

BAKKEN ENERGY CORP.

FORM 10-Q (Quarterly Report)

Filed 03/28/16 for the Period Ending 11/30/15

Telephone	011-57-4-2682451
CIK	0001438672
Symbol	BKEN
SIC Code	7500 - Services-Automotive Repair, Services and Parking
Industry	Oil & Gas Exploration and Production
Sector	Energy
Fiscal Year	05/31

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

FORM 10-Q

☒ Quarterly Report under Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended November 30, 2015

☐ Transition report under Section 13 or 15(d) of the Exchange Act
For the transition period from _____ to _____

Commission File Number: 333-135354

BAKKEN ENERGY CORP.

(Exact name of Registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation or organization)

98-0453936
(I.R.S. Employer
Identification No.)

Carrera 40, No.10A-65, Barrio El Poblado
Medellin - Colombia
(Address of Principal Executive Offices & Zip Code)

011-011-57.4.2682451
(Telephone Number)

Former Name, Address and Fiscal Year, If Changed Since Last Report

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

We had a total of 547,439,999 shares of common stock issued and outstanding at November 30, 2015.

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

Transitional Small Business Disclosure Format: Yes ☐ No ☒

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

The interim financial statements included herein are unaudited but reflect, in management's opinion, all adjustments, consisting only of normal recurring adjustments, that are necessary for a fair presentation of our financial position and the results of our operations for the interim periods presented. Because of the nature of our business, the results of operations for the quarterly period ended November 30, 2015 are not necessarily indicative of the results that may be expected for the full fiscal year.

Bakken Energy Corp. (Orofino Gold Corp.)

(An Development Stage Company)

Balance Sheets

(Stated in US Dollars)

	November 30, 2015	May 31, 2015
	<u>Unaudited</u>	<u>Unaudited</u>
Assets		
Current Assets		
Cash	\$ 200	\$ 200
Prepaid expenses	-	-
Total Current Assets	<u>200</u>	<u>200</u>
Non-Current Assets		
Mineral Properties	<u>10,000</u>	<u>10,000</u>
Total Non-Current Assets	<u>10,000</u>	<u>10,000</u>
Total Assets	<u><u>10,200</u></u>	<u><u>10,200</u></u>
Liabilities		
Current Liabilities		
Accounts Payable	495,561	457,179
Loans payable	840,645	794,549
Convertible loans	<u>895,638</u>	<u>855,998</u>
Total Current Liabilities	<u>2,231,844</u>	<u>2,107,726</u>
Total Liabilities	<u>2,231,844</u>	<u>2,107,726</u>
Stockholders' Deficiency		
Common Stock, \$0.001 par value		
850,000,00 Common Shares		
Authorized	547,440	529,440
Additional Paid-in capital	1,296,277	1,305,277
Deficit	(4,066,197)	(3,933,079)
Translation Adjustments	<u>836</u>	<u>836</u>
Total Stockholders' Deficit	<u>(2,221,644)</u>	<u>(2,097,526)</u>
Total Liabilities and Stockholders' Equity	<u><u>\$ 10,200</u></u>	<u><u>\$ 10,200</u></u>

The accompanying notes are an integral part of these financial statement

Bakken Energy Corp. (Orofino Gold Corp.)

(An Development Stage Company)

Income Statements

(Stated in US Dollars)

Unaudited

	For the three Months Ended November 30, 2015	For the three Months Ended November 30, 2014	For the six Months Ended November 30, 2015	For the six months ended November 30, 2014	From inception (April 12, 2005) to November 30, 2015
Revenue	\$ -	\$ -	\$ -	\$ -	\$ 116,326
Expenses					
Advertising and Promotion	-	-	-	-	78,963
Consulting fees	7,875	7,612	15,750	12,600	513,411
General and Administrative	11,940	13,746	24,389	33,690	452,698
Imputed Interest	-	-	-	-	1,967
Interest	47,307	37,819	93,802	73,293	943,022
Management fees	-	-	-	-	212,315
Mineral exploration expense	-	-	-	-	849,910
Write off of mineral acquisition costs	-	-	-	-	1,010,000
Wages and Salary	-	-	-	-	120,237
Total Expenses	<u>67,122</u>	<u>59,177</u>	<u>133,941</u>	<u>119,583</u>	<u>4,182,523</u>
Provision for income tax	-	-	-	-	-
Net Income (Loss)	<u>\$ (67,122)</u>	<u>\$ (59,177)</u>	<u>\$ (133,941)</u>	<u>\$ (119,583)</u>	<u>\$ (4,066,197)</u>
Basic loss per common share			<u>\$ (0.0003)</u>	<u>\$ (0.0002)</u>	
Weighted Average Number of Common Shares			529,439,999	492,218,241	

