SECURITIES & EXCHANGE COMMISSION EDGAR FILING

BEESTON ENTERPRISES LTD

Form: 10-K

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013

BEESTON ENTERPRISES LTD.

(Name of registrant as specified in its charter)

Nevada	333-103621	88-04360717
State or other jurisdiction of incorporation	Commission File Number	IRS Identification No.

1685 H Street, #219
Blaine, WA 98230-5110
(Address of principal executive offices)

Registrant's telephone number: (877) 208-6141

Securities registered under Section 12(b) of the Act:

None

Securities registered under Section 12(g) of the Act:

Title of Class: Common Stock, $0.001 par value

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section15(d) of the Act. [X] Yes [ ] No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
[X] Yes [ ] No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.   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," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

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

The Aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the average bid and asked price of such common equity as of June 30, 2013: $ 874,478

Number of shares of Common Stock, $0.001 par value per share, of the registrant outstanding as of April 14, 2014: 266,093,479.

DOCUMENTS INCORPORATED BY REFERENCE

No documents are incorporated herein by reference.

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PART I

ITEM 1. BUSINESS

Forward Looking Statements

This annual 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, including the risks in the section entitled “Risk 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 financial statements are stated in United States Dollars (US$) and are prepared in accordance with United States Generally Accepted Accounting Principles.

In this annual report, unless otherwise specified, all dollar amounts are expressed in United States Dollars and all references to “common shares” refer to the common shares in our capital stock.

As used in this annual report, the terms “we”, “us”, “the Company” and “Beeston”, means Beeston Exploration Ltd., a Nevada corporation, unless otherwise indicated.

Corporate History

We were incorporated on July 12, 1999, in the State of Nevada under the name “Beeston Enterprises Ltd.”.

Our business address is 1685 H Street, #219, Blaine, Washington 98230-5110, and our telephone number is (877) 208-6141.

We do not have any subsidiaries.

We have not been involved in any bankruptcy, receivership or similar proceedings, nor have we been a party to any material reclassification, merger, consolidation or purchase or sale of a significant amount of assets not in the ordinary course of our business.

We originally intended to establish ourselves as a Western Canadian based medical diagnostic imaging service provider. However, based on a review of the business climate in the private medical service sector in Canada, we chose to move our business in a new direction. During the second half of 2006, we began acquiring interests in mining properties located in British Columbia, Canada.

Current Business

We are an exploration stage company that engages principally in the acquisition, exploration, and development of resource properties. We originally acquired a 100% interest in nineteen mineral claims, comprising over 9,200 hectares, known as the “Ruth Lake Property”, located 25 kilometers from Lac La Hache, British Columbia, Canada. We had also obtained an option to purchase three additional mineral claims, comprising approximately 1,500 hectares, known as the “Bluff Lake Property” located approximately 8 kilometres to the North West of our “Ruth Lake Property”. We carried out exploration work on both the Ruth Lake Property and the Bluff Lake Property. However, we have been slowly reducing our holdings in this area. We currently own three mineral claims in this area, all of which are in good standing. While there is no guarantee of locating a deposit of some mineral product that could result in a producing mine, we are of the opinion that the location of these mining properties is such as to warrant retention of a portion of the claims that originally comprised the Ruth Lake Property for further exploration. A work program is planned on this property for early this summer.

On August 26, 2011, we entered into an agreement with MSM Resource, L.L.C. ("MSM"), a Nevada limited liability company, (the “Option Agreement”), 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 can earn a 100% interest in the claims, upon exercise of the option, by issuing a total of 3,000,000 shares of our 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 will be 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 can also reduce 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 exercises its option and acquires the Chucker Property, we will be 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 can be terminated by Beeston at any time upon thirty (30) days notice.

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.

Mining Industry

The mining industry as a whole is highly fragmented in that there are numerous prospectors, exploration companies and mine producers. We are a very small exploration stage company that would be considered a minor participant in the mining industry.

Mineral exploration is best conducted where there are large areas of high mineral potential, where mineral rights can be obtained under terms which are reasonable and with long term certainty of title, and where political and tax regimes are known to be relatively favorable and stable. The mining industry in Canada and in the United States of America is well established and respected, with an infrastructure capable of supporting all forms of mining activity from small scale prospecting to large scale mining operations, and a stable political environment which not only supports the mining industry, but ensures it is properly regulated in regard to such matters as health and safety and environmental concerns. Accordingly, our current interests in mineral properties are located within such areas. Our British Columbia, Canada property is located in the Quesnel Trough, a well known geological belt containing an assemblage of volcanic sedimentary and intrusive rocks of Upper Jurassic age, which extends from Washington State north to central British Columbia. This belt is known for hosting skarn and porphyry copper and copper-gold deposits. The property currently being investigated by us in Arizona, United States of America is also in a well known gold/silver mining area.

There is no assurance that a commercially viable mineral deposit exists on any of the mineral properties in which we have an interest or the right to acquire an interest. Mineral property exploration is typically performed in phases. Commencing from the initial phase of exploration work, each subsequent phase of exploration work is recommended by a geologist based on the results of the last completed phase of exploration. Even if we complete exploration programs on our mineral properties and are successful in identifying a mineral deposit, we will have to spend substantial funds on further drilling, geochemical, engineering and other studies before we will know if we have a commercially viable mineral deposit.

Our plan of operation, which is described in more detail under Item 7 herein, is to carry out exploration work on our mineral properties, either by carrying out our own exploration program or by participation in some form of joint venture or option arrangement with other entities involved in mineral exploration. All such exploration shall be for the purpose of determining whether the mining claims comprising our mineral property holdings contain any commercially viable mineral deposits of copper and/or gold and silver.

The price of metals, like all products, is based on supply and demand. A shortage in supply for a particular metal will in turn result in an increase in mineral exploration/production for that metal due to the increase in the demand for such metal. This is particularly evident in such metals as copper and gold, which are currently experiencing an increase in mineral exploration and mining activity for such metals.

Readily available commodities markets exist in Canada, the United States of America and around the world in general for the sale of gold, silver, copper and other minerals. Therefore, should our exploration and development ever progress to the level of a producing mine, we will likely be able to sell any minerals we are able to recover from production.

Competition

The mineral exploration industry is highly competitive. We are a new exploration stage company and have a weak competitive position in the industry. We compete with junior and senior mineral exploration companies, independent producers and institutional and individual investors who are actively seeking to acquire mineral exploration properties throughout the world together with the equipment, labor and materials required to operate on those properties. We may lack the technological information or expertise available to other bidders.

Many of the mineral exploration companies with which we compete for financing and for the acquisition of mineral exploration properties have greater financial and technical resources than those available to us. Accordingly, these competitors may be able to spend greater amounts on acquiring mineral exploration interests of merit or on exploring or developing their mineral exploration properties. This advantage could enable our competitors to acquire mineral exploration properties of greater quality and interest to prospective investors who may choose to finance their additional exploration and development. Such competition could adversely impact our ability to attain the financing necessary for us to acquire further mineral exploration interests or explore and develop our current or future mineral exploration properties.

We also compete with other junior mineral exploration companies for financing from a limited number of investors that are prepared to invest in such companies. The presence of competing junior mineral exploration companies may impact our ability to raise additional capital in order to fund our acquisition or exploration programs if investors perceive that investments in our competitors are more attractive based on the merit of their mineral exploration properties or the price of the investment opportunity. In addition, we compete with both junior and senior mineral exploration companies for available resources, including, but not limited to, professional geologists, engineers, staff, helicopters, mineral exploration supplies and drill rigs.

General competitive conditions may be substantially affected by various forms of energy legislation and/or regulation introduced from time to time by the governments of the United States and Canada, as well as factors beyond our control, including international political conditions and overall levels of supply and demand for mineral exploration.

In the face of competition, we may not be successful in acquiring, exploring or developing profitable mineral properties or interests, and we cannot give any assurance that suitable mineral properties or interests will be available for our acquisition, exploration or development. Despite this, we hope to compete successfully in the mineral exploration industry. We do not compete directly with anyone for the exploration of the current interests in mineral properties. While we intend to increase out interests in additional mining properties of merit, we already hold all interest and/or rights to explore certain properties. It is our intent to maintain our current management structure and rely on independent contractors where necessary to keep our administration and operating costs low. We shall utilize the funds we are able to raise through ongoing equity/debt financing mainly for exploration.

