FREESTONE RESOURCES, INC.
Form 10-K/A
April 14, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-K/A

þ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended **June 30, 2014**

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXHANGE ACT OF 1934

For the Transition Period from ________ to ________

FREESTONE RESOURCES, INC.

(Exact name of registrant as specified in its charter)

NEVADA	**000-28753**	**90-0514308**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Republic Center, Suite 1350 **325 N. St. Paul St. Dallas, TX**	**75201**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: **214-880-4870**

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, Par value $0.001

Indicate by a check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act. Yeso No þ

Indicate by a check mark whether the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Securities Exchange Act. Yes o No þ

Indicate by check mark whether the registrant has (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports) (2) has been subject to such filing requirement for the past 90 days. Yes þ Noo

Indicate by check mark whether the registrant has submitted electronically and posted on its website, if any, every Interactive File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§325.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files), Yes þ Noo

Indicate by check if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (s229.405 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. o

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	o	Accelerated Filer	o
Non-Accelerated Filer	o	Smaller Reporting Company	þ

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

Aggregate market value of the voting stock held by non-affiliates of the registrant as of June 30, 2015: $11,252,840

Indicate the number of Shares of outstanding of each of the Registrant's classes of common stock, as of the latest practicable date: As of April 13, 2016, the Registrant had 90,325,677 shares of common stock outstanding.

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DOCUMENTS INCORPORATED BY REFERENCE

None

EXPLANATORY NOTE

We are filing this amendment to this Annual Report for the fiscal year ended June 30, 2014, to reflect the re-audit of our consolidated financial statements for the fiscal year ended June 30, 2014, by a PCAOB registered certified public accounting firm that was engaged by us as our certified public accounting firm on February 11, 2015. Subsequent to the filing of the initially filed 10-K Annual Report for June 30, 2014, we were advised that our former certified public accounting firm was not a PCAOB registered public accounting firm, by reason of the owner of such certified public accounting firm having sold the name of its accounting firm to a non-PCAOB registered public accounting firm and the fact that the original owner of the PCAOB registered certified public accounting firm was no longer conducting audits of publicly-held companies. This Annual Report also reflects a restatement as more fully described in Note 12 of our consolidated financial statements for the fiscal year ended June 30, 2014. Our consolidated financial statements for the fiscal year ended June 30, 2013, which are contained herein, are unaudited, by reason of the lack of PCAOB registration of the public accounting firm that acquired the name of our former PCAOB registered accounting firm and the fact that our former PCAOB registered accounting firm is no longer conducting audits of publicly-held companies.

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FORWARD-LOOKING STATEMENTS

This report includes forward-looking statements as the term is defined in the Private Securities Litigation Reform Act of 1995 or by the U.S. Securities and Exchange Commission in its rules, regulations and releases, regarding, among other things, all statements other than statements of historical facts contained in this report, including statements regarding our future financial position, business strategy and plans and objectives of management for future operations. The words “believe,” “may,” “estimate,” “continue,” “anticipate,” “intend,” “should,” “plan,” “could,” “target,” “po likely,” “will,” “expect” and similar expressions, as they relate to us, are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. In addition, our past results of operations do not necessarily indicate our future results.

Other sections of this report may include additional factors which could adversely affect our business and financial performance. New risk factors emerge from time to time and it is not possible for us to anticipate all the relevant risks to our business, and we cannot assess the impact of all such risks on our business or the extent to which any risk, or combination of risks, may cause actual results to differ materially from those contained in any forward-looking statements. Those factors include, among others, those matters disclosed in this Annual Report on Form 10-K.

Except as otherwise required by applicable laws and regulations, we undertake no obligation to publicly update or revise any forward-looking statements or the risk factors described in this report, whether as a result of new information, future events, changed circumstances or any other reason after the date of this report. Neither the Private Securities Litigation Reform Act of 1995 nor Section 27A of the Securities Act of 1933 provides any protection to us for statements made in this report. You should not rely upon forward-looking statements as predictions of future events or performance. We cannot assure you that the events and circumstances reflected in the forward-looking statements will be achieved or occur. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.

PART I

ITEM 1. DESCRIPTION OF BUSINESS

Company Background

Freestone Resources, Inc. (the “Company” or “Freestone”) is an oil and gas technology development company that is actively developing and marketing technologies and solvents designed to benefit various sectors in the oil and gas industry. The Company has re-launched its Petrozene solvent after working with manufactures to develop a new and improved formula. Petrozene is predominantly used for paraffin buildup. Petrozene can be used for pipelines, oil storage tanks, oil sludge build up, de-emulsification, well treatment, as a corrosion inhibitor and as a catalyst in opening up formations thereby aiding in oil production.

On November 16, 2012 the Company entered into a Company Agreement of Aqueous Services, LLC (“Aqueous”), a Texas limited liability company, with International Aqueous Investments, LLC and Pajarito W&M, LP. Aqueous is a joint venture between the Company and the two aforementioned parties, whereas the Company owns a 33.33% interest in Aqueous. Aqueous is a full water management company with access to a fresh water well that has been permitted to up to one thousand five hundred acre-feet of water per annum. A facility has been constructed that is owned and operated by Aqueous for the purpose of providing water for oil and gas activities in the Eagle Ford. This site includes a designated location for the recycling frack water and produced water.

Available Information

The Freestone website is www.freestoneresources.com. The Company’s references to the URLs for these websites are intended to be inactive textual references only. The Company’s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to reports filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, are filed with the U.S. Securities and Exchange Commission (the “SEC”).

The public may read and copy any materials filed by the Company with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Room 1580, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy, and information statements and other information regarding issuers that file electronically with the SEC at http://www.sec.gov.

Technology Development Business

Freestone is actively engaged in the development of technologies that can enhance oil and gas production in an environmentally responsible way. The Company currently markets and sells Petrozene, which is a solvent derived from recycled hydrocarbons. Petrozene can cost effectively decrease paraffin buildup in oil and gas wells, and can be utilized to clean oil storage facilities. Furthermore, Petrozene has been shown to reduce bottom sediment and water in oil storage tanks and act as a de-emulsification agent.

Freestone is also involved in Aqueous which provides water to the oil and gas industry in the Eagle Ford Shale. Aqueous has developed the facility so that it can be expanded to include frack water recycling, and full water management solutions for exploration and production companies.

Products and Services

Solvent Testing and Water Production

Freestone's current well assets and leases were purchased for the purpose of testing various solvents and technologies designed to increase oil and gas production. These leases contain wells that produce from formations that generally have paraffin and asphaltene problems, and the tests are allowing the Company to perfect a treatment method that can be marketed to potential customers.

Freestone is actively working with Aqueous in order to develop a large customer base for its freshwater sales facility, as well as actively researching products and technologies that can be utilized to recycle frack water and produced water.

Research and Development

Freestone is currently evaluating other oil and gas treatment technologies, solvents, and water treatment systems that enhance the services and technologies offered by the Company. The current technologies under evaluation focus on the waste streams created by the oil and gas industry. These waste streams include: oil-based sludge, frack water, produced water, tailing ponds derived from oil sand production, etc.

Growth Strategy

Freestone is actively pursuing a strategy of growth through the development of joint ventures and sales agreements with oil and gas, and environmental service companies that can utilize Petrozene. Freestone's growth strategy also includes investment and development of various water management services for the oil and gas industry through its joint venture Aqueous. Freestone intends to research various methods in which to expand its marketing efforts to refineries, oil and gas storage companies, oil and gas service companies, independent operators, and environmental service companies.

Sale of Oil

Freestone does not intend to refine its natural gas or oil production. Freestone will sell all or most of its production to certain purchasers in a manner consistent with industry practices at prevailing rates. Freestone currently sells oil to Superior Crude Gathering, Inc. Under current conditions, we should be able to find other purchasers, if needed. All of our produced oil is held in tank batteries and then each respective purchaser transports the oil by truck. Respectively, our natural gas is transported via pipeline.

Environmental Matters

Freestone's oil and gas operations and properties are subject to extensive and changing federal, state and local laws and regulations relating to environmental protection, including the generation, storage, handling, emission, transportation and discharge of materials into the environment, and relating to safety and health. The recent trend in environmental legislation and regulation generally is toward stricter standards, and this trend will likely continue.

