

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## BEESTON ENTERPRISES LTD

**Form: 10-Q**

**Date Filed: 2013-11-19**

Corporate Issuer CIK: 1221548

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended **September 30, 2013**

or

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

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

Commission File Number 333-103621

**BEESTON ENTERPRISES LTD.**

NEVADA

88-04360717

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

1685 H Street, #219

Blaine, WA 98230-5110

(Address of principal executive offices)

(877) 208-6141

(Registrant's telephone number)

(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant is required to submit and post such file). Yes [X] 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", "an accelerated filer", "a non-accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]

Accelerated filer [ ]

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

Smaller

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

**APPLICABLE ONLY TO CORPORATE ISSUERS**

As of November 19, 2013, the Company had 266,093,479 shares of its common stock issued and outstanding.

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Item 1. Financial Statements.

**BEESTON ENTERPRISES LTD.  
(AN EXPLORATION STAGE COMPANY)  
CONDENSED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2013 AND 2012  
(UNAUDITED)**

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**BEESTON ENTERPRISES LTD.**  
**(AN EXPLORATION STAGE COMPANY)**  
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**(UNAUDITED)**

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**BEESTON ENTERPRISES LTD.**  
**(AN EXPLORATION STAGE COMPANY)**  
**CONDENSED BALANCE SHEETS**

**ASSETS**

	<b>September 30, 2013</b>	<b>December 31,</b>
	<b>(Unaudited)</b>	<b>2012</b>
Current Assets		
Cash	\$ 93	\$ 3,190
Prepaid expenses and deposits	176	120
<b>Total Current Assets</b>	<b>269</b>	<b>3,310</b>
<b>TOTAL ASSETS</b>	<b>\$ 269</b>	<b>\$ 3,310</b>

**LIABILITIES AND STOCKHOLDERS' DEFICIT**

**LIABILITIES**

Current Liabilities		
Accounts payable and accrued liabilities	\$ 9,548	\$ 20,603
Promissory notes, related party	825	26,594
<b>Total Current Liabilities</b>	<b>10,373</b>	<b>47,197</b>
<b>Total Liabilities</b>	<b>10,373</b>	<b>47,197</b>

**STOCKHOLDERS' DEFICIT**

Common stock, par value \$0.001, 500,000,000 shares authorized and 266,093,479 and 217,633,479 issued and outstanding as of September 30, 2013 and December 31, 2012, respectively	266,093	217,633
Additional paid-in capital	2,004,225	1,923,436
Deficit accumulated during the development and exploration stages	(2,280,422)	(2,184,956)
<b>Total Stockholders' Deficit</b>	<b>(10,104)</b>	<b>(43,887)</b>

<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 269</b>	<b>\$ 3,310</b>
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The accompanying notes are an integral part of the condensed unaudited financial statements

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**BEESTON ENTERPRISES LTD.**  
**(AN EXPLORATION STAGE COMPANY)**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012 (UNAUDITED)**