Intellectual Property

We have not filed for any trademark protection, and we do not have any other intellectual property.

Government Regulation

Any operations at our mining properties will be subject to various federal and provincial/state laws and regulations in Canada and the United States of America, which govern prospecting, development, mining, production, exports, taxes, labor standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters. We will be required to obtain those licenses, permits or other authorizations currently required to conduct exploration and other programs. There are no current orders or directions relating to us or our mineral properties with respect to the foregoing laws and regulations. Such compliance may include feasibility studies on the surface impact of our proposed operations, costs associated with minimizing surface impact, water treatment and protection, reclamation activities, including rehabilitation of various sites, on-going efforts at alleviating the mining impact on wildlife and permits or bonds as may be required to ensure our compliance with applicable regulations. It is possible that the costs and delays associated with such compliance could become so prohibitive that we may decide to not proceed with exploration, development, or mining operations on any of our mineral properties. We are not presently aware of any specific material environmental constraints affecting our properties that would preclude the economic development or operation of our mining properties in Canada or the United States of America.

Environmental Regulations

We are not aware of any material violations of environmental permits, licenses or approvals that are required with respect to our current level of operations. We expect to comply with all applicable laws, rules and regulations relating to our business, and at this time, we do not anticipate incurring any material capital expenditures to comply with any environmental regulations or other requirements.

While our intended projects and business activities do not currently violate any laws, any regulatory changes that impose additional restrictions or requirements on us could adversely affect us by increasing our operating costs or decreasing demand for our products or services, which could have a material adverse effect on our results of operations.

Employees

We currently have no employees, but have and will continue to engage independent consultants on a part time basis. There are outside consultants that have been engaged for administrative duties and industry specialties. There is one director in the company, Michael Upham, who spends approximately 20 hours per month on various company activities.

Research and Development

We have not spent any amounts on which has been classified as research and development activities in our financial statements during the last two fiscal years.

Going Concern

We anticipate that additional funding will be required in the form of equity financing from the sale of our common stock. At this time, we cannot provide investors with any assurance that we will be able to raise sufficient funding from the sale of our common stock or through a loan from our directors/shareholders to meet our obligations over the next twelve months. We do not have any arrangements in place for any future equity or debt financing.

Subsidiaries

We do not have any subsidiaries.

AVAILABLE INFORMATION

We are required to file annual, quarterly and current reports, proxy statements, and other information with the Securities and Exchange Commission ("SEC"). Our SEC filings are available to the public over the Internet at the SEC's website at http://www.sec.gov.

The public may read and copy any materials filed by us with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. We are an electronic filer. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The Internet address of the site is http://www.sec.gov.

ITEM 1A. RISK FACTORS

Not applicable.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Beeston does not have any investments or interests in any real estate. Beeston also does not invest in real estate mortgages, nor does Beeston invest in securities of, or interests in, persons primarily engaged in real estate activities.

Ruth Lake Property

In September, 2006, we acquired a 100% interest in 19 mineral claims, totaling in excess of 9,200 hectares, located in the Province of British Columbia, Canada, referred to collectively as the “Ruth Lake Property,” 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 several junior mining companies for the intended purpose of having exploration work carried out on various mineral claims that comprise the Ruth Lake Property. These option agreements and other arrangements, while providing us with cash and stock in some junior mining companies which were used to fund our on going operations, have to date resulted in a limited amount of exploration work. We have also reduced our holdings in this area to three mineral claims comprising approximately 1,476 hectares. At present, we have no option agreements or other arrangements with any party for the exploration of this property. Subject to raising the funds required in the amount of $30,000, we have a small exploration work program planned for the Ruth Lake Property for early this summer.

Location and Access

The Ruth Lake Property is located approximately 25 kilometers east of the Town of Lac La Hache or approximately 60 kilometers north-east of the Town of 100 Mile House. The area can be reached via the Forest Grave/Canim Lake Road just to the north of 100 Mile House or by a network of logging roads and tracks which extend east of Lac La Hache. From the Canim Lake Road, 500 Road branches to the north 7 kilometers to the south of Ruth Lake Park and passes through the east centre of the claims and from this road a network of logging roads accesses most of the property.

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 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.

Accommodations as well as supplies and equipment are available at the Towns of Lac La Hache or 100 Mile House. Electricity lines run up to the boundaries of the mineral properties; however, most power requirements can be provided by the use of on-site generators. Competition and unforeseen limited sources of supplies and manpower in the industry could result in occasional spot shortages of supplies, such as dynamite, and certain equipment such as bulldozers, excavators and drilling equipment that may be needed in any exploration, as well as skilled manpower to conduct exploration. In general, however, the area has an excellent infrastructure with a skilled workforce, rail, roads and power capacity.

Ownership Interest

In Canada, all lands and minerals initially rest in the Federal and Provincial Governments in the name of Her Majesty, and the rights to the lands and minerals have been acquired by private individuals under Crown Grants. Early in the history of Canada the practice of reserving the minerals from the Crown Grants of land became an established practice and eventually this practice became law under legislation. The result is that the Crown is the largest mineral owner in Canada, both as the fee simple owner of Crown lands and through mineral reservations in Crown Grants. Under the Canadian Constitution, minerals located within a province vest in that province. In the case of our interests in mineral properties, that is the Province of British Columbia.

In British Columbia, most of the minerals are owned by the Province. Rights to explore and develop these minerals are obtained as a form of tenure issued by the Province of British Columbia, which is recorded in the Mineral Titles Office as a mineral claim. Mineral claims are defined as a “chattel” under the Mineral Tenure Act of British Columbia and are not an interest in land, but rather, only carry with them the right to enter upon the mineral claim land for the purpose of exploration for minerals and developing any minerals found thereon up to the point of a producing mine.

At such time as the exploration and development carried out upon a mineral claim has progressed to the stage of a mineable mineral deposit, the mineral claim holder can apply to the Miners Titles Office for the grant of a lease of the property comprising the area of the mineral deposit find. Mineral leases can be up to a 30 year term, and are renewable. A mining lease increases the mineral claim holders rights in the land contained in the mineral claim and is considered an interest in the land.

The mineral claims comprising our Ruth Lake Property have been located and recorded pursuant to the Mineral Tenure Act of the Province of British Columbia. As the owner of the mineral claims comprising the Ruth Lake Property, we and our optionees have the right to explore and develop these mineral claims and recover all of the minerals contained within the surface boundaries of these properties and continuing vertically downward.

Under the Mineral Tenure Act, mineral claims can only be located and recorded by residents of Canada. In order to comply with that requirement, we could either have the title to our mineral properties held “in trust” for us by one of our directors or officers residing in British Columbia, or we could create a wholly owned subsidiary company in British Columbia to be the registered owner of our mineral properties. To avoid the cost of creating and maintaining a wholly owned subsidiary company, we have chosen to register the claims comprising the Ruth Lake Property in the name of our past president, Brian Smith, who holds them in trust for us. In the event we find that a commercially viable mineral deposit on any of our mineral claims, we will form a wholly owned subsidiary company in British Columbia, and our past president will transfer registered title to such wholly owned subsidiary company.

All of the mineral claims currently comprising the Ruth Lake Property are unencumbered. There are no native land claims that affect title to our various interests in mineral claims. There is no insurance covering any of our properties and we believe that no insurance is necessary since the mining properties are unimproved and contain no buildings or plant and equipment

History of Exploration

The Ruth Lake Property has not received much exploration as some of the surrounding properties, such as GWR Resources Inc.'s "Lac La Hache Property", located approximately 10 km northwest of the Ruth Lake 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. However, the exploration work carried out by Kranti Resources, Inc. on a small portion of the Ruth Lake Property under its option agreement with Beeston, which consisted mainly of a grid system of soil sampling, did not reveal any significant results.

Following the release of an airborne radiometric and magnetic geophysical survey of the Ruth Lake Property, Mr. Rob Shives, formerly of Geological Survey of Canada, carried out a geophysical analysis of the property, utilizing the data obtained from the airborne survey. As a result, he was able to identify numerous targets on a number of the mining claims comprising the Ruth Lake Property properties for the Company on which it focused its initial exploration work. Each target area was explored by geochemical soil sampling and prospecting under the supervision of Mr. Gruenwald, P. Eng. Anomalous cooper-in-soil was detected near the edge of one target area and cooper 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.

Plan of Operation

Due to the on-going costs of maintaining the large number of mining claims that comprise the Ruth Lake Property, we have reduced our holdings of mining claims in this area. Based on the results of our initial exploration program and the historic data on the property, further exploration is warranted for those mining claims we have retained. Accordingly, subject to our raising the required funds in the amount of $30,000, we have an exploration work program planned for these properties in early summer this year.

Geology

The property is situated within the Quesnel Trough, a renowned 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).

Chucker Property

On August 26, 2011, we entered into an agreement with MSM Resource, L.L.C. ("MSM"), a Nevada limited liability company, pursuant to which we could acquire an option to purchase a 100% interest in eighteen mineral claims located in the Silver Star Mining District, Mineral County, Nevada (the "Chucker Property"). 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.

ITEM 3. LEGAL PROCEEDINGS

The Company is not involved in any legal proceedings

ITEM 4. MINE SAFETY DISCLOSURES

Section 1503 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") requires domestic mine operators to disclose violations and orders issued under the Federal Mine Safety and Health Act of 1977 (the "Mine Act") by the federal Mine Safety and Health Administration. We do not act as the owner or operator of any mining facilities and are not, therefore, required to report under this Item as of the date of this Annual Report.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

The Company's common stock trades on the OTC Bulletin Board under the symbol BESE. The following table shows the high and low market prices for each quarter for the periods indicated.

Quarter Ending	High	Low
12/31/2013	$0.0032	$0.001
09/30/2013	$0.038	$0.0025
06/30/2013	$0.0057	$0.0015
03/31/2013	$0.005	$0.0018
12/31/2012	$0.011	$0.0041
09/30/2012	$0.02	$0.0024
06/30/2012	$0.0065	$0.003
03/31/2012	$0.01	$0.003

As of March 31, 2014, we had 266,093,479 shares of common stock outstanding and the last trade price of our stock was $0.0019.

ClearTrust, LLC, 16540 Pointe Village Dr., Suite 206, Lutz, Florida (Telephone: 813-235-4490; Facsimile: 813-388-4549) is the registrar and transfer agent for our common shares.

Dividends

We have not declared any dividends on our common stock since the inception of our company on July 12, 1999. There is no restriction in our Articles of Incorporation and Bylaws that will limit our ability to pay dividends on our common stock. However, we do not anticipate declaring and paying dividends to our shareholders in the near future.

Equity Compensation Plan Information

As of December 31, 2013, we have not adopted an equity compensation plan under which our common stock is authorized for issuance.

Purchase of Equity Securities by the Issuer and Affiliated Purchasers

We did not purchase any of our shares of common stock or other securities during the year ended December 31, 2013.

Recent Sales of Unregistered Securities

Exercise of Warrants

As of December 31, 2013, there were 25,693,860 share purchase warrants, each having a share purchase price of $0.003 USD, and 55,143,420 share purchase warrants, each having a share purchase price of $0.003 CAD, outstanding. All of the outstanding share purchase warrants expire on December 31, 2014. No share purchase warrants were exercised during the twelve month period ended December 31, 2013.

Private Placement Offerings

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. This private placement offering originally had a termination date of September 30, 2013, which termination date was extended to November 30, 2013, by the Board of Directors, prior to being cancelled on November 15, 2013. The Company issued a total of 48,460,000 common shares under this private placement offering prior to its termination, partly for cash in the amount of $83,176 and partly in set off of debt of $37,973, for total proceeds of $121,149. On November 15, 2013, our Board of Directors 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. This latter private placement was subsequently cancelled by our Board of Directors on January 8, 2014. No shares were issued under this cancelled private placement offering. On January 8, 2014 our Board of Directors approved a private placement offering of 125,000,000 common shares of the Company at a price $0.0012 per share, for total proceeds of $150,000. 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. This private placement offering has a termination date of June 30, 2014, unless extended by the Board of Directors. As of the date of this report the Company has received no subscriptions for shares under this current private placement offering.

Dividends.

The Company does not currently intend to pay cash dividends. The Company's proposed dividend policy is to make distributions of its revenues to its stockholders when the Company's Board of Directors deems such distributions appropriate. Because the Company does not intend to make cash distributions, potential shareholders would need to sell their shares to realize a return on their investment. There can be no assurances of the projected values of the shares; neither can there be any guarantees of the success of the Company. A distribution of revenues will be made only when, in the judgment of the Company's Board of Directors, it is in the best interest of the Company's stockholders to do so. The Board of Directors will review, among other things, the investment quality and marketability of the securities considered for distribution; the impact of a distribution of securities on its customers, joint venture associates, management contracts, other investors, financial institutions, and the company's internal management, plus the tax consequences and the market effects of an initial or broader distribution of such securities.

ITEM 6. SELECTED FINANCIAL DATA

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

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion should be read in conjunction with our audited financial statements and the related notes for the years ended December 31, 2013 and December 31, 2012, that appear elsewhere in this annual report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. See "Forward-Looking Statements" following the Table of Contents of this annual report. 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 registration statement, particularly in "Item 1A.Risk Factors" at the beginning of this annual report.

Our audited financial statements are stated in United States Dollars and are prepared in accordance with United States Generally Accepted Accounting Principles.

Plan of Operation

We are an exploration stage company with limited operations, limited revenue, limited financial backing and few assets, which consist mainly of mineral properties that for the most part have had limited exploration to date. We believed that the growing demand for the production of natural resources, particularly precious metals, presents an area of opportunity for developing companies. We continue to look to acquiring interests in additional mineral properties on which to carry out exploration for gold/silver. See ITEM 2 PROPERTIES.

Our plan of operation is to carry out exploration work on our mineral properties, either by carrying out our own exploration program or by participation in some form of joint venture or option arrangement with other entities involved in mineral exploration. All such exploration shall be for the purpose of determining whether the mining claims comprising our mineral property holdings contain any commercially viable mineral deposits of copper and/or gold and silver. Since acquiring the Ruth Lake Property, in addition to carrying our own exploration program, we have entered into a number of agreements granting options on numerous mining claims that comprise this property to various junior mining companies. The optioning of these mineral claims has not only provided funds through the receipt of cash consideration or the potential for generating funds through the sale of the common shares received as part of the consideration for the optioned mineral claims, but has also provided for the further exploration and development of these mineral claims while satisfying the maintenance requirements for the mineral claims. As of this date, we do not have any of the mineral claims that comprise the Ruth Lake Property under option to a junior mining company. Subject to raising the funds required in the amount of $30,000, we have a small exploration work program planned for the Ruth Lake Property for early this summer.

We have been able to maintain our remaining interest in the Ruth Lake Property by a combination of performing exploration work on the property 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. Over time the number of claims comprising the Ruth Lake

Property has been reduced from 19 claims to three claims. See ITEM 2 PROPERTIES. All of the mining claims currently comprising the Ruth Lake Property are in good standing.

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 need 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 and in the determination of properties to acquire.

We anticipate that we will require funding of approximately $75,000 for the next twelve month period in order to cover general operating costs, which costs entail mainly professional and consulting fees, plus our exploration work program planned for the Ruth Lake Property in early summer this year. We will also have to raise additional funds to facilitate any 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. 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. A total of 48,460,000 common shares were subscribed for under the offering prior to it termination for total proceeds of $121,149. The proceeds received by the Company under this offering have been used to satisfy existing debt as well as to cover our ongoing operating. Subsequent thereto, on November 15, 2013, our Board of Directors approved a private placement offering of 60,000,000 common shares at a price of $0.002 per share. This offering, which was to expire on April 30, 2014, was cancelled on January 8, 2014. No shares were subscribed for under this private placement offering. On January 8, 2014, our Board of Directors approved a private placement offering of 125,000,000 common shares at a price of $0.0012 per share for total proceeds of $150,000. As of the date of this report, no shares have been subscribed for under this private placement offering. This offering will expire on June 30, 2014, unless extended by our Board of Directors.

We have also borrowed funds from time to time in order to fund part of our ongoing operations. For some of our borrowing, we have had to issue convertible debentures as security. All of these debentures permitted the holders of debentures the option, during the terms of the debentures, to convert all or part of the debt represented by the debentures into common stock of the Company. The Company was also permitted the option, during the terms of the debentures, to pay any accrued interest under all of the debentures by the issue of common stock. All of the debt and the accrued interest under these debentures have since been paid by the issue of common stock as a result of the exercise of these various options.

