BOLD ENERGY INC.
Form 10-Q
February 15, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended **January 31, 2011**

o TRANSITION REPORT UNDER SECTION 13 OR 15 (d) OF THE EXCHANGE ACT

For the transition period from _________ to _________

Commission File Number: **333-153385**

BOLD ENERGY INC.

(Name of Small Business Issuer in its charter)

Nevada

26-2940624

(state or other jurisdiction of incorporation or organization)

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

112 North Curry Street, Carson City, Nevada 89703

(Address of principal executive offices)

(775) 333-1198

Issuer s telephone number

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

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 definition of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer o Non-accelerated filer o **Smaller reporting company þ**

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

APPLICABLE ONLY TO CORPORATE ISSUERS

As of **January 13, 2012** the registrant had **42,004,750** shares of common stock outstanding.

BOLD ENERGY INC.

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PART I - FINANCIAL INFORMATION

Safe Harbor Statement

This report on Form 10-Q contains certain forward-looking statements. All statements other than statements of historical fact are forward-looking statements for purposes of these provisions, including any projections of earnings, revenues, or other financial items; any statements of the plans, strategies, and objectives of management for future operation; any statements concerning proposed new products, services, or developments; any statements regarding future economic conditions or performance; statements of belief; and any statement of assumptions underlying any of the foregoing. Such forward-looking statements are subject to inherent risks and uncertainties, and actual results could differ materially from those anticipated by the forward-looking statements.

These forward-looking statements involve significant risks and uncertainties, including, but not limited to, the following: competition, promotional costs, and risk of declining revenues. Our actual results could differ materially from those anticipated in such forward-looking statements as a result of a number of factors. These forward-looking statements are made as of the date of this filing, and we assume no obligation to update such forward-looking statements. The following discusses our financial condition and results of operations based upon our consolidated financial statements which have been prepared in conformity with accounting principles generally accepted in the United States. It should be read in conjunction with our financial statements and the notes thereto included elsewhere herein.

Item 1. Financial Statements

The unaudited interim consolidated financial statements of Global Club, Inc. (the Company , Global Club , we , our , follow. All currency references in this report are in U.S. dollars unless otherwise noted.

The accompanying Financial Statements of Global Club, Inc., Inc. should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended July 31, 2011. Significant accounting policies disclosed therein have not changed.

BOLD ENERGY INC.

(fka Global Club Inc.)

(A Development Stage Company)

Unaudited

(Express in U.S. Dollars)

BOLD ENERGY INC.

(fka Global Club Inc.)

(A Development Stage Company)

BALANCE SHEETS
(unaudited)

January 31, 2011

July 31, 2010

(Unaudited)

(Audited)

ASSETS

CURRENT ASSETS

Cash	$	2,331

$

13,156

TOTAL CURRENT ASSETS

2,331

13,156

OTHER ASSETS

Web design, net		2,274	2,651
TOTAL OTHER ASSETS		2,274	2,651
TOTAL ASSETS	$	4,605	$ 15,807

LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES

Accounts payable and accrued liabilities	$	9,578	$	8,362
Due to related party		14,377		11,100
TOTAL CURRENT LIABILITIES		23,955		19,462

LONG TERM LIABILITIES	
Loans	
	30,000
	30,000
TOTAL LIABILITIES	

53,955

49,462

STOCKHOLDERS' DEFICIT

Common stock, $0.001 par value

Authorized

75,000,000 shares of common stock, $0.001 par value,

Issued and outstanding

2,004,326 shares of common stock (2,004,326 at July 31, 2010)

	$ 2,004	$ 2,004
Additional paid in capital	742,784	742,784
Deficit accumulated during the development stage	(794,138)	(778,443)
TOTAL STOCKHOLDER'S DEFICIT		

	$	(49,350)
	$	(33,655)
TOTAL LIABILITIES AND STOCKHOLDER'S DEFICIT		
	$	4,605
	$	15,807

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

BOLD ENERGY INC.

(fka Global Club Inc.)