These laws and regulations may:

- require the acquisition of a permit or other authorization before construction or drilling commences and for certain other activities;
- limit or prohibit construction, drilling and other activities on certain lands lying within wilderness and other protected areas; and
- impose substantial liabilities for pollution resulting from its operations, or due to previous operations conducted on any leased lands.

The permits required for our operations may be subject to revocation, modification and renewal by issuing authorities. Governmental authorities have the power to enforce their regulations, and violations are subject to fines or injunctions, or both. In the opinion of management, we are in substantial compliance with current applicable environmental laws and regulations, and have no material commitments for capital expenditures to comply with existing environmental requirements. Nevertheless, changes in existing environmental laws and regulations or in interpretations thereof could have a significant impact on us, as well as the oil and natural gas industry in general.

The Comprehensive Environmental, Response, Compensation, and Liability Act, as amended ("CERCLA"), and comparable state statutes impose strict, joint and several liability on owners and operators of sites and on persons who disposed of or arranged for the disposal of "hazardous substances" found at such sites. It is not uncommon for the neighboring land owners and other third parties to file claims for personal injury and property damage allegedly caused by the hazardous substances released into the environment. The Federal Resource Conservation and Recovery Act, as amended ("RCRA"), and comparable state statutes govern the disposal of "solid waste" and "hazardous waste" and authorize the imposition of substantial fines and penalties for noncompliance. Although CERCLA currently excludes petroleum from its definition of "hazardous substance," state laws affecting our operations may impose clean-up liability relating to petroleum and petroleum related products. In addition, although RCRA classifies certain oil field wastes as "non-hazardous," such exploration and production wastes could be reclassified as hazardous wastes thereby making such wastes subject to more stringent handling and disposal requirements.

ITEM 1A. RISK FACTORS

As a smaller reporting company we are not required to provide the information required by this item.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. DESCRIPTION OF PROPERTY

Freestone's corporate offices are located at Republic Center, Suite 1350, 325 N. St. Paul St. Dallas, TX 75201. Freestone entered into a lease agreement on this property for a term of five years.

ITEM 3. LEGAL PROCEEDINGS

None.

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

None. The Company intends to hold an annual shareholder's meeting in the third quarter of the fiscal year ending June 30, 2015.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Common Stock is currently quoted on the OTCQB under the symbol "FSNR."

The following tables set forth the quarterly high and low bid prices for the Common Stock for 2014 and 2013. The prices set forth below represent interdealer quotations, without retail markup, markdown or commission and may not be reflective of actual transactions.

Fiscal 2014	**High**	**Low**
First Quarter	$0.14	$0.09
Second Quarter	$0.13	$0.06
Third Quarter	$0.11	$0.06
Fourth Quarter	$0.09	$0.06

Fiscal 2013	**High**	**Low**
First Quarter	$0.25	$0.06
Second Quarter	$0.30	$0.17
Third Quarter	$0.23	$0.12
Fourth Quarter	$0.18	$0.11

Shareholders

As of June 30, 2014, there were approximately 255 record holders of the Common Stock. This number excludes any estimate by Freestone of the number of beneficial owners of shares held in street name, the accuracy of which cannot be guaranteed.

Dividends

Freestone has not paid cash dividends on any class of common equity since formation and Freestone does not anticipate paying any dividends on its outstanding common stock in the foreseeable future.

Warrants

On November 16, 2012 the Company entered into an agreement to form Aqueous Services, LLC, a joint venture between Freestone Resources, Inc., Pajarito W&M, LP and International Aqueous Investment, LLC for the purpose of developing a shale oil and gas water management facility in Wilson County, Texas. Each JV partner has a one-third interest and the Company is not in a position of control and will therefore account for its interest under the equity method of accounting.

As part of the agreement the Company sold 300,000 shares of common stock to each partner at par value of .001 a share. The Company treated the difference between the selling price and the fair market value of the stock as consulting expense resulting in a $167,400 expense in the second quarter. The Company also sold each of the JV partners 500,000 warrants to purchase shares of common stock at 80% of the closing price on the exercise date. The warrants vest immediately and have a three year term from the issuance date.

Stock compensation

On February 18, 2014 the Company, through a unanimous consent of the Board of Directors, agreed to issue the following stock (total of 2,600,000 shares, valued at $189,800):

- 1,000,000 shares at $0.073 per share pursuant to SEC Rule 144, to Mr. G. Don Edwards, the Company's Chief Investment Officer, Secretary and Director, in lieu of cash compensation for services.
- 1,000,000 shares at $0.073 per share pursuant to SEC Rule 144, to Mr. Clayton Carter, the Company's President and Director, in lieu of cash compensation for services.
- 100,000 shares at $0.073 per share pursuant to SEC Rule 144, to Mr. James Carroll, the Company's Chief Financial Officer and Director, in lieu of cash compensation for services.
- 250,000 shares at $0.073 per share pursuant to SEC Rule 144, to Mr. Richard Harris, a Consultant for the Company, in lieu of cash compensation for services.
- 250,000 shares at $0.073 per share pursuant to SEC Rule 144, to Capital Financial Consultants, LLC, a Consultant for the Company, in lieu of cash compensation for services.

ITEM 6. SELECTED FINANCIAL DATA

As a smaller reporting company we are not required to provide the information required by this item.

ITEM 7. MANAGEMENT DISCUSSIONS AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

At present, Freestone's management is focused on the development and vertical integration of the Petrozene product line, and assisting Aqueous with the continued development of its water management facility. The continued development of Aqueous includes the testing and utilization of technology that can effectively recycle frack water and produced water, as well as the sale of fresh water for oil and gas exploration and production purposes. Freestone's acquisitions of certain oil and gas properties are necessary to conduct research and development for its hydrocarbon-based product Petrozene. Minimal revenues have been earned and related expenses have been incurred from the incidental operation of these oil and gas interests, as well as miscellaneous fees associated with the corporation. Freestone continues to look for various solvents, chemicals, and technologies that might fit into Freestone's petro-chemical line, and continues to seek opportunities in the oil and gas water industry.

Critical Accounting Policies

Our consolidated financial statements were prepared in conformity with U.S. generally accepted accounting principles. As such, management is required to make certain estimates, judgments and assumptions that they believe are reasonable based upon the information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of income and expense during the periods presented. The significant accounting policies which management believes are the most critical to aid in fully understanding and evaluating our reported financial results include the following:

Revenue Recognition

Revenues from oil, gas and natural gas liquids, which are produced from the Company's wells used its research and development activities, are recognized when the products are sold to a purchaser at a fixed or determinable price, delivery has occurred and title has transferred, and collectability of the revenue is reasonably assured.

Stock Based Compensation

Pursuant to Accounting Standards Codification ("ASC") 505, the guidelines for recording stock issued for services require the fair value of the shares granted be based on the fair value of the services received or the publicly traded share price of the Company's registered shares on the date the shares were granted (irrespective of the fact that the shares granted were unregistered), whichever is more readily determinable. This position has been further clarified by the issuance of ASC 820,   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". Accordingly, the Company elected the application of these guidelines. Freestone has determined that the fair value of all common stock issued for goods or services is more readily determinable based on the publicly traded share price on the date of grant.

Research and Development

The Company currently has limited finances available for research and development. As the Company's financial position improves the Company plans to develop an appropriate research and development policy.

Results of Operations for the Year Ended June 30, 2014 Compared to the Year Ended June 30, 2013

Revenues

Revenue for the years ended June 30, 2014 and 2013 were $12,758 and $8,983, respectively. This was provided by sales of Petrozene of $12,758 and $0 respectively, and from sales of oil of $0 and $8,983 respectively.

Cost of Sales

Cost of Sales for the years ended June 30, 2014 and 2013 were $5,511 and $0 respectively. The June 30, 2014 cost of sales represents the cost of Petrozene. The June 30, 2013 sales of oil had no direct cost of sales.

Operating Expense

Total operating expenses in the years ended June 30, 2014 and 2013 were $647,144 and $864,609, respectively. Lease operating costs increase to from $14,203 to $43,492 due to the reworking of the Carroll Unit in preparation for disposal. During the year ended June 30, 2014 the Company recognized an $11,027 gain on sale of Carroll Unit and other assets compared to a $3,000 loss on disposal of assets during the year ended June 30, 2013. In addition the year ending June 30, 2014 the company impaired its remaining oil and gas properties at a cost of $12,575 and its equity investment at a cost of $95,480. There were no impairment costs in 2013. Prior to impairment the Company recognized a $14,283 loss on the equity investment during the year ended June 30, 2014 compared to a $5,237 loss during the year ended June 30, 2013.

