

LOT78, INC.  
Form 10-K/A  
July 19, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K/A**

**Amendment No. 3**

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

For the fiscal year ended **July 31, 2012**

**Commission File Number: 000-54816**

**BOLD ENERGY INC.**

**Nevada**

(state or other jurisdiction of incorporation or organization)

**26-2940624**

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

**112 North Curry Street**

**Carson City, Nevada 89703**

**(775) 333-1198**

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

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes **No**

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes **No**

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer Accelerated filer  
Non-accelerated filer Smaller reporting company

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

Aggregate market value of the voting and non-voting stock of the registrant held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter: \$0.00.

As of October 18, 2012, there were 57,053,138 shares of the registrant's Common Stock issued and outstanding.

**EXPLANATORY NOTE**

The purpose of this Amendment No. 3 to the Annual Report of Bold Energy Inc. (the “Company”) on Form 10-K for the annual period ended July 31, 2012, originally filed with the Securities and Exchange Commission on November 13, 2012 and amended on November 16, 2012 and April 5, 2013 (the “Form 10-K”), is to respond to certain comments received from the Staff of the Securities and Exchange Commission. For convenience and ease of reference, the Company is filing this Form 10-K/A in its entirety with all applicable changes and unless otherwise stated, all information contained in this amendment is as of November 13, 2012, the original filing date of the Form 10-K. Except as stated herein, this Form 10-K/A does not reflect events or transactions occurring after such filing date or modify or update those disclosures in the original Form 10-K that may have been affected by events or transactions occurring subsequent to such filing date.

**BOLD ENERGY INC.**

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## **PART I**

### **ITEM 1. DESCRIPTION OF BUSINESS**

Bold Energy Inc. (“Bold Energy”, “we”, the “Company”) was incorporated in the State of Nevada as a for-profit company on June 27, 2008 and established a fiscal year end of July 31. We are a development stage company that intends to develop a wide range loyalty program based on “Global Club points” awarded for all purchases made in associated establishments. These points will be exchangeable for products, trips or discounts. We intend to partner with various retailers, so that the cardholders will be able to collect points on their everyday expenses, such as in grocery shops, gas stations, restaurants, electronic stores, travel agencies, etc.

Our strategy is to recruit a large number of retail outlets as participating Global Club partners. We plan to do this by having our sales representatives negotiate membership deals with many large retail outlets and chains across North America. We also plan to advertise Global Club to retail outlets in various trade magazines as part of our sales campaign. Our planned website will also play a central role in recruiting customers.

#### **General Overview**

Global Club is a new concept of a traditional loyalty program. The concept is simple: on every purchase it will be awarded points to be printed on a card. These points can be exchanged for products, such as video-games, gift cards, trips, etc., according to the number of points on the card: more points, better prize. We intend to have a wide variety of partners so that the cardholders will be able to collect points on their everyday expenses from a broad selection of retailers, such as grocery shops, gas stations, restaurants, electronic stores, travel agencies, etc.

We intend to begin initial operations by purchasing a limited number of samples of the RW Terminal and PET cards in order to develop and test our system. Once we obtain these samples, we plan to hire hi-tech consultants to develop the software to run the systems. Once our system is operational, we expect to start our marketing efforts. We will then develop our website, [www.globalclubloyalty.com](http://www.globalclubloyalty.com), and contact possible partners.

#### ***PET Card***

An important part of the program will be a recyclable PET card that is similar in size to a debit/credit PVC card, but thinner (0.22mm). The card will be color printed by applying special UV (ultra-violet) inks in thin (less than 0.04 mm)

coats with our logo and a serial number on the face and product information on the obverse side. The obverse side of the card will also contain a magnetic layer upon which the information (data) about the customer, including his accumulated points will be recorded by a specialized device, called the "Readwriter Terminal." The points will be printed thermally in a way that the magnetic reader head of the terminal will read the information recorded on it. In addition, we could also use face side of card for advertising and product promotions.

The estimated cost price is US\$0.80 per unit.

### ***Read Writer Terminal – RWT***

We intend to import this equipment from a specialized company from Japan. We expect that this company will be able to manufacture this equipment according to our design specifications. We expect to install terminals in each venue that is a part of the Global Club. The terminal is the technology that we expect to use as a means to recognize each card and print the points on it after each of the cardholder's transactions.

At the present time, we have not made any arrangements to raise additional cash. We will need additional cash, but if we are unable to raise the necessary level of funding, we will either have to suspend marketing operations until we do raise the cash necessary to continue our business plan or we will have to cease operations entirely.

If we are unable to complete any phase of our business plan or marketing efforts because we do not have enough funding, we will cease our development and/or marketing activities until we raise enough funds to continue. If we fail in any phase of our business plan, it would become more difficult to raise capital because such failures discourage additional investment. As a consequence, if we cannot secure additional funding, we will have to cease operations and our current investors may lose their entire investment.

### **Plan of Operation**

We plan to begin initial operations by purchasing a limited number of samples of the RW Terminal from a Japanese company that specializes in the manufacture of this product. We also plan to obtain a limited number of PET cards as well. Once we are able to secure samples of the RW Terminal and the PET cards, we expect to be able to begin developing and testing our system. We expect to complete this stage after we are able to raise enough capital to implement our plan of operations.

After acquiring the RW Terminals and PET cards, we plan to hire hi-tech consultants to develop the software to run the systems. We intend to use the terminals and cards acquired prior to this stage to test the system and make any

necessary adjustments to the software so that it runs to our specifications.

Once our system is operational, we expect to begin our marketing efforts. We will develop our website, [www.globalclubloyalty.com](http://www.globalclubloyalty.com), and contact malls, grocery stores, gas stations and other retailers to be our partners. We intend to be fully operational once we are able to raise enough capital to implement our plan of operations.

We plan on charging a monthly rental fee that will include the maintenance of the equipment. The Company also plans to generate revenue by charging approximately US\$0.01 for each issued point and by selling advertisement space on the cards. The consumer will not pay bear any additional costs for the points because these costs will be already included in the final price of the product. In addition, we may also sell specially designed PET cards as collector's items.

Management does not plan to hire additional employees at this time. Our President will be responsible for the initial product sourcing. Initially, we intend to hire sales representatives on a commission-only basis to in order to minimize administrative and labor costs overhead. We plan to use third party web designers to build and maintain our website.

