

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 10-Q**

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended September 30, 2018

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 000-55730

**BLACKSTAR ENTERPRISE GROUP, INC.**

(Exact name of registrant as specified in its charter)

Delaware

27-1120628

(State of Incorporation)

(IRS Employer ID Number)

4450 Arapahoe Ave., Suite 100, Boulder, CO 80303

(Address of principal executive offices)

(303) 500-5073

(Registrant's Telephone number)

(Former Address and phone of principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the 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 for 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

Smaller reporting company

(Do not check if a smaller reporting company)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

Indicate the number of share outstanding of each of the issuer’s classes of common stock, as of the latest practicable date.

As of November 12, 2018, there were 52,000,000 shares of the registrant’s common stock, \$.001 par value, issued and outstanding.

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## PART I – FINANCIAL INFORMATION

## Item 1. Financial Statements

**BLACKSTAR ENTERPRISE GROUP, INC.**  
**CONSOLIDATED AND CONDENSED BALANCE SHEETS**

	September 30, 2018 (Unaudited)	December 31, 2017
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 34	\$ 34,454
	<u>—</u>	<u>—</u>
<b>Total Current assets</b>	34	34,454
<b>Fixed assets</b>		
<b>Furniture and equipment</b>	1,659	1,659
Accumulated depreciation	<u>(1,221)</u>	<u>(806)</u>
<b>Total fixed assets</b>	438	853
<b>Other assets</b>		
Notes receivable - Related party	<u>145,000</u>	<u>145,000</u>
<b>Total other assets</b>	145,000	145,000
<b>Total Assets</b>	<u>\$ 145,472</u>	<u>\$ 180,307</u>
<b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 19,280	\$ 3,407
Advance payable - related party	5,066	—
Loan payable - related party	18,500	18,500
<b>Total current liabilities</b>	<u>42,846</u>	<u>21,907</u>
<b>Stockholders' Equity</b>		
Preferred stock, 10,000,000 shares authorized with \$0.0001 par value. 1,000,000 shares issued outstanding respectively	1,000	1,000
Common stock, 200,000,000 shares authorized with \$0.0001 par value. 52,000,000 issued and outstanding at each period respectively	52,000	52,000
Additional paid in capital	1,890,353	1,725,353
Additional paid in capital - warrants	1,430,000	1,430,000
Subscription offering received	—	60,000
Accumulated deficit	<u>(3,270,727)</u>	<u>(3,109,953)</u>
<b>Total Stockholders' Equity</b>	102,626	158,400
<b>Total Liabilities and Stockholders' Equity</b>	<u>\$ 145,472</u>	<u>\$ 180,307</u>

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

**BLACKSTAR ENTERPRISE GROUP, INC.**  
**CONSOLIDATED AND CONDENSED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
REVENUE	\$ —	\$ —	\$ —	\$ —
Cost of revenues	—	—	—	—
GROSS PROFIT	—	—	—	—
Operating Expenses:				
Depreciation	138	207	415	437
Computer programming	—	—	5,000	—
Management consulting	791	—	79,266	—
Filing fees	1,000	1,000	4,455	3,800
Legal and professional	20,139	4,380	53,615	39,345
Registration expense	—	—	7,901	12,500
General and administrative	2,495	2,887	10,122	8,331
Total operating expenses	24,563	8,474	160,774	64,413
Income (loss) from operations	(24,563)	(8,474)	(160,774)	(64,413)
Other income (expense)				
Warrant expense	—	(70,000)	—	(70,000)
Interest income (expense)	—	12,205	—	45,000
Other income (expense) net	—	(57,795)	—	(25,000)
Income (loss) before provision for income taxes	(24,563)	(66,269)	(160,774)	(89,413)
Provision (credit) for income tax	—	—	—	—
<b>Net income (loss)</b>	<b><u>\$ (24,563)</u></b>	<b><u>\$ (66,269)</u></b>	<b><u>\$ (160,774)</u></b>	<b><u>\$ (89,413)</u></b>
<b>Net income (loss) per share</b> (Basic and fully diluted)	<b><u>\$ (0.00)</u></b>	<b><u>\$ (0.00)</u></b>	<b><u>\$ (0.00)</u></b>	<b><u>\$ (0.00)</u></b>
Weighted average number of common shares outstanding	<u>52,000,000</u>	<u>52,000,000</u>	<u>52,000,000</u>	<u>52,000,000</u>

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

**BLACKSTAR ENTERPRISE GROUP, INC.**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**

	Common Stock		Preferred Stock		Paid in Capital	Common Stock Subscribed	Accumulated Deficit	Stockholders' Equity/(Deficit)
	Shares	Amount (\$ 0.001 Par)	Shares	Amount (\$0.001 Par)				
Balances - December 31, 2015	11,112,421	\$ 11,112	—	—	\$1,484,737	—	\$(1,839,530)	\$ (343,681)
Shares cancelled	(1,000,000)	(1,000)			1,000			—
Shares exchanged for debt	1,312,549	1,313			51,191			52,504
Shares issued for cash	44,400,000	44,400	1,000,000	1,000	154,600			200,000
Warrants issued					1,328,000			1,328,000
Warrants issued for debt					32,000			32,000
Net loss for the period							(1,154,285)	(1,154,285)
Balances - December 31, 2016	55,824,970	55,825	1,000,000	1,000	3,051,528	—	(2,993,815)	114,538
Shares cancelled	(3,825,000)	(3,825)			3,825			—
Adjust to transfer agent list	30	—			—			—
Warrants exercised	16,320,000	16,320						16,320
Shares cancelled	(16,320,000)	(16,320)						(16,320)
New shares issued	100,000	100			29,900			30,000
Shares cancelled	(100,000)	(100)			100			—
Warrants issued					70,000			70,000
Subscriptions received						60,000		60,000
Net loss for the year							(116,138)	(116,138)
Balances - December 31, 2017	52,000,000	52,000	1,000,000	1,000	3,155,353	60,000	(3,109,953)	158,400
Subscriptions received						105,000		105,000
Stock issued for subscriptions	330,000	330			164,670	(165,000)		—
Shares cancelled	(330,000)	(330)			330			—
Warrant exercised	16,370,370	16,370			(16,370)			—
Shares cancelled	(16,370,370)	(16,370)			16,370			—
Net loss for the period							(160,774)	(160,774)
	52,000,000	52,000	1,000,000	1,000	3,320,353	—	(3,270,727)	102,626

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

**BLACKSTAR ENTERPRISE GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

	For the Nine Months Ended September 30,	
	2018	2017
<b>Cash Flows From Operating Activities:</b>		
Net income (loss)	\$ (160,774)	\$ (89,413)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	415	438
Changes in operating assets and liabilities	—	—
Increase (decrease) in accounts payable	15,873	2,118
Increase in advances payable - related party	5,066	—
	—	—
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(139,420)</b>	<b>(86,857)</b>
<b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>		
Increase in notes receivable	—	—
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>—</b>	<b>—</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Common stock	165,000	(3,825)
Common stock subscribed	(60,000)	—
Additional Paid-in-Capital	—	33,825
APIC Warrants	—	70,000
Decrease in notes receivable - related party	—	250,000
Increase in notes receivable - related party	—	(145,000)
Increase (decrease) in notes payable - related party	—	(131,500)
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>105,000</b>	<b>73,500</b>
<b>Net Increase (Decrease) In Cash</b>	<b>(34,420)</b>	<b>(13,357)</b>
<b>Cash At The Beginning Of The Period</b>	<b>34,454</b>	<b>14,175</b>
<b>Cash At The End Of The Period</b>	<b>\$ 34</b>	<b>\$ 818</b>

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

**BLACKSTAR ENTERPRISE GROUP, INC.  
NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2018  
(Unaudited)**

**NOTE 1 – NATURE OF OPERATIONS AND BASIS OF PRESENTATION**

BlackStar Enterprise Group, Inc. (the Company” or “BlackStar”) was incorporated in the State of Delaware on December 18, 2007 as NPI08, Inc. (“NPI08”). In January 2010, NPI08 acquired an ownership interest in Black Star Energy Group, Inc., a Colorado Corporation. BlackStar Energy then merged into NPI08, with NPI08 being the surviving entity. Concurrently, NPI08 changed its name to BlackStar Energy Group, Inc. On January 25, 2016, International Hedge Group, Inc. signed an agreement to acquire a 95% interest in the Company. In lieu of the 95% of common shares originally agreed upon, IHG received 44,400,000 shares of common stock and 1,000,000 shares of Class A Preferred Stock. IHG is BlackStar's controlling shareholder and is engaged in providing management services to companies, and, on occasion, capital consulting. The name was changed to BlackStar Enterprise Group, Inc. in August of 2016.

The Company is a Delaware corporation organized for the purpose of engaging in any lawful business. The Company intends to act as a merchant banking firm seeking to facilitate venture capital to early stage revenue companies. BlackStar intends to offer consulting and regulatory compliance services to crypto-equity companies and blockchain entrepreneurs for securities, tax, and commodity issues. BlackStar is conducting ongoing analysis for opportunities in involvement in crypto-related ventures through a wholly-owned subsidiary, Crypto Equity Management Corp (“CEMC”). BlackStar intends to serve businesses in their early corporate lifecycles and may provide funding in the forms of ventures in which they control the venture until divestiture or spin-off by developing the businesses with capital. The Company currently trades on the OTC QB under the symbol “BEGI”.

The Company’s fiscal year end is December 31<sup>st</sup>. The Company’s financial statements are presented on the accrual basis of accounting.

**Basis of presentation – Unaudited Financial Statements**

The accompanying unaudited financial statements have been prepared in accordance with United States generally accepted accounting principles for financial information and with the instructions to Form 10-Q. They do not include all information and footnotes required by United States generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there has been no material change in the information disclosed in the notes to the financial statements for the year ended December 31, 2017 included in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission. These unaudited financial statements should be read in conjunction with those financial statements included in the Form 10-K. In the opinion of Management, all adjustments considered necessary for a fair presentation, consisting solely of normal recurring adjustments, have been made. Operating results for the nine months ended September 30, 2018 are not necessarily indicative of the results that may be expected for the year ending December 31, 2018.

**NOTE 2 – GOING CONCERN**

The Company's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the financial statements for the nine months ended September 30, 2018 and the years ended December 31, 2017 and 2016, the Company has generated no revenues and has incurred losses. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The continuation of the Company as a going concern is dependent upon the ability to raise equity or debt financing, and the attainment of profitable operations from the Company's planned business. Management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

### **NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **Cash and cash equivalents**

The Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties and all highly liquid investments with an original maturity of three months or less as cash equivalents.

#### **Revenue recognition**

The Company considers itself to be a pre-revenue company inasmuch as it has not realized any revenues from operations as of the date of these financial statements.

#### **Basic and Diluted Loss per Share**

The Company computes loss per share in accordance with “ASC-260,” “Earnings per Share” which requires presentation of both basic and diluted earnings per share on the face of the statement of operations. Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of outstanding common share during the period. Diluted loss per share gives effect to all dilutive potential common shares outstanding during the period. Diluted loss per share excludes all potential common shares if their effect is anti-dilutive.

#### **Income Taxes**

The Company accounts for income taxes pursuant to ASC 740. Under ASC 740 deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases.

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

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

#### **Carrying Value, Recoverability and Impairment of Long-Lived Assets**

The Company has adopted paragraph 360-10-35-17 of FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable.

The company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the assets expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives.



The Company considers the following to be some examples of important indicators that may trigger an impairment review; (i) significant under-performance or losses of assets relative to expected historical or projected future operating results; (ii) significant changes in the manner or use of assets or in the Company's overall strategy with respect to the manner of use of the acquired assets or changes in the Company's overall business strategy; (iii) significant negative industry or economic trends; (iv) increased competitive pressures; (v) a significant decline in the Company's stock price for a sustained period of time; and (vi) regulatory changes. The Company evaluates acquired assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.

The impairment charges, if any, are included in operating expenses in the accompanying statements of operations.

### **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 reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

The Company's significant estimates include income taxes provision and valuation allowance of deferred tax assets; the fair value of financial instruments; the carrying value and recoverability of long-lived assets, and the assumption that the Company will continue as a going concern. Those significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to those estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management regularly reviews its estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

### **Fair value of Financial Instruments**

The estimated fair values of financial instruments were determined by management using available market information and appropriate valuation methodologies. The carrying amounts of financial instruments including cash approximate their fair value because of their short maturities.

### **Long Lived Assets**

In accordance with ASC 350 the Company regularly reviews the carrying value of intangible and other long lived assets for the existence of facts or circumstances both internally and externally that suggest impairment. If impairment testing indicates a lack of recoverability, an impairment loss is recognized by the Company if the carrying amount of a long lived asset exceeds its fair value.

### **Stock-based Compensation**

The Company accounts for stock-based compensation issued to employees based on FASB accounting standard for Share Based Payment. It requires an entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost will be recognized over the period during which an employee is required to provide service in exchange for the award – the requisite service period (usually the vesting period). It requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued. The scope of the FASB accounting standard includes a wide range of share-based compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans. The Company currently has no stock-based compensation plan in place.

## **Recent pronouncements**

Management has evaluated accounting standards and interpretations issued but not yet effective as of September 30, 2018, and, does not expect such pronouncements to have a material impact on the Company's financial position, operations, or cash flows.

### **NOTE 4 – PROPERTY, PLANT AND EQUIPMENT**

During the quarter ended September 30, 2016, the Company purchased certain office equipment for a total of \$1,659. This equipment is being depreciated over a three-year life and the Company has recorded a depreciation expense of \$138 for the current quarter.

### **NOTE 5 – NOTE RECEIVABLE**

During the month of October 2016, the Company identified a target company in which management felt it would be beneficial to invest. The target company was looking for an aggregate investment of \$2,500,000, of which the Company agreed to provide \$500,000 and provide assistance in raising the remaining \$2,000,000.

The terms of this investment are the note shall bear an interest rate of 12% and the lender (Company) shall receive 2 shares of Series B Convertible Preferred stock for each one dollar (\$1.00) loaned to the target company. Payments on the note shall commence at such time the target company is generating gross revenues. The payment shall consist of 15% of the gross revenues ratably apportioned among the then existing note holders. Said payments to be applied first to accrued interest and then to the outstanding principal. Notwithstanding the aforementioned payment schedule the entire note becomes due and payable on February 1, 2019. Commencing not later than February 1, 2019, the target company shall pay a 15% dividend to the holders of the Series B Convertible Preferred stock until such time as each holder of the Series B Convertible Preferred stock has received an amount equivalent to their original loan. At such time the Series B Convertible Preferred stock shall be converted into common stock of the target company at the rate of one share of common stock for each share of Convertible stock.

