

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

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

For the quarterly period ended: **September 30, 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 No. 0-54360**

**CARDINAL RESOURCES, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**47-1579622**  
(IRS Employer  
Identification No.)

**201 Penn Center Blvd. Suite 400**  
**Pittsburgh, PA 15235**  
(Address of principal executive offices)

**(412) 374-0989**  
(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 past 12 months, 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 (Sec.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, or 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

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 October 30, 2014, there were 91,480,834 shares outstanding of the registrant's common stock.

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#### EXPLANATORY NOTE ON AMENDMENT

*The purpose of this Amendment No. 1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, filed with the Securities and Exchange Commission on November 19, 2014, is to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language), to include a discussion that in 2014, the company identified errors related to the overstatement of accounts payable and SG&A as of and for the year ended December 31, 2013 and the reporting/valuation of shares that were issued for business consulting services to Caro Capital during the quarter ending September 30, 2014.*

*No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.*

*Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.*

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**PART I – FINANCIAL INFORMATION****Item 1. Financial Statements.****CARDINAL RESOURCES, INC. AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEETS  
AS OF SEPTEMBER 30, 2014 AND DECEMBER 31, 2013 (Unaudited)**

ASSETS	September 30, 2014 Restated	December 31, 2013 Restated
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 200,193	\$ 545,714
Accounts receivable, net	1,475,812	589,965
Inventory	267,200	14,137
Other current assets	28,430	28,430
<b>TOTAL CURRENT ASSETS</b>	<b>1,971,635</b>	<b>1,178,246</b>
<b>PROPERTY, PLANT AND EQUIPMENT, NET</b>	<b>235,426</b>	<b>261,109</b>
<b>TOTAL ASSETS</b>	<b>\$ 2,207,061</b>	<b>\$ 1,439,355</b>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 1,037,504	\$ 502,750
Accounts payable - related parties	407,228	62,528
Notes payable	222,657	222,657
Notes payable - related parties	36,377	55,415
Convertible notes payable, net of discount of \$43,436 and \$77,011	272,563	180,989
Accrued liabilities	210,932	560,421
Derivative liabilities	91,507	
<b>TOTAL CURRENT LIABILITIES</b>	<b>2,278,768</b>	<b>1,584,760</b>
<b>TOTAL LIABILITIES</b>	<b>2,278,768</b>	<b>1,584,760</b>
<b>STOCKHOLDERS' (DEFICIT) / EQUITY</b>		
Preferred stock, \$.001 par value, 25,000,000 shares authorized; none of which issued and outstanding as of September 30, 2014 and December 31, 2013, respectively	-	-
Common stock, \$.001 par value, 300,000,000 shares authorized, 91,480,834 and 87,026,331 shares issued and outstanding, respectively	91,481	87,026
Additional paid in capital	2,655,200	954,815
Accumulated deficit	(2,818,388)	(1,187,246)
<b>TOTAL STOCKHOLDERS' (DEFICIT) / EQUITY</b>	<b>(71,707)</b>	<b>(145,405)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT) / EQUITY</b>	<b>\$ 2,207,061</b>	<b>\$ 1,439,355</b>

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

**CARDINAL RESOURCES, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013 (Unaudited)**

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2014 Restated	September 30, 2013	September 30, 2014 Restated	September 30, 2013
<b>Revenues</b>				
Sales	\$ 937,906	\$ 725,146	\$ 982,458	\$ 815,051
<b>Operating expenses</b>				
Cost of sales	436,865	58,283	923,508	196,435
Selling, general and Administrative	528,163	296,015	1,184,005	400,675
Depreciation and amortization expenses	11,836	11,837	36,737	38,182
<b>Total operating expenses</b>	<b>976,864</b>	<b>366,135</b>	<b>2,144,250</b>	<b>635,292</b>
<b>Income (loss) from operations</b>	<b>(38,958)</b>	<b>359,011</b>	<b>(1,161,792)</b>	<b>179,759</b>
<b>Other expenses</b>				
Interest expense	(50,383)	(22,852)	(118,282)	(37,703)
Interest income	-	-	-	24
Loss on extinguishment of debt	-	-	(303,411)	-
Changes in derivative liabilities	(24,469)	-	(36,507)	-
Gain from disposal of vehicle	-	-	-	16,847
Other expenses	37	-	(11,150)	-
<b>Total other expenses</b>	<b>(74,815)</b>	<b>(22,852)</b>	<b>(469,350)</b>	<b>(20,832)</b>
<b>Income (loss) before income taxes</b>	<b>(113,773)</b>	<b>336,159</b>	<b>(1,631,142)</b>	<b>158,927</b>
<b>Income taxes</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net income (loss)</b>	<b>\$ (113,773)</b>	<b>\$ 336,159</b>	<b>\$ (1,631,142)</b>	<b>\$ 158,927</b>
<b>Earnings (loss) per share</b>				
Basic net loss per common share	\$ 0.00	\$ 0.00	\$ (0.02)	\$ 0.00
Fully diluted net loss per common share	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Basic weighted average number of shares outstanding	90,576,574	87,026,331	88,567,453	87,026,331
Diluted weighted average number of shares outstanding	94,863,945	87,026,331	88,567,453	87,026,331