The accompanying notes are an integral part of these financial statement

Bakken Energy Corp. (Orofino Gold Corp.)
(A Development Stage Company)
STATEMENTS OF STOCKHOLDER'S EQUITY
From inception (April 12, 2005) to November 30, 2015
(Stated in US Dollars)
Unaudited

	Common Stock	Shares Amount	Paid in capital	Translation adjustments	Retained deficit	Total Equity
Shares issued to founders on April 12, 2005 at \$0.0001 per share	60,000,000	\$ 60,000	\$ (59,000)	\$ -	\$ -	\$ (59,000)
Net (Loss) for period ending May 31, 2006	-	-	-	-	(800)	(800)
Balance, May 31, 2006	60,000,000	\$ 60,000	\$ (59,000)	\$ -	\$ (800)	\$ (59,800)
Net (Loss) for period ending May 31, 2007	-	-	-	-	(200)	(200)
Balance, May 31, 2007	60,000,000	\$ 60,000	\$ (59,000)	\$ -	\$ (1,000)	\$ -
Contributed Capital	-	-	7,500	-	-	7,500
Translation Adjustments for period ending May 31, 2008	-	-	-	(111)	-	(111)
Net (Loss) for period ending May 31, 2008	-	-	-	-	(39,779)	(39,779)
Balance, May 31, 2008	60,000,000	\$ 60,000	\$ (51,500)	\$ (111)	\$ (40,779)	\$ (32,390)
Translation Adjustments for period ending May 31, 2009	-	-	-	947	-	947
Net (Loss) for the period ending May 31, 2009	-	-	-	-	(33,887)	(33,887)
Balance, May 31, 2009	60,000,000	\$ 60,000	\$ (51,500)	\$ 836	\$ (74,666)	\$ (65,330)
Contributed Capital	-	-	1,967	-	-	1,967
Net (Loss) for the period ending May 31, 2010	-	-	-	-	(564,808)	(564,808)
Balance, May 31, 2010	60,000,000	\$ 60,000	\$ (49,533)	\$ 836	\$ (639,474)	\$ (628,171)
Shares issued in settlement of debt	10,200,000	10,200	163,800	-	-	174,000
Shares issued for convertible debt	46,450,000	46,450	301,925	-	-	348,375
Shares issued for mineral concessions	24,000,000	24,000	336,000	-	-	360,000
Net (Loss) for the period ending May 31, 2011	-	-	-	-	(1,031,742)	(1,031,742)
Balance, May 31, 2011	140,650,000	\$ 140,650	\$ 752,192	\$ 836	\$ (1,671,216)	\$ (777,538)
Shares issued for convertible debt	3,250,000	3,250	21,125	-	-	24,375
Net (Loss) for the period ending May 31, 2012	-	-	-	-	(840,726)	(840,726)
Balance, May 31, 2012	143,900,000	\$ 143,900	\$ 73,317	\$ 836	\$ (2,511,942)	\$ (1,593,889)
Shares issued for convertible debt	101,500,000	101,500	659,750	-	-	761,250
Net (Loss) for the period ending May 31, 2013	-	-	-	-	(524,135)	(524,135)
Balance, May 31, 2013	245,400,000	\$ 245,400	\$ 1,433,067	\$ 836	\$ (,036,077)	\$ (1,356,774)
Shares issued for convertible debt	168,000,000	168,000	(52,000)	-	-	116,000
Net (Loss) for the period ending May 31, 2014	-	-	-	-	(649,587)	(649,587)
Balance, May 31, 2014	413,400,000	\$ 413,400	\$ 1,381,067	\$ 836	\$ (3,685,664)	\$ (1,890,361)
Shares issued for convertible debt	78,500,000	78,500	(39,250)	-	-	39,250
Shares issued pursuant to joint venture	20,000,000	20,000	(10,000)	-	-	10,000
Stock dividend - 10%	35,539,999	35,540	(35,540)	-	-	-
Net (Loss) for the period ending May 31, 2015	-	-	-	-	(246,592)	(246,592)
Balance, May 31, 2015	547,439,999	\$ 547,440	\$ 1,296,277	\$ 836	\$ (3,932,256)	\$ (2,087,703)
Net (Loss) for the period ending November 30, 2015	-	-	-	-	(133,941)	(133,941)
Balance, November 30, 2015	547,439,999	\$ 547,440	\$ 1,296,277	\$ 836	\$ (4,066,197)	\$ (2,221,644)

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

Bakken Energy Corp. (Orofino Gold Corp.)
(An Development Stage Company)
Statements of Cash Flows
(Stated in US Dollars)
Unaudited

