the fair value hierarchy are as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.

Level 2 – Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management’s best estimate of fair value.

The Company's financial instruments consisted of cash, prepaid expense, deposit, accounts payable and accrued liabilities, line of credit, loan from stockholders and convertible debt. The estimated fair value of cash, prepaid expense, deposit, accounts payable and accrued liabilities, line of credit, loan from stockholders approximates its carrying amount due to the short maturity of these instruments. The recognition of the derivative values of convertible debt are based on the weighted-average Black-Scholes option pricing model.

Organizational and Start-up Costs

Costs of start-up activities, including organizational costs, are expensed as incurred in accordance with ASC 720-15.

Income Taxes

The Company uses the asset and liability method of accounting of income taxes. Under the asset and liability method deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. 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.

Basic and Fully-Diluted Loss Per Share

The basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Fully-Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. At Nov 30, 2015 and February 28, 2015 the Company had no stock equivalents that were anti-dilutive and excluded in the earnings per share computation.

Basic and Fully-Diluted Loss Per Share

The basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Fully-Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. At February 28, 2015 and February 28, 2014 the Company had no stock equivalents that were anti-dilutive and excluded in the earnings per share computation.

Revenue Recognition

The Company has had limited revenues to date. It is the Company's policy that product revenues (or service revenues) will be recognized when persuasive evidence of an arrangement exists, delivery has occurred (or service has been performed), the sales price is fixed and determinable and collectability is reasonably assured.

Concentrations

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents. At Nov 30, 2015 and February 28, 2015, the Company had \$-0- and \$-0- respectively, in funds in deposits in a business bank account, which are not insured by agencies of the U.S. Government.

Currency

The functional currency of the Company is the United States Dollar.

Use of Estimates

The preparation of financial statements in accordance with generally accepted accounting principles in the United States of America require the use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and the reported amounts of revenues and expenses during the reporting period. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of the Company's financial statements; accordingly, it is possible that the actual results could differ from these estimates and assumptions and could have a material effect on the reported amounts of the Company's financial position and results of operations.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents.

Recent Accounting Pronouncements

The Company management has reviewed recent accounting pronouncements issued through the date of the issuance of financial statements. In management's opinion, except for those pronouncements detailed below, no other pronouncements apply or will have a material effect on the Company's financial statements.

In May 2009, the FASB issued ASC 855 Subsequent Events, which establishes principles and requirements for subsequent events. In accordance with the provisions of ASC 855, the Company currently evaluates subsequent events through the date the financial statements are available to be issued.

NOTE 4. GOING CONCERN

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles (“GAAP”) in the United States of America, which contemplates the Company’s continuation as a going concern. However, the Company is entering into a new business operation and has losses to date of approximately \$15,231,034. These matters raise substantial doubt about its ability to continue as a going concern. In view of these matters, realization of certain of the assets in the accompanying balance sheet is dependent upon its ability to meet its financing requirements, raise additional capital, and the success of its future operations. The Company acquired operating capital through equity offerings to the public and through the sale of notes to related parties, to fund its business plan. There is no assurance that the funds received will be sufficient to assure the Company’s eventual profitability. Management believes that actions planned and presently being taken to revise it’s operating and financial requirements provide the opportunity for it to continue as a going concern. The financial statements do not include any adjustments that might result from these uncertainties.

NOTE 5. INCOME TAXES

The Company is subject to U.S. federal income taxes. It has had losses to date, and therefore, has paid no income tax.

Deferred income taxes arise from temporary timing differences in the recognition of income and expenses for financial reporting and tax purposes. The Company’s deferred tax assets consist entirely of the benefit from net operating loss (“NOL”) carry-forwards. Its deferred tax assets are offset by a valuation allowance due to the uncertainty of the realization of the NOL carry- forwards. NOL carry-forwards may be further limited by a change in Company ownership and other provisions of the tax laws.

The deferred tax assets, valuation allowance and change in valuation allowance are as follows:

Period Ending	Estimated NOL Carry-forward	Estimated Tax	NOL Expires	Benefit from NOL	Changes in and Valuation Allowance	Net Tax Benefit
February 28, 2014	\$590,440		2034	(\$88,566)	(\$88,566)	-0-
February 28, 2015	\$686,311		2035	(\$102,647)	(\$102,647)	-0-

Income taxes at the statutory rate are reconciled to the Company’s actual income taxes as follows:

Income tax benefit at statutory rate resulting from NOL carry-forwards	(15%)
Deferred income tax valuation allowance	15%
Actual tax rate	0%