Stock issued and recorded as consulting expense related to Aqueous was $0 and $167,400 as of June 30, 2014 and 2013, respectively. Stock based compensation included of consulting and contract services paid for by the issuance of common stock of $189,800 and $378,000 for the years ended June 30, 2014 and 2013, respectively, depreciation of $14,055 and $25,053 year respectively, with the balance of general and administrative expenses of $288,486 and $272,134, respectively.

The decrease in stock based compensation of $188,200 is related to the stock price being lower by 52% in 2014 versus 2013.

The decrease of $16,349 in other general and administrative expenses is primarily due to a decrease in payroll expenses.

Other Income (Expense)

There was no other income in the year ended June 30, 2014. Other income (expense) for the year ended June 30, 2013 was a net expense of $279,458 consisting primarily of the $279,625 cost of warrants issued for the Aqueous Services, LLC.

Net (Loss) Income

Net loss for the year ended June 30, 2014 was $639,897. Net loss for the year ended June 30, 2013 was $1,135,084. As detail above the loss was primarily due to the decrease in stock compensation and the one-time expenses associated with the investment in Aqueous Services incurred in 2013.

Liquidity and Capital Resources

We have little cash reserves and liquidity to the extent we receive it from operations and through the sale of common stock.

During the year ended June 30, 2014, cash decreased by $132,612 to $73,155 at June 30, 2014. The loss was a result of the operating loss partially offset by proceeds from the sale of stock.

Net cash used by operating activities was $301,401 for the year ended June 30, 2014, compared to net cash used by operating activities of $565,394 for the same period ending June 30, 2013.

Employees

As of June 30, 2014, our only employees are the officers of the Company.

Need for Additional Financing

The Company believes it will not generate sufficient liquidity from its operations so the need for additional funding will be necessary. We may sell stock and/or issue additional debt to raise capital to accelerate our growth.

Going Concern Uncertainties

As of the date of this annual report, there is doubt regarding our ability to continue as a going concern as we have not generated sufficient cash flows to fund our business operations and loan commitments. Our future success and viability, therefore, are dependent upon our ability to generate capital financing. The failure to generate sufficient revenues or raise additional capital may have a material and adverse effect upon the Company and our shareholders.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk represents the risk of loss arising from adverse changes in market rates and foreign exchange rates. The amount of our outstanding debt at any time may fluctuate and we may from time to time be subject to refinancing risk. A hypothetical 100 basis point increase in interest rates would have a material effect on our annual interest expense and on our results of operations or financial condition as we rely on these notes to sustain our operations. Since we do not have transactions in foreign currencies, we do not consider it necessary to hedge against currency risk.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The consolidated financial statements of Freestone Resources, Inc., together with the Report of Independent Registered Public Accounting Firm of MaloneBailey, LLP covering our year ended June 30, 2014 (Restated) and 2013 (Unaudited), appear on pages 19 through 38 of this report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANICAL DISCLOSURES

None.

ITEM 9A. CONTROLS AND PROCEDURES

<u>Evaluation of Disclosure Controls and Procedures</u>

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) as of June 30, 2014. This evaluation was accomplished under the supervision and with the participation of our chief executive officer / principal executive officer, and chief financial officer / principal financial officer who concluded that our disclosure controls and procedures are not effective to ensure that all material information required to be filed in the annual report on Form 10-K has been made known to them.

For purposes of this section, the term disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Act (15 U.S.C. 78a et seg.) is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure, controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by in our reports filed under the Securities Exchange Act of 1934, as amended (the "Act") is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Our internal control system was designed 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 in the United States of America. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance 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 accounting principles generally accepted in the United States of America, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management of the Company; 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.

Because of inherent limitations, a system of 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 due to change in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework at June 30, 2014. Based on its evaluation, our management concluded that, as of June 30, 2014, our internal control over financial reporting was not effective because of: 1) Our reliance upon independent financial reporting consultants for review of critical accounting areas and disclosures and material non-standard transaction; and 2) a lack of sufficient accounting staff which results in a lack of segregation of duties necessary for a good system of internal control. A material weakness is a deficiency, or a combination of control 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.

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 the attestation by the Company's registered public accounting firm pursuant to the rules of the SEC that permit the Company to provide only management's report in this annual report.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The following persons serve as directors and officers of Freestone Resources, Inc.:

Clayton Carter, Chief Executive Officer and President

James F. Carroll, Chief Financial Officer

Don Edwards, Chief Investment Officer

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Clayton Carter, age 28, received his Bachelor of Arts in Integrated Marketing and Communications from Pepperdine University. With his extensive knowledge of the public markets and investment-based finance, Mr. Carter has raised the capital to develop multiple startups. Mr. Carter has served as President and Director of Freestone Resources since January 2009, and will continue his current duties at the Company as the Chief Executive Officer and Chairman of the Company. Mr. Carter strongly believes in Freestone's continuing mission to develop new technologies that allow for the utilization of various petroleum resources in an environmentally responsible and cost effective way. Mr. Carter has served as the President of Freestone Resources since September of 2008. Previous positions within the past five years include a position as a customer service representative at Wells Fargo bank.

Don Edwards, age 65, is a graduate from Texas Christian University with a BBA degree concentrating in Finance and Economics. Mr. Edwards started his business career with E. F. Hutton where he was a regional OTC Coordinator. He also ran a trading desk for OTC stocks. He later served as President, CFO, CEO and Director for four securities firms as well as a Director for two savings and loans. He has been responsible for managing many public and private companies. He has raised startup capital for dozens of both private and public companies. Mr. Edwards has vast knowledge in the investment field including fine art. He has bought and sold art works of such artists as Charles Russell and Monet. Don was a licensed Insurance agent for many years and assisted in managing the West Texas region for Mass Mutual Life Ins. Co. Don also has a background in the Oil and Gas Industry. His family has run a successful Drilling Co. in West Texas for over half a century. Mr. Edwards will maintain his position as Chief Investment Officer of the Company. Mr. Edwards has served as the Chief Investment Officer for the Company for six months. Prior to his employment at the Company, Mr. Edwards was self-employed.

James F. Carroll, 58, has served as the Chief Financial Officer and Treasurer of Freestone since May 1, 1999. He has served as a director of Freestone since November 12, 1999. From December 1973 to April 1999, Mr. Carroll was employed by F. Schumacher & Co., a New York fabric company, as a manager of production, purchasing and inventory. Mr. Carroll received a B.B.A. degree in public accounting from Pace University of New York in 1985.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), requires our executive officers and directors, and persons who beneficially own more than ten percent of our common stock, to file initial reports of ownership and reports of changes in ownership with the SEC. Executive officers, directors and greater than ten percent beneficial owners are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. We believe that as of the date of this report they were all current in their 16(a) reports.

Board of Directors

Our board of directors currently consists of three members. Our directors serve one-year terms. Our board of directors has affirmatively determined that there are currently no independent directors serving on our board.

Committees of the Board of Directors

Audit Committee

We do not have a standing audit committee of the Board of Directors. Management has determined not to establish an audit committee at present because of our limited resources and limited operating activities do not warrant the formation of an audit committee or the expense of doing so. We do not have a financial expert serving on the Board of Directors or employed as an officer based on management's belief that the cost of obtaining the services of a person who meets the criteria for a financial expert under Item 401(e) of Regulation S is beyond its limited financial resources and the financial skills of such an expert are simply not required or necessary for us to maintain effective internal controls and procedures for financial reporting in light of the limited scope and simplicity of accounting issues raised in its financial statements at this stage of its development.

Governance, Compensation and Nominating Committee

We do not have a standing governance, compensation and nominating committee of the Board of Directors. Management has determined not to establish governance, compensation and nominating committee at present because of our limited resources and limited operations do not warrant such a committee or the expense of doing so.