We do not expect to be purchasing or selling plant or any significant equipment during the next twelve months.

### **Research and Development**

We have not spent any money on research and development activities during the year ended July 31, 2012. We anticipate that we will not incur any expenses on research and development over the next 12 months. Our planned expenditures on our operations or business combination are summarized under the section of this annual report entitled "Management's Discussion and Analysis of Financial Position and Results of Operations."

### **Recent Developments**

The Company has evaluated its developments over the fiscal year and has determined that there are no events to disclose because we have not had any significant business developments since the date of our last annual report.

### **Employees and Employment Agreements**

At present, we do not have any employees other than our officer and director, Eden Clark and our Secretary, Patrick De Blois. Ms. Clark currently devotes approximately 10 to 15 hours a week to our business. Mr. DeBlois currently devotes approximately 5 hours a week to our business. We presently do not have pension, health, annuity, insurance, stock options, profit sharing or similar benefit plans; however, we may adopt such plans in the future. There are presently no personal benefits available to any officers, directors or employees.

### **Item 1A. Risk Factors**

Not applicable to smaller reporting companies.

### **Item 2. Description of Property**

We do not own any real estate or other properties. The Company's office is located at 112 North Curry Street, Carson City, Nevada, 89703.



**Item 3. Legal Proceedings**

We are currently unaware of any legal matters pending or threatened against us.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.

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## Item 5. Market for Common Equity, Related Stockholder Matters and Small Business Issuer Purchases of Equity Securities

### *Market Information*

There is a limited public market for our common stock. Our common stock has been quoted on the OTC Bulletin Board since July 6, 2009 under the symbol "GOBA.OB." Effective October 11, 2012, our symbol was changed to "BOLD.OB" to reflect the Company's name change. Trading in stocks quoted on the OTC Bulletin Board is often thin and is characterized by wide fluctuations in trading prices due to many factors that may be unrelated to a company's operations or business prospects. We cannot assure you that there will be a market in the future for our common stock.

OTC Bulletin Board securities are not listed or traded on the floor of an organized national or regional stock exchange. Instead, OTC Bulletin Board securities transactions are conducted through a telephone and computer network connecting dealers in stocks. OTC Bulletin Board issuers are traditionally smaller companies that do not meet the financial and other listing requirements of a regional or national stock exchange.

The following table sets forth the high and low closing prices quoted on the Over the Counter Bulletin Board for the last two fiscal years, without retail mark-up, mark-down or commission and may not be reflective of actual transactions:

#### Fiscal Year Ending July 31, 2012

| Quarter Ended    | High \$ | Low \$ |
|------------------|---------|--------|
| July 31, 2012    | .15     | .13    |
| April 30, 2012   | .55     | .13    |
| January 31, 2012 | .61     | .52    |
| October 31, 2011 | .55     | .31    |

#### Fiscal Year Ending July 31, 2011

| Quarter Ended    | High \$ | Low \$ |
|------------------|---------|--------|
| July 31, 2011    | 30.00   | 0.31   |
| April 30, 2011   | 30.00   | 1.20   |
| January 31, 2011 | 1.95    | 1.95   |
| October 31, 2010 | 1.95    | 1.95   |

**Number of Holders**

As of October 18, 2012, 57,053,138 issued and outstanding shares of common stock were held by a total of 171 shareholders of record.

**Dividends**

No cash dividends were paid on our shares of common stock during the fiscal years ended July 31, 2012 and 2011. We have not paid any cash dividends since our inception and do not foresee declaring any cash dividends on our common stock in the foreseeable future. We issued a share dividend of 149 shares for every share owned as of March 23, 2010

**Recent Sales of Unregistered Securities**

None.

**Purchase of our Equity Securities by Officers and Directors**

None.

**Other Stockholder Matters**

None.

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## **Item 6. Selected Financial Data**

Not applicable to smaller reporting companies.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and related notes included elsewhere in this report.

This report contains forward looking statements relating to our Company's future economic performance, plans and objectives of management for future operations, projections of revenue mix and other financial items that are based on the beliefs of, as well as assumptions made by and information currently known to, our management. The words "expects", "intends", "believes", "anticipates", "may", "could", "should" and similar expressions and variations thereof are intended to identify forward-looking statements. The cautionary statements set forth in this section are intended to emphasize that actual results may differ materially from those contained in any forward looking statement.

Our auditor's report on our July 31, 2012 financial statements expresses an opinion that substantial doubt exists as to whether we can continue as an ongoing business. Since our officer and director may be unwilling or unable to loan or advance the Company additional capital, we believe that if we do not raise additional capital over the next 12 months, we may be required to suspend or cease the implementation of our business plans. See "July 31, 2012 Audited Financial Statements – Report of Independent Registered Public Accounting Firm."

Management believes that the amount of cash on hand and in the bank on behalf of Bold Energy will not satisfy our cash requirements for the next twelve months or until such time that additional proceeds are raised. We plan to satisfy our future cash requirements - primarily the working capital required for the development of our course guides and marketing campaign and to offset legal and accounting fees - by obtaining additional equity financing. This will likely be in the form of private placements of common stock.

Management believes that if subsequent private placements are successful, we will be able to generate sales revenue within the following twelve months thereof. However, additional equity financing may not be available to us on acceptable terms or at all, and thus we could fail to satisfy our future cash requirements.

If Bold Energy is unsuccessful in raising additional funding through a private placement offering, it will then have to seek additional funds through debt financing, which would be highly difficult for a new development stage company to secure. Therefore, the Company is highly dependent upon the success of the anticipated private placement offering and failure thereof would result in Bold Energy having to seek capital from other sources, such as debt financing, which may not even be available to the company. However, if we were able to obtain such financing, we would likely have to pay additional costs associated with high risk loans and be subject to an above market interest rate because we are a development stage company with no operations to date. At such time these funds are required, management would evaluate the terms of such debt financing and determine whether the business could sustain operations and growth as well as manage its debt. If Bold Energy cannot raise additional proceeds via a private placement of its common stock or secure debt financing, it would be required to cease business operations. As a result, investors in Bold Energy common stock would lose all of their investment.

The development and marketing of our products will start over the next 12 months. Bold Energy does not anticipate obtaining any additional products or services.