(A Development Stage Company)

STATEMENTS OF OPERATIONS

(Unaudited)

Three months ended January 31, 2011	Three months ended January 31, 2010	Six months ended January 31, 2011	Six months ended January 31, 2011	Cumulative results from inception (June 27, 2008) to January 31, 2011

REVENUE

$-

$ -

$ -

$ -

$ -

EXPENSES

Office and General

(2,339)

(2,237)

(6,487)

(2,406)

(21,786)

Professional fees

(4,040)

(7,010)

(8,451)

(14,299)

(51,772)

Total expenses

(6,379)

(9,247)

(14,938)

(16,705)

(73,558)

Other Income (expense)

Interest expense

(378)

-

(756)

-

(1,330)

Gain on debt forgiveness

-

5,000

-

5,000

5,000

Total other income (expense)

(378)

5,000

(756)

5,000

3,670

NET LOSS

$ (6,757)

$ (4,247)

$ (15,695)

$ (11,705)

$ (69,888)

BASIC NET LOSS PER SHARE

$ -

$ -

$ 0.00

$ 0.00

WEIGHTED AVERAGE NUMBER

OF COMMON SHARES OUTSTANDING-BASIC

2,004,326

1,964,326

2,004,326

1,964,326

The accompanying notes are an integral part of these financial statements

BOLD ENERGY INC.

(fka Global Club Inc.)

(A Development Stage Company)

STATEMENT OF STOCKHOLDERS DEFICIT

FROM INCEPTION (JUNE 27, 2008) TO JANUARY 31, 2011

(Unaudited)

Deficit

Common Stock

accumulated

Additional

during the

Number of

Paid-in

development

shares

Amount

Capital

stage

Total

Inception (June 27, 2008)

Common stock issued for cash at $0.001

per share on July 22, 2008

906,000

$

906

$

711,594

$

(707,750)

$

4,750

Net loss

(2,723)

(2,723)

Balance, July 31, 2008

906,000

906

711,594

(710,473)

2,027

Common stock issued for cash at $0.04

per share on April 23,2009

900,000

900

21,600

(16,500)

6,000

Net loss	
	(12,801)
	(12,801)

Balance, July 31, 2009	**1,806,000**
	$
	1,806
	$
	733,194
	$
	(739,774)
	$
	(4,774)

Forgiveness of debt from former director (officer)	4,788	4,788

Common stock issued for cash at $0.001

per share on April 6,2010

200,000

200

4,800

5,000

Cancellation of Stock Redeemed at $0.001

per share on July 15, 2010

(1,674)

(2)

2

-

Net loss	(38,669)
	(38,669)
Balance, July 31, 2010	

2,004,326

$

2,004

$

742,784

$

(778,443)

$

(33,655)

Net loss

(15,695)

(15,695)

Balance, January 31, 2011

2,004,326

$

2,004

$

742,784

$

(794,138)

$

(49,350)

The accompanying notes are an integral part of these financial statements

BOLD ENERGY INC.

(fka Global Club Inc.)

(A Development Stage Company)

STATEMENTS OF CASH FLOWS

(Unaudited)

Cumulative

results from

Six months

Six months

Inception

ended

ended

(June 27, 2008) to

January 31, 2011

January 31, 2010

January 31, 2011

CASH FLOWS FROM OPERATING ACTIVITIES

Net loss

$

(15,695)

$

(11,705)

$

(69,888)

Adjustment to reconcile net loss to net cash

used in operating activities:

Non-cash net gain on settlement	-	(5,000)	(5,000)
Amortization	377	133	908
Change in operating assets and Liabilities:			

Increase in accounts payable and accrued expenses	
	1,216
	7,269
	14,005
NET CASH USED IN OPERATING ACTIVITIES	
	(14,102)
	(9,303)
	(59,402)

CASH FLOWS FROM INVESTING ACTIVITIES		
Web design	-	(3,182)
		(3,182)
NET CASH USED IN INVESTING ACTIVITIES	-	(3,182)

(3,182)

CASH FLOWS FROM FINANCING ACTIVITIES

Issuance of common stock

-

-

15,750

Proceeds from loan

-

-

30,000

Due to related party

3,277

11,934

19,165

NET CASH PROVIDED BY FINANCING ACTIVITIES

3,277

11,934

64,915

NET INCREASE (DECREASE) IN CASH

(10,825)

(551)

2,331

CASH, BEGINNING OF PERIOD

13,156

3,200

-

CASH, END OF PERIOD	$ 2,331	$ 2,649	$ 2,331

Supplemental cash flow information and noncash financing activities:

Cash paid for:

Cancellation of shares

$

-

$

-

$

689,892

Forgiveness of debt from former director	$ -	$ -	$ 4,788

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

BOLD ENERGY INC.