During the month of January 2017, the Company advanced the second tranche of these funds.

On September 27, 2017, the Company entered into an Agreement to Settle Debt (the "Agreement") with International Hedge Group, Inc. ("IHG"), the majority stockholder of the Company. Under the Agreement, IHG agreed to compromise and settle the Principal Amount under the verbal working capital loan agreement of BEGI, as of November 2016, in the amount of \$400,000, by assignment, without recourse, of the MeshWorks Media Corp, Promissory Notes together with all collateral agreements. Upon signing of the Agreement, a promissory note was delivered for the difference from IHG to BEGI in the amount of \$145,000 for BEGI return of principal of \$100,000 and all of the accrued interest to date under the MeshWorks Media Corp. notes, payable in twelve months with interest of 1% per quarter on the last day of each quarter until paid. The assignment of the MeshWorks Media Corp. Promissory Note and the note from IHG to BEGI in the amount of \$145,000 is full and complete payment and consideration for the transaction referenced hereinabove. A copy of the Agreement is available from the Company or by accessing the form 8-K filed by the Company with the Securities and Exchange Commission on September 27, 2017.

### **NOTE 6 – STOCKHOLDER'S DEFICIT**

The total number of common shares authorized that may be issued by the Company is 200,000,000 shares with a par value of \$0.001 per share. The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.001 per share.

On August 25, 2016 the Company issued 1,000,000 shares of its preferred series A stock to IHG in fulfillment of the purchase agreement. As at September 30, 2018 there are 1,000,000 preferred series A shares issued and outstanding. These shares are convertible at a ratio of 100 shares of the common stock of the Company for each share of preferred stock of the Company.

As at September 30, 2018 the total number of common shares outstanding was 52,000,000. The Company has an ongoing program of private placements to raise funds to support the operations. During the period ended March 31, 2016, the Company entered into a purchase agreement with International Hedge Group, Inc. ("IHG") whereby certain existing stockholders would

surrender their stock and IHG would acquire a 95% working interest in the Company. In lieu of the 95% of common shares originally agreed upon, IHG received 44,400,000 shares of common stock and 1,000,000 shares of Class A Preferred Stock.

During the quarter ended September 30, 2016, the Company issued 1,322,579 shares of its common stock to satisfy certain accounts payable and notes payable plus accrued interest. The stock was valued at \$0.04 per share which valued the total debt relief at \$52,903. The debts discharged in these transactions were valued at \$335,072. These transactions were with unrelated parties giving the Company a net gain of \$282,569 as gain on debt relief.

During the quarter ended September 30, 2016, the Company issued 34,000,000 warrants for the purchase of its common stock at \$0.05 per share. Using the Black-Scholes valuation model the Company assigned a value of \$1,360,000 to these warrants. The Company recorded an expense of \$1,328,000 on the operating statement for the quarter ended September 30, 2016. The Company also used 800,000 of these warrants to satisfy an account payable to a service provider. The value of the debt discharged in this transaction was \$20,253. This transaction was with an unrelated party giving the Company a net loss of \$11,747 on the debt relief. Total net gain on all debt relief transactions was \$270,822.

During the quarter ended September 30, 2017, the Company sold 100,000 shares of its common stock at a price of \$0.30. Each of the shares sold had a warrant to purchase one additional share for \$0.60 with an exercise period of 5 years. Using the Black-Scholes valuation model the Company assigned a value of \$70,000 to these warrants. The Company recorded an expense of \$70,000 on the operating statement for the quarter ended September 30, 2017. Concurrently, with the sale of these shares, International Hedge Group, the majority stockholder of the Company, surrendered 100,000 of its shares.

In December of 2017 the Company began a private placement program to raise additional funds for the operations of the Company. At the end of December 2017, the Company had received \$60,000 in subscriptions for this offering. During the quarter ended March 31, 2018, the Company had received an additional \$105,000 in subscriptions. During the quarter ended June 30, 2018 the Company issued 333,000 shares of its common stock for the amounts subscribed. At the same time IHG surrendered 330,000 of its common stock holdings. The offering is explained in greater detail in the footnote: **PRIVATE OFFERING**.

**Super Majority Voting Rights.** The record Holders of the Class A Preferred Convertible Stock shall have the right to vote on any matter with holders of Common Stock and may vote as required on any action, which Delaware law provides may or must be approved by vote or consent of the holders of the specific Class of voting preferred shares and the holders of common shares. The Record Holders of the Class A Preferred Shares shall have the right to vote on any matter with holders of common stock voting together as one (1) class. The Record Holders of the Class A Preferred Shares shall have that number of votes (identical in every other respect to the voting rights of the holders of other Class of voting preferred shares and the holders of common stock entitled to vote at any Regular or Special Meeting of the Shareholders) equal to that number of common shares which is not less than 60% of the vote required to approve any action, which Delaware law provides may or must be approved by vote or consent of the holders of other Class of voting preferred shares and the holders of common shares or the holders of other securities entitled to vote, if any.

#### **NOTE 7 – WARRANTS**

At the time of the issuance of stocks referenced in Note 9 the Company issued 34,000,000 warrants to purchase the Company's common stock at an exercise price of \$0.05. These warrants have an exercise price of \$0.05 per share and an expiration date that is three years from the date of issuance. The warrants were issued to the existing shareholders of International Hedge Group. There are 15 stockholders in IHG and 6 of these represent owners of greater than 5% of IHG stock. These 6 stockholders received 57.35% of the warrants issued. 800,000 of these warrants were issued to satisfy outstanding accounts payable. The payable amounted to \$20,253 and the warrants were valued at \$32,000 giving rise to a loss of \$11,747 on the settlement of debt.

Using the Black-Scholes valuation model a value of \$1,328,000 is assigned to these warrants. The parameters used in the Black-Scholes model were as follows: stock price \$0.04; strike price \$0.05; volatility 172%; risk free rate 1.75% and time to expiration of 3 years. This expense is recorded on the books of the Company as "Warrant expense" with an offsetting entry in the Stockholder's Deficit section as "Additional paid in capital – Warrants."

On June 14, 2017, the Company received notice from the holders of 17,000,000 warrants as to their intentions to convert the warrants into shares of common stock of the Company. The Company instructed the transfer agent to proceed with the issuance of 16,320,000 shares of the common stock of the Company. This exercise was carried out as a “cashless exercise” which meant that the actual exercise resulted in no cash being received by the Company. The number of shares of common stock to be issued in exchange for the warrants was calculated by using the closing price of the stock on the last trading day prior to the exchange which was \$1.25. The value of the warrant was subtracted from the trading price which was then multiplied by the number of warrants being exercised. This result was then divided by the last trading price to determine the number of shares to be issued. At the same time that these warrants were exercised International Hedge Group agreed to surrender 16,320,000 shares of the common stock of the Company that it holds. This transaction produced no financial consequence to the Company.