### **Results of Operations**

We did not generate any revenues for the fiscal year ended July 31, 2012 nor did we generate any revenues for the fiscal year ended July 31, 2011. We incurred operating expenses of \$3,941,359 and \$47,486, respectively, for the fiscal years ended July 31, 2012 and July 31, 2011.

Our comprehensive net loss for the fiscal year ended July 31, 2012 was \$3,941,613 compared to \$7,771,913 for the fiscal year ended July 31, 2011. Since the date of inception, we have incurred a comprehensive net loss of \$11,767,719. We do not currently have sufficient capital to fund our estimated expenditures for the fiscal year and we intend to fund the expenditures through equity and/or debt financing. There can be no assurance that financing will be available to the Company on acceptable terms, if at all.

### **Liquidity and Capital Resources**

At July 31, 2012, we had \$293 in cash in the bank.

Our accounts payable at July 31, 2012 was \$11,518 and loan payable at July 31, 2012 was \$72,037.

Our stockholders' deficit was (82,181) at July 31, 2012, as compared to (\$40,568) at July 31, 2011.

In the next 12 months, we do not intend to expend any substantial funds on research and development and do not intend to purchase any major equipment.

We do not anticipate any material commitments for capital expenditures in the near term. While we continue to work towards 100% capacity, we feel that current cash on hand is insufficient to satisfy our cash requirements. If we are unable to continue to develop and implement a profitable business plan, we will be required to seek additional avenues to obtain the funds necessary to sustain operations, including equity and/or debt financing. There can be no assurance that financing will be available to the Company on acceptable terms, if at all.

Given that we have not achieved significant profitable operations to date, our cash requirements are subject to numerous contingencies and risk factors beyond our control, including operational and development risks, competition from well-funded competitors and our ability to manage growth. We are not able to offer any assurances that we will be able to generate cash flow sufficient to achieve profitable operations or that our expenses will not exceed our projections. If our expenses exceed estimates, we will require additional funds during the next twelve months.

### **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements.

### **Critical Accounting Policies**

Management's discussion and analysis of our financial condition and results of operations are based on the financial statements, which are prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of such financial statements requires Management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. On an ongoing basis, Management will evaluate its estimates and will base its estimates on historical experience, as well as on various other assumptions in light of the circumstances surrounding the estimate. The results of this evaluation will form the basis of our judgments about the carrying values of our assets and liabilities, which are not readily apparent from other sources. It should be noted, however, that actual results could materially differ from the amount derived from Management's estimates under different assumptions or conditions.

Loss per share is computed using the weighted average number of common stock outstanding during the period. Diluted loss per share is computed using the weighted average number of common and potentially dilutive common stock outstanding during the period reported. Our Management does not believe that any recently issued, but not yet effective accounting standards if currently adopted, would have a material effect on our current financial statements.

Because we are a small, development stage company with only one director, we have not yet appointed an audit committee or any other committee of our Board of Directors.

#### **ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk**

Not applicable to smaller reporting companies.

**ITEM 8. Financial Statements**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders

Bold Energy Inc.

We have audited the accompanying balance sheets of Bold Energy Inc.(A Development Stage Company) (the “Company”) as of July 31, 2012 and 2011 and the related statements of operations, stockholders’ deficit and cash flows for each of the years then ended and for the period from inception (June 27, 2008) through July 31, 2012. Bold Energy Inc’s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bold Energy Inc. (A Development Stage Company) as of July 31, 2012 and 2011 and the results of its operations and its cash flows for each of the years then ended and for the period from inception (June 27, 2008) through July 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has suffered losses from operations, which raise substantial doubt about its ability to continue as a going concern. Management’s plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ De Joya Griffith, LLC

Henderson, Nevada

November 13, 2012







**BOLD ENERGY INC.****(fka: Global Club, Inc.)****(A Development Stage Company)****Audited****July 31, 2012 and 2011****Index**

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Bold Energy, Inc.  
(fka: Global Club, Inc.)  
(A Development Stage Company)  
**BALANCE SHEETS**  
Audited

|   | July 31, 2012 | July 31, 2011 |
|---|---------------|---------------|
| <b>ASSETS</b>   |               |               |
| <b>CURRENT ASSETS</b>                                 |               |               |
| Cash  | \$293         | \$4,413       |
| <b>TOTAL CURRENT ASSETS</b>                           | —             | 4,413         |
| <b>OTHER ASSETS</b>                                   |               |               |
| Web design, net                                       | 1,081         | 1,877         |
| <b>TOTAL OTHER ASSETS</b>                             | 1,081         | 1,877         |
| <b>TOTAL ASSETS</b>                                   | \$1,374       | \$6,290       |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b> |               |               |
| <b>CURRENT LIABILITIES</b>                            |               |               |
| Accounts payable and accrued liabilities              | \$11,518      | \$7,491       |
| Loans   | 5,000         | —             |
| Due to related party                                  | 67,037        | 34,367        |
| <b>TOTAL CURRENT LIABILITIES</b>                      | 83,555        | 41,858        |

|  |              |             |
|--|--------------|-------------|
| LONG TERM LIABILITIES  |              |             |
| Loans  | —            | 5,000       |
| TOTAL LIABILITIES  | 83,555       | 46,858      |
| STOCKHOLDERS' EQUITY (DEFICIT)   |              |             |
| Common Stock, \$0.001 par value, 75,000,000 shares Authorized, 57,053,138 shares of common stock (27,053,138 at July 31, 2011) issued and outstanding respectively | \$57,052     | \$27,052    |
| Additional Paid in Capital   | 12,352,736   | 8,482,736   |
| Deficit accumulated during the development stage   | (12,491,969) | (8,550,356) |
| TOTAL STOCKHOLDER'S EQUITY/(DEFICIT)   | \$(82,181)   | \$(40,568)  |
| TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY/(DEFICIT)   | \$1,374      | \$6,290     |