	For the six months ended November 30, 2015	For the six Months ended November 30, 2014	From inception (April 12, 2005) to November 30, 2015
Operating Activities			
Net income (loss)	\$ (133,941)	\$ (119,583)	\$ (4,066,197)
Adjustments to reconcile net income to net cash			
Imputed interest on related party loan	-	-	1,967
Accrued interest on loans	93,802	73,293	943,021
Write off mineral property costs	-	-	1,010,000
Shares issued for services	-	-	78,000
Accounts payable	38,382	33,932	520,933
Prepaid expenses	-	-	-
Net cash used in operating activities	(1,757)	(12,358)	(1,512,276)
Financing Activities;			
Related party loan	-	-	-
Loans	1,757	10,858	1,653,140
Contributed Capital	-	-	7,500
Common shares issued	-	-	1,000
Net cash provided by financing	1,757	10,858	1,661,640
Investing Activities;			
Acquisition of mineral properties	-	-	(150,000)
Net cash provided by investing	-	-	(150,000)
Effect of exchange rate on cash	-	-	836
Cash at beginning of period	200	2,000	-
Cash at end of period	\$ 200	\$ 500	\$ 200
Cash Paid For:	-	-	-
Interest	\$ -	\$ -	\$ -
Income Tax	\$ -	\$ -	\$ -
Non-Cash Activities			

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

Bakken Energy Corp. (formerly Orofino Gold Corp.)
Notes to the Financial Statements
for the six months ended November 30, 2015

1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Bakken Energy Corp. (formerly Orofino Gold Corp.), ("Bakken" or the "Company") was organized under the laws of the State of Nevada on April 12, 2005. Bakken started operations on September 1, 2007 under the "Clean 'N Shine" name operating as a full service automotive car wash, cleaning, detailing, and polishing business generating some revenues. With limited opportunities available the Company decided to look at mineral resources as an alternative business. On May 20, 2009, the Company completed a forward stock split of its common stock on a ratio of six shares for every one share of the Company. The record date of the forward stock split was May 15, 2009, the payment date of the forward split was May 19, 2009, and the ex-dividend date of the forward split was May 20, 2009. As a result of the forward split, the post forward split number of issued and outstanding shares was 60,000,000. On December 5, 2009, the Company passed a resolution to change its name from SNT Cleaning Inc. to Orofino Gold Corp. and on March 3, 2014 the Company passed a resolution to change its name to Bakken Energy Corp.

The Company was an exploration stage gold mining company with its efforts focused on mineral concessions and development of existing high grade artisanal mining operations. The Company has achieved no operating revenues from mining operations to date. The Company is presently looking at oil and gas properties.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). A summary of the significant accounting policies are as follows:

Use of estimates

Management uses estimates and assumptions in preparing these financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported revenues and expenses for the periods presented. Actual results could differ from those estimates.

Comprehensive income

The Company has adopted ASC Topic 220, "Comprehensive Income." Comprehensive income is comprised of net income (loss) and all changes to stockholders' equity (deficit), except those related to investments by stockholders, changes in paid-in capital and distribution to owners. In accordance with FASB ASC Topic 220 "Comprehensive Income," comprehensive income consists of net income and other gains and losses affecting stockholder's equity that are excluded from net income, such as unrealized gains and losses on investments available for sale, foreign currency translation gains and losses and minimum pension liability. Since inception other comprehensive income has consisted of translation gains and losses.

2. SIGNIFICANT ACCOUNTING POLICIES continued

Mineral properties

All exploration expenditures are expensed as incurred. Costs of acquisition and option costs of mineral rights are capitalized upon acquisition. Mine development costs incurred to develop new ore deposits, to expand the capacity of mines or to develop mine areas substantially in advance of production are also capitalized once proven and probable reserves exist, and the property is determined to be a commercially mineable property. Costs incurred to maintain current production or to maintain assets on a standby basis are charged to operations. If the Company does not continue with exploration after the completion of the feasibility study, the cost of mineral rights will be expensed at that time. Costs of abandoned projects, including related property and equipment costs, are charged to mining costs. To determine if these costs are in excess of their recoverable amount, periodic evaluations of the carrying value of capitalized costs and any related property and equipment costs are performed. These evaluations are based upon expected future cash flows and/or estimated salvage value.

Fair Value of Financial Instruments

The Company adopted FASB ASC 820-Fair Value Measurements and Disclosures, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results, but did expand certain disclosures. ASC 820 defines fair value as 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. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data

Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions.

The Company did not have any Level 2 or Level 3 assets or liabilities as of November 30, 2015.

The Company discloses the estimated fair values for all financial instruments for which it is practicable to estimate fair value. As of the date of the financial statements, the fair value short-term financial instruments including prepaid, and accounts payable and accrued expenses, approximates book value due to their short-term duration.

Basic and diluted loss per share

Basic net earnings (loss) per common share are computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the period. Diluted net earnings (loss) per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents.

Income taxes

Income taxes are accounted for in accordance with the provisions of FASB ASC 740, Accounting for Income Taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement 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. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized.

Bakken Energy Corp. (formerly Orofino Gold Corp.)
Notes to the Financial Statements
for the six months ended November 30, 2015

2. SIGNIFICANT ACCOUNTING POLICIES continued

Foreign Currency Translation and Transactions

The Company's functional currency is US dollars. Foreign currency balances are translated into US dollars as follows: Monetary assets and liabilities are translated at the period-end exchange rate. Non-monetary assets are translated at the rate of exchange in effect at their acquisition, unless such assets are carried at market or nominal value, in which case they are translated at the period-end exchange rate. Revenue and expense items are translated at the average exchange rate for the period. Foreign exchange gains and losses in the period are included in operations. The assets and liabilities arising from these operations are translated at current exchange rates and related revenues and expenses at the exchange rates in effect at the time the revenue or expense is incurred. Resulting translation adjustments, if material, are accumulated as a separate component of accumulated other comprehensive income in the statement of stockholders' deficit while foreign currency transaction gains and losses are included in operations.

The Company reviews the terms of convertible debt and equity instruments to determine whether there are conversion features or embedded derivative instruments including embedded conversion options that are required to be bifurcated and accounted for separately as a derivative financial instrument. In circumstances where the convertible instrument contains more than one embedded derivative instrument, including conversion options that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single compound instrument. Also, in connection with the sale of convertible debt and equity instruments, the Company may issue free standing warrants that may, depending on their terms, be accounted for as derivative instrument liabilities, rather than as equity. When convertible debt or equity instruments contain embedded derivative instruments that are to be bifurcated and accounted for separately, the total proceeds allocated to the convertible host instruments are first allocated to the fair value of all the bifurcated derivative instruments. The remaining proceeds, if any, are then allocated to the convertible instruments themselves, usually resulting in those instruments being recorded at a discount from their face amount. When the Company issues debt securities, which bear interest at rates that are lower than market rates, the Company recognizes a discount, which is offset against the carrying value of the debt. Such discount from the face value of the debt, together with the stated interest on the instrument, is amortized over the life of the instrument through periodic charges to income. In addition, certain conversion features are recognized as beneficial conversion features to the extent the conversion price as defined in the convertible note is less than the closing stock price on the issuance of the convertible notes. Fees incurred in the placement of the convertible notes are deferred and recognized over the life of the debt agreement as an adjustment to interest expense using the interest method.

3. GOING CONCERN

In the course of the Company's exploration activities, the Company has sustained losses and expects such losses to continue unless and until the Company can achieve net operating revenues. Future issuances of the Company's equity or debt securities will be required in order for the Company to continue to finance its operations and continue as a going concern. The Company currently has no revenue from operations and has incurred cumulative net losses of \$4,066,197 since its inception. The Company's financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business. Realization values may be substantially different from carrying values as shown and the Company's financial statements do not include any adjustments relating to the recoverability or classification of recorded asset amounts or the amount and classification of liabilities that might be necessary if the Company is unable to continue as a going concern.

Bakken Energy Corp. (formerly Orofino Gold Corp.)
Notes to the Financial Statements
for the six months ended November 30, 2015

4. MINERAL PROPERTIES

On April 6, 2010, the Company counter-signed an offer for joint venture-earn-in to option several mining concessions in the Department of Bolivar, Republic of Colombia. Pursuant to various stages of due diligence it was determined that the best way of obtaining title to the various target mineral properties was to enter into new agreements. On November 15, 2010 the Company entered into four agreements. The terms of the new agreements allowed for the Company to acquire an 80% interest in four mining concessions. The agreements were amended on April 18, 2011. However, the Company was unable to make the October 1, 2011 payment under the amended formula. On March 1, 2012 the Company amended the acquisition agreements again on a basis of reducing the number of properties from 4 to 2 and reducing the payment schedule. A summary of the terms and ongoing payment obligations are as follows:

Cash payments:

1. \$5,000 as an initial option payment.
2. \$100,000 on or before January 31, 2011 (paid);
3. \$150,000 on or before March 31, 2011 (amended), (paid), (previously February 28, 2011);
4. \$50,000 on April 18, 2011 (amended), (paid) (previously \$800,000 on or before March 31, 2011)
5. \$450,000 every six months starting on July 1, 2012 (previously \$900,000 every six months starting October 1, 2011, of which the Company may pay one-half of issuing restricted common shares to the vendor at a 10-day average trading price per amendment on April 18, 2011), (previously \$800,000 every six months thereafter starting on June 1, 2011).