On July 3, 2017, in consideration for \$30,000, BEGI sold 100,000 units, each unit consisting of one share of restricted common stock and one warrant to purchase common stock, in accordance with and in reliance upon the exemption from securities registration for offers and sales to accredited investors afforded, inter alia, by Rule 506 under Regulation D as promulgated by the United States Securities and Exchange Commission (the “SEC”) under the 1933 act, and/or Section 4(a)(2) of the 1933 Act.

On June 14, 2018 the Company received notice from the holders of the remaining 17,000,000 warrants as to their intentions to convert the warrants into shares of common stock of the Company. As mentioned above, the exercise is a “cashless transaction.” The closing price of the stock on the last trading day prior to the exchange was \$1.35. By using the same methodology as cited above the number of shares was calculated to be 16,370,370. These shares were issued by the transfer agent on June 18, 2018 and concurrently the transfer agent cancelled 16,370,370 of the shares held by IHG.

As at September 30, 2018 the Company has not received any further notifications with respect to any exercise of any outstanding warrants

**Warrant Table**

	<u>Date</u>	<u>Issue Life</u>	<u>Shares Under Warrant</u>	<u>Exercise Price</u>	<u>Remaining Life</u>
Balance at	December 31, 2015		0	0	0
Granted	August 30, 2016	3.00	34,000,000	\$ 0.05	1.16
Exercised	June 14, 2017		17,000,000	0	0
Issued	July 5, 2017	5.00	100,000	\$ 0.60	3.76
Exercised	June 14, 2018		17,000,000	0	0
Expired			0	0	0
Balance at	September 30, 2018		<u>100,000</u>	<u>\$ 0.60</u>	<u>3.76</u>

**NOTE 8 – INCOME TAXES**

A reconciliation of the provision for income taxes at the United States federal statutory rate of 21% and a Colorado state rate of 5% compared to the Company’s income tax expense as reported is as follows:

**Income tax valuation allowance**

	<u>September 30, 2018</u>	<u>December 31, 2017</u>	<u>December 31, 2016</u>
Net loss before income taxes	\$ (160,774)	\$ (116,138)	\$ (1,154,285)
Adjustments to net loss			
Warrant expense	—	—	1,328,000
Gain on exchange of debt for stock	—	—	(270,822)
Net taxable income (loss)	(160,774)	(116,138)	(92,107)
Income tax rate	26%	26%	26%
Income tax recovery	41,800	30,200	23,950
Valuation allowance change	(41,800)	(30,200)	(23,950)
Provision for income taxes	\$ —	\$ —	\$ —

The significant components of deferred income tax assets at September 30, 2018, December 31, 2017 and 2016 are as follows:

**Components of deferred income tax assets**

	September 30, 2018	December 31, 2017	December 31, 2016
Net operating loss carryforward	\$ 369,019	\$ 208,245	\$ 92,107
Valuation allowance	(369,019)	(208,245)	(92,107)
Net deferred income tax asset	\$ —	\$ —	\$ —

As of September 30, 2018, the Company has no unrecognized income tax benefits. Based on management’s understanding of IRC Sec 383 the substantial change in ownership and change in business activities precludes any carryforward of the accumulated net operating losses. The Company’s policy for classifying interest and penalties associated with unrecognized income tax benefits is to include such items as tax expense. No interest or penalties have been recorded during the years ended December 31, 2017 and 2016, and no interest or penalties have been accrued as of September 30, 2018. As of December 31, 2017, the Company did not have any amounts recorded pertaining to uncertain tax positions.

As at September 30, 2018 the Company is current with federal and state income tax filings for 2017, 2016 and 2015. The Company is currently not under examination by the Internal Revenue Service or any other taxing authorities. The Company has not recorded any liability for an uncertain tax position related to the lack of return filings since the Company records show a continuing pattern of losses for the periods in question. Since penalties are commonly assessed based on tax amounts owed management has deemed in unnecessary to record any liability.

**NOTE 9 – LOAN PAYABLE**

As of the quarter ended September 30, 2018, International Hedge Group, the holder of a majority of the common stock and all of the preferred stock of the Company has advanced a total of \$440,500 to the Company. During the quarter ended September 30, 2017 the Company made repayments in the amount of \$22,000. On September 27, 2017 the Company entered into an Agreement with International Hedge Group to effect an exchange of this Loan Payable in the amount of \$400,000 and a Note Receivable in the amount of \$145,000 for the Note Receivable and accrued interest from MeshWorks Media Corp. in the amount of \$545,000. Further details can be seen in Note 5 of these financial statements.

This loan is not secured, bears no interest, is not documented in writing and is payable on demand of the lender.

**NOTE 10 – OTHER EVENT**

On September 30, 2017, the Company formed a wholly-owned subsidiary corporation, Crypto Equity Management Corp (“CEMC”) in the state of Colorado. The Company intends to use CEMC to pursue business opportunities in cryptocurrency sphere. These financial statements as currently presented reflect the combined operations of BEGI and CEMC.

On December 31, 2017 the Company formed another wholly-owned subsidiary corporation, Crypto Industry SRO, Inc. in the state of Colorado. This corporation was formed and registered as a “Not for Profit” corporation and will also be used by the Company to further its purposes in the cryptocurrency sphere.

## **NOTE 11 – PRIVATE OFFERING**

**In December of 2017 the Company initiated a private offering to raise additional funds. A summary of this offering is as follows:**

The offering was a maximum of 1,000,000 units at \$0.50 per unit. Each unit consists of 1 common share of BlackStar Enterprise Group, Inc. (BlackStar), 1 warrant exercisable into 1 Digital Equity of BlackStar, (subject to and effective upon a registration statement) and 1 right to purchase 1 share of Crypto Equity Management Corp. at \$10.00 per share. The units offered were not registered and the underlying stock and digital share of common stock are restricted under Rule 144 as to resale unless made effective by registration with the SEC, or another exemption is made available under the Securities Act of 1933. The Company reserves the right to accept an additional 1,000,000 units.

The receipt of ongoing purchases of this private offering are reflected in the Equity section of the balance sheet and on the Statement of Stockholder's Equity as "Stock subscriptions received. Management deems this method of reporting to be an accurate reflection of the terms of the offering. The initial tranche of this offering in the amount of \$165,000 was completed on April 29, 2018 with the issuance of 330,000 shares of common stock of the Company. Further tranches will be addressed on an ongoing basis by the Company with stock being issued accordingly. The offering is scheduled to terminate upon meeting the offering maximum or the termination date of December 29, 2018, whichever comes first.

Management intends that the BlackStar Digital Equity be treated as a SAFE (Simple Agreement for Future Equity) contract. The terms and conditions of this contract are yet to be determined by the Company. It is considered to be a derivative equity instrument that, at present, has no value due to not being defined by any terms or conditions. Management hereby declares that the BlackStar Digital Equity is not intended to be a crypto currency as commonly understood since it will, at some future time.

Management has researched and has found no definitive means for valuing the "BlackStar Digital Equity". First; the digital equity is not yet in existence, second; it is considered a tier 3 asset which relies on secondary sources of valuation which, at this time are not viable. The Internal Revenue Service in their Notice 2014-21 states "Virtual currency that has an equivalent value in real currency, or that acts as a substitute for real currency, is referred to as 'convertible' virtual currency."

The essence of the Notice 2014-21 is that the Internal Revenue Service deems that a virtual currency transaction is subject to the United States income tax laws in much the same manner as the "barter clubs" in the past. This means that the holder must necessarily maintain records of the acquisition costs in USD and the fair market value of the goods or services acquired by the expenditure of the virtual currency. With this information the taxpayer calculates a gain or a loss on the transaction in the normal manner.

The Accounting Standards Board has convened a committee to investigate and promulgate reporting requirements with respect to the virtual currency situation. As of the date of these financial statements there has been no such pronouncement made.

Given that the digital equities have not been issued and that there is no stock issued in Crypto Equity Management Corp, causing the warrants for such stock to have no value per the Black-Scholes valuation model, management has determined that the full unit price of \$0.50 be applied to the shares of BlackStar Enterprise Group, Inc. using the capital stock and paid in capital reporting as is customarily reported.

**NOTE 12 – GENERAL AND ADMINISTRATIVE EXPENSES****Components of General and Administrative Expenses**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Office and clerical	14	—	14	1,275
Continuing education	—	—	370	—
Investor relations	85	448	885	1,277
Meals and entertainment	—	—	—	293
Office expense	190	234	664	291
Rent expense	362	350	1,072	1,212
Transfer Agent	1,587	1,483	6,121	2,403
Travel expense	—	—	203	—
Utilities	257	372	793	1,130
Website	—	—	—	450
	—	—	—	—
	<u>\$ 2,495</u>	<u>\$ 2,887</u>	<u>\$ 10,122</u>	<u>\$ 8,331</u>

**NOTE 13 - SUBSEQUENT EVENTS**

As November 12, 2018, there have been no events that would require additional disclosure to these financial statements.



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

### ***Forward-Looking Statements and Associated Risks.***

*This form 10-Q contains certain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. For this purpose any statements contained in this Form 10-Q that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, words such as “may”, “will”, “expect”, “believe”, “anticipate”, “estimate, or “continue” or comparable terminology are intended to identify forward-looking statements. These statements by their nature involve substantial risks and uncertainties, and actual results may differ materially depending on a variety of factors, many of which are not within our control. These factors include but are not limited to economic conditions generally and in the industries in which we may participate; competition within our chosen industry, including competition from much larger competitors; technological advances and failure to successfully develop business relationships.*

Based on our financial history since inception, our auditor has expressed substantial doubt as to our ability to continue as a going concern. As reflected in the accompanying financial statements, as of September 30, 2018, we had an accumulated deficit totaling \$3,270,727. This raises substantial doubts about our ability to continue as a going concern.

### **Plan of Operation**

BlackStar Enterprise Group, Inc. (the “Company” or “BlackStar”) was incorporated in the State of Delaware on December 18, 2007 as NPI08, Inc. (“NPI08”). In January 2010, NPI08 acquired an ownership interest in Black Star Energy Group, Inc., a Colorado Corporation. BlackStar Energy then merged into NPI08, with NPI08 being the surviving entity. Concurrently, NPI08 changed its name to BlackStar Energy Group, Inc. On January 25, 2016, International Hedge Group, Inc. signed an agreement to acquire a 95% interest in the Company. In lieu of the 95% of common shares originally agreed upon, IHG received 44,400,000 shares of common stock and 1,000,000 shares of Class A Preferred Stock. The name was changed to BlackStar Enterprise Group, Inc. in August of 2016.

The Company is a Delaware corporation organized for the purpose of engaging in any lawful business. The Company intends to act as a merchant bank as at the date of these financial statements. It currently trades on the OTC QB under the symbol “BEGI”. The Company is a merchant banking firm seeking to facilitate venture capital to early stage revenue companies. BlackStar intends to offer consulting and regulatory compliance services to crypto-equity companies and blockchain entrepreneurs for securities, tax, and commodity issues. BlackStar is conducting ongoing analysis for opportunities in involvement in crypto-related ventures through our newly formed wholly-owned subsidiary, Crypto Equity Management Corp., (“CEMC”), mainly in the areas of blockchain and distributed ledger technologies (“DLT”). BlackStar intends to serve businesses in their early corporate lifecycles and may provide funding in the forms of ventures in which we control the venture until divestiture or spin-off by developing the businesses with capital. We have only engaged in one transaction as a merchant bank form to date.

Our investment strategy focuses primarily on ventures with companies that we believe are poised to grow at above-average rates relative to other sectors of the U.S. economy, which we refer to as “emerging growth companies.” Under no circumstances does the company intend to become an investment company and its activities and its financial statement ratios of assets and cash will be carefully monitored and other activities reviewed by the Board to prevent being classified or inadvertently becoming an investment company which would be subject to regulation under the Investment Company Act of 1940.

As a merchant bank, BlackStar intends to seek to provide access to capital for companies and is specifically seeking out ventures involved in DLT. BlackStar intends to facilitate funding and management of DLT-involved companies through majority controlled joint ventures through its subsidiary CEMC. BlackStar, through CEMC, intends to initially control and manage each venture. Potential ventures for both BlackStar and CEMC will be analyzed using the combined business experience of its executives, with CEMC looking to fill those venture criteria with companies in crypto-related businesses such as blockchain or DLT technologies. The Company does not intend to develop Investment Objectives or “criteria” in any manner but will rely on the acumen and experience of its executives.

**Recent Updates** – In June of 2017, the management of BlackStar began analyzing the crypto industry due in large part to its rapid ascent in popularity.

After significant study and discussions with multiple vendors and service providers in the digital currency industries, in May of 2018 BlackStar retained Solidgreen Software, LLC, d/b/a Artuova (“Artuova”) to design a technological plan and an overall estimated cost of implementation of an equity trading platform called BlackStar Digital Trading Platform (“BDTP”). The



Company plans to build the referenced digital equity trading platform in order to trade BlackStar common shares as a “registered Digital Equity” only after the securities have been registered with the SEC. BlackStar intends to assign the contract to CEMC so that CEMC may continue to handle crypto-related ventures as the operating subsidiary of BlackStar. If successful, BlackStar intends to then consult for other crypto industry companies and advise on similar trading platform implementation.

Currently, Artuova software engineer Dr. David Gnabasik is providing the expertise needed to develop the Hyperledger-fabric blockchain solution for CEMC. Dr. Gnabasik holds a Ph.D. in Computer Science from the University of Colorado Denver, is a computer scientist contractor of Artuova and a former employee of Colorado Parks and Wildlife, and has previously demonstrated a working blockchain project for managing licenses for Parks and Wildlife state agencies. Given his experience with blockchain, we believe Dr. Gnabasik and Artuova will be able to construct the BDTP experience to the Company’s specifications.

The Company plans to design and build the Peer-to-Peer (“P2P”) BDTP at a cost of \$105,000 USD over the next several months. As of September 2018, the following components of BDTP have been completely designed: data model, reports, web-based user interface, blockchain interface, transaction logic, and cloud interface. The next phase will involve building the platform, followed by demonstration to regulatory agencies and potential implementation.

BlackStar has always recognized that crypto equities must be registered within the existing SEC regulations and guidelines. BlackStar’s aim is to develop BDTP, a digital equity trading platform, to trade registered BlackStar common shares only. The regulatory challenges presented in implementing this project come from integration of the existing broker-dealer ecosystem into the platform, approvals/advice of and compliance with the rules and regulations of the OTC Market Group, SEC, FinCen, IRS, CFTC, anti-money laundering rules, and FINRA for the functionality of the system, cybersecurity laws, and other state and federal financial and banking laws.

BlackStar and/or its subsidiary CEMC intend to engage further software developers as needed for blockchain implementation on the BDTP platform. CEMC intends to integrate BDTP with the existing FINRA and SEC regulated brokerage ecosystem in order to trade BlackStar securities, addressing many of the regulatory issues by operating within the existing confines of the system. The intent of BDTP is to become a digital market-maker in the brokerage ecosystem. As intended, the system would operate in the following manner: broker-dealers would invite customers to participate as users on the BDTP to buy and sell BlackStar equity trades; the broker-dealers comply with all FinCen and Exchange regulations, KYC and FinCen rules, submit IRS tax reports, etc.; orders, bids, and offers are entered into the BDTP (like a specialist’s order book) either by broker-dealers or Users through trading software supplied by the broker-dealers; BDTP records all transactions; and finally, OTC Market Group and the SEC/FINRA have complete and transparent access to the data stored in BDTP, offering FINRA and the likes a single data interface and consolidated history of transactions. BDTP seamlessly integrates with the order entry processes, priority rules, and execution procedures of the existing brokerage ecosystem. Although not a profit center, BlackStar intends to charge a nominal fee per executed trade to cover expenses, and broker-dealers would recover the fee. CEMC plans to implement the technology based upon the Hyperledger-fabric, an open-source blockchain framework from IBM, and to use the IBM Cloud for transaction data storage. BDTP would offer a web-based interface for trading transactions as well as an Application Programming Interface (API) that directly accesses all immutable transactions stored on BDTP. The participating members on the platform would be buying and selling broker-dealers, OTC Market Group, FINRA, SEC, DTCC, and Clearing House. FINRA and the SEC would serve as Certificate Authorities in the BDTP permissioned blockchain, restricting the actors who can contribute to the consensus of the system state – only a restricted set of users would be enabled to have the rights to write or validate the block transactions. The distributed consensus process satisfies the following purposes: 1) permissioned clients are voted into the network by all existing validators; 2) the process helps to keep inaccurate or potentially fraudulent transactions out of the database through a chosen computational mechanism; and 3) all relevant network participants agree that a transaction is valid through the use of a multi-signature consensus algorithm where a majority of validators must agree that a specific transaction or transaction class is valid. BlackStar and CEMC hope to build and implement BDTP over the next six months, pending comments/approval by various regulatory agencies. BlackStar and CEMC would operate and manage the platform and remain responsible for the functionality and security of the platform.

Neither CEMC nor BlackStar intend to underwrite these entities or entrepreneurial companies, nor do they intend to act as a broker-dealer or investment company, though we acknowledge the potential requirements to register as such or to claim exemption from registration.

We understand that we may be required to register as an ATS. Alternatively, we may seek an exemption if we are able to establish a relationship with OTC Market Group to quote our digital common stock on the OTCQB page alongside the Market Makers. We plan to 1) trade only registered common shares of BEGI on a blockchain platform; 2) qualify for listing of our digital quote on OTC Markets; and 3) have the SEC, FINRA and BlackStar deemed the Certificate Authority on the blockchain trading platform.

Neither BlackStar nor CEMC will be trading in, accepting loan repayments in, or making loans in cryptocurrencies; the intent of the BDTP project is to build a P2P platform on which to trade registered digital securities of BlackStar. After completion of the BDTP, BlackStar intends to continue its merchant banking activities and offer consulting to other companies regarding the implementation of similar platforms.

In addition to the services described above, BlackStar formed a subsidiary nonprofit company, Crypto Industry SRO Inc., on December 31, 2017. Crypto Industry SRO is in the beginning stages of organizing membership participation in the newly-formed nonprofit. Crypto Industry SRO is planned to act as a self-regulatory membership organization for the crypto-equity industry and set guidelines and best-practice rules by which industry members would abide. BlackStar will provide management of this entity under a services contract.

The Company’s success will be dependent upon the Company’s ability to analyze and manage the opportunities presented.

We intend to expend funds over the next four quarters as follows:

4 <sup>th</sup> Quarter 2018		· BDTP development	· \$300,000
		· Operations	· \$50,000
1 <sup>st</sup> Quarter 2019		· BDTP implementation	· \$200,000
		· Operations	· \$150,000
2 <sup>nd</sup> Quarter 2019		· Joint Ventures	· \$250,000
		· Operations	· \$50,000
3 <sup>rd</sup> Quarter 2019		· Joint Ventures	· \$250,000
		· Operations	· \$50,000

Our Budget for operations in the next year is as follows:

BDTP Development	\$500,000
Working Capital –Joint Ventures	\$500,000
Legal, Audit and Accounting	\$150,000
Fees, rent, travel and general & administrative expenses	\$150,000
	<b>\$1,300,000</b>

The Company may change any or all the budget categories in the execution of its business model. None of the line items are to be considered fixed or unchangeable. The Company may need substantial additional capital to support its budget. We have not recognized revenues from our operational activities.

**Additional Risk Factors:**

THERE CAN BE NO CERTAINTY AS TO MARKET ACCEPTANCE OF THE PROPOSED BDTP.

The Company has no certainty as to whether the market will accept and use the idea of the BDTP, should it become operational, nor is there any certainty as to how the BDTP translates to profits for the Company. There is no assurance of market acceptance or profitability of the concept or Company. The BDTP is not yet developed and may never be developed.

THERE ARE ADDITIONAL RISKS TO INVESTORS HOLDING BLACKSTAR DIGITAL EQUITIES DUE TO THE LACK OF MARKET.

Investors holding BlackStar Digital Equities may never be able to transfer BlackStar Digital Equities on the platform. BlackStar Digital Equities (intended to be traded on the BDTP) do not currently exist and may never exist. The warrants for BlackStar Digital Equities outstanding are not currently exercisable for them, and a secondary trading market may never develop for them. BlackStar Digital Equities (intended to be traded on the BDTP) do not currently exist and may never exist. The warrants

for BlackStar Digital Equities outstanding are not currently exercisable for them, and a secondary trading market may never develop for them.

See “Risk Factors” in the Company’s 10-K/A Amendment No. 2, filed on September 5, 2018 for additional risks to consider and further discussion of the proposed BDTP.

Based on our current cash reserves of approximately \$34 as of September 30, 2018, we have the cash for an operational budget of less than one month. We intend to offer a private placement of stock or Notes to investors in order to achieve \$900,000 in funding in the next six months. We intend to commence this offering in the 4th Quarter of 2018. If we are unable to generate enough revenue to cover our operational costs, we will need to seek additional sources of funds. Currently, we have no committed source for any funds as of date hereof. No representation is made that any funds will be available when needed. In the event funds cannot be raised if and when needed, we may not be able to carry out our business plan and could fail in business as a result of these uncertainties.

The independent registered public accounting firm’s report on our financial statements as of December 31, 2017, includes a “going concern” explanatory paragraph that describes substantial doubt about our ability to continue as a going concern.

While our cash reserves were only \$34 as of the end of the 3rd Quarter, our parent company, IHG, has agreed to fund on an interim basis any shortfall in our cash reserves. We would use our funds to pay legal, accounting, office rent and general and administrative expense. We have estimated \$50,000 for three quarters in 2019 in operational costs which includes ordinary legal, accounting, travel, general and administrative, audit, rent, telephones and miscellaneous, with \$150,000 budgeted for the first quarter of 2019 for additional legal and regulatory filings as needed.

## **Results of Operations**

### *For the Three Months Ended September 30, 2018 compared to same period in 2017*

During the three months ended September 30, 2018 and 2017, we had no revenue, no cost of revenues, and no gross profit. During the three months ended September 30, 2018, we recognized a net loss of \$(24,563) compared to a net loss of \$(66,269) during the three months ended September 30, 2017. The net loss was due to operating expenses of \$24,563. Our operating expenses included \$138 in depreciation, \$20,139 in legal and professional fees, \$1,000 in filing fees, and \$2,495 in general and administrative fees, for a total of \$24,563 for the three months ended September 30, 2018. Operating expenses were higher for the quarter ended September 30, 2018 compared to the same quarter in 2017, due mainly to legal and professional fees, however the warrant expense of \$(70,000) in the three months ended September 30, 2017 meant that the net loss was greater in the third quarter of 2017 than 2018.

### *For the Nine Months Ended September 30, 2018 compared to same period in 2017*

During the nine months ended September 30, 2018 and 2017, we had no revenue, no cost of revenues, and no gross profit. During the nine months ended September 30, 2018, we recognized a net loss of \$(160,774) compared to a net loss of \$(89,413) during the nine months ended September 30, 2017. The net loss in 2018 was attributable to operating expenses of \$160,774, including \$79,266 in management consulting fees, \$415 in depreciation, \$53,615 in legal and professional fees, \$10,122 in general and administrative fees, registration expenses of \$7,901, and \$4,455 in filing fees for a total of \$160,774 for the nine months ended September 30, 2018. In the same period in 2017, we incurred \$12,500 in registration expenses, \$437 in depreciation, \$3,800 in filing fees, \$39,345 in legal and professional fees, \$8,331 in general and administrative expense, and \$70,000 in warrant expense (offset by \$45,000 in interest income) for a total of \$89,413.

Net loss per share for the nine-month period in 2018 and 2017 was \$0.00 and \$0.00 per share, respectively.

Our auditor has expressed substantial doubt as to whether we will be able to continue to operate as a “going concern” due to the fact that the Company has an accumulated deficit of \$(3,270,727) as of September 30, 2018, compared to an accumulated deficit of \$(3,109,953) at December 31, 2017, and has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining the adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

## Liquidity and Capital Resources

At September 30, 2018, we have total current assets of \$34 in cash. Our total assets of \$145,472 consist of \$34 in cash, \$438 in fixed assets and an accrued note receivable – related party of \$145,000. Current liabilities at September 30, 2018 were \$42,846 and consisted of accounts payable of \$19,280, an advance payable to a related party of \$5,066, and loan payable to a related party of \$18,500. At September 30, 2018, we had a deficit of (\$42,812) in working capital.

On June 14, 2017, the Company received notice from the holders of warrants as to their intentions to convert warrants into shares of common stock of the Company. The Company instructed the transfer agent to proceed with the issuance of 16,320,000 shares of the common stock of the Company. This exercise was carried out as a “cashless exercise” which meant that the actual exercise resulted in no cash being received by the Company. The number of shares of common stock to be issued in exchange for the warrants was calculated by using the closing price of the stock on the last trading day prior to the exchange which was \$1.25. The value of the warrant was subtracted from the trading price which was then multiplied by the number of warrants being exercised. This result was then divided by the last trading price to determine the number of shares to be issued. At the same time that these warrants were exercised, International Hedge Group, Inc. agreed to retire to treasury 16,320,000 shares of the common stock of the Company that it holds. This transaction produced no financial consequence to the Company.

On April 29, 2018, International Hedge Group Inc. retired 330,000 shares to treasury simultaneous to the issuance of 330,000 shares purchased in a private placement offering. Messrs. Harris and Kurczodyna exercised 1,500,000 warrants each in a cashless exercise @ \$.05 per share on June 14, 2018 resulting in 1,444,445 shares of common stock. In addition, Rare Green, Inc., of which Mr. Harris is an officer, exercised 750,000 warrants in a cashless exercise @ \$.05 per share on June 14, 2018, resulting in 722,222 shares of common stock. At the same time, Patriot Mtg. Acceptance Corp., of which Mr. Kurczodyna is an officer, exercised 750,000 warrants in a cashless exercise @ \$.05 per share on June 14, 2018, resulting in 722,222 shares of common stock. IHG exercised 1,350,000 warrants on June 14, 2018 resulting in 1,300,000 shares of common stock, which were assigned to non-affiliated individual advisors to the Company. Other shareholders exercised 5,250,000 warrants in a cashless exercise @ \$.05 per share on June 14, 2018 resulting in 5,055,556 shares of common stock. On June 18, 2018, International Hedge Group, Inc. retired 16,370,370 shares to treasury.

Our Company entered into a Management Consulting Agreement with our parent company, IHG, on December 1, 2017. The agreement is attached as Exhibit 10.1 to the Form 10-K/A filed on July 3, 2018. The term of the agreement is until terminated with 30 days prior notice. We agreed to pay IHG \$25,000 for services occurring in 2017, payable as cash, stock, or both upon mutual agreement, of which a portion may be paid to Messrs. Harris and Kurczodyna, who are both officers and directors of IHG and BlackStar, for services provided to the Company. We will limit expenses of IHG pursuant to the allocations made in the budget, and all reasonable pre-approved out-of-pocket expenses actually incurred by IHG on behalf of the Company will be reimbursed. IHG agrees to assist the Company in all filing necessary to be a fully reporting public company, assist the Company in public relations, evaluate candidates for the portfolio of companies in merchant banking, establish new contacts for the Company and develop proposals and deals to capture revenues, and assist the Company in their capital funding strategy. We do not currently have any promissory note debt or other bank debt but do have debts of a loan payable to a related party in the amount of \$18,500, an advance payable to a related party of \$5,066, and accounts payable of \$19,280.

**Debt History:** On July 11, 2011, the Company received \$200,000 in the form of cash in exchange for a promissory note bearing interest at the rate of 6% per annum. The note did not specify that the interest is compounding therefore the Company accrued the expense at a simple interest rate of 6%. The Company did not receive any notice of default and continued to accrue interest on its books at the rate of 6% each year. During the month of August 2016, the Company issued 700,000 shares of its common stock in exchange for this indebtedness along with all accrued interest. On September 23, 2011, the Company received \$50,000 in the form of cash as a temporary loan from a director of the Company. The Company elected to accrue interest at the rate of 6% per annum non-compounding. The Company did not receive any notice of default and continued to accrue interest on its books at the rate of 6% each year. During the month of August 2016, the Company agreed to issue 200,000 shares of its common stock in satisfaction for this indebtedness along with all accrued interest, and authorized the shares conditioned upon receipt of a release.

As at September 30, 2018, our cash balance was \$34 as compared to \$34,454 at December 31, 2017. We intend to attempt to raise capital through several sources: a) partner venture funds, b) private placements of our stock, and/or c) loans from our parent company IHG. We do not anticipate generating sufficient amounts of revenues to meet our working capital requirements. Consequently, we intend to make appropriate plans to ensure sources of additional capital in the future to fund growth and expansion through additional equity or debt financing or credit facilities.

Our total assets at September 30, 2018 were \$145,472 compared to \$180,307 as of December 31, 2017.

We do not have terms or committed sources of capital of any type at this time. If we are able to raise additional capital, we intend to enter into additional joint ventures and would intend to use the funds repaid from the joint ventures to a) retire debt, and b) fund additional joint ventures with companies, and c) to provide operational funds.

We have been, and intend to continue, working toward identifying and obtaining new sources of financing. No assurances can be given that we will be successful in obtaining additional financing in the future. Any future financing that we may obtain may cause significant dilution to existing stockholders. Any debt financing or other financing of securities senior to common stock that we are able to obtain will likely include financial and other covenants that will restrict our flexibility. Any failure to comply with these covenants would have a negative impact on our business, prospects, financial condition, results of operations and cash flows.

If adequate funds are not available, we may be required to delay, scale back or eliminate portions of our operations or obtain funds through arrangements with strategic partners or others that may require us to relinquish rights to certain of our assets. Accordingly, the inability to obtain such financing could result in a significant loss of ownership and/or control of our assets and could also adversely affect our ability to fund our continued operations and our expansion efforts.

We do not anticipate that we will purchase any significant equipment over the next twelve months.

We do not anticipate any significant changes in the number of employee unless we significantly increase the size of our operations. We believe that we do not require the services of additional independent contractors to operate at our current level of activity. However, if our level of operations increases beyond the level that our current staff can provide, we may need to supplement our staff in this manner.

### ***Financing Activities***

During the three months ended September 30, 2018, the Company received \$0 from subscription agreements or private placement offerings. The Company received shareholder contributions in the amount of \$0 in the three months ended September 30, 2018.

During the three months ended March 31, 2018, the Company received subscriptions for a total of \$105,000 of common stock. During the year ended December 31, 2017, the Company received \$60,000 in shareholder subscriptions to be used in the Company's regular activities. As of December 31, 2017, the Company has used these proceeds on the Company's operations and purchases. For the subscriptions totaling \$165,000, the Company issued 330,000 shares of common stock and IHG simultaneously retired to treasury 330,000 shares of common stock.

During the year ended December 31, 2016, the Company received \$200,000 in private placement subscriptions for the Company's common stock and issued 44,400,000 shares of common stock and 1,000,000 shares of preferred stock. During the year ended December 31, 2016, the Company issued 1,312,549 to consultants for services rendered and in exchange for debt, with the shares valued at \$52,504.

As at the date of the annual report on Form 10-K the Company had received \$200,000 in cash from the Company's parent IHG.

### ***Investing Activities***

Net cash used in investing activities was \$0 for the nine-month period. Net cash provided by financing activities was \$105,000 for the nine months ended September 30, 2018.

### ***Operating Activities***

During the nine months ended September 30, 2018, we used \$(139,420) in cash for our net operating activities, compared to \$(86,857) used in operating activities for the same period in 2017. The increased amount of cash used in operating activities is attributable to a larger net loss in the nine months ended September 30, 2018.

During the year ended December 31, 2017, the Company used cash in the amount of \$113,221 in operating activities, compared to \$1,296,670 over the previous year.

### ***Going Concern***

We have only a very limited amount of cash and have incurred operating losses and limited cash flows from operations since inception. As of September 30, 2018 and December 31, 2017, we had accumulated deficit of \$3,270,727 and \$3,109,953,

respectively and we will require additional working capital to fund operations through 2018 and beyond. These factors, among others, raise substantial doubt about our ability to continue as a going concern. Our financial statements included in this Form 10-Q do not include any adjustments related to recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should we be unable to continue as a going concern. The audited financial statements included in the Company's recent annual report on Form 10-K as amended have been prepared assuming that we will continue as a going concern and do not include any adjustments that might result if we cease to continue as a going concern.

Based on our financial history since inception, in their report on the financial statements for the period ended December 31, 2017, our independent registered public accounting firm has expressed substantial doubt as to our ability to continue as a going concern. There is no assurance that any revenue will be realized in the future.

There can be no assurance that we will have adequate capital resources to fund planned operations or that any additional funds will be available to us when needed or at all, or, if available, will be available on favorable terms or in amounts required by us. If we are unable to obtain adequate capital resources to fund operations, we may be required to delay, scale back or eliminate some or all of our operations, which may have a material adverse effect on our business, results of operations and ability to operate as a going concern.

#### *Short Term*

On a short-term basis, we have not generated revenues sufficient to cover our growth oriented operations plan. Based on prior history, we may continue to incur losses until such a time that our revenues are sufficient to cover our operating expenses and growth oriented operations plan. As a result we may need additional capital in the form of equity or loans, none of which is committed as of this filing.

#### *Capital Resources*

We have only common stock as our capital resource, and our assets, cash and receivables.

We have no material commitments for capital expenditures within the next year, however, as operations are expanded substantial capital will be needed to pay for expansion and working capital.

#### *Need for Additional Financing*

We do not have capital sufficient to meet our growth plans. We have made equity and debt offerings in order to support our growth plans, to date, and may do so in the future.

No commitments to provide additional funds have been made by our management or other stockholders. Accordingly, there can be no assurance that any additional funds will be available to us to allow coverage of our expenses as they may be incurred.

#### **Off Balance Sheet Arrangements**

None

#### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

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

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

##### **Disclosure Controls and Procedures**

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is accumulated and communicated to management including our principal executive officer/principal financial officer as appropriate, to allow timely decisions regarding required disclosure.



Management has carried out an evaluation of the effectiveness of the design and operation of our company's disclosure controls and procedures. Due to the lack of personnel and outside directors, management acknowledges that there are deficiencies in these controls and procedures. The Company anticipates that with further resources, the Company will expand both management and the board of directors with additional officers and independent directors in order to provide sufficient disclosure controls and procedures.

*Changes in Internal Control Over Financial Reporting*

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) or 15d-15(f)) during the quarter ended September 30, 2018 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## PART II - OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

None.

### ITEM 1A. RISK FACTORS

Not Applicable to Smaller Reporting Companies.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

### ITEM 4. MINE SAFETY DISCLOSURE

Not Applicable.

### ITEM 5. OTHER INFORMATION

None.

### ITEM 6. EXHIBITS

**Exhibits.** The following is a complete list of exhibits filed as part of this Form 10-Q. Exhibit numbers correspond to the numbers in the Exhibit Table of Item 601 of Regulation S-K.

31.1	<a href="#">Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934</a>
31.2	<a href="#">Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934</a>
32.1	<a href="#">Certification of Chief Executive Officer under Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
32.2	<a href="#">Certification of Chief Financial Officer under Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
101.INS	XBRL Instance Document (1)
101.SCH	XBRL Taxonomy Extension Schema Document (1)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (1)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (1)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (1)
<u>101.PRE</u>	<u>XBRL Taxonomy Extension Presentation Linkbase Document (1)</u>

- (1) Pursuant to Rule 406T of Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.



**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.

**BLACKSTAR ENTERPRISE GROUP, INC.**

**(Registrant)**

Dated: November 14, 2018

By: /s/ John Noble Harris

John Noble Harris

(Chief Executive Officer, Principal Executive Officer)

Dated: November 14, 2018

By: /s/ Joseph E. Kurczodyna

Joseph E. Kurczodyna

(Chief Financial Officer, Principal Accounting Officer)