	THREE MONTHS ENDED		NINE MONTHS ENDED		Cumulative Totals
	SEPTEMBER 30,		SEPTEMBER 30,		July 12, 1999 to
	2013	2012	2013	2012	September 30, 2013
<b>REVENUE</b>					
Sale of mining claims	\$ -	\$ -	\$ -	\$ -	\$ 131,889
<b>OPERATING EXPENSES</b>					
Speculative mining expenses	-	-	-	-	390,796
Consulting	-	-	6,500	15,000	184,532
Promotional expenses	-	19,001	13,950	28,021	87,611
Professional fees	5,215	9,289	21,659	26,935	335,256
Administrative expenses	6,921	84,377	52,629	164,299	392,787
Depreciation	-	-	-	-	3,806
<b>Total Operating Expenses</b>	<u>12,136</u>	<u>112,667</u>	<u>94,738</u>	<u>234,255</u>	<u>1,394,788</u>
<b>LOSS BEFORE OTHER INCOME (EXPENSE)</b>	<u>(12,136)</u>	<u>(112,667)</u>	<u>(94,738)</u>	<u>(234,255)</u>	<u>(1,262,899)</u>
<b>OTHER INCOME (EXPENSE)</b>					
Interest expense, net	(4)	(645)	(814)	(1,578)	(63,472)
Foreign currency transaction gain (loss)	-	6	86	(140)	(16,717)
Claim settlement gain	-	-	-	-	1,048,297
Loss from debt extinguishment	-	-	-	-	(839,326)
Loss on modification of warrants	-	-	-	-	(207,651)
Loss on marketable securities	-	(26,600)	-	(50,600)	(1,074,899)
Release of exploration cost liability	-	-	-	-	136,245
<b>Total Other Income (Expense)</b>	<u>(4)</u>	<u>(27,239)</u>	<u>(728)</u>	<u>(52,318)</u>	<u>(1,017,523)</u>
<b>NET LOSS APPLICABLE TO</b>					
<b>COMMON SHARES</b>	<u>\$ (12,140)</u>	<u>\$ (139,906)</u>	<u>\$ (95,466)</u>	<u>\$ (286,573)</u>	<u>\$ (2,280,422)</u>
<b>NET LOSS PER SHARE -</b>					
<b>BASIC AND DILUTED</b>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	
<b>WEIGHTED AVERAGE NUMBER OF</b>					
<b>COMMON</b>					
<b>SHARES OUTSTANDING - BASIC AND</b>					
<b>DILUTED</b>	<u>265,447,827</u>	<u>180,174,000</u>	<u>239,932,732</u>	<u>173,466,000</u>	

The accompanying notes are an integral part of the condensed unaudited financial statements

**BEESTON ENTERPRISES LTD.**  
**(AN EXPLORATION STAGE COMPANY)**  
**STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)**  
**FROM DECEMBER 31, 2012 TO SEPTEMBER 30, 2013**

	<b>Common Stock</b>		<b>Additional Paid-in Capital</b>	<b>Deficit accumul- ated during the ex- ploration stages</b>	<b>Stockholders' Equity (Deficit)</b>
	<b>Shares</b>	<b>Amount</b>			
Balance, December 31, 2012	217,633,479	\$ 217,633	\$ 1,923,436	\$ (2,184,956)	\$ (43,887)
Net loss	-	-	-	(95,466)	(95,466)
Forgiveness of interest on notes payable	-	-	504	-	504
Issuance of shares in set-off (repayment) of debt	15,189,700	15,190	22,783	-	37,973
Issuance of shares for cash	33,270,300	33,270	49,906	-	83,176
Shares issued below market value	-	-	7,596	-	7,596
Balance, September 30, 2013 (unaudited)	266,093,479	\$ 266,093	\$ 2,004,225	\$ (2,280,422)	\$ (10,104)

The accompanying notes are an integral part of the condensed unaudited financial statements



**BEESTON ENTERPRISES LTD.**  
**(AN EXPLORATION STAGE COMPANY)**  
**CONDENSED STATEMENTS OF CASH FLOW**  
**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012 (UNAUDITED)**

	<b>NINE MONTHS ENDED</b>		<b>Cumulative Totals</b>
	<b>SEPTEMBER 30,</b>		<b>July 12, 1999 to</b>
	<b>2013</b>	<b>2012</b>	<b>September 30, 2013</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net loss	\$ (95,466)	\$ (286,573)	\$ (2,280,422)
<b>Adjustments to reconcile net loss to net cash used in operating activities</b>			
Depreciation	-	-	3,806
Amortization of prepaid consulting	-	-	74,160
Claim settlement gain	-	-	(1,014,000)
Mark to market on marketable securities	-	50,600	971,299
Interest forgiven by shareholder	504	997	28,720
Interest accrued on debentures	-	-	43,615
Share based expense	-	144,228	144,228
Issuance of stock below market price	7,596	-	7,596
Other	-	-	1,048,051
<b>Changes in assets and liabilities</b>			
Prepaid expenses and deposits	(56)	(65)	(176)
Accounts payable and accrued expenses	(11,055)	6,561	9,548
<b>Net cash used in operating activities</b>	<b>(98,477)</b>	<b>(84,252)</b>	<b>(963,575)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Acquisition of equipment	-	-	(3,806)
<b>Net cash used in investing activities</b>	<b>-</b>	<b>-</b>	<b>(3,806)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from sale of common stock	83,176	38,610	294,796
Proceeds from exercise of warrants	-	-	120,611
Sale of marketable securities	-	-	42,701
Principal payments on promissory notes	-	-	389,178
Note repayments	-	(112)	(812)
Proceeds from issuance of promissory notes, related party	12,204	65,652	121,000
<b>Net cash provided by financing activities</b>	<b>95,380</b>	<b>104,150</b>	<b>967,474</b>
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>(3,097)</b>	<b>19,898</b>	<b>93</b>
<b>CASH - BEGINNING OF PERIOD</b>	<b>3,190</b>	<b>241</b>	<b>-</b>
<b>CASH - END OF PERIOD</b>	<b>\$ 93</b>	<b>\$ 20,139</b>	<b>\$ 93</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>			
Cash paid for income taxes	\$ -	\$ -	\$ -
Cash paid for interest	\$ -	\$ -	\$ -
<b>NON-CASH FINANCING ACTIVITIES</b>			
Issuance of shares in set-off (repayment) of debt	\$ 37,973	\$ 81,390	\$ 119,363
Issuance of shares in conversion of debt	\$ -	\$ -	\$ 370,442