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

**CARDINAL RESOURCES, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013 (Unaudited)**

	For the Nine Months Ended	
	September 30, 2014	September 30,
	<u>Restated</u>	<u>2013</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ (1,631,142)	\$ 158,927
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization expenses	36,737	38,182
Amortization of debt discounts	91,574	-
Loss on extinguishment of debt	303,411	-
Change in derivative liabilities	36,507	-
Gain from disposal of vehicle	-	(16,847)
Stock based compensation	784,000	-
Warrant issued for compensation	104,998	-
Changes in operating assets and liabilities:		
Accounts receivable	(885,847)	(47,851)
Inventory	(253,063)	-
Accounts payable	534,755	(154,478)
Accounts payable - related parties	344,700	28,459
Deferred revenue	-	1,000,000
Accrued liabilities	(238,474)	354,805
<b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>	<u>(771,844)</u>	<u>1,361,197</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of equipment	(11,055)	(5,360)
Proceeds from disposal of vehicle	-	24,284
<b>NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES</b>	<u>(11,055)</u>	<u>18,924</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Repayments of notes payable	-	(106,094)
Repayments of notes payable - related parties	-	(51,663)
Proceeds from options exercises	22,378	-
Proceeds from sales of common stock	360,000	-
Proceeds from convertible notes payable	55,000	40,100
<b>NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES</b>	<u>437,378</u>	<u>(117,657)</u>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(345,521)	1,262,464
<b>CASH AND CASH EQUIVALENTS:</b>		
Beginning of period	545,714	11,133
End of period	<u>\$ 200,193</u>	<u>\$ 1,273,597</u>
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ -	\$ 2,079
<b>Supplemental disclosures of non-cash investing and financing activities:</b>		
Debt discount issued with convertible notes	\$ 58,000	\$ 3,000
Stock issued to settle partial accrued salaries	\$ 111,015	\$ -
Stock issued to settle related parties notes	\$ 19,038	\$ -

**CARDINAL RESOURCES, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013**  
**(UNAUDITED)**

**NOTE – 1 BASIS OF PRESENTATION**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with both generally accepted accounting principles for interim financial information, and the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. The accompanying unaudited condensed consolidated financial statements reflect all adjustments (consisting of normal recurring accruals) that are, in the opinion of management, considered necessary for a fair presentation of the results for the interim periods presented. Interim results are not necessarily indicative of results for a full year.

The unaudited condensed consolidated financial statements and related disclosures have been prepared with the presumption that users of the interim consolidated financial information have read or have access to the Company's annual audited consolidated financial statements for the preceding fiscal year. Accordingly, these unaudited condensed consolidated financial statements should be read in conjunction with the Annual Report on Form 10-K for the year ended December 31, 2013. Certain SG&A expense from prior period have been reclassified to conform to current period presentation. (See note 2)

**NOTE – 2 RESTATEMENT OF FINANCIAL STATEMENTS**

The Company identified errors related to understatement of Cost of Sales and SG&A for the three and nine months ended September 30, 2014, respectively.

The following table sets forth all the accounts in the original amounts and restated amounts, respectively.

As of September 30, 2014	Original	Adjustment	Restated
Common stock	\$ 91,281	200	\$ 91,481
Additional paid in capital	\$ 2,445,400	209,800	\$ 2,655,200
For the three months ended September 30, 2014	Original	Adjustment	Restated
Cost of sales	\$ 385,897	50,968	\$ 436,865
Selling, general and Administrative	\$ 369,132	159,031	\$ 528,163
For the nine months ended September 30, 2014	Original	Adjustment	Restated
Selling, general and Administrative	\$ 974,005	210,000	\$ 1,184,005
Statement of Retained Deficit	Original	Adjustment	Restated
Balance, September 30, 2014	\$ (2,608,388)	\$ (210,000)	\$ (2,818,388)

In 2014, the company identified errors related to overstatement of accounts payable and SG&A as of and for the year ended December 31, 2013.

The following table sets forth all the accounts in the original amounts and restated amounts, respectively.

As of December 31, 2013	Original	Adjustment	Restated
Accounts payables	\$ 1,602,968	(1,100,218 )	\$ 502,750
For the year ended December 31, 2013	Original	Adjustment	Restated
Selling, general and Administrative	\$ 2,248,904	(1,100,218 )	\$ 1,148,686
Statement of Retained Deficit	2013 (as restated)		
Balance, December 31, 2013	\$ (2,287,464 )	\$ 1,100,218	\$ (1,187,246 )

**NOTE – 3 GOING CONCERN**

These consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. However, as of September 30, 2014, the Company had an accumulated deficit and a working capital deficit. In addition, the Company currently has limited liquidity and has not completed its efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Management has taken certain actions and continues to implement changes designed to improve the Company's consolidated financial results and operating cash flows. The actions involve certain cost-saving initiatives and growing strategies, including (a) utilization of outsourced build-to-order production; (b) expansion into new markets, (c) commercialization of patented products and; (c) significant reductions in lease costs. Management believes that these actions will enable the Company to improve future profitability and cash flow in its continuing operations through December 31, 2014. As a result, the financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of the Company's ability to continue as a going concern.

#### **NOTE – 4 RELATED PARTY TRANSACTIONS**

Accounts payable to related parties were \$407,228 and \$62,528 as of September 30, 2014 and December 31, 2013, respectively. Notes payable to related parties were \$36,377 and \$55,415 as of September 30, 2014 and December 31, 2013, respectively. The funds borrowed from the Company's related parties were to fund the Company's daily operations.

#### **NOTE – 5 CONVERTIBLE NOTES**

As of September 30, 2014 and December 31, 2013, the Company had outstanding balances on its convertible notes in the amount of \$272,563 and \$180,989, respectively, net of discounts of \$43,436 and \$77,011, respectively. The detailed terms were set forth as follows:



**(A) Convertible Notes Payable**

In October 2012, December 2012 and September 2013, the Company borrowed \$10,000, \$5,000 and \$13,000, respectively. The amounts convert automatically upon the completion of a Qualified Financing at a conversion price based upon the Qualified Financing. The amounts are due October 2014 and bear interest of 12%.

**(B) Convertible Notes Payable**

On November 22, 2013, the Company completed a private placement pursuant to which the Company issued a convertible promissory note to certain accredited investors, which notes are convertible into shares of our common stock at \$0.25 per share. In addition, the Company granted to the same investors' three-year warrants to purchase an aggregate of 276,000 shares of the Company's common stock at \$0.25 per share. As a result, the Notes were discounted in the amount of \$86,368 due to the intrinsic value of the beneficial conversion option and relative fair value of the warrants. As of September 30, 2014, the aggregate carrying value of the Notes was \$316,000, net of debt discounts of \$43,436. During the three and nine months ended September 30, 2014, the Company recorded interest expense related to the Notes of \$50,383 and \$118,282, respectively, and amortization of debt discount in amount of \$41,265 and \$65,495, respectively. The interest expense of \$4,114 has been included under accrued liabilities as of September 30, 2014.

**(C) Convertible Notes Payable – Derivative liabilities**

On May 28, 2014, the Company issued a convertible promissory note of \$58,000 (the "Note") to a third party. The Note bears an interest rate of 8% per annum and is due on March 2, 2015, pursuant to which the holder of the Note has an option to convert all or any portion of the accrued interest and unpaid principal balance of the Note into the common stock of the Company after 180 days upon commencement, at 58% of the Market Price, which means the average of the lowest three trading price during the ten trading days prior to the conversion date.

The Company has determined that the conversion feature of the Note represents an embedded derivative since the Note is convertible into a variable number of shares upon conversion. Accordingly, the Note is not considered to be conventional debt and the embedded conversion feature must be bifurcated from the debt host and accounted for as a derivative liability. Accordingly, the fair value of this derivative instrument has been recorded as a liability on the balance sheet with the corresponding amount recorded as a discount to the Note. Such discount will be accreted from the issuance date to the maturity date of the Note. The change in the fair value of the derivative liability will be recorded in other income or expenses in the statement of operations at the end of each period, with the offset to the derivative liability on the balance sheet. The fair value of the embedded derivative liability was determined using the Black-Scholes valuation model on the issuance date with the assumptions in the table below.

At September 30, 2014, the Company revalued the embedded derivative liability with the assumptions in the table below. For the period from May 28, 2014 (commencement date) to September 30, 2014, the Company increased the derivative liability of \$67,185 by \$24,322 resulting in a derivative liability of \$91,507 at September 30, 2014.

Reporting Date	Fair Value	Term (Years)	Assumed Conversion Price	Market Price on Valuation Date	Volatility Percentage	Risk-free Rate
5/28/2014	\$67,185	0.76	\$0.145	\$0.25	176%	0.0011
9/30/2014	\$91,507	0.42	\$0.536	\$0.86	590%	0.0011

As of September 30, 2014, the carrying value of the Note was \$26,079, net of debt discounts of \$31,921. The Company recorded interest expense of \$1,589 related to the Note and amortization of debt discounts in the amount of \$26,079 during the nine months ended September 30, 2014. The interest expense of \$1,589 has been included under accrued liabilities as of September 30, 2014.

The Note	09/30/2014
Proceeds	\$ 58,000
Less derivative liabilities on initial recognition	(58,000)
Value of the Note on initial recognition	0
Add accumulated accretion expense	26,079
Balance as at September 30, 2014	<u>\$ 26,079</u>

**NOTE – 6 CAPITAL TRANSACTIONS**

During the second quarter of 2014, the Company completed a private placement pursuant to which the Company issued 120,000 shares of common stock to a accredited investor at a per share price of \$0.25. As a result of this private placement, the Company raised approximately \$30,000 in gross proceeds.

During the second quarter of 2014, the Company also completed a private placement pursuant to which the Company issued an aggregate of 337,500 shares of common stock to certain accredited investors at a per share price of \$0.40. In addition, the Company granted to the same investors' three-year warrants to purchase an aggregate of 337,500 shares of its common stock at \$0.80 per share. As a result of this private placement, the Company raised approximately \$135,000 in gross proceeds.

During the second quarter of 2014, the Company issued 325,133 shares of common stock to the officer of the Company at a per share price of \$0.40 to settle the loan of \$19,038 due to this officer and part of his accrued compensation in amount of \$111,015. In addition, the Company granted to the same officer three-year warrants to purchase an aggregate of 325,133 shares of its common stock at \$0.80 per share.

The fair value of the warrants granted during the second quarter of 2014 was determined using the Black-Scholes valuation model on the grant date with the assumptions in the table set forth below. Accordingly, the fair value of 325,133 warrants granted for debt settlement resulted in loss on extinguishment of debt in amount of \$303,411 during the nine months ended September 30, 2014.

Term (Years)	Exercise Price	Market Price on Issuance Date	Volatility Percentage	Risk-free Rate
3 years	\$0.80	\$0.25 - \$1.05	176%	0.0011

During the third quarter of 2014, the Company completed a private placement pursuant to which the Company issued an aggregate of 237,500 shares of common stock to certain accredited investors at a per share price of \$0.40. In addition, the Company granted to the same investors' three-year warrants to purchase an aggregate of 237,500 shares of its common stock at a strike price of \$0.80 per share. As a result of this private placement, the Company raised approximately \$95,000 in gross proceeds.

During the third quarter of 2014, the Company completed a private placement pursuant to which the Company will be issuing an aggregate of 400,000 shares of common stock to certain accredited investors at a per share price of \$0.25. As a result of this private placement, the Company raised approximately \$100,000 in gross proceeds.

