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

Form 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended October 31, 2019

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number: 000-55831

**MMEX RESOURCES
CORPORATION**

(Exact name of Issuer as specified in its charter)

Nevada

(State or other Jurisdiction of
Incorporation or Organization)

**3616 Far West Blvd. #117-321
Austin, Texas 78731**

(Address of principal executive offices,
including zip code)

26-1749145

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

855-880-0400

(Issuer's telephone number, including area
code)

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 whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Non-accelerated filer

Accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

Applicable only to issuers involved in bankruptcy proceedings during the preceding five years:

Indicate by check mark whether the registrant filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

Applicable only to corporate issuers:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of December 23, 2019, there were 11,874,525,079 shares of common stock, \$0.001 par value, issued and outstanding.

MMEX RESOURCES CORPORATION
TABLE OF CONTENTS
QUARTER ENDED OCTOBER 31, 2019

PART I – FINANCIAL INFORMATION

<u>Item 1. Financial Statements</u>	3
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	27
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	35
<u>Item 4. Controls and Procedures</u>	35

PART II – OTHER INFORMATION

<u>Item 1. Legal Proceedings</u>	37
<u>Item 1A. Risk Factors</u>	37
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	37
<u>Item 3. Defaults Upon Senior Securities</u>	37
<u>Item 4. Mine Safety Disclosures</u>	37
<u>Item 5. Other Information</u>	37
<u>Item 6. Exhibits</u>	38

PART I – FINANCIAL INFORMATION

ITEM 1. Financial Statements

The accompanying condensed consolidated financial statements of MMEX Resources Corporation and subsidiaries (the “Company”) are unaudited and have been prepared in accordance with generally accepted accounting principles for interim financial information and in accordance with the instructions for Form 10-Q. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements.

In the opinion of management, the condensed consolidated financial statements contain all material adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial condition, results of operations, and cash flows of the Company for the interim periods presented.

Operating results and cash flows for any interim period are not necessarily indicative of the results that may be expected for other interim periods or the full fiscal year. These condensed consolidated financial statements and related notes should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Form 10-K for the year ended April 30, 2019 filed with the Securities and Exchange Commission (“SEC”).

[Table of Contents](#)

MMEX RESOURCES CORPORATION
Condensed Consolidated Balance Sheets

	October 31, 2019	April 30, 2019
	(Unaudited)	
Assets		
Current assets:		
Cash	\$ 72,881	\$ 55,188
Prepaid expenses and other current assets	24,586	38,949
Total current assets	97,467	94,137
Property and equipment, net	524,293	531,167
Deposit	900	900
Total assets	\$ 622,660	\$ 626,204
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$ 802,115	\$ 706,192
Accrued expenses	387,577	307,078
Accounts payable and accrued expenses – related party	112,082	41,036
Note payable, currently in default	75,001	75,001
Convertible notes payable, currently in default, net of discount of \$0 and \$0 at October 31, 2019 and April 30, 2019, respectively	75,000	75,000
Convertible notes payable, net of discount of \$245,176 and \$869,433 at October 31, 2019 and April 30, 2019, respectively	1,578,144	783,836
Convertible notes payable – related party, net of discount of \$4,054 and \$0 at October 31, 2019 and April 30, 2019, respectively	349,946	-
Derivative liabilities	1,438,272	1,825,596
Total current liabilities	4,818,137	3,813,739
Long-term liabilities:		
Convertible notes payable, net of discount of \$0 and \$263,960 at October 31, 2019 and April 30, 2019, respectively	-	176,140
Total liabilities	4,818,137	3,989,879
Commitments and contingencies		
Stockholders' deficit:		
Common stock; \$0.001 par value; 25,000,000,000 shares authorized, 3,150,299,223 and 68,172,427 shares issued and outstanding at October 31, 2019 and April 30, 2019, respectively	3,150,301	68,174
Preferred stock; \$0.001 par value; 1,000 shares authorized, issued and outstanding	1	-
Additional paid-in capital	33,791,307	35,622,398
Non-controlling interest	9,871	9,871

Accumulated deficit	<u>(41,146,957)</u>	<u>(39,064,118)</u>
Total stockholders' deficit	<u>(4,195,477)</u>	<u>(3,363,675)</u>
Total liabilities and stockholders' deficit	<u>\$ 622,660</u>	<u>\$ 626,204</u>

See accompanying notes to condensed consolidated financial statements.

[Table of Contents](#)

MMEX RESOURCES CORPORATION
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended		Six Months Ended	
	October 31,		October 31,	
	2019	2018	2019	2018
Revenues	\$ -	\$ -	\$ -	\$ -
Operating expenses:				
General and administrative expenses	299,312	349,283	545,419	749,531
Refinery start-up costs	87,539	154,813	138,939	316,645
Depreciation and amortization	8,638	573	17,225	1,144
Total operating expenses	<u>395,489</u>	<u>504,669</u>	<u>701,583</u>	<u>1,067,320</u>
Loss from operations	<u>(395,489)</u>	<u>(504,669)</u>	<u>(701,583)</u>	<u>(1,067,320)</u>
Other income (expense):				
Interest expense	(534,232)	(648,113)	(1,222,204)	(1,055,110)
Gain (loss) on derivative liabilities	(416,171)	7,787	(161,044)	4,911
Gain on extinguishment of liabilities	-	10,168	1,992	8,916
Loss on conversion of debt	-	(9,862)	-	(9,862)
Total other expense	<u>(950,403)</u>	<u>(640,020)</u>	<u>(1,381,256)</u>	<u>(1,051,145)</u>
Loss before income taxes	(1,345,892)	(1,144,689)	(2,082,839)	(2,118,465)
Provision for income taxes	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net loss	(1,345,892)	(1,144,689)	(2,082,839)	(2,118,465)
Non-controlling interest in income of consolidated subsidiaries	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net loss attributable to the Company	<u>\$ (1,345,892)</u>	<u>\$ (1,144,689)</u>	<u>\$ (2,082,839)</u>	<u>\$ (2,118,465)</u>
Net loss per common share – basic and diluted	<u>\$ (0.00)</u>	<u>\$ (0.04)</u>	<u>\$ (0.00)</u>	<u>\$ (0.09)</u>
Weighted average number of common shares outstanding – basic and diluted	<u>1,727,348,034</u>	<u>26,928,849</u>	<u>919,329,234</u>	<u>24,880,654</u>

See accompanying notes to condensed consolidated financial statements.

[Table of Contents](#)

MMEX RESOURCES CORPORATION
Condensed Consolidated Statement of Stockholders' Deficit
Six Months Ended October 31, 2019
(Unaudited)

	<u>Common Stock</u>		<u>Series A Preferred Stock</u>		<u>Additional Paid-in Capital</u>	<u>Non-Controlling Interest</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>				
Balance, April 30, 2019	68,172,427	\$ 68,174	-	\$ -	\$35,622,398	\$ 9,871	\$ (39,064,118)	\$(3,363,675)
Common shares issued for:								
Services	30,000	30	-	-	54	-	-	84
Accrued expenses	1,116,961	1,117	-	-	10,391	-	-	11,508
Conversion of convertible notes payable	3,080,979,835	3,080,980	-	-	(2,464,763)	-	-	616,217
Preferred shares issued to related party for services	-	-	1,000	1	23,899	-	-	23,900
Settlement of derivative liabilities	-	-	-	-	599,328	-	-	599,328
Net loss	-	-	-	-	-	-	(2,082,839)	(2,082,839)
Balance, October 31, 2019	<u>3,150,299,223</u>	<u>\$3,150,301</u>	<u>1,000</u>	<u>\$ 1</u>	<u>\$33,791,307</u>	<u>\$ 9,871</u>	<u>\$ (41,146,957)</u>	<u>\$(4,195,477)</u>

See accompanying notes to condensed consolidated financial statements.

[Table of Contents](#)

MMEX RESOURCES CORPORATION
Condensed Consolidated Statement of Stockholders' Deficit
Six Months Ended October 31, 2018
(Unaudited)

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Non- Controlling Interest</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>				
Balance, April 30, 2018	36,274,369	\$ 36,274	\$33,085,221	\$ 9,871	\$ (35,077,288)	\$(1,945,922)
Shares issued for:						
Services	219,403	219	61,339	-	-	61,558
Accrued expenses	16,031	16	6,236	-	-	6,252
Conversion of convertible notes payable	7,108,418	7,109	728,599	-	-	735,708
Subscriptions receivable	989,473	989	115,263	-	-	116,252
Settlement of derivative liabilities	-	-	609,653	-	-	609,653
Net loss	-	-	-	-	(2,118,465)	(2,118,465)
Balance, October 31, 2018	<u>44,607,694</u>	<u>\$ 44,607</u>	<u>\$34,606,311</u>	<u>\$ 9,871</u>	<u>\$ (37,195,753)</u>	<u>\$(2,534,964)</u>

See accompanying notes to condensed consolidated financial statements.

MMEX RESOURCES CORPORATION
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Six Months Ended	
	October 31,	
	2019	2018
Cash flows from operating activities:		
Net loss	\$(2,082,839)	\$(2,118,465)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	17,225	1,144
Stock-based compensation	84	62,058
Convertible note payable – related parties for interest expense	3,000	-
Convertible note payable – related parties for consulting fees	20,000	-
Preferred shares issued to related party for services	23,900	-
Loss (gain) on derivative liabilities	161,044	(4,911)
Gain on extinguishment of liabilities	(1,992)	(8,916)
Loss on conversion of debt	-	9,862
Amortization of debt discount	976,323	808,963
Interest expense added to convertible note payable principal	10,000	39,600
Decrease in prepaid expenses and other current assets	14,363	5,000
Increase in liabilities:		
Accounts payable	95,923	271,488
Accrued expenses	123,667	60,136
Accounts payable and accrued expenses – related party	101,046	-
Net cash used in operating activities	<u>\$(538,256)</u>	<u>\$(874,041)</u>
Cash flows from investing activities:		
Purchase of property and equipment	<u>(10,351)</u>	<u>(231,538)</u>
Net cash used in investing activities	<u>(10,351)</u>	<u>(231,538)</u>
Cash flows from financing activities:		
Proceeds from convertible notes payable	365,300	1,194,190
Proceeds from convertible notes payable – related party	301,000	-
Proceeds from stock subscription receivable	-	116,252
Repayments of convertible notes payable	<u>(100,000)</u>	<u>(203,000)</u>
Net cash provided by financing activities	<u>566,300</u>	<u>1,107,442</u>
Net increase in cash	17,693	1,863
Cash at the beginning of the period	<u>55,188</u>	<u>304,173</u>
Cash at the end of the period	<u>\$ 72,881</u>	<u>\$ 306,036</u>
Supplemental disclosure:		
Interest paid	\$ 10,402	\$ 104,990
Income taxes paid	-	-
Non-cash investing and financing activities:		
Common stock issued in conversion of debt	616,217	735,708
Common stock issued for accrued expenses	13,500	5,000
Common stock issued for stock subscriptions receivable	-	116,252

Settlement of derivative liabilities	599,328	609,653
Derivative liabilities for debt discount	50,960	953,821
Convertible notes payable – related party for accrued expenses	30,000	-
Related party gain on common shares issued for services	2,491	-

See accompanying notes to condensed consolidated financial statements.

