ANNEX A
to EDGAR Correspondence
filed June 6, 2014

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

FORM 10-K/A
(Amendment No. 2)

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

For the fiscal year ended August 31, 2013

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

For the transition period from _______ to _______

Commission File No. **000-52892**

Sara Creek Gold Corp.
(Exact name of registrant as specified in its charter)

Nevada	**98-0511130**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
7582 Las Vegas Boulevard South #247 **Las Vegas, Nevada**	**89123**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(702) 664-1246**

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

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

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.
☐ Yes ☒ No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
☒ Yes ☐ No (Not required)

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

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

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

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

As of February 28, 2013, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the voting stock held by non-affiliates of the registrant was approximately $1,452,297, based on the closing sales price of the registrant's common stock as reported on the OTCQB market on such date. This calculation does not reflect a determination that persons are affiliates for any other purposes.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: **25,961,983 shares of common stock as of November 12, 2013.**

EXPLANATORY NOTE

Reference is made to our Annual Report on Form 10-K for the fiscal year ended August 31, 2013 (the "Initial Form 10-K"), as amended by Amendment No. 1 on Form 10-K/A ("Amendment No. 1"), which were filed with the U.S. Securities and Exchange Commission ("SEC") on November 27, 2013 and January 16, 2014, respectively (the "Original Form 10-K"). The purpose of this Amendment No. 2 on Form 10-K/A ("Amendment No. 2") is to amend and restate the Original 10-K to make certain technical corrections and to revise certain disclosures in response to comments received from the Staff of the SEC as follows:

- In the Original Form 10-K, the Report of Independent Registered Public Accounting Firm was filed separately as Amendment No. 1 on Form 10-K/A, apart from the financial statements and other disclosures contained in the Initial Form 10-K. This Amendment No. 2 includes the financial statements, the Report of Independent Registered Public Accounting Firm and all other Form 10-K required disclosures in a single filing.

- Attached as Exhibit 31 to this Amendment No. 2 is an updated and revised certification of our Chief Executive and Financial Officer that includes all language required by Item 601(b)(31) of Regulation S-K.

- The Report of Independent Registered Public Accounting Firm under Item 8 of this Amendment No. 2 has been revised to include an opinion for all required financial statements.

- Attached as Exhibit 99.1 to this Amendment No. 2 is the reserve report of Chapman Petroleum Engineering Ltd.

- We have revised our disclosures on pages 5 and 24-25 concerning our option to acquire Hawker Energy LLC and certain potential follow-on transactions whereby the sellers of Hawker Energy LLC may be entitled to receive additional shares of our ~~common stock~~Common Stock.

Except as described above, the disclosures in this Amendment No. 2 (including, without limitation, the financial statements set forth in this Amendment No. 2) and the exhibits filed herewith are unchanged from the Original Form 10-K. This Amendment No. 2 does not reflect events occurring after the filing of the Initial Form 10-K on November 27, 2013 and, except as described above, no attempt has been made in this Amendment No. 2 to modify or update other disclosures as presented in the Initial Form 10-K. Accordingly, this Amendment No. 2 should be read in conjunction with the our filings with the SEC subsequent to the filing of the Initial Form 10-K.

FORWARD-LOOKING STATEMENTS

This annual report on Form 10-K contains "forward-looking statements" relating to the registrant which represent the registrant's current expectations or beliefs including, statements concerning registrant's operations, performance, financial condition and growth. For this purpose, any statement contained in this annual report on Form 10-K that are not statements of historical fact are forward-looking statements. Without limiting the generality of the foregoing, words such as "may", "anticipation", "intend", "could", "estimate", or "continue" or the negative or other comparable terminology are intended to identify forward-looking statements. These statements by their nature involve substantial risks and uncertainties, such as ability of registrant to pursue its business plan and commence operations. Should one or more of these risks or uncertainties materialize or should the underlying assumptions prove incorrect, actual outcomes and results could differ materially from those indicated in the forward-looking statements. We are in the exploration stage of our business and have not generated any revenues from operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources, possible delays in the implementation of our plan of operations, and possible cost overruns due to price and cost increases.

Throughout this annual report references to “we”, “our”, “us”, “Sara Creek”, “the Company”, and similar terms refer to Sara Creek Gold Corp.

SARA CREEK GOLD CORP.
FOR THE FISCAL YEAR ENDED
AUGUST 31, 2013

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PART I

Item 1 Business

Organizational History

Sara Creek Gold Corp. ("we", "our", "us", "Sara Creek" or "the Company") was incorporated under the laws of the State of Nevada on June 12, 2006, under the name of Uventus Technologies Corp. On September 23, 2009, we merged with our wholly owned subsidiary and changed our name to Sara Creek Gold Corp.

Overview

We are in the oil and gas exploitation business and our goal is to acquire and develop mature leases, interests and other rights to oil and gas producing properties with proven undeveloped potential.

<u>Fiscal Year ended August 31, 2013</u>

On July 18, 2013, we acquired the rights to a 2.5% working interest in the DF#15 well in the Sawtelle Field (the "Well") effective as of June 30, 2013. The Well produces oil and is currently drilled pursuant to an oil and gas lease held by a third party, Breitburn Energy Company LLP.

The Sawtelle Field is located in west Los Angeles and was discovered in August 1965. The field is one of a series of oil accumulations in the "urban trend" at the extreme north end of the Los Angeles basin. Two separate hydrocarbon traps occur in the field, and both result from the Santa Monica fault. Reservoir engineering studies indicate primary depletion will permit the recovery of 18.8 % of original oil in place.

Recent Business Developments Subsequent to August 31, 2013

ACQUISITION OF SCNRG

On October 25, 2013, we acquired SCNRG, LLC, a California limited liability company ("SCNRG") in exchange for 14 million shares of our Common Stock. As a result of the acquisition, SCNRG has become a wholly-owned subsidiary of us.

SCNRG owns a two-thirds interest in an oil producing property known as the DEEP Lease. SCNRG holds an option to purchase the remaining one-third interest in the DEEP Lease prior to December 31, 2013 for an aggregate price of $325,000.

The DEEP Lease consists of 40 acres of land including both surface and mineral rights located within the Midway-Sunset oil field. Midway-Sunset is a very large oil field in Kern County, San Joaquin Valley, California. Discovered in 1894, and having a cumulative production of close to 3 billion barrels of oil through the end of 2006, it is the largest oil field in California and the third largest in the United States. Wells drilled in the Midway-Sunset oil field produce primarily 13° to 15° API gravity oil from numerous productive semi-consolidated Miocene sands, ranging in depth from 1,400' to approximately 3,500'. The productive intervals in the DEEP Lease are the Monarch sand at about 1,600', and the Top Oil sand at about 1,450'. Both sands are characterized with above-average permeability (.5 Darcy to 2 Darcies) and porosity (25% to 35%), and low water saturation (under 35%). The net Top Oil thickness averages about 35', and the Monarch thickness averages about 80'.

Oil production on the DEEP Lease is subject to a 20.9% overriding royalty interest, and SCNRG bears its 66.67% share of this amount. In addition, there is a terminating Net Profits Interest ("NPI") on the DEEP Lease. The NPI calls for 40% of the net cash flow to be paid each month to the owner of the NPI, with a minimum monthly payment of $2,978 (SCNRG's share is 66.67%), until a specific total has been paid. The discounted present value of the NPI is shown as a liability on SCNRG's financial statements in the amount of approximately $125,000 at August 31, 2013.

Net oil sales to our account (after royalties) from the current three producing wells averaged 2.2 barrels per day for the twelve months ended August 31, 2013, and realized $95 per barrel before royalties to produce net revenues of $81,000 after royalties. The property has development potential both from the existing wellbores, together with twelve additional well locations.

HAWKER OPTION

On October 15, 2013, we entered into an option agreement (the "Agreement") with Darren Katic and Charles Moore (collectively the "Sellers") whereby we obtained the option ("Option") to acquire all of the membership interests in Hawker Energy, LLC, a California limited liability company ("Hawker"). On November 20, 2013, we amended and restated the Agreement with Sellers to (a) extend the term of the option, (b) revise the option consideration payable upon consummation of certain transactions described in the Agreement and (c) provide for additional option consideration in the event of the consummation of certain transactions not previously contemplated by the parties.

Hawker, through its wholly-owned subsidiary Punta Gorda Resources, LLC ("Punta Gorda"), claims oil production and development rights of coastal lease PRC 145.1 just offshore Ventura County in the Rincon Field and ownership rights to an associated on-shore drilling and production site, which rights are being challenged in court by the lease's operator of record. Hawker has also engaged in preliminary discussions with various third parties concerning additional potential acquisition or development opportunities (the "Potential Follow-On Transactions"), none of which were deemed by us to be reasonably possible as of November 27, 2013 (the date the Initial Form 10-K was filed with the SEC) due to the preliminary status of those discussions and lack of certainty around Hawker's or Sara Creek's ability to finance one or more of these Potential Follow-On Transactions. Other than its contested interest in PRC 145.1 and its preliminary discussions concerning the Potential Follow-On Transactions, Hawker had no assets or operations as of November 27, 2013. PRC 145.1 and the Potential Follow-On Transactions are discussed in greater detail below.

~~Hawker is a California-based independent development-stage oil company focused on identifying and evaluating low-risk developmental opportunities in proven oil reserves in existing oil fields. Hawker is owned and managed by Darren Katic and Charles Moore who have, over the past two years, assembled an inventory of potential development opportunities (the "Potential Follow-On Transactions"). Hawker, through its wholly-owned subsidiary Punta Gorda Resources, LLC, claims developmental rights of certain mineral rights of coastal lease PRC 145.1 just offshore Ventura County in the Rincon Field and ownership rights to an associated on-shore drilling and production site. This lease~~ PRC 145.1 is subject to 24.5% in overriding royalties, primarily to the State of California. A single active well on PRC 145.1 has historically produced between 5 and 15 barrels of oil per day (gross production before royalties). This lease has ten other non-active wells, one or more of which may be recompleted or re-drilled. Although initial technical work has been done on PRC 145.1 to develop a preliminary understanding of the resource and opportunity, no reserve reports done to SEC standards have been completed to date.

All rights claimed by Hawker to PRC 145.1 are being challenged in court by the lease's operator of record -- Case No. 56-2013-00440672-CU-BC-VTA pending in Ventura County Superior Court. On June 4, 2013, Punta Gorda filed a complaint for specific performance, breach of contract and declaratory relief in the United States Bankruptcy Court against the named defendants seeking to compel them to transfer rights and interests provided in a Bankruptcy Court-approved Settlement Agreement concerning coastal lease PRC 145.1. The complaint was dismissed on procedural grounds and refiled by Punta Gorda in the Ventura County Superior Court. The Superior Court is in the process of addressing pleading challenges. No discovery has occurred and trial has not yet been scheduled. Although we understand that Punta Gorda intends to vigorously pursue its rights in this case, the outcome of this matter is not determinable as of the date of this report.

Pursuant to the Agreement, as amended, the Option is exercisable until March 15, 2014 for a purchase price of 3,000,000 shares of our Common Stock, subject to increase as provided below. The Option to acquire Hawker, if exercised, is subject to the completion of certain closing conditions set forth in the Agreement.

After we exercise the Option to acquire Hawker, the Agreement also provides that Sellers may be entitled to an additional 33,000,000 shares of our Common Stock upon the consummation of Potential Follow-On Transactions as follows:

(a) 2,000,000 shares of our Common Stock shall be issued upon our or Hawker's acquisition of California Oil Independents ~~(or certain~~ or its oil and gas interests ~~held by it~~ being the "Doud" leases, comprised of approximately 340 acres, 20 wells and two tank batteries, located in the Monroe Swell Field, ~~Monterey~~near Greenfield, California~~)~~;

(b) 2,000,000 shares of our Common Stock shall be issued upon our or Hawker's acquisition of a participation in South Coast Oil – Huntington Beach ~~(or the~~ CA oil and gas interests ~~held by it)~~comprised of approximately 340 acres, and 20 wells (of which 9 are active) and 4 tank batteries, and known as the "Town Lot";

(c) 5,000,000 shares of our Common Stock shall be issued upon our or Hawker's acquisition of all of the ~~Midway-Sunset Lease~~ oil and gas ~~interests~~ leases held by Christian Hall (or affiliates) in the Midway-Sunset field located between the towns of Taft and McKittrick in Kern County, CA;

(d) 10,000,000 shares of our Common Stock shall be issued upon our or Hawker's acquisition of TEG Oil & Gas, Inc. (or certain oil and gas interests held by it~~-~~, being all leases located in the Tapia Field, Los Angeles County, California);

(e) 7,000,000 shares of our Common Stock shall be issued upon the conveyance to us or Hawker of certain assets and rights regarding PRC 145.1 Lease held by Rincon Island Limited Partnership or settlement in lieu of such conveyance (see description of PRC 145.1 litigation above); and

(f) 7,000,000 shares of our Common Stock shall be issued upon the conveyance to us or Hawker of certain mineral rights regarding PRC 427 Lease held by ExxonMobil, a lease that is adjacent to PRC 145.1 Lease above.

The Potential Follow-On Transactions described above are dependent on a number of variables that are not within our control and, as a result, (i) we cannot state with a reasonable degree of certainty that any of the transactions will occur and (ii) as described above, none of the transactions were deemed by us to be reasonably possible as of November 27, 2013 (the date the Initial Form 10-K was filed with the SEC). Each of the Potential Follow-On Transactions described above, if consummated, would constitute a transaction separate and independent from our acquisition of Hawker pursuant to the Option. Any shares of our Common Stock that may be issued upon the consummation of any of the Potential Follow-On Transactions will constitute expensed costs ~~of completing~~ incurred concurrently with consummation of the applicable follow-on transaction (as opposed to incremental consideration for our acquisition of Hawker).

Sara Creek agreed to these potential additional share issuances as a result of the Hawker Sellers' preliminary work on the Potential Follow-On Transactions to the date of our acquisition of Hawker and based on our belief that value may accrue to Sara Creek in the event one or more of these Potential Follow-On Transactions is consummated and the properties further developed. The Hawker Sellers' work to the date of Sara Creek's acquisition of Hawker consisted of opportunity identification and screening, resource evaluation through hiring of third-party technical consultants, initial financial analyses, early stage discussions with the potential sellers around value and other evaluation work. Furthermore, it was important to Sara Creek that all of the Hawker Sellers' oil growth opportunities be acquired by Sara Creek, not just the PRC 145.1 opportunity, so that the business interests of the Hawker Sellers (each of whom is now actively involved with Sara Creek) be more directly aligned with interests of the Company. Although initial technical work has been done on each of the Potential Follow-On Transaction's underlying properties to develop a preliminary understanding of the resource and opportunity, no reserve reports done to SEC standards have been completed to date.

As of November 12, 2013, Mr. Katic beneficially owned 6,000,000 shares (or 23.1%) of our outstanding Common Stock and Mr. Moore beneficially owned zero shares of our outstanding Common Stock. Assuming, for purposes of example only, that all 3,000,000 shares of our Common Stock issuable upon exercise of the Option to acquire Hawker and all 33,000,000 additional shares of our Common Stock issuable upon the consummation of Potential Follow-On Transactions were issued to Messrs. Katic and Moore and outstanding on November 12, 2013, Mr. Katic would have beneficially owned 24,000,000 shares (or 38.7%) of our outstanding Common Stock and Mr. Moore would have beneficially owned 18,000,000 shares (or 29.1%) of our outstanding Common Stock as of such date. These assumed percentage ownership figures do not consider any additional potential issuances of our ~~common stock~~ Common Stock that may be necessary to fund such Potential Follow-on Transactions.

Employees

As of November 12, 2013, we had two officers responsible for overseeing all of our operations, neither of which receive compensation or are employees at the present time. We utilize outside contractors to assist in fulfilling certain necessary functions.

