REFILL ENERGY, INC.
A Nevada corporation
QUARTERLY DISCLOSURE STATEMENT
June 30, 2013

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

Refill Energy, Inc., a Nevada corporation, was incorporated on December 1, 2005, as the successor by merger on April 20, 2006 to WCollect.com, a Florida corporation incorporated on October 10, 1989. Until October 23, 2009, the issuer's name was Granite Energy, Inc.

Item 2. The address of the issuer's principal executive offices.

The issuer's principal address is 5516 S. Fort Apache Road, Suite 130, Las Vegas, Nevada 89148, and its telephone is (888) 715-2520. Our website is refill.co. We do not employ any public relations firm at this time.

Item 3. Security Information.

Trading Symbol: REFG
Exact title and class of securities outstanding: Common stock and Series A Convertible Preferred Stock
CUSIP:375866Q 20 6.
Par or Stated Value: par value is $.001 for both the Common and the Series A Convertible Preferred Stock
Total Shares authorized as of June 30, 2013: 490,000,000 shares of common stock and 10,000,000 shares of preferred stock, including 250,000 shares of Series A Convertible Preferred Stock
Total Shares outstanding as of June 30, 2012: 75,178,431 shares of common stock and 125,000 shares of Series A convertible Preferred Stock.

<u>Transfer Agent</u>
Name: Action Stock Transfer Corporation; website is http://www.actionstocktransfer.com.
Address1: 2469 E. Fort Union Blvd., Suite 214
Address 2: Salt Lake City, Utah 84121
Address 3:
Phone: (801) 274-1088
Is the Transfer Agent registered under the Exchange Act? YES

List any restrictions on the transfer of security: None

Describe any trading suspensions issued by the SEC in the past 12 months: None.

Item 4. Issuance history.

In December 2011, we issued 5,000,000 shares of common stock for $50,000 cash in a Regulation D, Section 505 offering. We sold to 7 purchasers. The offering was not registered or qualified in any jurisdiction. There was no underwriter and the Company received 100% of the offering price. There were no offerees other than the purchasers. The shares were restricted under Rule 144 and the appropriate Rule 144 legend was printed on any stock certificates.

We issued $50,000 in 8% convertible notes for cash in a Regulation D, Section 505 offering in February 2012, and an additional $50,000 in April 2012. We sold to 10 purchasers. The offering was not registered or qualified in any jurisdiction. There was no underwriter and the Company received 100% of the offering price. There were no offerees other than the purchasers. The convertible notes were restricted under Rule 144 and the appropriate Rule 144 legend will be printed on any stock certificates. The notes are secured by the gasifier technology. In the quarter ended March 31, 2013, holders of $10,000 in note converted their shares into 10,000,000 shares of common stock.

We issued 10,000 shares of common stock in November, 2012 for cash of $10,000 to two persons in a Regulation D, Section 505 offering. An additional 5,000 shares were sold to one investor for $5,000. The offering was not registered or qualified in any jurisdiction. There was no underwriter and the Company received 100% of the offering price. There were no offerees other than the purchasers. The shares were restricted under Rule 144 and the appropriate Rule 144 legend was printed on any stock certificates.

Through June 30, 2013, we sold $45,515 in 8% convertible debentures. The Debentures mature December 31, 2015.

Item 5. Financial Statements.

The following financial statements are appended to the end of this Annual Report and, together with updated annual and interim information published hereafter, are incorporated herein by reference. All of our financial statements to date are unaudited:

Balance Sheets as of June 30, 2013, December 31, 2012 and December 31, 2011
Statements of Income for the six months ended June 30, 2013 and 2012.
Statements of Cash Flows for three months ended June 30, 2013 and 2012.
Statement of Changes in Stockholders' Equity for the six months ended June 30, 2013 and the years ended December 31, 2012, 2010 and 2009.
Notes to Consolidated Financial Statements.

Item 6. Describe the Issuer's Business, Products and Services.

Background and Summary

Refill Energy, Inc., a Nevada corporation, was incorporated on December 1, 2005, as the successor by merger on April 20, 2006 to WCollect.com, a Florida corporation incorporated on October 10, 1989. Until October 23, 2009, the issuer's name was Granite Energy, Inc.