[Table of Contents](#)

MMEX RESOURCES CORPORATION
Notes to Condensed Consolidated Financial Statements
Six Months Ended October 31, 2019
(Unaudited)

NOTE 1 – BACKGROUND, ORGANIZATION AND BASIS OF PRESENTATION

MMEX Resources Corporation (the “Company” or “MMEX”) is a company engaged in the exploration, extraction, refining and distribution of oil, gas, petroleum products and electric power. We plan to focus on the acquisition, development and financing of oil, gas, refining and electric power projects in Texas, Peru, and other countries in Latin America using the expertise of our principals to identify, finance and acquire these projects. The most significant focus of our current business plan is to build crude oil refining facilities in the Permian Basin in West Texas.

MMEX was formed as a Nevada corporation in 2005. The current management team led an acquisition of the Company (then named Management Energy, Inc.) through a reverse merger completed on September 23, 2010 and changed the Company’s name to MMEX Mining Corporation on February 11, 2011 and to MMEX Resources Corporation on April 6, 2016

The accompanying condensed consolidated financial statements include the accounts of the following entities, all of which the Company maintains control through a majority ownership or through common ownership:

Name of Entity	%	Form of Entity	State of Incorporation	Relationship
MMEX Resources Corporation (“MMEX”)	-	Corporation	Nevada	Parent
Pecos Refining & Transport, LLC (“Pecos Refining”)	100%	Corporation	Texas	Subsidiary
Armadillo Holdings Group Corp. (“AHGC”)	100%	Corporation	British Isles	Virgin Subsidiary
Armadillo Mining Corp. (“AMC”)	98.6%	Corporation	British Isles	Virgin Subsidiary

Pecos Refining was formed in June 2017 with the Company as its sole member. Through Pecos Refining, the Company plans to build and commence operations of a crude oil distillation unit in the Permian Basin in West Texas.

As of April 13, 2016, the Company assigned AMC to an irrevocable trust (the “Trust”), whose beneficiaries are the existing shareholders of MMEX. The accounts of AMC are included in the consolidated financial statements due to the common ownership. AMC through the Trust controls the Hunza coal interest previously owned by MMEX.

All significant inter-company transactions have been eliminated in the preparation of the consolidated financial statements.

These financial statements reflect all adjustments, consisting of normal recurring adjustments, which in the opinion of management are necessary for a fair presentation of the information contained therein.

The Company has adopted a fiscal year end of April 30.

[Table of Contents](#)**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Our significant accounting policies are described in our Annual Report on Form 10-K for the year ended April 30, 2019 filed with the SEC on July 26, 2019.

Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its aforementioned subsidiaries and entities under common ownership. All significant intercompany accounts and transactions have been eliminated in consolidation. The ownership interests in subsidiaries that are held by owners other than the Company are recorded as non-controlling interest and reported in our consolidated balance sheets within stockholders' deficit. Losses attributed to the non-controlling interest and to the Company are reported separately in our consolidated statements of operations.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the 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.

Property and equipment

Property and equipment is recorded at the lower of cost or estimated net recoverable amount, and is depreciated using the straight-line method over the estimated useful life of the related asset as follows:

Office furniture and equipment	10 years
Computer equipment and software	5 years
Refinery land improvements	15 years
Refinery land easements	10 years

The refinery land easements owned by the Company have a legal life of 10 years

Maintenance and repairs are charged to expense as incurred. Significant renewals and betterments will be capitalized. At the time of retirement or other disposition of equipment, the cost and accumulated depreciation will be removed from the accounts and the resulting gain or loss, if any, will be reflected in operations.

The Company will assess the recoverability of property and equipment by determining whether the depreciation and amortization of these assets over their remaining life can be recovered through projected undiscounted future cash flows. The amount of equipment impairment, if any, will be measured based on fair value and is charged to operations in the period in which such impairment is determined by management.

[Table of Contents](#)

Derivative liabilities

In a series of subscription agreements, the Company issued warrants in prior years that contain certain anti-dilution provisions that have been identified as derivatives. In addition, the Company identified the conversion feature of certain convertible notes payable and convertible preferred stock as derivatives. As of October 31, 2019, the number of warrants or common shares to be issued under these agreements is indeterminate; therefore, the Company concluded that the equity environment is tainted and all additional warrants, stock options and convertible debt are included in the value of the derivatives. We estimate the fair value of the derivatives using multinomial lattice models that value the derivative liabilities based on a probability weighted cash flow model using projections of the various potential outcomes. These estimates are based on multiple inputs, including the market price of our stock, interest rates, our stock price volatility and management's estimates of various potential equity financing transactions. These inputs are subject to significant changes from period to period and to management's judgment; therefore, the estimated fair value of the derivative liabilities will fluctuate from period to period, and the fluctuation may be material.

Fair value of financial instruments

Under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, and ASC 825, *Financial Instruments*, the FASB establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company's financial statements as reflected herein. The carrying amounts of cash, prepaid expense and other current assets, accounts payable, accrued expenses and notes payable reported on the accompanying consolidated balance sheets are estimated by management to approximate fair value primarily due to the short-term nature of the instruments.

An entity is required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value using a hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The hierarchy prioritized the inputs into three levels that may be used to measure fair value:

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in markets that are not active.

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Our derivative liabilities are measured at fair value on a recurring basis and estimated as follows:

October 31, 2019	Total	Level 1	Level 2	Level 3
Derivative liabilities	\$1,438,272	\$ -	\$ -	\$1,438,272
April 30, 2019	Total	Level 1	Level 2	Level 3
Derivative liabilities	\$1,825,596	\$ -	\$ -	\$1,825,596

[Table of Contents](#)

Revenue Recognition

Effective May 1, 2018, the Company adopted ASC 606, Revenue from Contracts with Customers, as amended, using the modified retrospective method, which requires the cumulative effect of adoption to be recognized as an adjustment to opening retained earnings in the period of adoption. To date, the Company has no operating revenues; therefore, there was no cumulative effect of adopting the new standard and no impact on our financial statements. The new standard provides a single comprehensive model to be used in the accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance, including industry-specific guidance. The standard's stated core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve this core principle, ASC 606 includes provisions within a five-step model that includes identifying the contract with a customer, identifying the performance obligations in the contract, determining the transaction price, allocating the transaction price to the performance obligations, and recognizing revenue when, or as, an entity satisfies a performance obligation.

Refinery start-up costs

Costs incurred prior to opening the Company's proposed crude oil refinery in Pecos County, Texas, including acquisition of refinery rights, planning, design and permitting, are recorded as start-up costs and expensed as incurred.

Basic and diluted income (loss) per share

Basic net income or loss per share is calculated by dividing net income or loss (available to common stockholders) by the weighted average number of common shares outstanding for the period. Diluted income or loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock, such as stock options, warrants, convertible debt and convertible preferred stock, were exercised or converted into common stock. For the three months and six months ended October 31, 2019 and 2018, potential dilutive securities had an anti-dilutive effect and were not included in the calculation of diluted net loss per common share, therefore, basic net loss per share is the same as diluted net loss per share.

Stock-based compensation

Pursuant to FASB ASC 718, all share-based payments to employees, including grants of employee stock options, are recognized in the statement of operations based on their fair values. For the six months ended October 31, 2019 and 2018, the Company recorded share-based compensation to employees of \$0 and \$6,921, respectively.

Issuance of shares for non-cash consideration

The Company accounts for the issuance of equity instruments to acquire goods and/or services based on the fair value of the goods and services or the fair value of the equity instrument at the time of issuance, whichever is more reliably determinable. The Company's accounting policy for equity instruments issued to consultants and vendors in exchange for goods and services follows the provisions of the standards issued by the FASB. The measurement date for the fair value of the equity instruments issued is determined as the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor's performance is complete. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement.

[Table of Contents](#)

Reclassifications

Certain amounts in the consolidated financial statements for the prior-year period have been reclassified to conform with the current-year period presentation.

Recently Issued Accounting Pronouncements

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing transactions. This new pronouncement, as amended, is effective January 1, 2019 for calendar-year-end public companies, or May 1, 2019 for the Company. The Company currently does not have any material leases and the adoption of this new pronouncement did not have a material impact on its consolidated financial statements.

Although there are several other new accounting pronouncements issued or proposed by the FASB, which the Company has adopted or will adopt, as applicable, the Company does not believe any of these accounting pronouncements has had or will have a material impact on its consolidated financial position or results of operations.

NOTE 3 – GOING CONCERN

Our financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. We have incurred continuous losses from operations, have an accumulated deficit of \$41,146,957 and a total stockholders' deficit of \$4,195,477 at October 31, 2019, and have reported negative cash flows from operations since inception. In addition, we do not currently have the cash resources to meet our operating commitments for the next twelve months, and we expect to have ongoing requirements for capital investment to implement our business plan, including the construction of our proposed refinery project. Finally, our ability to continue as a going concern must be considered in light of the problems, expenses and complications frequently encountered by entrance into established markets and the competitive environment in which we operate.

Since inception, our operations have primarily been funded through private debt and equity financing, and we expect to continue to seek additional funding through private or public equity and debt financing.

Our ability to continue as a going concern is dependent on our ability to generate sufficient cash from operations to meet our cash needs and/or to raise funds to finance ongoing operations and repay debt. However, there can be no assurance that we will be successful in our efforts to raise additional debt or equity capital and/or that our cash generated by our operations will be adequate to meet our needs. These factors, among others, raise substantial doubt that we will be able to continue as a going concern for a reasonable period of time.

The financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

[Table of Contents](#)**NOTE 4 – RELATED PARTY TRANSACTIONS**

Accounts payable and accrued expenses to related parties, consisting primarily of consulting fees and expense reimbursements payable, totaled \$112,082 and \$41,036 as of October 31, 2019 and April 30, 2019, respectively.

During the three months ended October 31, 2019 and 2018, we incurred consulting fees and expense reimbursement related to the development of the refinery project to Maple Resources Corporation (“Maple Resources”), a related party controlled by our President and CEO, totaling \$107,298 and \$87,540, respectively. During the six months ended October 31, 2019 and 2018, we incurred fees and expense reimbursements to Maple Resources totaling \$187,289 and \$165,180, respectively. Effective July 1, 2019, we entered into a consulting agreement with Maple Resources that provides, in addition to the consulting fees and expense reimbursement, for the issuance to Maple Resources of shares of our common stock each month with a value of \$5,000, with the number of shares issued based on the average closing price of the stock during the prior month. No shares were issued to Maple Resources in July 2019 or during the three months ended October 31, 2019 under the agreement. Amounts included in accounts payable and accrued expenses – related party due to Maple Resources totaled \$26,859 and \$9,403 as of October 31, 2019 and April 30, 2019, respectively.

Effective October 1, 2018, we entered into a consulting agreement with a related party to issue shares of our common stock each month with a value of \$2,500, with the number of shares issued based on the average closing price of the stock during the prior month. The related party consultant provides certain administrative and accounting services. During the six months ended October 31, 2019, we issued a total of 620,534 common shares valued at \$5,009 to the related party, with the shares valued at the market price on the date of issuance, in payment of accrued consulting fees totaling \$7,500. No shares were issued to the related party during the three months ended October 31, 2019. A gain on extinguishment of debt of \$2,491 related to this compensation arrangement was recorded as a contribution to capital. As of October 31, 2019, consulting fees of \$10,000 were payable, and the related party had also advanced the Company \$22,240, for a total of \$32,420 included in accounts payable and accrued expenses – related party.

Effective August 1, 2019, the Company issued 1,000 shares of Series A preferred stock to Maple Resources for services rendered. The shares were valued by an independent valuation firm at \$23,900. See Note 11.

During the six months ended October 31, 2018, we issued to an employee 3,040,033 shares of our common stock valued at \$6,921 based on the market price on the date of issuance. The employee was terminated in January 2019.

As a condition for entering into an October 9, 2018 convertible debenture (see Note 8), the lender required affiliates of Jack W. Hanks and Bruce Lemons, our directors (the “Affiliates”), to pledge their shares of Class B Common Stock (constituting 100% of the outstanding shares of Class B Common Stock) to the lender to secure the repayment of the debenture by the Company. The pledge agreement was later amended to substitute 1,000 shares of Series A preferred stock (constituting 100% of the outstanding shares of Series B Preferred stock) for the Class B Common Stock. As consideration to the Affiliates for entering into the pledge agreement, the Company granted a ten-year option, effective as of December 11, 2018, to the Affiliates to purchase 2,000,000 shares of the Company’s common stock at \$0.08 per share.

During the August and September 2019, Maple Resources, BNL Family Trust (a trust established for the benefit of Bruce Lemons, a director of the Company, and his family) and an individual who is a consultant and shareholder of the Company loaned the Company a total of \$354,000 in the form of convertible notes payable. See Note 8. The notes were issued for cash of \$301,000, consulting fees of \$50,000 and financing fees of \$3,000. The notes were subsequently converted into common shares of the Company. See Note 13. At October 31, 2019, accrued interest payable on the related party convertible notes payable totaled \$1,169, which amount is included in account

payable and accrued expenses – related party in the accompanying condensed consolidated balance sheet.

[Table of Contents](#)**NOTE 5 – PROPERTY AND EQUIPMENT**

Property and equipment consisted of the following at:

	October 31, 2019	April 30, 2019
Office furniture and equipment	\$ 13,864	\$ 13,864
Computer equipment and software	10,962	10,962
Refinery land	67,088	67,088
Refinery land improvements	451,816	441,465
Refinery land easements	<u>37,015</u>	<u>37,015</u>
	580,745	570,394
Less accumulated depreciation and amortization	<u>(56,452)</u>	<u>(39,227)</u>
	<u>\$ 524,293</u>	<u>\$ 531,167</u>

On July 28, 2017, the Company acquired 126 acres of land located near Fort Stockton, Texas for \$67,088. This 126-acre parcel is the tract on which the Company intends to build a crude oil refinery (Note 6). Subsequently through October 31, 2019, the Company incurred a total of \$488,831 additional costs to acquire certain easements related to the land parcel and make other improvements.

Depreciation and amortization expense totaled \$8,638 and \$573 for the three months ended October 31, 2019 and 2018, respectively and \$17,225 and \$1,144 for the six months ended October 31, 2019 and 2018, respectively.

NOTE 6 – REFINERY PROJECT

On March 4, 2017, we entered into an agreement with Maple Resources, a related party, to acquire all of Maple's right, title and interest (the "Rights") in plans to build a crude oil refinery in Pecos County, Texas (the "Refinery Transaction"). Pursuant to the Refinery Transaction, we agreed to acquire the Rights in exchange for the issuance of 15,000,000 Class B common shares. The 15,000,000 Class B common stock issued for the Rights were valued at \$150,000 by an independent valuation firm, with the \$150,000 expensed to refinery start-up costs.

Through our wholly-owned subsidiary, Pecos Refining, we intend initially to build and commence operation of a 10,000 barrel-per-day distillation unit (the "Distillation Unit") that will produce a non-transportation grade diesel primarily for sale in the local market for drilling mud and frac fluids, along with naphtha for use in petrochemical and refinery processing and residual fuel oil to be sold for use in other refineries or as marine fuel. In additional phases as separate projects we are contemplating building a second and possibly a third crude distillation unit with capacity of 10,000 bpd each. A later fourth phase may include the building and operation of a crude oil refinery (the "Large Refinery") with up to 100,000 barrel-per-day capacity at a near-by location in West Texas (collectively with the Distillation Unit, the "Refinery Project"). The Refinery Project will be built on additional acres located 20 miles northeast of Fort Stockton, Texas.

[Table of Contents](#)

On July 28, 2017, we acquired the 126-acre parcel of the land, which is the site for our planned Distillation Unit (Note 5), at a purchase price of \$550 per acre, or \$67,088. We continue to negotiate with the seller of property to acquire an additional 381-acre parcel, which is the site for a second Distillation Unit. We will be required to obtain additional financing to complete this purchase.

On July 31, 2017, we filed an application with the Texas Commission on Environmental Quality (“TCEQ”) to obtain an air quality permit and obtained permit approval from the TCEQ on August 30, 2017. Accordingly, we will begin construction on the Distillation Unit on 15 acres of our 126-acre tract as soon we receive adequate financing to do so.

Completion of the Refinery Project will require substantial equity and debt financing and is subject to the receipt of required governmental permits.

NOTE 7 – ACCRUED EXPENSES

Accrued expenses consisted of the following at:

	October 31, 2019	April 30, 2019
Accrued payroll	\$ 30,090	\$ 30,090
Accrued consulting	12,000	4,500
Accrued interest	282,946	209,947
Other	<u>62,541</u>	<u>62,541</u>
	<u>\$ 387,577</u>	<u>\$ 307,078</u>

NOTE 8 – NOTES PAYABLE

Note Payable, Currently in Default

Note payable, currently in default, consists of the following at:

	October 31, 2019	April 30, 2019
Note payable to an unrelated party, maturing March 18, 2014, with interest at 10%	\$ 75,001	\$ 75,001
	<u>\$ 75,001</u>	<u>\$ 75,001</u>

Accrued interest payable on note payable, currently in default, totaled \$49,634 and \$45,884 at October 31, 2019 and April 30, 2019, respectively.

[Table of Contents](#)*Convertible Notes Payable, Currently in Default*

Convertible notes payable, currently in default, consist of the following at:

	October 31, 2019	April 30, 2019
Note payable to an unrelated party, maturing January 27, 2012, with interest at 25%, convertible into common shares of the Company at \$3.70 per share	\$ 50,000	\$ 50,000
Note payable to an unrelated party, maturing December 31, 2010, with interest at 10%, convertible into common shares of the Company at \$1.00 per share	<u>25,000</u>	<u>25,000</u>
	75,000	75,000
Less discount	<u>-</u>	<u>-</u>
Total	<u><u>\$ 75,000</u></u>	<u><u>\$ 75,000</u></u>

Accrued interest payable on convertible notes payable, currently in default, totaled \$102,866 and \$97,241 at October 31, 2019 and April 30, 2019, respectively.