Industry Regulation

Our oil and gas operations are subject to various national, state, and local laws and regulations in the jurisdictions in which we operate. These laws and regulations may be changed in response to economic or political conditions. Matters subject to current governmental regulation or pending legislative or regulatory changes include bonding or other financial responsibility requirements to cover drilling contingencies and well plugging and abandonment costs, reports concerning our operations, the spacing of wells, unitization and pooling of properties, taxation, and the use of derivative hedging instruments. Our operations are also subject to permit requirements for the drilling of wells and regulations relating to the location of wells, the method of drilling and the casing of wells, surface use and restoration of properties on which wells are located, and the plugging and abandonment of wells. Failure to comply with the laws and regulations in effect from time to time may result in the assessment of administrative, civil, and criminal penalties, the imposition of remedial obligations, and the issuance of injunctions that could delay, limit, or prohibit certain of our operations. At various times, regulatory agencies have imposed price controls and limitations on oil and gas production. In order to conserve supplies of oil and gas, these agencies may restrict the rates of flow of oil and gas wells below actual production capacity. Further, a significant spill from one of our facilities could have a material adverse effect on our results of operations, competitive position, or financial condition. The laws of the jurisdictions in which we operate regulate, among other things, the production, handling, storage, transportation, and disposal of oil and gas, by-products from oil and gas, and other substances and materials produced or used in connection with oil and gas operations. We cannot predict the ultimate cost of compliance with these requirements or their effect on our operations.

Environmental Regulations

We are subject to stringent national, state, and local laws and regulations in the jurisdictions where we operate relating to environmental protection, including the manner in which various substances such as wastes generated in connection with oil and gas exploration, production, and transportation operations are managed. Compliance with these laws and regulations can affect the location or size of wells and facilities, prohibit or limit the extent to which exploration and development may be allowed, and require proper closure of wells and restoration of properties when production ceases. Failure to comply with these laws and regulations may result in the assessment of administrative, civil, or criminal penalties, imposition of remedial obligations, incurrence of additional compliance costs, and even injunctions that limit or prohibit exploration and production activities or that constrain the disposal of substances generated by oil field operations.

Item 1A Risk Factors

Not required for a smaller reporting company.

Item 1B Unresolved Staff Comments

Not required for a smaller reporting company.

Item 2 Properties

Headquarters

As of August 31, 2013, our principal executive and administrative offices were located at 7582 Las Vegas Boulevard #247, Las Vegas, Nevada 89123. We do not have a lease agreement for the space, pay no rent, and our usage of the space could be terminated at any time.

Our plan is to move our headquarters in the near future to office space in Redondo Beach, CA, where SCNRG is located.

DEEP Lease

On October 25, 2013, we acquired SCNRG, which owns a two-thirds working interest in an oil producing property known as the DEEP Lease.

The following is information on the DEEP Lease as of August 31, 2013:

Reserves

We engaged an independent reserve engineering firm, Chapman Petroleum Engineering Ltd., to prepare a reserve estimate as of August 31, 2013. This was the first time such a reserve estimate had been prepared for SCNRG. The lead technical person at Chapman primarily responsible for the preparation of the reserve estimates is a Registered

Engineer in the Province of Alberta, Canada, is a member of the Association of Professional Engineers and Geoscientists of Alberta, and has in excess of 20 years in the conduct of evaluation and engineering studies relating to oil and gas fields in Canada and around the world.

The following table summarizes SCNRG's share of the estimated quantities of proved reserves as of August 31, 2013 for the DEEP Lease based on $95.07 per barrel of oil, which represents the unweighted arithmetic average of the first-day-of-the month oil prices (being Plains Marketing LP Kern River Area posting, less contracted differential and average gravity adjustment realized by SCNRG) during the twelve-month period prior to August 31, 2013.

Summary of Estimated Proved Oil Reserves
as of August 31, 2013

Proved Reserves Category	Net STB (1)(2)	PV10 (before tax)
Proved, Developed Producing	1,900	$ 57,000
Proved, Undeveloped	176,600	3,227,000
Total Proved	178,500	$ 3,284,000

(1) STB = one stock-tank barrel.
(2) Net STB is based upon SCNRG's net revenue interest. Net reserve or other net information is based on our 52.72 percent net working interest as of August 31, 2013, being SCNRG's 66.67% working interest less 20.92% overriding royalties. See also "Net Profits Interest" below.

The total PV10 (present value) of our proved reserves as of August 31, 2013 was approximately $3.3 million. "PV10" means the estimated future gross revenue to be generated from the production of proved reserves, net of estimated production and future development and abandonment costs, using prices and costs in effect at the determination date, before income taxes, and without giving effect to non-property related expenses or the Net Profits Interest, discounted to a present value using an annual discount rate of 10% in accordance with the guidelines of the U.S. Securities and Exchange Commission ("SEC"). PV10 is a non-GAAP financial measure and generally differs from the standardized measure of discounted future net cash flows, the most directly comparable GAAP financial measure, because it does not include the effects of income taxes on future net revenues.

Uncertainties are inherent in estimating quantities of proved reserves, including many factors beyond our control. Reserve engineering is a subjective process of estimating subsurface accumulations of oil that cannot be measured in an exact manner, and the accuracy of any reserves estimate is a function of the quality of available data and its interpretation. As a result, estimates by different engineers often vary, sometimes significantly. In addition, physical factors such as the results of drilling, testing, and production subsequent to the date of an estimate, as well as economic factors such as changes in product prices or development and production expenses, may require revision of such estimates. Accordingly, oil quantities ultimately recovered will vary from reserves estimates.

Neither we nor SCNRG filed any estimates of total proved net oil reserves with, or include such information in reports to any federal authority or agency during the twelve months ended August 31, 2013.

Net Production, Average Sales Price and Average Production and Lifting Costs

The table below sets forth SCNRG's net oil production (net of all overriding royalties for the twelve months ended August 31, 2013 and 2012, the average sales prices, average production costs and direct lifting costs per unit of production.

	Twelve Months Ended August 31, 2013	Twelve Months Ended August 31, 2012
Net production - oil (barrels)	796	827
Average sales price per barrel of oil	$ 94.57	$ 99.48
Average production cost (1) per barrel of oil	$ 94.27	$ 73.32
Average lifting costs (2) per barrel of oil	$ 72.55	$ 51.59

(1) Production costs include all operating expenses, depreciation, depletion and amortization, lease operating expenses and all associated taxes.

(2) Direct lifting costs do not include depreciation, depletion and amortization.

Active Wells, Acreage, Drilling Activity, Present Activity and Delivery Commitments

At August 31, 2013, there were three gross wells (2.0 net wells) that were actively producing oil and one gross well (0.7 net well) injecting water in which SCNRG owned an interest as of August 31, 2013.

At August 31, 2013, SCNRG's acreage was as follows:

Project Name	Developed Acreage		Undeveloped Acreage		Total Acreage	
	Gross	Net	Gross	Net	Gross	Net
Total	7.5	5.0	32.5	21.7	40.0	26.7

Gross wells or acres are the total numbers of wells or acres in which SCNRG owns a working interest. Net wells or acres represent gross wells or acres multiplied by SCNRG's 66.67% working interest.

There were no wells drilled in the twelve months ended August 31, 2013 and 2012.

Currently, there is no activity other than production from existing wellbores.

There are no commitments to provide a fixed and determinable quantity of oil in the near future under existing contracts or agreements. There is however a net profits interest in the property as described below.

Net Profits Interest

There is a terminating Net Profits Interest ("NPI") on the DEEP Lease. The NPI calls for 40% of the net cash flow to be paid each month to the owner of the NPI, with a minimum monthly payment of $2,978 (SCNRG's share is 66.67%), until a specific total has been paid. The discounted present value of the NPI is shown as a liability on SCNRG's financial statements in the amount of approximately $125,000 at August 31, 2013. This payment is not accounted for as a revenue reduction, nor an operating expense or reserve deduction, rather the NPI is accounted for as debt.

Item 3 Legal Proceedings

None.

Item 4 Mine Safety Disclosures

Not applicable.

PART II

Item 5 Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our Common Stock is listed to trade in the over-the-counter securities market through the OTC Markets Group ("OTCQB"), under the symbol "SCGC".

The following table sets forth the quarterly high and low bid prices for our Common Stock during the last two fiscal years, as reported by the OTCQB. The quotations reflect inter-dealer prices, without retail mark-up, markdown or commission, and may not necessarily represent actual transactions.

	Bid Prices ($)	
2013 Fiscal Year	**High**	**Low**
November 30, 2012	0.15	0.12
February 28, 2013	0.10	0.08
May 31, 2013	0.10	0.08
August 31, 2013	0.20	0.09
2012 Fiscal Year		
November 30, 2011	0.15	0.08
February 22, 2012	0.10	0.10
May 31, 2012	0.10	0.10
August 31, 2012	0.10	0.10

On November 19, 2013, the closing price for our Common Stock on the OTCQB was $0.16 per share.

Holders

As of November 19, 2013, we had 75 holders of our Common Stock.

Dividend Policy

The payment by us of dividends, if any, in the future rests within the discretion of our Board of Directors and will depend, among other things, upon our earnings, capital requirements and financial condition, as well as other relevant factors. We do not intend to pay any cash dividends in the foreseeable future, but intend to retain all earnings, if any, for use in our business.

Equity Compensation Plan Information

None.

Recent Sales of Unregistered Securities

None.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

Item 6 Selected Financial Data

Not required for smaller reporting companies.

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

The following discussion should be read in conjunction with the financial statements and the related notes included in this annual report. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ significantly from those projected in the forward-looking statements as a result of many factors, including those discussed elsewhere in this report.

Overview

We are in the oil and gas exploitation business and our goal is to acquire and develop mature leases, interests and other rights to oil and gas producing properties with proven undeveloped potential.

Results of Operations

The following discussion of the financial condition and results of operations should be read in conjunction with the financial statements included herewith. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future.

For the years ended August 31, 2013 and 2012:

We did not generate any revenue during the period from June 12, 2006 (inception) to August 31, 2012. During this development stage, we were primarily focused on corporate organization, becoming an SEC reporting company and the development of our business plan.

On July 18, 2013, we acquired the rights to a 2.5% working interest in the DF#15 well in the Sawtelle Field (the "Well") effective as of June 30, 2013. The Well produces oil and is currently drilled pursuant to the oil and gas lease held by a third party, Breitburn Energy Company LLP. During the year ended August 31, 2013, we generated revenue of $3,932 derived from our 2.5% working interest in the Well.

Our net loss for the year ended August 31, 2013 was $129,969 as compared to a net loss of $64,360 for the year ended August 31, 2012. Our total cash expenses for the 2013 period consisted of $79,305 in general and administrative expenses and $2,380 in direct oil and gas operating costs as compared to $59,227 in general and administrative expenses and $0 oil and gas operating cost in the comparable period of 2012. The largest components of general and administrative expense for the 2013 period were legal and professional fees $61,090, transfer agent fees $12,070 and travel expense $3,790. Other income and expense consisted of a gain on foreign currency in the amount of $518, gain on settlement of debt in the amount of $8,755 and interest expense of $61,489. During the comparable period of 2012, other income and expense was limited to $5,133 of interest expense. The overall increase in other income expense is primarily attributable to interest related to the amortization of discounts originating from accounts payable liabilities re-negotiated as convertible debentures in previous quarters of the current fiscal year.

We incurred a net loss in the amount of $877,302 from our inception on June 12, 2006 until August 31, 2013. This loss consisted of primarily general and administrative expenses in the amount of $817,579 and interest expense of $70,548. General and administrative expense during this period included notes and accrued interest receivable of $432,894 which was written off as bad debt expense.

Operating Activities

During the year ended August 31, 2013, we decreased our cash position by $7,863. During this period we used cash in the amount of $42,863 for operating activities which included a net loss of $129,969, gain on settlement of debt of $8,755, gain on foreign currency translation of $518, amortization of beneficial conversion feature in the amount of $59,000 from a convertible note, an increase in accounts receivable of $1,552 and a decrease in accounts payable and accrued liabilities of $38,931.

During the year ended August 31, 2012, we increased our cash position by $14,484. During this period we used cash in the amount of $25,516 for operating activities, which included a net loss of $64,360, accrued interest on notes payable of $5,133, Common Stock issued for services in the amount of $25,750, and an increase in accounts payable and accrued liabilities of $7,961.

During the period from June 12, 2006 (inception) to August 31, 2013, we used $265,086 of cash for operating activities. This includes an accumulative net loss of $877,302, net loss on settlement of debt $424,139, amortization of beneficial conversion feature of $59,000, accrued interest on notes payable of $9,059, Common Stock issued for services in the amount of $25,750, and an increase in accounts payable and accrued liabilities of $96,338.

Investing Activities

There were no investing activities for the years ended August 31, 2013 and 2012.

For the period from June 12, 2006 (inception) to August 31, 2013, cash used in investing activities totaled $432,894 and included cash advances to third parties in the form of notes receivable which were written off as bad debt expense during the years ended August 31, 2010 and 2011.

Financing Activities

During the years ended August 31, 2013 and 2012, we received proceeds from notes payable in the amounts of $0 and $25,000 and cash from the issuance of Common Stock of $35,000 and $15,000 for total cash provided by financing activities of $35,000 and $40,000, respectively. Non-cash financing activities included $59,000 and $80,000 in notes payable that were converted to Common Stock and $0 and $9,059 in accrued interest waived by stockholders as of August 31, 2013 and 2012, respectively. Additionally, during the year ended August 31, 2013, we issued stock in exchange for oil and gas properties totaling $31,500 and there were notes payable due to related parties that were waived in the amount of $13,966.

From June 12, 2006 (inception) to August 31, 2013, we received proceeds from notes payable in the amount of $618,414, repaid $21,355 to the note holders, and received proceeds from issuance of Common Stock of $109,000 for total cash provided by financing activities of $706,059. During the period from June 12, 2006 (inception) to August 31, 2013, $642,093 of the proceeds from notes payable were converted to Common Stock and the noteholders waived $9,059 in accrued interest.

Liquidity and Financial Condition

As of August 31, 2013 we had cash of $8,079, current liabilities of $28,065 and a working capital deficit of $18,434. During the year ended August 31, 2013, we had a loss of $129,969 and used net cash of $42,863 for operating activities.

To date, we have relied on investor capital to fund our operations having raised $109,000 from the issuance of Common Stock since inception and $618,414 from investors through debt, $21,355 of which was repaid and $642,093 of which was converted to Common Stock leaving a balance due of $0 as of August 31, 2013.

We are in the development stage of our business and have not generated any significant revenues from operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources, possible delays in the implementation of our plan of operations, production and commodity price declines and possible cost overruns due to price and cost increases.

We presently do not have any available credit, financing or other external sources of liquidity. In order to obtain future capital, we may need to sell additional shares of Common Stock or borrow funds from private lenders. We have no assurance that future financings will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop, or expand our operations. Equity financing could result in additional dilution to existing stockholders and any downturn in the U.S. stock and debt markets is likely to make it more difficult to obtain financing through the issuance of equity or debt securities. As a result, there can be no assurance that we will be successful in obtaining additional funding.

Even if we are able to raise the funds required, it is possible that we could incur unexpected costs and expenses, fail to collect significant amounts owed to us, or experience unexpected cash requirements that would force us to seek alternative financing. For these reasons, our auditors stated in their report that they have substantial doubt we will be able to continue as a going concern.

Business Plan and Funding Needs

There is limited historical financial information about us upon which to base an evaluation of our performance. We are in the development stage of our business and have generated minimal revenues from operations. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources, possible delays in the implementation of our plan of operations, production and commodity price declines and possible cost overruns due to price and cost increases in services.

We have no assurance that future financings will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop, or expand our operations. Equity financing could result in additional dilution to existing stockholders.

For these reasons, our auditors stated in their report that they have substantial doubt we will be able to continue as a going concern.

Going Concern

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As of August 31, 2013, we had total current assets of $9,631 and a working capital deficit in the amount of $18,434. We incurred a net loss of $129,969 during the year ended August 31, 2013 and an accumulated net loss of $877,302 since inception. We have not earned any significant revenues since inception and our cash resources are insufficient to meet our planned business objectives.

These conditions raise substantial doubt about our ability to continue as a going concern. These financial statements do not include adjustments relating to the recoverability and classification of reported asset amounts or the amount and classification of liabilities that might be necessary should we be unable to continue as a going concern. Our continuation as a going concern is dependent upon our ability to obtain additional financing or sale of our Common Stock as may be required and ultimately to attain profitability.

Management's plan in this regard, is to raise capital through a combination of equity and debt financing sufficient to finance the continuing operations for the next twelve months. However, there can be no assurance that we will be successful in raising such financing.