#### **NOTE 7 – STOCK ISSUED FOR SERVICES**

On May 23, 2014, the Board of Directors of the Company approved the issuance of 500,000 shares of common stock to corporate counsel for legal services in connection with reporting compliance and corporate matters in 2014. The value of the shares in amount of \$200,000 was determined using recent cash sales of stock since the Company currently has a limited trading market. Accordingly, the Company calculated stock based compensation of \$200,000 as its fair value and recognized the expense during the nine months ended September 30, 2014.

During the third quarter of 2014, the Board of Directors of the Company approved the issuance of 500,000 shares of common stock to three unrelated consultants for services rendered during such quarter. The value of the shares in amount of \$584,000 was determined by the trading price of the Company's Common Stock on the grant dates. Accordingly, the Company calculated stock based compensation of \$584,000 as its fair value and recognized the expense during the three and nine months ended September 30, 2014.

#### **NOTE 8 - FAIR VALUE MEASUREMENTS**

As defined in FASB ASC Topic 820, fair value is the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This Topic requires disclosure that establishes a framework for measuring fair value and expands disclosure about fair value measurements. The statement requires fair value measurements be classified and disclosed in one of the following categories:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. The Company considers active markets as those in which transactions for the assets or liabilities occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2: Pricing inputs other than quoted market prices included in Level 1 that are based on observable market data and are directly or indirectly observable for substantially the full term of the asset or liability. These include quoted market prices for similar assets or liabilities, quoted market prices for identical or similar assets in markets that are not active, adjusted quoted market prices, inputs from observable data such as interest rate and yield curves, volatilities or default rates observable at commonly quoted intervals or inputs derived from observable market data by correlation or other means.

Level 3: Pricing inputs that are unobservable or less observable from objective sources. Unobservable inputs should only be used to the extent observable inputs are not available. These inputs maintain the concept of an exit price from the perspective of a market participant and should reflect assumptions of other market participants. An entity should consider all market participant assumptions that are available without unreasonable cost and effort. These are given the lowest priority and are generally used in internally developed methodologies to generate management's best estimate of the fair value when no observable market data is available.

Financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels.

Certain assets and liabilities are reported at fair value on a recurring or nonrecurring basis in the Company's consolidated balance sheets. The following methods and assumptions were used to estimate the fair values:

Cash and Cash Equivalents, Prepaid Expenses, Mining Rights, Accounts Payable and Accrued Liabilities

The carrying amounts approximate fair value because of the short-term nature or maturity of the instruments.

Derivatives

The following table sets forth, by level within the fair value hierarchy, the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis as of June 30, 2014 and December 31, 2013, respectively:

**Fair Value Measurements at Sept. 30, 2014 December 31, 2013**

Description	(Level 1)	(Level 2)	(Level 3)	Total Carrying Value
Derivative liability - 5/28/2013	\$ -	\$ -	\$ 67,185	\$ 67,185
Change in Derivative liabilities			24,322	24,322
Derivative liability - 09/30/2014	\$ -	\$ -	\$ 91,507	\$ 91,507

**NOTE - 9 WARRANTS**

The following table summarizes all warrant outstanding as of September 30, 2014, and the related changes during this period.

	Number of Warrants	Weighted Average Exercise Price
<b>Stock Warrants</b>		
Balance at January 1, 2014	3,276,000	\$ 0.28
Granted	900,133	\$ 0.40-0.80
Exercised	0	\$ 0
Expired	0	\$ 0
Balance at September 30, 2014	4,176,133	0.75
Warrants Exercisable at September 30, 2014	4,176,133	\$ 0.75

During the second quarter of 2014, the Company granted three-year warrants for the purchase of total 337,500 shares of the Company's common stock in the aggregate at \$0.80 per share in connection with the private placement of total 337,500 shares at \$0.40 per share.

During the second quarter of 2014, the Company granted three-year warrants for the purchase of total 325,133 shares of the Company's common stock in the aggregate at \$0.80 per share in connection with the settlement of the shareholder's loan and partial accrued compensation in amount of \$19,038 and \$111,015, respectively.

During the third quarter of 2014, the Company granted to investors' three-year warrants to purchase an aggregate of 237,500 shares of its common stock at a strike price of \$0.80 per share; and also granted to investors' two-year warrants to purchase an aggregated of \$100,000 shares of its common stock at a strike price of \$0.5 per share.

The fair value of the warrants granted during the second quarter of 2014 was determined using the Black-Scholes valuation model on the grant date with the assumptions in the table set forth below.

Term (Years)	Exercise Price	Market Price on Issuance Date	Volatility Percentage	Risk-free Rate
3 years	\$0.80	\$0.25 - \$1.05	176%	0.0011
2 years	\$0.50	\$1.05	586%	0.0059

The aggregate intrinsic value of all warrants at September 30, 2014 was \$0.

#### NOTE – 10 OPTIONS

Upon the Closing of the Share Exchange Agreement, dated November 22, 2013, the Company converted the three Unit Option Agreements entered into by Cardinal Resources LLC, dated June 24, 2009, pursuant to which the 5-year Options to purchase total 100,601 units of Cardinal Resources LLC at a price of \$.65 per Unit was converted to options to purchase 6,103,104 shares of the Company at a price of \$.011 per share. The Share Exchange Agreement rate was used to convert the units and price per unit to shares and price per share. The options expired on June 24, 2014. The Company did not grant any registration rights with respect to any share of common stock issuable upon exercise of the options. These were treated as part of the reverse merger and recapitalization.

During the second quarter of 2014, 2,034,368 shares of common stock were issued upon the exercise of the options at a price of \$.011 per share, or \$22,378 in total. The remaining options to purchase 4,068,736 shares of common stock expired without exercise. The aggregate intrinsic value of all options at September 30, 2014 was \$0.