(fka Global Club Inc.)

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

January 31, 2011

NOTE 1 FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at January 31, 2011, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company s July 31, 2010 audited financial statements. The results of operations for the periods ended January 31, 2011 and the same period last year are not necessarily indicative of the operating results for the full year.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

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

Cash and Cash Equivalents

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

Use of Estimates and Assumptions

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

Financial Instruments

The carrying value of the Company's financial instruments approximates their fair value because of the short maturity of these instruments.

BOLD ENERGY INC.

(fka Global Club Inc.)

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

January 31, 2011

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basic and Diluted Net Loss per Share

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

NOTE 3 GOING CONCERN

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

The Company has incurred losses since inception resulting in an accumulated deficit of $794,138 as of January 31, 2011 and further losses are anticipated in the development of its business raising substantial doubt about the Company s ability to continue as a going concern. In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management s plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. These financials do not include any adjustments relating to the recoverability and reclassification of recorded asset amounts, or amounts and classifications of liabilities that might result from this uncertainty.

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BOLD ENERGY INC.

(fka Global Club Inc.)

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

January 31, 2011

NOTE 4 RELATED PARTY TRANSACTIONS

As of January 31, 2011 the Company received advances from a Director in the amount of $14,377, to pay for general operating expenses. The amounts due to the related party are unsecured and non-interest bearing with no set terms of repayment.

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

NOTE 5 - RECLASSIFICATION: STOCK SPLIT ADJUSTMENT

Effective March 23, 2010, the President voluntarily cancelled 27,594,000 shares of her outstanding common stock of the Company which were cancelled and returned to the pool of the Company s authorized and unissued shares of common stock. These cancelled shares were previously recorded in the financials at a total of pre-split 689,850,000. Since the shares under this agreement have been cancelled without the exchange of consideration to reduce number of shares outstanding, the Company considered the change in capital structure from the cancellation agreement in substance a reverse stock split. In accordance with SAB Topic 4-C, the Company recorded the cancellation retroactively as a reduction to the par value of common stock with a corresponding increase to additional paid-in capital.

NOTE 6 - SUBSEQUENT EVENTS

On March 31, 2011 the Company changed its name to Bold Energy, Inc. and effected a 1 for 25 reverse-split of the Company s issued and outstanding common shares. Both these events have been retrospectively applied in these Statements.

On May 12, 2011 the Company issued an aggregate of 25,000,000 common shares to various stockholders. The shares were issued as repayment of amounts due to the stockholders. In addition, on the same day, the Company issued 15,000,000 shares to Ms Eden Clark as compensation for services rendered.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

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

Overview

Bold Energy Inc. ("Bold", the Company", our or "we") was incorporated in the State of Nevada as a for-profit company on June 27, 2008. We are developing a loyalty program based on Global Club points awarded for all purchases made in associated establishments. The points will be exchangeable for products, trips or discounts. We intend to be partners with all kinds of retailers, so the cardholders will be able to collect points on their every day expenses, such as in grocery shops, gas stations, restaurants, electronic stores, travel agencies, etc.

Plan of Operation

The Company has not yet generated any revenue from its operations. As of January 31, 2011, we had $2,331 of cash on hand. We incurred operating expenses in the amount of $(6,379) during the quarter ended January 31, 2011. These operating expenses were comprised of general and administrative expenses and professional fees.

Our current cash holdings will not satisfy our liquidity requirements and we will require additional financing to pursue our planned business activities.

Our plan of operation is based on the accomplishment of the following milestones over the 12 month period after we have raised enough funds:

1.

We plan to begin our activities by purchasing few samples of the RW Terminal from a Japanese company who specializes in the manufacture of this product and some PET cards in order to develop and test our system. We expect to complete this stage within 90 days after we raise enough funds to implement our plan of operations.

2.

After receiving the RW Terminals and PET cards we plan to hire hi-tech consultants to develop the software to run the systems. We intend to use the terminals and cards acquired prior to this stage to run the system and make the necessary arrangements on the software. We expect to finish this stage within 300 days after we raise enough funds to implement our plan of operations.

