Novo Energies Corp
Form 10-K
July 14, 2011

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

FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended March 31, 2011

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ____________ to______________.

Commission file number 333-63432

NOVO ENERGIES CORPORATION
(Exact name of registrant as specified in its charter)

Florida	65-1102237
(State of Incorporation or Organization)	(IRS Employer Identification No.)

Europa Place d'Armes, 750 Cote de Place d'Armes
Suite 64, Montreal QC H2Y 2X8, Canada
(Address of principal executive offices) (Zip Code)

Registrant’s telephone number, including area code: (514) 840-3697

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Name of each exchange on which registered:
None	None

Securities registered pursuant to section 12(g) of the Act:

Common Stock, $0.00001 par value

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
¨ Yes þNo

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
¨ Yes þNo

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.
þYes ¨ 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. þ

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 þ

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: $3,039,031.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. As of July 14, 2011, common stock, $0.00001 par value: 64,245,238.

PART I

ITEM 1.BUSINESS

Background

We are a Florida corporation formed on April 8, 2001. We were organized to be a blank check company.

On May 1, 2009, the Company issued 3,000,000 shares of its common stock to Andre L'Heureux, President of the Company, in connection with his employment contract. The original contract specified that these shares vest at the rate of 83,333 per month over a three year period. On October 21, 2009, Mr. L'Heureux resigned as President and became Chief Technical Officer. On October 1, 2010, the Board modified the agreement to provide for the immediate vesting of all unearned shares. The shares were valued at $0.10 per share utilizing May 1, 2009 as the measurement date.

On May 1, 2009, the Company entered into a consulting agreement with JMR Holdings, Inc. to assist the Company in developing a business strategy, an acquisition strategy, and a sales and marketing strategy. In connection with the agreement, the Company issued 3,000,000 shares of its common stock at $0.10 per share utilizing May 1, 2009 as the measurement date which are to vest at the rate of 83,333 per month over a three year period. This agreement was amended on December 1, 2009 with immediate vesting of all issued shares.

On May 1, 2009, the Company entered into an agreement with Jeffrey Wolin to provide managerial consulting services. In connection with the agreement, the Company issued 450,000 shares which will vest at the rate of 12,500 shares per month. The shares were valued at $0.10 per share utilizing May 1, 2009 as the measurement date. On December 1, 2009, this agreement was amended to award 50,000 shares per month beginning January 1, 2010. The additional shares were valued at $0.30 per share utilizing December 1, 2009 as the measurement date. Mr. Wolin was to receive a total of 1,575,000 shares over the entire 3 year duration of the contract. On July 1, 2011, the Company terminated its relationship with Jeffrey Wolin. In settlement of the agreement, Mr. Wolin agreed to receive 375,000 shares of the Company's common stock. In total, Mr. Wolin received 825,000 shares.

On May 1, 2009, the Company entered into an agreement with William Rosenstadt and Steven Sanders, the firm's legal counsel, to assist the Company in developing business strategy, acquisition strategy, sales and marketing strategies, and other services mutually agreed to between the parties and the Company. The agreement calls for the issuance of 499,038 shares of common stock for the period May 1, 2009 to April 30, 2010. As of March 31, 2010, 450,000 shares were issued at $0.10 per share utilizing May 1, 2009 as the measurement date. On July 2, 2010, a resolution was approved by the Company to issue the balance of the shares.

On May 1, 2009, the Company entered into a three year consulting agreement with ELSO Investment Corporation to assist the Company in developing an acquisition strategy and structure outside North America and other services mutually agreed to by the Company and ELSO Investment Corporation. In connection with the agreement, the Company issued 900,000 shares of its common stock valued at $0.10 per share utilizing May 1, 2009 as the measurement date. The shares vest at the rate of 25,000 shares per month. On December 19, 2009, this agreement was amended with immediate vesting of all issued shares. The Chief Executive Officer of the company has a beneficial ownership interest in ELSO Investment Corporation. Stock based compensation in the amount of $90,000 was previously recognized. On May 1, 2010, this agreement was cancelled and all shares were returned to the Company for cancellation. Accordingly, the stock based compensation of $90,000 was reversed during the first quarter ended June 30, 2010.

On June 8, 2009, the Board of Directors approved the change of name to "Novo Energies Corporation". As described in the Company's notice to be mailed to its record holders, and as described in a current report filed with the U.S. Securities and Exchange Commission on June 26, 2009, a majority of shareholders executed a written consent in lieu of an Annual Meeting (the "Written Consent") effecting the change of the name of our business from "Atlantic Wine Agencies, Inc." to "Novo Energies Corporation" on June 8, 2009 to better reflect what we intend to be our future operations. We filed an amendment to our Articles of Incorporation on June 8, 2009 with the Florida Secretary of State to affect this name change after receiving the requisite corporate approval for the name change.

On June 23, 2009, the Board of Directors approved a 3-for-1 forward stock split. Accordingly, all share and per share amounts have been retroactively adjusted in the accompanying financial statements.

In connection with our name change and the forward stock split, we were issued a new symbol on FINRA's Over-the-Counter Bulletin Board. Shares of our common stock are now quoted on the Over-the-Counter Bulletin Board under the symbol "NVNC".

On July 1, 2009, the Company entered into a consulting agreement with The Group Marcel Tremblay to provide consulting services relating to sales and business strategies. In connection with the agreement, the Company will issue 25,000 shares of its common stock at $1.00 per share utilizing July 1, 2009 as the measurement date which will vest at the rate of 2,083 per month over a 12 month period. On July 1, 2009, the Company issued 200,000 warrants valued at $0.982 per warrant to be vested over a 12 month period at 16,366 per month. On February 1, 2010, the Company modified the agreement canceling the warrants and issuing 360,000 shares of its common stock to be vested over a 36 month period retroactive to July 1, 2009. The incremental value between the fair value of the shares at the measurement date of February 1, 2010 and the fair value of the warrants cancelled was $0.16 per share. On May 15, 2010, the Company terminated this contract.

On July 1, 2009, the Company entered into a consulting agreement with Faisal Farooq Butt to provide consulting services relating to corporate strategies as well as sales and marketing strategies for an eighteen month period beginning July 15, 2009. In connection with the agreement, the Company issued 200,000 shares of its common stock valued at $.93 per share utilizing July 15, 2009 as the measurement date. The shares will vest over an 18 month period. On December 1, 2009, this contract was amended to award 50,000 shares per month effective January 1, 2010 and extended for an additional 30 months. Mr. Butt would then receive a total of 1,566,666 shares over the term of the contract. The share differential was valued at $0.30 per share utilizing December 1, 2009 as the measurement date. On February 1, 2011, the Company terminated its agreement with Faisal Farooq Butt and the Company agreed to issue 500,000 shares of its common stock in connection with the termination.

On July 1, 2009, the Company entered into a consulting agreement with Jenkins Hill International to provide business and sales strategies. In connection with the agreement, the Company issued 250,000 shares of its common stock valued at $1.00 per share utilizing July 1, 2009 as the measurement date which will vest at the time of issue.

On July 8, 2009, the Company sold, under a private placement agreement, 229,000 units consisting of one share of common stock and one warrant for every two shares sold. The units were sold at $0.35 per unit resulting in $80,150 paid to the Company. The warrants were valued at $.028 per unit and classified as additional paid in capital.

On July 10, 2009, the Company entered into an employment agreement with its Chief Executive Officer with an effective date of September 22, 2008, which can be terminated by either party for any reason at will. The agreement calls for a monthly salary of $10,000. The Chief Executive Officer is entitled to incentive stock options based upon performance goals. On June 18, 2010, the Company amended the agreement to award 1,200,000 shares of its common stock to be vested over the succeeding 24 months.

On July 10, 2009, we filed a Form 8-A with the U.S. Securities and Exchange Commission. By filing this form, the Company has elected to register its shares with the U.S. Securities and Exchange Commission pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934 in connection with Registration No. 333-63432 filed on September 25, 2001.

On July 30, 2009, the Company formed its first wholly owned subsidiary - WTL Renewable Energy, Inc. ("WTL"). WTL was established as a Canadian Federal Corporation whose business is to initially research available technologies capable of transforming plastic and tires into useful energy commodities. Simultaneously, WTL also intends to plan, build, own, and operate renewable energy plants throughout Canada now utilizing an MSHG technology and using plastic and tire waste as feedstock.

Effective August 15, 2009, the Company entered into a consulting agreement with Rubenstein Investor Relations, Inc. to provide consulting services with respect to matters concerning financial and investment communities for a minimum of six months. In addition to a monthly fee, the Company issued 200,000 five year warrants, exercisable at

$0.40 per share. The warrants were valued using the Black-Scholes Option Pricing Model at $0.27 per share.

Between October 22, 2009 and November 4, 2009, the Company sold, under private placement agreements to four different individuals, 159,929 units consisting of one share of common stock and one warrant for every two shares sold. The units were sold at $0.35 per unit resulting in $55,975 proceeds to the Company. The warrants were valued at approximately $0.12 per unit using Black-Scholes Option pricing model and classified as additional paid in capital.

Effective October 23, 2009, the Company entered into an employment agreement with Hakim Zahar as the President of the Company. The agreement called for a base salary of $10,000 per month with payments starting November 15, 2009. The executive was to receive a minimum of 50,000 shares of the Company's common stock per month starting on the effective date of this agreement. This agreement could be terminated by either party at will. On May 28, 2010, the Company terminated the contract and agreed to compensate Mr. Zahar through February 15, 2010. In accordance with the settlement agreement, 200,000 shares of the Company's common stock were issued at a price of $0.44 per share based upon the commitment debt.

On November 1, 2009, the company entered into a consulting agreement with Philippe Germaine to provide investor relations and consulting services. In connection with the agreement, the Company would pay a monthly retainer of $3,000 per month, and issue 15,000 shares of its common stock per month. In addition, Mr. Germaine received a cash signing bonus of $9,000. Mr. Germaine's contract was terminated on June 15, 2010.

On November 1, 2009, the Company issued a $242,000 promissory note to Caete Invest Trade, S.A. maturing on October 31, 2010. The note is currently in default. The note bears interest at the rate of 10% per annum and is payable at maturity. The Company's Chief executive Officer has a beneficial ownership interest in Caete Invest Trade, S.A. The face amount of the note plus accrued interest is convertible into unregistered common stock of the company at the lesser of 100% of the volume weighted average price ("VWAP") of common stock as reported by Bloomberg L.P. on the day prior to the conversion date and a 15% discount to the lowest daily closing "VWAP" of common stock during the five days prior to the conversion date. The Company, in accordance with EITF 98-5 and 00-27, utilized the Market approach to value the debt instrument and concluded that a beneficial conversion feature exists since the effective conversion price of shares was less than the stock price at commitment date. The 15% discount created a beneficial conversion feature at the commitment date aggregating $36,300 which is being accreted monthly from the issuance date of the promissory note through maturity and is being recorded as additional interest expense. On February 4, 2010, $62,428 of the loan was repaid. At March 31, 2011, the loan balance is $179,572 and at March 31, 2010, the loan balance was $163,215 net of the unamortized discount of $16,357.

On January 21, 2010, the Company owed its Chief Executive Officer approximately $376,560 for salary and expenditures paid by him on behalf of the company. The company and its Chief Executive Officer agreed to formalize a portion of the debt and issued a $172,364 promissory note maturing on January 21, 2012. The note bears interest at the rate of 10% per annum and is payable at maturity. The face amount of the loan plus accrued interest is convertible into unregistered common stock of the company at the lesser of 100% of the volume weighted average price ("VWAP") of common stock as reported by Bloomberg L.P. on the day prior to the conversion date and a 15% discount to the lowest daily closing "VWAP" of common stock during the five days prior to the conversion date. The Company, in accordance with EITF 98-5 and 00-27, utilized the Market approach to value the debt instrument and concluded that a beneficial conversion feature exists since the effective conversion price of shares was less than the stock price at commitment date. The 15% discount created a beneficial conversion feature at the commitment date aggregating $55,923 which will be accreted monthly from the issuance date of the promissory note through maturity and will be recorded as additional interest expense. Accordingly, at March 31, 2011 and 2010, the loan has been recorded at $161,371 and $148,782, respectively, net of the unamortized discount of $10,993 and $23,582, respectively at March 31, 2011 and 2010.

On January 26, 2010, the Company issued at par, a $500,000 Secured Convertible Debenture maturing on January 26, 2011. The debenture bears interest at the rate of 10% per annum and is payable monthly. The Company has granted a security interest in substantially all of the assets of the Company as collateral for the debenture. The face amount of the loan plus accrued interest is convertible into unregistered common stock of the company at the lesser of 100% of the volume weighted average price ("VWAP") of common stock as reported by Bloomberg L.P. on the day prior to the conversion date and a 15% discount to the lowest daily closing "VWAP" of common stock during the five days prior to the conversion date. Additionally, the Company issued commitment shares totaling 6,085,193 equivalent to $1,500,000 at the closing date to obtain the loan. The Company in accordance with APB 14 utilized the Market Approach to value the debt instrument and allocated the net proceeds from the issuance of the debenture based upon the pro rata portion of the face value of the debentures and the undiscounted value of the commitment shares. Additionally, 15% of the Debenture was allocated to a beneficial conversion feature in accordance with EITF 98-5 and EITF 00-27. The Company concluded that the 15% discount created a beneficial conversion feature at the commitment date since the effective conversion price of the shares was less than the stock price at the commitment date. The beneficial conversion feature and the pro rata value of the commitment shares aggregated $395,521 which will be accreted monthly from the issuance date of the Debenture through maturity and will be recorded as additional interest expense and credited to additional paid in capital.

The loan is currently in default for non-payment. At March 31, 2011, the Company recorded the 15% redemption premium which is required upon repayment, and the additional 5% interest penalty resulting from the loan being in default for non-payment of interest.

On June 1, 2011, the loan, under a debt assignment agreement, was transferred to Green Eagle Capital Corp. who was acting as principal and agent on behalf of certain investors. Green Eagle Capital Corp. is owned by a shareholder of the Company.

On February 3, 2010, the Company entered into a new material supply contract with Royal Mat, Inc. to provide tire derived fuel chips for a plant to be built in Quebec, Canada. The initial term of the contract will be from the startup date of the plant scheduled for the fourth quarter of 2010 until December 2011. The term could be extended for an additional three year term. Royal Mat, Inc. will receive $45 per ton.

On March 30, 2010, the Company cancelled its agreement with Colorado Tire Recycling, LLC. In connection with the contract cancellation, the Company issued 500,000 shares of its common stock valued at $0.23 per share utilizing March 30, 2010 as the measurement date, aggregating $115,000.

On May, 15, 2010, the Company entered into a consulting agreement with Pierre Paffenhoff to assist the company in developing a business strategy, an acquisition, strategy, developing sales and marketing strategies and other services. The consultant will be paid $1,500 per month. The agreement can be terminated on a 15 day notice by either party. The consultant will also be paid in cash 10% of proceeds from an equity or debt financing whereby he introduced the arrangement to the Company and 3% of the shares to be issued in any equity financing.

On May 28, 2010, the Company entered into a Technology Co-operation Agreement with Novo Energies International, Ltd. (NEI) that permits NEI to utilize the Company's technology and know-how for the sole purpose of building and operating facilities at NEI's expense that incorporate all or any portion of the Company's technology throughout the entire world except for all of the countries within North America, Central America and South America for a term of 10 years which may be renewed for an additional 10 year term. As consideration for the know-how and other technical information, the Company will receive 12.5% of NEI's issued and outstanding shares with anti-dilution rights. Such anti-dilution rights shall expire when NEI raises a minimum of 3,000,000 British pounds. In connection with the agreement, the Company's Chief Executive Officer and the Company's then Interim President, Faisal Farooq Butt were appointed as Directors to NEI's Board of Directors and each received 4% and 2%, respectively, of NEI's common stock. At March 31, 2010, NEI has not raised any investment capital and has had no operating activity.

On June 1, 2010, Faisal Farooq Butt was appointed interim President of the Company.

On June 7, 2010, the Company entered into a six month consulting agreement with Olga Finkelstein to assist the Company in developing a public relations strategy, new investor awareness strategies and communications. The consulting contract called for a monthly cash payment of $2,000 and 5,000 shares per month. The shares were to be valued at $0.05 per share, the value at commitment date. On December 1, 2010 the Company terminated the agreement. As a result, Novo Energies Corporation agreed to issue 30,000 common shares to Olga Finkelstein.

On June 18, 2010, the Company, through a private placement offering, sold 1,100,000 units of its common stock at $0.10 per unit for a total of $110,000. Each unit consists of one share of the Company's common stock.

On June 18, 2010, the Company amended the Chief Executive's employment contract whereby he will receive 1,200,000 shares of Company common stock and vest at the rate of 50,000 shares per month over a 24 month period commencing June 18, 2010.

On June 30, 2010, the Company amended its promissory note to Caete Invest Trade S.A. issued on November 1, 2009. Under the terms of the modification, the note is now convertible into common stock of the Company at a fixed price of $0.10 per share.

On June 30, 2010, the Company amended its promissory note payable to the Chief Executive Officer issued on January 21, 2010. Under the terms of the modification, the note is now convertible into common stock of the Company at a fixed price of $0.10 per share.

On July 2, 2010, the Board approved the issuance of 49,038 shares of its common stock to William Rosenstadt and Steven Sanders to comply with the consulting agreement dated May 1, 2009.

On July 26, 2010, the Company entered into a Technology Collaboration Agreement (the "Collaboration Agreement") with Precision Pipe and Vessel, LLC ("Precision"). Precision granted to the Company a worldwide exclusive license to identify and develop facilities designed to generate synthesis gases and liquid transportation fuels using two feedstock sources, tires and plastics, by employing Precision's proprietary gasification technology. As of December 8, 2010, a cancellation agreement was agreed to by both Precision and the Company. As a result, the parties acknowledged and agreed that the Collaboration Agreement has been terminated and the Parties have no further rights or obligations there under. In addition, the issuance of 1,688,886 shares to Precision was returned and cancelled.

On August 1, 2010, the Company entered into a consulting agreement with Seth Shaw to assist the Company in developing a business strategy, an acquisition strategy and other services. The term of agreement is one year commencing July 15, 2010. Mr. Shaw received 1,500,000 shares at $0.11 per share aggregating $165,000. The compensation is being recorded on a monthly basis. On March 28, 2011, the contract was modified increasing the compensation to 4,500,000 shares. The additional 3,000,000 shares were valued at $0.09, the fair value on date of commitment.

On August 18, 2010, the Board approved the issuance of 1,200,000 shares of its common stock to its Chief Executive in accordance with his amended employment contract. The shares vest at the rate of 50,000 shares per month over a 24 month period commencing June 18, 2010 and have been valued at $0.18 per share, the fair market value at the date of commitment.

During the twelve months ended March 31, 2011, the Company, under various private placement agreements, sold 1,550,000 shares of its common stock at $0.10 per share aggregating $155,000 and 10, 278,500 shares of its common stock at $0.05 aggregating $543,796.

Effective February 1, 2011, Novo Energies Corporation and Faisal Butt reached a termination agreement and general release. As a result, the Company agreed to issue 650,000 earned shares plus an additional 500,000 shares.

On February 1, 2011, the Company entered into a consulting agreement with Larry Caito to assist the Company in developing business and acquisition strategies and any other services mutually agreed to between the Company and consultant. The term of the agreement is for one year. Mr. Caito, as compensation, received 1,000,000 shares of the Company's common stock which vest immediately. The shares were valued at $0.08 per share, the fair market value of the stock as at the date of commitment.

Subsequent Events

Subsequent to the year ended March 31, 2011, the Company through various private placements sold approximately 5,320,000 shares of its common stock at $0.05 per share aggregating $266,000.

On May 17, 2011, the Company entered into an exclusive memorandum of understanding with Immunovative Clinical Research, Inc. ("ICRI"), a Nevada corporation and wholly-owned subsidiary of Immunovative Therapies, Ltd., an Israeli Corporation ("Immunovative") pursuant to which the Company and ICRI will pursue a merger resulting in the Company owning ICRI. The parties have agreed to complete a definitive agreement and plan of merger contemporaneous with closing the transaction as contemplated by its memorandum of understanding. The memorandum of understanding shall remain in full force and effect until the earlier of (1) a consummation of the merger; or (2) the expiration of 150 days, unless otherwise extended by the parties.

On June 1, 2011, the Company's secured convertible debenture through a debt assignment instrument was transferred to Green Eagle Capital Corp. who was acting as principal and agent on behalf of certain investors. Green Eagle Capital Corp. is a corporation controlled by a shareholder of the company. See Note G to the financial statements.

On July 11, 2011, as principal and agent for certain investors, Green Eagle Corp. converted the secured convertible debenture into 10,000,000 shares of the Company common stock.

On July 13, 2011, Sanders Ortoli Vaughn-Flam Rosenstadt LLP, the Company's counsel, converted $100,000 of debt owed to it for services rendered and expenses incurred prior to December 31, 2010 into 1,000,000 shares of the Company's common stock.

Present

Novo Energies Corporation ("Novo") is involved in the business of exploiting new technologies for the clean production of energy. The core of Novo's technology was to recycle tires and plastics into energy as a Multi Stage Hybrid Gasification System ("MSHG"), which undertakes the conversion of carbonaceous feedstock to a gaseous end-product with an upgraded heating value in an environmentally friendly manner, and which does not involve combustion or any other reagents or other pollutants. However, upon the completion of the merger of its wholly-owned subsidiary with ICRI, it will adopt the business of ICRI.

ITEM 1A. RISK FACTORS

As a smaller reporting company, the Company is not required to provide this information.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

On April 1, 2010, the Company entered into a lease with Mari Laura Gomez, wife of the Chief Executive Officer, for its office facility, which is now owned by her. The lease is for a period of one year commencing April 1, 2010 to 2011 with a monthly rent of $6,500. The lease was extended for 1 year to April 2011 for the same monthly rent.

ITEM 3. LEGAL PROCEEDINGS

None.

ITEM 4. (Removed and Reserved).

PART II

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

The Company's Common Stock is traded on the OTC-Bulletin Board under the symbol NVNC. The following sets forth the range of the closing bid prices for the Company's Common Stock for the period April 1, 2008 through July 13, 2011. Such prices represent inter-dealer quotations, do not represent actual transactions, and do not include retail mark-ups, mark-downs or commissions.

	High Close (1)	Low Close (1)
2009/2010		
First Quarter	0.75	0.15
Second Quarter	1.70	0.26
Third Quarter	0.17	0.90
Fourth Quarter	0.16	0.30
2010/2011		
First Quarter	0.10	0.20
Second Quarter	0.19	0.04
Third Quarter	0.07	0.04
Fourth Quarter	0.09	0.04
2010/2011		
First Quarter	0.16	0.07
Second Quarter (through 7/13/11)	0.13	0.11

(1) Prices before June 8, 2009 have been adjusted to reflect our 3-for-1 forward split.

The approximate number of holders of the Common Stock of the Company as of July 14, 2011 was 1,069.

No cash dividends were declared by the Company during the fiscal year ended March 31, 2011. While the payment of dividends rests within the discretion of the Board of Directors, it is not anticipated that cash dividends will be paid in the foreseeable future, as the Company intends to retain earnings, if any, for use in the development of its business. The payment of dividends is contingent upon the Company's future earnings, if any, the Company's financial condition and its capital requirements, general business conditions and other factors.

No shares were available for issuance under any equity compensation plan at March 31, 2011.

Recent Sales of Unregistered Securities

On October 7, 2008 a group of shareholders purchased approximately 50% of the outstanding shares (6,930,258 shares purchased) of the company in a private transaction for $200,000.

On May 1, 2009, the Company issued 3,000,000 shares of its common stock to Andre L'Heureux, President of the Company, in connection with his employment contract. The original contract specified that these shares vest at the rate of 83,333 per month over a three year period. On October 21, 2009, Mr. L'Heureux resigned as President and became Chief Technical Officer. On October 1, 2010, the Board modified the agreement to provide for the immediate vesting of all unearned shares. The shares were valued at $0.10 per share utilizing May 1, 2009 as the measurement date.

On May 1, 2009, the Company entered into a consulting agreement with JMR Holdings, Inc. to assist the Company in developing a business strategy, an acquisition strategy, and a sales and marketing strategy. In connection with the agreement, the Company issued 3,000,000 shares of its common stock at $0.10 per share utilizing May 1, 2009 as the measurement date which are to vest at the rate of 83,333 per month over a three year period. This agreement was amended on December 1, 2009 with immediate vesting of all issued shares.

On May 1, 2009, the Company entered into an agreement with Jeffrey Wolin to provide managerial consulting services. In connection with the agreement, the Company issued 450,000 shares which will vest at the rate of 12,500 shares per month. The shares were valued at $0.10 per share utilizing May 1, 2009 as the measurement date. On December 1, 2009, this agreement was amended to award 50,000 shares per month beginning January 1, 2010. The additional shares were valued at $0.30 per share utilizing December 1, 2009 as the measurement date. