

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

FORM 10-Q

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

For the quarterly period ended March 31, 2014  
or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-34048

**NEXT GRAPHITE, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction  
of incorporation)

**90-0911609**

(IRS Employer  
Identification Number)

**318 North Carson Street, Suite 208**

**Carson City, NV 89701 USA**

(Address of principal executive offices)

**(949) 397-2522**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was Required to submit and post such files).  Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting  
company

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

As of May 14, 2014, there were outstanding 50,181,443 shares of the registrant's common stock, \$.0001 par value.

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## TABLE OF CONTENTS

	<u>Page</u>
<b>PART I Financial Information</b>	
Item 1. Financial Statements.	
Condensed Consolidated Balance Sheets as of March 31, 2014 (Unaudited) and December 31, 2013	F-1
Condensed Consolidated Statement of Operations for the three months ending March 31, 2014 and August 29, 2013 (Inception) through March 31, 2014 (Unaudited)	F-2
Condensed Consolidated Statement of Cash Flows for the three months ending March 31, 2014 and August 29, 2013 (Inception) through March 31, 2014 (Unaudited)	F-3
Condensed Consolidated Notes to Financial Statements (Unaudited)	F-4
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.	2
Item 4. Controls and Procedures	4
<b>PART II Other Information</b>	
Item 6. Exhibits.	4
Signatures	5
Exhibits/Certifications	

PART I-FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

**NEXT GRAPHITE, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**BALANCE SHEET**  
**Condensed Consolidated Balance Sheets**

	<b>March 31,</b>	<b>December</b>
	<b>2014</b>	<b>31,</b>
	<u>(UNAUDITED)</u>	<u>2013</u>
	<u>(UNAUDITED)</u>	<u>(AUDITED)</u>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash	\$ 64,467	\$ 2,450
Prepaid Asset	486,667	-
<b>Total current assets:</b>	<u>551,133</u>	<u>2,450</u>
<b>Long-term asset:</b>		
Deposit		90,000
Intangible Asset	60,000	-
Goodwill	180,000	-
<b>Total long-term asset:</b>	<u>240,000</u>	<u>90,000</u>
<b>Total assets</b>	<u>\$ 791,133</u>	<u>\$ 92,450</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 47,580	\$ 48,456
<b>Total current liabilities</b>	<u>47,580</u>	<u>48,456</u>
<b>Total liabilities</b>	<u>47,580</u>	<u>48,456</u>
<b>Stockholders' equity:</b>		
Common stock authorized 100,000,000 shares		
- \$.0001 par value issued and outstanding on March 31, 2014		
and December 31, 2013 is 49,431,439 and 74,900,043, respectively.		
	4,943	7,490
Additional paid-in capital	2,839,274	2,565,327
Advance subscriptions	700,000	40,400
Accumulated deficit	(2,800,664)	(2,569,223)
<b>Total stockholders' equity</b>	<u>743,553</u>	<u>43,994</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 791,133</u>	<u>\$ 92,450</u>

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

**NEXT GRAPHITE, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS**  
**(UNAUDITED)**

	<b>Three Months  Ended March 31, 2014</b>	<b>August 29, 2013 (Inception) to March 31, 2014</b>
<b>INCOME</b>	\$ -	\$ -
<b>OPERATING EXPENSES</b>		
Organizational expenses	-	390
Professional fees	173,238	355,958
Stock Based Compensation	-	2,369,991
Selling, General, and Administrative Expense	<u>58,203</u>	<u>74,325</u>
<b>Total Operating Expenses</b>	231,441	2,800,664
<b>Loss from operations</b>	(231,441)	(2,800,664)
<b>NET LOSS APPLICABLE TO COMMON SHARES</b>	<u>\$ (231,441)</u>	<u>\$ (2,800,664)</u>
<b>NET LOSS PER BASIC AND DILUTED SHARES</b>	<u>\$ (0.00)</u>	<u>\$ (0.04)</u>
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING</b>	<u>66,650,681</u>	<u>66,650,651</u>