There were also share purchase warrants attached to all of these convertible debentures. A number of these share purchase warrants are still outstanding and remain another source of funds, or alternatively, as a means to off-set the debt of the Company in the event they are exercised. No warrants were exercised during the twelve month period ended December 31, 2013. See ITEM 5 MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES- *Recent Sales of Unregistered Securities.* On March 1, 2013, our 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 expire December 31, 2014.

On occasion, we have also borrowed unsecured funds for working capital purposes from stockholders of the Company. As of December 31, 2013, there was $10,177 in loans outstanding to stockholders. These loans are evidenced by promissory notes and are payable on demand and are 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 have also received shares in the common stock of a junior mining company as part of a settlement of certain claims under an option agreement with the junior mining company. As of July 17, 2012, these shares were tradable and have since been sold into the market. The proceeds received by the Company for the sale of these shares were used to satisfy existing debt as well as cover our ongoing operating.

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

Capital Expenditures

We do not intend to invest in capital expenditures during the twelve-month period ending December 31, 2014.

General and Administrative Expenses

We expect to spend $45,000 during the twelve-month period ending December 31, 2014, on general and administrative expenses including consulting, legal and auditing fees, and other administrative related expenses.

Product Research and Development

We do not anticipate expending any funds on research and development, manufacturing and engineering over the twelve months ending December 31, 2014.

Purchase of Significant Equipment

We do not intend to purchase any significant equipment over the twelve months ending December 31, 2014.

Results of Operations for the Years Ended December 31, 2013 and 2012

The following summary of our results of operations should be read in conjunction with our audited financial statements for the years ended December 31, 2013 and 2012.

Our operating results for the years ended December 31, 2013 and 2012, are summarized as follows:

	Year Ended December 31			
	2013		2012	
Revenue	$	Nil	$	Nil
Operating Expenses	$	(111,149)	$	(356,272)
Other Income (Expenses)	$	(922)	$	(67,450)
Net Loss	$	(112,071)	$	(423,722)

Revenues

We have earned a total of $131,889 in revenues from the sale of mining claims since our inception.

Operating Expenses

Our operating expenses for the year ended December 31, 2013 and December 31, 2012, are outlined in the table below:

	Year Ended December 31			
	2013		2012	
Speculative mining expenses	$	2,527	$	3,439
Consulting	$	6,500	$	45,150
Professional fees	$	28,469	$	40,135
Promotional expenses	$	13,950	$	73,661
Administrative expenses	$	59,703	$	193,887

The decrease in operating expenses for the year ended December 31, 2013, compared to the same period in fiscal 2012, was due in part to a reduction in spending by the Company related to its on-going investigation of additional projects for acquisition. However, the greatest decrease in operating expense was in administrative expenses which comprised the costs associated with our related financing activities for various private placement offerings that were undertaken during the previous year involving the accounting for discounts on the sale of stock for cash and for discounts on the sale of stock for debt. In addition, the accounting for the loss resulting from the sale of marketable securities by the Company was a significant part of administrative expenses in 2012. We did not undertake any mining operations during the year ended December 31, 2013.

Interest expense, net

Net interest expense for the years ended December 31, 2013 and 2012, was approximately $1,079 and $1,976, respectively. Interest income consists of interest earned on bank deposits. The decrease in interest expense is due to the payment of the interest bearing debt.

The Company has also borrowed funds from stockholders in the form of various non-interest demand loans. However, interest on these loans has been imputed at the rate of 6% per annum and is reported in our financial statements as additions to interest expense and contributed capital.

Settlement of Claim

The Company settled a claim against Lithium Exploration Group, Inc on May 3, 2011 and received 200,000 common shares of Lithium Exploration Group, Inc ("Lithium") as part of the settlement. 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. The Lithium shares were valued at $5.07 on the date of acquisition May 3, 2011. The Lithium shares became tradable on July 17, 2012 and were subsequently sold into the market. On December 31, 2012, all of the Lithium shares had been sold for net proceeds of $42,701, resulting in a loss on sale of marketable securities of an additional $65,299, bringing the total loss to $971,299.

Liquidity and Financial Condition

As of December 31, 2013, our total assets were $70 and our total current liabilities were $26,765 and we had a working capital deficit of $26,695. Our financial statements report a net loss of $112,071 for the year ended December 31, 2013, and a net loss of $2,297,027 for the period from July 12, 1999 (date of inception) to December 31, 2013.

We have suffered recurring losses from operations. The continuation of our company is dependent on raising additional capital as needed for continuing exploration and development until such time as we are able to achieve a viable mining operation. In this regard we have raised additional capital through equity offerings and loan transactions.

Cash Flows

	At December 31, 2013		**At December 31, 2012**
Net Cash (Used in) Operating Activities	(107,922)	$	(210,492)
Net Cash Provided by (Used In) Investing Activities	Nil	$	Nil
Net Cash Provided by Financing Activities	104,732	$	213,441
Cash (decrease) increase during the year	(3,190)	**$**	2,949

We had no cash on hand as of December 31, 2013, as compared to $3,190 as of December 31, 2012. We had a working capital deficit of $26,695 as of December 31, 2013 compared to a working capital deficit of $43,887 as of December 31, 2012.

Our principal sources of funds have been from sales of our common stock. SeeITEM 5 MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDERS MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES - *Recent Sales of Unregistered Securities.*

Shareholders have also provided funding to Beeston in the form of various non-interest demand loans in the amounts of $7,325(U.S.) and $3,050(CAD).

Anticipated Cash Requirements

We estimate that our expenses over the next 12 months will be approximately $75,000 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.

Description	Operating Period	Estimated Expenses ($)
Administrative	12 months	25,000
Professional fees	12 months	20,000
Mining expenses	12 months	30,000
Total		**$75,000**

We hope to meet our cash requirements for the next 12 months through equity financing by way of a private placement 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

The audited financial statements included with this annual report have been prepared on the going concern basis which assumes that adequate sources of financing will be obtained as required and that our assets will be realized and liabilities settled in the ordinary course of business. Accordingly, the audited financial statements do not include any adjustments related to the recoverability of assets and classification of assets and liabilities that might be necessary should we be unable to continue as a going concern.

Due to our limited amount of additional committed capital, recurring losses, negative cash flows from operations and our ability to pay outstanding liabilities, in their report for the fiscal year ended December 31, 2013 our independent auditors stated that there is substantial doubt about our ability to continue as a going concern. These audited financial statements have been prepared in accordance with U.S. generally accepted accounting principles, assuming that we will continue as a going concern.

Since inception, we have incurred operating losses and negative cash flows from operations. We had an accumulated deficit of $2,297,027 as of December 31, 2013, with a total stockholders’ equity of $70.

We continue to have discussions with existing and potential new investors regarding an investment in us. Although we do not have any firm commitments, we intend to continue these discussions. However, there can be no assurances that we can attract new investment. Failure to obtain sufficient equity financing would have substantial negative ramifications to us.

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.

APPLICATION OF CRITICAL ACCOUNTING POLICIES

Our audited financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles used in the United States. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects of our financial statements is critical to an understanding of our financial statements.

Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Our periodic filings with the Securities and Exchange Commission include, where applicable, disclosures of estimates, assumptions, uncertainties and markets that could affect the financial statements and future operations of our company.

Net Income or (Loss) per Share of Common Stock

Our company has adopted FASC Topic No. 260, "*Earnings Per Share*," ("EPS") which requires presentation of basic and diluted EPS on the face of the income statement for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. In the accompanying financial statements, basic earnings (loss) per share is computed by dividing net income/loss by the weighted average number of shares of common stock outstanding during the period.

Our company has potentially dilutive securities, such as warrants, currently issued and outstanding.

NEW ACCOUNTING PRONOUNCEMENTS

Recent accounting pronouncements did not, and are not currently expected to, have a material effect on our financial statements, but will be implemented in our future financial reporting when applicable.

With the exception of the pronouncements noted above, no other accounting standards or interpretations issued or recently adopted are expected to have a material impact on our company's financial position, operations or cash flows.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

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

ITEM 8. FINANCIAL STATEMENTS

Included herewith are the following financial statements:

BEESTON ENTERPRISES LTD.
(AN EXPLORATION STAGE COMPANY)
FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

BEESTON ENTERPRISES LTD.
(AN EXPLORATION STAGE COMPANY)
INDEX TO FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of
Beeston Enterprises Ltd
(An Exploration Stage Company)

We have audited the accompanying balance sheet of Beeston Enterprises Ltd (the "Company") as of December 31, 2013 and the related statements of operations, stockholders' equity (deficit), and cash flows for the year then ended and for the period from July 12, 1999 (inception) through December 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. We did not audit the cumulative totals of the Company for the period from July 12, 1999 (inception) to December 31, 2012, which totals reflect a deficit of $2,184,956 accumulated during the exploration stage. Those cumulative totals were audited by other independent auditors, whose report, dated June 17, 2013, expressed an unqualified opinion on the cumulative amounts but included an emphasis of a matter. Our opinion, insofar as it relates to amounts included for that period is based on the report of the other independent auditors.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Beeston Enterprises Ltd as of December 31, 2013 and the results of its operations and its cash flows for the year then ended and the period from
July 12, 1999 (inception) through December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered net losses and has a working capital deficiency. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ MaloneBailey, LLP
www.malonebailey.com
Houston, Texas

April 14, 2014

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Beeston Enterprises Ltd.

We have audited the accompanying balance sheet of Beeston Enterprises Ltd. (the "Company") as of December 31, 2012, and the related statements of operations, stockholders' equity (deficit), and cash flows for the year then ended December 31, 2012. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with standards established by the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2012, and the results of its operations and its cash flows for the year ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has incurred substantial accumulated deficits and operating losses. These issues lead to substantial doubt about the Company's ability to continue as a going concern. Management's plans in regards to these matters are also discussed in Note 1. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

/s/ Friedman LLP

East Hanover, New Jersey
June 17, 2013

BEESTON ENTERPRISES LTD.
(AN EXPLORATION STAGE COMPANY)
BALANCE SHEETS
DECEMBER 31, 2013 AND 2012

ASSETS

-

	2013	2012
Current Assets		
Cash and cash equivalents	$ -	$ 3,190
Prepaid expenses and deposits	70	120
Total Current Assets	70	3,310
TOTAL ASSETS	$ 70	$ 3,310

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

	2013	2012
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities	$ 16,588	$ 20,603
Notes payable to stockholders	10,177	26,594
Total Current Liabilities	26,765	47,197
Total Liabilities	26,765	47,197
STOCKHOLDERS' EQUITY (DEFICIT)		
Common stock, par value $0.001, 500,000,000 shares authorized and 266,093,479 and 217,633,479 shares, respectively, issued and outstanding	266,093	217,633
Additional paid-in capital	2,004,239	1,923,436
Deficit accumulated during the development and exploration stages	(2,297,027)	(2,184,956)
Total Stockholders' Equity (Deficit)	(26,695)	(43,887)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 70	$ 3,310

The accompanying notes are an integral part of these financial statements

BEESTON ENTERPRISES LTD.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012
(WITH CUMULATIVE TOTALS SINCE INCEPTION)

	2013	2012	Cumulative Totals July 12, 1999 to December 31, 2013
REVENUE			
Sale of mining claims	$ -	$ -	$ 131,889
OPERATING EXPENSES			
Speculative mining expenses	2,527	3,439	393,323
Consulting	6,500	45,150	184,532
Promotional expenses	13,950	73,661	87,611
Professional fees	28,469	40,135	342,066
Administrative expenses	59,703	193,887	399,861
Depreciation	-	-	3,806
Total Operating Expenses	111,149	356,272	1,411,199
LOSS FROM OPERATIONS	(111,149)	(356,272)	(1,279,310)
OTHER INCOME (EXPENSE)			
Interest expense	(1,079)	(1,976)	(63,737)
Foreign currency transaction loss	157	(175)	(16,646)
Claim settlement gain	-	-	1,048,297
Loss from debt extinguishment	-	-	(839,326)
Loss on modification of warrants	-	-	(207,651)
Loss on marketable securities	-	(65,299)	(1,074,899)
Release of exploration cost liability	-	-	136,245
Total Other Income (Expense)	(922)	(67,450)	(1,017,717)
NET LOSS APPLICABLE TO COMMON SHARES	$ (112,071)	$ (423,722)	$ (2,297,027)
NET LOSS PER BASIC AND DILUTED SHARES	$ (0.00)	$ (0.00)	
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING (BASIC AND DILUTED)	246,526,674	182,401,415	

The accompanying notes are an integral part of these financial statements

BEESTON ENTERPRISES LTD.
(AN EXPLORATION STAGE COMPANY)
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FROM JULY 12, 1999 (INCEPTION) TO DECEMBER 31, 2013

	Common Stock		Additional	Accumulated	Deficit accumul-	Stockholders'
	Shares	Amount	Paid-in Capital	Other Compre-hensive Income (Loss)	ated during the ex-ploration stages	Equity (Deficit)
July 12, 1999 (Inception)	-	-	-		-	-
Issuance of common stock for cash, September 9, 1999	1,700,000	$ 1,700	$ -	$ -	$ -	$ 1,700
Net loss	-	-	-		(1,700)	(1,700)
Balance, December 31, 1999	1,700,000	1,700	-		(1,700)	-
Net loss	-	-	-		-	-
Balance, December 31, 2000	1,700,000	1,700	-		(1,700)	-
Net loss	-	-	-		-	-
Balance, December 31, 2001	1,700,000	1,700	-		(1,700)	-
Issuance of common stock for cash, December 30, 2002	3,375,000	3,375	30,375		-	33,750
Net loss	-	-	-		(9,242)	(9,242)
Balance, December 31, 2002	5,075,000	5,075	30,375		(10,942)	24,508
Net loss	-	-	-		(29,673)	(29,673)
Balance, December 31, 2003	5,075,000	5,075	30,375		(40,615)	(5,165)
Issuance of common stock for cash, December 20, 2004	750,000	750	74,250		-	75,000
Net loss	-	-	-		(30,738)	(30,738)
Balance, December 31, 2004	5,825,000	5,825	104,625		(71,353)	39,097
Net loss	-	-	-		(25,912)	(25,912)
Balance, December 31, 2005	5,825,000	5,825	104,625	-	(97,265)	13,185
10 for 1 forward split, July 17, 2006	52,425,000	52,425	(52,425)		-	-
Net loss	-	-	-		(92,174)	(92,174)
Forgiveness of interest on notes payable	-	-	2,299	-	-	2,299
Other accumulated comprehensive loss				2,072		2,072
Balance, December 31, 2006	58,250,000	58,250	54,499	2,072	(189,439)	(74,618)

The accompanying notes are an integral part of these financial statements

Net loss	-	-	-	-	(157,810)	(157,810)
Forgiveness of interest on notes payable	-	-	7,124	-	-	7,124
Other accumulated comprehensive loss	-	-	-	(10,223)	-	(10,223)
Balance, December 31, 2007	58,250,000	58,250	61,623	(8,151)	(347,249)	(235,527)
Issuance of common stock for cash, July 9, 2008	92,000	92	62,468	-	-	62,560
Net loss	-	-	-	-	(69,375)	(69,374)
Forgiveness of interest on notes payable	-	-	11,188	-	-	11,188
Other accumulated comprehensive loss	-	-	-	20,690	-	20,689
Balance, December 31, 2008	58,342,000	58,342	135,279	12,539	(416,624)	(210,464)
Net loss	-	-	-	-	(380,677)	(380,677)
Forgiveness of interest on notes payable	-	-	4,434	-	-	4,434
Amortization of consulting options	-	-	24,720	-	-	24,720
Fair value of warrants issued	-	-	383,828	-	-	383,828
Other accumulated comprehensive income (loss)	-	-	-	189,803	-	189,803
Balance, December 31, 2009	58,342,000	58,342	548,261	202,342	(797,301)	11,644
Net loss	-	-	-	-	(953,274)	(953,274)
Forgiveness of interest on notes payable	-	-	1,659	-	-	1,659
Amortization of consulting options	-	-	37,207	-	-	37,207
Conversion of notes and interest liability	36,431,093	36,431	204,758	-	-	241,189
Exchange of debt for notes and warrants	-	-	495,300	-	-	495,300
Modification of warrant terms	-	-	207,651	-	-	207,651
Exchange of non-trading shares for debt	-	-	23,623	-	-	23,623
Other accumulated comprehensive income (loss)	-	-	-	(202,342)	-	(202,342)
Balance, December 31, 2010	94,773,093	94,773	1,518,459	-	(1,750,575)	(137,343)
Net loss	-	-	-	-	(10,659)	(10,659)
Forgiveness of interest on notes payable	-	-	365	-	-	365
Exercise of warrants - proceeds used to repay debt	4,657,243	4,657	9,360	-	-	14,017
Exercise of warrants - proceeds used to repay debt	566,667	567	1,133	-	-	1,700
Conversion of debentures and interest	42,672,000	42,672	86,581	-	-	129,253
Exercise of warrants	18,182,238	18,182	36,365	-	-	54,547
Amortization of consulting options	-	-	12,233	-	-	12,233
Balance, December 31, 2011	160,851,241	160,851	1,664,496	-	(1,761,234)	64,113

The accompanying notes are an integral part of these financial statements

BEESTON ENTERPRISES LTD.
(AN EXPLORATION STAGE COMPANY)
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FROM JULY 12, 1999 (INCEPTION) TO DECEMBER 31, 2013

Net loss	-	-	-	-	(423,722)	(423,722)
Forgiveness of interest on notes payable	-	-	1,148	-	-	1,148
Issuance of shares for cash	12,870,000	12,870	25,740	-	-	38,610
Issuance of shares in set-off of debt	27,130,000	27,130	54,260	-	-	81,390
Shares issued below market value	-	-	144,227	-	-	144,227
Exercise of warrants	16,782,238	16,782	33,565	-	-	50,347
Balance, December 31, 2012	217,633,479	217,633	1,923,436	-	(2,184,956)	(43,887)
Net loss	-	-	-	-	(112,071)	(112,071)
Forgiveness of interest on notes payable	-	-	518	-	-	518
Issuance of shares in set-off 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, December 31, 2013	266,093,479	$ 266,093	$ 2,004,239	$ -	$ (2,297,027)	$ (26,695)

The accompanying notes are an integral part of these financial statements

BEESTON ENTERPRISES LTD.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012
(WITH CUMULATIVE TOTALS SINCE INCEPTION)

	2013	2012	Cumulative Totals July 12, 1999 to December 31, 2013
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	$ (112,071)	$ (423,722)	$ (2,297,027)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities			
Depreciation	-	-	3,806
Amortization of prepaid consulting	-	-	74,160
Claim settlement gain	-	-	(1,014,000)
Mark to market on marketable securities	-	65,299	971,299
Gain on foreign currency translation	-	(1,097)	-
Interest forgiven by shareholder	518	1,148	28,734
Interest accrued on debentures	-	-	43,615
Share based expense	-	144,228	144,228
Issuance of shares below market price	7,596		7,596
Other	-	8	1,048,051
Changes in assets and liabilities			
Prepaid expenses and deposits	50	5	(70)
Other receivable	-	1,089	-
Accounts payable	(4,015)	2,550	16,588
Net cash used in operating activities	(107,922)	(210,492)	(973,020)
CASH FLOWS FROM INVESTING ACTIVITES			
Acquisition of equipment	-	-	(3,806)
Net cash used in investing activities	-	-	(3,806)
CASH FLOWS FROM FINANCING ACTIVITES			
Proceeds from sale of common stock	83,176	38,610	294,796
Proceeds from exercise of warrants	-	50,347	120,611
Sale of marketable securities	-	42,701	42,701
Principal payments on promissory notes	-	-	389,178
Note repayments	-	(812)	(812)
Proceeds from issuance of promissory notes - related party	21,556	82,595	130,352
Net cash provided by financing activities	104,732	213,441	976,826
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(3,190)	2,949	-
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	3,190	241	-
CASH AND CASH EQUIVALENTS - END OF PERIOD	$ -	$ 3,190	$ -
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			
Cash paid for income taxes	$ -	$ -	$ -
Cash paid for interest	$ -	$ -	$ -
NON-CASH FINANCING ACTIVITIES			
Forgiveness of interest on stockholder notes payable to additional paid-in capital	$ -	$ 1,148	
Issuance of shares in set-off of debt	$ 37,973	$ 81,390	
Issuance of shares in conversion of debt	$ -	$ -	

The accompanying notes are an integral part of these financial statements

NOTE 1- ORGANIZATION AND BASIS OF PRESENTATION

Organization and Business

Beeston Enterprises Ltd. ("the Company") was incorporated on July 12, 1999 under the laws of the State of Nevada. At present, the Company is an exploration stage company engaged in the search of mineral deposits that can be developed to a state of a commercially viable producing mine.

Ruth Lake Property

The Company originally acquired a 100% interest in nineteen mineral claims comprising over 9,200 hectares, known as the "Ruth Lake Property," located approximately 25 kilometers from Lac La Hache, British Columbia, Canada. Through sales and avoidance of maintenance payments the property owned by the Company as of December 31, 2013, has been reduced to three claims totaling 1,475.52 hectares. Two of the claims are in good standing until November 14, 2014, and one claim is in good standing until September 6, 2015.

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.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents consists principally of currency on hand, demand deposits at commercial banks, and liquid investment funds having a maturity of three months or less at the time of purchase.

Mineral Acquisition and Exploration Costs

Since the middle of 2006 the Company has been in the exploration stage, primarily engaged in the acquisition, exploration, and development of mining properties. Mineral property acquisition and exploration costs are expensed as incurred. When it has been determined that a mineral property can be economically developed as a result of establishing proven and reliable reserves, the costs incurred to develop such property are capitalized. Such costs will be amortized using the units-of-production method over the estimated life of the probable reserves.

Income Taxes

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

Because of the current uncertainty of realizing the benefit of the tax carry-forward a valuation allowance has been established. The full realization of the tax benefit associated with the carry-forward depends predominantly upon the Company's ability to generate taxable income during the carry-forward period.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Net Loss Per Share of Common Stock

The Company follows financial accounting standards which provide for "basic" and "diluted" earnings per share. Basic earnings per share is computed by dividing income or loss available to common shareholders by the weighted average shares outstanding for the period. Diluted earnings per share reflects the potential dilution due to securities outstanding which could affect the number of shares upon exercise. The only potentially dilutive security outstanding at December 31, 2013 and 2012 were warrants totaling 81,837,280.

The effect of warrants was not included in the reported earnings per share because the Company experienced a loss each year. The inclusion of the warrants would be anti-dilutive.

Fair Value Measurements

The Company has adopted ASC Topic 820, *'Fair Value Measurements."* ASC 820's valuation techniques are based on observable and unobservable inputs. Observable inputs reflect readily obtainable from independent sources while unobservable inputs reflect market assumptions.

ASC 820 classifies these inputs into the following hierarchy:
Level 1 Inputs: Quoted prices for identical inputs in active markets;
Level 2 Inputs: Quoted prices for similar instruments in active market,
quoted prices for identical or similar instruments in markets that are not active, and model-driven valuations
whose inputs are observable or whose significant value
drivers are observable;
Level 3 Inputs: Inputs with primarily unobservable value drivers.

The carrying amount reported in the balance sheet for cash, accounts payable and accrued liabilities, and promissory notes-related party approximates fair value because of the immediate or short-term maturity of these financial instruments.

NOTE 3 - MARKETABLE SECURITIES

The Company acquired 200,000 shares of Lithium Exploration Group (LEXG) during settlement of a claim against Lithium. The share became free trading on July 17, 2012. During November, 2012, all 200,000 shares were sold for $42,701 cash.

NOTE 4 - PROMISSORY NOTES, RELATED PARTY

The Company has borrowed funds for working capital purposes from stockholders of the Company by issuing promissory notes and unsecured loans. The promissory notes are non-interest-bearing and payable on demand. They are classified as current liabilities. Simple interest on the notes is imputed currently at the rate of 6% per annum as additions to interest expense and contributed capital.

During 2012 the Company issued approximately $83,000 to related parties in the form of Promissory Notes. Notes totaling $26,594 were held by one shareholder and one former shareholder at December 31, 2012.

In addition, during 2012 the Company settled obligations of $81,000 to their promissory note holders by offsetting amounts owed to the Company from private investors from the sale of common stock with the afore-mentioned amounts due to promissory note holders. Settlement between the parties occurred outside of the Company.

As of December 31, 2013, the total notes outstanding were $10,177, a decrease of $16,417 since December 31, 2012. During the year ended December 31, 2013, $21,556 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 year ended December 31, 2013.

NOTE 5 - OFFICE SERVICES, RELATED PARTY

A related party was paid, for office and secretarial services, $46,400 and $43,823 during 2013 and 2012, respectively.

NOTE 6 - STOCKHOLDERS' EQUITY (DEFICIT)

As of December 31, 2012, the Company had 500,000,000 shares of common stock authorized with a par value of $0.001 per share. Shares outstanding at December 31, 2012and 2011 were 217,633,479 and 160,851,241, respectively. Increases in shares outstanding during the year of 2012 were due to sales from the following sources:

Private placement offering: 40,000,000 shares at $0.003 = $120,000
Warrants exercise: 16,782,238 shares at $0.003 = $ 50,347

As of December 31, 2013, the Company had 500,000,000 shares of common stock authorized with a par value of $0.001 per share. Shares outstanding at December 31, 2013 and 2012 were 266,093,479 and 217,633,479, respectively.

NOTE 6 - STOCKHOLDERS' EQUITY (DEFICIT) (CONTINUED)

The increase of 48,460,000 shares was comprised of 33,270,300 shares sold for cash for $83,176 and 15,189,700 shares issued in set-off of debt (see note 4).

The deficit of $2,297,027 as of December 31, 2013 less total proceeds from stock transactions of $2,270,332 yields a stockholders' deficit of $26,695.

NOTE 7 - INCOME TAXES

The Company reported no tax benefit for the years ending 2013 and 2012 due to its valuation allowance. Using an estimated tax rate of 34%, 2013 and 2012 cumulative net operating losses of $2,289,431 and $2,184,956, respectively, resulted in full valuation allowances of $778,407 and $742,885, respectively. The net operating losses expire approximately 20 years from when incurred.

NOTE 8 - COMMON STOCK OFFERINGS AND ATTACHED WARRANTS

On March 31, 2012, the Company's directors authorized a Private Placement Memorandum offering a maximum of 40,000,000 shares of its common stock at a price of $0.003 per share to raise a maximum of $120,000. The offering was terminated on September 30, 2012. The offering was fully subscribed and cash received. The proceeds were used for repayment of promissory notes and for working capital purposes.

On October 1, 2012, the Company's directors authorized a private placement units offering of a maximum of 50,000,000 units at a price of $0.006 per unit for total proceeds of $300,000. Each unit was comprised of one share of the Company's common stock and one warrant, with the warrant being exercisable into one share of the Company's common stock for a period of one year from the closing date of the private placement or December 31, 2012, whichever date is the latest, at a price of $0.01. No shares were subscribed under the offering.

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 December 31, 2013, there were 81,837,280 warrants outstanding and no warrants were issued or exercised during the year ended December 31, 2013.

	Number Outstanding	Weighted Average Exercise Price	Contractual Life in Years	Intrinsic Value
Warrants outstanding as of December 31, 2012	81,837,280	$0.003	2.0	$ 90,021
Warrants granted	-			
Warrants Forfeited	-			
Warrants outstanding as of December 31, 2013	81,837,280	$0.003	1.0	$ -

NOTE 8 - <u>COMMON STOCK OFFERINGS AND ATTACHED WARRANTS</u> (CONTINUED)

On March 4, 2013 the Company's Board of Directors authorized and approved 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. This offering, having an initial expiry date of September 30, 2013, was extended to November 30, 2013, prior to being canceled on November 15, 2013. Sales under the offering totaled 48,460,000 shares for proceeds of $83,176 cash and $37,973 retirement of debt.

On November 15, 2013, the Board of Directors approved a private placement offering expiring April 30, 2014. No shares have been subscribed for under this offering as of December 31, 2013.

NOTE 9 - <u>MINING CLAIMS</u>

On November 4, 2012, the Company allowed nine of the mineral claims that make up the Ruth Lake Property to lapse due to the high associated maintenance costs. The Company then reclaimed four of the nine claims comprising 1,973.29 hectares, which four mineral claims were in good standing until November 5, 2013.

On November 5, 2013, the Company allowed four of the remaining mineral claims from the Ruth Lake Property to lapse due to the high associated maintenance costs. The Company then reclaimed two of the four claims comprising 997.02 hectares which are in good standing until November 14, 2014.

With one additional claim previously owned by the Company and in good standing until September 6, 2015, the three claims owned by the Company as of December 31, 2013, comprise 1,475.52 hectares of the original Ruth Lake property.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

As previously reported on our Current Report on Form 8-K filed with the SEC on July 11, 2013, with the approval of the Board of Directors, the Company dismissed Friedman LLP, its prior independent registered public accounting firm, effective July 8, 2013. During the two most recent fiscal years and through July 9, 2013, (i) there were no disagreements between the Company and Friedman on any matter of accounting principles or practices, financial statement disclosure or auditing scope of procedure which, if not resolved to the satisfaction of Friedman, would have caused Friedman to make reference to the subject matter of the disagreement in connection with its reports on the Company's financial statements; and (ii) there were no "reportable events" as described in paragraph (a)(1)(v) of Item 304 of Regulation S-K.

On July 19, 2013, the Company engaged MaloneBailey, LLP of Houston, Texas ("MaloneBailey") as its independent registered public accounting firm for the Company's year ended December 31, 2013.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation under the supervision and with the participation of our management, including our President (our chief executive officer and our chief financial officer), of effectiveness of the design and operation of our disclosure controls and procedures, as defined in Exchange Act Rule 13a-15(e), as of the end of the period covered by this Annual Report. Based on this evaluation, our President (our chief executive officer and our chief financial officer) have concluded that our disclosure controls and procedures were effective as of December 31, 2013, to ensure that all material information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to them as appropriate, to allow timely decisions regarding required disclosure and that all such information is recorded, processed, summarized and reported as specified in the SEC rules and forms. It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and can therefore only provide reasonable, not absolute, assurance that the design will succeed in achieving its stated goals.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Internal control over financial reporting is a process designed 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. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements.

Also, projection of any evaluation of effectiveness to future periods is subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has conducted, with the participation of our president (our chief executive officer and chief financial officer), an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2013 in accordance with the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control — Integrated Framework. Based on this assessment, management concluded that as of December 31, 2013, our Company's internal control over financial reporting 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.

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

Change in Internal Control Over Financial Reporting

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

Limitation of the Effectiveness of Internal Control

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the internal control system are met. Because of the inherent limitations of any internal control system, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

ITEM 9B. OTHER INFORMATION

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

As at December 31, 2013, our directors and executive officer, their ages, positions held, and duration of such, are as follows:

Name	Age	Position	Date of Election or Appointment
Michael Upham	59	Director, President, Secretary, Treasurer, CEO, CFO	June/July,2009

Business Experience

The following is a brief account of the education and business experience during at least the past five years of each director, executive officer and key employee, indicating the principal occupation during that period, and the name and principal business of the organization in which such occupation and employment were carried out.

Michael Upham – President, Chief Executive Officer, Chief Financial Officer and Director

Michael Upham was appointed a member of the Board of Director on June 10, 2009 and the president, secretary, treasurer, chief executive officer and chief financial officer of the Company on July 1, 2009. Mr. Upham was a past director of Beeston Enterprises Ltd., a position he held from September 1999 to May 2005, when he resigned to become an officer and director of Okana Ventures, Inc., a development stage company, which positions he held until March 30, 2011. Mr. Upham has been in the retail sales and marketing sector for over 35 years. He was manager of Jack Fraser's, a Canadian men's clothing chain, having worked his way up to a management level during his term with the company from 1971 to 1977. In 1978, Mr. Upham joined the sales staff at Finns Clothiers, where he worked as senior sales representative until 1985. In 1986, he became district sales manager for Playtex Canada Ltd. Mr. Upham left Playtex Canada Ltd. in 1996 to become district sales manager for Imperial Tobacco Company Limited, a position he held until his retirement in 2009. Mr. Upham is prepared to devote 20% of his time, or approximately eight hours per week, to our operations.

Family Relationships

There are no family relationships among our directors or officers.

Involvement in Certain Legal Proceedings

None of our directors, executive officers, promoters or control persons has been involved in any of the following events during the past ten years:

1. A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

2. Such person was convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. Such person was the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:

   i. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

   ii. Engaging in any type of business practice; or

   iii. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

4. Such person was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (f)(3)(i) of this section, or to be associated with persons engaged in any such activity;

5. Such person was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

6. Such person was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the

judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

7. Such person was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

i. Any Federal or State securities or commodities law or regulation; or

ii. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

iii. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. Such person was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Section 16(a) Beneficial Ownership Compliance

The Company is not aware of a director or officer who is delinquent in their reporting under Section 16(a) of the Exchange Act.

Nomination Process

There have been no changes in the procedures by which security holders may recommend nominees to the Company’s Board of Directors.

Audit Committee and Audit Committee Financial Expert

Our board of directors has determined that it does not have a member of its audit committee that qualifies as an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K, and is "independent" as the term is used in Item 7(d)(3)(iv) of Schedule 14A under the Securities Exchange Act of 1934, as amended.

We believe that the members of our board of directors are collectively capable of analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting. We believe that retaining an independent director who would qualify as an "audit committee financial expert" would be overly costly and burdensome and is not warranted in our circumstances given the early stages of our development and the fact that we have not generated any material revenues to date. In addition, we currently do not have nominating, compensation or audit committees or committees performing similar functions nor do we have a written nominating, compensation or audit committee charter. Our board of directors does not believe that it is necessary to have such committees because it believes the functions of such committees can be adequately performed by our board of directors.

Code of Ethics

Effective January 3, 2012, our company's board of directors adopted a Code of Business Conduct and Ethics that applies to, among other persons, our company's principal executive officers and senior financial executives, as well as persons performing similar functions. As adopted, our Code of Ethics sets forth written policies to promote:

(1) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(2) full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to, the Securities and Exchange Commission and in other public communications made by us;

(3) compliance with applicable governmental laws, rules and regulations; and

(4) accountability for adherence to the Code of Business Conduct and Ethics

Our Code of Business Conduct and Ethics is filed herewith with the Securities and Exchange Commission as Exhibit 14.1 to this annual report. We will provide a copy of the Code of Business Conduct and Ethics to any person without charge, upon request. Requests can be sent to: Beeston Enterprises Ltd., 1685 H Street, #219, Blaine, WA 98230-5110

ITEM 11. EXECUTIVE COMPENSATION.

The particulars of the compensation paid to the following persons:

(a) our principal executive officer;

(b) each of our two most highly compensated executive officers who were serving as executive officers at the end of the years ended December 31, 2013 and 2012; and

(c) up to two additional individuals for whom disclosure would have been provided under (b) but for the fact that the individual was not serving as our executive officer at the end of the years ended December 31, 2013 and 2012;

who we will collectively refer to as the named executive officers of our company, are set out in the following summary compensation table, except that no disclosure is provided for any named executive officer, other than our principal executive officers, whose total compensation did not exceed $100,000 for the respective fiscal year:

SUMMARY COMPENSATION TABLE									
Name and Principal Position	**Year**	**Salary ($)**	**Bonus ($)**	**Stock Awards ($)**	**Option Awards ($)**	**Non-Equity Incentive Plan Compensation ($)**	**Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)**	**All Other Compensation ($)**	**Total ($)**
Michael Upham[(1)] *President, Secretary, Treasurer, Chief Executive Officer, Chief Financial Officer*	2013 2012	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

(1) Michael Upham was appointed a member of the Board of Director on June 10, 2009 and the president, secretary, treasurer, chief executive officer and chief financial officer of the Company on July 1, 2009.

Other than set out previously in this filing there are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. Our directors and executive officers may receive share options at the discretion of our board of directors in the future. We do not have any material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that share options may be granted at the discretion of our board of directors.

Plan-Based Awards

We have not made any grants of plan based awards since our inception to December 31, 2013.

Stock Options and Equity Awards

We have not issued or granted any stock options or equity awards since our inception to December 31, 2013.

Compensation of Directors and Executive Officers

No executive officer or director of Beeston received any remuneration in the form of salaries and/or allowances during 2013 and 2012.

Employment Contracts and Termination of Employment and Change in Control Arrangements

We do not have any employment agreement, consulting agreement or any other agreements for compensating our directors or executive officers for their services, although such directors and/or executive officers may in the future receive stock options to purchase shares of our common stock as awarded by our board of directors.

Pension, Retirement or Similar Benefit Plans

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. We have no material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that stock options may be granted at the discretion of the board of directors.

Indebtedness of Directors, Senior Officers, Executive Officers and Other Management

None of our directors or executive officers or any associate or affiliate of our company is or has been indebted to our company by way of guarantee, support agreement, letter of credit or other similar agreement or understanding currently outstanding during 2013 and 2012.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth, as of December 31, 2013, certain information with respect to the beneficial ownership of our common shares by each shareholder known by us to be the beneficial owner of more than 5% of our common shares, as well as by each of our current directors and executive officers as a group. Each person has sole voting and investment power with respect to the shares of common stock, except as otherwise indicated. Beneficial ownership consists of a direct interest in the shares of common stock, except as otherwise indicated.

Title of Class	**Name and Address of Beneficial Owner**	**Amount and Nature of Beneficial Ownership(1)**	**Percent of Class**
Common	Michael Upham, President, Secretary, Treasurer, CEO, CFO, Director	0	0%

(1) Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding on December 31, 2013. As of December 31, 2013 there were 266,093,479 shares of our company's common stock issued and outstanding

Changes in Control

We are unaware of any contract or other arrangement the operation of which may at a subsequent date result in a change in control of our company. There are not any provisions in our Articles or Bylaws, the operation of which would delay, defer, or prevent a change in control of our company.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Except as disclosed herein, no director, executive officer, shareholder holding at least 5% of shares of our common stock, or any family member thereof, had any material interest, direct or indirect, in any transaction, or proposed transaction since the year ended December 31, 2013, in which the amount involved in the transaction exceeded or exceeds the lesser of $120,000 or one percent of the average of our total assets at the year end for the last three completed fiscal years.

Director Independence

We currently act with one director, consisting of Michael Upham. We have determined that Michael Upham is an "independent director" as defined in Rule 4200(a)(15) of the Rules of National Association of Securities Dealers.

We do not have a standing audit, compensation or nominating committee, but our entire board of directors act in such capacity. We believe that our directors are capable of analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting. Our directors do not believe that it is necessary to have an audit committee because we believe that the functions of an audit committee can be adequately performed by the board of directors. In addition, we believe that retaining additional independent directors who would qualify as an "audit committee financial expert" would be overly costly and burdensome and is not warranted in our circumstances given the early stages of our development.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The aggregate fees billed for the most recently completed fiscal year ended December 31, 2013, and for fiscal year ended December 31, 2012, for professional services rendered by the principal accountant for the audit of our annual financial statements and review of the financial statements included in our quarterly reports on Form 10-Q and services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for these fiscal periods were as follows:

	Year Ended	
	December 31, 2013	**December 31, 2012**
Audit Fees: -Friedman LLP -MaloneBailey LLP	 $4,250 $10,000	 $25,500 $Nil
Audit Related Fees	$6,000	$6,000
Tax Fees	$Nil	$Nil
All Other Fees	$Nil	$Nil
Total	$20,250	$31,500

Our board of directors pre-approves all services provided by our independent auditors. All of the above services and fees were reviewed and approved by the board of directors either before or after the respective services were rendered.

Our board of directors has considered the nature and amount of fees billed by our independent auditors and believes that the provision of services for activities unrelated to the audit is compatible with maintaining our independent auditors' independence.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Exhibit No.	Document	Location
3.1	Articles of Incorporation	Previously Filed
3.2	Amendment to Articles	Previously Filed
3.3	Bylaws	Previously Filed
14.1	Code of Ethics	Previously Filed
31	Rule 13a-14(a)/15d-14(a) Certifications	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 Section 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 Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BEESTON ENTERPRISES LTD.

Date: April 14, 2014

/s/ Michael Upham
Michael Upham,
President, CEO

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

Date: April 14, 2014

/s/ Michael Upham
Michael Upham,
President, Secretary, Treasurer, CEO, CFO, Director

Exhibit 31

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

I, Michael Upham, certify that:

1. I have reviewed this annual 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 registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which 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 of 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: April 14, 2014

/s/ Michael Upham
Michael Upham
President, Secretary, 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 Annual Report of Beeston Enterprises Ltd, a Nevada corporation (the "Company"), on Form 10-K for the year ending December 31, 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.

Date; April 14, 2014 ______________________ ***/s/ Michael Upham***

Michael Upham
President, Secretary, Treasurer, CEO, CFO