Current Convertible Notes Payable

Current convertible notes payable consisted of the following at:

	October 31, 2019	April 30, 2019
Note payable to an accredited investor, maturing February 4, 2020, with interest at 10%, convertible into common shares of the Company at a defined variable exercise price	\$ 32,725	\$ 110,000
Note payable to an accredited investor, maturing February 4, 2020, with interest at 10%, convertible into common shares of the Company at a defined variable exercise price	70,000	70,000
Original issue discount convertible debenture to an accredited investor, maturing February 4, 2020, with interest at 10%, convertible into common shares of the Company at a defined variable exercise price	600,000	600,000
Note payable to an accredited investor, maturing January 11, 2020, with interest at 10%, convertible into common shares of the Company at a defined variable exercise price	59,400	120,000
Note payable to an accredited investor, maturing January 17, 2020, with interest at 12%, convertible into common shares of the Company at a defined variable exercise price	84,021	125,000
Note payable to an accredited investor, maturing January 31, 2020, with interest at 10%, convertible into common shares of the Company at a defined variable exercise price	109,923	125,000
Note payable to an accredited investor, maturing May 7, 2020, with interest at 12%, convertible into common shares of the Company at a defined variable exercise price	56,500	56,500
Note payable to an accredited investor, maturing February 20, 2020, with		

interest at 10%, convertible into common shares of the Company at a defined variable exercise price	110,000	110,000
Note payable to an accredited investor, maturing February 27, 2020, with interest at 10%, convertible into common shares of the Company at a defined variable exercise price	33,446	55,000
Note payable to an accredited investor, maturing January 24, 2020, with interest at 10%, convertible into common shares of the Company at a defined variable exercise price	55,000	55,000
Note payable to an accredited investor, maturing May 7, 2020, with interest at 10%, convertible into common shares of the Company at a defined variable exercise price	100,000	-
Note payable to an accredited investor, maturing June 19, 2020, with interest at 10%, convertible into common shares of the Company at a defined variable exercise price	250,000	-
Note payable to an accredited investor, maturing June 25, 2020, with interest at 9%, convertible into common shares of the Company at a defined variable exercise price	56,500	-
Note payable to an accredited investor, maturing September 4, 2020, with interest at 9%, convertible into common shares of the Company at a defined variable exercise price	56,500	-
Note payable to an accredited investor, maturing two years from each advance, with an original issue discount equal to 10% and a one-time interest charge of 12% added to principal, convertible into common shares of the Company at a defined variable exercise price – See discussion under Long-Term Convertible Notes Payable below:		
Advance dated September 13, 2018, maturing September 13, 2020	26,105	80,700
Advance dated October 16, 2018, maturing October 16, 2020	123,200	246,400
Note payable to an accredited investor, maturing January 4, 2020, with interest at 9%, convertible into common shares of the Company at a defined variable exercise price, converted in full into shares of common stock	-	136,000
Note payable to an accredited investor, maturing February 27, 2020, with interest at 10%, convertible into common shares of the Company at a defined variable exercise price, paid in full in June 2019	-	100,000
Note payable to an accredited investor, maturing September 21, 2019, with interest at 8%, converted in full into shares of common stock	-	47,269
Total	1,823,320	1,653,269
Less discount	(245,176)	(869,433)
Net	<u>\$1,578,144</u>	<u>\$ 783,836</u>

[Table of Contents](#)

Effective September 13, 2018, the Company issued and delivered to GS Capital Partners, LLC (“GS”) a 10% convertible note in the principal amount of \$110,000. The note was issued at a discount, resulting in the Company’s receipt of \$100,000 after payment of \$5,500 of the fees and expenses of the lender and its counsel. GS, at its option, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock (i) during the first 180 days, at a price of \$3.00 per share of common stock and (ii) thereafter at a 40% discount from the lowest trading price during the 20 days prior to conversion. The maturity date of the note has been extended to February 4, 2020. The Company may redeem the note at redemption prices ranging from 115% to 135% during the first 180 days after issuance. The note had a principal balance of \$110,000 as of April 30, 2019. During the six months ended October 31, 2019, GS converted principal of \$77,275 into common shares of the Company, resulting in a principal balance of \$32,725 as of October 31, 2019.

Effective September 18, 2018, the Company issued and delivered to GS a 10% convertible note in the principal amount of \$70,000. The note was issued at a discount and the Company received no net proceeds. GS paid \$56,589 on behalf of the Company to a prior lender in settlement of a dispute and \$9,101 was paid for fees and expenses of GS and its counsel. GS, at its option, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at a 40% discount from the lowest trading price during the 20 days prior to conversion (with a floor of \$3.00 per share during the first six months after issuance.) The maturity date of the note has been extended to February 4, 2020. The Company may redeem the note at redemption prices ranging from 130% to 145% during the first 180 days after issuance. The note had a principal balance of \$70,000 as of October 31, 2019 and April 30, 2019.

Effective October 9, 2018, the Company issued and delivered to GS a 10% convertible debenture in the principal amount of \$600,000. The debenture was issued with an original issue discount of \$50,000, resulting in the Company’s receipt of \$550,000 of net proceeds. The debenture was issued pursuant to a securities purchase agreement, which allows for the issuance of additional debentures to one or more holders on substantially identical terms. GS, at its option on and after the six-month anniversary of the date of issuance, may convert the unpaid principal balance of, and accrued interest on, the debentures into shares of common stock thereafter at a 40% discount from the average of the three lowest trading price during the 25 days prior to conversion. The maturity date of the debenture has been extended to February 4, 2020. The Company may redeem the debenture at redemption prices ranging from 112% to 137% during the first 180 days after issuance. The debenture had a principal balance of \$600,000 as of October 31, 2019 and April 30, 2019. Affiliates of Jack W. Hanks and Bruce Lemons, our directors, have pledged their shares of Class B Common Stock (constituting 100% of the outstanding shares of Class B Common Stock) to GS to secure the repayment of the debenture by the Company.

Effective January 11, 2019, the Company issued and delivered to One44 Capital LLC (“One44”) a 10% convertible note in the principal amount of \$120,000. The Company received net proceeds of \$114,000 after payment of \$6,000 of the fees and expenses of the lender and its counsel. One44, at any time at its option, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at a 40% discount from the lowest trading price during the 20 days prior to and including the day the notice of conversion is received by the Company, with a floor of \$0.03 per share. The note matures on January 11, 2020. The Company may redeem the note at redemption prices ranging from 130% to 140% during the first 180 days after issuance. The Company may not redeem the note after 180 days from the issuance date. The note had a principal balance of \$120,000 as of April 30, 2019. During the six months ended October 31, 2019, One44 converted principal of \$60,600 into common shares of the Company, resulting in a principal balance of \$59,400 as of October 31, 2019.

[Table of Contents](#)

Effective January 17, 2019, the Company issued and delivered to JSJ Investments, Inc. (“JSJ”) a 12% convertible note in the principal amount of \$125,000. The Company received net proceeds of \$122,000 after payment of \$3,000 of the fees and expenses of the lender and its counsel. JSJ, at any time at its option, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at \$0.03 per share or, upon the occurrence of certain defined defaults, at a 42% discount to the lowest trading price during the 20 days prior to the date the notice of conversion is received by the Company. The note matures on January 17, 2020. The Company may redeem the note at redemption prices ranging from 135% to 150% during the first 180 days after issuance. The note had a principal balance of \$125,000 as of April 30, 2019. During the six months ended October 31, 2019, JSJ converted principal of \$40,979 into common shares of the Company, resulting in a principal balance of \$84,021 as of October 31, 2019.

Effective January 31, 2019, the Company issued and delivered to Auctus Fund, LLC (“Auctus”) a 10% convertible note in the principal amount of \$125,000. The Company received net proceeds \$112,250 after payment of \$12,750 of the fees and expenses of the lender and its counsel. Auctus, on or following the 180th calendar day after the issuance date of the note, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock a 40% discount to the lowest trading price during the 20 days prior to the date the notice of conversion is received by the Company. The note matures on January 31, 2020. The Company may redeem the note at redemption prices ranging from 120% to 135% during the first 180 days after issuance. The Company may not redeem the note after 180 days from the issuance date. The note had a principal balance of \$125,000 as of April 30, 2019. During the six months ended October 31, 2019, Auctus converted principal of \$15,077 into common shares of the Company, resulting in a principal balance of \$109,923 as of October 31, 2019.

Effective February 7, 2019, the Company issued and delivered to Geneva a 12% convertible note in the principal amount of \$56,500. The note was issued at a discount, resulting in the Company’s receipt of \$50,000 after payment of \$3,000 of the fees and expenses of the lender and its counsel and an original issue discount of \$3,500. Geneva, at its option, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock beginning 180 days following the date of the note at a 29% discount from the lowest trading price during the 20 days prior to conversion. The note matures on May 7, 2020. The Company may redeem the note at redemption prices ranging from 105% to 130% during the first 180 days after issuance. The note had a principal balance of \$56,500 as of October 31, 2019 and April 30, 2019.

Effective February 20, 2019, the Company issued and delivered to GS a 10% convertible note in the principal amount of \$110,000. The note was issued at a discount and the Company received net proceeds of \$100,000 after payment of \$5,500 of the fees and expenses of the lender and its counsel. During the first 180 days, GS, at its option, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at a price of \$0.08 per share and thereafter at 40% discount from the lowest trading price during the 20 days prior to conversion. The note matures on February 20, 2020. The Company may redeem the note at redemption prices ranging from 115% to 135% during the first 180 days after issuance. The note had a principal balance of \$110,000 as of October 31, 2019 and April 30, 2019.

Effective February 27, 2019, the Company issued and delivered to Coventry Enterprises, LLC (“Coventry”) a 10% convertible note in the principal amount of \$55,000. The Company received net proceeds of \$52,500 after payment of \$2,500 of the fees and expenses of the lender and its counsel. Coventry, at any time at its option, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at a 40% discount from the lowest trading price during the 20 days prior to and including the day the notice of conversion is received by the Company. The note matures on February 27, 2020. During the first 150 days the Note is in effect, the Company may redeem the note at a redemption price of 135%. The note had a principal balance of \$55,000 as of April 30, 2019. During the six months ended October 31, 2019, Coventry converted principal of \$21,554 into common shares of the Company, resulting in a principal balance of \$33,446 as of October 31, 2019.

[Table of Contents](#)

Effective March 25, 2019, the Company issued and delivered to Geneva a 9% convertible note in the principal amount of \$56,500. The note was issued at a discount, resulting in the Company's receipt of \$50,000 after payment of \$3,000 of the fees and expenses of the lender and its counsel and an original issue discount of \$3,500. Geneva, at its option, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock beginning 180 days following the date of the note at a 29% discount from the lowest trading price during the 20 days prior to conversion. The note matures on June 25, 2020. The Company may redeem the note at redemption prices ranging from 105% to 130% during the first 180 days after issuance. The note had a principal balance of \$56,500 as of October 31, 2019 and April 30, 2019.

Effective April 24, 2019, the Company issued and delivered to EMA Financial, LLC ("EMA") a 10% convertible note in the principal amount of \$55,000. The note was issued at a discount and the Company received net proceeds of \$50,000 after payment of \$3,750 of the fees and expenses of the lender and its counsel. EMA, at any time at its option, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at a 40% discount from the lowest trading price during the 20 days prior to the day the notice of conversion is received by the Company. The note matures on January 24, 2020. During the first 180 days the Note is in effect, the Company may redeem the note at redemption prices ranging from 120% to 140%. The Company may not redeem the note after 180 days from the issuance date. The note had a principal balance of \$55,000 as of October 31, 2019 and April 30, 2019.