The accompanying notes are an integral part of the condensed unaudited financial statements

**BEESTON ENTERPRISES LTD.**  
**(AN EXPLORATION STAGE COMPANY)**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**NOTE 1- ORGANIZATION AND BASIS OF PRESENTATION**

**Basis of Presentation**

The condensed unaudited interim financial statements included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The condensed financial statements and notes are presented as permitted on Form 10-Q and do not contain information included in the Company's annual statements and notes. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. It is suggested that these condensed financial statements be read in conjunction with the December 31, 2012 audited financial statements and the accompanying notes thereto included in our Form 10-K. While management believes the procedures followed in preparing these condensed financial statements are reasonable, the accuracy of the amounts are in some respects dependent upon the facts that will exist, and procedures that will be accomplished by the Company later in the year.

These condensed unaudited financial statements reflect all adjustments, including normal recurring adjustments which, in the opinion of management, are necessary to present fairly the operations and cash flows for the periods presented.

**Going Concern**

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, which contemplates continuation of the Company as a going concern. The Company has had recurring losses, large accumulated deficits, is dependent on the shareholder to provide additional funding for operating expenses, is in the exploration stage, and has no recurring revenues. These items raise substantial doubt about the Company's ability to continue as a going concern.

In view of these matters, realization of the assets of the Company is dependent upon the Company's ability to meet its financial requirements and the success of future operations.

The management of the Company plans to raise additional funds through loans from its shareholders or the issuance of stock.

These financial statements do not include adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue its existence.

**BEESTON ENTERPRISES LTD.**  
**(AN EXPLORATION STAGE COMPANY)**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**NOTE 2 - PROMISSORY NOTES, RELATED PARTY**

The Company has borrowed funds for working capital purposes from stockholders of the Company by issuing promissory notes. The notes are payable on demand and are not interest-bearing. Interest is imputed on the notes at a rate of 6% as interest expense and contributed capital.

As of September 30, 2013, the total notes outstanding were \$825, a decrease of \$25,769 since December 31, 2012. During the nine months ending September 30, 2013, \$12,204 was borrowed and on April 1, 2013, 15,189,700 shares of common stock of the Company were issued to the note holders in payment of the \$37,973 debt. The common stock was valued for \$45,569 and a loss of \$7,596 was recognized due to the issuance of stock below market price during the nine months ended September 30, 2013.

**NOTE 3 - OFFICE SERVICES**

A related party was paid, for office and secretarial services, \$39,900 and \$18,423 as of September 30, 2013 and 2012, respectively.

**NOTE 4 - COMMON STOCK OFFERING**

On March 4, 2013, the company's Board of Directors authorized a private placement offering of a maximum of 50,000,000 shares of its common stock at a price of \$0.0025 per share for total proceeds of \$125,000. The offering, expired on November 15, 2013.

As of September 30, 2013, 33,270,300 shares were sold for \$83,176 cash and a total of 15,189,700 shares were issued in payment, by way of set-off, of outstanding notes totaling \$37,973. The total number of shares issued under this offering as of September 30, 2013, was 48,460,000 shares for \$121,149.