Information about our New Business.

Since 1996, medicinal cannabis, commonly referred to as medical marijuana, has been legalized by 19 States; six of which have legalized it within the last four years. The Issuer is a provider of integrated supply and distribution technology mandated by many of these states, and the best solution for providers in all states. The Issuer is expanding the legitimate market for medicinal cannabis, and serving all market participants with an integrated, one-stop solution that will document and assure compliance with all applicable regulations that producers and distributors must follow under their respective state laws.. Our S2S Seed-to-Sale integrated solution is intended to be a turn-key, management and compliance technology for growers, caregivers, and dispensaries in this rapidly expanding market. The Issuer also works with public officials and government agencies to expand the acceptance of medicinal cannabis, and the adoption of a legal framework where maximum market expansion is possible. The Issuer is also positioned to lead the entire market in payment and transaction services as a result of its fast-moving efforts to change the legal and financial landscape of the medicinal cannabis marketplace.

We intend to spin our energy business to our shareholders pending regulatory approval. In July, 2013, we formed a new Oklahoma subsidiary to hold these assets. Historically, Refill wa engaged in the business of developing patent rights represented by patent application 12170421, Parallel Path, Downdraft Gasifier Apparatus and Method. which was assigned to Refill pursuant to an assignment recorded on October 20, 2011. Refill acquired these rights in February, 2010 in connection with the acquisition of Green N-ergy Corporation, a Utah corporation. This technology for the recycling of municipal solid waste, sewage sludge, and organic waste into Syngas (to be used to generate clean electricity) and Dimethyl Ether (a fuel feedstock) or Ethanol. Our technology can likewise be used to convert coal into Syngas. Our Stratified Downdraft Gasifier is believed to be twice as efficient as competing technologies, is cleaner, and is designed to be deployed in modular form, facilitating installation and plant expansion. We have a prototype, which we expect to have certified by an independent engineering firm. Following such certification, we believe that the Company will be able to market its technology to municipalities and to private energy companies throughout the United States.

We have never been in bankruptcy or receivership. The Company was formerly known as Granite Energy, Inc., and was engaged in the business of acquiring and exploiting hydrocarbon (oil and gas) deposits in the United States of America. On October 31, 2008, the Company sold most of these assets to Amerigo Energy, Inc. in exchange for 10 million shares of Amerigo Energy. Prior management of the Company has asserted that these assets did not perform as represented, and that a settlement agreement was entered into in June, 2011 under which 8,500,000 of these shares were cancelled. The Company's position is that this "settlement agreement" was not validly authorized by the independent directors or the shareholders of the Company, but was entered into upon the sole approval of a director who is also the chief executive officer of Amerigo. The Company believes that it retains ownership of the 8,500,000 shares purportedly cancelled. However, this matter is under investigation and the Company written off these assets as well as the other oil and gas operations it had engaged into prior to the acquisition of the gasifier rights.

The Company filed a Form 10 with the Securities and Exchange Commission on January 14, 2000 under the name WCollect.com, engaged in selling fine art, sports memorabilia, and entertainment collectible products. To the knowledge of management, the Company has never been a “shell company” since filing the Form 10.

Our primary SIC code” and our secondary code is 2911, “Petroleum Refining" and. We have no subsidiary as of June 30, 2013.

Item 7. Describe the Issuer’s Facilities.

We rent office space on a month to month basis in a modern office park in Las Vegas, Nevada.

Item 8. Officer, Directors and Control Persons.

All of our officers and directors were appointed in July 2013.

Jeremy Roberts	Chief Executive and Financial Officer and Director
Tyler Young	Chief Technology Officer
Robert Enslow	Vice President-Director of Sales
Sean Hullinger	Corporate Counsel and Secretary

Jeremy Roberts has over 10 years' experience in brand management and strategic communications. He studied Spanish and political science at the University of Utah and then founded a marketing and strategic communications boutique. He later started a political campaign consultancy, and his clients have won every campaign to which he consulted.