Share issuances:

1. 24 million shares on or before March 31, 2011 (issued in March 2011)
2. 10 million shares on or before March 31, 2012, (discontinued under March 1, 2012 amendment) and
3. 10 million shares on or before December 31, 2012 (discontinued under March 1, 2012 amendment).

The Company paid a total of \$350,000 to independent third parties for consulting services in relation to the signing of the option agreements. The Company incurred a cost of \$100,000 paid to a person in the United States for the initial introduction of the mineral concessions and \$250,000 paid to some concession holders as the initial payments to pursue an option agreement.

The Company has decided not to pursue these properties and has written off the costs of acquisition of \$60,000 for the year ended May 31, 2015.

In May of 2012 the Company entered into an agreement to develop a mining concession in Peru. The Company can earn a 30% interest by expenditures of \$250,000 and a further 40% by expenditures of \$1,250,000. within a period ending on December 31, 2014. The vendors have a 3% net smelter return. The Company has incurred expenditures of \$75,000 at May 31, 2014

The Company has decided not to pursue these properties and has reversed accrued exploration costs of \$75,000 as at May 31, 2015.

Pursuant to agreements reached with Nations Oil & Gas, LLC. ("Nations") to provide feed stock and assist in acquiring land for building of a terminal, Nations was issued 20,000,000 restricted shares of the Company for a total value of \$10,000.

5. LOANS PAYABLE

The Company has loans payable to various independent third parties on the basis of being unsecured, payable on demand and bearing interest at the rate of 10% per annum.

	November 30, 2015		May 31, 2015
\$	840,645	\$	794,549

Bakken Energy Corp. (formerly Orofino Gold Corp.)
Notes to the Financial Statements
for the six months ended November 30, 2015

6. CONVERTIBLE LOANS

The Company has concluded agreements to convert a portion of loans payable into 10% convertible promissory notes on the basis that the principal balance and unpaid interest at the rate of 15% per annum be convertible into shares of the Company's restricted common stock at a conversion price of \$0.0075 per share for a total of \$164,500, at a conversion price of \$0.0025 per share for a total of \$582,295 and at a conversion price of \$0.0005 per share for a total of \$148,843. The holder is limited to convert no more than 4.99% of the issued and outstanding common stock at the time of conversion. All of the loans were for cash advances to the Company.

	November 30, 2015	May 31, 2015
Balance, at beginning of period	\$ 846,175	792,638
Convertible debt additions	-	-
Accrued interest	49,463	97,787
	895,638	885,425
Converted into shares	-	(39,250)
Balance, end of period	\$ 895,638	\$ 846,175
Weighted average conversion price	\$ 0.0016	\$ 0.0016
Number of shares issuable	552,538,317	517,361,836

7. CAPITAL STOCK

Common Stock

The company issued to the founders 10,000,000 common shares of stock for \$1,000. On May 20, 2009, the Company completed a 6-for-1 forward stock split (the Forward Split") of the Company's common stock in the form of a stock dividend. All share and per share information has been retroactively adjusted to reflect the Forward Split. The par value of the Company's common stock was unchanged by the Forward Split.

On October 14, 2010, the Company increased its total authorized shares of common stock from 75,000,000 to 250,000,000, par value \$0.001 per share.

On June 10, 2010 the Company issued 600,000 restricted shares to two parties for services at a value of \$0.13 per share.

On August 17, 2010 the Company issued 3,600,000 restricted shares at \$0.01 each pursuant to an assignment of debt dated October 31, 2009.

On August 18, 2010 the Company issued 6,000,000 restricted shares at \$0.01 each pursuant to the retirement of debt as at February 17, 2010.

On March 8, 2011 the Company issued 24,000,000 restricted shares at \$0.015 each pursuant to the acquisition of mineral properties.

On March 8, 2011 the Company issued 46,450,000 restricted shares at \$0.0075 each to fourteen parties pursuant to the exercise of convertible debt.

On March 28, 2011 the Company issued 5,000,000 warrants at \$0.10 each for cash consideration of \$500,000. The warrants may be exercised to purchase 5,000,000 shares at \$1.00 each until December 31, 2012 or may be surrendered for the receipt of 2,500,000 restricted shares.

On August 23, 2011 the Company issued 550,000 restricted shares at \$0.0075 each to two parties pursuant to the exercise of convertible debt.

On February 19, 2012 the Company issued 2,700,000 restricted shares at \$0.0075 each to three parties pursuant to the exercise of convertible debt.