NOTE 6. CONVERTIBLE DEBT

Since 2010 the Company has outstanding convertible debt on which is owed \$765,520 pertaining to the aggregated debt acquired in the Assignment Agreement dated June 26, 2008 with E-Pro Systems, LLC, the Consulting Agreement dated 2008 with Gordon Parady, the Consulting Agreement dated June 26, 2008 with David Rodgers, the Convertible Note dated June 26, 2008 issued by EcoEmissions Systems Inc. to Gordon Parady, and the Convertible Note dated June 26, 2008 issued by EcoEmissions Systems, Inc. to David Rodgers. On September 28, 2015 the Company issued 13,035,060,000 shares to the noteholder and its designated assignees in connection with the retirement of \$765,000 of the debt based on a negotiated a settlement to retire the Note and any obligation pursuantly. Neither the noteholder or its assignees received shares greater than 5% of the Company's common stock at the time of issuance. The Company issued the shares without a restrictive legend in reliance on Section 4(a)(1) of the Securities Act based on the conversion of debt qualifying as a security with an issue date of two or more years prior to the conversion date.

NOTE 7. COMMON STOCK TO BE ISSUED

The Company aggregated the 245,234,219 common shares to satisfy previously issued convertible debt for a total amount of \$1,642,522 by retirement of the Convertible Debt in Note 6.

NOTE 8. ROYALTY RECEIVABLE

In December 2014 the Company sold this business to an unrelated third party and retained a royalty interest ranging from 5% to 15% on future sales over the next five years.

NOTE 9. ACQUISITION OF ASSETS

The Company issued 26,100,750,000 shares of restricted (under SEC Rule 144) common stock for the purchase of CBM gas wells, related equipment and pipeline. ASC 930-805, states that mineral rights consist of the legal right to explore, extract, and retain at least a portion of the benefits from mineral deposits. Assets include mineral rights. Acquired mineral rights are considered tangible assets under ASC 805. ASC 805 requires that mineral rights be recognized at fair value as of the acquisition date. ASC 930-805-30-1 and 30-2 provides that in fair valuing mineral assets, an acquirer should take into account both:

- The value beyond proven and probable reserves (VBME) to the extent that a market participant would include VBME in determining the fair value of the assets.
- The effects of anticipated fluctuations in the future market price of minerals in a manner that is consistent with the expectations of market participants.

In order to fair value the assets rights acquired, management utilized all currently available information including the property tax reports on the properties and equipment which included the historical costs paid for the equipment and leases, management estimated the VBME and the Company determined that the fair value of the total consideration should be allocated to the properties acquired. The Company has recorded the acquired mineral rights fair value as Mineral properties on the consolidated balance sheet as a separate component of property, plant and equipment. As the mineral rights represent a tangible asset, the assigned fair value should be amortized over the useful life of the mineral right based on the units of production method. Management has preliminarily determined that the useful life for the acquired mineral right approximates twenty years but will reevaluate this estimate at the time production commences. Management will begin the amortization of the asset once development of the site commences in accordance with the units of production method.

NOTE 10. OIL & GAS LEASES AND EQUIPMENT

Our major components of leases and equipment are:

	Nov 30, 2015	Feb 28, 2015
Equipment	\$ 4,735,656	\$-0-
Lease	1,000,000	-0-
	\$ 5,735,656	-0-
Less: accumulated depreciation, depletion and amortization	-0-	-0-
Net carrying value	\$ 5,735,656	-0-

With the acquisition of the CBM Project, we also acquired certain leases, and equipment in the transaction. These assets as discussed in Note 9 were fair valued at \$5,735,656 and are presented as Oil and Gas Properties on the balance sheet. Since that time, we have not commenced any operations; therefore, we have not recorded any amortization expense related to any capitalized amounts. Costs of acquiring gas properties are capitalized upon acquisition. Oil & Gas development costs incurred either to develop new projects, to expand the capacity of mines, or to develop mine areas substantially in advance of current production are also capitalized once proven and probable reserves exist and the property is a commercially mineable property. Costs incurred to maintain current production or to maintain assets on a standby basis are charged to operations. Costs of abandoned projects are charged to operations upon abandonment. The Company evaluates the carrying value of capitalized oil and costs and related property and equipment costs, to determine if these costs are in excess of the recoverable amount whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable.

NOTE 11. COMMON STOCK

Issuance of 1,020,000,000 Restricted Shares to Investor Relations Consultant

The Company issued 1,020,000,000 for investor relations' services to Steffan Daalsgard with Everest Corporate Advisors Inc. The duties of which include, but are not limited to: advising, consulting and assisting the Company in developing and implementing appropriate plans and means for presenting the Company and its business plans, strategy and personnel to the financial community, assisting in establishing an image for the Company in the financial community, and assisting in creating the foundation for subsequent financial public relation efforts. The shares were issued on June 21, 2016 with a fair market value of \$0.002 per share that became effective upon the execution date of the Contract which was September 5, 2016 (the "Effective Date").