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

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**Bold Energy, Inc.**  
**(fka: Global Club, Inc.)**  
**(A Development Stage Company)**  
**STATEMENTS OF OPERATIONS**  
**Audited**

|   | Year<br>ended<br>Year ended July 31, 2012 | Year<br>ended<br>Year ended July 31, 2011 | C<br>fr<br>(J<br>Ju |
|---|---|---|---------------------|
| <b>REVENUE</b>  |   |   |                     |
| Revenues  | \$-                                       | \$-                                       | \$-                 |
| <b>Total revenues</b>                                       | -   | -   | -                   |
| <b>EXPENSES</b>   |   |   |                     |
| Office and general  | \$(8,304)                                 | \$(29,330)                                | \$(6                |
| Director and consulting fee                                 | (3,906,000)                               | -   | (3                  |
| Professional Fees   | (27,055)                                  | (18,156)                                  | (7                  |
| <b>Total expenses</b>                                       | (3,941,359)                               | (47,486)                                  | (4                  |
| <b>Other income (expense)</b>                               |   |   |                     |
| Interest expense & financing cost                           | (254)                                     | (7,724,427)                               | (7                  |
| Gain on debt forgiveness                                    | -   | -   | 5.                  |
| <b>Total other income (expense)</b>                         | (254)                                     | (7,724,427)                               | (7                  |
| <b>NET LOSS</b>   | \$(3,941,613)                             | \$(7,771,913)                             | \$(1                |
| <b>Basic Loss Per Common Share</b>                          | \$(0.11)                                  | \$(1.04)                                  |                     |
| <b>Weighted Average Number of Common Shares Outstanding</b> | 34,920,990                                | 7,494,384                                 |                     |

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

**Bold Energy, Inc.****(fka: Global Club, Inc.)****(A Development Stage Company)****STATEMENT OF STOCKHOLDERS' EQUITY(DEFICIT)****From inception (June 27, 2008) to July 31, 2012****Audited**

|   | Common Stock      |                 | Additional          | Deficit             |
|---|-------------------|-----------------|---------------------|---------------------|
|   | Number of         | Amount          | Paid-in             | accumula            |
|   | shares            |                 | Capital             | during the          |
|   |                   |                 |                     | developm            |
|   |                   |                 |                     | stage               |
| Inception (June 27, 2008)   |                   |                 |                     |                     |
| Common stock issued for cash at \$0.001 per share on July 22, 2008        | 906,000           | \$ 906          | \$711,594           | \$(707,750)         |
| Net loss  |                   |                 |                     | (2,723)             |
| <b>Balance, July 31, 2008</b>   | <b>906,000</b>    | <b>906</b>      | <b>711,594</b>      | <b>(710,473)</b>    |
| Common stock issued for cash at \$0.04 per share on April 23,2009         | 900,000           | 900             | 21,600              | (16,500)            |
| Net loss  |                   |                 |                     | (12,801)            |
| <b>Balance, July 31, 2009</b>   | <b>1,806,000</b>  | <b>\$1,806</b>  | <b>\$733,194</b>    | <b>\$(739,774)</b>  |
| Forgiveness of debt from former director (officer)                        |                   |                 | 4,788               |                     |
| Common stock issued for cash at \$0.001 per share on April 6,2010         | 200,000           | 200             | 4,800               |                     |
| Cancellation of Stock Redeemed at \$0.001 per share on July 15, 2010      | (1,250)           | (2)             | 2                   |                     |
| Net loss  |                   |                 |                     | (38,669)            |
| <b>Balance, July 31, 2010</b>   | <b>2,004,750</b>  | <b>\$2,004</b>  | <b>\$742,784</b>    | <b>\$(778,443)</b>  |
| Common Stock issued for services at \$0.001 per share on May 12,2011      | 48,388            | 48              | 14,952              |                     |
| Common Stock issued as loan repayment at \$0.001 per share on May 12,2011 | 25,000,000        | 25,000          | 7,725,000           |                     |
| Net loss  |                   |                 |                     | (7,771,91)          |
| <b>Balance, July 31, 2011</b>   | <b>27,053,138</b> | <b>\$27,052</b> | <b>\$8,482,736</b>  | <b>\$(8,550,35)</b> |
| Common Stock issued for services at \$0.13 per share on April 27, 2012    | 30,000,000        | 30,000          | 3,870,000           |                     |
| Net Loss  |                   |                 |                     | (3,941,61)          |
| <b>Balance, July 31, 2012</b>   | <b>57,053,138</b> | <b>\$57,052</b> | <b>\$12,352,736</b> | <b>\$(12,491,9)</b> |

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

**Bold Energy, Inc.**  
**(fka: Global Club, Inc.)**  
**(A Development Stage Company)**  
**STATEMENTS OF CASH FLOW**  
**Audited**

|  | Year<br>ended<br>July 31, 2012 | Year<br>ended<br>July 31, 2011 | Cumulative<br>results from<br>June 27, 2008<br>(inception date) to<br>July 31, 2012 |
|--|--------------------------------|--------------------------------|---|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                |                                |                                |   |
| Net loss   | \$(3,941,613)                  | \$(7,771,913)                  | \$(11,767,719)  |
| Adjustment to reconcile net loss to net cash used in operating activities: |                                |                                |   |
| Non-cash net gain on settlement  | -                              |                                | (5,000)   |
| Stock based compensation   | 3,900,000                      | (15,000)                       | 3,915,000   |
| Depreciation   | 796                            | 775                            | 2,102   |
| Interest & financing cost  |                                | 7,723,256                      | 7,723,256   |
| Change in operating assets and Liabilities:                                |                                |                                |   |
| Increase(decrease) in Accounts payable and accrued expenses                | 4,027                          | 872                            | 18,261  |
| <b>NET CASH USED IN OPERATING ACTIVITIES</b>                               | <b>(36,790)</b>                | <b>(32,010)</b>                | <b>(114,100)</b>  |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                |                                |                                |   |
| Web Design   | -                              | -                              | (3,182)   |
| <b>NET CASH USED IN INVESTING ACTIVITIES</b>                               | <b>-</b>                       | <b>-</b>                       | <b>(3,182)</b>  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                |                                |                                |   |
| Issuance of common stock   | -                              | -                              | 15,750  |
| Redemption of common stock   | -                              | -                              | 30,000  |
| Due to related party   | 32,670                         | 23,267                         | 71,825  |
| <b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>                           | <b>32,670</b>                  | <b>23,267</b>                  | <b>117,575</b>  |
| <b>NET INCREASE (DECREASE) IN CASH</b>                                     | <b>(4,120)</b>                 | <b>(8,743)</b>                 | <b>293</b>  |
| <b>CASH, BEGINNING OF PERIOD</b>   | <b>4,413</b>                   | <b>13,156</b>                  | <b>-</b>  |
| <b>CASH, END OF PERIOD</b>   | <b>\$293</b>                   | <b>\$4,413</b>                 | <b>\$293</b>  |
| Supplemental cash flow information and noncash financing activities:       |                                |                                |   |
| Cash paid for:   |                                |                                |   |
| Cancellation of shares   | \$-                            | \$-                            | \$689,892   |
| Forgiveness of debt from former director                                   | \$-                            | \$-                            | \$4,788   |
| Shares issued related to prepaid expenses                                  | \$-                            | \$26,774                       | \$26,774  |