Bakken Energy Corp. (formerly Orofino Gold Corp.)
Notes to the Financial Statements
for the six months ended November 30, 2015

7. CAPITAL STOCK continued

On July 6, 2012 the Company issued 13,500,000 restricted shares at \$0.0075 each to four parties pursuant to the exercise of convertible debt.

On March 15, 2013 the Company issued 7,000,000 restricted shares at \$0.0075 each to two parties pursuant to the exercise of convertible debt.

On March 18, 2013 the Company issued 8,500,000 restricted shares at \$0.0075 each to one party pursuant to the exercise of convertible debt.

On March 19, 2013 the Company issued 8,000,000 restricted shares at \$0.0075 each to one party pursuant to the exercise of convertible debt.

On March 20, 2013 the Company issued 8,000,000 restricted shares at \$0.0075 each to one party pursuant to the exercise of convertible debt.

On March 21, 2013 the Company issued 9,000,000 restricted shares at \$0.0075 each to one party pursuant to the exercise of convertible debt.

On March 22, 2013 the Company issued 10,000,000 restricted shares at \$0.0075 each to one party pursuant to the exercise of convertible debt.

On March 25, 2013 the Company issued 9,000,000 restricted shares at \$0.0075 each to two parties pursuant to the exercise of convertible debt.

On March 26, 2013 the Company issued 10,000,000 restricted shares at \$0.0075 each to two parties pursuant to the exercise of convertible debt.

On March 27, 2013 the Company issued 11,000,000 restricted shares at \$0.0075 each to three parties pursuant to the exercise of convertible debt.

On March 28, 2013 the Company issued 7,500,000 restricted shares at \$0.0075 each to one party pursuant to the exercise of convertible debt.

On June 1, 2013 the Company issued 10,000,000 restricted shares at \$0.0025 each to two parties pursuant to the exercise of convertible debt.

On June 17, 2013 the Company issued 1,000,000 restricted shares at \$0.0025 each to one party pursuant to the exercise of convertible debt.

On August 17, 2013 the Company issued 5,000,000 restricted shares at \$0.0025 each to one party pursuant to the exercise of convertible debt.

On January 24, 2014 the Company issued 13,000,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

On February 24, 2014 the Company issued 18,000,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

On February 27, 2014 the Company issued 11,000,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

On March 5, 2014 the Company issued 13,000,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

Bakken Energy Corp. (formerly Orofino Gold Corp.)
Notes to the Financial Statements
for the six months ended November 30, 2015

7. CAPITAL STOCK continued

On April 1, 2014 the Company issued 15,000,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

On April 4, 2014 the Company issued 11,000,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

On April 15, 2014 the Company issued 15,000,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

On April 24, 2014 the Company issued 15,000,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

On May 8, 2014 the Company issued 12,000,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

On May 15, 2014 the Company issued 16,000,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

On June 2, 2014 the Company issued 15,500,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

On June 24, 2014 the Company issued 20,000,000 restricted shares at \$0.0005 each to one party pursuant to the acquisition of resource property.

On June 24, 2014 the Company issued 14,000,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

On June 2, 2014 the Company issued 13,000,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

On June 2, 2014 the Company issued 20,000,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

On August 25, 2014 the Company issued 35,539,999 restricted shares at \$0.0005 each to shareholders on record as of April 15, 2014 pursuant to a 10% stock dividend.

On September 29, 2014 the Company issued 16,000,000 restricted shares at \$0.0005 each to one party pursuant to the exercise of convertible debt.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.

Forward Looking Statements

This section of this report includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of our report. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions. We are a development stage company and have not developed significant revenue to date to attain profitability.

Results of Operations

We are still in the development stage and have generated minimum revenues to date.

We incurred operating expenses of \$133,941 for the six months ended November 30, 2015. These expenses consisted of general operating expenses and professional fees incurred in connection with the day to day operation of our business and the preparation and filing of our periodic reports. Our net loss for the three months ending November 30, 2014 was \$119,583. The main expense is interest expense of \$93,802.

Liquidity and Capital Resources

Our cash balance at November 30, 2015 was \$200 with outstanding liabilities of \$2,231,844. Management believes our current cash balance will be unable to sustain operations for the next 12 months. We will be forced to raise additional funds by issuing new debt or equity securities or otherwise. If we fail to raise sufficient capital when needed, we will not be able to complete our business plan. We are a developing company and our revenue has not been sufficient to attain profitability.

The Company has been funded by way of loans.

Loans payable

The Company has loans payable to various independent third parties on the basis of being unsecured, payable on demand and bearing interest at the rate of 15% per annum.