Critical Accounting Policies

Financial Reporting Release No. 60, published by the SEC, recommends that all companies include a discussion of critical accounting policies used in the preparation of their financial statements. While all these significant accounting policies impact our financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates.

We believe that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause a material effect on our results of operations, financial position or liquidity for the periods presented in this report.

The accounting policies identified as critical are as follows:

Exploration Stage Company

Our financial statements are presented as a company in the exploration stage of business. Activities during the exploration stage primarily include implementation of the business plan and obtaining debt and/or equity related financing.

Recently Issued Accounting Pronouncements

There are no recent accounting pronouncements that are expected to have a material effect on our financial statements.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Item 7A Quantitative and Qualitative Disclosures About Market Risk

Not required for smaller reporting companies.

Item 8 Financial Statements and Supplementary Data

L.L. Bradford
Certified Public Accountants & Consultants

To the Board of Directors and Stockholders of
Sara Creek Gold Corp.

We have audited the accompanying balance sheets of Sara Creek Gold Corp. as of August 31, 2013 and 2012 and the related statements of operations, stockholders' deficit, and cash flows for the years ended August 31, 2013 and 2012 and for the period from June 12, 2006 (inception) to August 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Sara Creek Gold Corp. as of August 31, 2013 and 2012 and the results of its operations, stockholders' deficit, and cash flows for years ended August 31, 2013 and 2012 and for the period from June 12, 2006 (inception) to August 31, 2013 in conformity accounting principles generally accepted in the United States of America.

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

/s/ L.L. Bradford &Company, LLC
Las Vegas, Nevada
November 27, 2013

SARA CREEK GOLD CORP.
(AN EXPLORATION STAGE COMPANY)
BALANCE SHEETS

	August 31, 2013	August 31, 2012
ASSETS		
Current assets		
Cash	$ 8,079	$ 15,942
Accounts receivable	1,552	-
Total current assets	9,631	15,942
Deposit	5,000	-
Oil and gas properties, proven	26,500	-
Total other assets	31,500	-
Total assets	$ 41,131	$ 15,942
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	$ 13,065	$ 57,407
Accounts payable - related party	15,000	-
Notes payable - related party	-	13,966
Total current liabilities	28,065	71,373
Total liabilities	28,065	71,373
Stockholders' deficit		
Common stock; $0.001 par value; 750,000,000 shares authorized, 11,961,985 and 9,281,985 shares issued and outstanding, respectively	11,962	9,282
Common stock payable	2,000	300
Additional paid in capital	876,406	682,320
Deficit accumulated during the development stage	(877,302)	(747,333)
Total stockholders' deficit	13,066	(55,431)
Total liabilities and stockholders' deficit	$ 41,131	$ 15,942

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

SARA CREEK GOLD CORP.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF OPERATIONS

	For the Years Ended August 31, 2013	For the Years Ended August 31, 2012	From June 12, 2006 (Inception) to August 31, 2013
Revenue			
Oil and gas activities	$ 3,932	$ -	$ 3,932
Operating expenses			
Direct oil & gas costs	2,380	-	2,380
General and administrative	79,305	59,227	817,579
Total operating expenses	81,685	59,227	819,959
Loss from operations	(77,753)	(59,227)	(816,027)
Other expense			
Gain on foreign currency translation	518	-	518
Gain on settlement of debt	8,755	-	8,755
Interest expense	(61,489)	(5,133)	(70,548)
Total other expense	(52,216)	(5,133)	(61,275)
Loss from operations before income taxes	(129,969)	(64,360)	(877,302)
Provision for income taxes	-	-	-
Net loss	$ (129,969)	$ (64,360)	$ (877,302)
Net loss per common share - basic and diluted	$ (0.01)	$ (0.01)	
Weighted average common shares outstanding - basic and diluted	10,907,958	5,187,077	

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

SARA CREEK GOLD CORP.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF STOCKHOLDERS' (DEFICIT)

	Common Stock		Common Stock Payable		Stock			Total
	Shares	Amount	Shares	Amount	Subscription Receivable	Additional Paid-in Capital	Accumulated Deficit	Stockholders' Deficit
Balance, June 12, 2006 (Inception)	-	$ -	-	$ -	$ -	$ -	$ -	$ -
Issuance of stock at $0.001 per share	1,000,000	1,000	-	-	(10,000)	9,000	-	-
Net loss	-	-	-	-	-	-	(1,230)	(1,230)
Balance, August 31, 2006	1,000,000	1,000	-	-	(10,000)	9,000	(1,230)	(1,230)
Receipt of stock subscription receivable	-	-	-	-	10,000	-	-	10,000
Net loss	-	-	-	-	-	-	(5,855)	(5,855)
Balance, August 31, 2007	1,000,000	1,000	-	-	-	9,000	(7,085)	2,915
Issuance of common stock in exchange for cash at $0.10 per share	490,000	490	-	-	-	48,510	-	49,000
Net loss	-	-	-	-	-	-	(58,567)	(58,567)
Balance, August 31, 2008	1,490,000	1,490	-	-	-	57,510	(65,652)	(6,652)
Net loss	-	-	-	-	-	-	(30,806)	(30,806)
Balance, August 31, 2009	1,490,000	1,490	-	-	-	57,510	(96,458)	(37,458)
Net loss	-	-	-	-	-	-	-	-
Balance, August 31, 2010	1,490,000	1,490	-	-	-	57,510	(610,179)	(551,179)
Issuance of common stock in exchange for debt at $0.30 per share	1,676,977	1,677	-	-	-	501,416	-	503,093
Net loss	-	-	-	-	-	-	(72,794)	(72,794)
Balance, August 31, 2011	3,166,977	3,167	-	-	-	558,926	(682,973)	(120,880)
Adjustment for rounding differences	8	-	-	-	-	-	-	-
Issuance of common stock in exchange for debt at $0.01 per share	5,000,000	5,000	-	-	-	45,000	-	50,000
Issuance of common stock in exchange for debt at $0.05 per share	600,000	600	-	-	-	29,400	-	30,000

Accrued interest waived by stockholders	-	-	-	-	-	9,059	-	9,059
Issuance of common stock in exchange for services rendered at $0.05 per share	515,000	515	-	-	-	25,235	-	25,750
Issuance of common stock in exchange for cash at $0.05 per share	-	-	300,000	300	-	14,700	-	15,000
Net loss	-	-	-	-	-	-	(64,360)	(64,360)
Balance, August 31, 2012	9,281,985	9,282	300,000	300	-	682,320	(747,333)	(55,431)
Issuance of common stock in exchange for cash at $0.05 per share	1,000,000	1,000	(300,000)	(300)	-	34,300	-	35,000
Beneficial conversion feature	-	-	-	-	-	59,000	-	59,000
Issuance of common stock in exchange for oil & gas properties at $0.013 per share	500,000	500	2,000,000	2,000	-	29,000	-	31,500
Issuance of common stock in exchange for conversion of debt at $0.05 per share	1,180,000	1,180	-	-	-	57,820	-	59,000
Notes payable - related party waived by stockholders	-	-	-	-	-	13,966	-	13,966
Net loss	-	-	-	-	-	-	(129,969)	(129,969)
Balance, August 31, 2013	11,961,985	$ 11,962	2,000,000	$ 2,000	$ -	$ 876,406	$ (877,302)	$ 13,066

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

SARA CREEK GOLD CORP.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF CASH FLOWS

	For the Years Ended August 31, 2013	For the Years Ended August 31, 2012	From June 12, 2006 (Inception) to August 31, 2013
Cash flows from operating activities:			
Net loss	$ (129,969)	$ (64,360)	$ (877,302)
Adjustments to reconcile net loss to net cash used in operating activities:			
(Gain) loss on settlement of debt	(8,755)	-	424,139
Gain on foreign currency translation	(518)	-	(518)
Amortization of beneficial conversion feature	59,000	-	59,000
Accrued interest on notes payable	-	5,133	9,059
Issuance of common stock for services	-	25,750	25,750
Changes in operating assets and liabilities:			
Accounts receivable	(1,552)	-	(1,552)
Accounts payable	23,931	7,961	81,338
Accounts payable - related party	15,000	-	15,000
Net cash used by operating activities	(42,863)	(25,516)	(265,086)
Cash flows from investing activities:			
Notes receivable, net	-	-	(432,894)
Net cash used in investing activities	-	-	(432,894)
Cash flows from financing activities:			
Proceeds from notes payable	-	25,000	618,414
Repayment of notes payable	-	-	(21,355)
Issuance of common stock for cash	35,000	15,000	109,000
Net cash provided by financing activities	35,000	40,000	706,059
Net change in cash	(7,863)	14,484	8,079
Cash, beginning of period	15,942	1,458	-
Cash, end of period	$ 8,079	$ 15,942	$ 8,079
Supplemental disclosure of cash flow information:			
Interest paid	$ -	$ -	$ -
Taxes paid	$ -	$ -	$ -
Supplemental disclosure of non-cash financing activities			
Stock issued in exchange for debt	$ 59,000	$ 80,000	$ 642,093
Stock issued in exchange for oil & gas properties	$ 31,500	$ -	$ 31,500
Notes payable - related party waived by stockholders	$ 13,966	$ -	$ 13,966
Accrued interest waived by stockholders	$ -	$ 9,059	$ 9,059

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

SARA CREEK GOLD CORP.
(AN EXPLORATION STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
AUGUST 31, 2013 AND 2012

1. DESCRIPTION OF BUSINESS

Sara Creek Gold Corp. ("the Company") was incorporated under the laws of the State of Nevada on June 12, 2006, under the name of Uventus Technologies Corp. On September 23, 2009, the Company merged with its wholly owned subsidiary and changed its name to Sara Creek Gold Corp. to better reflect its then business plan which is the acquisition, exploration, and development of gold and other mineral resource properties. In mid-2013, the Company shifted its focus to oil and gas acquisition and development.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Year-End - The Company has selected August 31 as its year end.

Exploration Stage Company - The Company's financial statements are presented as a company in the exploration stage of business. Activities during the exploration stage primarily include implementation of the business plan and obtaining debt and/or equity related financing.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles 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 as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash - Cash and cash equivalents consist primarily of cash on deposit, certificates of deposit, money market accounts, and investment grade commercial paper that are readily convertible into cash and purchased with original maturities of three months or less.

The Company maintains cash balances at an institution that is insured by the Federal Deposit Insurance Corporation. As of August 31, 2013 and 2012 no amounts were in excess of the federally insured program, respectively.

Revenue Recognition Policy - The Company will recognize revenue once all of the following criteria for revenue recognition have been met: pervasive evidence that an agreement exists; the product or service has been rendered; the fee is fixed and determinable based on the completion of stated terms and conditions; and collection of the amount due is reasonably assured. The Company did not realize any revenues from June 12, 2006 (inception) through August 31, 2012. During the year ended August 31, 2013, the Company recognized $3,932 in revenue from oil & gas properties.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Exploration and Development Costs - In general, exploration costs are expensed as incurred. When the Company has determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, the costs incurred to develop such property are capitalized. Costs incurred to maintain current production or to maintain assets on a standby basis are charged to operations. Costs of abandoned projects are charged to operations upon abandonment. During the years ended August 31, 2013 and 2012 the Company recorded exploration costs of $0 and $0, respectively.

Income Taxes - Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carry forward period under the Federal tax laws.

Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimate.

Fair Value of Financial Instruments - The Company discloses, when reasonably attainable, the fair market values of its assets and liabilities which are deemed to be financial instruments. As of August 31, 2013 and 2012 the carrying amounts and estimated fair values of the Company's financial instruments approximate their fair value due to the short-term nature of such financial instruments, respectively.

Dividends - The payment of dividends by the Company in the future will be at the discretion of the Board of Directors and will depend on our earnings, capital requirements and financial condition, as well as other relevant factors.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Earnings (Loss) per Share - Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during each period. Diluted earnings (loss) per share is computed by dividing net income (loss), adjusted for changes in income or loss that resulted from the assumed conversion of convertible shares, by the weighted average number of shares of common stock, common stock equivalents and potentially dilutive securities outstanding during the period.

The computation of basic and diluted loss per share for the periods presented is equivalent since the Company had continuing losses. The Company had no common stock equivalents as of August 31, 2013 and 2012, respectively.

Risks and Uncertainties - The Company's operations and future are dependent in a large part on its ability to locate economically developable deposits of precious metals. The Company's inability to locate and extract precious metals may have a material adverse effect on its financial condition, results of operations and cash flows.

New Accounting Pronouncements - There are no recent accounting pronouncements that are expected to have a material effect on the Company's financial statements.

3. GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As of August 31, 2013, the Company had total current assets of $9,631 and a working capital deficit in the amount of $18,434. The Company incurred a net loss of $129,969 during the year ended August 31, 2013 and an accumulated net loss of $877,302 since inception. The Company has not earned any significant revenues since inception and its cash resources are insufficient to meet its planned business objectives.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include adjustments relating to the recoverability and classification of reported asset amounts or the amount and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to obtain additional financing or sale of its common stock as may be required and ultimately to attain profitability.

Management's plan in this regard, is to raise capital through a combination of equity and debt financing sufficient to finance the continuing operations for the next twelve months. However, there can be no assurance that the Company will be successful in raising such financing. As an alternative, the Company may be amenable to a sale, merger, or other acquisition in the event such transaction is deemed by management to be in the best interests of the shareholders.

4. OIL AND GAS PROPERTIES

On July 18, 2013, the Company acquired a 2% working interest in a well located in California in exchange for 2,500,000 shares of common stock. The Company issued 500,000 shares of common stock on July 30, 2013 and the remaining 2,000,000 shares of common stock will be issued in January 2014. The Company valued the shares at $31,500 which includes a $5,000 deposit with owner of the well to cover the Company's share of operating expenses. The fair value was determined by the present value of estimated future cash flows from the well.

5. NOTES PAYABLE

In 2006, the Company received various advances from a shareholder totaling $13,966 for operating expenses. The advances do not bear interest and are payable on demand. During the year ended May 31, 2013, the Company recorded the entire balance to additional paid in capital since the legal statute of limitations were reached an no communication was received from the shareholder. As of August 31, 2013 and 2012, the balance outstanding remains at $0 and $13,966, respectively.

On November 18, 2010 the Company entered into an unsecured promissory note in the amount of $50,000. The note bears interest of 10% per annum and was due on December 31, 2011. On April 19, 2012, the outstanding principle of $50,000 was exchanged for 5,000,000 shares of common stock at $0.01 per share. Upon conversion, the note holder elected to waive accrued interest totaling $7,096 which is presented as a contribution on the statement of stockholders' deficit. As of August 31, 2012 and 2011, the balance together with accrued interest totaled $0 and $53,918, respectively.

On August 25, 2011 the Company entered into an unsecured promissory note in the amount of $5,000. The note bears interest of 10% per annum and is due on August 24, 2012. On May 22, 2012, the outstanding principle of $5,000 was exchanged for 100,000 shares of common stock at $0.05 per share. Upon conversion, the note holder elected to waive accrued interest totaling $371 which is presented as a contribution on the statement of stockholders' deficit. As of August 31, 2012 and 2011, the balance together with accrued interest totaled $0 and $5,008, respectively.

On September 20, 2011 the Company entered into two unsecured promissory notes for a total amount of $10,000. The notes bear interest of 10% per annum and are due on September 19, 2012. On May 22, 2012, the outstanding principle of $10,000 was exchanged for 200,000 shares of common stock at $0.05 per share. Upon conversion, the note holder elected to waive accrued interest totaling $671 which is presented as a contribution on the statement of stockholders' deficit. As of August 31, 2012 and 2011, the balance together with accrued interest totaled $0.

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5. NOTES PAYABLE (CONTINUED)

On October 11, 2011 the Company entered into an unsecured promissory note in the amount of $15,000. The note bears interest of 10% per annum and is due on October 10, 2012. On May 22, 2012, the outstanding principle of $15,000 was exchanged for 300,000 shares of common stock at $0.05 per share. Upon conversion, the note holder elected to waive accrued interest totaling $921 which is presented as a contribution on the statement of stockholders' deficit. As of August 31, 2012 and 2011, the balance together with accrued interest totaled $0.