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

**NEXT GRAPHITE, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
**(UNAUDITED)**

	<b>Three Months Ended March 31, 2014</b>	<b>August 29, 2013 (Inception) to March 31, 2014</b>
<b>Operating Activities:</b>		
Net loss	\$ (231,441)	\$ (2,800,664)
Adjustments to reconcile net loss to net cash used in operating activities:		
Common shares issued for services	-	2,369,991
Changes in assets and liabilities:		
Prepays	(486,667)	(486,667)
Accounts payable and accrued liabilities	(875)	47,581
Net Cash Used in Operating Activities	<u>(718,983)</u>	<u>(869,759)</u>
<b>Investing Activities:</b>		
Common stock issued for purchase of acquiree	-	(72,700)
Purchase of Interest in Gazania	(150,000)	(238,740)
Net Cash Used in Investing Activities	<u>(150,000)</u>	<u>(311,440)</u>
<b>Financing Activities:</b>		
Advanced subscriptions	659,600	699,989
Common stock issued for cash	271,400	521,400
Common stock issued in recapitalization	-	24,266
Net Cash Provided by Financing Activities	<u>930,989</u>	<u>1,245,655</u>
Net Increase in Cash	62,007	64,467
Cash, Beginning of Year	2,450	-
Cash, End of Year	<u>\$ 64,467</u>	<u>\$ 64,467</u>

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

**Next Graphite, Inc.**  
**(A development stage company)**  
**Notes to the Condensed Consolidated Financial Statements**  
**(UNAUDITED)**

**NOTE 1 – ORGANIZATION**

Next Graphite, Inc. (the “Company”) was incorporated in Nevada on September 26, 2012 under the name Zewar Jewellery, Inc. and is a development-stage entity. The Company's current business plan is to engage in the mining business developing graphite properties located in Namibia. The Company is based in Carson City, Nevada.

On November 14, 2013, the Company consummated transactions pursuant to a Share Exchange Agreement (the “Share Exchange Agreement”) dated November 14, 2013 by and among the Company and the stockholders of African Graphite, Inc., a private Nevada corporation (“AGI” and the “AGI Stockholders”) whereby AGI Stockholders transferred 100% of the outstanding shares of common stock of AGI held by them, in exchange for an aggregate of 8,980,047 newly issued shares of the Company’s common stock, par value \$.0001 per share (“Common Stock”).

On November 14, 2013, AGI entered into a Stock Purchase Option Agreement (the “Option Agreement”) with NMC Corp., a corporation organized under the laws of the Province of Ontario, Canada (“NMC”), whereby NMC granted to AGI an option to purchase 90 ordinary shares, par value one Namibian dollar per share, of Gazania Investments Two Hundred and Forty Two (Proprietary) Limited, a corporation organized under the laws of the Republic of Namibia (“Gazania”), representing 90% of the issued and outstanding shares of Gazania, for \$240,000. NMC had entered into an option agreement dated March 29, 2013, as amended on November 4, 2013 (the “Centre Agreement”), with Centre for Geoscience Research CC (formerly known as “Industrial Minerals and Rock Research Centre CC”), a company organized under the laws of the Republic of Namibia (“Centre”), whereby Centre agreed to transfer to Gazania 100% undivided interest in the exclusive prospecting license No. 3895 known as AUKUM originally issued to Centre by the government of the Republic of Namibia on April 4, 2011 and renewed on April 4, 2013 (the “License”). The License grants the right to conduct prospecting operations, bulk sampling and pilot production in the license area called AUKAM located in southern Namibia in the Karas Region within the Betaine district. The license area covers about 49,127 hectares. The only mine in Namibia which has produced graphite is situated in the license area. The transfer of the License to Gazania was approved by the Ministry of Mines and Energy of the Republic of Namibia on February 25, 2014.

Under the Option Agreement, AGI was required to pay to NMC \$90,000 as an advance payment to be credited towards the purchase price of the Gazania shares. The Company made the advance payment on November 14, 2013. The balance of the purchase price in the amount of \$150,000 was paid by AGI upon exercise of the option that was completed on March 14, 2014. As a result, Gazania became a direct 90% owned subsidiary of the Company.