**NOTE 5 - REVISED WARRANTS EXPIRATION DATE**

On March 1, 2013, the Company's Board of Directors authorized and approved the extension of the expiry date for all share purchase warrants for the purchase of common stock of the Company that were still outstanding as of that date. All of the outstanding share purchase warrants now expire on December 31, 2014. As of September 30, 2013, there were 81,837,280 warrants outstanding and no warrants were issued or exercised during the nine months ended September 30, 2013.

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

### **FORWARD-LOOKING STATEMENTS**

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our unaudited financial statements are stated in United States dollars and are prepared in accordance with United States Generally Accepted Accounting Principles. The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this quarterly report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this quarterly report.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in United States dollars. All references to "common stock" refer to the common shares in our capital stock.

As used in this quarterly report, the terms "we", "us", "our", "Beeston" and "our company" mean Beeston Enterprises Ltd., unless otherwise indicated.

### **General Overview**

We are an exploration stage company engaged in the search of mineral deposits that can be developed to a state of commercially viable producing mine. We owned a 100% interest in five mineral claims comprising 2,451.79 hectares known as the "Ruth Lake Property" located 25 kilometers from Lac La Hache, British Columbia, Canada. However, on November 6, 2013, we allowed four of the mineral claims to lapse due to the high associated maintenance costs. We then reclaimed two of the four claims, which two mineral claims are in good standing until November 14, 2014. We now hold three mineral claim comprising 1,475.52 hectares. There is no guarantee of locating a deposit of some mineral product that could result in a producing mine. However, we are of the opinion that the location of the mining property is such as to warrant retention of a portion of the claims that originally comprised the Ruth Lake Property for further exploration.

The property is situated within the Quesnel Trough, a geologic belt that hosts numerous base and precious metal deposits along with current and formerly producing mines. It is located 10 kilometres northeast of GWR Resources Inc's Lac La Hache property where ongoing exploration continues to delineate porphyry copper-gold-silver/skarn, copper-magnetite-gold-silver deposits and is situated between producing mines at Imperial Metals Corporation's Mt. Polley copper-gold mine and New Gold Inc.'s New Afton copper-gold project (Teck-Cominco Ltd's legendary Afton mine).

The terrain in the area in which our mineral properties are located is well forested with rolling hills, and elevations ranging from 915-1525 meters. The climate is generally dry with a warm summer and a cold winter. Precipitation ranges from 42-62 centimeters per year with up to 30 centimeters occurring as snow. While some exploration work

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such as trenching and drilling could be carried out all year long, generally, exploration in the area is limited to an eight month period running from April to October. Any exploration programs would be carried out during this eight month period. The area has an excellent infrastructure in place with a skilled workforce, rail, roads and power capacity.

As our directors and officers have no professional training or technical credentials in the field of geology, and specifically in the areas of exploring, developing and operating mining properties, we will have to retain the services of various professionals and technicians in the mining industry to provide such expertise. Accordingly, we have, and will continue to retain the services of geologists and engineers to advise and assist us in the exploration of our acquired interest in mineral claims.

The Ruth Lake Property has not received as much exploration as some of the surrounding properties, such as GWR Resources Inc.'s Lac La Hache Property. What prior exploration has taken place on or near this property has provided indications that the area has the potential to host a copper-gold deposit or a molybdenite deposit. We utilized the services of geologists to interpret a recent airborne geophysical survey of the area and the existing geological information in relation to the Ruth Lake Property to identify target areas and make recommendations for the further exploration of the property. Based on our geologists recommendation, an initial exploration program of approximately \$50,000 CAD was carried on the Ruth Lake Property, which involved the taking of soil geochemical samples on a regional grid with fill in samples where indicated by anomalous values. Each target area was then explored by geochemical soil sampling and prospecting. Anomalous copper-in-soil was detected near the edge of one target area and copper mineralization was sighted along a newly constructed logging road near this area. In addition to the results of the exploration program, historic assessment reports relating to the southern part of the property reported sporadic molybdenite-in-soil geochemical anomalies over a north-south length of 750 metres. Molybdenite and small amounts of chalcopyrite were described as disseminations and fracture fillings in altered, silicified and locally quartz veined granite float and bedrock. While some drilling was performed, there are no records of results. Based on the results of our initial exploration program and the historic data on the property, we believe that further exploration is warranted for the Ruth Lake Property.

However, we had been delaying further exploration on our part pending the results of the exploration work that was to have been carried out on various large parcels of the Ruth Lake Property under option agreements entered into by the Company with other junior mining companies.

In our efforts to further the exploration and development of this large tract of acquired mineral claims, we have continuously reviewed the possibility of participating in some form of joint venture or option arrangement with other entities on a portion of these mineral claim holdings.

Accordingly, since acquiring this property, we have entered into various arrangements with other companies to carry out exploration work on various mineral claims that comprise the Ruth Lake Property. We have also been able to maintain our remaining interest in the Ruth Lake Property, in part, through the conduct of exploration and development work programs, by ourselves as well as by others, and then filing assessment reports of the exploration work for credit towards the maintenance costs plus paying cash in lieu of exploration work as required. All of the mining claims currently comprising the Ruth Lake Property are in good standing.

At present, we have no option agreements or other arrangements with any party for the exploration of this property. As a result, based on the recommendations of our geologist, a work program of approximately \$30,000 has been planned for a portion of the remaining Ruth Lake Property for the summer of 2014.

On August 26, 2011, we entered into an agreement with MSM Resource, L.L.C. ("MSM"), a Nevada limited liability company, under which the Company was granted an option to acquire a 100% interest in eighteen mineral claims located in the Silver Star Mining District, Mineral County, Nevada (the "Chucker Property"). We could have earned a 100% interest in the claims, upon exercise of the option, by issuing a total of 3,000,000 shares of its common stock to MSM over a period of three years, and by paying a total of \$250,000 plus carrying out a \$2,000,000 exploration and development program on the claims over a six year period. Upon Beeston acquiring the Chucker Property, the claims would have been subject to a royalty of 2% of net smelter returns payable to MSM up to a maximum royalty payment of \$5,000,000. The Company could have also reduced the royalty to 1% with a maximum royalty payment to \$2,500,000 by payment of \$1,000,000 to MSM within a limited time period of seventy-five months. In addition, in the event the Company exercised its option and acquired the Chucker Property,



we would have been required to pay an annuity of \$50,000 to MSM commencing at the end of the seventh year and on the anniversary thereof in every year for a total of seventeen years.

The option under the option agreement with MSM could be terminated by us at any time upon thirty (30) days notice.

A geology report was to have been prepared and delivered to Beeston under the aforesaid agreement. If it was acceptable to Beeston, ten (10) days after acceptance of the geology report, we would have been required to pay the sum of \$20,000 and issue 1,000,000 shares of its common stock to MSM, all of which would form part of the option exercise price under the option agreement with MSM in the event the option was exercised by us.

On June 6, 2013, the Company gave notice to MSM that the Company was terminating the Option Agreement and the option thereunder, such termination to be effective July 7, 2013.

We are currently considering the acquisition of other gold/silver mineral properties.

## Results of Operations

You should read the following discussion of our financial condition and results of operations together with our unaudited financial statements and the notes thereto included elsewhere in this filing. Our unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States. This discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those anticipated in these forward-looking statements.

The following provides selected financial data about our company for the three and nine month periods ended September 30, 2013 and 2012.

*Three months ended September 30, 2013 and 2012.*

	<b>Three Months Ended September 30, 2013</b>	<b>Three Months Ended September 30, 2012</b>
Revenue	\$ Nil	\$ Nil
Operating Expenses	\$ (12,136)	\$ (112,667)
Net Income (Loss)	\$ (12,140)	\$ (139,906)

## Revenue

There were no revenues from operations for the three month periods ended September 30, 2013 and 2012. The reason for the large differences reported in the net income (loss) positions is due in part to the decrease in the market price of shares in the common stock of a junior mining company we received as part of a settlement of certain claims under an option agreement with the junior mining company. These shares became tradable July 17, 2012. We elected to account for receipt of the shares under the fair value option method of accounting which requires the securities to be marked to market every reporting period through the Statement of Operations. All of these shares have since been sold in the market. Overall expense were also greater in 2012 due to the effort made during this period related to investigating and review of potential mining projects and financing for the Company.