3.

Once our system is operational, we expect to start our marketing efforts. We will develop our website www.globalclubloyalty.com, and contact malls, grocery stores and gas stations to be our partners. We intend to devote about 60 days to this period and be fully operational within 360 days after we raise enough funds to implement our plan of operations.

If we cannot generate sufficient revenues to continue operations, we will suspend or cease operations.

We do not currently have any employees and management does not plan to hire employees at this time. We do not expect the purchase or sale of any significant equipment and have no current material commitments.

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

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Results of Operations for the Period From Inception (June 27, 2008) to January 31, 2011 and for the Three Months Ended January 31, 2011

Lack of Revenues

We are a development stage company with limited operations since our inception on June 27, 2008 to January 31,

2011. We have not generated any revenues. As of January 31, 2011, we had total assets of $4,605 and total liabilities of $53,955. Since our inception to January 31, 2011, we have accumulated a deficit of $794,138. We anticipate that we will continue to incur substantial losses and our ability to generate any revenues in the next 12 months remains uncertain.

Expenses

We have accumulated total expenses of $73,558 since our inception on June 27, 2008 to January 31, 2011, including $21,786 in general and administrative expenses and $51,772 in professional fees (including accounting, auditing and legal fees).

Our total expenses decreased by $2,868 to $6,379 for the three months ended January 31, 2011 from $9,247 for the three months ended January 31, 2010. For the three months ended January 31, 2011, total expenses were comprised of $2,339 in general and administrative expenses and $4,040 in professional fees.

The types of expenses that we may categorize as general and administrative expenses include foreign exchange loss, transfer agent and filing fees, office supplies, travel expenses, rent, communication expenses (cellular, internet, fax and telephone), bank charges, advertising and promotion costs, office maintenance, courier and postage costs and office equipment.

Net Loss

Since our inception on June 27, 2008 to January 31, 2011, we have incurred a net loss of $69,888. For the three months ended January 31, 2011, we incurred a net loss of $6,757 compared to a net loss of $4,247 for the same period in 2010, which is an increase in net loss of $2,510 between the two periods resulting from increased general and administrative expense for the three months ended January 31, 2011.

Results of Operations for the Six Months Ended January 31, 2011

Lack of Revenues

We have not generated any revenues as of January 31, 2011.

Expenses

For the six months ended January 31, 2011, our total expenses decreased by $1,767 to $14,938 from $16,705 for the six months ended January 31, 2010. For the six months ended January 31, 2011, total expenses were comprised of $6,487 in general and administrative expenses, and $8,451 in professional fees.

Net Loss

For the six months ended January 31, 2011, we incurred a net loss of $15,695 compared to a net loss of $11,705 for the same period in 2010, which is an increase in net loss of $3,990 between the two periods resulting from increased general and administrative expenses the six months ended January 31, 2011.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

Inflation

The amounts presented in the financial statements do not provide for the effect of inflation on our operations or financial position. The net operating losses shown would be greater than reported if the effects of inflation were reflected either by charging operations with amounts that represent replacement costs or by using other inflation adjustments.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide information under this item.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our sole officer, as appropriate to allow timely decisions regarding required disclosure. We carried out an evaluation, under the supervision and with the participation of our sole officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of January 31, 2011. Based on the evaluation of these disclosure controls and procedures, and in light of the material weaknesses in our internal control over financial reporting identified in our Annual Report on Form 10-K for the year ended July 31, 2011, the sole officer concluded that our disclosure controls and procedures are ineffective.

Changes in internal controls

We have not yet implemented any of the recommended changes to internal control over financial reporting listed in our Annual Report on Form 10-K for the year ended July 31, 2010. As such, there were no changes in our internal control over financial reporting, as defined in Rule 13a-15(f) promulgated under the Exchange Act, during the quarter ended January 31, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 4T. Controls and Procedures.

Not applicable.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

Not applicable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

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

None.

Item 5. Other Information.

None.

Item 6. Exhibits

Exhibit Number	Description
31.1	Certification of the Chief Executive Officer Pursuant to Rule 13a-14 or 15d-14 of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Bold Energy Inc.

ficer, Chief Financial Officer, Principal Accounting Officer, Secretary, Treasurer and Director

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