On February 19, 2013, the Company issued a Convertible Note Purchase Agreement to Lindsey Capital Corp. in the amount of $59,000. Pursuant to the note agreement, Lindsey Capital Corp. purchased certain outstanding liabilities of the Company in exchange for the aforementioned note. The note is convertible into common stock at a price of $0.05 per share, accrues interest at an annual rate of 10% and matures on February 19, 2015. As a result of the benefit attributable to the conversion feature, the Company recorded a discount on the note in the amount of $59,000 which will be amortized to interest expense over the two year term of the note. As of August 31, 2013, the Company has recognized $59,000 in connection with the discount.

During the year ended August 31, 2013, Lindsey Capital Corp. elected to convert the entire principal amount into 1,180,000 shares of common stock of the Company and forgave the accrued interest payable of $2,489.

6. INCOME TAX

The Company had net operating loss carry forwards for income tax reporting purposes of $876,677 and $746,708 as of August 31, 2013 and 2012, respectively. These carry forwards may be used to offset against future taxable income and begin to expire in the year 2026. Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs or a change in the nature of the business. Therefore, the amount available to offset future taxable income may be limited.

No tax benefit has been reported in the financial statements for the realization of loss carry forwards, as the Company believes there is high probability that the carry forwards will not be utilized in the foreseeable future. Accordingly, the potential tax benefits of the loss carry forwards are offset by a valuation allowance of the same amount.

6. INCOME TAX (CONTINUED)

Significant components of the Company's deferred tax liabilities and assets as of August 31, 2013 and 2012 are as follows:

	August 31, 2013	August 31, 2012
Deferred tax asset:		
Net operating loss	$ 877,302	$ 747,333
Less: non-deductable expenses	(625)	(625)
	876,677	746,708
Income tax rate	35%	35%
	306,837	261,348
Less valuation allowance	(306,837)	(261,348)
Deferred tax asset	$ -	$ -

Through August 31, 2013, a valuation allowance has been recorded to offset the deferred tax assets, including those related to the net operating losses.

7. STOCKHOLDERS' EQUITY (DEFICIT)

On September 23, 2009, the Company affected a 15 for 1 forward stock split of its authorized, issued, and outstanding common stock.

On February 8, 2011, the Company affected a 30 for 1 reverse stock split of its authorized, issued, and outstanding common stock.

The accompanying financial statements have been adjusted to reflect the forward and reverse stock splits, retroactively.

Year Ended August 31, 2006

The Company issued 1,000,000 shares of its par value common stock to various directors at $0.001 per share for a subscription receivable of $10,000, which was received in 2007.

7. STOCKHOLDERS' EQUITY (DEFICIT) (CONTINUED)

Year Ended August 31, 2008

The Company issued 490,000 shares of its par value common stock pursuant to a private placement at $0.10 per share for gross proceeds in the amount of $49,000.

Year Ended August 31, 2011

The Company issued 1,676,977 shares of its par value common stock in exchange for outstanding debt in the amount of $503,093 at $0.30 per share.

Year Ended August 31, 2012

The Company issued 5,000,000 shares of its par value common stock in exchange for outstanding debt in the amount of $50,000 at $0.01 per share.

The Company issued 600,000 shares of its par value common stock in exchange for outstanding debt in the amount of $30,000 at $0.05 per share.

Upon conversion of $80,000 in debt, the note holders elected to waive accrued interest totaling $9,059 which is presented as a contribution on the statement of stockholders' deficit. See also Note 5 regarding notes payable.

The Company issued 515,000 shares of its par value common stock in exchange for services rendered in the amount of $25,750 at $0.05 per share.

The Company received gross proceeds in the amount of $15,000 for 300,000 shares of its par value common stock at $0.05 per share. As of August 31, 2012, the shares had not been issued and are recorded as common stock payable.

Year ended August 31, 2013

The Company issued 700,000 shares of its par value common stock in exchange for cash at $0.05 per share for gross proceeds in the amount of $35,000. In addition, the Company issued 300,000 shares which had been recorded to common stock payable as of August 31, 2012.

The Company recorded $59,000 related to the debt discount on the convertible notes payable with Lindsey Capital Corp.

The Company issued 500,000 shares of its par value common stock in exchange for oil and gas properties at $0.013 per share for total value in the amount of $31,500.

7. STOCKHOLDERS' EQUITY (DEFICIT) (CONTINUED)

Year ended August 31, 2013(Continued)

The Company issued 1,180,000 shares of its par value common stock in exchange for conversion of debt at $0.05 per share for total principal amount of $59,000.

The Company recorded $13,966 to additional paid in capital related to the settlement of debt with a related party.

8. LEGAL PROCEEDINGS

On November 10, 2011, a claim in the amount of $14,452 was filed against the Company for past due legal services rendered. Management of the Company believes that the claim is without merit and intends to contest the claim vigorously.

9. SUBSEQUENT EVENTS

On September 18, 2013, the Company entered into an Agreement and Plan of Reorganization (the "Agreement") with SCNRG LLC, a California limited liability company ("SCNRG") and its members Darren Katic, an individual, Manhattan Holdings, LLC, a Delaware limited liability company, and Gerald Tywoniuk, an individual, pursuant to which the Company agreed to acquire all of the issued and outstanding membership interests of SCNRG. SCNRG shall become a subsidiary of the Company after closing of the acquisition. SCNRG owns a two-thirds interest in an oil producing property known as the DEEP Lease.

The Agreement provides that the Company shall issue an aggregate consideration of 14,000,000 shares of Company common stock to the members of SCNRG. The consummation of the acquisition is subject to the completion of certain closing conditions set forth in the Agreement and is expected to close during the first quarter of fiscal year ended August 31, 2014.

On October 15, 2013, the Company entered into an Option Agreement (the "Agreement") with Darren Katic and Charles Moore (collectively the "Sellers") whereby the Company obtained the option ("Option") to acquire all of the membership interests in Hawker Energy, LLC, a California limited liability company ("Hawker"). On November 20, 2013, the Company amended and restated the Agreement with Sellers to (a) extend the term of the option, (b) revise the option consideration payable upon consummation of certain transactions described in the Agreement and (c) provide for additional option consideration in the event of the consummation of certain transactions not previously contemplated by the parties.

Pursuant to the Agreement, as amended, the Option is exercisable until March 15, 2014 for a purchase price of 3,000,000 shares of the Company's Common Stock, subject to increase as provided below. The Option to acquire Hawker, if exercised, is subject to the completion of certain closing conditions set forth in the Agreement.

9. SUBSEQUENT EVENTS (CONTINUED)

After the Company exercises the Option to acquire Hawker, the Agreement also provides that Sellers may be entitled to an additional 33,000,000 shares of the Company's Common Stock upon the consummation of certain potential follow-on transactions as follows:

(a) 2,000,000 shares of the Company's Common Stock shall be issued upon the Company's or Hawker's acquisition of California Oil Independents ~~(or certain~~ or its oil and gas interests ~~held by it~~ being the "Doud" leases, comprised of approximately 340 acres, 20 wells and two tank batteries, located in the Monroe Swell Field, ~~Monterey~~near Greenfield, California~~)~~;

(b) 2,000,000 shares of the Company's Common Stock shall be issued upon the Company's or Hawker's acquisition of a participation in South Coast Oil – Huntington Beach ~~(or the~~ CA oil and gas interests ~~held by it)~~comprised of approximately 340 acres, and 20 wells (of which 9 are active) and 4 tank batteries, and known as the "Town Lot";

(c) 5,000,000 shares of the Company's Common Stock shall be issued upon the Company's or Hawker's acquisition of all of the ~~Midway-Sunset Lease~~ oil and gas ~~interests~~ leases held by Christian Hall (or affiliates) in the Midway-Sunset field located between the towns of Taft and McKittrick in Kern County, CA;

(d) 10,000,000 shares of the Company's Common Stock shall be issued upon the Company's or Hawker's acquisition of TEG Oil & Gas, Inc. (or certain oil and gas interests held by it~~-~~, being all leases located in the Tapia Field, Los Angeles County, California);

(e) 7,000,000 shares of the Company's Common Stock shall be issued upon the conveyance to the Company or Hawker of certain assets and rights regarding PRC 145.1 Lease held by Rincon Island Limited Partnership or settlement in lieu of such conveyance (see description of PRC 145.1 litigation under Part I, Item 1 of this Form 10-K); and

(f) 7,000,000 shares of the Company's Common Stock shall be issued upon the conveyance to the Company or Hawker of certain mineral rights regarding PRC 427 Lease held by ExxonMobil, a lease that is adjacent to PRC 145.1 Lease above.

The potential follow-on transactions described above are dependent on a number of variables that are not within the Company's control and, as a result, ~~we~~ (i) the Company cannot state with a reasonable degree of certainty that any of the transactions will occur and, (ii) none of the transactions were deemed by the Company to be reasonably possible as of November 27, 2013 (the date the Initial Form 10-K was filed with the SEC). Each of the potential follow-on transactions described above, if consummated, would constitute a transaction separate and independent from the Company's acquisition of Hawker pursuant to the Option. Any shares of the Company's Common Stock that may be issued upon the consummation of any of the potential follow-on transactions will constitute expensed costs ~~of completing~~ incurred concurrently with consummation of the applicable follow-on transaction (as opposed to incremental consideration for our acquisition of Hawker).

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

None.

Item 9A Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures that is designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended ("Exchange Act"), is recorded, processed, summarized and reported, within the time specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

As required by Rule 13a-15 under the Exchange Act, as of the end of the period covered by this report, we have carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures. Under the direction of our Chief Executive and Financial Officer, we evaluated our disclosure controls and procedures and internal control over financial reporting and concluded that our disclosure controls and procedures were not effective as of August 31, 2013.

Management identified the following material weaknesses:

1. Lack of an audit committee of our Board of Directors.
2. Inadequate number of accounting and finance personnel or consultants sufficiently trained to address some of the complex accounting and financial reporting matters that arise from time-to-time.
3. Lack of control procedures and documentation thereof.
4. Lack of segregation of duties.

We are in the process of developing a remediation plan for the foregoing material weaknesses.

Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation and fair presentation of our financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As of August 31, 2013, our Chief Executive Officer assessed the effectiveness of our internal control over financial reporting. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework. Based on that evaluation, our management concluded that, as of August 31, 2013, our internal control over financial reporting was not effective as discussed above.

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

Changes in Internal Control over Financial Reporting

During the fourth quarter of the year ended August 31, 2013, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B Other Information

On November 20, 2013, we entered into an Amended and Restated Option Agreement (“Amended Option”) with Darren Katic and Charles Moore (collectively the “Sellers”) whereby we amended the terms of the previously disclosed Option Agreement dated October 15, 2013 (“Original Option”) between the parties. The Original Option set forth the terms and conditions for the option to purchase Hawker LLC and potential follow-on related transactions. The Amended Option: (a) extends the term of the Original Option, (b) revises the option consideration payable upon consummation of certain transactions described in the Original Option, and (c) provides for additional option consideration in the event of the consummation of certain transactions not previously contemplated by the parties. A copy of the Amended Option is attached hereto as Exhibit 10.

PART III

Item 10 Directors, Executive Officers and Corporate Governance

As of November 19, 2013, below is the name and certain information regarding our executive officers and directors.

Name	Age	Position
Darren Katic	40	Chief Executive Officer, Chief Financial Officer, President and Director
Kristian Andresen	41	Secretary and Director

The biography of our officers and directors are listed below and contains information regarding the person’s service as a director, business experience, public company director positions currently held or held at any time during the last five years, information regarding involvement in certain legal or administrative proceedings, if applicable, and the experiences, qualifications, attributes or skills that caused the Board to determine that the person should serve as a director in light of our business and structure.

Darren Katic. Mr. Katic has been our Chief Executive Officer, Chief Financial Officer, President and Director from October 25, 2013. Mr. Katic has spent his career as an oil professional focusing on finance and business development. Since 2009, Mr. Katic has built two development-stage private oil companies in California, SCNRG and Hawker, and serves as managing member for both. From 2005 to 2009, Mr. Katic served as President and a director of the oil and gas exploration and development company Pacific Energy Resources Ltd. (formerly TSX: PFE). In 1999, Mr. Katic founded PetroCal Incorporated, an independent oil and gas company based in Southern California, where he served as the company’s President until its 2005 merger into Pacific Energy Resources Ltd. From 1997 to 1999, Mr. Katic was employed by Nations Energy Group, where he worked in Kazakhstan for 18 months on the completion of the company’s privatization of a state-owned oil company. Mr. Katic graduated from the University of Southern California in 1996 with a Bachelor of Science in Accounting.

Kristian Andresen. Mr. Andresen has been our Secretary and Director since July 18, 2011. From that date to October 25, 2013, Mr. Andresen was our CEO, CFO and President. Prior to joining us, Mr. Andresen was an officer and director of Respect Your Universe, Inc. from 2008 to 2012. Mr. Andresen currently serves as officer and director of Sanborn Resources Ltd, an SEC reporting company.

Board of Director Committees

Currently our Board of Directors does not have an audit, compensation or nomination committee due to our small size. Our Board as a whole fulfills these functions.

Term of Office

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

Director Qualifications

The Board has considered the qualifications of our two directors and determined that they are qualified to serve due to the following.

Mr. Katic: experience as an executive in the oil and gas industry and as an executive and director of a publicly traded company.
Mr. Andresen: experience as an executive and director of publicly traded companies and in corporate governance compliance.

Involvement in Certain Legal Proceedings

Mr. Katic was an executive officer and director of Pacific Energy Resources, Ltd. at the time that it filed for bankruptcy in March 2009 pursuant to Chapter 11 of the United States Bankruptcy Code.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our officers and directors and persons who own more than 10% of our common stock to file reports of ownership on Form 3 and changes in ownership on Form 4 or 5 with the SEC. Such officers, directors, and 10% stockholders are also required by SEC rules to furnish us with copies of all Section 16(a) reports they file.

We believe that Kristian Andresen, our sole officer and director as of August 31, 2013, did not comply with his Section 16(a) filing obligations during the year ended August 31, 2013, as he has not filed a Form 3 to report initial equity ownership.

Item 11 Executive Compensation

We did not pay our officers or executives any compensation for the fiscal years ended August 31, 2013 and 2012.

Equity Compensation Plans

None.

Employment Agreements

None.

Director Compensation

None.

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

The following table sets forth certain information regarding beneficial ownership of our Common Stock as of November 19, 2013 based on 25,961,983 shares of Common Stock issued and outstanding.

- By each person who is known by us to beneficially own more than 5% of our Common Stock;
- By each of our officers and directors; and
- By all of our officers and directors as a group.

Name and address of beneficial owner	Amount of beneficial ownership (1)	Percent of class
Darren Katic 326 S. Pacific Coast Highway, Suite 102 Redondo Beach, CA 90277	6,000,000	23.1%
Manhattan Holdings, LLC 1800 Washington Blvd Suite 140 Baltimore, MD 21230	6,000,000	23.1%
Ryan Bateman c/o B&C Capital Ltd 19 Fort Street P.O. Box 822 Grand Cayman KY1-1103	2,500,000 (2)	8.9%
Gerald Tywoniuk 326 S. Pacific Coast Highway, Suite 102 Redondo Beach, CA 90277	2,000,000	7.7%
Kristian Andresen 10 Market St #328 Camana Bay, GC, Cayman Islands, KY1-9006	822,288 (3)	3.2%
All Officers and Directors (2 persons)	**6,822,288 (3)**	**26.3%**

(1) As used in this table, "beneficial ownership" means the sole or shared power to vote, or to direct the voting of, a security, or the sole or shared investment power with respect to a security (i.e., the power to dispose of, or to direct the disposition of, a security). In addition, for purposes of this table, a person is deemed, as of any date, to have "beneficial ownership" of any security that such person has the right to acquire within 60 days after such date.

(2) Includes 2,000,000 shares issuable on January 1, 2014.

(3) Includes 222,228 shares of our Common Stock owned by Smed Capital Corp., an entity for which Mr. Andresen is the control person.

Other than the stockholders listed above, we know of no other person or entity that is the beneficial owner of more than five percent (5%) of our Common Stock.

Item 13 Certain Relationships and Related Transactions, and Director Independence

For the years ended August 31, 2012 and 2013, there were no related transactions.