Code of Ethics

The Company has adopted the following code of ethics for officers, directors and employees:

- Show respect towards others in the workplace

- Conduct all business activities in a fair and ethical manner

- Work dutifully and responsibly for the Company's shareholders and stakeholders

Limitation of Liability of Directors

Pursuant to the Nevada General Corporation Law, our Articles of Incorporation exclude personal liability for our Directors for monetary damages based upon any violation of their fiduciary duties as Directors, except as to liability for any breach of the duty of loyalty, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or any transaction from which a Director receives an improper personal benefit. This exclusion of liability does not limit any right which a Director may have to be indemnified and does not affect any Director's liability under federal or applicable state securities laws.

ITEM 11. EXECUTIVE COMPENSATION

Compensation of Executive Officers

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officers paid by us during the fiscal years ended June 30, 2014 and 2013 in all capacities for the accounts of our executives, including the Chief Executive Officer (CEO), Chief Financial Officer (CFO), and Chief Investment Officer (CIO):

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Non-Qualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Totals ($)
Clayton Carter,	2014	49,580	0	73,000	0	0	0	0	122,580
CEO	2013	38,900	0	140,000	0	0	0	0	178,900
Don Edwards,	2014	48,983	0	73,000	0	0	0	0	121,983
CIO	2013	43,550	0	140.000	0	0	0	0	183,550
James Carroll, CFO	2014	0	0	7,300	0	0	0	0	7,300
	2013	0	0	14,000	0	0	0	0	14,000

Employment Agreements

We do not have any employment agreements in place.

Compensation of Directors

Directors do not receive any compensation for their services as directors. The Board of Directors has the authority to fix the compensation of directors. No amounts have been paid to, or accrued to, directors in such capacity.

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ITEM 12. SECUIRTY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

AND RELATED SHAREHOLDER MATTERS

As of June 30, 2014, the following persons are known to Freestone to own 5% or more of Freestone's Common Stock, as well as the Company's officers and directors.

Name and Address of Beneficial Owner, Officer or Director	**Amount Beneficially Owned***	**Percent of Class**
Clayton Carter, President, CEO and Director	7,005,000	9.53 %
James Carroll, Chief Financial Officer and Director	1,990,000	2.71 %
Don Edwards, Chief Investment Officer and Director	5,900,000	8.02 %

Directors and Officers as a Group

325 N. St. Paul St.

Suite 1350

Dallas, TX 75201

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS AND DIRECTOR INDEPENDENCE

We were not a party to any transactions or series of similar transactions that have occurred during this fiscal year in which a director, executive officer, holder of more than 5% of our common stock or any member of their immediate family had or will have a direct or indirect material interest.

Due to our limited resources, the Company does not have any independent directors serving on the board of directors.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

The aggregate fees billed for professional services rendered by our auditors, for the audit of the our annual financial statements and review of the financial statements included in our Form 10-K and Forms 10-Q or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for the year ended June 30, 2014 was $28,000, and $28,000 for fees relating to the year ended June 30, 2013.

Audit Related Fees

None.

Tax Fees

None.

All Other Fees

None.

ITEM 15. EXHIBITS AND FINANICAL STATEMENT SCHEDULES

Index to the Freestone Financial Statements (Restated)

(c) Exhibits

31	Certification
32	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – CEO and CFO

XBRL

SIGNATURES

Pursuant to the requirements of Section 13 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.

	Freestone Resources, Inc.
Dated: April 12, 2016	By: */s/ Clayton Carter* Clayton Carter, Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report on Form 10-K/A to be signed on its behalf by the undersigned hereunto duly authorized.

Name	**Title**	**Date**
By: /s/ Clayton Carter Clayton Carter	President, Chief Executive Officer and Director	April 12, 2016
By: /s/ James Carroll James Carroll	Chief Financial Officer, Director	April 12, 2016
By: /s/ Don Edwards Don Edwards	Chief Investment Officer, Director	April 12, 2016

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

Freestone Resources, Inc.

Dallas, Texas

We have audited the accompanying consolidated balance sheet of Freestone Resources, Inc. and its subsidiaries (collectively the “Company”) as of June 30, 2014, and the related consolidated statements of operations, stockholders’ equity, and cash flows for the year then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of Freestone Resources, Inc. and its subsidiaries as of June 30, 2014 and the results of their operations and their cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that Freestone Resources, Inc. will continue as a going concern. As discussed in Note 10 to the financial statements, Freestone Resources, Inc. has an accumulated deficit and recurring losses from operations, which raise substantial doubt about its ability to continue as a going concern. Management’s plans regarding those matters also are described in Note 10. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty.

The consolidated financial statements of Freestone Resources, Inc. as of June 30, 2013 and for the year then ended were not audited nor were they reviewed.

/s/ MaloneBailey, LLP

www.malonebailey.com

Houston, Texas

October 6, 2015, except for Note 13, as to which the date is April 13, 2016

FREESTONE RESOURCES, INC.

Consolidated Balance Sheets

As of June 30, 2014 and June 30, 2013

	June 30, 2014 (Restated)	June 30, 2013 (Unaudited)
ASSETS		
Current Assets		
Cash	$73,155	$205,767
Accounts receivable	81	—
Total Current Assets	73,236	205,767
Property, plant and equipment, net of accumulated depreciation of $16,564 and $61,094	27,470	67,889
Investment in Aqueous Services, LLC	—	109,763
Other assets	—	8,910
TOTAL ASSETS	$100,706	$392,329
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$9,369	$5,452
Accrued liabilities	466	5,784
Derivative liability	—	279,625
Deferred Income	20,000	—
Total Current Liabilities	29,835	290,861
Long term liabilities		
Asset retirement obligation	14,470	40,497
Total long term liabilities	14,470	40,497
TOTAL LIABILITIES	44,305	331,358
STOCKHOLDERS' EQUITY		
Common stock, $.001 par value, 100,000,000 shares authorized,		

73,743,177 and 68,318,177 shares issued and outstanding	73,543	68,318
Additional paid in capital	18,747,213	18,117,111
Accumulated deficit	(18,764,355)	(18,124,458)
Total Stockholders' Equity	56,401	60,971
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$100,706	$392,329

The Accompanying Notes Are An Integral Part of These Consolidated Financial Statements

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FREESTONE RESOURCES, INC.

Consolidated Statement of Operations

For the Years Ended June 30, 2014 and 2013

	Year Ended June 30, 2014 (Restated)	Year Ended June 30, 2013 (Unaudited)
REVENUE		
Sale of Petrozene	$12,758	$8,983
Total Revenue	12,758	8,983
COSTS OF SALES	5,511	—
GROSS PROFIT	7,247	8,983
OPERATING EXPENSES		
Lease operating costs	43,492	14,203
Depreciation	14,055	25,053
(Gain) Loss on sales of asset	(11,027)	3,000
Loss on equity method investment	14,283	5,237
Revision to ARO Estimate		(418)
Impairment of equity method investment	95,480	—
Impairment of oil & gas property	12,575	—
General and Administrative	478,286	817,534
Total Operating Expense	647,144	864,609
INCOME (LOSS) FROM OPERATIONS	(639,897)	(855,626)
OTHER INCOME (EXPENSES)		
Warrants expense		(279,625)
Other Income		188
Interest Expense, net		(21)
	—	(279,458)
NET INCOME(LOSS)	$(639,897)	$(1,135,084)
Basic and diluted income (loss) per share		
Net income (loss) per share	$(0.00)	$(0.02)

Weighted average shares outstanding Basic and diluted	701,971,385	68,383,885

The Accompanying Notes Are An Integral Part of These Consolidated Financial Statements

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FREESTONE RESOURCES, INC.