	November 30, 2015		May 31, 2015
	\$ 840,645	\$	794,549

CONVERTIBLE LOANS

The Company has concluded agreements to convert a portion of loans payable into 10% convertible promissory notes on the basis that the principal balance and unpaid interest at the rate of 15% per annum be convertible into shares of the Company's restricted common stock at a conversion price of \$0.0075 per share for a total of \$164,500, at a conversion price of \$0.0025 per share for a total of \$582,295 and at a conversion price of \$0.0005 per share for a total of \$148,843. The holder is limited to convert no more than 4.99% of the issued and outstanding common stock at the time of conversion. All of the loans were for cash advances to the Company.

	November 30, 2015	May 31, 2015
Balance, at beginning of period	\$ 846,175	792,638
Convertible debt additions	-	-
Accrued interest	49,463	97,787
	895,638	885,425
Converted into shares	-	(39,250)
Balance, end of period	\$ 895,638	\$ 846,175
Weighted average conversion price	\$ 0.0016	\$ 0.0016
Number of shares issuable	552,538,317	517,361,836

"Restricted Securities. This Note is, and the shares of Common Stock issuable upon conversion hereof shall be, "restricted securities" within the meaning of SEC Rule 144 promulgated under the Securities Act of 1933 (the "1933 Act"). Holder acknowledges and agrees that it is acquiring this Note and, upon conversion, the shares of Common Stock, without a view to the public distribution or resale of the Note or such shares in violation of applicable federal or state securities laws.

No Registration. This Note has not been, and the shares of Common Stock issuable upon conversion hereof will not be, registered under the 1933 Act or under the securities laws of any other jurisdiction; and therefore, Holder must be able to hold the Note or the shares indefinitely without any transfer, sale or other disposition, unless they are subsequently registered under the 1933 Act and under the securities laws of other applicable jurisdictions or, in the opinion of counsel to the Company, registration is not required under such Act or laws as the result of an available exemption from registration.”

Based on our current operating plan, we do not expect to generate revenue that is sufficient to cover our expenses for at least the next year. In addition, we do not have sufficient cash and cash equivalents to execute our operations for the next year. We will need to obtain additional financing to operate our business for the next twelve months. We will raise the capital necessary to fund our business through a private placement and public offering of our common stock. Additional financing, whether through public or private equity or debt financing, arrangements with shareholders or other sources to fund operations, may not be available, or if available, may be on terms unacceptable to us. Our ability to maintain sufficient liquidity is dependent on our ability to raise additional capital. If we issue additional equity securities to raise funds, the ownership percentage of our existing shareholders would be reduced. New investors may demand rights, preferences or privileges senior to those of existing holders of our common stock. Debt incurred by us would be senior to equity in the ability of debt holders to make claims on our assets. The terms of any debt issued could impose restrictions on our operations. If adequate funds are not available to satisfy either short or long-term capital requirements, our operations and liquidity could be materially adversely affected and we could be forced to cease operations.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Inflation.

In the opinion of management, inflation has not had a material effect on our operations.

Consultants.

The Company currently has no stock option plan.

Research and Development Expenditures

We have not incurred any research or development expenditures since our incorporation.

Patents and Trademarks.

We do not own, either legally or beneficially, any patent or trademark.

Holders of Our Common Stock.

As of November 30, 2015, we had approximately 274 stockholder(s) of record holding 547,439,999 shares of our common stock.

Dividends.

There are no restrictions in our articles of incorporation or bylaws that prevent us from declaring dividends. The Nevada Revised Statutes, however, do prohibit us from declaring dividends where, after giving effect to the distribution of the dividend:

1. We would not be able to pay our debts as they become due in the usual course of business; or
2. Our total assets would be less than the sum of our total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

We have not declared any dividends and we do not plan to declare any dividends in the foreseeable future.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The Company is not exposed to market risk related to interest rates or foreign currencies.

ITEM 4. CONTROLS AND PROCEDURES.

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

As required by Rule 13a-15 under the Securities Exchange Act of 1934 (the "1934 Act"), as of November 30, 2015, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer (our principal executive officer) and our Chief Financial Officer (our principal financial officer), who concluded, that because of the material weakness in our internal control over financial reporting ("ICFR") described below, our disclosure controls and procedures were not effective as of November 30, 2015.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is also responsible for establishing ICFR as defined in Rules 13a-15(f) and 15(d)-15(f) under the 1934 Act. Our ICFR are intended to be designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Our ICFR are expected to include those policies and procedures that management believes are necessary that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and our directors; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management recognizes that there are inherent limitations in the effectiveness of any system of internal control, and accordingly, even effective internal control can provide only reasonable assurance with respect of financial statement preparation and may not prevent or detect misstatements. In addition, effective internal control at a point in time may become ineffective in future periods because of changes in conditions or due to deterioration in the degree of compliance with our established policies and procedures.