## Expenses

Our total expenses for the three month periods ended September 30, 2013 and 2012 are outlined in the table below:

**Three Months Ended**  
**September 30,**  
**2013**                      **2012**

	2013	2012
Speculative mining expenses	\$ Nil	\$ Nil
Consulting fees	\$ Nil	\$ Nil
Promotional expenses	\$ Nil	\$ 19,001
Professional fees	\$ 5,215	\$ 9,289
Administrative expenses	\$ 6,921	\$ 84,377

Expenses for the three months period ended September 30, 2013, decreased significantly from the comparative period in 2012 primarily as a result of the decrease in administrative expense and promotional expenses from that of the prior period related to the investigation and review of potential mining projects and financing for the Company plus the share base expense recognized in the prior period.

*Nine months ended September 30, 2013 and 2012.*

**Nine Months**                      **Nine Months**  
**Ended**                                      **Ended**  
**September 30, 2013**                      **September 30,**  
**2012**

	September 30, 2013	September 30, 2012
Revenue	\$ Nil	\$ Nil
Operating Expenses	\$ (94,738)	\$ (234,255)
Net Income (Loss)	\$ (95,466)	\$ (286,573)

**Revenue**

There were no revenues from operations for the nine months periods ended September 30, 2013 and 2012. The reason for the large differences reported in the net income (loss) positions is due in part to the decrease in market price of shares in the common stock of a junior mining company we received as part of a settlement of certain claims under an option agreement with the junior mining company. These shares became tradable on July 17, 2012. We have elected to account for receipt of the shares under the fair value option method of accounting which requires the securities to be marked to market every reporting period through the Statement of Operations. Overall expenses were also greater in 2012 due to the effort made during this period related to the investigation and review of potential mining projects and financing for the Company.

**Expenses**

Our total expenses for the nine month periods ended September 30, 2013 and 2012 are outlined in the table below:

**Nine Months Ended**  
**September 30,**  
**2013**                      **2012**

	2013	2012
Speculative mining expenses	\$ Nil	\$ Nil
Consulting fees	\$ 6,500	\$ 15,000
Promotional expenses	\$ 13,950	\$ 28,021
Professional fees	\$ 21,659	\$ 26,935
Administrative expenses	\$ 52,629	\$ 164,299



Expenses for the nine months ended September 30, 2013 decreased significantly from the comparative period in 2012 primarily as a result of the share based expense. In addition, there was an overall decrease in consulting fees, professional fees, promotional fees and administrative expenses in general.

### Equity Compensation

We currently do not have any stock option or equity compensation plans or arrangements.

### Liquidity and Financial Condition

#### Working Capital

	<b>As of September 30, 2013</b>		<b>As of December 31, 2012</b>	
Current assets	\$	269	\$	3,310
Current liabilities	\$	(10,373)	\$	(47,197)
<b>Working capital(deficit)</b>	<b>\$</b>	<b>(10,104)</b>	<b>\$</b>	<b>(43,887)</b>

#### Cash Flows

	<b>Nine Months Ended September 30, 2013</b>		<b>Nine Months Ended September 30, 2012</b>	
Net cash provided by (used in) operating activities	\$	(98,477)	\$	(84,252)
Net cash provided by (used in) investing activities	\$	Nil	\$	Nil
Net cash provided by (used in) financing activities	\$	95,380	\$	104,150
Increase (Decrease) in cash	\$	(3,097)	\$	19,898

We had cash of \$93 as of September 30, 2013 as compared to cash of \$3,190 as of December 31, 2012. We had a working capital deficit of \$10,104 as of September 30, 2013 as compared to a working capital deficit of \$43,887 as of December 31, 2012.

We will need to raise funds in order to cover our ongoing general operating costs as well as to facilitate the acquisition of additional mining properties, or an interest in such other mining properties and the exploration and development of such acquisitions or interest in mining properties in the near future.

In the past, we have raised funds by means of various equity financings. Recently, on March 4, 2013, our Board of Directors approved a private placement offering of 50,000,000 common shares of the Company at a price of \$0.0025 per share, for total proceeds of \$125,000.