No stock options were issued during the nine months ended September 30, 2014.

#### NOTE – 11 COSTS AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS

The Company has two long term contract in progress at September 30, 2014. Work has started on one additional long term contract that will have costs and earnings in the following periods:

Total Contract				
Job:	Revenues	Cost of Revenues	Estimated Gross Profit	Gross Profit %
Bayelsa as of June 30, 2014	\$ 6,300,000	\$ 5,104,961	\$ 1,195,039	19%
Changes during the third quarter of 2014	\$ 0	\$ 0	\$ 0	0%
Bayelsa as of September 30, 2014	\$ 6,300,000	\$ 5,104,961	\$ 1,195,039	19%

Nine Months Ended September 30, 2014

Job:	Revenues	Cost of Revenues	Gross Profit	Billed to Date	% Complete	Over (Under) Billed
Bayelsa	\$ 1,882,500	\$ 1,525,411	\$ 357,089	\$ 1,882,500	30%	\$ -
Less: previously recognized	(1,832,630)	(1,485,000)	(347,630)			
Totals	\$ 49,870	\$ 40,411	\$ 9,459	\$ 1,882,500		\$ -

Total Contract

Job:	Revenues	Cost of Revenues	Estimated Gross Profit	Gross Profit %
Camwater as of June 30, 2014	\$ 0	\$ 0	\$ 0	0%
Changes during the third quarter of 2014	\$ 27,808,820	\$ 17,720,883	\$ 10,087,937	36%
Camwater as of September 30, 2014	\$ 27,808,820	\$ 17,720,883	\$ 10,087,937	36%

Nine Months Ended September 30, 2014

Job:	Revenues	Cost of Revenues	Gross Profit	Billed to Date	% Complete	Over (Under) Billed
Camwater	\$ 599,566	\$ 382,067	\$ 217,499	\$ 599,566	2%	\$ -
Less: previously recognized	(0)	(0)	(0)			
Totals	\$ 599,566	\$ 382,067	\$ 217,499	\$ 599,566		\$ -

**NOTE – 12 CONCENTRATION AND RISK**

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and trade accounts receivable. The Company performs ongoing credit evaluations of its customers' financial condition, but does not require collateral to support such receivables. For international sales the Company requires financial payment guarantees such as Letters of Credit or Sovereign Guarantees. Based on a number of factors the Company may require credit insurance. The Company has enrolled in an Accounts Receivable Insurance program for new export sales.

During three and nine months ended September 30, 2014, two customers comprised approximately 99% of total revenue. During three and nine months ended September 30, 2013, three customers composed approximately 73% of total revenue.

During three and nine months ended September 30, 2014, there was no significant concentration in vendors. During three and nine months ended September 30, 2013, three vendors composed approximately 71% of total purchases.

**NOTE – 13 SUBSEQUENT EVENTS**

In accordance with ASC Topic 855-10, the Company has analyzed its operations subsequent to September 30, 2014 to the date these financial statements were issued, and has determined that it does not have any material subsequent events to disclose in these consolidated financial statements other than the following.

Subsequent to September 30, 2014, the Company completed a private placement pursuant to which the Company issued an aggregate of 200,000 shares of common stock to certain accredited investors at a per share price of \$0.25. In addition, the Company granted to the same investors' three-year warrants to purchase an aggregate of 200,000 shares of its common stock at a strike price of \$0.50 per share. As a result of this private placement, the Company raised approximately \$50,000 in gross proceeds.

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

This quarterly report on Form 10-Q and other reports filed by Cardinal Resources, Inc. (the "Company") from time to time with the SEC (collectively, the "Filings") contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, the Company's management as well as estimates and assumptions made by Company's management. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. When used in the Filings, the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan," or the negative of these terms and similar expressions as they relate to the Company or the Company's management identify forward-looking statements. Such statements reflect the current view of the Company with respect to future events and are subject to risks, uncertainties, assumptions, and other factors, including the risks relating to the Company's business, industry, and the Company's operations and results of operations. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. The following discussion should be read in conjunction with our financial statements and notes thereto appearing elsewhere in this report.

### **Basis of Presentation**

The following management's discussion and analysis is intended to provide additional information regarding the significant changes and trends which influenced our financial performance for the quarters ending September 30, 2014, and 2013. This discussion should be read in conjunction with the unaudited financial statements and notes as set forth in this Report.

### **Overview**

Cardinal Resources began operations in 2004, providing environmental engineering services, remediation, water and waste water treatment to US companies on a global basis. In 2005, we began development of proprietary technologies to create sustainable water and waste water systems to be produced by Cardinal Resources and operated globally. The prototype filters were deployed in 2007, first full prototype was built in 2008 and the first full system was built in 2009. We were issued our first patents for our technologies and applications in 2009 with subsequent patents issued in 2012. In 2013 we signed significant Red Bird System contracts and began implementation in 2014.

During the time period when the Company was in the development of the Red Bird System and other sustainable technologies we continued to provide environmental services to our clients. As a result Cardinal Resources worked in over 20 countries including multimillion dollar projects in Australia, Brazil, Japan and China. As a result of our work we received recognition by U.S. Commercial Services as the Exporter of the Year in 2011 for Environmental and Congressional Export Achievement Awards.

In 2011, the Company made the decision to begin focusing on the transition to the systems based business. While we have continued to serve existing customers in our services area, we are projecting that the systems business will be dominant going forward.



The transition from primarily a services company to a systems/services company has been a significant challenge as reflected in the Company's financial statements. The Company while focused on the implementation of its existing contracts and expanding our base of business continues to work to resolve issues related to the past downturn. While those challenges are real, the Company continues to make progress in paying down past obligations and moving the business forward.