As of November 30, 2015, management assessed the effectiveness of our ICFR based on the criteria for effective ICFR established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and SEC guidance on conducting such assessments by smaller reporting companies and non-accelerated filers.

Based on that assessment, management concluded that, during the period covered by this report, such internal controls and procedures were not effective as of November 30, 2015 and that material weaknesses in ICFR existed as more fully described below.

As defined by Auditing Standard No. 5, "An Audit of Internal Control Over Financial Reporting that is Integrated with an Audit of Financial Statements and Related Independence Rule and Conforming Amendments," established by the Public Company Accounting Oversight Board ("PCAOB"), a material weakness is a deficiency or combination of deficiencies that results more than a remote likelihood that a material misstatement of annual or interim financial statements will not be prevented or detected. In connection with the assessment described above, management identified the following control deficiencies that represent material weaknesses as of November 30, 2015:

- (1) Lack of an independent audit committee. Although we have an audit committee it is not comprised solely of independent directors. We may establish an audit committee comprised solely of independent directors when we have sufficient capital resources and working capital to attract qualified independent directors and to maintain such a committee.

(2) Inadequate staffing and supervision within our bookkeeping operations. The relatively small number of people who are responsible for bookkeeping functions prevents us from segregating duties within our internal control system. The inadequate segregation of duties is a weakness because it could lead to the ultimate identification and resolution of accounting and disclosure matters or could lead to a failure to perform timely and effective reviews which may result in a failure to detect errors in spreadsheets, calculations, or assumptions used to compile the financial statements and related disclosures as filed with the Securities and Exchange Commission.

(3) Ineffective controls over period end financial disclosure and reporting processes.

Our management determined that these deficiencies constituted material weaknesses. Due to a lack of financial and personnel resources, we are not able to, and do not intend to, immediately take any action to remediate these material weaknesses. We will not be able to do so until we acquire sufficient financing and staff to do so. We will implement further controls as circumstances, cash flow, and working capital permit. Notwithstanding the assessment that our ICFR was not effective and that there were material weaknesses as identified in this report, we believe that our consolidated financial statements contained in our Quarterly Report on form 10-Q for the quarter ended November 30, 2015, fairly present our financial position, results of operations and cash flows for the years covered thereby in all material respects.

There were no changes in our internal control over financial reporting during the quarter ended November 30, 2015, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION.

ITEM 1. LEGAL PROCEEDINGS.

We are not a party to any material legal proceedings and to our knowledge, no such proceedings are threatened or contemplated.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS.

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

No matters were submitted to our security holders for a vote during the period ending November 30, 2015.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

Exhibit Number Description of Exhibit

- | | |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 31.1 | Certification by Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, promulgated pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith |
| 31.2 | Certification by Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, promulgated pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith |
| 32.1 | Certification by Chief Executive Officer and Chief Financial Officer, required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, promulgated pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 filed herewith |

SIGNATURES

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

November 30, 2015 Bakken Energy Corp.

By: /s/ Shi Long Ning
Shi Long Ning, President and Chief Executive Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

November 30, 2015 Bakken Energy Corp.

By: /s/ Shi Long Ning
Shi Long Ning, President, Treasurer and Chief
Financial Officer (Principal Executive Officer
and Principal Accounting Officer)

CERTIFICATION

I, Shi Long Ning, certify that:

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

Date: November 30, 2015

/s/ Shi Long Ning

Shi Long Ning

Bakken Energy Corp.

Principal Executive Officer

CERTIFICATION

I, Shi Long Ning, certify that:

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

Date: November 30, 2015

/s/ Shi Long Ning

Shi Long Ning

Bakken Energy Corp.

Principal Financial and Accounting Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND
ACTING CHIEF FINANCIAL OFFICER OF
BAKKEN ENERGY CORP.**

**FORM 10-Q FOR THE SIX MONTH PERIOD ENDED NOVEMBER 30, 2014
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Shi Long Ning, am the Chief Executive Officer and acting Chief Financial Officer of Bakken Energy Corp., a Nevada corporation (the "Company"). I am delivering this certificate in connection with the Quarterly Report on Form 10-Q of the Company for the three month period ended November 30, 2015 and filed with the Securities and Exchange Commission ("Quarterly Report").

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I hereby certify that, to the best of my knowledge, the Quarterly Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 30, 2015

By: /s/ Shi Long Ning

Shi Long Ning

Chief Executive Officer, President, acting Chief
Financial Officer, acting Principal Accounting
Officer and Director