Subsequent to August 31, 2013, as discussed above in Part I, Item 1 and Part II, Item 9B:

On October 15, 2013 we entered into an option agreement whereby we obtained the option to acquire all of the membership interests in Hawker. One of the parties in the transaction was our now director and officer Darren Katic in his capacity as part-owner of Hawker. On November 20, 2013, the option was amended to (a) extend the term of the option, (b) revise the option consideration payable upon consummation of certain transactions described in the option agreement and (c) provide for additional option consideration in the event of the consummation of certain transactions not previously contemplated by the parties. One of the parties in the transaction was our director and officer Darren Katic as part-owner of Hawker.

Neither of our two directors is independent due to their respective positions as our executive officers.

Item 14 Principal Accounting Fees and Services

The fees billed for professional services rendered by our principal accountant are as follows:

Fiscal Year	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
2012	$21,000	-	-	-
2013	$20,000	-	-	-

Pre-Approval Policies and Procedures

The board of directors must pre-approve any use of our independent accountants for any non-audit services. All services of our auditors are approved by our whole board and are subject to review by our whole board.

PART IV

Item 15 Exhibits, Financial Statement Schedules

Number	Exhibit
10.1	Amended and Restated Option Agreement dated November 20, 2013.(1)
10.2	Option Agreement dated October 15, 2013.(2)
10.3	Agreement and Plan of Reorganization dated September 18, 2013.(3)
10.4	Assignment of Working Interest dated July 18, 2013.(4)
21	Subsidiaries
23	Consent of Chapman Petroleum Engineering Ltd.
31	Rule 13a-14(a) Certification of Chief Executive and Chief Financial Officer
32	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of Chief Executive and Chief Financial Officer
99.1	Reserve Report of Chapman Petroleum Engineering Ltd.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document

(1) Incorporated by reference to Exhibit 10.1 of the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2013 filed on November 27, 2013.
(2) Incorporated by reference to Exhibit 10 of the Company's Current Report on Form 8-K dated October 21,

2013.

(3) Incorporated by reference to Exhibit 10 of the Company's Current Report on Form 8-K dated September 23, 2013.

(4) Incorporated by reference to Exhibit 10 of the Company's Current Report on Form 8-K dated July 22, 2013.

* Pursuant to applicable securities laws and regulations, we are deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and are not subject to liability under any anti-fraud provisions of the federal securities laws as long as we have made a good faith attempt to comply with the submission requirements and promptly amend the interactive data files after becoming aware that the interactive data files fail to comply with the submission requirements. Users of this data are advised that, pursuant to Rule 406T, these interactive data files are deemed not filed and otherwise are not subject to liability.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

	Sara Creek Gold Corp.
Date: [●], 2014	/s/ Darren Katic
	Darren Katic Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Darren Katic
Darren Katic
Chief Executive Officer, Chief Financial Officer, President and Director
(Principal Executive Officer, Principal Financial and Accounting Officer)
[●], 2014

/s/ Kristian Andresen
Kristian Andresen
Director
[●], 2014

Exhibit 21

Subsidiaries

SCNRG, LLC, a California limited liability company

Exhibit 23.1

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

We hereby consent to the references to our firm in this Annual Report on Form 10-K (including any amendments thereto) filed by Sara Creek Gold Corp. to our estimates of reserves and value of reserves and our reports on reserves as of September 1, 2013 for the D.E.E.P. Property, Midway-Sunset Field prepared for SCNRG, LLC. We also consent to the inclusion of our reports dated September 1, 2013 as an exhibit included in such Annual Report.

Chapman Petroleum Engineering Ltd.

____

C.W. Chapman, P. Eng.
President

445, 708 11th Avenue S.W., Calgary, Alberta
[___________], 2014

Exhibit 31

CERTIFICATION

I, Darren Katic, certify that:

1. I have reviewed this annual report on Form 10-K of Sara Creek Gold Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. As the registrant's sole certifying officer, I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. As the registrant's sole certifying officer, I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: [●], 2014

/s/ Darren Katic

Darren Katic
Chief Executive Officer and Chief Financial Officer

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Sara Creek Gold Corp. (the "Company") on Form 10-K for the year ended August 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Darren Katic, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: [●], 2014

/s/ Darren Katic

Darren Katic
Chief Executive Officer and Chief Financial Officer

Exhibit 99.1

ANNEX B
to EDGAR Correspondence
filed June 6, 2014

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

FORM 10-Q/A
(Amendment No. 1)

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

For the quarterly period ended November 30, 2013

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

For the transition period from _______ to _______

Commission File No. **000-52892**

Sara Creek Gold Corp.
(Exact name of registrant as specified in its charter)

Nevada	**98-0511130**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
326 S. Pacific Coast Highway, Suite 102 **Redondo Beach CA**	**90277**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(310) 316-3623**

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 past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
☒ Yes ☐ No (Not required)

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	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒

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

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:
34,561,983 shares of common stock as of January 13, 2014.

EXPLANATORY NOTE

Reference is made to our Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2013, which was filed with the U.S. Securities and Exchange Commission ("SEC") on January 13, 2014 (the "Original Form 10-Q"). The purpose of this Amendment No. 1 on Form 10-Q/A ("Amendment No. 1") is to amend and restate the Original 10-Q to make certain technical corrections and to revise certain disclosures in response to comments received from the Staff of the SEC as follows:

- Attached as Exhibit 31.1 to this Amendment No. 1 is an updated and revised certification of our Chief Executive and Financial Officer that includes all language required by Item 601(b)(31) of Regulation S-K.

- We have revised our disclosures on pages 7 and 10 concerning the accounting treatment of our acquisition of SCNRG, LLC.

- We have revised our disclosures on pages 13-14 and 16-17 concerning our acquisition of Hawker Energy LLC and certain potential follow-on transactions whereby the former owners of Hawker Energy LLC may be entitled to receive additional shares of our common stock.

In addition, the cover page of this Amendment No. 1 has been updated to correctly indicated the number of shares of our common stock outstanding as of January 13, 2014 as 34,561,983 shares (the amount was inadvertently misstated in the Original Form 10-Q as 32,561,983 shares).

Except as described above, the disclosures in this Amendment No. 1 (including, without limitation, the financial statements set forth in this Amendment No. 1) and the exhibits filed herewith are unchanged from the Original Form 10-Q. This Amendment No. 1 does not reflect events occurring after the filing of the Original Form 10-Q on January 13, 2014 and, except as described above, no attempt has been made in this Amendment No. 1 to modify or update other disclosures as presented in the Original Form 10-Q. Accordingly, this Amendment No. 1 should be read in conjunction with the our filings with the SEC subsequent to the filing of the Original Form 10-Q.

SARA CREEK GOLD CORP.
FOR THE FISCAL QUARTER ENDED
November 30, 2013

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PART I

Item 1 Financial Statements

SARA CREEK GOLD CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

ASSETS	November 30, 2013	August 31, 2013
Current assets:		
Cash	$ 18,793	$ 8,298
Accounts receivable	21,780	18,755
Inventory	3,637	7,064
Prepaid expenses	363	2,658
Total current assets	44,573	36,775
Fixed assets:		
Machinery and equipment, net of accumulated depreciation of $16,191 and $15,179, respecitvely	12,144	13,156
Other assets:		
Capitalized oil and gas properties, net of accumulated depletion of $64,760 and $59,878, respectively	319,208	297,590
Deposits	5,000	-
Total assets	$ 380,925	$ 347,521

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current liabilities:		
Accounts payable and accrued expenses	$ 139,178	$ 31,018
Net profits interest payable, current portion	12,414	12,109
Total current liabilities	151,592	43,127
Long term liabilities:		
Loans payable to related parties	90,205	89,833
Asset retirement obligations	105,494	103,299
Net profits interest payable, long term portion	109,267	112,488
Total long term liabilities	304,966	305,620
Total liabilities	456,558	348,747
Stockholders' deficit:		
Common stock; $0.001 par value; 750,000,000 shares authorized, 25,961,985 shares issued and outstanding	25,962	-
Common stock payable	2,000	-
Additional paid in capital	323,664	350,000
Accumulated deficit	(427,259)	(351,226)
Total stockholders' deficit	(75,633)	(1,226)
Total liabilities and stockholders' deficit	$ 380,925	$ 347,521

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

SARA CREEK GOLD CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended	
	November 30, 2013	November 30, 2012
Revenue:		
Oil revenues	$ 25,764	$ 23,425
Expenses:		
Direct operating costs	12,972	12,294
Depletion, depreciation and amortization	8,110	7,557
Professional fees	71,071	1,117
General and administrative expenses	6,231	794
Total expenses	98,384	21,762
Net operating (loss) income	(72,620)	1,663
Other expense:		
Interest expense	3,413	3,319

Total other expense		3,413		3,319
Loss before income taxes		(76,033)		(1,656)
Provision for income taxes		-		-
Net loss	$	(76,033)	$	(1,656)
Net loss per common share - basic and diluted	$	-	$	-
Weighted average common shares outstanding - basic and diluted		17,654,293		5,264,862

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

SARA CREEK GOLD CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended			
	November 30, 2013		November 30, 2012	
Cash flows from operating activities:				
Net loss	$	(76,033)	$	(1,656)
Depletion, depreciation and amortization		5,915		5,534
Accretion of asset retirement obligation		2,195		2,023
Accretion of net profits interest liability		3,041		3,319
Adjustments to reconcile net loss to net cash used in operating activities:				
Accounts receivable		(1,493)		(3,352)
Inventory		3,427		4,279
Prepaid expenses		2,295		919
Accounts payable and accrued expenses		71,101		(3,096)
Net cash provided by operating activities		10,448		7,970
Cash flows from investing activities:				
Cash acquired in acquisition		6,004		-
Net cash provided by financing activities		6,004		-
Cash flows from financing activities:				
Payments on net profits interest agreement		(5,957)		(6,040)
Net cash provided by (used in) financing activities		(5,957)		(6,040)
		#REF!		
Net change in cash		10,495		1,930
Cash, beginning		8,298		7,822
Cash, end	$	18,793	$	9,752

Supplemental disclosure of cash flow information:			
Interest paid	$ 3,041	$ 3,319	

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

SARA CREEK GOLD CORP.
CONDENSED STATEMENT OF STOCKHOLDERS' (DEFICIT)
(Unaudited)

	Common Stock		Common Stock Payable		Additional	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Paid-in Capital	(Deficit)	(Deficit)
Balance, August 31, 2012	-	$ -	-	$ -	$ 350,000	$ (309,235)	$ 40,765
Net loss					-	(41,991)	(41,991)
Balance, August 31, 2013	-	-	-	-	350,000	(351,226)	(1,226)
Recapitalization on completion of acquisition of SCNRG	25,961,985	25,962	2,000,000	2,000	(26,336)	-	1,626
Net loss	-	-	- -		-	(76,033)	(76,033)
Balance, November 30, 2013	25,961,985	$ 25,962	2,000,000	$ 2,000	$ 323,664	$ (427,259)	$ (75,633)

SARA CREEK GOLD CORP.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED NOVEMBER 30, 2013
UNAUDITED

1. DESCRIPTION OF BUSINESS

Sara Creek Gold Corp. (“we”, “our”, “us”, “SCGC” or “the Company”) was incorporated under the laws of the State of Nevada on June 12, 2006, under the name of Uventus Technologies Corp. On September 23, 2009, we merged with our wholly owned subsidiary and changed our name to Sara Creek Gold Corp.

On October 25, 2013, we closed on the Agreement and Plan of Reorganization with SCNRG, LLC (“SCNRG”), a California limited liability company, whereby we acquired 100% of the membership interest in SCNRG, resulting in SCNRG becoming a wholly-owned subsidiary of SCGC, in exchange for 14.0 million shares of our common stock issued to the members of SCNRG. For accounting purposes, the acquisition of SCNRG by SCGC has been accounted for as a reverse acquisition whereby SCNRG is the accounting acquirer effectuating a recapitalization of SCGC. Accordingly, SCNRG is considered the acquirer for accounting purposes and thus, the historical financial statements of SCNRG are ~~SCNRG’s~~presented and, consolidated with SCGC’s beginning October 25, 2013. As a result of this transaction, SCGC changed its business direction and is now in the oil and gas industry.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and the rules and regulations of the United States Securities and Exchange Commission (“SEC”) for interim financial information.

The unaudited interim financial statements should be read in conjunction with the Company’s Annual Report on Form 10-K filed with the SEC on November 29, 2013, which contains the audited financial statements and notes thereto for the year ended August 31, 2013 for SCGC. Additionally, the Company’s Amendment No. 1 to Current Report on Form 8-K/A filed with the SEC on December 24, 2013, contains the audited financial statements and notes thereto for the years ended August 31, 2013 and 2012 for SCNRG.

Certain information or footnote disclosures normally included in financial statements prepared in accordance with GAAP have been omitted, pursuant to the rules and regulations of the SEC for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of financial position, results of operations, or cash flows. It is management's opinion, however, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial statement presentation. The interim results for the three months ended November 30, 2013 are not necessarily indicative of results for the full fiscal year.

Principles of Consolidation

The acquisition of SCNRG by SCGC on October 25, 2013, has been accounted for as a recapitalization of SCGC and SCNRG is considered the acquirer for accounting purposes. Therefore, our condensed consolidated financial statements include the historic accounts of SCNRG, and from the date of our acquisition of SCNRG on October 25, 2013, include the accounts of SCGC. All significant intercompany balances and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with GAAP 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. Significant estimates included in the financial statements are: (1) depreciation and depletion; (2) accrued assets and liabilities; (3) asset retirement obligations; and (4) net profits interest payable. Although management believes these estimates are reasonable, changes in facts and circumstances or discovery of new information may result in revised estimates. Actual results could differ from those estimates.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Financial Instruments

Financial instruments consist of cash, accounts receivable, accounts payable and notes payable. Recorded values of cash, receivables, accounts payable and accrued liabilities approximate fair values due to the short maturities of such instruments. Recorded values for notes payable approximate fair values, since their stated or imputed interest rates are commensurate with prevailing market rates for similar obligations.

Oil Properties

We follow the full-cost method of accounting under which all costs associated with property acquisition, exploration and development activities are capitalized. We also capitalize internal costs that can be directly identified with our acquisition, and exploration and development activities. We do not capitalize any costs related to production, general corporate overhead or similar activities. Surface equipment on a property is also part of the amounts capitalized.

Under the full-cost method, capitalized costs are depleted (amortized) on a composite unit-of-production method based on proved oil reserves. If we maintain the same level of production year over year, the depletion expense may be significantly different if our estimate of remaining reserves changes significantly. Proceeds from the sale of properties are accounted for as reductions of capitalized costs unless such sales involve a significant change in the relationship between costs and the value of proved reserves or the underlying value of unproved properties, in which case a gain or loss is recognized. The costs of unproved properties are excluded from amortization until the properties are evaluated. We review all of our unevaluated properties quarterly to determine whether or not and to what extent proved reserves have been assigned to the properties, and if impairment has occurred. Unevaluated properties are assessed individually when individual costs are significant.

We review the carrying value of our oil properties under the full-cost accounting rules of the SEC on a quarterly basis. This quarterly review is referred to as a ceiling test. Under the ceiling test, capitalized costs, less accumulated amortization and related deferred income taxes, may not exceed an amount equal to the sum of the present value of estimated future net revenues (adjusted for cash flow hedges) less estimated future expenditures to be incurred in developing and producing the proved reserves, less any related income tax effects. In calculating future net revenues, current SEC regulations require us to utilize prices at the end of the appropriate quarterly period. Such prices are utilized except where different prices are fixed and determinable from applicable contracts for the remaining term of those contracts, including the effects of derivatives qualifying as cash flow hedges. Two primary factors impacting this test are reserve levels and current prices, and their associated impact on the present value of estimated future net revenues. Revisions to estimates of oil reserves and/or an increase or decrease in prices can have a material impact on the present value of estimated future net revenues. Any excess of the net book value, less deferred income taxes, is generally written off as an expense. Under SEC regulations, the excess above the ceiling is not expensed (or is reduced) if, subsequent to the end of the period, but prior to the release of the financial statements, oil prices increase sufficiently such that an excess above the ceiling would have been eliminated (or reduced) if the increased prices were used in the calculations.

The estimates of proved crude oil reserves utilized in the preparation of the financial statements are estimated in accordance with guidelines established by the SEC and the Financial Accounting Standards Board (“FASB”), which require that reserve estimates be prepared under existing economic and operating conditions using a 12-month average price with no provision for price and cost escalations in future years except by contractual arrangements. Actual results could differ materially from these estimates.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Long-Lived Assets

Impairment of long-lived assets is recorded when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying value. The carrying value of the assets is then reduced to their estimated fair value that is usually measured based on an estimate of future discounted cash flows.