Consolidated Statement of Cash Flow

For the Years Ended June 30, 2014 and 2013

	Year Ended June 30, 2014 (Restated)	Year Ended June 30, 2013 (Unaudited)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Income (Loss)	$(639,897)	$(1,135,084)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation	14,055	25,053
(Gain) Loss on sale of asset	(11,027)	3,000
(Gain) Loss on equity method investment	14,283	5,237
Impairment of equity investment	95,480	—
Impairment of oil & gas property	12,575	—
Stock based compensation	189,800	378,000
Revision to ARO estimate	—	(418)
Warrant expense	(4,098)	
Shares issued for warrants		169,000
Changes in operating assets and liabilities		
Decrease in accounts receivable	(81)	—
Increase in other assets	8,910	(8,310)
Increase (Decrease) in accounts payable and accrued liabilities	(1,401)	(1,872)
Deferred revenue	20,000	—
Net Cash Provided by Operating Activities	(301,401)	(565,394)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(6,211)	(41,430)
Investment in Freeston Water Solutions	—	(126,978)
Proceeds from sale of investment asset	5,000	—
Net Cash Used in Investing Activities	(1,211)	(168,408)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from sale of stock	170,000	542,000
Stock to be issued		(23,000)
Payments on notes payable, related party		(6,691)
Derivative liability		279,625

Net Cash Provided By Financing Activities	170,000	791,934
Net Decrease in Cash	(132,612)	58,132
Cash at Beginning of the Period	205,767	147,635
Cash at the End of the Period	$73,155	$205,767
Cash Transactions		
Total Amount of Interest Paid in Cash	$—	$22
Total Income Taxes Paid in Cash	$—	$—
Stock Based Compensation	$189,800	$378,000
Non Cash financing and Investing Activities		
ARO transferred to buyer in sale of property	$26,027	$—

The Accompanying Notes Are An Integral Part of These Consolidated Financial Statements

FREESTONE RESOURCES, INC.

Consolidated Statement of Stockholders' Equity

For the Years Ended June 30, 2014 (Restated) and 2013 (Unaudited)

	Common Stock		Paid-In	Accumulated	
	Shares	Amount	Capital	Deficit	Totals
Balance, June 30, 2012	58,364,010	$58,364	$17,038,065	$(16,989,374)	$107,055
Common stock issued for cash	6,654,167	6,654	535,346		542,000
Common stock issued for services	2,700,000	2,700	375,300		378,000
Common stock issued for warrants	600,000	600	168,400		169,000
Net Loss				(1,135,084)	(1,135,084)
Balance, June 30, 2013 (Unaudited)	68,318,177	68,318	18,117,111	(18,124,458)	60,971
Issuance of stock warrants (See not 12)			275,527		275,527
Common stock issued for cash	2,625,000	2,625	167,375		170,000
Common stock issued for services	2,600,000	2,600	187,200		189,800
Net Loss				(639,897)	(639,897)
Balance, June 30, 2014 (Restated)	73,543,177	$73,543	$18,747,213	$(18,764,355)	$56,401

The Accompanying Notes Are An Integral Part of These Consolidated Financial Statements

FREESTONE RESOURCES, INC.

Notes to Consolidated Financial Statements

June 30, 2014 and 2013

NOTE 1 – NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities, History and Organization:

Freestone Resources, Inc. (“Freestone” or the “Company”) is an oil and gas technology development company. The Company is located in Dallas, Texas and is incorporated under the laws of the State of Nevada.

The Company’s primary business is the development of new technologies that allow for the utilization of oil and gas resources in an environmentally responsible and cost effective way, as well as the development of technologies and services that can be utilized by the oil and gas industry.

Significant Accounting Policies:

The Company’s management selects accounting principles generally accepted in the United States of America and adopts methods for their application. The application of accounting principles requires the estimating, matching and timing of revenue and expense. It is also necessary for management to determine, measure and allocate resources and obligations within the financial process according to those principles. The accounting policies used conform to generally accepted accounting principles which have been consistently applied in the preparation of these financial statements.

The financial statements and notes are representations of the Company’s management which is responsible for their integrity and objectivity. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Basis of Presentation:

The Company prepares its financial statements on the accrual basis of accounting. The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Freestone Technologies, LLC, all of which have a fiscal year end of June 30, 2014 on a stand-alone basis. All significant intercompany accounts, balances and transactions have been eliminated in the consolidation.

The Company consolidates its subsidiaries in accordance with ASC 810, and specifically ASC 810-10-15-8 which states, "The usual condition for a controlling financial interest is ownership of a majority voting interest, and, therefore, as a general rule ownership by one reporting entity, directly or indirectly, or over 50% of the outstanding voting shares of another entity is a condition pointing toward consolidation."

The Company owns 33.33% of Aqueous Services, LLC and has recorded the investment in accordance with the equity method.

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Recently Issued Accounting Pronouncements:

During the year ended June 30, 2014 the Company elected the early adoption of changes to *ASC 915 Development Stage Enterprises* which eliminated certain reporting requirements including identification of the Company as a development stage enterprise in financial statement headings, discussion of development stage enterprises in Note 1 Summary of Accounting Policy and the presentation of cumulative data in the statements of income and cash flows.

Income Taxes:

The Company has adopted ASC 740-10, which requires the use of the liability method in the computation of income tax expense and the current and deferred income taxes payable. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Earnings per Share:

Basic net loss per share is calculated by dividing the net loss by the weighted average number of common shares outstanding for the period covered. Because of the Company had a net operating loss for the year there is no difference between basic and fully diluted loss per share.

Cash and Cash Equivalents:

Cash and cash equivalents includes cash in banks and short term investments with original maturities of three months or less and are stated at cost which approximates market value, which in the opinion of management, are subject to an insignificant risk of loss in value. The Company maintains deposits in a financial institution which provides Federal Deposit Insurance Corporation coverage for interest bearing and non-interest bearing transaction accounts of up to $250,000 through December 31, 2014. At June 30, 2014 the Company had no cash balances in excess of federally insured limits.

Revenue Recognition:

The Company recognizes revenue from the sale of products in accordance with ASC 605. Revenue will be recognized only when all of the following criteria have been met:

* Persuasive evidence of an arrangement exists;
* Ownership and all risks of loss have been transferred to buyer, which is generally upon shipment;
* The price is fixed and determinable; and
* Collectability is reasonably assured.

Revenues associated with sales of crude oil, natural gas, natural gas liquids, petroleum and chemical products, and other items are recognized when title passes to the customer, which is when the risk of ownership passes to the purchaser and physical delivery of goods occurs, either immediately or within a fixed delivery schedule that is reasonable and customary in the industry.

Revenues from the production of natural gas and crude oil properties, in which we have an interest with other producers, are recognized based on the actual volumes we sold during the period. Any differences between volumes sold and entitlement volumes, based on our net working interest, which are deemed to be non-recoverable through remaining production, are recognized as accounts receivable or accounts payable, as appropriate. Cumulative differences between volumes sold and entitlement volumes are generally not significant.

Revenue from the sale of Petrozene is recognized upon delivery to the customer.

Accounts Receivable:

Accounts Receivable consists of accrued oil and gas receivables due from purchasers of oil and gas for which the Company owns an interest. Oil and natural gas sales are generally unsecured and such amounts are generally due within 30 to 45 days after the month of sale. Accounts Receivable are carried at their face amount, less an allowance for doubtful accounts. On a periodic basis, the Company evaluates accounts receivable and establishes the allowance for doubtful accounts based on a combination of specific customer circumstances and credit conditions, based on a history of write offs and collections. The Company's policy is generally not to charge interest on trade receivables after the invoice becomes past due. A receivable is considered past due if payments have not been received within agreed upon invoice terms. Write offs are recorded at a time when a customer receivable is deemed uncollectible. The Company had no bad debt accruals at June 30, 2014 and June 30, 2013.

Equipment:

Equipment is carried at the cost of acquisition or construction and depreciated over the estimated useful lives of the assets. Costs associated with repair and maintenance are expensed as incurred. Costs associated with improvements which extend the life, increase the capacity or improve the efficiency of our property and equipment are capitalized and depreciated over the remaining life of the related asset. Gains and losses on dispositions of equipment are reflected in operations. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the assets, which are 3 to 30 years. Oil and gas properties were purchased primarily for product testing and are depreciated over their estimated useful lives of 3 years but not reduced below estimated salvage value.

Impairment of Long-Lived Assets:

The Company evaluates, on a periodic basis, long-lived assets to be held and used for impairment in accordance with the reporting requirements of ASC 360-10. The evaluation is based on certain impairment indicators, such as the nature of the assets, the future economic benefit of the assets, any historical or future profitability measurements, as well as other external market conditions or factors that may be present. If these impairment indicators are present or other factors exist that indicate that the carrying amount of the asset may not be recoverable, then an estimate of the discounted value of expected future operating cash flows is used to determine whether the asset is recoverable and the amount of any impairment is measured as the difference between the carrying amount of the asset and its estimated fair value. The fair value is estimated using valuation techniques such as market prices for similar assets or discounted future operating cash flows.

Asset Retirement Obligation:

The Company records the fair value of a liability for asset retirement obligations ("ARO") in the period in which an obligation is incurred and records a corresponding increase in the carrying amount of the related long-lived asset. For Freestone Resources, asset retirement obligations primarily relate to the abandonment of oil and gas properties. The present value of the estimated asset retirement cost is capitalized as part of the carrying amount of oil and gas properties. The settlement date fair value is discounted at Freestone Resource's credit adjusted risk-free rate in determining the abandonment liability. The abandonment liability is accreted with the passage of time to its expected settlement fair value. Revisions to such estimates are recorded as adjustments to the ARO and capitalized asset retirement costs and are charged to operations in the period in which they become known. At the time the abandonment cost is incurred, Freestone Resources is required to recognize a gain or loss if the actual costs do not equal the estimated costs included in the ARO. During 2014 and 2013 the Company recognized no accretion expense.

The amounts recognized for the ARO are based upon numerous estimates and assumptions, including future abandonment costs, future recoverable quantities of oil and gas, future inflation rates, and the credit adjusted risk free interest rate.

Fair Value Measurements:

ASC Topic 820, defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and requires certain disclosures about fair value measurements. In general, fair value of financial instruments are based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality and the Corporation's credit worthiness, among other things, as well as unobservable parameters.

Stock-Based Compensation:

The Company accounts for stock-based compensation for non-employees using a fair value based method using either the fair value of the stock given or the fair value of the services render whichever is more readily determinable. For employees the Company uses the fair value of the stock on the grant date. The Company uses the Black-Scholes pricing model to calculate the fair value of options and warrants issued. In calculating this fair value, there are certain assumptions used such as the expected life of the option, risk-free interest rate, dividend yield, volatility and forfeiture rate. The use of a different estimate for any one of these components could have a material impact on the amount of calculated compensation expense.

The Company does not have any employee benefit or stock option plans.

Concentrations of Credit Risk:

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash. The Company places its cash in highly-rated financial institutions, limits the amount of credit exposure with any one financial institution and conducts ongoing evaluation of the credit worthiness of the financial institutions with which it does business.

Emerging Growth Company Critical Accounting Policy Disclosure

The Company qualifies as an "emerging growth company" under the 2012 JOBS Act. Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. As an emerging growth company, the Company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The Company may elect to take advantage of the benefits of this extended transition period in the future.

Reclassifications:

Certain prior year balances have been reclassified in order to conform to current year presentation.

NOTE 2 – FIXED ASSETS

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Fixed assets at June 30, 2014 and 2013 are as follows:

	2014 **(Restated)**	2013 **(Unaudited)**
Computers & office furniture	$8,967	$8,967
Collectable Art Work (not depreciated)	13,000	13,000
Oil and gas properties used for research and development	22,067	107,016
Total fixed assets	44,034	128,983

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Less: Accumulated depreciation	(16,564)	(61,094)
Total fixed assets, net of accumulated depreciation	$27,470	$67,889

Depreciation expense was $14,055 for the year ended June 30, 2014 and $25,053 for the year ended June 30, 2013.

Subsequent to year end the company disposed of it's the Rogers lease in exchange for assumption of the asset retirement obligation (see note 13) therefore the Company recorded impairment expense of $12,575 to reduce the net value of it oil & gas property to the amount of its asset retirement obligations.

NOTE 3 – ASSET RETIREMENT OBLIGATIONS

The Company's asset retirement obligations ("ARO") represents the estimated present value of the amount Freestone Resources will incur to plug, abandon and remediate its producing properties at the end of their productive lives, in accordance with applicable state laws. Freestone Resources determines the ARO on its oil and gas properties by calculating the present value of estimated cash flows related to the liability. The asset retirement obligations are recorded as current or non-current liabilities based on the estimated timing of the anticipated cash obligations are recorded as current or non-current liabilities based on the estimated timing of the anticipated cash flows. For the ended June 30, 2014 and June 30, 2013.

The following table presents the changes in the asset retirement obligations for the year ended June 30, 2014 and June 30, 2013.

	2014 (Restated)	2013 (Unaudited)
Asset retirement obligations beginning period	$40,497	$ 40,915
Accretion expense	—	—
Change in ARO estimate	—	(418)
ARO liability transferred on property sold	(26,027)	—
Asset retirement obligations, end of period	$14,470	$ 40,497

NOTE 4 – INVESTMENT IN AQUEOUS SERVICES, LLC.

On November 16, 2012 the Company formed Aqueous Services, LLC ("Aqueous"), a Texas limited liability company, with International Aqueous Investments, LLC and Pajarito W&M, LP. The Company made an initial capital contribution of $100,000 in exchange for a 33.33% interest in the joint venture. Aqueous is a full water management company with access to a fresh water well that has been permitted to extract up to one thousand five hundred acre-feet (approximately 500 million gallons) of water per annum. Aqueous constructed and operates a facility to provide fresh water for oil and gas activities in the Eagle Ford. This site also includes a designated location for the recycling frack and production water.

The joint venture is accounted for under the equity method as follows:

	2014 (Restated)	2013 (Unaudited)
Beginning of Period	$109,763	$—
Equity in Loss of JV	—	115,000

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Equity in Loss of JV	(14,283)	(5,237)
Impairment of investment	(95,480)	—
Balance End of Period	$—	$109,763

Subsequent to year end, the board of directors of Aqueous determined to scale back the fresh water loadout facility due to decreased drilling in the region, which in turn led to a decrease in demand for fresh water from the Aqueous' facility and minimal sales. The Aqueous' board determined to keep the facility intact, and Aqueous will maintain the ability to provide fresh water to vendors on an as needed basis through its contractual term. Based on this decision and minimal sales, the Company impaired its investment down to zero as of December 31, 2013.

NOTE 5 – EQUITY

The Company is authorized to issue 100,000,000 common shares at a par value of $0.001 per share. These shares have full voting rights. At June 30, 2014, there were 73,543,177 common shares outstanding. At June 30, 2013, there were 68,318,177 common shares outstanding.

The Company has not paid a dividend to its shareholders.

During the year ended June 30, 2014 the Company sold 2,625,000 shares for cash of $170,000.

On February 18, 2014 the Company issued 2,600,000 shares of the Company's common stock to certain directors, officers and consultants for services rendered to the Company. The stock was valued at $.073 a share for a total expense of $189,800.

Clayton Carter, the Company's Director and Chief Executive Officer, received 1,000,000 shares of the Company's common stock, G. Don Edwards, the Company's Director and Chief Investment Officer, received 1,000,000 shares of the Company's common stock, and James Carroll, the Company's Director and Chief Financial Officer received 100,000 shares of the Company's common stock.

The Company also issued 500,000 shares of the Company's common stock to consultants as consideration for services rendered to the Company.

In each case, the certificates representing the shares carry a legend that the shares may not be transferred without compliance with the registration requirements of the Securities Act of 1933 or in reliance upon an exemption therefrom. For each of these transactions, the Company relied upon Section 4(2) of the Securities Act of 1933 as an exemption from the registration requirements of the Act.

As part of the agreement to form Aqueous Service, LLC, the Company sold 300,000 shares of common stock to each partner at par value of .001 a share. The Company treated the difference between the selling price and the fair market value of the stock as consulting expense resulting in a $168,400 expense in the quarter ended December 31, 2012.

Stock Warrants

On March 16, 2012 The Company also sold each of the JV partners 500,000 warrants to purchase shares of common stock at 80% of the closing price on the exercise date. The warrants vest immediately and have a three year term from the issuance date. These warrants expire November 16, 2015. Subsequent to year end an agreement was reach with the holder to void the warrants. See note 13.

NOTE 6 – INCOME TAXES

The Company has adopted ASC 740-10, which requires the use of the liability method in the computation of income tax expense and the current and deferred income taxes payable. Freestone has calculated its tax liability in accordance with Section 382 of the Internal Revenue Code which generally limits the amount of its income that can be offset by historical losses (NOL carryforwards) once a corporation has undergone an ownership change. Ownership changed in Freestone on November 1, 2007. The cumulative net operating loss carry-forward that can offset current and/or future income includes amounts and is approximately $3,167,000. The use of this loss carryforward is limited under Internal Revenue Code Section 382 due to an ownership change in the fiscal year ended June 30, 2008.

During the year ended June 30, 2014, the Company had a net loss of $639,897 changing the deferred tax asset by $217,565 at the statutory tax rate of 34%. All NOLs will expire between 2019 and 2030. The realization of deferred tax benefits is contingent upon future earnings and is fully reserved at June 30, 2014 and 2013.

Freestone's net deferred tax amounts are as follows:

	2014		2013 (Unaudited)	
Tax benefit (expense) at statutory rate	$217,565	34 %	$385,929	34 %
Permanent differences	—	— %	—	— %
State income taxes	—	— %	—	— %
Expiration of NOL's and other	—	— %	—	— %
Valuation allowance	217,565	(34)%	385,929	(34)%
Net Tax Provision	$—	— %	$—	— %

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of deferred tax assets as of June 30, 2014 are as follows:

	2014	2013 (Unaudited)
Total deferred tax liabilities	—	—
Net Operating Loss carryforward	1,076,780	1,694,684
Valuation allowance	(1,076,780)	(1,694,684)
Deferred tax asset, net	$—	$—

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of deferred tax assets as of June 30, 2014 are as follows:

	2014
Total deferred tax liabilities	—
Net Operating Loss carryforward	1,076,780
Valuation allowance	(1,076,780)
Deferred tax asset, net	$—

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NOTE 7 – CONCENTRATION OF REVENUE

During the fiscal year ended June 30, 2014, 100% of revenue was generated from sales of Petrozene.

NOTE 8 – COMMITMENTS AND CONTINGENCIES

The Company leases office space under a non-cancelable operating lease that expires in June 2014. The lease requires fixed escalations and payment of electricity costs. Rent expense, included in general and administrative expenses, totaled approximately $27,180 for the fiscal year ended June 30, 2014.

The future minimum rental commitments under the operating lease are as follows:

Fiscal Year Ending June 30,	Minimum Rental Commitments
2015	$ 22,731
2016	22,605
2017	22,605
2018	1,884
2019	—
Thereafter	—
	$ 69,825

NOTE 9 – DEFERRED REVENUE

During the quarter ended June 30, 2014, the Company sold an 8.25 revenue interest in the Rogers lease to a third party for $20,000. The proceeds were treated as deferred revenue. Subsequent to year end the Company repurchased the interest in exchange for $20,000 in common stock valued at $.10 a share. See note 13.

NOTE 10 – FINANCIAL CONDITION AND GOING CONCERN

The Company has an accumulated deficit through June 30, 2014 totaling $18,764,355 and recurring losses from operations. Because of this accumulated loss, Freestone will require additional working capital to develop its business operations. The Company intends to raise additional working capital either through private placements, public offerings, bank financing and/or shareholder funding. There are no assurances that Freestone will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placement, public offerings, bank financing and/or shareholder funding necessary to support their working capital requirements. To the extent that funds generated from any private placements, public offerings, bank financing and/or shareholder funding are insufficient, Freestone will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to Freestone. If adequate working capital is not available Freestone may not be able to continue its operations.

These conditions raise substantial doubt about Freestone's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might be necessary should Freestone be unable to continue as a going concern.

NOTE 11 - SUPPLEMENTAL OIL AND GAS DATA (UNAUDITED)

The following tables set forth supplementary disclosures for oil and gas producing activities in accordance with FASB ASC Topic 932, *Extractive Activities - Oil and Gas* ("ASC 932"). The Company generates revenue from the disposal of oil that is extracted during their research and development activities. Currently, as the Company is in the development stage, 100% of their revenue is generated from the revenue associated with the disposal. The properties were purchased as test properties for the various technologies the Company is developing or would analyze for potential development. In order to get the most accurate data of the testing, the Company was required to purchase and own the wells so the data could be verified as accurate by the Company without the fear of third-party variables. The wells are marginally to poorly producing wells and it is not economically feasible to perform the work necessary to bring them up to the condition in order for them to effectively produce. As the wells are not economically feasible to operate in a capacity other than research and development, and the Company has no intentions to develop the wells, no proved reserves have been estimated. As the wells are not economically feasible, there is no value assigned to the oil and gas leaseholds and the equipment is recorded at salvage value.

Costs Incurred

A summary of costs incurred in oil and gas property acquisition, development, and exploration activities (both capitalized and charged to expense) for the years ended June 30, 2014 and 2013, is as follows:

	2014	**2013**
Acquisition of proved properties	$ 0	$ 0
Acquisition of unproved properties	$ 0	$ 0
Exploration costs	$ 0	$ 0

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Results of Operations for Producing Activities

The following table presents the results of operations for the Company's oil and gas producing activities for the year ended June 30, 2014 and 2013:

	2014 (Restated)	2013 (Unaudited)
Revenues	$—	8,983
Production costs	(43,492)	(14,203)
Depletion, depreciation, accretion and valuation provisions	—	—
Exploration costs	—	—
	(43,492)	(5,220)
Income tax expense	—	—
Results of operations for producing activities (excluding corporate overhead and interest costs)	$ (43,492)	$ (5,220)

Reserve Quantity Information

The following table presents the Company's estimate of its proved oil and gas reserves all of which are located in the United States. The Company emphasizes that reserve estimates are inherently imprecise and that estimates of reserves related to new discoveries are more imprecise than those for producing oil and gas properties. Accordingly, the estimates are expected to change as future information becomes available. Oil reserves, which include condensate and natural gas liquids, are stated in barrels and gas reserves are stated in thousands of cubic feet.

	Oil (Bbls)	Gas (mef)

Proved developed and undeveloped reserves:

Balance at June 30, 2012	0	0
Production	104.58	0
Revisions of previous estimates	401.58	0
Balance at June 30, 2013	0	0

Production	0	0
Revisions of previous estimates	0	0
Balance at June 30, 2014	0	0
Proved developed reserves:		
June 30, 2012	0	0
June 30, 2013	0	0
June 30, 2014	0	0

NOTE 12- RESTATEMENT

Certain previously reported numbers have been adjusted and are reflected in this table:

Balance sheet as of June 30, 2014	**As Reported**	**Adjustment**		**As Adjustment**
Fixed Assets	$48,480	(21,010)	**<A> $**	27,470
Investment in Aqueous Service	$78,423	(78,423)	**<B> $**	—
Other Assets	$3,625	(3,625)	**<A> $**	—
Total Assets	$203,715	$(103,009)	$	100,706
Deferred Revenue	$—	20,000	**<D>**	$20,000
Derivative Liability - Warrants	$279,625	(279,625)	**<C> $**	—
Total Liabilities	$303,881	$(259,576)	$	44,305
Additional Paid In Capital	$18,471,686	275,527	**<C>$**	18,747,213
Accumulated deficit	$(18,645,395)	$(118,960)	$	(18,764,355)
Stockholders' Equity	$(100,166)	$156,567	$	56,401

Total Liabilities & Stockholders' Equity	$203,715	$(103,009)	$ 100,706

Statement of Operations for the Year Ended

	As Reported	Adjustment		As Adjustment
Total Revenue	$12,758	$—		$ 12,758
Lease Operating Costs	$28,306	15,186	**<A>**	$ 43,492
Depreciation	$17,181	(3,126)	**<A>**	$ 14,055
(Gain) Loss on Sale of Asset	(31,027)	20,000	**<D>**	$ (11,027)
(Gain) Loss on Equity Method Investment	$31,340	(17,057)	**<B>**	$ 14,283
Impairment of Equity Investment	$—	95,480	**<B>**	$ 95,480
Impairment of Oil & Gas Investment	$—	12,575	**<A>**	$ 12,575
General and Administrative Expenses	$482,384	(4,098)	**<C>**	$ 478,286
Total Expenses	$533,695	$118,960		$ 652,655
Net Income (Loss)	$(520,937)	$(118,960)		$ (639,897)

<A> **The Company prior auditors, The Hall Group, did not have a valid PCAOB registration when they audited the financial statements for this period. Certain subsequent events to the original issuance of the financial statements provided additional evidence about the condition of the oil and gas assets. Consequently, these assets were impaired and reported at their net realizable value**

<B> **The Company prior auditors, The Hall Group, did not have a valid PCAOB registration when they audited the financial statements for this period. Certain subsequent events to the original issuance of the financial statements provided additional evidence about the condition of the investment in Aqueous Services. Consequently, these assets were impaired and reported at their net realizable value.**

<C> During the preparation of our annual report, we identified an error related the accounting for the issuance of stock warrants. The warrants were incorrectly identified as a derivative. This resulted in an overstatement of a derivative liability of $279,625 at December 31, 2013, and an overstatement of expense of $4,098 due to miscalculation of the value of the warrants. Management evaluated these errors both quantitatively and qualitatively, and determined that the errors were immaterial to the prior year. Pursuant to the SEC SAB Topic 108, the error has been correct in the current period.

<D> During the preparation of our annual report, we identified an error related the accounting for the sales of a revenue interest in an oil & gas property. The proceeds of $20,000 were improperly recorded as a gain on sale instead of deferred income The gain/loss on sale of asset includes the caption "Revision to ARO estimate" from the previously reported

financial statements, which represents ARO assumed by the buyer in the sale of the Carroll Unit.

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NOTE 13 – SUBSEQUENT EVENTS

During the year ended June 30, 2015 Freestone sold 7,445,000 shares for cash of $742,000.

On April 14, 2015 Freestone entered into a royalty and commission agreements with certain consultants related to the sale of Petrozene™ for their work in the re-launch of the Petrozene™ product line. These royalty and commission agreements range from 2.5% to 7.5% of the net income the Company receives from Petrozene™ sales, and the agreements also have special royalty provisions for certain customers that expire on April 14, 2016. One of the consultants is related party and the brother of the Chief Executive Officer of the Company

On June 24, 2015 the Company acquired 100% of the outstanding common stock of C.C. Crawford Retreading Co., Inc. (“CTR”), a privately held company, for an aggregate price of $1,520,000. Terms of the purchase were $500,000 cash at closing and a note payable to the seller for $1,020,000.

On June 24, 2015 the Company entered into an agreement with Dynamis in order to form the joint venture FDEP, a Delaware limited liability company. Freestone determined to enter into a joint venture with Dynamis based on their track record and experience in the waste-to-energy industry, and their ability to provide the necessary funding to fully integrate the production, marketing and sale of Petrozene™ to current and future customers. The terms of the joint venture between the Company and Dynamis are as follows:

- Freestone owns a 70% member interest in FDEP for licensing the rights to use Petrozene™ to FDEP; and
- Dynamis owns a 30% member interest FDEP in exchange providing funding up to $5,000,000 to operate the joint venture, and purchase a continuous-feed pyrolysis machine capable of producing a product that can be used to produce Petrozene™; and
- FDEP will be leasing employees from CTR, and said employees will operate the machine. FDEP will reimburse CTR for the leased employees; and
- FDEP has the right, but not the obligation to purchase CTR from Freestone through cash compensation to Freestone, the issuance of additional units in FDEP to Freestone or a combination of both cash and units in FDEP as mutually agreed upon by FDEP and Freestone; and
-

FDEP will lease a building from CTR in order to operate the specialized pyrolysis technology for payment of either the ad valorem taxes associated with the rented property or $1,000 per month depending on which amount is the greater of the two; and

- Dynamis will receive 80% of the distributions from FDEP until they have reached a 25% initial rate of return on funds invested into the joint venture. Once the 25% initial rate of return threshold is meet all distributions from FDEP will be split according to the 70 / 30 member interest of FDEP owned by the Company and Dynamis. As of March 31, 2015 Dynamis has made capital contributions totaling $388,961 to FDEP. There have been no distributions.

On June 24, 2015 FDEP simultaneously entered into a lease agreement with a company that has developed a continuous-feed pyrolysis technology that will be operated by FDEP at the Company's facility in Ennis, Texas. FDEP and the company that developed the pyrolysis technology will split the revenues generated from the machine. FDEP will receive 70% of the revenues generated from the machine, and the company providing the continuous-feed pyrolysis technology will receive 30% of the revenues. This revenue split will remain in place so long as the machine is operating at the Company's facility in Ennis, Texas. The agreement between the two companies allows FDEP the opportunity to ensure that the technology continues to operate properly under the strict conditions that are necessary to produce Petrozene™. If the leased pyrolysis machine operates within certain, predefined parameters then FDEP has the right to purchase additional machines.

On June 29, 2015 the Company also issued 100,000 shares to consultants as consideration for services rendered to the Company.

On July 25, 2015 Company sold 3,500,000 shares at $0.10 per share to provide funding of subsequent costs associated with the acquisition of CTR, as well as general working capital for the Company. This transaction made Gerald M. Johnson a controlling shareholder of the Company. Mr. Johnson also joined the Company's advisory board. Mr. Johnson is the former CFO of Tyson Foods, Inc.

On July 30, 2015 Pajarito W&M, LP and International Aqueous Investment, LLC signed an agreement with the Company to cancel all of the warrants related to the Aqueous transaction.

On August 21, 2015 FDEP entered into a one-year lease with a purchase option for a 10,000 square foot office warehouse adjacent to the Company's facilities in Ennis, TX.

Future Minimum lease payments are as follow:

Year End June 30	Amount
2016	19,700
2017	3,940
Total	23,640

On September 23, 2015 the Company issued shares of the Company's common stock to certain directors, officers and consultants for services rendered to the Company. Clayton Carter, the Company's Director and Chief Executive Officer, received 600,000 shares of the Company's common stock, G. Don Edwards, the Company's Director and Chief Investment Officer, received 600,000 shares of the Company's common stock, and James Carroll, the Company's Director and Chief Financial Officer received 50,000 shares of the Company's common stock. The Company also issued 100,000 shares to consultants as consideration for services rendered to the Company.

On September 14, 2015 the Company repurchased an 8.25% revenue interest in the Company's Rogers Oil and Gas Lease for $20,000. The Company issued 200,000 shares of common stock at $.10 to satisfy the debt.

On September 14, 2015 the Company disposed of its remaining oil and gas properties used for research by transferring 100% of its working interest in the Rogers Oil and Gas Lease to a third party in exchange for assumption of all asset retirement obligations and other liabilities associated with the property.

On January 6, 2016, the Company issued 100,000 shares of the Company's common stock at $0.18 per share, restricted pursuant to Rule 144, a consultant for the company and a related party to a Director of the Company, for representing Freestone on the Board of Members of FDEP and for consulting services rendered to the Company.

On January 6, 2016, the Company issued 150,000 shares of the Company's common stock at $0.18 per share, restricted pursuant to Rule 144, to an accounting employee of the Company, for services rendered to the Company.

On January 6, 2016, Clayton Carter resigned as Chief Executive Officer of the Company, and Michael J. McGhan was appointed by the Board of Directors as the Chief Executive Officer and Chairman of the Board.

On January 7, 2016 Michael McGhan and the Company entered into a two-year employment agreement (“Employment Agreement”). The terms of the Employment Agreement include an initial salary of $5,000.00 per month, which will increase to $10,000.00 per month after six months, as well as stock-based compensation in the amount of 3,000,000 shares of the Company’s restricted stock pursuant to Rule 144. Subject to Board approval, Mr. McGhan is eligible to receive warrants for up to 2,000,000 shares of the Company’s common stock (the “Warrants”). The Warrants are not issued on the date of the Employment Agreement. The Board is not required to issue the Warrants. If the Warrants are issued to Mr. McGhan during the term of his Employment Agreement, the terms and conditions of the Warrants will be determined by the Board on the date the Warrants are issued. Mr. McGhan will also be eligible to participate in the Company’s employee benefit plan that is generally available to all other employees at the Company.

On January 7, 2016, 3,000,000 million shares of the Company’s common stock, restricted pursuant to Rule 144, were issued to Michael McGhan at a price of $0.18 per share per the terms and conditions of Mr. McGhan’s Employee Agreement.

On January 26, 2016, the Company sold 250,000 shares of the Company’s common stock, restricted pursuant to Rule 144, at a purchase price of $0.08 per share.

On January 26, 2016, the Company sold 62,500 shares of the Company’s common stock, restricted pursuant to Rule 144, at a purchase price of $0.08 per share.

On January 28, 2016, the Company sold 562,500 shares of the Company’s common stock, restricted pursuant to Rule 144, to Gerald M. Johnston, a Director of the Company, at $0.08 per share.

On January 28, 2016, the Company sold 62,500 shares of the Company’s common stock, restricted pursuant to Rule 144, at a purchase price of $0.08 per share.