Effective May 7, 2019, the Company issued and delivered to Odyssey Capital Funding LLC ("Odyssey") a 10% convertible note in the principal amount of \$100,000. The Company received \$95,000 after payment of \$5,000 of fees and expenses of the lender and its counsel. Odyssey, at its option, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at a 40% discount from the lowest trading price during the 20 days prior to and including the conversion date (with a floor of \$0.03 per share for the six months following the date of the note). The note matures on May 7, 2020. The Company may redeem the note at redemption prices ranging from 130% to 140% during the first 120 days after issuance. The Company may not redeem the note after the first 120 days after issuance. The note had a principal balance of \$100,000 as of October 31, 2019.

Effective June 4, 2019, the Company issued and delivered to Geneva a 9% convertible note in the principal amount of \$56,500. The note was issued at a discount and the Company received \$50,000 after an original issue discount of \$3,500 and payment of \$3,000 of fees and expenses of the lender and its counsel. Geneva, at its option, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at a 29% discount from the lowest trading price during the 20 days prior to conversion. The note matures on September 4, 2020. The Company may redeem the note at redemption prices ranging from 105% to 130% during the first 180 days after issuance. The Company may not redeem the note after the first 180 days after issuance. The note had a principal balance of \$56,500 as of October 31, 2019.

Effective June 19, 2019, the Company issued and delivered to Odyssey a 10% convertible note in the principal amount of \$250,000. Of the note proceeds, \$144,296 was paid to One44 to redeem its February 27, 2019 convertible note and the Company received \$80,704 after payment of \$25,000 of legal and brokerage fees. Odyssey, at its option, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at a 40% discount from the lowest trading price during the 20 days prior to and including the date of conversion (with a floor of \$0.03 per share for the six months following the date of the note). The note matures on June 19, 2020. The Company may redeem the note at redemption prices ranging from 130% to 140% during the first 120 days after issuance. The Company may not redeem the note after the first 120 days after issuance. The note had a principal balance of \$250,000 as of October 31, 2019.

[Table of Contents](#)

Effective March 21, 2018, the Company issued and delivered to Auctus an 8% convertible note in the principal amount of \$220,000. The Company received \$202,000 of note proceeds after payment of \$18,000 of the fees and expenses of the lender and its counsel. The Company can redeem the note at any time prior to 90 days from the issuance date at a redemption price of 130% plus accrued interest. The redemption price thereafter increases to 145%, plus accrued interest, until the 180th day after issuance. Auctus, at its option, may convert the unpaid principal balance and accrued interest into shares of the Company's common stock at a price of no lower than \$3.00 per share of common stock until the 180th day after issuance and thereafter at a 45% discount from the average of the two lowest trading prices during the 25 days prior to conversion. The note also contains penalty provisions in the event of default in repayment of the note (if not converted by Auctus into shares of common stock) on the maturity date of March 21, 2019. During the year ended April 30, 2019, the maturity date of the note was extended to September 21, 2019 and an extension fee of \$15,000 was added to the note principal. During the year ended April 30, 2019, Auctus converted principal of \$187,731 into common shares of the Company, resulting in a principal balance of \$47,269 as of April 30, 2019. During the six months ended October 31, 2019, the balance of the note was converted in full into shares of the Company's common stock.

Effective January 4, 2019, the Company issued and delivered to Geneva a 9% convertible note in the principal amount of \$136,000. The note was issued at a discount, resulting in the Company's receipt of \$125,000 after payment of \$3,000 of the fees and expenses of the lender and its counsel. Geneva, at its option, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock beginning 180 days following the date of the note at a 29% discount from the average of the three lowest trading prices during the 20 days prior to conversion. The note matures on January 4, 2020. The Company may redeem the note at redemption prices ranging from 105% to 130% during the first 180 days after issuance. The note had a principal balance of \$136,000 as of April 30, 2019 and was converted in full into common shares of the Company during the six months ended October 31, 2019.

Effective February 27, 2019, the Company issued and delivered to One44 a 10% convertible note in the principal amount of \$100,000. The Company received net proceeds of \$95,000 after payment of \$5,000 of the fees and expenses of the lender and its counsel. One44, at any time at its option, may convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at a 40% discount from the lowest trading price during the 20 days prior to and including the day the notice of conversion is received by the Company, with a floor of \$0.03 per share. The note matures on February 27, 2020. The Company may redeem the note at redemption prices ranging from 130% to 140% during the first 180 days after issuance. The Company may not redeem the note after 180 days from the issuance date. The note had a principal balance of \$100,000 as of April 30, 2019. The note was repaid in full in June 2019.

Long-Term Convertible Notes Payable

Long-term convertible notes payable consisted of the following at:

	October 31, 2019	April 30, 2019
Note payable to an accredited investor, maturing two years from each advance, with an original issue discount equal to 10% and a one-time interest charge of 12% added to principal, convertible into common shares of the Company at a defined variable exercise price:		
Advance dated September 13, 2018, maturing September 13, 2020, reclassified to current convertible notes payable	\$ -	\$ 80,700
Advance dated October 16, 2018, maturing October 16, 2020, reclassified to current convertible notes payable	-	246,400

Note payable to an accredited investor, maturing October 16, 2020, convertible into common shares of the Company at a defined variable exercise price, converted in full into shares of common stock	-	-
Note payable to an accredited investor, maturing September 4, 2020, with interest at 9%, convertible into common shares of the Company at a defined variable exercise price, reclassified to current convertible notes payable	-	-
Note payable to an accredited investor, maturing May 7, 2020, with interest at 12%, convertible into common shares of the Company at a defined variable exercise price, reclassified to current convertible notes payable	-	56,500
Note payable to an accredited investor, maturing June 25, 2020, with interest at 9%, convertible into common shares of the Company at a defined variable exercise price, reclassified to current convertible notes payable	-	56,500
Total	-	440,100
Less discount	-	<u>(263,960)</u>
Total	<u>\$</u>	<u>\$ 176,140</u>

[Table of Contents](#)

Effective September 13, 2018, the Company issued and delivered to Vista Capital Investments, LLC (“Vista”) a convertible note in the original maximum principal amount of \$550,000 (consisting of an initial advance of \$100,000 on such date and possible future advances). An original issue discount equal to 10% of each advance will be added to principal. The maturity date of advances under the convertible note is two years from the date of each advance. Terms of the convertible note include certain penalties for additional principal and changes in conversion prices when the trading price of the Company’s common stock decreases to defined levels.

An original issue discount of \$10,000 and a one-time 12% interest charge of \$13,200 was added to the \$100,000 advance at inception, resulting in total initial principal of \$123,200. Through April 30, 2019, the note was partially converted into shares of the Company’s common stock resulting in a principal balance of \$80,700 as of April 30, 2019. During the six months ended October 31, 2019, Vista converted principal of \$54,595 into common shares of the Company, resulting in a principal balance of \$26,105 as of October 31, 2019, which has been reclassified as current in the Current Convertible Notes Payable section above.

On October 16, 2018, the Company received proceeds of \$200,000 from a second advance under the Vista long-term convertible note. An original issue discount of \$20,000 and a one-time 12% interest charge of \$26,400 was added to the note principal, resulting in total principal of \$246,400, which balance was outstanding as of April 30, 2019. Effective May 14, 2019, Vista assigned \$123,400 of this note, resulting in a principal balance of \$123,400 as of October 31, 2019, which has been reclassified as current in the Current Convertible Notes Payable section above.

Effective May 14, 2019, EMA purchased \$123,400 of the principal balance due Vista from the October 16, 2018 advance under the long-term convertible note payable to Vista discussed above. The terms of the EMA convertible note payable are the same as those under the original Vista note and the note matures October 16, 2020. During the six months ended October 31, 2019, Vista converted the note in full into common shares of the Company.

Accrued interest payable on convertible notes payable totaled \$130,446 and \$66,822 at October 31, 2019 and April 30, 2019, respectively.

On September 12, 2019, the Company and GS entered into an Amendment to Promissory Notes pursuant to which the maturity dates of the September 13, 2018, September 18, 2018 and October 5, 2018 GS convertible notes payable were extended to February 4, 2014. In consideration of the extension of maturity dates, GS is due a fee of \$90,000 payable at the time of repayment of the notes.

The Company has identified the conversion feature of its convertible notes payable as a derivative and estimated the fair value of the derivative using a multinomial lattice model simulation and assuming the existence of a tainted equity environment (see Note 10).

NOTE 9 – NOTES PAYABLE – RELATED PARTY

Convertible notes payable – related party consisted of the following at October 31, 2019:

<u>Related Party</u>	<u>Maturity Date</u>	<u>Consideration</u>	<u>Amount</u>
Maple Resources Corporation	August 5, 2020	Cash	\$ 26,000
Maple Resources Corporation	August 5, 2020	Financing Fees	3,000
Maple Resources Corporation	September 5, 2020	Consulting Fees	10,000
Maple Resources Corporation	October 2, 2020	Consulting Fees	10,000
Maple Resources Corporation	October 24, 2020	Cash	250,000
BNL Family Trust	August 5, 2020	Cash	15,000
BNL Family Trust	October 31, 2020	Cash	5,000

Shareholder and consultant	August 5, 2020	Cash	5,000
Shareholder and consultant	August 5, 2020	Accrued Consulting Fees	10,000
Shareholder and consultant	August 28, 2020	Accrued Consulting Fees	10,000
Shareholder and consultant	September 30, 2020	Accrued Consulting Fees	5,000
Shareholder and consultant	October 30, 2020	Accrued Consulting Fees	<u>5,000</u>
Total			354,000
Less discount			<u>(4,054)</u>
Net			<u><u>\$ 349,946</u></u>

[Table of Contents](#)

The convertible notes payable – related party accrue interest at an annual rate of 5%. Accrued interest payable totaled \$1,169 at October 31, 2019.

Subject to available common shares available to issue, the convertible notes payable – related party are convertible into common shares of the Company at a conversion price equal to 110% of the lowest price at which shares of our common stock have been issued by the Company during the twenty prior trading days, including the day upon which a notice of conversion is received by the Company.

The Company has identified the conversion feature of its convertible notes payable – related party as a derivative and estimated the fair value of the derivative using a multinomial lattice model simulation and assuming the existence of a tainted equity environment (see Note 10).

Subsequent to October 31, 2019, all convertible notes payable – related parties were converted into common shares of the Company. See Note 13.

NOTE 10 – DERIVATIVE LIABILITIES

In a series of subscription agreements, the Company issued warrants in prior years that contain certain anti-dilution provisions that have been identified as derivatives. In addition, the Company identified the conversion feature of certain convertible notes payable and recently issued stock options as derivatives. As of October 31, 2019, the number of warrants or common shares to be issued under these agreements is indeterminate; therefore, the Company concluded that the equity environment is tainted and all additional warrants, stock options and convertible debt are included in the value of the derivative.

The Company estimates the fair value of the derivative liabilities at the issuance date and at each subsequent reporting date, using a multinomial lattice model simulation. The model is based on a probability weighted discounted cash flow model using projections of the various potential outcomes.

During the six months ended October 31, 2019, we had the following activity in our derivative liabilities:

	Options and Warrants	Convertible Notes	Total
	<u> </u>	<u> </u>	<u> </u>
Balance, April 30, 2019	\$ 18,063	\$ 1,807,533	\$1,825,596
New issuances of options, warrants and debt	-	50,960	50,960
Debt conversions and repayments	-	(599,328)	(599,328)
Change in fair value of derivative liabilities	<u>(12,932)</u>	<u>173,976</u>	<u>161,044</u>
Balance, October 31, 2019	<u>\$ 5,131</u>	<u>\$ 1,433,141</u>	<u>\$1,438,272</u>

Key inputs and assumptions used in valuing the Company's derivative liabilities as of October 31, 2019 are as follows:

- Stock prices on all measurement dates were based on the fair market value
- Risk-free interest rate of 1.61% - 1.79%
- The probability of future financing was estimated at 100%
- Computed volatility ranging from 277% to 437%

These inputs are subject to significant changes from period to period and to management's judgment; therefore, the estimated fair value of the derivative liabilities will fluctuate from period to period, and the fluctuation may be material.

[Table of Contents](#)**NOTE 11 – STOCKHOLDERS’ DEFICIT***Authorized Shares*

As of October 31, 2019, the Company had authorized 25,010,000,000 shares consisting of 25,000,000,000 shares of common stock and 10,000,000 shares of preferred stock.

On November 4, 2019, we received confirmation from the Secretary of State of Nevada that an amendment to our Amended and Restated Articles of Incorporation to increase the number of authorized shares of common stock from 12,000,000,000 to 25,000,000,000 shares was accepted for filing, effective October 30, 2019.

On December 4, 2019, the Company issued 15,000,000 shares of its Class A common stock to Maple Resources in conversion of all outstanding Class B common stock. In accordance with the Company’s amended Articles of Incorporation, effective with this conversion, all authorized common shares are designated common shares. This combination of Class A and Class B common stock into one class of common stock has been given retroactive treatment in the accompanying condensed consolidated financial statements for all periods presented.

Effective July 30, 2019, the Company filed a Certificate of Designation designating Series A preferred stock consisting of 1,000 shares and having the rights and preferences set forth in the Certificate of Designation of the Series A preferred stock, as detailed below.

Shareholders owning in excess of 50.1% of the outstanding shares of voting common stock of the Company executed a written consent approving an amendment to Article IV of the Amended and Restated Articles of Incorporation of the Company for these proposals.

On September 14, 2018, the Company amended its articles of incorporation to provide for a 1 for 100 reverse stock split of our common shares. Shareholders owning in excess of 50.1% of the outstanding shares of voting common stock of the Company executed a written consent approving an amendment to Article IV of the Amended and Restated Articles of Incorporation of the Company. The amendment was also approved by the Company’s Board of Directors and declared effective by FINRA on November 15, 2018. The Company has given retroactive effect to the reverse stock split for all periods presented.

Common Stock Issuances

During the six months ended October 31, 2019, the Company issued a total of 3,082,126,796 shares of its common stock: 30,000 shares for services valued at \$84; 1,116,961 shares valued at \$11,508 in payment of accrued expenses of \$13,500 resulting in a gain on extinguishment of debt of \$1,992 and 3,080,979,835 shares valued at \$616,217 in conversion of convertible notes principal of \$586,549, accrued interest payable of \$24,918 and payment of fees of \$4,750. Settlement of derivative liabilities in debt conversions and repayments totaled \$599,328.

During the six months ended October, 2018, the Company issued a total of 8,333,325 shares of its common stock: 219,403 shares for services valued at \$61,558; 16,031 shares valued at \$6,252 in payment of accrued expenses of \$5,000 resulting in a loss on extinguishment of liabilities of \$1,252; 7,108,418 shares valued at \$735,708 in conversion of convertible notes principal of \$692,079, accrued interest payable of \$33,267, payment of fees of \$500 and loss on conversion of debt of \$9,862; and 989,473 shares pursuant to Equity Purchase Agreement (Note 10) for stock subscription receivable of \$116,252. Settlement of derivative liabilities in debt conversions and repayments totaled \$609,653.

[Table of Contents](#)

Series A Preferred Stock

The Series A preferred stock has no redemption, conversion or dividend rights; however, the holders of the Series A preferred stock, voting separately as a class, has the right to vote on all shareholder matters equal to 51% of the total vote.

Effective August 1, 2019, the Company issued 1,000 shares of Series A preferred stock to Maple Resources for services rendered. The shares were valued at \$23,900 by an independent valuation firm.

Warrants

The Company has issued warrants in prior years to investors in a series of subscription agreements in equity financings or for other stock-based compensation. Certain of the warrants contain anti-dilution provisions that the Company has identified as derivatives. We estimate the fair value of the derivatives using multinomial lattice models that value the warrants based on a probability weighted cash flow model using projections of the various potential outcomes and considering the existence of a tainted equity environment (see Note 9).

A summary of warrant activity during the six months ended October 31, 2019 is presented below:

	<u>Shares</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Life (Years)</u>
Outstanding, April 30, 2019	1,789,293	\$ 1.00	2.91
Granted	100,518,646	\$ 1.00	
Canceled / Expired	-		
Exercised	-		
	<u>102,307,939</u>	\$ 1.00	2.41

The warrant shares granted during the six months ended October 31, 2019 are comprised of warrant shares issued to warrant holders pursuant to anti-dilution provisions.

Stock Options

As a condition for entering into the October 9, 2018 GS convertible debenture (see Note 8), GS required affiliates of Jack W. Hanks and Bruce Lemons, our directors (the "Affiliates"), to pledge their shares of Class B Common Stock (constituting 100% of the outstanding shares of Class B Common Stock) to GS to secure the repayment of the debenture by the Company. As consideration to the Affiliates for entering into the GS pledge agreement, the Company granted a ten-year option, effective as of December 11, 2018, to the Affiliates to purchase 2,000,000 common shares of the Company at \$0.08 per share.

[Table of Contents](#)

A summary of the stock option activity during the six months ended October 31, 2019 is presented below:

	<u>Shares</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Life (Years)</u>
Outstanding, April 30, 2019	2,000,000	\$ 0.08	9.62
Granted	-		
Canceled / Expired	-		
Exercised	-		
	<u>2,000,000</u>	\$ 0.08	9.12

Common Stock Reserved

Combined with the 3,150,299,223 common shares outstanding at October 31, 2019, all authorized common shares have been issued or reserved for issuance of outstanding warrants, stock options, and convertible notes payable and no common shares are available for share issuances other than those shares included in the reserves.

NOTE 12 – COMMITMENTS AND CONTINGENCIES

Legal

There were no legal proceedings against the Company.

NOTE 13 – SUBSEQUENT EVENTS

In accordance with ASC 855-10, all subsequent events have been reported through the filing date as set forth below.

Amendment to Articles of Incorporation

On November 4, 2019, we received confirmation from the Secretary of State of Nevada that an amendment to our Amended and Restated Articles of Incorporation to increase the number of authorized shares of common stock from 12 billion to 25 billion shares was accepted for filing, effective October 30, 2019.

Share Issuances

Subsequent to October 31, 2019, the Company issued a total of 2,119,065,245 shares of its common stock in consideration for the conversion of note payable principal totaling \$105,364, accrued interest payable of \$3,764 and fees of \$3,000.

On November 5, 2019, the Company issued a total of 6,436,363,636 shares of its common stock in consideration for the conversion of related party convertible note principal totaling \$354,000, extinguishing this related party debt in full.

On November 5, 2019, the Company issued a total of 168,796,975 shares of its common stock in payment of accrued consulting fees totaling \$42,000.

On December 4, 2019, the Company issued 15,000,000 shares of its Class A common stock to Maple Resources in conversion of all outstanding Class B common stock. In accordance with the Company's amended Articles of Incorporation, effective with this conversion all authorized common shares are designated Class A common shares. This combination of Class A and Class B common stock into one class of common stock has been given retroactive treatment in the accompanying condensed consolidated financial statements for all periods presented.

[Table of Contents](#)**ITEM 2 Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis constitute forward-looking statements for purposes of the Securities Act and the Exchange Act and as such involves known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. The words "expect", "estimate", "anticipate", "predict", "believes", "plan", "seek", "objective" and similar expressions are intended to identify forward-looking statements or elsewhere in this report. Important factors that could cause our actual results, performance or achievement to differ materially from our expectations are discussed in detail in Item 1 above. All written or oral forward-looking statements attributable to us are expressly qualified in their entirety by such factors. We undertake no obligation to publicly release the result of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Notwithstanding the foregoing, we are not entitled to rely on the safe harbor for forward looking statements under 27A of the Securities Act or 21E of the Exchange Act as long as our stock is classified as a penny stock within the meaning of Rule 3a51-1 of the Exchange Act. A penny stock is generally defined to be any equity security that has a market price (as defined in Rule 3a51-1) of less than \$5.00 per share, subject to certain exceptions.

The following discussion should be read in conjunction with the Condensed Consolidated Financial Statements, including the notes thereto.

OverviewBusiness Plan

MMEX Resources Corporation was formed as a Nevada corporation in 2005. The current management team lead an acquisition of the Company (then named Management Energy, Inc.) through a reverse merger completed on September 23, 2010 and changed the Company's name to MMEX Mining Corporation on February 11, 2011. As of April 12, 2016, the Company changed its name from MMEX Mining Corporation to MMEX Resources Corporation to reflect the change in its business plan to an energy focus in the Americas.

We are a development stage company engaged in the exploration, extraction, refining and distribution of oil, gas, petroleum products and electric power. We plan to focus on the acquisition, development and financing of oil, gas, refining and electric power projects in the Americas using the expertise of our principals to identify, finance and acquire these projects.

The most significant focus of our current business plan is to build crude oil distillation and refining facilities in the Permian Basin in West Texas. We intend to implement our current business plan now in several phases, First, through our subsidiary, Pecos Refining, we intend to build and commence operation of one 10,000 bpd crude oil Distillation Unit, now permitted by the TCEQ, that will produce a non-transportation grade diesel primarily for sale in the local market for drilling mud and frac fluids, along with naphtha and residual fuel oil to be sold to other refiners. In additional phases as separate projects we are contemplating building a second and possibly a third CDU with capacity of 10,000 bpd each. A later fourth phase may include the building and operation of the Large Refinery with up to 100,000 bpd capacity in West Texas. We contemplate that these projects will be built on land owned or land being negotiated for purchase by the Company.

Table of Contents

Initially, Pecos Refining, the owner of the 1st Distillation Unit, and the other entities we may form to own and operate the 2nd and 3rd Distillation Units, the Hydrotreater and the Large Refinery will be wholly owned subsidiaries of the Company. However, the construction of the Distillation Units, Hydrotreater and the Large Refinery will require substantial equity and debt financing, far beyond the expected resources of the Company, and we anticipate that these Subsidiaries will obtain equity and debt financing to finance the cost of construction. We anticipate these Subsidiaries will be able to finance approximately 65 to 70% of the total costs of the Distillation Units and the Large Refinery through debt financing, and the remaining 35 to 30% of the total costs would be financed through equity investments. To the extent these Subsidiaries raise money through the issuance of equity securities, our ownership will be diluted. We intend to retain managerial control of the Subsidiaries; however, our economic ownership of such entities may be a minority interest. As such, we will be entitled to only a portion of any future distributions made by these Subsidiaries.

We plan on marketing and distributing refined products in the Western areas of the United States and Mexico, and we may export product to Latin America. The Projects will be located on the Texas Pacifico Railroad rail route 20 miles Northeast of Fort Stockton, Texas, approximately 1.5 miles from the Sulphur Junction on the Texas Pacifico Railroad. Once needed repairs are finished to the tracks and railway, the Texas Pacifico Railroad will connect to the Ferromex RR in Ojinago, Mexico, giving us access to the western Mexico markets.

The Company has hired VFuels Oil & Gas Engineering and Saulsbury Industries (the “EPCs”) with respect to the construction of the 1st CDU. The total indicated cost estimate including contingencies and owner costs plus or minus 10% is \$105 Million for the 1st CDU. Once we close on the financing and issue the notice to proceed, the completion and start-up date guaranteed by the EPCs is 15 months. We expect the 2nd CDU to be less in cost than the 1st CDU and the Hydrotreater capex to be in the range of \$25,000,000. The total indicated cost of the 1st CDU, the 2nd CDU and the Hydrotreater is in the range of \$200 million.

According to a report the Company received from KP Engineering, the cost of a 50,000-bpd refinery is estimated to be approximately \$500 million and the cost of a 100,000-bpd refinery is estimated to be approximately \$850 million. These estimates are only preliminary estimates and are subject to substantial change when additional engineering is completed.

Constructing the Projects will require a significant number of governmental permits and approvals. The principal permit for the construction of any of the Projects is the Air Permit issued by TCEQ and significant construction will not begin until we have received the Air Permit. The Company has received the Air Permit for the 1st Distillation Unit. Once the permit is filed for the, it may take approximately 18 months to obtain the Air Permit for the Large Refinery.

Through October 31, 2019, we have had no revenues and have reported continuing losses from operations.

Results of Operations

Revenues

We have not yet begun to generate revenues.

Selling, General and Administrative Expenses

Our selling, general and administrative expenses decreased \$49,971 to \$299,312 for the three months ended October 31, 2019 from \$349,283 for the three months ended October 31, 2018 and decreased \$204,112 to \$545,419 for the six months ended October 31, 2019 from \$749,531 for the six months ended October 31, 2018. The decrease resulted from lower salaries, travel and other expenses associated with securing debt financing and administrative activities of our refinery project due to limitations on funding during the current fiscal year. The decreases in the

current fiscal year periods were partially offset by non-cash related party compensation of \$23,900 recorded with the issuance of Series B preferred stock to Maple Resources Corporation.

[Table of Contents](#)

Refinery Start-Up Costs

We expense the direct costs incurred prior to opening our proposed crude oil refinery in Pecos County, Texas, including acquisition of refinery rights, planning, design and permitting. Such costs totaled \$87,539 for the three months ended October 31, 2019 compared to \$154,813 for the three months ended October 31, 2018 and totaled \$138,939 for the six months ended October 31, 2019 compared to \$316,645 for the six months ended October 31, 2018. The decreases were due to financing constraints in the current fiscal year. The levels of spending on the development of our refinery will vary from period to period based on availability of financing.

Depreciation and Amortization Expense

Our depreciation and amortization expenses increased to \$8,638 for the three months ended October 31, 2019 from \$573 for the three months ended October 31, 2018 and increased to \$17,225 for the six months ended October 31, 2019 from \$1,144 for the six months ended October 31, 2018. The increase in the current year is due to depreciation of refinery land improvements and amortization of refinery land easements.

Other Income (Expense)

Our interest expense decreased \$113,881 to \$534,232 for the three months ended October 31, 2019 from \$648,113 for the three months ended October 31, 2018. This decrease in interest expense is due no new non-related party convertible debt in the current year second quarter, resulting in less amortization of debt discount to interest expense, partially offset by an increase in loan penalties. Our interest expense increased \$167,094 to \$1,222,204 for the six months ended October 31, 2019 from \$1,055,110 for the six months ended October 31, 2018. On a year-to-date basis, interest expense increased due to an overall increased level of convertible debt during the current fiscal year and increased amortization of debt discount, and loan penalties.

For the three months ended October 31, 2019, we reported a loss on derivative liabilities of \$416,171 and a gain on derivative liabilities of \$7,787 for the three months ended October 31, 2018. For the six months ended October 31, 2018, we reported a loss on derivative liabilities of \$161,044 and a gain on derivative liabilities of \$4,911 for the six months ended October 31, 2018. In a series of subscription agreements, we have issued warrants that contain certain anti-dilution provisions that we have identified as derivatives. We also identified the variable conversion feature of certain convertible notes payable as derivatives. We estimate the fair value of the derivatives using multinomial lattice models that value the warrants based on a probability weighted cash flow model using projections of the various potential outcomes. These estimates are based on multiple inputs, including the market price of our stock, interest rates, our stock price volatility and management's estimates of various potential equity financing transactions. These inputs are subject to significant changes from period to period and to management's judgment; therefore, the estimated fair value of the derivative liabilities will fluctuate from period to period, and the fluctuation may be material.

We reported gains on extinguishment of liabilities of \$10,168 for the three months ended October 31, 2018, \$1,992 for the six months ended October 31, 2019 and \$8,916 for the six months ended October 31, 2018. These gains related to the issuance of our common shares in payment of accrued expenses. No shares of common stock were issued in payment of accrued expenses in the three months ended October 31, 2019. Where shares of our common stock are issued in extinguishment of liabilities, we record the value of the shares issued at the current market price, which at times may differ from the book value of the debt, resulting in a gain or loss on extinguishment of liabilities.

[Table of Contents](#)

We reported a loss on conversion of debt of \$9,862 for the three months ended October 31, 2018. We reported no gain or loss on conversion of debt for the other periods reported. Gain or loss on conversion of debt results from conversions of debt to common stock where the conversions are outside the contractual terms of the underlying debt agreement.

Net Loss

As a result, we reported net losses of \$1,345,892 and \$1,144,689 for the three months ended October 31, 2019 and 2018, respectively, and \$2,082,839 and \$2,118,465 for the six months ended October 31, 2019 and 2018, respectively.

Non-Controlling Interest in Income of Consolidated Subsidiaries

Currently, we have no activity in our consolidated subsidiaries. Non-controlling interest in income of consolidated subsidiaries was \$0 for the three months and six months ended October 31, 2019 and 2018.

Net Loss Attributable to the Company

Because we had no non-controlling interest in income of consolidated subsidiaries, net loss attributed to the Company was the same as net loss - \$1,345,892 and \$1,144,689 for the three months ended October 31, 2019 and 2018, respectively, and \$2,082,839 and \$2,118,465 for the six months ended October 31, 2019 and 2018, respectively.

Liquidity and Capital Resources

Working Capital

As of October 31, 2019, we had current assets of \$97,467, including cash of \$72,881, and current liabilities of \$4,818,137, resulting in a working capital deficit of \$4,720,670. Included in our current liabilities as of October 31, 2019 are derivative liabilities of \$1,438,272, which we do not anticipate will require the payment of cash.

[Table of Contents](#)Sources and Uses of Cash

Our sources and uses of cash for the six months ended October 31, 2019 and 2018 were as follows:

	<u>2019</u>	<u>2018</u>
Cash, beginning of period	\$ 55,188	\$ 304,173
Net cash used in operating activities	(538,256)	(874,041)
Net cash used in investing activities	(10,351)	(231,538)
Net cash provided by financing activities	<u>566,300</u>	<u>1,107,442</u>
Cash, end of period	<u>\$ 72,881</u>	<u>\$ 306,036</u>

We used net cash of \$538,256 in operating activities for the six months ended October 31, 2019 as a result of net loss of \$2,082,839 and non-cash gain of \$1,992, partially offset by non-cash expenses totaling \$1,211,576, decrease in prepaid expenses and other current assets of \$14,363, and increases in accounts payable of \$95,923, accrued expenses of \$123,667 and accounts payable and accrued expenses – related party of \$101,046.

By comparison, we used net cash of \$874,041 in operating activities for the six months ended October 31, 2018 as a result of net loss of \$2,118,465 and non-cash gains totaling \$13,827, partially offset by non-cash expenses totaling \$921,627, decrease in prepaid expenses and other current assets of \$5,000, and increases in accounts payable of \$271,488 and accrued expenses of \$60,136.