Asset Retirement Obligations

Asset retirement obligations relate to the plug and abandonment costs when our wells are no longer useful, and for the cost of removing related surface facilities. We determine the value of the liability by reviewing operator estimates and estimate the increase we will face in the future. We then discount the future value based on an intrinsic interest rate that is appropriate for us. If costs rise more than what we have expected there could be additional charges in the future, however, on a quarterly basis we monitor the costs of the abandoned wells and adjust this liability if necessary.

Revenue Recognition

Oil revenues are recognized net of royalties when production is sold to a purchaser at a fixed or determinable price, when title has transferred, and if collection of the revenue is probable.

Net Profits Interest

A Net Profits Interest ("NPI") on the DEEP property calls for 40% of the net cash flow, as defined in the Assignment of Net Profit Interest (see Note 6), to be paid each month to the owner of the NPI. If net cash flow is negative, such losses carry forward to be deducted against future positive net cash flow. There is a minimum monthly payment of $1,985 (SCNRG's 66.67% share). Payments are required until SCNRG's NPI payments total between $231,345 and $238,285 (the actual maximum amount within this range dependent on when SCNRG satisfies its aggregate NPI payment obligations) has been paid on or before December 31, 2022. As of November 30, 2013, SCNRG has made NPI payments totaling $67,588.

Given its terminating nature, the discounted present value of the minimum monthly NPI payments, based on a discount rate of 10.0% per annum, was recorded as a liability at SCNRG's December 1, 2009 acquisition date of the DEEP property.

Concentrations

Pursuant to a January 13, 2010 Crude Oil Purchase Contract between the DEEP operator and Plains Marketing L.P. ("PMLP"), all production from the DEEP property is sold to PMLP. The initial term of the agreement was for one year, expiring on December 31, 2010, and was automatically renewed for an additional one-year term that expired on December 31, 2011. Since January 1, 2012, the agreement has continued on a month-to-month basis and is cancellable upon thirty day's written notice by either party.

New Accounting Pronouncements

There are no recent accounting pronouncements that are expected to have a material effect on the Company's financial statements.

3. ACQUISITION OF SCNRG

As described in Note 1, on October 25, 2013, we acquired 100% of the membership interest in SCNRG, resulting in SCNRG becoming a wholly-owned subsidiary of the SCGC, in exchange for 14.0 million shares of our common stock issued to the members of SCNRG. For accounting purposes, the acquisition of SCNRG by SCGC has been accounted for as a reverse acquisition effectuating a recapitalization of ~~SCGC~~SCNRG. Accordingly, SCNRG is considered the acquirer for accounting purposes and thus, the historical financial statements of SCNRG are ~~SCNRG's,~~ brought forward and consolidated with SCGC's beginning October 25, 2013.

The 14.0 million common shares issued ~~by SCGC~~ in the transaction had an ~~aggregate par~~ estimated fair value of $14,000. The following is a summary of the fair value of consideration transferred in exchange for the estimated fair value of net assets acquired ~~by SCNRG as the accounting acquirer were~~on October 25, 2013:

Fair value of consideration transferred:		
14,000,000 shares of SCGC restricted common stock	$14,000	
Fair value of net assets acquired:		
Cash	~~$~~	6,004
Accounts receivable		1,553
Oil properties		26,500
Deposit		5,000
Accounts payable and accrued liabilities		(37,431)
Net assets acquired	$	1,626

The difference between the ~~par~~ estimated fair value of the common shares issued and the net assets acquired was recorded ~~in~~ to additional paid-in capital.

The following table presents unaudited pro forma consolidated information, adjusted for the reverse acquisition ~~of the SCGC,~~ as if the acquisition had occurred on September 1, 2012:

	Three Months Ended November 30,	
	2013	2012
Revenue	$ 28,097	$ 23,425
Net loss	$ (87,473)	$ (13,875)
Loss per share	$ --	$ --

These amounts have been calculated after applying our accounting policies and adjusting the results to reflect the recapitalization of SCGC. The unaudited pro forma adjustments are based on available information and certain assumptions we believe are reasonable.

4. LOANS PAYABLE, RELATED PARTY

SCNRG received various loans from its former members from its inception totaling $90,205 and $89,833 as of November 30, 2013 and August 31, 2013, respectively. Each loan was originally unsecured, non-interest bearing and due on demand. On September 18, 2013, each loan was formalized through the issuance of an amended and restated promissory note to each former member. The amended and restated promissory notes are unsecured, bear interest at a rate of 1.66% per annum and mature no later than September 18, 2018. The unpaid principal and interest are payable upon the earlier of their maturity or upon the issuance of new debt or equity securities in a transaction or series of transactions resulting in aggregate gross proceeds to Sara Creek of a minimum of $5 million. Sara Creek assumed these loans payable upon its acquisition of SCNRG on October 25, 2013.

4. LOANS PAYABLE, RELATED PARTY - CONTINUED

Loans from related parties consist of the following at November 30, 2013 and August 31, 2013:

	November 30, 2013	August 31, 2013
Darren Katic	$ 38,500	$ 38,500
Manhattan Holdings, LLC	38,500	38,500
Gerald Tywoniuk	12,833	12,833
Total long-term term loans	89,833	89,833
Accrued interest payable	372	-
Less current portion	-	-
Long-term loans from related parties	$ 90,205	$ 89,833

5. ASSET RETIREMENT OBLIGATION

Our asset retirement obligations relate to the abandonment of oil wells and related surface facilities. The amounts recognized are based on numerous estimates and assumptions, including future retirement costs, inflation rates and credit adjusted risk-free interest rates.

The following shows the changes in asset retirement obligations:

	2013	2012
Asset retirement obligations, August 31	$ 103,299	$ 95,206
Liabilities incurred during the period	-	-
Liabilities settled during the period	-	-
Accretion	2,195	2,023
Asset retirement obligations, November 30	$ 105,494	$ 97,229

6. NET PROFITS INTEREST ("NPI") PAYABLE

In connection with SCNRG's December 1, 2009 Purchase and Sale Agreement for DEEP, and as part of the purchase price consideration, SCNRG entered into an Assignment of Net Profit Interest with Christian Hall Petroleum. Pursuant to the agreement, SCNRG is required to make monthly payments to the holder in an amount equal to 40% of SCNRG's share of net profit (as defined in the agreement) from production, with a stated minimum payment of not less than $1,985 per month (SCNRG's 66.67% share), for a period of twelve years commencing on January 1, 2011 and expiring December 31, 2022. Payments are required until NPI payments total between $231,345 and $238,285 (the actual maximum amount within this range dependent on when SCNRG satisfies the aggregate NPI payment obligations). The discounted present value of the NPI, utilizing a discount rate of 10% per annum, was recorded on December 1, 2009 in the amount of $135,466. As of November 30, 2013, SCNRG has made NPI payments totaling $67,588.

Changes in the NPI liability are as follows:

	2013	2012
NPI liability, August 31	$ 124,597	$ 135,640
Accretion recorded during the period	3,041	3,319

Payments made during the period	(5,957)	(6,040)
NPI liability, November 30	$ 121,681	$ 132,919

The current portion is $12,414 and $12,109 respectively at November 30, 2013, and August 31, 2013.

7. FAIR VALUE MEASUREMENTS

We hold certain financial assets, which are required to be measured at fair value on a recurring basis in accordance with the Statement of Financial Accounting Standard No. 157, *"Fair Value Measurements"* ("ASC Topic 820-10"). ASC Topic 820-10 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). ASC Topic 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability.

The three levels of the fair value hierarchy under ASC Topic 820-10 are described below:

- ☐ Level 1 - Valuations based on quoted prices in active markets for identical assets or liabilities that an entity has the ability to access. We believe receivables, payables and our loans approximate fair value at August 31, 2013.
- ☐ Level 2 - Valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.
- ☐ Level 3 - Valuations based on inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. We consider depleting assets, asset retirement obligations and net profit interest liability to be Level 3. We determine the fair value of Level 3 assets and liabilities utilizing various inputs, including oil price quotations and contract terms.

	Fair Value Measurement		
November 30, 2013	**Level 1**	**Level 2**	**Level 3**
Capitalized oil and gas properties	$ -	$ -	$ 319,208
Net profit interest liability	-	-	(121,681)
Asset retirement obligation	-	-	(105,494)
Total	$ -	$ -	$ 92,033

8. COMMITMENTS AND CONTINGENCIES

Commitments

Pursuant to SCNRG's December 1, 2009 Purchase and Sale Agreement, oil production from the DEEP property is subject to a 1% overriding royalty. Additionally, production is also subject to an aggregate additional 19.92% royalty for total royalties of 20.92%.

Further, in connection with the aforementioned agreement, SCNRG has entered into an Operating Agreement with Caleco, LLC ("Caleco") for a term equal to the life of the wells. Caleco owns a 16.83% working interest in DEEP, which is subject to a purchase option described in Note 11, Subsequent Events. As the operator, Caleco incurs production and other costs, which are subsequently billed to SCNRG through a joint interest billing process; and the operator distributes to SCNRG its share of revenue received from production, less royalties and NPI obligations. All expenses and revenue presented by the operator represent the pro rata share of the revenue earned and expenses incurred. In accordance with the terms of the agreement, the operator is entitled to a fee for services but has instead elected to bill SCNRG based on actual time and materials.

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8. COMMITMENTS AND CONTINGENCIES - CONTINUED

Contingencies

We are subject to various federal, state and local laws and regulations relating to discharge of materials into, and protection of, the environment. These laws and regulations may, among other things, impose liability on the owners for the cost of pollution cleanup resulting from operations and subject the owners to liability for pollution damages. In some instances, the operator may be directed to suspend or cease operations in the affected area. As of November 30, 2013, and August 31, 2013, we have no reserve for environmental remediation and are not aware of any environmental claims.

9. STOCKHOLDERS' (DEFICIT)

Three Months Ended November 30, 2013

On October 25, 2013, the Company issued 14,000,000 shares of its common stock to the members of SCNRG for 100% of the membership interests in SCNRG.

As described in Note 1, the acquisition of SCNRG by SCGC has been accounted for as a recapitalization of SCGC for accounting purposes.

10. RELATED PARTY TRANSACTIONS

On January 1, 2014, we exercised our option to acquire all of the membership interests in Hawker Energy, LLC, a California limited liability company ("Hawker"), from Darren Katic and Charles Moore (collectively the "Sellers"). We issued 3,000,000 shares of our common to the Sellers as consideration for the acquisition, 1,500,000 shares to each Seller. We also assumed net liabilities of $135,199. We may be required to issue up to an additional 33,000,000 shares to Sellers upon SCGC or Hawker consummating certain follow-on transactions. (See Note 11). Mr. Katic is a director and our Chief Executive Officer and Chief Financial Officer. He was a member of SCNRG, LLC, which we acquired on October 25, 2013, and at which point Mr. Katic became a director, officer and a significant shareholder of SCGC.

The Hawker option was originally entered into with Sara Creek on October 15, 2013 and amended on November 20, 2013 to (a) extend the term of the option, (b) revise the option consideration payable upon consummation of certain transactions described in the Agreement and (c) provide for additional option consideration in the event of the consummation of certain transactions not previously contemplated by the parties.

On January 10, 2014, Darren Katic, one of the sellers of SCNRG and a director and officer and significant shareholder of SCGC, purchased 380,000 units of SCGC for $38,000, Manhattan Holdings, LLC, one of the sellers of SCNRG and a significant shareholder of SCGC, acquired 900,000 units of SCGC for $90,000, and Gerald Tywoniuk, also one of the sellers of SCNRG, purchased 500,000 units of SCGC for $50,000. All of these amounts are a portion of the monies we raised described in "Note 11-Subsequent Events" below. Each unit is comprised of one share of our common stock, together with a warrant to acquire an additional one-half share of our common stock at $0.20 per share. The warrants expire five years from the closing date. The price of each unit was $0.10 per unit.

11. SUBSEQUENT EVENTS

Acquisition of Hawker Energy, LLC

On January 1, 2014, we exercised our option to acquire all of the membership interests in Hawker from Darren Katic and Charles Moore (collectively the "Hawker Sellers"). We issued 3,000,000 shares of our common stock to the Hawker Sellers as consideration for the acquisition and, as described below, may be required to issue up to an additional 33,000,000 shares of our common stock to the Hawker Sellers upon us or Hawker consummating certain follow-on transactions described below ("Potential Follow-On Transactions"). In addition, we assumed $135,199 in net liabilities of Hawker. Mr. Katic was a member of SCNRG, LLC, which we acquired on October 25, 2013, and at which point Mr. Katic became a director, officer and a significant shareholder of SCGC.

Hawker, through its wholly-owned subsidiary Punta Gorda Resources, LLC ("Punta Gorda"), claims oil production and development rights of coastal lease PRC 145.1 just offshore Ventura County in the Rincon Field and ownership rights to an associated on-shore drilling and production site, which rights are being challenged in court by the lease's operator of record (see Part II, Item 1, "Legal Proceedings"). Hawker has also engaged in preliminary discussions with various third parties concerning the Potential Follow-On Transactions, none of which were deemed by us to be reasonably possible as of January 1, 2014 (the date of our acquisition of Hawker) due to the preliminary status of those discussions and lack of certainty around Hawker's or Sara Creek's ability to finance one or more of these Potential Follow-On Transactions. Other than its contested interest in PRC 145.1 and its preliminary discussions concerning the Potential Follow-On Transactions, Hawker had no assets or operations as of January 1, 2014. PRC 145.1 and the Potential Follow-On Transactions are discussed in greater detail below.

~~Hawker is a California-based independent development-stage oil company focused on identifying and evaluating low-risk developmental opportunities in proven oil reserves in existing oil fields. Over the last two years, Hawker has assembled an inventory of potential development opportunities, including the Potential Follow-On Transactions. Hawker, through its wholly-owned subsidiary Punta Gorda Resources, LLC, claims developmental rights of certain mineral rights of coastal lease PRC 145.1 just offshore Ventura County in the Rincon Field and ownership rights to an associated on-shore drilling and production site. This lease~~ PRC 145.1 is subject to 24.5% in overriding royalties, primarily to the State of California. A single active well on PRC 145.1 has historically produced between 5 and 15 barrels of oil per day (gross production before royalties). This lease has ten other non-active wells, one or more of which may be recompleted or re-drilled. Although initial technical work has been done on PRC 145.1 to develop a preliminary understanding of the resource and opportunity, no reserve reports done to SEC standards have been completed to date. All rights claimed by Hawker to PRC 145.1 are being challenged in court by the lease's operator of record -- Case No. 56-2013-00440672-CU-BC-VTA pending in Ventura County Superior Court (see Part II, Item 1, "Legal Proceedings"). Hawker is currently not receiving any net proceeds from production on this lease pending resolution of this matter in our favor.

After we exercise the option to acquire Hawker, the agreement also provides that the Hawker Sellers may be entitled to additional shares of our common stock upon the consummation of Potential Follow-On Transactions as follows:

> (a) 2,000,000 shares of our common stock shall be issued upon our or Hawker's acquisition of California Oil Independents ~~(or certain~~ or its oil and gas interests ~~held by it~~ being the "Doud" leases, comprised of approximately 340 acres, 20 wells and two tank batteries, located in the Monroe Swell Field, ~~Monterey~~near Greenfield, California~~)~~;
>
> (b) 2,000,000 shares of our common stock shall be issued upon our or Hawker's acquisition of a participation in South Coast Oil – Huntington Beach ~~(or the~~ CA oil and gas interests ~~held by it~~comprised of approximately 340 acres, and 20 wells (of which 9 are active) and 4 tank batteries, and known as the "Town Lot");
>
> (c) 5,000,000 shares of our common stock shall be issued upon our or Hawker's acquisition of all of the ~~Midway-Sunset Lease~~ oil and gas ~~interests~~ leases held by Christian Hall (or affiliates) in the Midway-Sunset field located between the towns of Taft and McKittrick in Kern County, CA;
>
> (d) 10,000,000 shares of our common stock shall be issued upon our or Hawker's acquisition of TEG Oil & Gas, Inc. (or certain oil and gas interests held by it, being all leases located in the Tapia Field, Los Angeles County, California);
>
> (e) 7,000,000 shares of our common stock shall be issued upon the conveyance to us or Hawker of certain assets and rights regarding PRC 145.1 Lease held by Rincon Island Limited Partnership or settlement in lieu of such conveyance (see Part II, Item 1, "Legal Proceedings"); and
>
> (f) 7,000,000 shares of our common stock shall be issued upon the conveyance to us or Hawker of certain mineral rights regarding PRC 427 Lease held by ExxonMobil, a lease that is adjacent to PRC 145.1 Lease above.