Tyler Young holds a BSCS and an MBA, and taught software engineering at Neumont University. He has designed genomic and proteomic databases for leaders in healthcare informatics. Mr. Young's breadth and depth of experience sets him apart as an expert in software architecture and business process modeling.

Sean Hullinger has been an attorney in private practice in Utah since 2009, specializing in criminal defense, appellate practice, corporate law, and ethics. He as also a 2010 candidate for County Attorney in Utah County. Mr. Hullinger was prievioulsy an office in the Central Intelligence Agency and then continued his service as a senior intelligence analyst and program manager with SAIC, Inc., He received a BA from Old Dominion University in 1994 and a JD from the J. Reuben Clark Law School in 1997/

Robert Enslow has been employed as an executive account manager for a leading national call center technology company. He has extensive experience in enterprise sales, including SAAS, cloud, connectivity and communications, two-tied distribution, and VAR partner development.

During the past five years, none of the above named officers and directors has been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); 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; 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 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.

No other person beneficially owns more than 5% of the issuer's common stock.

The following table sets forth, as of the date of this disclosure statement, the outstanding common stock of Refill owned of record or beneficially by each person who owned of record, or was known by Refill to own beneficially, more than 5% of Refill's 75,178,431 shares of common stock issued and outstanding as of July 31, 2013, and the name and share holdings of each director and all of the executive officers and directors as a group:

Name of Stockholder	Number of Shares Owned	Percentage of Outstanding Common Stock
Jeremy Roberts (1)	60,000,000	79.8%
All executive officers and directors as a group (1 person)	60,000,000	79.8%

(1) The address of this person is c/o the Company.

Item 9. Third Party Providers.

1. Investment Banker

None

2. Promoters

None

3. Counsel

Jehu Hand, Esq., Hand & Hand, 34145 Pacific Coast Highway, Suite 379, Dana Point, California 92629. Telephone (949) 489-2400.

4. Accountant or Auditor

We have no outside accountant or auditor that has reviewed or audited our financial statements.

5. Public Relations Consultant(s)

None.

6. Investor Relations Consultant

None.

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

None.

Item 10. Issuer's Certifications.

I, Jeremy Roberts, certify that:

1. I have reviewed this Annual Disclosure Statement of Refill Energy, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations, and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 14, 2013

/s/ Jeremy Roberts
Jeremy Roberts, President.

REFILL ENERGY, INC. AND SUBSIDIARY
BALANCE SHEETS

ASSETS

	June 30, 2013	December 31, 2012	December 31, 2011
Current Assets			
Cash in Bank	$ 2,916	$ 32,218	$ 38
Total Current Assets	2,916	32,218	38
Other Asset - Patent Rights	350,000	350,000	350,000
TOTAL ASSETS	$ 352,916	$ 382,218	$ 350,038

LIABILITIES & STOCKHOLDER'S EQUITY

	June 30, 2013	December 31, 2012	December 31, 2011
Current Liabilities			
Accounts Payable	$ 11,566	$ 5,566	$ 1,700
Related party payables	--	--	--
Accrued Interest Payable	10,000	6,000	--
Convertible notes	90,000	100,000	100,000
Total Current Liabilities	111,566	111,566	1,700
Long Term Liabilities			
Debentures	45,515	26,000	--
Accrued Debenture Interest	2,764	325	--
Total Long Term Liabilities	48,279	26,325	--
Stockholder's Equity			
Preferred Stock - 10,000,000 shares authorized; Par value of $.001 per share; 125,000, 250,000 and 250,000 shares issued and outstanding	125	125	250
Common Stock - 490,000,000 shares authorized; Par value of $.001 per share; 327,088,509, 317,695,509 and 5,178,509 shares issued and outstanding	327,690	317,689	5,179
Additional Paid in Capital	28,178,447	28,173,447	28,475,832
Deficit accumulated during the development stage	(28,313,190)	(28,246,934)	(28,132,923)
Total Stockholder's Equity	193,072	244,327	348,338
TOTAL LIABILITIES & STOCKHOLDER'S EQUITY	$ 352,916	$ 382,218	$ 350,038

See notes to consolidated financial statements

REFILL ENERGY, INC. AND SUBSIDIARY
STATEMENTS OF OPERATIONS
For the Six Months Ended June 30, 2013 and 2012

	For the Six Months Ended June 30, 2013	For the Six Months Ended June 30, 2012
Revenues		
Sales	$ --	--
General & Administrative Expenses	50,002	$ 56,627
Net Loss from Operations	(50,002)	(56,627)
Other Income - Interest Expense	(6,439)	--
Loss on write off of investment	--	--
Net Loss	$ (56,441)	$ (56,627)
Net Loss per Share	$ (0.00)	$ (0.00)
Weighted Average Shares Outstanding	630,190,457	423,112

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See notes to consolidated financial statements

REFILL ENERGY, INC. AND SUBSIDIARY
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Common Stock		Preferred Stock		Additional Paid in Capital	Subscription Receivable	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
Balances, December 31, 2009	56,370	$ 56	0	$ 0	$ 28,009,705	$ 19,500	$ (25,170,223)	$ 2,859,038
Issuance of shares for acquisition	100,000	100	0	0	349,000	0	0	350,000
Issuance of shares for services and debt	22,139	23	0	0	39,166	0	0	39,189
Issuance of preferred shares for payables	0	0	250,0000	250	32,061	0	0	32,311
Recision of subscription receivable	0	0	0	0	0	(19,500)	0	(19,500)
Loss for the year ended December 31, 2010	0	0	0	0	0	0	(2,934,200)	(2,934,200)
Balances, December 31, 2010	178,509	$ 179	250,000	$ 250	$ 28,430,832	$ 0	$ (28,104,423)	$ 326,838
Issuance of shares - private placement	5,000,000	5,000	0	0	45,000	0	0	50,000
Loss for the year ended December 31, 2011	0	0	0	0	0	0	(28,500)	(28,500)
Balances, December 31, 2011	5,178,509	$ 5,179	250,000	$ 250	$ 28,475,832	$ 0	$ (28,132,923)	$ 348,338
Issuance of shares in private placement	10,000	10	0	0	9,990	0	0	10,000
Conversion of preferred stock	312,500,000	312,500	(125,000)	(125)	(312,375)	0	0	0
Loss for the year ended December 31, 2012	0	0	0	0	0	0	(114.011)	(114,011)
Balances, December 31, 2012	317,688,509	$ 317,689	125,000	$ 125	$ 28,173,447	$ 0	$ (28,246,934)	$ 244,327
Issuance of common stock	10,005,000	10,001	0	0	4,999	0	0	15,000
Loss for the year period	0	0	0	0	0	0	(56,441)	(56,441)
Balances, March 31, 2013	327,693,509	$ 327,690	125,000	$ 125	$ 28,178,447	$ 0	$ (193,702)	$ 208,106

See notes to consolidated financial statements

REFILL ENERGY, INC. AND SUBSIDIARY
STATEMENTS OF CASH FLOWS
For the Six Months Ended June 30, 2013 and 2012

	For the Six Months Ended June 30, 2013	For the Six Months Ended June 30, 2012
Cash Flows from Operating Activities		
Net Loss	$ (56,441)	$ (56,627)
Adjustments to reconcile net loss to net cash provided by operating activities		
(Loss) from write off of investments	--	--
(Increase)decrease in accounts receivable	--	--
Increase (decrease) in accounts payable	6,000	(1,700)
Increase (decrease) in related party payable	--	--
Increase (decrease) in accrued interest	6,439	--
Net Cash Used by Operating Activities	(44,002)	(33,729)
Cash Flow from Financing Activities		
Proceeds from sale of stock	5,000	--
Proceeds from convertible notes	--	50,000
Issuance of shares for services	--	--
Proceeds from debenture sales	19,515	25,403
Net Cash Provided by Financing Activities	24,515	75,403
Net Increase (Decrease) in Cash	(29,302)	41,674
Beginning Cash Balance	$ 32,218	$ 38
Ending Cash Balance	$ 2,916	$ 41,712

See notes to financial statements

REFILL ENERGY, INC. AND SUBSIDIARY
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Granite Energy, Inc. (formerly Wcollect.com, Inc.) was incorporated in the State of Nevada on December 1, 2005. The Company formerly operated in the oil and gas exploration and production industry, with primary assets and operations in Nevada, Utah, Oklahoma and Texas. The Company purchased selected equipment and assets from Barnett Shale holdings and began operations as a separate company during 2006.

On October 31, 2008, the Company entered into a asset sale pursuant to a Reorganization Agreement dated as of October 31, 2008. In the asset sale, the Company sold to Amerigo Energy, Inc. substantially all of its assets and operations, including its subsidiary, Amerigo, Inc., and its controlling interest in GreenStart, Inc. in exchange for 10,000,000 restricted shares of Common Stock of the Amerigo Energy, Inc. Subsequently, the management of Amerigo, who was also affiliated with the Company, purportedly entered into a settlement agreement pursuant to which the Company agreed to cancel 8,500,000 of the Amerigo shares. The Company, without waiving its rights in Amerigo, has written off its investment in Amerigo and all oil exploration and production rights.

In February 2010, the Company acquired Green N-ergy Corporation, along with patent rights to gasifier technology. The development and commercialization of that technology is the current business. These financial statements present the consolidated financials of the Company and Green N-ergy Corporation.

In October of 2009, our Board of Directors voted to get approval from the shareholders of the Company for a name change from Granite Energy, Inc. to Refill Energy, Inc. (the "Company",) The Company received the approval from a majority of its stockholders and filed the amendment to its Articles of Incorporation with the State of Nevada. The name change became effective by the State of Nevada on October 14, 2009. The Company also requested a new stock symbol as a result of the name change. Our new trading symbol is "REFG".

Unaudited Financial Statements.**-** These financial statements have been prepared by management and have not been reviewed or audited by any outside accounting firm.

Fiscal Year - The Company’s fiscal year-end is December 31.

Cash and Cash Equivalents - The Company considers all highly liquid debt investments purchased with a maturity of three months or less to be cash equivalents.

Basis of Presentation - 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 at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that (1) recorded transactions are valid; (2) all valid transactions are recorded and (3) transactions are recorded in the period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the company for the respective periods being presented.

Use of Estimates - The preparation of financial statements in 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 revenues and expenses during the reporting period. A change in managements' estimates or assumptions could have a material impact on the Company's financial condition and results of operations during the period in which such changes occurred.

REFILL ENERGY, INC. AND SUBSIDIARY
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES [Continued]

Actual results could differ from those estimates. The Company's financial statements reflect all adjustments that management believes are necessary for the fair presentation of their financial condition and results of operations for the periods presented.

Property, Plant and Equipment - Property and equipment are carried at cost. Expenditures for maintenance and repairs are charged against operations. Renewals and betterments that materially extend the life of the assets are capitalized. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in income for the period.

Depreciation is computed for financial statement purposes on a straight-line basis over estimated useful lives of the related assets. The estimated useful lives of depreciable assets are:

Estimated Useful Lives	
Office Equipment	5-10 years
Copier	5-7 years
Vehicles	5-10 years
Website / Software	3-5 years

For federal income tax purposes, depreciation is computed under the modified accelerated cost recovery system. For financial statements purposes, depreciation is computed under the straight-line method. Since the refinery and engineering investment has not yet been placed in service, no depreciation has commenced.

Advertising - Advertising expenses are recorded as general and administrative expenses when they are incurred. There was no advertising expense for the periods presented.

Research and Development - All research and development costs are expensed as incurred. There was no research and development expense for the periods presented.

Income tax- We are subject to income taxes in the U.S. Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes. In accordance with FASB ASC Topic 740, “Income Taxes,” we provide for the recognition of deferred tax assets if realization of such assets is more likely than not.

Non-Cash Equity Transactions - Shares of equity instruments issued for non-cash consideration are recorded at the fair value of the consideration received based on the market value of services to be rendered, or at the value of the stock given, considered in reference to contemporaneous cash sale of stock.

Fair Value Measurements - Effective beginning second quarter 2010, the FASB ASC Topic 825, Financial Instruments, requires disclosures about fair value of financial instruments in quarterly reports as well as in annual reports. For the Company, this statement applies to certain investments and long-term debt. Also, the FASB ASC Topic 820, Fair Value Measurements and Disclosures , clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value and requires additional disclosures about the use of fair value measurements.

Various inputs are considered when determining the value of the Company’s investments and long-term debt. The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in these securities. These inputs are summarized in the three broad levels listed below.

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES [Continued]

- Level 1 – observable market inputs that are unadjusted quoted prices for identical assets or liabilities in active markets.

- Level 2 – other significant observable inputs (including quoted prices for similar securities, interest rates, credit risk, etc.).

- Level 3 – significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments).

The Company's adoption of FASB ASC Topic 825 did not have a material impact on the Company's consolidated financial statements.

The carrying value of financial assets and liabilities recorded at fair value is measured on a recurring or nonrecurring basis. Financial assets and liabilities measured on a non-recurring basis are those that are adjusted to fair value when a significant event occurs. The Company had no financial assets or liabilities carried and measured on a nonrecurring basis during the reporting periods. Financial assets and liabilities measured on a recurring basis are those that are adjusted to fair value each time a financial statement is prepared. The Company had no financial assets and/or liabilities carried at fair value on a recurring basis at December 31, 2012.

The availability of inputs observable in the market varies from instrument to instrument and depends on a variety of factors including the type of instrument, whether the instrument is actively traded, and other characteristics particular to the transaction. For many financial instruments, pricing inputs are readily observable in the market, the valuation methodology used is widely accepted by market participants, and the valuation does not require significant management discretion. For other financial instruments, pricing inputs are less observable in the market and may require management judgment. As of December 31, 2012, the Company had no assets other than cash, fixed assets.

Basic and diluted earnings per share - Basic earnings per share are based on the weighted-average number of shares of common stock outstanding. Diluted Earnings per share is based on the weighted-average number of shares of common stock outstanding adjusted for the effects of common stock that may be issued as a result of the following types of potentially dilutive instruments:

- Warrants,

- Employee stock options, and

- Other equity awards, which include long-term incentive awards.

The FASB ASC Topic 260, Earnings Per Share, requires the Company to include additional shares in the computation of earnings per share, assuming dilution.

Diluted earnings per share is based on the assumption that all dilutive options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options are assumed to be exercised at the time of issuance, and as if funds obtained thereby were used to purchase common stock at the average market price during the period.

REFILL ENERGY, INC. AND SUBSIDIARY
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES [Continued]

Basic and diluted earnings per share are the same as there were no potentially dilutive instruments for the years ended December 31, 2012, 2011 and 2010.

Concentrations, Risks, and Uncertainties - The Company did not have a concentration of business with suppliers or customers constituting greater than 10% of the Company's gross sales during 2012, 2011 and 2010.

Stock Based Compensation - For purposes of determining the variables used in the calculation of stock compensation expense under the provisions of FASB ASC Topic 505, "Equity" and FASB ASC Topic 718, "Compensation — Stock Compensation," we perform an analysis of current market data and historical company data to calculate an estimate of implied volatility, the expected term of the option and the expected forfeiture rate. With the exception of the expected forfeiture rate, which is not an input, we use these estimates as variables in the Black-Scholes option pricing model. Depending upon the number of stock options granted, any fluctuations in these calculations could have a material effect on the results presented in our Consolidated Statement of Income. In addition, any differences between estimated forfeitures and actual forfeitures could also have a material impact on our financial statements.

NOTE 2 - RECENTLY ENACTED ACCOUNTING STANDARDS

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) No. 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs". ASU No. 2011-4 does not require additional fair value measurements and is not intended to establish valuation standards or affect valuation practices outside of financial reporting. The ASU is effective for interim and annual periods beginning after December 15, 2011. The Company adopted ASU No. 2011-04 effective January 1, 2012 and it did not affect the Company's results of operations, financial condition or liquidity.