Proceeds under this private placement offering will be used to pay off debt due and owing by the Company to shareholders and to provide the company with working capital. As of the date of this report, we have issued a total of 48,460,000 shares having a total value of \$121,149 under this private placement offering. This private placement offering originally had a termination date of September 30, 2013, which termination date has been extended to November 30, 2013 by the Board of Directors. However, on November 15, 2013, our Board of Directors terminated this private placement offering and approved a private placement offering of 60,000,000 common shares of the Company at a price of \$0.002 per share, for total proceeds of \$120,000. Proceeds under this private placement offering will be used to pay off debt due and owing by the Company and to provide the company with working capital. The Company has not received any subscriptions under this latest offering as of the date of this report. This private placement offering has a termination date of April 30, 2014, unless extended by the Board of Directors.

We have also had to borrow funds from time to time in order to fund part of our ongoing operations. For some of this borrowing, we issued convertible debentures as security. All of the debt under these convertible debentures has

since been converted into common shares of the Company. We have also raised funds and set off debt through the exercise of the share purchase warrants that were attached to these convertible debentures. A number of these share purchase warrants are still outstanding and remain another source of funds for the Company in the event they are exercised. On March 1, 2013, Beeston's Board of Directors authorized and approved the extension of the expiry date for all share purchase warrants of the company that were still outstanding as of that date. All of the outstanding share purchase warrants now expire on December 31, 2014. The Company has not received any notices of election to exercise the right to purchase any shares of the Company under these outstanding warrants to date.

On occasion, we have also borrowed funds for working capital purposes from stockholders of the Company. As of September 30, 2013 there was \$825 in loans outstanding to stockholders.

These loans were evidenced by promissory notes and were payable on demand and non-interest bearing. We currently have no agreement with any of our officers and directors or any of our shareholders for the provision of additional funding.

We anticipate being able to raise the funds that are required for our ongoing operating, acquisitions and exploration costs by means of both further debt and equity funding. The equity funding would be in the form of our current and future private placement offerings as well as the exercise of our outstanding warrants by the warrant holders. To the extent we are unable to raise additional funds, the planned exploration of our acquired mining properties as well as the acquisition of additional mining property interests will be delayed and/or we could be unable to continue to operate.

### Cash Requirements

We estimate that our expenses over the next 12 months will be approximately \$120,000 as described in the table below. These estimates may change significantly depending on the nature of our future business activities and our ability to raise capital from shareholders or other sources.

We intend to commence exploration activities on our newly optioned properties over the next twelve months. We estimate our operating expenses and working capital requirements for the next twelve month period to be as follows:

Description	Operating Period	Estimated Expenses
General and administrative	12 months	\$ 40,000
Mining expenses	12 months	50,000
Professional fees	12 months	<u>30,000</u>
<b>Total</b>		<b>\$120,000</b>

We are not aware of any known trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in our liquidity increasing or decreasing in any material way.

These cash requirements are in excess of our current cash and working capital resources. As a result, we will require additional financing in order to pay for our anticipated ongoing expenditures as outlined above. These funds may be raised through equity financing, debt financing, or other sources, which may result in further dilution in the equity ownership of our shares. There is no assurance that any party will advance additional funds to us in order to enable us to sustain our plan of operations or to repay our liabilities. We hope to meet our cash requirements for the next 12 months through equity financing by way of a private placement offerings and/or through the exercise of the existing outstanding warrants held by our investors. We currently do not have any arrangements in place to complete any private placement financing and there is no assurance that we will be successful in completing any such financing on terms that will be acceptable to us or that the holders of our outstanding warrants will exercise the warrants.

### Contractual Obligations

As a "smaller reporting company", we are not required to provide tabular disclosure obligations.



## Going Concern

Due to our limited amount of capital, recurring losses, negative cash flows from operations and our ability to pay outstanding liabilities, our previous independent auditors stated in their report for the fiscal year ended December 31, 2012, that there is substantial doubt about our ability to continue as a going concern. Since inception on July 12, 1999, we have incurred operating losses and negative cash flows from operations. As of September 30, 2013, we had an accumulated deficit of \$2,280,422, with total stockholders' deficit of \$10,104. We had a working capital deficit of \$10,104 at September 30, 2013.