The Potential Follow-On Transactions described above are dependent on a number of variables that are not within our control and, as a result ~~management~~ , (i) we cannot state with a reasonable degree of certainty that ~~the acquisitions will occur. The consummation of any Potential Follow-On Transaction is independent of the Hawker acquisition.~~ any of the transactions will occur and (ii) as described above, none of the transactions were deemed by us to be reasonably possible as of January 1, 2014 (the date of our acquisition of Hawker). Each of the Potential Follow-On Transactions described above, if consummated, would constitute a transaction separate and independent from our acquisition of Hawker pursuant to the option. Any shares of our common stock that may be issued upon the consummation of any of the Potential Follow-On Transactions will constitute expensed costs ~~of completing~~ incurred concurrently with consummation of the applicable follow-on transaction (as opposed to incremental consideration for our acquisition of Hawker).

Sale of common stock and warrant units

On January 10, 2014, we closed a private placement of 3,600,000 units for gross proceeds of $360,000. No commissions were paid or are payable. The price of each unit was $0.10. Each unit is comprised of one share of our common stock, together with a warrant to acquire an additional one-half share of our common stock at $0.20 per share. The warrants expire five years from the closing date.

Acquisition of remaining interest in the DEEP Lease

Our wholly-owned subsidiary SCNRG is in the process of closing on its option to acquire the remaining one-third working interest in the DEEP Lease for $325,000, which would bring SCNRG's working interest to 100%. The operator, Caleco, LLC, will continue to operate the DEEP Lease on our behalf during a transitional period. We expect to complete this acquisition in January 2014.

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

The following discussion and analysis of our financial condition and plan of operations should be read in conjunction with our unaudited interim financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q. Various statements have been made herein that may constitute "forward-looking statements". Forward-looking statements may also be made in the Company's other reports filed with or furnished to the United States Securities and Exchange Commission (the "SEC") and in other documents. In addition, the Company through its management may make oral forward-looking statements.

Forward-looking statements are subject to risks and uncertainties which could cause actual results to differ materially from such statements. The words "believe," "expect," "anticipate," "optimistic," "intend," "plan," "aim," "will," "may," "should," "could," "would," "likely" and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance, and therefore, you should not put undue reliance upon them. Some of the statements that are forward-looking include: our ability to successfully implement our business plan; our estimates of revenues and of other expenses associated with our operations; our ability to explore and develop our properties; our reserve estimates; and our ability to generate sufficient cash flows and maintain adequate sources of liquidity to finance our ongoing operations and capital expenditures. The Company undertakes no obligation to update or revise any forward-looking statements.

History and Overview

Sara Creek Gold Corp. ("Sara Creek", the "Company", "we", "us" or "our") was incorporated under the laws of the State of Nevada on June 12, 2006, under the name of Uventus Technologies Corp. On September 23, 2009, we merged with our wholly-owned subsidiary and changed our name to Sara Creek Gold Corp. On October 25, 2013, pursuant to an Agreement and Plan of Reorganization (the "Agreement"), we acquired SCNRG, LLC, a California limited liability company ("SCNRG").

As a result of our acquisition of SCNRG, SCNRG became a wholly-owned subsidiary of Sara Creek. However, for accounting purposes SCNRG is deemed to be the acquirer. Pursuant to the Agreement, the members of the SCNRG exchanged 100% of their membership interests in exchange for 14.0 million common shares of Sara Creek, an amount that constituted a majority of the common shares outstanding and a majority of the total diluted common share count immediately following the closing.

Accordingly, going forward, the consolidated financial statements of Sara Creek, including its wholly-owned subsidiary SCNRG, will consist of SCNRG's historical results consolidated with Sara Creek's results beginning October 25, 2013. For example, for the first fiscal quarter ended November 30, 2013 (which is disclosed in this report), the condensed consolidated financial statements of Sara Creek, including its wholly-owned subsidiary SCNRG, consist of SCNRG's results for the three months ended November 30, 2013, consolidated with Sara Creek's results beginning October 25, 2013, compared to SCNRG's historical results for the three months ended November 30, 2012.

We are now in the oil and gas exploitation business and our goal is to acquire and develop mature leases, interests and other rights to oil and gas producing properties with proven undeveloped potential. We expect to change our name in 2014 to reflect our new business focus.

Recent Developments – Three Months Ended November 30, 2013

ACQUISITION OF SCNRG

On October 25, 2013, we acquired SCNRG in exchange for 14.0 million shares of our common stock. As a result of the acquisition, SCNRG has become our wholly-owned subsidiary.

SCNRG owns a two-thirds working interest in an oil producing property known as the DEEP Lease (also referred to as "DEEP" or the "DEEP property"). At the date of our acquisition of SCNRG, it held an option to purchase the remaining one-third working interest in the DEEP Lease prior to December 31, 2013 for an aggregate price of $325,000. We are in the process of closing on our option to acquire the remaining one-third working interest, which we expect to complete in January 2014.

The DEEP Lease consists of 40 gross acres of land including both surface and mineral rights located within the Midway-Sunset oil field. Midway-Sunset is a very large oil field in Kern County, San Joaquin Valley, California. Discovered in 1894, and having a cumulative production of close to 3 billion barrels of oil through the end of 2006, it is the largest oil field in California and the third largest in the United States. Wells drilled in the Midway-Sunset oil field produce primarily 13° to 15° API gravity oil from numerous productive semi-consolidated Miocene sands, ranging in depth from 1,400' to approximately 3,500'. The productive intervals in the DEEP Lease are the Monarch sand at about 1,600', and the Top Oil sand at about 1,450'. Both sands are characterized with above-average permeability (.5 Darcy to 2 Darcies) and porosity (25% to 35%), and low water saturation (under 35%). The net Top Oil thickness averages about 35', and the Monarch thickness averages about 80'.

Oil production on the DEEP Lease is subject to a 20.92% overriding royalty interest. In addition, in connection with SCNRG's December 1, 2009 Purchase and Sale Agreement whereby it acquired DEEP, and as part of the purchase price consideration, SCNRG entered into an Assignment of Net Profit Interest with Christian Hall Petroleum. Pursuant to the agreement, SCNRG is required to make monthly payments to the holder in an amount equal to 40% of its share of net profit (as defined in the agreement) from production, with a stated minimum payment of not less than $1,985 per month, for a period of twelve years commencing on January 1, 2011 and expiring December 31, 2022. Payments are required until our NPI payments total between $231,345 and $238,285 (the actual maximum amount within this range dependent on when SCNRG satisfies the aggregate NPI payment obligations). As of November 30, 2013, SCNRG has made NPI payments totaling $67,588. The discounted present value of the NPI is shown as a liability on SCNRG's financial statements in the amount of $121,681 at November 30, 2013. All of these amounts represent SCNRG's two-thirds working interest in the DEEP Lease as of November 30, 2013 (which increases to 100% upon SCNRG's expected closing of its acquisition of the remaining one-third working interest in January 2014 as described above).

As further described in our Annual Report on Form 10-K for the year ended August 31, 2013, our 66.67% share of the net proved reserves at that date from the DEEP Lease were 178,500 barrels, of which 1,900 barrels were proved producing reserves and 176,600 barrels were proved undeveloped reserves. The present value (at a 10% discount rate) of our 66.67% share was $3.3 million, of which $0.1 million was from the proved developed reserves and $3.2 million was from the proved undeveloped reserves. The property has development potential both from the existing wellbores, together with twelve additional proved undeveloped gross well locations.

Net oil sales from our 66.67% share of the DEEP Lease to our account (after royalties) from the current three (gross) producing wells averaged 2.7 net barrels per day for the three months ended November 30, 2013, and realized $91.12 per barrel before royalties to produce net revenues of $24,165 after royalties.

Subsequent Events to November 30, 2013

Acquisition of Hawker Energy, LLC

On January 1, 2014, we exercised our option to acquire all of the membership interests in Hawker from Darren Katic and Charles Moore (collectively the "Hawker Sellers"). We issued 3,000,000 shares of our common stock to the Hawker Sellers as consideration for the acquisition and, as described below, may be required to issue up to an additional 33,000,000 shares of our common stock to the Hawker Sellers upon us or Hawker consummating certain follow-on transactions described below ("Potential Follow-On Transactions"). In addition, we assumed $135,199 in net liabilities of Hawker. Mr. Katic was a member of SCNRG, LLC, which we acquired on October 25, 2013, and at which point Mr. Katic became a director, officer and a significant shareholder of SCGC

Hawker, through its wholly-owned subsidiary Punta Gorda Resources, LLC ("Punta Gorda"), claims oil production and development rights of coastal lease PRC 145.1 just offshore Ventura County in the Rincon Field and ownership rights to an associated on-shore drilling and production site, which rights are being challenged in court by the lease's operator of record (see Part II, Item 1, "Legal Proceedings"). Hawker has also engaged in preliminary discussions with various third parties concerning the Potential Follow-On Transactions, none of which were deemed by us to be reasonably possible as of January 1, 2014 (the date of our acquisition of Hawker) due to the preliminary status of those discussions and lack of certainty around Hawker's or Sara Creek's ability to finance one or more of these Potential Follow-On Transactions. Other than its contested interest in PRC 145.1 and its preliminary discussions concerning the Potential Follow-On Transactions, Hawker had no assets or operations as of January 1, 2014. PRC 145.1 and the Potential Follow-On Transactions are discussed in greater detail below.

~~Hawker is a California-based independent development-stage oil company focused on identifying and evaluating low-risk developmental opportunities in proven oil reserves in existing oil fields. Over the last two years, Hawker has assembled an inventory of potential development opportunities, including the Potential Follow-On Transactions.Hawker, through its wholly-owned subsidiary Punta Gorda Resources, LLC, claims developmental rights of certain mineral rights of coastal lease PRC 145.1 just offshore Ventura County in the Rincon Field and ownership rights to an associated on-shore drilling and production site. This lease~~ PRC 145.1 is subject to 24.5% in overriding royalties, primarily to the State of California. A single active well on PRC 145.1 has historically produced between 5 and 15 barrels of oil per day (gross production before royalties). This lease has ten other non-active wells, one or more of which may be recompleted or re-drilled. Although initial technical work has been done on PRC 145.1 to develop a preliminary understanding of the resource and opportunity, no reserve reports done to SEC standards have been completed to date. All rights claimed by Hawker to PRC 145.1 are being challenged in court by the lease's operator of record -- Case No. 56-2013-00440672-CU-BC-VTA pending in Ventura County Superior Court (see Part II, Item 1, "Legal Proceedings"). Hawker is currently not receiving any net proceeds from production on this lease pending resolution of this matter in our favor.

After we exercise the option to acquire Hawker, the agreement also provides that the Hawker Sellers may be entitled to additional shares of our common stock upon the consummation of Potential Follow-On Transactions as follows:

(a) 2,000,000 shares of our common stock shall be issued upon our or Hawker's acquisition of California Oil Independents ~~(or certain~~ or its oil and gas interests ~~held by it~~ being the "Doud" leases, comprised of approximately 340 acres, 20 wells and two tank batteries, located in the Monroe Swell Field, ~~Monterey~~near Greenfield, California~~)~~;

(b) 2,000,000 shares of our common stock shall be issued upon our or Hawker's acquisition of a participation in South Coast Oil – Huntington Beach ~~(or the~~ CA oil and gas interests ~~held by it~~comprised of approximately 340 acres, and 20 wells (of which 9 are active) and 4 tank batteries, and known as the "Town Lot");

(c) 5,000,000 shares of our common stock shall be issued upon our or Hawker's acquisition of all of the ~~Midway-Sunset Lease~~ oil and gas ~~interests~~ leases held by Christian Hall (or affiliates) in the Midway-Sunset field located between the towns of Taft and McKittrick in Kern County, CA;

(d) 10,000,000 shares of our common stock shall be issued upon our or Hawker's acquisition of TEG Oil & Gas, Inc. (or certain oil and gas interests held by it~~-~~, being all leases located in the Tapia Field, Los Angeles County, California);

(e) 7,000,000 shares of our common stock shall be issued upon the conveyance to us or Hawker of certain assets and rights regarding PRC 145.1 Lease held by Rincon Island Limited Partnership or settlement in lieu of such conveyance (see Part II, Item 1, "Legal Proceedings"); and

(f) 7,000,000 shares of our common stock shall be issued upon the conveyance to us or Hawker of certain mineral rights regarding PRC 427 Lease held by ExxonMobil, a lease that is adjacent to PRC 145.1 Lease above.

The Potential Follow-On Transactions described above are dependent on a number of variables that are not within our control and~~,~~, as a result ~~management~~, (i) we cannot state with a reasonable degree of certainty that ~~the acquisitions will occur. The consummation of any Potential Follow-On Transaction is independent of the Hawker acquisition.~~ any of the transactions will occur and (ii) as described above, none of the transactions were deemed by us to be reasonably possible as of January 1, 2014 (the date of our acquisition of Hawker). Each of the Potential Follow-On Transactions described above, if consummated, would constitute a transaction separate and independent from our acquisition of Hawker pursuant to the option. Any shares of our common stock that may be issued upon the consummation of any of the Potential Follow-On Transactions will constitute expensed costs ~~of completing~~ incurred concurrently with consummation of the applicable follow-on transaction (as opposed to incremental consideration for our acquisition of Hawker).

We agreed to these potential additional share issuances as a result of the Hawker Sellers' preliminary work on the Potential Follow-On Transactions to the date of our acquisition of Hawker and based on our belief that value may accrue to Sara Creek in the event one or more of these Potential Follow-On Transactions is consummated and the properties further developed. The Hawker Sellers' work to the date of our acquisition of Hawker consisted of opportunity identification and screening, resource evaluation through hiring of third-party technical consultants, initial financial analyses, early stage discussions with the potential sellers around value and other evaluation work. Furthermore, it was important to us that all of the Hawker Sellers' oil growth opportunities be acquired by us, not just the PRC 145.1 opportunity, so that the business interests of the Hawker Sellers (each of whom is now actively involved with Sara Creek) be more directly aligned with our interests. Although initial technical work has been done on each of the Potential Follow-On Transaction's underlying properties to develop a preliminary understanding of the resource and opportunity, no reserve reports done to SEC standards have been completed to date.

As of January 13, 2014, Mr. Katic beneficially owned 7,880,000 shares (or 22.8%) of our outstanding common stock and Mr. Moore beneficially owned 1,500,000 shares (or 4.3%) of our outstanding common stock. Assuming, for purposes of example only, that all 33,000,000 shares of our common stock issuable upon the consummation of Potential Follow-On Transactions were issued to Messrs. Katic and Moore and outstanding on January 13, 2014, Mr. Katic would have beneficially owned 24,380,000 shares (or 36.1%) of our outstanding common stock and Mr. Moore would have beneficially owned 18,000,000 shares (or 26.6%) of our outstanding common stock as of such date. These assumed percentage ownership figures do not consider any additional potential issuances of our common stock that may be necessary to fund such Potential Follow-on Transactions.

Sale of common stock and warrant units

On January 10, 2014, we closed a private placement of 3,600,000 "Units" for gross proceeds of $360,000. No commissions were paid or are payable. The price of each Unit was $0.10. Each Unit is comprised of one share of our common stock, together with a warrant to acquire an additional one-half share of our common stock on payment of $0.20 per share. The warrants expire five years from the closing date.

Of the amounts described above, Darren Katic, a director and officer of Sara Creek, purchased 380,000 Units for $38,000, Manhattan Holdings, LLC, a former member of SCNRG and now a significant shareholder of SCGC, purchased 900,000 Units for $90,000, and Gerald Tywoniuk, also a former member of SCNRG purchased 500,000 Units for $50,000.

Acquisition of remaining interest in the DEEP Lease

Our wholly-owned subsidiary SCNRG is expected to close in January 2014 on its option to acquire the remaining one-third working interest in the DEEP Lease for $325,000, bringing SCNRG's working interest to 100%. The operator, Caleco, LLC, will continue to operate the DEEP Lease on our behalf until SCNRG qualifies as operator with the State of California.