Issuance of 408,000,000 Restricted Shares for Accountant Advisory

The Company issued 408,000,000 restricted stock shares to SJM Holdings Inc. for accountant advisory services for related to the Company's financial statements reporting on June 6, 2015 with a fair market value of \$0.0019 being recorded as the closing share price as of the issuance date. This transaction is recorded as a commitment for a later date to commence on the applicable reporting period by which services are rendered. As of the current date of the reporting period, such services have not been rendered pursuant to fulfilling the cash portion required for the engagement to commence.

Issuance of 2,040,000,000 Restricted Shares to Kevin Trizna

The Company issued 2,040,000,000 restricted shares to Kevin Trizna pursuant to his contribution as Chief Executive Officer and for his participation in the gas well acquisition in Campbell County, Wyoming at the fair market value of \$0.0019 per share.

Issuance of 13,065,060,000 Free-Trading Shares in retirement of Convertible Debt Note

(See Note 6)

Issuance of 26,100,750,000 Shares of Restricted Stock for Acquisition of Wells and Related Equipment

(See Note 9 & 10)

NuTech Energy Resources, Inc. (the “Company”) is a Delaware Corporation that is a vertically integrated natural gas production company. Currently, the Company is focused is on the acquisition of abandoned coal bed methane gas wells in the Powder River Basin of Wyoming with the goal of using its patented technology to convert those wells into profitable producing assets. The Company has acquired a patent to use a proprietary technology to produce natural gas without pumping water out of the ground from inside a well. This device reduces overhead from conventional methods of natural gas production by as much as sixty percent (60%).

- A. Incorporated: April 2, 2007 Delaware
- B. Secondary SIC Codes: 1090
- C. Fiscal year end date: February 28
- D. Development of alternative energy exploration, specifically Coal Bed Methane extraction.

ITEM SEVEN. DESCRIBE THE ISSUER’S FACILITIES

The Company incorporates by reference the relevant disclosures in Item 4 and Notes 9 & 10 of our financial statements pertaining to the Company’s assets and properties located in Campbell County, Wyoming. In addition, our corporate office is located at:

Lakeway Professional Plaza
201 West Lakeway Rd Suite 518
Gillette, WY. 82718
Phone: 307 920-3410

ITEM EIGHT. OFFICERS, DIRECTORS, AND CONTROL PERSONS

**All shares were issued as restricted shares in reliance on Section 4(a)(2) of the Securities Act of 1933 (the "Securities Act"). Certificates for shares designated with an asterisk [*] were delivered with a restrictive legend.*

Name	Position	Shares	Percentage of Ownership
Kevin Trizna	CEO/Chairman of the Board	2,040,000,000*	4.77%

- A. The Company has no officer or director who is an owner of more than five percent of our common stock. The following table sets forth control persons being defined as beneficial owners of more than five percent (5%) of any class of the issuer's equity securities as of the quarter ended November 30, 2015:

Name	Class of Stock	Shares	Percentage of Ownership
Gerld Luken	Common	3,060,000,000*	7.16%
Arnold P Guttenberg	Common	3,060,000,000*	7.16%

- B. Legal/Disciplinary History. None of the foregoing have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

- C. Beneficial Shareholders

The Company's records do not indicate that any shareholders beneficially own more than ten percent (10%) of any class of the Company's equity securities as of the current period ended November 30, 2015.

ITEM NINE. THIRD PARTY PROVIDERS

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your

company on matters relating to operations, business development and disclosure:

Legal Counsel

Richard Cutler
Cutler Law Group, P.C.
2800 Post Oak Rd Suite 4100
Houston, TX 77056
(713) 888-0040

Accountant (SEE ITEM FOUR)

Paul Maniscalco
SJM Holdings, Inc.
5687 South Lansing Court
Englewood, CO 80111
(303) 974-5256

Investor Relations Consultant

Steffan Daalsgard
Everest Corporate Advisors, Inc.
9788 Giles pie Street
Las Vegas, NV 89183
(415) 250-0105

ITEM TEN. ISSUER CERTIFICATION

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with

different titles, but having the same responsibilities).

The certifications shall follow the format below: I, Kevin Trizna certify that:

1. I have reviewed this Amended Q3 2015 Disclosure of NERG;
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.

NUTECH ENERGY RESOURCES, INC.

Date: March 1, 2016

By: 

Kevin Trizna
Chief Executive Officer
Chairman of the Board of Directors