In December 2011, the FASB issued ASU No. 2011-11, "Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities." This ASU requires an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. ASU No. 2011-11 will be applied retrospectively and is effective for annual and interim reporting periods beginning on or after January 1, 2013. The Company does not expect adoption of this standard to have a material impact on its consolidated results of operations, financial condition, or liquidity.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA, and the Securities Exchange Commission (the "SEC") did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

REFILL ENERGY, INC. AND SUBSIDIARY
NOTES TO FINANCIAL STATEMENTS

NOTE 3 - GOING CONCERN

The Company's financial statements are prepared using accounting principles generally accepted 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. However, the Company does not have significant cash or other current assets, nor does it have an established source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern.

Under the going concern assumption, an entity is ordinarily viewed as continuing in business for the foreseeable future with neither the intention nor the necessity of liquidation, ceasing trading, or seeking protection from creditors pursuant to laws or regulations. Accordingly, assets and liabilities are recorded on the basis that the entity will be able to realize its assets and discharge its liabilities in the normal course of business.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish its business plan and eventually attain profitable operations. The accompanying financial statements do not include any adjustments that may be necessary if the Company is unable to continue as a going concern.

During the next year, the Company's foreseeable cash requirements will relate to continual development of the operations of its business, maintaining its good standing and making the requisite filings with OTC Markets, and the payment of expenses associated with engineering for the refinery. The Company may experience a cash shortfall and be required to raise additional capital.

Historically, the Company has relied upon internally generated funds and funds from the sale of securities to finance its operations and growth. Management may raise additional capital through future public or private offerings of the Company's stock or through loans from private investors, although there can be no assurance that it will be able to obtain such financing. The Company's failure to do so could have a material and adverse affect upon its and its shareholders.

NOTE 4 – PATENT RIGHTS

The Company has accounted for the purchase of the gasifier patent rights at the transferor's cost basis.

NOTE 5 - RELATED PARTY TRANSACTIONS

In the year ending December 31, 2010, an officer/director/shareholder advanced expenses in the amount of $22,000 to the Company; in the following year, $38,000 was provided. This individual was reimbursed in full in December 2011.

In 2012, the new management, which held 125,000 shares of the Series A Convertible Preferred Stock, converted such shares according to its terms into 312,500,000 shares of common stock.

NOTE 6 - CAPITAL STOCK AND SECURITIES

The Company has authorized 490 million shares of $.001 par value common stock and 10 million shares of preferred stock. In 2007, the Company agreed to issue 250,000 shares of Series A Convertible Preferred Stock for payables of $32,211. The shares were issued in 2010, and 125,000 of such shares were duly converted into common stock in 2012. See Note 5. .

The Company issued 5,000,000 shares of common stock for cash of $50,000 in December, 2011, and an additional 10,000 shares for cash of $10,000 in November, 2012 and 5,000 shares for cash of $5,000 in January 2013. Convertible notes in the amounts of $50,000 each were

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NOTES TO FINANCIAL STATEMENTS

NOTE 6 - CAPITAL STOCK AND SECURITIES (Continued)

issued in the months of February and April, 2012. The notes bear interest of 8% and are secured by the intellectual property of the Company; $10,000 in notes converted into 10,000,000 shares in the quarter ended March 31, 2013. The Company issued $26,000 in 12% Debentures in November, 2012 and $19,515 in January 2013. The Debentures mature on December 31, 2015 and are classified as long term liabilities.

NOTE 7 - INCOME TAXES

The Company has available at December 31, 2012 an unused operating loss carryforward of approximately $28 million, but because of a recent change of ownership, this carryforward may not be available to be applied against future taxable income.

NOTE 8 – COMMITTMENTS AND CONTINGENCIES

The Company has been notified of a lawsuit filed against it by two investors who invested in the prior business of the Company in 2006, for an aggregate of approximately $200,000. The Company has not been served, but believes this lawsuit is without merit and is barred by the statute of limitations.

NOTE 9 — LOSS PER SHARE

Net loss per share is computed by dividing the loss from operations available to common shareholders by the weighted average number of shares outstanding for the period.

Dilutive loss per share was not presented, as the Company had no common stock equivalent shares for all periods presented that would affect the computation of diluted loss per share.