Results of Operations

The following discussion of the financial condition and results of operations should be read in conjunction with the unaudited interim financial statements and related notes appearing elsewhere in this report. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future.

As noted above, as a result of completion of our acquisition of SCNRG, the condensed consolidated financial statements of Sara Creek, including SCNRG, consist of SCNRG's historical results consolidated with Sara Creek's results beginning October 25, 2013, compared to SCNRG's historical results for the three months ended November 30, 2012.

Three months ended November 30, 2013 and 2012

Our net loss of $76,033 in the three months ended November 30, 2013 was largely the result of professional fees incurred to complete our acquisition of SCNRG. This loss compares to a $1,656 loss in the comparable prior year quarter.

Revenue, direct operating costs and depletion, depreciation and amortization expense were largely unchanged at $25,764, $12,972 and $8,110, respectively, in the quarter ended November 30, 2013, compared to $23,425, $12,294 and $7,557 in the quarter ended November 30, 2012. Net oil sales from our two-thirds working interest in the DEEP Lease to our account (after royalties) from the current three (gross) producing wells averaged 2.7 net barrels per day for the three months ended November 30, 2013, and realized $91.12 per barrel before royalties to produce net revenues of $24,165 after royalties, with the balance of the oil sales revenue attributable to a 2.5% working interest in the DF#15 well in the Sawtelle Field, Los Angeles. There was no significant downtime or repairs on the DEEP property in either period. Revenue, direct operating costs, and depletion, depreciation and amortization expenses vary with oil prices, downtime, repair and other operating costs, expensed workover programs, investments in drilling for new production and proved reserve estimates.

Professional fees increased from $1,117 for the three months ended November 30, 2012, to $71,017 for the three months ended November 30, 2013, primarily due to professional fees incurred in connection with the acquisition of, and preparation of audited financial statements for, SCNRG. Other general and administrative expenses were $6,231 in the current year quarter compared to $794 in the corresponding year ago quarter. Professional fees can vary substantially from quarter-to-quarter going forward depending on financing activity, business development and property evaluation costs, litigation expenses associated with coastal lease PRC 145.1 and costs associated with being a public company.

Interest expense is primarily accretion of interest on the NPI, and the expense amounted to $3,413 for the quarter ended November 30, 2013 compared to $3,319 a year ago. This amount will remain relatively constant unless there is a reduction in the expected timeframe for repayment of the NPI which would cause interest accretion to accelerate.

Cash Flows

Operating Activities

During the nine months ended November 30, 2013, we generated cash in the amount of $10,448 for operating activities, compared to $7,970 in the corresponding year ago quarter. There was no significant downtime or repairs on the DEEP property in either period. Although there were significant professional fees, $71,071, in the quarter ended November 30, 2013, related to completion of the acquisition of, and preparation of audited financial statements for, SCNRG, these fees were largely unpaid at the end of the quarter contributing to a large accounts payable balance of $139,178. We anticipate that these payables will be paid from proceeds from private placements (including the sale of Units described elsewhere in this report) or other financings that we may undertake.

Investing Activities

Completion of the acquisition of SCNRG meant that SCNRG acquired Sara Creek's cash balance of $6,004.

There were no investing activities for the three months ended November 30, 2012.

Financing Activities

During the three months ended November 30, 2013 and 2012, we paid $5,957 and $6,040, respectively, required under the NPI.

Liquidity and Financial Condition

As of November 30, 2013, we had cash of $18,793, current liabilities of $151,592 and a working capital deficit of $107,019. During the three months ended November 30, 2013, the Company had a net loss of $76,033, largely attributable to $71,071 in professional fees mostly related to completion of our acquisition of SCNRG.

To date, we have relied on investor capital to fund our operations. On January 10, 2014, we closed a private placement of 3,600,000 "Units" for gross proceeds of $360,000. No commissions were paid or are payable. The price of each Unit was $0.10. Each Unit is comprised of one share of our common stock, together with a warrant to acquire an additional one-half share of our common stock on payment of $0.20 per share. The warrants expire five years from the closing date.

We expect to use these proceeds, as well as proceeds from any future closings of private placements or other financings, to settle existing accounts payable, acquire the remaining one-third working interest in the DEEP Lease (which we expect to complete in January 2014), fund our operations over the next year, pursue the Hawker litigation (see Part II, Item 1, "Legal Proceedings"), drill up to two additional wells on the DEEP property and pursue other opportunities.

We presently do not have any available credit, financing or other external sources of liquidity. In order to obtain future capital, we anticipate needing to sell additional shares of common stock or borrow funds from private lenders. We have no assurance that future financings will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop, or expand our operations. Equity financing could result in additional dilution to existing shareholders and any downturn in the U.S. stock and debt markets, or oil prices, is likely to make it more difficult to obtain financing through the issuance of equity or debt securities. As a result, there can be no assurance that we will be successful in obtaining additional funding.

Even if we are able to raise the funds required, it is possible that operations do not perform as expected, we could incur unexpected costs and expenses, fail to collect significant amounts owed to us, or experience unexpected cash requirements that would force us to seek alternative financing.

Going Concern

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As of November 30, 2013, we had total current assets of $44,573 and a working capital deficit in the amount of $107,019. We incurred a net loss of $76,033 during the three months ended November 30, 2013, and an accumulated net loss of $427,259 since inception of SCNRG.

Management's business plan for the balance of 2014 is to close the acquisition of the remaining one-third working interest in the DEEP Lease, drill up to two wells on the DEEP property, continue to pursue Hawker's claim to coastal lease PRC 145.1 (see Part II, Item 1, "Legal Proceedings"), and to pursue other opportunities. We currently do not have sufficient financial resources to fund this plan. We will also require further financial results to further develop the DEEP Lease, to exploit coastal lease PRC 145.1 and close other opportunities. We expect to raise additional capital through a combination of equity and debt financing as and when needed. However, there can be no assurance that we will be successful in raising such financing.

These financial statements do not include adjustments relating to the recoverability and classification of reported asset amounts or the amount and classification of liabilities that might be necessary should we be unable to continue as a going concern. Our continuation as a going concern is dependent upon its ability to obtain additional financing or sale of its common stock as may be required and ultimately to attain profitability.

Summary of Significant Accounting Policies

Our financial statements and related public financial information are based on the application of accounting principles generally accepted in the United States ("GAAP"). GAAP requires the use of estimates, assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenues and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

Our significant accounting policies are summarized in Note 2 of our unaudited interim financial statements contained elsewhere in this report. While all these significant accounting policies impact our financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause effect on our results of operations, financial position or liquidity for the periods presented in this report.

We believe the following critical accounting policies and procedures, among others, affect our more significant judgments and estimates used in the preparation of our unaudited interim financial statements:

Oil Properties

We follow the full-cost method of accounting under which all costs associated with property acquisition, exploration and development activities are capitalized. We also capitalize internal costs that can be directly identified with our acquisition, and exploration and development activities. We do not capitalize any costs related to production, general corporate overhead or similar activities. Surface equipment on a property is also part of the amounts capitalized.

Under the full-cost method, capitalized costs are depleted (amortized) on a composite unit-of-production method based on proved oil reserves. If we maintain the same level of production year over year, the depletion expense may be significantly different if our estimate of remaining reserves changes significantly. Proceeds from the sale of properties are accounted for as reductions of capitalized costs unless such sales involve a significant change in the relationship between costs and the value of proved reserves or the underlying value of unproved properties, in which case a gain or loss is recognized. The costs of unproved properties are excluded from amortization until the properties are evaluated. We review all of our unevaluated properties quarterly to determine whether or not and to what extent proved reserves have been assigned to the properties, and if impairment has occurred. Unevaluated properties are assessed individually when individual costs are significant.

We review the carrying value of our oil properties under the full-cost accounting rules of the SEC on a quarterly basis. This quarterly review is referred to as a ceiling test. Under the ceiling test, capitalized costs, less accumulated amortization and related deferred income taxes, may not exceed an amount equal to the sum of the present value of estimated future net revenues (adjusted for cash flow hedges) less estimated future expenditures to be incurred in developing and producing the proved reserves, less any related income tax effects. In calculating future net revenues, current SEC regulations require us to utilize prices at the end of the appropriate quarterly period. Such prices are utilized except where different prices are fixed and determinable from applicable contracts for the remaining term of those contracts, including the effects of derivatives qualifying as cash flow hedges. Two primary factors impacting this test are reserve levels and current prices, and their associated impact on the present value of estimated future net revenues. Revisions to estimates of oil reserves and/or an increase or decrease in prices can have a material impact on the present value of estimated future net revenues. Any excess of the net book value, less deferred income taxes, is generally written off as an expense. Under SEC regulations, the excess above the ceiling is not expensed (or is reduced) if, subsequent to the end of the period, but prior to the release of the financial statements, oil prices increase sufficiently such that an excess above the ceiling would have been eliminated (or reduced) if the increased prices were used in the calculations.

The estimates of proved crude oil reserves utilized in the preparation of the financial statements are estimated in accordance with guidelines established by the SEC and the Financial Accounting Standards Board ("FASB"), which require that reserve estimates be prepared under existing economic and operating conditions using a 12-month average price with no provision for price and cost escalations in future years except by contractual arrangements. Actual results could differ materially from these estimates.

Long-Lived Assets

Impairment of long-lived assets is recorded when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying value. The carrying value of the assets is then reduced to their estimated fair value that is usually measured based on an estimate of future discounted cash flows.

Asset Retirement Obligations

Asset retirement obligations relate to the plug and abandonment costs when our wells are no longer useful, and for the cost of removing related surface facilities. We determine the value of the liability by reviewing operator estimates and estimate the increase we will face in the future. We then discount the future value based on an intrinsic interest rate that is appropriate for us. If costs rise more than what we have expected there could be additional charges in the future, however, we monitor the costs of the abandoned wells quarterly and we will adjust this liability if necessary.

Net Profits Interest

A Net Profits Interest ("NPI") on the DEEP property calls for 40% of the net cash flow, as defined in the Assignment of Net Profit Interest (see Note 5 of the unaudited financial statements contained in this report), to be paid each month to the owner of the NPI. If net cash flow is negative, such losses carry forward to be deducted against future positive net cash flow. There is a minimum monthly payment of $1,985 (SCNRG's 66.67% share). Payments are required until SCNRG's NPI payments total between $231,345 and $238,285 (the actual maximum amount within this range dependent on when SCNRG satisfies its aggregate NPI payment obligations) has been paid on or before December 31, 2022. As of November 30, 2013, SCNRG has made NPI payments totaling $67,588.

Given its terminating nature, the discounted present value of the minimum monthly NPI payments, based on a discount rate of 10.0% per annum, was recorded as a liability at the December 1, 2009, acquisition date of the DEEP property.

Recently Issued Accounting Pronouncements

There are no recent accounting pronouncements that are expected to have a material effect on our financial statements.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as "special purpose entities" (SPEs).

Item 3 Quantitative and Qualitative Disclosures about Market Risk

Not required for a smaller reporting company.

Item 4Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures that is designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended ("Exchange Act"), is recorded, processed, summarized and reported, within the time specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

As required by Rule 13a-15 under the Exchange Act, as of the end of the period covered by this report, we have carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures. Under the direction of our Chief Executive Officer and Chief Financial Officer, we evaluated our disclosure controls and procedures and internal control over financial reporting and concluded that our disclosure controls and procedures were not effective as of November 30, 2013.

Management identified the following material weaknesses:

1. Lack of an audit committee, comprised of independent directors, of our Board of Directors, and lack of independent directors on our Board.

2. Inadequate number of accounting and finance personnel or consultants sufficiently trained to address some of the complex accounting and financial reporting matters that arise from time-to-time.

3. Lack of control procedures and documentation thereof.

As we increase the size and scale of our operations, we intend to remediate the foregoing material weaknesses.

Changes in Internal Control over Financial Reporting

During the first quarter ended November 30, 2013, there were no changes in our internal control over financial reporting.

PART II

Item 1 Legal Proceedings

Punta Gorda Resources, LLC vs. Windsor Energy Us Corporation, et al., Case No. 56-2013-00440672-CU-BC-VTA, Superior Court of California, Ventura County. On June 4, 2013, Punta Gorda Resources, LLC (a wholly owned subsidiary of Hawker Energy, LLC) filed a complaint for specific performance, breach of contract and declaratory relief in the United States Bankruptcy Court against the named defendants seeking to compel them to transfer rights and interests provided in a Bankruptcy Court-approved Settlement Agreement concerning coastal lease PRC 145.1 just offshore Ventura County in the Rincon Field. The complaint was dismissed on procedural grounds and refiled by Punta Gorda in the Ventura County Superior Court. The Superior Court is in the process of addressing pleading challenges. No discovery has occurred and trial has not yet been scheduled. Although we intend to vigorously pursue Punta Gorda's rights in this case, the outcome of this matter is not determinable as of the date of this report.

Item 1A Risk Factors

Not applicable.

Item 2Unregistered Sales of Equity Securities and Use of Proceeds

On January 10, 2014, we closed a private placement of 3,600,000 "Units" for gross proceeds of $360,000. No commissions were paid or are payable. The price of each Unit was $0.10. Each Unit is comprised of one share of our common stock, together with a warrant to acquire an additional one-half share of our common stock on payment of $0.20 per share. The warrants expire five years from the closing date.

The issuances of the securities described above were made in reliance upon the exemption from registration available under Section 4(2) of the Securities Act of 1933, as amended ("Securities Act"), including Regulation D promulgated thereunder, as transactions not involving a public offering, or pursuant to Regulation S as transactions not requiring registration under Section 5 of the Securities Act. In transactions made in reliance on the exemption from registration, the exemption was claimed on the basis that those transactions did not involve any public offering and the purchasers in each offering were accredited or sophisticated and had sufficient access to the kind of information registration would provide. In transactions made in reliance on Regulation S, the safe harbor from registration was claimed on the basis that they involved an offshore transaction, no directed selling efforts were made in the United States and appropriate offering restrictions were implemented. In each case, appropriate investment representations were obtained and stock certificates were issued with restrictive legends.

Item 3 Defaults upon Senior Securities

None.

Item 4Mine Safety Disclosures

N/A.

Item 5 Other Information

None.

Item 6 Exhibits

Number	Exhibit
10.1	Agreement and Plan of Reorganization dated September 18, 2013 (1)
10.2	Option Agreement dated October 15, 2013 (2)
10.3	Amended and Restated Option Agreement dated November 20, 2013 (3)
31.1	Certification of Principal Executive and Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Principal Executive and Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document

(1) Incorporated by reference to Exhibit 10 of the Company’s Current Report on Form 8-K dated September 23, 2013.
(2) Incorporated by reference to Exhibit 10 of the Company’s Current Report on Form 8-K dated October 21, 2013.
(3) Incorporated by reference to Exhibit 10.1 of the Company’s Annual Report on Form 10-K for the fiscal year ended August 31, 2013.
* Pursuant to applicable securities laws and regulations, we are deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and are not subject to liability under any anti-fraud provisions of the federal securities laws as long as we have made a good faith attempt to comply with the submission requirements and promptly amend the interactive data files after becoming aware that the interactive data files fail to comply with the submission requirements. Users of this data are advised that, pursuant to Rule 406T, these interactive data files are deemed not filed and otherwise are not subject to liability.

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.

Sara Creek Gold Corp.

Date: [________], 2014 /s/ Darren Katic

Darren Katic
Chief Executive Officer (Principal Executive Officer) and Chief
Financial Officer (Principal Accounting and Financial Officer)

Exhibit 31.1

CERTIFICATION

I, Darren Katic, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sara Creek Gold Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. As the registrant's sole certifying officer, I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. As the registrant's sole certifying officer, I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: : [________], 2014

/s/ Darren Katic

Darren Katic
Chief Executive Officer (Principal Executive Officer)
and Chief Financial Officer (Principal Accounting and
Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Sara Creek Gold Corp. (the "Company") on Form 10-Q for the quarter ended November 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Darren Katic, Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer) of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: [________], 2014

/s/ Darren Katic

Darren Katic
Chief Executive Officer (Principal Executive Officer)
and Chief Financial Officer (Principal Accounting and
Financial Officer)