### **Plan of Operations**

Our Plan of Operations is focused on becoming the global preferred provider of sustainable water treatment systems using a distributed architecture. To meet this goal our plans call for the Company to expand our financial management, technical implementation staff, and market development. Part of our plan is to continue to expand our technologies, and approaches as well beginning with distributed waste water treatment. In terms of expansion our plan is to first have implementation well underway for our three large contracts in Cameroon, Nigeria, and Senegal. We can then move aggressively to close on other opportunities in our pipeline and expand into our next targets of India, Panama, and Southeast Asia. We are planning to continue to outsource our manufacturing within the US. Depending on growth within a specific region, we may in the future, outsource a portion of the assembly overseas while retaining US manufacturing for key components, technology protection and producing the majority of the systems sold.

### **Contracts**

Cardinal Resources has over \$30.0 million in commercial contracts to provide the Red Bird System and associated services in Cameroon, Nigeria, Senegal, and Panama. These contracts, which are backed by a combination of bank guarantees, sovereign guarantees, and export bank financing, are scheduled for completion in 2015 and 2016. The larger, government contracts have followed a two stage process, typical on projects using export bank or development bank financing, where you first obtain a commercial contract followed by a finance agreement. This process does increase the time from contract to implementation. This extended time from commercial contract to full implementation has impacted the Company. The Company is taking steps, including prescreening deals with the banks to shorten this time frame on future contracts. Over \$200.0 million in contract expansions are planned by the customers based on successful execution of the initial phases of each contract. The Company continues to provide environmental services, primarily to three customers on a smaller scale in the US. We are looking to re-engage the environmental services business in select international markets based on potential customer interest.

### **Revenues**

We generate our net sales from the sale of the patented Red Bird System and environmental services. Historically the majority of the sales have been tied to services but the majority of our sales are trending to the Red Bird System.

### **Cost of Sales**

Our cost of sales includes internal labor, supply chain management, logistics and the purchase of components that are part of the Red Bird System.

Other items contributing to our cost of sales are the direct assembly labor at the outsourced manufacturer.

### **Gross Profit**

Gross profit is affected by numerous factors, including our average selling prices, scheduling and our manufacturing costs. Another factor impacting gross profits is the ramp up of production going forward. As a result of the above, gross profits may vary from quarter to quarter and year to year.

**Research and Development**

Research and development expense consists primarily of salaries and personnel-related costs in addition to the cost of products, materials and outside services used in our process and product research and development activities. We anticipate these costs rising as we begin to work on new technologies.

**Selling, General and Administrative**

Selling, general and administrative expense consists primarily of salaries and other personnel-related costs, professional fees, insurance costs, travel expense, and other normal selling expenses. We expect these expenses to increase in the near term, both in absolute dollars and as a percentage of net sales, to support the growth of our business as we expand our sales and marketing efforts. Near term selling, general, and administrative expenses will go to international travel, improving our information processes and systems and improve the financial reporting, compliance and other infrastructure required by a public company. Over time, we expect selling, general and administrative expense to decline as a percentage of net sales as our net sales increase.

**Use of Estimates**

The discussion and analysis of our financial condition and results of operations are based upon consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets, liabilities, net sales and expenses and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to inventories, intangible assets, income taxes, warranty obligations, marketable securities valuation, derivative financial instrument valuation, end-of-life collection and recycling, contingencies and litigation and share based compensation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

**Recent Developments**

As reported in the 2<sup>nd</sup> Quarter the Company signed contracts in 2013 with the State of Bayelsa, the Cameroon Water Corporation/Republic of Cameroon, and the Republic of Senegal. In September 2014, we signed an agreement for the purchase of 10 Red Bird Systems over the next 12 months by a private company in Panama. The first system in that agreement has been ordered. In November, we signed an agreement for the sale of two Red Bird Systems and one Solar Powered Bottling Plant to a private company in Senegal which is still pending the receipt of the first payment.

**Results of Operations for the Three Months Ended September 30, 2014 and 2013:**

	<b>Three Months Ended</b>	
	<b>September 30,</b>	<b>September 30,</b>
	<b>2014</b>	<b>2013</b>
Sales	\$ 937,906	\$ 725,146
(Loss)/income from operations	\$ (38,958)	\$ 359,011
General and Administrative Expenses	\$ 528,163	\$ 296,015
Operating Expenses	\$ 976,864	\$ 366,135
Other Income (Expense)	\$ (74,815)	\$ (22,852)
Net (loss)/income	\$ (113,773)	\$ 336,159

For the three months ended September 30, 2014 and 2013, the Company reported a net profit/(loss) of \$(113,773) and \$336,159 respectively. The change in net profit between the three months ended September 30, 2014 and 2013 was primarily attributable to the ramp up in activity between the two periods and changed mix of revenue.

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*Sales* - Net sales for the three months ended September 30, 2014, were \$937,906 compared to \$725,146 for the three months ended September 30, 2013.

*Gross Profit/(Loss)* - During the three months ended September 30, 2014, our gross profit of approximately 10% reflects the ramp up in manufacturing. As manufacturing becomes more consistent with the order stream we should see an improvement. However, we do anticipate that this percentage may decrease before rebounding back to near or above 50% as we are still early in the manufacturing process.

*Operating Expenses* –

*Research and Development* - Research and Development for the three months ended September 30, 2014, and for the three months ended September 30, 2013 were insignificant. The lack of research and development is short term and is primarily attributable to the focus on implementation of existing contracts and available working capital. We do anticipate a strong ramp up in Research and Development Expenses in the future.

*General and Administrative Expenses* – General and Administrative for the three months ended September 30, 2014, were \$528,163 as compared to \$296,015 for the three months ended September 30, 2013. The increase in costs is due to market development and slow implementation of a key contract.