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

Development Stage Company

The Company is considered to be in the development stage as defined in ASC 915-10-05, “*Development Stage Entity*.” The Company is devoting substantially all of its efforts to the execution of its business plan.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at 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 consists principally of currency on hand, demand deposits at commercial banks, and liquid investment funds having a maturity of three months or less at the time of purchase. The Company had no cash equivalents as of March 31, 2014, and December 31, 2013.

### Start-up Costs

In accordance with ASC 720-15-20, "*Start-up Activities*," the Company expenses all costs incurred in connection with the start-up and organization of the Company.

### Stock Based Compensation

We periodically issue stock options and warrants to employees and non-employees in non-capital raising transactions for services and for financing costs. We account for stock option and warrant grants issued and vesting to employees based on Financial Accounting Standards Board (FASB) ASC Topic 718, "Compensation – Stock Compensation", whereas the award is measured at its fair value at the date of grant and is amortized ratably over the vesting period. We account for stock option and warrant grants issued and vesting to non-employees in accordance with ASC Topic 505, "Equity", whereas the value of the stock compensation is based upon the measurement date as determined at either (a) the date at which a performance commitment is reached, or (b) at the date at which the necessary performance to earn the equity instruments is complete.

### Income Taxes

Provisions for income taxes are based on taxes payable or refundable and deferred taxes. Deferred taxes are provided on differences between the tax bases of assets and liabilities and their reported amounts in the financial statements and tax operating loss carry forwards. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. Assets and liabilities are established for uncertain tax positions taken or positions expected to be taken in income tax returns when such positions are judged to not meet the "more-likely-than-not" threshold based on the technical merits of the positions. Estimated interest and penalties related to uncertain tax positions are included as a component of general and administrative expense.

### Basic and Diluted Loss per Common Share

Basic loss per common share amounts are computed by dividing net loss by the weighted-average number of shares of common stock outstanding during each period. Diluted loss per share amounts are computed assuming the issuance of common stock for potentially dilutive common stock equivalents.

### Fair Value of Financial Instruments

The carrying amounts reported in the balance sheets for accounts payable, and related party payables approximate fair value because of the immediate or short-term maturity of these financial instruments. The carrying amounts reported for convertible notes payable approximate fair value based on the value of the common stock into which the notes are convertible. The carrying amounts reported for notes payable approximate fair value because the underlying instruments are at interest rates that approximate current market rates.

### Reverse Merger Accounting

The Merger was accounted for as a reverse-merger and recapitalization in accordance with generally accepted accounting principles in the United States ("GAAP"). African Graphite, Inc. is the acquirer for financial reporting purposes and Next Graphite, Inc. is the acquired company. African Graphite, Inc. was incorporated on August 29, 2013 ("Inception"). Consequently, the assets and liabilities and the operations that are reflected in the historical financial statements prior to the Merger are those of African Graphite, Inc. from Inception and are recorded at the historical cost basis of African Graphite, Inc. and the consolidated financial statements after completion of the Merger include the assets and liabilities of African Graphite, Inc. and Next Graphite, Inc; and historical operations of Next Graphite, Inc and African Graphite, Inc. since the closing date of the Merger. Common stock and the corresponding capital account of the Company pre-merger have been retroactively restated as capital stock shares reflecting the exchange ratio in the Merger.

## **NOTE 3 - PROVISION FOR INCOME TAXES**

The Company recognizes the tax effects of transactions in the year in which such transactions enter into the determination of net income regardless of when reported for tax purposes. Deferred taxes are provided in the financial statements under FASC 740-10-65-1 to give effect to the temporary differences which may arise from differences in the bases of fixed assets, depreciation methods and allowances based on the income taxes expected to be payable in future years. Minimal development stage deferred tax assets arising as a result of net operating loss carry-forwards have been offset completely by a valuation allowance due to the uncertainty of their utilization in future periods.

The Company recognizes interest accrued relative to unrecognized tax benefits in interest expense and penalties in operating expense. During the period from August 29, 2013 (inception) to March 31, 2014 the Company recognized no income tax related interest and penalties. The Company had no accruals for income tax related interest and penalties at March 31, 2014.

#### NOTE 4 - STOCKHOLDERS' EQUITY

As of March 31, 2014 the Company had (i) 100,000,000 shares of Common Stock authorized with a par value of \$.0001 per share, of which 49,431,439 shares were issued and outstanding, and (ii) 25,000,000 shares of preferred stock, par value \$.0001 per share, authorized, none of which was issued and outstanding. 8,980,047 shares of Common Stock have been issued to founders, of which 400,016 shares were issued to the President and director as part of their consulting agreements. The shares were valued at par for a value of \$898.

On November 14, 2013, the Company entered into and consummated transactions pursuant to a Subscription Agreement (the "Subscription Agreement") with certain accredited investors whereby the Company issued and sold to the investors for \$1.00 per share an aggregate of 249,998 shares of the Company's Common Stock for an aggregate purchase price of \$250,000.

As share-based compensation to employees and non-employees, the Company issued 2,369,991 shares of common stock valued at \$2,369,991, based on the market price of the stock on the date of issuance.

On November 14, 2013, the Company consummated transactions pursuant to the Share Exchange Agreement with AGI dated November 14, 2013 by and among the Company and the stockholders of AGI whereby the AGI Stockholders transferred 100% of the outstanding shares of common stock of AGI held by them, in exchange for an aggregate of 8,980,047 newly issued shares of Common Stock.

On November 14, 2013, the Company issued 12,600,003 shares of Common Stock to NMC in connection with the option grant closing under the Option Agreement.

All shares presented in these financial statements and accompanying footnotes have been retroactively adjusted to reflect the increased number of shares resulting from the seven point eight-to-one forward stock split effective on December 16, 2013.

On February 3, 2014, the Company sold 271,400 shares of Common Stock, for gross proceeds of \$271,400 at a per share price of \$1.00 pursuant to a Subscription Agreement with an accredited investor.

During March 2014 the company sold advance subscriptions to purchase 700,000 shares of Common Stock for gross proceeds of \$700,000 at a per share price of \$1.00 pursuant to Subscription Agreements with accredited investors. On April 18, 2014 the shares were issued to the investors.

On March 14, 2014, AGI exercised its option under the Option Agreement and the Company paid to NMC the balance of the purchase price in the amount of \$150,000 outstanding under the Option Agreement.

On March 14, 2014, the Company sold 550,000 shares of Common Stock, for gross proceeds of \$550,000 at a per share price of \$1.00 pursuant to a Subscription Agreement with an accredited investor.

On March 25, 2014, the Company sold 150,000 shares of Common Stock, for gross proceeds of \$150,000 at a per share price of \$1.00 pursuant to a Subscription Agreement with an accredited investor.

On March 21, 2014 the Company cancelled 25,740,000 shares of common stock. The cancellation of the shares decreased the amount of common stock by \$2,574 and increased additional paid in capital by the same amount. The shares were held by African Graphite and were cancelled for internal company restructuring.

#### NOTE 5 - ACCOUNTS PAYABLE

As of March 31, 2014, the Company's accounts payable totaled \$47,580. The following table shows the content of the account as of March 31, 2014:

Professional Fees	\$ 47,580
Total Accounts Payable	<u>\$ 47,580</u>



**NOTE 6 -GOING CONCERN**

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, which contemplates continuation of the Company as a going concern. The Company has incurred approximately \$2,800,664 in operating deficit since its inception, and has generated no operating revenue, which could raise substantial doubt about the Company's ability to continue as a going concern.

In view of these matters, realization of the assets of the Company is dependent upon the Company's ability to meet its financial requirements through equity financing and the success of future operations. These financial statements do not include adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

**NOTE 7 – ACQUISITION OF GAZANIA**

As of March 31, 2014, the Company had \$240,000 in long term assets for the purchase of mining rights, \$60,000 is reported as an intangible asset and \$180,000 is goodwill which \$240,000 was paid in cash as total purchase price.

**NOTE 8 –CONSULTING AGREEMENT**

On March 20, 2014, the Company entered into a consulting agreement with Wall Street Relations, Inc. (the "Consultant"). Under the agreement, the Consultant will provide to the Company public relations, communications, advisory and consulting services. The term of the agreement is 12 months. For the services to be rendered under the agreement, the Company paid to the Consultant \$500,000 in cash.

**NOTE 9 –SUBSEQUENT EVENTS**

On April 29, 2014, the Company sold 50,000 shares of Common Stock, for gross proceeds of \$50,000 at a per share price of \$1.00 pursuant to a Subscription Agreement with an accredited investor.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION**

### **FORWARD-LOOKING STATEMENTS**

CERTAIN STATEMENTS IN THIS REPORT, INCLUDING STATEMENTS IN THE FOLLOWING DISCUSSION, ARE WHAT ARE KNOWN AS "FORWARD-LOOKING STATEMENTS", WHICH ARE BASICALLY STATEMENTS ABOUT THE FUTURE. FOR THAT REASON, THESE STATEMENTS INVOLVE RISK AND UNCERTAINTY SINCE NO ONE CAN ACCURATELY PREDICT THE FUTURE. WORDS SUCH AS "PLANS", "INTENDS", "WILL", "HOPES", "SEEKS", "ANTICIPATES", "EXPECTS "AND THE LIKE OFTEN IDENTIFY SUCH FORWARD-LOOKING STATEMENTS, BUT ARE NOT THE ONLY INDICATION THAT A STATEMENT IS A FORWARD-LOOKING STATEMENT. SUCH FORWARD-LOOKING STATEMENTS INCLUDE STATEMENTS CONCERNING OUR PLANS AND OBJECTIVES WITH RESPECT TO THE PRESENT AND FUTURE OPERATIONS OF THE COMPANY, AND STATEMENTS WHICH EXPRESS OR IMPLY THAT SUCH PRESENT AND FUTURE OPERATIONS WILL OR MAY PRODUCE REVENUES, INCOME OR PROFITS. NUMEROUS FACTORS AND FUTURE EVENTS COULD CAUSE THE COMPANY TO CHANGE SUCH PLANS AND OBJECTIVES OR FAIL TO SUCCESSFULLY IMPLEMENT SUCH PLANS OR ACHIEVE SUCH OBJECTIVES, OR CAUSE SUCH PRESENT AND FUTURE OPERATIONS TO FAIL TO PRODUCE REVENUES, INCOME OR PROFITS. THEREFORE, THE READER IS ADVISED THAT THE FOLLOWING DISCUSSION SHOULD BE CONSIDERED IN LIGHT OF THE DISCUSSION OF RISKS AND OTHER FACTORS CONTAINED IN THIS REPORT AND IN THE COMPANY'S OTHER FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION. NO STATEMENTS CONTAINED IN THE FOLLOWING DISCUSSION SHOULD BE CONSTRUED AS A GUARANTEE OR ASSURANCE OF FUTURE PERFORMANCE OR FUTURE RESULTS.

### **Plan of Operations**

The Company plans to re-launch mining production and on-site processing at the Aukum Graphite Mine at an estimated cost of \$2,000,000. The completed mine is targeting 2,000 tons of annual production.

Initial activities in 2013-2014 have included the testing of the Aukum Graphite Mine samples, the compilation of our initial geological report, and the completed purchase of 100% of the mine. Additional 2014 activities will include: process testing of surface graphite samples; preparation of an Environmental Impact Assessment report; application for a Mining License for extraction; a preliminary economic analysis based on our findings and a scoping study that details the engineering for production, mining design, flowchart and operations; construction planning for a small-scale processing facility; and securing basic processing equipment in-country.

In early 2015, the Company plans to begin processing its existing 140,000 tons of graphite tailings for bulk sampling, and to start test production. The company is targeting to gear up to graphite production of 2,000 tons per year in the second half of 2015.

### **Results of Operations**

We did not have any revenues since inception. We incurred operating expenses of \$231,441, and realized a net loss of \$2,800,664 since inception on August 29, 2013 to March 31, 2014.

## **Liquidity and Capital Resources**

As of March 31, 2014, we had \$64,467 in cash.

The Company does not currently have sufficient resources to cover ongoing expenses and expansion. From November 2013 to March 2014, we consummated a private placement of our securities which resulted in net proceeds to us of \$1,221,400. We used \$240,000 out of the net proceeds to make a payment to NMC under the Option Agreement in connection with the option grant closing and the option exercise closing. Under the Option Agreement, we undertook to provide at least \$260,000 of working capital to or for the benefit of Gazania from the option grant closing date to June 30, 2014. We plan on raising additional funds from investors to implement our business model. In the event we are unsuccessful, this will have a negative impact on our operations.

If the Company cannot find sources of additional financing to fund its working capital needs, the Company will be unable to obtain sufficient capital resources to operate our business. We cannot assure you that we will be able to access any financing in sufficient amounts or at all when needed. Our inability to obtain sufficient working capital funding will have an immediate material adverse effect upon our financial condition and our business.

## **Critical Accounting Policies**

### *Development stage entity*

The Company is considered a development stage entity, as defined in FASB ASC 915, because since inception it has not commenced operations that have resulted in significant revenue and the Company's efforts have been devoted primarily to activities related to raising capital.

### *Going concern*

The Company's financial statements are prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of obligations in the normal course of business. However, it has \$64,467 in cash, has losses and an accumulated deficit, and a working capital deficiency. The Company does not currently have any revenue generating operations. These conditions, among others, raise substantial doubt about the ability of the Company to continue as a going concern.

In view of these matters, as a going concern is dependent upon the Company's ability to generate revenue ability to meet its financial requirements, raise additional capital, and the success of its future operations. The financial statements do not include any adjustments to the amount and classification of assets and liabilities that may be necessary should the Company not continue as a going concern.

Management believes they can raise the appropriate funds needed to support their business plan and acquire an operating company with positive cash flow. Management intends to seek new capital from owners and related parties to provide needed funds.

## **Off-Balance Sheet Arrangements**

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

## **ITEM 4. CONTROLS AND PROCEDURES.**

### **Disclosure Controls and Procedures**

The Securities and Exchange Commission defines the term “disclosure controls and procedures” to mean controls and other procedures of an issuer that are designed to ensure that information required to be disclosed in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange 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 Securities Exchange Act of 1934 is accumulated and communicated to the issuer’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. The Company maintains such a system of controls and procedures in an effort to ensure that all information which it is required to disclose in the reports it files under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified under the SEC’s rules and forms and that information required to be disclosed is accumulated and communicated to principal executive and principal financial officers to allow timely decisions regarding disclosure.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report.

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

No change in our system of internal control over financial reporting occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II-OTHER INFORMATION**

### **ITEM 6. EXHIBITS.**

(a) The following exhibits are filed herewith:

31.1 Certifications by the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certifications by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS XBRL Instance Document.

101.SCHXBRL Schema Document

101.CALXBRL Calculation Linkbase Document

101.DEF XBRL Definition Linkbase Document

101.LABXBRL Label Linkbase Document

101.PRE XBRL Presentation Linkbase Document

## 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.

### **Next Graphite, Inc.**

Date: May 16, 2014

By: /s/ Charles Bream

Name: Charles Bream

Title: Chief Executive Officer, Chief Financial Officer and Director  
(Principal Executive Officer, Principal Financial Officer and  
Principal Accounting Officer)



## CERTIFICATION

I, Charles Bream certify that:

1. I have reviewed this report on Form 10-Q of Next Graphite, Inc.;
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. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control 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 our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us 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 our 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 our 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. The registrant's other certifying officer(s) and I have disclosed, based on our 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 function):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal controls 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: May 16, 2014

/s/ Charles Bream

Charles Bream

Chief Executive Officer, Chief Financial Officer and  
Director (principal executive officer, principal  
financial officer and principal accounting officer)





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

The undersigned hereby certifies, in her capacity as an officer of Next Graphite, Inc. (the "Company"), for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of her knowledge:

- (1) The Quarterly Report of the Company on Form 10-Q for the fiscal quarter ended March 31, 2014 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.

Dated: May 16, 2014

/s/ Charles Bream  
Charles Bream  
Chief Executive Officer, Chief  
Financial Officer and Director  
(principal executive officer, principal  
financial officer and  
principal accounting officer)

A signed original of this written statement required by Section 906 has been provided to Next Graphite, Inc. and will be retained by Next

Graphite, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.