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

**Bold Energy, Inc.**

**(fka: Global Club, Inc.)**

**(A Development Stage Company)**

**NOTES TO THE AUDITED FINANCIAL STATEMENTS**

**July 31, 2012**

**NOTE 1 - NATURE OF OPERATIONS AND BASIS OF PRESENTATION**

The Company was incorporated in the State of Nevada as a for-profit Company on June 27, 2008 and established a fiscal year end of July 31. It is a development-stage Company that intends to develop a wide range loyalty program based on "Global Club points" awarded for all purchases made in associated establishments. These points will be exchangeable for products, trips or discounts. The Company is currently in the development stage as defined under FASB ASC 915-10, "Development Stage Entities". All activities of the Company to date relate to its organization, initial funding and share issuances.

On November 10, 2009, a change in control occurred when the Company received a resignation notice from Orlando J. Narita from all of his positions with the Company, including President, CEO, Principal Executive Officer, Treasurer, CFO, Principal Accounting Officer, Secretary, and Director.

On November 30, 2009, the Company appointed Eden Clark as its new President, CEO, Principal Executive Officer, Treasurer, CFO, Principal Accounting Officer, Secretary, Treasurer and as Director.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

**Cash and Cash Equivalents**

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents.

**Use of Estimates and Assumptions**

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

**Stock-based Compensation**

The Company records stock based compensation in accordance with the guidance in ASC Topic 718 which requires the Company to recognize expense related to the fair value of its employee stock option awards. This eliminates accounting for share-based compensation transactions using the intrinsic value and requires instead that such



transactions be accounted for using a fair-value-based method. The Company recognizes the cost of all share-based awards on a graded vesting basis over the vesting period of the award.

Stock based compensation for non-employees is accounted for using the Stock Based Compensation Topic of the FASB ASC 505. We use the fair value method for equity instruments granted to non-employees and will use the Black-Scholes model for measuring the fair value of options, if issued. The stock based fair value compensation is determined as of the date of the grant or the date at which the performance of the services is completed (measurement date) and is recognized over the vesting periods.

#### **Fair Value of Financial Instruments**

The Company has determined the estimated fair value of financial instruments using available market information and appropriate valuation methodologies. The fair value of financial instruments classified as current assets or liabilities approximate their carrying value due to the short-term maturity of the instruments.

#### **Basic and Diluted Net Loss per Share**

The Company computes loss per share in accordance with "ASC-260", "Earnings per Share" which requires presentation of both basic and diluted earnings per share on the face of the statement of operations. Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of outstanding common shares during the period. Diluted loss per share gives effect to all dilutive potential common shares outstanding during the period. Dilutive loss per share excludes all potential common shares if their effect is anti-dilutive. The Company has no potential dilutive instruments and accordingly basic loss and diluted loss per share are the same.

#### **Recent Accounting Pronouncements**

The company has evaluated all the recent accounting pronouncements and believes that none of them will have a material effect on the company's financial statement.

#### **NOTE 3 – GOING CONCERN**

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The Company has an accumulated deficit since inception to July 31, 2012 of \$11,767,719. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

#### **NOTE 4 – RELATED PARTY TRANSACTIONS**

As of July 31, 2012 the Company received advances from a Director in the amount of \$67,037, to pay for general operating expenses. The amounts due to the related party are unsecured and non-interest bearing with no set terms of

repayment.

On November 26, 2009, the former director forgave a loan in the amount of \$4,788, which was owed to him from the Company.

**NOTE 5 - RECLASSIFICATION: STOCK SPLIT ADJUSTMENT**

Effective March 23, 2011, the President voluntarily cancelled 27,594,000 shares of her outstanding common stock of the Company which were cancelled and returned to the pool of the Company's authorized and unissued shares of common stock. These cancelled shares were previously recorded in the financials at a total of pre split 689,850,000.

Since the shares under this agreement have been cancelled without the exchange of consideration to reduce number of shares outstanding, the Company considered the change in capital structure from the cancellation agreement in substance a reverse stock split. In accordance with SAB Topic 4-C, the Company recorded the cancellation retroactively as a reduction to the par value of common stock with a corresponding increase to additional paid-in capital.

**NOTE 6 – CAPITAL STOCK**

The Company is authorized to issue an aggregate of 75,000,000 common shares with a par value of \$0.001 per share. No preferred shares have been authorized or issued.

On July 22, 2008, the sole Director purchased 906,000 shares of the common stock in the Company for \$4,750.

On April 23, 2009, the Company issued 900,000 Common shares for \$6,000.

On November 26, 2009, the former director forgave a loan in the amount of \$4,788, which was owed to him from the Company.

On March 2, 2010, the Company affected a 150:1 forward split of the Company's stock through the issuance of a stock dividend for each share outstanding as of March 23, 2010.

On March 2, 2010, the President of the Company requested that the Company cancel 27,594,000 common shares that she owns in her own name. As a result of the cancellation, the President owns 906,000 common shares on March 2, 2010.

On April 6, 2010, the Company issued an aggregate of 200,000 common shares to various stockholders at \$0.025 per share for \$5,000.

On July 15, 2010, various stockholders requested that the Company cancel 1,250 common shares.

On March 31, 2011, the Company affected a 1 for 25 reverse split of the Company's issued and outstanding common stock.

On May 12, 2011 the company issued an aggregate of 25,000,000 common shares to various stockholders @\$0.31 per share. The shares were issued as repayment of \$25,000 of principal due to the stockholders and 7,725,000 as finance cost. The accrued interest to date was forgiven by the lenders.

In addition on May 12, 2011, the company issued 48,388 shares at \$0.31 per share to Ms. Eden Clark as compensation for services rendered valued at \$15,000.

During the year ended July 31, 2012, the Company issued 30,000,000 shares to an officer and a director 15,000,000 to each. The shares were valued at \$0.13 per share for services rendered through July 31, 2012. As such compensation expense of \$3,900,000 was recorded during the year.

As of July 31, 2012, there are a total of 57,053,138 shares of common stock outstanding or warrants.

As of July 31, 2012, the Company has not granted any stock options

All references in these financial statements to number of common shares, price per share and weighted number of common shares outstanding prior to 1 for 25 reverse stock split on March 31, 2011 have been adjusted to reflect this stock split on a retroactive basis, unless otherwise noted.

#### **NOTE 7 - INCOME TAXES**

|   | <b>2012</b>  | <b>2011</b> |
|---|--------------|-------------|
| Cumulative net loss before taxes                | \$11,767,719 | \$7,826,106 |
| Income tax expense charged to loss before taxes | -            | -           |

A reconciliation of the expected income tax expense, computed by applying a 35% U.S. Federal corporate income tax rate to income before taxes to income tax expense is as follows:

|                                       | <b>2012</b>   | <b>2011</b>      |
|---------------------------------------|---------------|------------------|
| Expected income tax expense (benefit) | \$(4,118,702) | \$(2,739,137)    |
| Share-based payments                  | 4,073,390     | <u>2,708,390</u> |
| Deferred tax asset                    | (45,312)      | (30,748)         |
| Valuation allowance                   | 45,312        | 30,748           |
| Deferred tax, net of allowance        | \$ -          | \$ -             |

At July 31, 2012 and 2011, the Company had available a net-operating loss carry-forward for Federal tax purposes of approximately \$129,462 and \$87,850, respectively, which may be applied against future taxable income, if any, at various times through 2032. Certain significant changes in ownership of the Company may restrict the future utilization of these tax loss carry-forwards.

At July 31, 2012 and 2011, the Company has a deferred tax asset of \$45,312 and \$30,748 representing the benefit of its net operating loss carry-forward. The Company has not recognized the tax benefit because realization of the tax benefit is uncertain and thus a valuation allowance has been fully provided against the deferred tax asset. The change in the valuation allowance as of July 31, 2012 and 2011 was \$14,565 and \$11,780, respectively.

Reconciliation between the statutory rate and the effective tax rate is as follows at July 31:

|                                | <b>2012</b> | <b>2011</b> |
|--------------------------------|-------------|-------------|
| Federal statutory tax rate     | (35.0) %    | (35.0) %    |
| Permanent difference and other | 35.0 %      | 35.0 %      |
| Effective tax rate             | - %         | - %         |

**NOTE 8 - SUBSEQUENT EVENTS**

The Company has evaluated subsequent events from the balance sheet date through the date the financial statements were available to be issued and has determined that there are no events to disclose.

On November 9, 2012, Bold Energy, Inc., a Nevada corporation (the “Company”), entered into a voluntary share exchange transaction with Anio, Ltd., a limited liability company established under the laws of the United Kingdom, which conducts its primary line of business under the name Lot78, Inc. (“Lot78”), pursuant to a Share Exchange Agreement (the “Exchange Agreement”) by and among the Company and its controlling stockholders, on the one hand, and Lot78 and the stockholders of Lot78 (the “Selling Stockholders”), on the other hand.

At the closing of the transactions contemplated by the Exchange Agreement (the “Closing”), the Company will issue 30,954,388 new shares of its common stock to the Selling Stockholders in exchange for 100% of the currently issued and outstanding capital stock of Lot78 and Eden Clark and Patrick DeBlois shall irrevocably cancel a total of 30,954,388 restricted shares of common stock of BOLD prior to the Closing Date. As a result of the Share Exchange Agreement, Lot78 will become the Company’s wholly-owned subsidiary, and the Company will acquire the business and operations of Lot78.

The Exchange Agreement contains customary representations, warranties, and conditions to Closing. The foregoing description of the terms and conditions of the Exchange Agreement and the transactions contemplated thereunder that are material to the Company does not purport to be complete and is qualified in its entirety by reference to the full text of the Exchange Agreement, a copy of which was filed on November 13, 2012 as Exhibit 2.1 to the original Annual Report on Form 10-K for the year ended July 31, 2012 and is incorporated by reference into this Amended Annual Report on Form 10-K/A.

*End of Notes to the Financial Statements*

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

Our auditors are De Joya Griffith, LLC, Certified Public Accountants & Consultants, operating from their offices in Henderson, NV. There have not been any changes in or disagreements with our accountants on accounting, financial disclosure or any other matter.

**Item 9A. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures*

Disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of July 31, 2012 (the "Evaluation Date"). Based upon the evaluation of our disclosure controls and procedures as of the Evaluation Date, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective because of the identification of material weaknesses in our internal control over financial reporting which are identified below, which we view as an integral part of our disclosure controls and procedures.

*Management's Report on Internal Control Over Financial Reporting*

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of July 31, 2012 using the criteria established in "*Internal Control - Integrated Framework*" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. In its assessment of the effectiveness of internal control over financial reporting as of July 31, 2012, the Company determined that there were control deficiencies that constituted material weaknesses, as described below.

*We do not have an Audit Committee* – While not being legally obligated to have an audit committee, it is the management's view that such a committee, including a financial expert member, is an utmost important entity level control over the Company's financial statement. Currently the Board of Directors acts in the capacity of the Audit Committee, and does not include a member that is considered to be independent of management to provide the necessary oversight over management's activities.

*We did not maintain appropriate cash controls* – As of July 31, 2012, the Company has not maintained sufficient internal controls over financial reporting for the cash process, including failure to segregate cash handling and accounting functions, and did not require dual signature on the Company's bank accounts. Alternatively, the effects of poor cash controls were mitigated by the fact that the Company had limited transactions in their bank accounts.

*We did not implement appropriate information technology controls* – As at July 31, 2012, the Company retains copies of all financial data and material agreements; however there is no formal procedure or evidence of normal backup of the Company's data or off-site storage of the data in the event of theft, misplacement, or loss due to unmitigated factors.