Total Operating expenses for the three months ended September 30, 2014 were \$976,864, as compared to \$366,135 for the three months ended June 30, 2013.

We anticipate that as our operations increase our research and development expenses will increase because we believe that maintaining state of the art products is a key to our continued success, however, we believe that such expenses will constitute a lower percentage of our operating budget. We expect to achieve economies of scale in our general and administrative expenses as our operations increase as much of our administrative expenses are fixed costs, such as salaries of key personnel and rent. As a result, while we may need to hire additional personnel as operations increase, we believe that the increases in general and administrative expenses will be at a lower rate than the increase in revenues.

*Other Income (Expense)* - Other income (expense) for the three months ended September 30, 2014 was (\$74,815), as compared to \$(22,852) for the three months ended September 30, 2013. The increase is primarily attributable increased by amortization of the discount from our notes payable charged to interest expense, loss on extinguishment of debt and changes in the business between the two periods.

**Results of Operations for the Nine Months Ended September 30, 2014 and 2013:**

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	<b>September 30,</b>
	<b>2014</b>	<b>2013</b>
Sales	\$ 982,458	\$ 815,051
(Loss)/Income from Operations	\$ (1,161,792)	\$ 179,759
General and Administrative Expenses	\$ 1,184,005	\$ 400,675
Operating Expenses	\$ 2,144,250	\$ 635,292
Other Income (Expense)	\$ (469,350)	\$ (20,832)
Net (loss)/Income	\$ (1,631,142)	\$ 158,927

For the nine months ended September 30, 2014 and 2013, the Company reported a net profit/(loss) of \$(1,631,142) and \$158,927 respectively. The change in net profit between the three months ended September 30, 2014 and 2013 was primarily attributable to the ramp up in activity between the two periods and the changes in the business revenue mix between the two periods..

*Sales* - Net sales for the nine months ended September 30, 2014, were \$982,458 compared to \$815,051 for the nine months ended September 30, 2013.

*Gross Profit/(Loss)* - During the nine months ended September 30, 2014, our loss reflects the ramp up in operations and a slow down in production while a customer resolved a finance issue. We do anticipate that this percentage will rebound as we are still early in the manufacturing process.

*Operating Expenses* –

*Research and Development* - Research and Development for the nine months ended September 30, 2014, and for the nine months ended September 30, 2013 were insignificant. The lack of research and development is short term and is primarily attributable to the focus on implementation of existing contracts and available working capital. We do anticipate a strong ramp up in Research and Development Expenses in the future.

*General and Administrative Expenses* – General and Administrative for the nine months ended September 30, 2014, were \$1,184,005 as compared to \$400,675 for the three months ended September 30, 2013. The increase is due primarily to market development and a slow down in production to match a customers payments.

Total Operating expenses for the nine months ended September 30, 2014 were \$2,144,250, as compared to \$635,292 for the nine months ended June 30, 2013.

We anticipate that as our operations increase our research and development expenses will increase because we believe that maintaining state of the art products is a key to our continued success, however, we believe that such expenses will constitute a lower percentage of our operating budget. We expect to achieve economies of scale in our general and administrative expenses as our operations increase as much of our administrative expenses are fixed costs, such as salaries of key personnel and rent. As a result, while we may need to hire additional personnel as operations increase, we believe that the increases in general and administrative expenses will be at a lower rate than the increase in revenues.

*Other Income (Expense)* - Other income (expense) for the nine months ended September 30, 2014 was (\$469,350), as compared to \$(20,832) for the nine months ended September 30, 2013. The increase is primarily attributable loss on extinguishment of debt and increased interest expense.

## Liquidity and Capital Resources

The following table summarizes total current assets, liabilities and working capital at September 30, 2014 compared to December 31, 2013:

	<b>September 30,</b>	<b>December 31,</b>	<b>Increase/(Decrease)</b>
	<b>2014</b>	<b>2013</b>	
Current Assets	\$ 1,971,635	\$ 1,178,246	\$ 793,389
Current Liabilities	\$ 2,278,768	\$ 1,584,760	\$ 694,008
Working Capital	\$ (307,133)	\$ (406,514)	\$ 99,381

As of September 30, 2014, we had negative working capital of \$307,133 as compared to negative working capital of \$406,514 as of December 31, 2013. While still negative and problematic, this is a positive change as we move the business forward.

Net cash provided or (used) in operating activities for the nine months ended September 30, 2014 and 2013 was \$(771,844) and \$1,361,197 respectively. The increase in cash used in operating activities was primarily related to the slow-down in payments from Bayelsa and the receipt of the Bayelsa down payment in 2013.

Net cash provided by (used in) investing activities for the nine months ended September 30, 2014 and 2013 was \$(11,055) and \$18,924 respectively.

The estimated working capital requirement for the next 12 months is \$1,800,000 with an estimated burn rate of \$150,000 per month outside of contract specific costs. As reflected in the accompanying financial statements, the Company had cash of \$200,193 at September 30, 2014.

The ability of the Company to continue its operations is dependent on Management's plans, which include increasing revenue, decreasing debt, contract specific financing, raising of capital through debt and/or equity markets with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The Company may need to incur additional liabilities with certain related parties to sustain the Company's existence.

The Company will require additional funding to finance the growth of its current and expected future operations as well as to achieve its strategic objectives. The Company believes its current available cash along with anticipated Revenue may be insufficient to meet its cash needs for the near future if it does not receive the anticipated additional funding. There can be no assurance that financing will be available in amounts or terms acceptable to the Company, if at all. In that event, the Company would be required to change its growth strategy and seek funding on that basis, if at all.

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. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

### **Recent Accounting Pronouncements**

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

### **Critical 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 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. 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 consolidated 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 consolidated financial statements:

Use of Estimates - The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Such estimates and assumptions impact, among others, the following: allowance for bad debt, inventory obsolescence, the fair value of share-based payments.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

### **Revenues and Cost of Revenues**

Revenues from fixed-price and cost-plus contracts are recognized on the percentage of completion method, whereby revenues on long-term contracts are recorded on the basis of the Company's estimates of the percentage of completion of contracts based on the ratio of actual cost incurred to total estimated costs. This cost-to-cost method is used because management considers it to be the best available measure of progress on these contracts. Revenues from cost-plus-fee contracts are recognized on the basis of costs incurred during the period plus the fee earned, measured on the cost-to-cost method.

Revenues from time-and-material and rate chart contracts are recognized currently as work is performed.

Revenues from maintenance service contracts are recognized on a straight-line basis over the life of the contract once the Company has an agreement, service has begun, the price is fixed or determinable and collectability is reasonably assumed.

Cost of revenues include all direct material, sub-contractor, labor and certain other direct costs, as well as those indirect costs related to contract performance, such as indirect labor and fringe benefits. Selling, general, and administrative costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions and estimated profitability may result in revisions to cost and income, which are recognized in the period in which the revisions are determined. Changes in estimated job profitability resulting from job performance, job conditions, contract penalty provisions, claims, change orders, and settlements, are accounted for as changes in estimates in the current period. Claims for additional contract revenue are recognized when realization of the claim is probable and the amount can be reasonably determined.

The asset, "cost and estimated earnings in excess of billings on uncompleted contract" represents revenues recognized in excess of amounts billed. The liability, "billings in excess of costs and estimated earnings on uncompleted contracts," represents billings in excess of revenues recognized.

### **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.**

We do not hold any derivative instruments and do not engage in any hedging activities.

### **Item 4. Controls and Procedures.**

#### ***(a) Evaluation of Disclosure Controls and Procedures.***

Pursuant to Rule 13a-15(b) under the Exchange Act, the Company carried out an evaluation, with the participation of the Company's management, including the Company's Principal Executive Officer ("PEO") and Principal Financial Officer ("PFO"), of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Company's PEO and PFO concluded that the Company's disclosure controls and procedures were not effective to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

**(b) Changes in Internal Control over Financial Reporting.**

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings.**

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these, or other matters, may arise from time to time that may harm our business. The past debts of the company represent an increased risk which the Company is actively working to reduce through negotiations where appropriate and payment plans. The Company has reached a confidential settlement with First American Bank on a past due loan and has made major payments on other liabilities. Resolving the past debts of the company is a priority.

**Item 1A. Risk Factors.**

We believe there are no changes that constitute material changes from the risk factors previously disclosed in our Current Report on Form 10-K, filed with the SEC on May 16, 2014.

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

None.

**Item 3. Defaults upon Senior Securities.**

There has been no default in the payment of principal, interest, sinking or purchase fund installment, or any other material default, with respect to any indebtedness of the Company.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

There is no other information required to be disclosed under this item which has not been previously disclosed.

**Item 6. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
31.1	Certification by the Principal Executive Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a)). *
31.2	Certification by the Principal Financial Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a)). *
32.1	Certification by the Principal Executive Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
32.2	Certification by the Principal Financial Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
101.INS	XBRL Instance Document **
101.SCH	XBRL Taxonomy Extension Schema **
101.CAL	XBRL Taxonomy Extension Calculation Linkbase **
101.DEF	XBRL Taxonomy Extension Definition Linkbase **
101.LAB	XBRL Taxonomy Extension Label Linkbase **
101.PRE	XBRL Taxonomy Extension Presentation Linkbase **

\* Filed herewith

\*\* In accordance with Regulation S-T, the XBRL-related information on Exhibit No. 101 to this Quarterly Report on Form 10-Q shall be deemed "furnished" herewith and not "filed."

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CARDINAL RESOURCES, INC.**

Date: November 13, 2014

**By:** /s/ Kevin Jones

Name: Kevin Jones

Title: Chief Executive Officer (Principal Executive Officer) (Principal Financial Officer) (Principal Accounting Officer)





**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Kevin Jones, certify that:

1. I have reviewed this Form 10-Q of Cardinal Resources, 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 13-a-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 the 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: November 13, 2014

By: /s/ Kevin Jones  
Kevin Jones  
Principal Executive Officer  
Cardinal Resources, Inc.

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**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Kevin Jones, certify that:

1. I have reviewed this Form 10-Q of Cardinal Resources, 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 13-a-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 the 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: November 13, 2014

By: /s/ Kevin Jones

Kevin Jones  
Principal Financial Officer  
Cardinal Resources, Inc.

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**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 this Quarterly Report of Cardinal Resources, Inc. (the "Company"), on Form 10-Q for the period ended September 30, 2014, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Kevin Jones, Principal Executive Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Quarterly Report on Form 10-Q for the period ended September 30, 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 such Quarterly Report on Form 10-Q for the period ended September 30, 2014, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2014

By: /s/ Kevin Jones  
Kevin Jones  
Principal Executive Officer  
Cardinal Resources, Inc.

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**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 this Quarterly Report of Cardinal Resources, Inc. (the "Company"), on Form 10-Q for the period ended September 30, 2014, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Kevin Jones, Principal Financial Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Quarterly Report on Form 10-Q for the period ended September 30, 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 such Quarterly Report on Form 10-Q for the period ended September 30, 2014, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 13, 2014

By: /s/ Kevin Jones  
Kevin Jones  
Principal Financial Officer  
Cardinal Resources, Inc.

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