Our company intends to fund operations through equity financing arrangements, which may be insufficient to fund its capital expenditures, working capital and other cash requirements for the next twelve months. The ability of our company to emerge from the development stage is dependent upon, among other things, obtaining additional financing to continue operations, and development of its business plan. These factors, among others, raise substantial doubt about our company's ability to continue as a going concern.

The financial statements included elsewhere in this report have been prepared in accordance with United States generally accepted accounting principles, assuming that we will continue as a going concern and do not include any adjustments that might result from the outcome of this uncertainty.

## Off-Balance Sheet Arrangements

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

## Critical Accounting Policies

We have identified certain accounting policies that are most important to the portrayal of our current financial condition and results of operations. Please refer to our Form 10-K for the year ended December 31, 2012, filed with the SEC for our critical accounting policies, from which there has been no change as of the date of this file.

## Item 3. Quantitative Disclosures about Market Risks

As a "smaller reporting company", we are not required to provide the information required by this Item.

## Item 4. Controls and Procedures.

### *Management's Report on Disclosure Controls and Procedures*

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the *Securities Exchange Act of 1934*, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our president (our principal executive officer) and our chief financial officer (our principal financial officer and principle accounting officer) to allow for timely decisions regarding required disclosure.

As of the end of our quarter covered by this report, we carried out an evaluation, under the supervision and with the participation of our president (our chief executive officer and chief financial officer) of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our president (our chief executive officer and chief financial officer) concluded that, as of September 30, 2013, a material weakness exists in the Company's internal control procedures, in that one individual who, as an officer and director of the Company, has sole access and authority to receive cash and make cash disbursements. As such, our disclosure controls and procedures as of September 30, 2013 were not effective.

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It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

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

There have been no changes in our internal controls over financial reporting that occurred during our quarter ended September 30, 2013, that have materially or are reasonably likely to materially affect, our internal controls over financial reporting.

## **PART II — OTHER INFORMATION**

### **Item 1. Legal Proceedings**

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

### **Item 1A. Risk Factors**

As a “smaller reporting company”, we are not required to provide the information required by this Item.

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

None.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 4. Mine Safety Disclosures**

The Company is not subject to the mine safety disclosure requirements and other regulatory matters required by Section 1503(1) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K.

### **Item 5. Other Information**

None.

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Item 6. Exhibits

Exhibits:

Exhibit No.	Document	Location
3.1	Articles of Incorporation	Previously Filed
3.2	Amendment to Articles	Previously Filed
3.3	Bylaws	Previously Filed
3.4	Certificate of Change	Previously Filed
14.1	Code of Ethics	Previously Filed
31	Rule 13a-41(a)/15d-14(a) Certificates	Included
32	Section 1350 Certifications	Included
101.INS*	XBRL Instance	Included
101.SCH*	XBRL Taxonomy Extension Schema	Included
101.CAL*	XBRL Taxonomy Calculation	Included
101.DEF*	XBRL Taxonomy Definition	Included
101.LAB*	XBRL Taxonomy Extension Labels	Included
101.PRE*	XBRL Taxonomy Extension Presentation	Included

\* XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, 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.

**BEESTON ENTERPRISES LTD.**

Date: November 19, 2013

/s/ Michael Upham

MICHAEL UPHAM, PRESIDENT

CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002

I, Michael Upham, certify that:

1. I have reviewed this quarterly report of Beeston Enterprises Ltd.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the Registrants 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 the 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 19, 2013 \_\_\_\_\_

/s/ Michael Upham

Michael Upham

President, Treasurer, CEO, CFO

**Exhibit 32**  
**CERTIFICATION PURSUANT TO**  
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**  
**(18 U.S.C. SECTION 1350)**

In connection with the Quarterly Report of Beeston Enterprises Ltd, a Nevada corporation (the "Company"), on Form 10-Q for the quarter ending September 30, 2013, as filed with the Securities and Exchange Commission (the "Report"), I, Michael Upham, President/Treasurer/CEO/CFO of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350), that to my knowledge:

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

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

**/s/ Michael Upham**

Michael Upham, President, Treasurer, CEO, CFO

Dated: November 19, 2013