Accordingly, the Company concluded that these control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by the company's internal controls.

As a result of the material weaknesses described above, management has concluded that the Company did not maintain effective internal control over financial reporting as of July 31, 2012 based on criteria established in Internal Control—Integrated Framework issued by COSO.

#### ***Changes in Internal Controls over Financial Reporting***

There has been no change in our internal control over financial reporting identified in connection with our evaluation we conducted of the effectiveness of our internal control over financial reporting as of July 31, 2012, that occurred during our fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report in this annual report.

**Item 9B. Other Information.**

None.

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**Item 10. Directors, Executive Officers, Promoters and Control Persons; Compliance With Section 16(a) of the Exchange Act**

**Directors, Executive Officers and Key Employees**

The following table sets forth certain information regarding our directors, executive officers and key employees as of July 31, 2012 and as of the date of the filing of this report:

| <u>Name</u>     | <u>Age</u> | <u>Position(s) Held</u>   |
|-----------------|------------|---|
| Eden Clark      | 34         | President, CEO,<br>Treasurer,<br>Principal<br>Executive<br>Officer,<br>Chairman of the<br>Board of<br>Directors, and<br>Secretary |
| Patrick DeBlois | 36         | Secretary   |

**Background of Directors and Executive Officers**

**Eden Clark** has been the President, CEO, Treasurer, CFO, Secretary and a Director of our company since November 30, 2010. From 1997 to 2001, Ms. Clark was a founding team member of Onvia.com Inc., a publicly traded company on NASDAQ, assisting it in the growth from a small start-up to more than 300 employees and \$140 million in revenue. From 2002 to 2008 she was founder and CEO of Be Jane, Inc., a media and web company focused on the niche segment of women's home improvement and décor, leading breakthrough partnerships on new initiatives with such companies as MSN and Bank of America, and was featured in hundreds of national TV and print media such as TIME, Entrepreneur, People Magazine, Wall St Journal, CNN, The Today Show, and more. From 2008 until present, Ms. Clark became President of eDivvy.com Inc., a private payment technology company, leading the company's strategic initiatives, branding, and business development efforts. Ms. Clark devotes approximately 10 hours a week to our business.

**Patrick DeBlois** has been our Secretary since January 12, 2010. Since 1999, Mr. DeBlois has been a Director and is the Proprietor of the Minakwa Lodge located in Northern Ontario. Mr. DeBlois has grown his resort from a grassroots venture to a global success story. Mr. DeBlois holds a diploma in Wildlife Management and GIS mapping from



Cambrian College. Mr. DeBlois devotes approximately 5 hours a week to our business.

### **Term of Office of Directors**

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our stockholders or until removed from office in accordance with our bylaws. Our officers are appointed by our Board of Directors and hold office until the officer dies or resigns or the Board elects a successor or removes the officer.

### **Key Employees**

None.

### **Family Relationships**

None.

### **Compliance With Section 16(A) Of The Securities Exchange Act Of 1934**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers and persons who beneficially own more than ten percent of a registered class of our equity securities to file with the SEC initial reports of ownership and reports of change in ownership of Common Stock and other equity securities of the Company. Officers, directors and greater than ten percent stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. We believe that during the fiscal year ended July 31, 2012, our executive officers and directors and all persons who own more than ten percent of a registered class of our equity securities have not complied with all Section 16(a) filing requirements, as none of the executive officers, directors or greater than 10% shareholders have furnished us with Forms 3, 4 or 5 with respect to the fiscal year ended July 31, 2012.

### **Involvement in Certain Legal Proceedings**

None.



## Audit Committee

We have not established a separately designated standing audit committee. However, the Company intends to establish a new audit committee of the Board of Directors that shall consist of independent directors. The audit committee's duties will be to recommend to the Company's board of directors the engagement of an independent registered public accounting firm to audit the Company's financial statements and to review the Company's accounting and auditing principles. The audit committee will review the scope, timing and fees for the annual audit and the results of audit examinations performed by the internal auditors and independent registered public accounting firm, including their recommendations to improve the system of accounting and internal controls. The audit committee shall at all times be composed exclusively of directors who are, in the opinion of the Company's board of directors, free from any relationship which would interfere with the exercise of independent judgment as a committee member and who possess an understanding of financial statements and generally accepted accounting principles.

## Code of Ethics

We have adopted an informal Code of Ethics that applies to our officers, directors, which we feel is sufficient at this time, given we are still in the start-up, development stage and have no employees, other than our officers and directors.

## Item 11. Executive Compensation.

The following table sets forth the compensation paid to our executive officers during the years ended July 31, 2012 and 2011.

### SUMMARY COMPENSATION TABLE

| Name and<br>Principal<br>Position | Year | Salary Bonus |      | Stock<br>Awards<br>(\$) | Option<br>Awards<br>(\$) | Non-Equity<br>Incentive Plan<br>Compensation<br>(\$) | Nonqualified                                 |                                   | Total<br>(\$) |
|-----------------------------------|------|--------------|------|-------------------------|--------------------------|--|--|-----------------------------------|---------------|
|                                   |      | (\$)         | (\$) |                         |                          |  | Deferred<br>Compensation<br>Earnings<br>(\$) | All Other<br>Compensation<br>(\$) |               |
| Eden Clark (1)                    | 2012 | 6,000        | 0    | 1,950,000               | 0                        | 0  | 0  | 0                                 | 1,956,000     |
|                                   | 2011 | 6,000        | 0    | 15,000                  | 0                        | 0  | 0  | 0                                 | 21,000        |

President, CEO,  
CFO, Treasurer and  
Director

|                            |      |   |           |   |   |   |   |           |
|----------------------------|------|---|-----------|---|---|---|---|-----------|
| <b>Patrick DeBlois (2)</b> | 2012 | 0 | 1,950,000 | 0 | 0 | 0 | 0 | 1,950,000 |
| Secretary                  | 2011 | 0 | 0         | 0 | 0 | 0 | 0 | 0         |

(1) Ms. Eden Clark, the former President, CEO, CFO, Treasurer and Director of the Company was paid \$500 per month for her services as an officer and director of the Company. The Company believes that \$500 per month is adequate compensation for such services. Additionally, during the year ended July 31, 2011, the Company issued 48,388 shares to Ms. Eden Clark at \$0.13 per share. During the year ended July 31, 2012, the Company issued 15,000,000 shares to Ms. Eden Clark at \$0.31 per share. The shares were issued to Ms. Clark as additional compensation for her services as an officer and director of the Company.