Net cash used in investing activities for the six months ended October 31, 2019 was \$10,351, comprised of the purchase of property and equipment. Net cash used in investing activities for the six months ended October 31, 2018 was \$231,538, comprised of the purchase of property and equipment.

Net cash provided by financing activities for the six months ended October 31, 2019 was \$566,300, comprised of proceeds from convertible notes payable of \$365,300 and proceeds from convertible notes payable – related party of \$301,000, partially offset by repayments of convertible notes payable of \$100,000. Net cash provided by financing activities for the six months ended October 31, 2018 was \$1,107,442, comprised of proceeds from convertible notes payable of \$1,194,190 and proceeds from stock subscription receivable of \$116,252, partially offset by repayments of convertible notes payable of \$203,000.

Going Concern Uncertainty

Our financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. We have incurred continuous losses from operations, have an accumulated deficit of \$41,146,957 and a total stockholders' deficit of \$4,195,477 at October 31, 2019, and have reported negative cash flows from operations since inception. In addition, we do not currently have the cash resources to meet our operating commitments for the next twelve months, and we expect to have ongoing requirements for capital investment to implement our business plan, including the construction of our proposed refinery project. Finally, our ability to continue as a going concern must be considered in light of the problems, expenses and complications frequently encountered by entrance into established markets and the competitive environment in which we operate.

Table of Contents

Since inception, our operations have primarily been funded through private debt and equity financing, and we expect to continue to seek additional funding through private or public equity and debt financing.

Our ability to continue as a going concern is dependent on our ability to generate sufficient cash from operations to meet our cash needs and/or to raise funds to finance ongoing operations and repay debt. However, there can be no assurance that we will be successful in our efforts to raise additional debt or equity capital and/or that our cash generated by our operations will be adequate to meet our needs. These factors, among others, raise substantial doubt that we will be able to continue as a going concern for a reasonable period of time.

The financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Capital Resources

We have not generated any revenues or operating cash flows. As a result, we have significant short-term cash needs. Our principal source of operating capital has been provided from the issuance of convertible notes payable.

During the three months ended October 31, 2019, we issued to related parties an aggregate of \$354,000 principal amount of convertible notes of which \$301,000 represented cash proceeds to us. Of the remaining consideration of \$53,000, \$50,000 was for consulting fees and \$3,000 was for financing fees. See Note 9 to the accompanying condensed consolidated financial statements for the detail of these related party notes. Subject to available common shares to issue, the convertible notes payable – related party are convertible into common shares of the Company at a conversion price equal to 110% of the lowest price at which shares of our common stock have been issued by the Company during the twenty prior trading days, including the day upon which a notice of conversion is received by the Company.

In November 2019, all convertible notes payable – related parties were converted into common stock of the Company.

At October 31, 2019, all of our authorized shares of common stock were either issued or reserved for issuance of outstanding warrants, stock options and convertible notes payable. Therefore, no common shares were available for share issuances other than those shares included in the reserves established for debt holders. As a result, no funding from non-related party lenders was received during the three months ended October 31, 2019.

On November 4, 2019, we received confirmation from the Secretary of State of Nevada that an amendment to our Amended and Restated Articles of Incorporation to increase the number of authorized shares of common stock from 12,000,000,000 to 25,000,000,000 shares was accepted for filing, effective October 30, 2019. However, as of the date of this filing, all of our authorized shares of common stock were either issued or reserved for issuance of outstanding warrants, stock options and convertible notes payable. The lack of authorized shares currently limits our ability to raise capital through convertible debt financing.

[Table of Contents](#)

In addition, we do not expect to have the financial resources necessary to complete the proposed Refinery projects. The Company expects to operate the Distillation Unit through its subsidiary, Pecos Refining, and to operate the Large Refinery through another subsidiary set up for such purpose. The construction of the Distillation Unit and the Large Refinery will require substantial equity and debt financing, far beyond the expected resources of the Company. We anticipate that these Subsidiaries will obtain typical project development financing for the construction and development of the Distillation Unit and the Large Refinery and that such financings will be composed of both debt and equity financings. We anticipate these Subsidiaries will be able to finance approximately 80% of the total costs of the Distillation Unit and the Large Refinery through debt financing, and the remaining 20% of the total costs would be financed through equity investments. The Company has had only preliminary discussions with prospective equity sources regarding the financing of these projects and it is unclear at this time if we will be able to obtain such financing and, if so, how much equity in the Subsidiaries the equity investors will require in order to provide the financing. Any equity financing into which a Subsidiary enters will dilute the Company's ownership of such Subsidiary. In addition, while the Company believes that the Refinery's cost is financeable in large part through debt, it has not yet obtained a letter of intent or commitment for such financing.

Off-Balance Sheet Arrangements

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

Critical Accounting Policies

Our results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to inventories, investments, intangible assets, income taxes, financing operations, and contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

For further information on our significant accounting policies see the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended April 30, 2019 filed with the SEC and Note 2 to our condensed consolidated financial statements included in this quarterly report. There were no changes to our significant accounting policies during the six months ended October 31, 2019. The following is a description of those significant accounting policies that involve estimates and judgment by management.

[Derivative liabilities](#)

In a series of subscription agreements, the Company issued warrants in prior years that contain certain anti-dilution provisions that have been identified as derivatives. In addition, the Company identified the conversion feature of certain convertible notes payable and convertible preferred stock as derivatives. As of October 31, 2019, the number of warrants or common shares to be issued under these agreements is indeterminate; therefore, the Company concluded that the equity environment is tainted and all additional warrants, stock options and convertible debt are included in the value of the derivatives. We estimate the fair value of the derivatives using multinomial lattice models that value the derivative liabilities based on a probability weighted cash flow model using projections of the various potential outcomes. These estimates are based on multiple inputs, including the market price of our stock, interest rates, our stock price volatility and management's estimates of various potential equity financing transactions. These

inputs are subject to significant changes from period to period and to management's judgment; therefore, the estimated fair value of the derivative liabilities will fluctuate from period to period, and the fluctuation may be material.

[Table of Contents](#)

Fair value of financial instruments

Under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements and Disclosures*, and ASC 825, *Financial Instruments*, the FASB establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company's financial statements as reflected herein. The carrying amounts of cash, prepaid expense and other current assets, accounts payable, accrued expenses and notes payable reported on the accompanying consolidated balance sheets are estimated by management to approximate fair value primarily due to the short-term nature of the instruments.

An entity is required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value using a hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The hierarchy prioritized the inputs into three levels that may be used to measure fair value:

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in markets that are not active.

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Our derivative liabilities are measured at fair value on a recurring basis and estimated as follows:

October 31, 2019	Total	Level 1	Level 2	Level 3
Derivative liabilities	\$1,438,272	\$ -	\$ -	\$1,438,272
April 30, 2019	Total	Level 1	Level 2	Level 3
Derivative liabilities	\$1,825,596	\$ -	\$ -	\$1,825,596

[Table of Contents](#)

ITEM 3 Quantitative and Qualitative Disclosures About Market Risk

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

ITEM 4 Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined) in Exchange Act Rules 13a – 15(c) and 15d – 15(e). Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered in this report, our disclosure controls and procedures were not effective to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934 (“Securities Exchange Act”) is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. To address the material weaknesses, we performed additional analysis and other post-closing procedures in an effort to ensure our condensed consolidated financial statements included in this quarterly report have been prepared in accordance with generally accepted accounting principles. Accordingly, management believes that the financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented.

[Table of Contents](#)

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act, as amended. Our management assessed the effectiveness of our internal control over financial reporting as of October 31, 2019. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in 2013 Internal Control-Integrated Framework. A material weakness is a deficiency, or a 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. We have identified the following material weaknesses:

1. As of October 31, 2019, we did not maintain effective controls over the control environment. Specifically, the Board of Directors does not currently have any independent members and no director qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-B. Since these entity level programs have a pervasive effect across the organization, management has determined that these circumstances constitute a material weakness.
2. As of October 31, 2019, we did not maintain effective controls over financial statement disclosure. Specifically, controls were not designed and in place to ensure that all disclosures required were originally addressed in our financial statements. Accordingly, management has determined that this control deficiency constitutes a material weakness.
3. As of October 31, 2019, we did not establish a formal written policy for the approval, identification and authorization of related party transactions.
4. As of October 31, 2019, we had no full-time employees with the requisite expertise in the key functional areas of finance and accounting. As a result, there is a lack of proper segregation of duties necessary to ensure that all transactions are accounted for accurately and in a timely manner.

Because of these material weaknesses, management has concluded that the Company did not maintain effective internal control over financial reporting as of October 31, 2019, based on the criteria established in "2013 Internal Control-Integrated Framework" issued by the COSO.

(b) Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

[Table of Contents](#)**PART II – OTHER INFORMATION****ITEM 1 Legal Proceedings**

We are not a party to or otherwise involved in any legal proceedings.

In the ordinary course of business, we are from time to time involved in various pending or threatened legal actions. The litigation process is inherently uncertain, and it is possible that the resolution of such matters might have a material adverse effect upon our financial condition and/or results of operations. However, in the opinion of our management, other than as set forth herein, matters currently pending or threatened against us are not expected to have a material adverse effect on our financial position or results of operations.

ITEM 1A Risk Factors

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

ITEM 2 Unregistered Sales of Equity Securities and Use of Proceeds

During the three months ended October 31, 2019, the Company issued a total of 2,760,001,468 shares of its common stock valued at \$247,284 in conversion of convertible notes principal of \$224,935, accrued interest payable of \$19,349 and payment of fees of \$3,000.

ITEM 3 Defaults Upon Senior Securities

There is no information required to be disclosed by this Item.

ITEM 4 Mine Safety Disclosures

There is no information required to be disclosed by this Item.

ITEM 5 Other Information

There is no information required to be disclosed by this Item.

[Table of Contents](#)**ITEM 6 Exhibits**

<u>31.1*</u>	<u>Certification by Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a)</u>
<u>32.1*</u>	<u>Certification by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Act of 1934 and otherwise are not subject to liability.

[Table of Contents](#)

SIGNATURES

Pursuant to the requirements 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.

MMEX Resources Corporation

Dated: December 23, 2019

By: /s/ Jack W. Hanks

Chief Executive Officer (Principal Executive Officer), President and Chief Financial Officer (Principal Financial and Accounting Officer)