(2) During the year ended July 31, 2012, the Company issued 15,000,000 shares to Patrick DeBlois at \$0.13 per share. The shares were issued to Mr. DeBlois as compensation for his services as an officer of the Company.

### **Narrative Disclosure to Summary Compensation Table**

There are no employment contracts, compensatory plans or arrangements, including payments to be received from the Company with respect to any executive officer, that would result in payments to such person because of his or her resignation, retirement or other termination of employment with the Company, or its subsidiaries, any change in control, or a change in the person's responsibilities following a change in control of the Company.

### **Outstanding Equity Awards at Fiscal Year-End**

There are no current outstanding equity awards to our executive officers as of July 31, 2012.

### **Long-Term Incentive Plans**

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers.

### **Compensation Committee**

We currently do not have a compensation committee of the Board of Directors. The Board of Directors as a whole determines executive compensation.

### **Compensation of Directors**

The compensation paid to Eden Clark for her services on the Board of Directors of the Company is set forth above in the Summary Compensation Table.

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

The following table provides certain information regarding the ownership of our common stock, as of July 31, 2012 and as of the date of the filing of this annual report by:

- each of our executive officers;
- each director;
- each person known to us to own more than 5% of our outstanding common stock; and
- all of our executive officers and directors and as a group.

As of the date of this report, we had a total of 57,053,138 shares of common stock issued and outstanding, 0 shares issuable upon the exercise of stock purchase options within 60 days, and 0 shares issuable upon the exercise of stock purchase warrants within 60 days. Except as indicated in footnotes to this table, the persons named in this table have sole voting and investment power with respect to all shares of common stock indicated below. Except where noted, the address of all listed beneficial owners is in care of our office address.

| Name and Address of Beneficial Owner         | Title of Class | Amount & Nature of   |                  |
|--|----------------|----------------------|------------------|
|  |                | Beneficial Ownership | Percent of Class |
|  |                | (1)                  | (2)(%)           |
| Eden Clark (3)                               |                |                      |                  |
| 112 N Curry St.                              | Common         | 15,954,388           | 27.964%          |
| Carson City, NV 89703                        |                |                      |                  |
| Patrick DeBlois (4)                          |                |                      |                  |
| 112 N Curry St.                              | Common         | 15,000,000           | 26.291%          |
| Carson City, NV 89703                        |                |                      |                  |
| <b>All Officers and Directors as a Group</b> | <b>Common</b>  | <b>30,954,388</b>    | <b>54.255%</b>   |

(1) The number and percentage of shares beneficially owned is determined under rules promulgated by the SEC and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules,

beneficial ownership includes any shares as to which the individual has sole or shared voting power or investment power and also any shares which the individual has the right to acquire within 60 days through the exercise of any stock option or other right. The persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable and the information contained in the footnotes to this table.

(2) Based on 57,053,138 common shares issued and outstanding, 0 shares issuable upon the exercise of stock purchase options within 60 days, and 0 shares issuable upon the exercise of stock purchase warrants within 60 days.

(3) Eden Clark is the Company's President, CEO, CFO, Treasurer and Chairman of the Board of Directors. Her beneficial ownership includes 15,954,388 common shares.

(4) Patrick DeBlois is the Company's Secretary. His beneficial ownership includes 15,000,000 common shares.

#### **Changes in Control**

None.

### **Item 13. Certain Relationships, Related Transactions and Director Independence**

As of July 31, 2012, the Company received advances from a Director in the amount of \$67,037, to pay for general operating expenses. The amounts due to the related party are unsecured and non-interest bearing with no set terms of repayment.

Currently, there are no contemplated transactions that the Company may enter into with our officers, directors or affiliates. If any such transactions are contemplated, we will file such disclosure in a timely manner with the Commission on the proper form so that any such transaction is available for the public to view.

The Company has no formal written employment agreement or other contracts with our current officers and director and there is no assurance that the services to be provided by them will be available for any specific length of time in the future. Ms. Clark anticipates devoting at a minimum of ten to fifteen percent of her available time to the Company's affairs. The amounts of compensation and other terms of any full time employment arrangements would be determined, if and when, such arrangements become necessary.

### **Item 14. Principal Accountant Fees and Services**

For the fiscal year ended July 31, 2012, we expect to incur approximately \$4,500 and in July 31, 2011 we incurred \$4,000 in fees to our principal independent accountants for professional services rendered in connection with the audit of financial statements.

During the fiscal year ended July 31, 2012, we did not incur any other fees for professional services rendered by our principal independent accountants for all other non-audit services which may include, but are not limited to, tax related services, actuarial services or valuation services.

### **Item 15. Exhibits**

The following exhibits are being filed as part of this Annual Report on Form 10-K; all other exhibits required to be filed herein are incorporated by reference and can be found in their entirety in our original Form SB-2 registration statement filing on the SEC website at [www.sec.gov](http://www.sec.gov).



| <b><u>Exhibit</u></b> | <b><u>Description</u></b>   | <b><u>Filed</u></b> |
|-----------------------|---|---------------------|
| Exhibit<br>31.01      | Certification Of The Principal Executive Officer Pursuant To Rule 13a-14  | Filed<br>herewith.  |
| Exhibit<br>31.02      | Certification Of The Principal Financial Officer Pursuant To Rule 13a-14  | Filed<br>herewith.  |
| Exhibit<br>32.01      | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Filed<br>herewith.  |
| Exhibit<br>32.02      | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Filed<br>herewith.  |

**SIGNATURES**

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

**BOLD ENERGY INC.**

By: /s/ Eden Clark

Date: July 19, 2013  
Eden Clark  
President, Chief Executive Officer  
Chief Financial Officer, Director, Secretary, Treasurer

Pursuant to the requirements of 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.

| <u>Signature</u>                    | <u>Title</u>   | <u>Date</u>   |
|-------------------------------------|--|---------------|
| <u>/s/ Eden Clark</u><br>Eden Clark | President, Chief Executive<br>Officer, Chief Financial Officer, Director, Secretary, Treasurer | July 19, 2013 |

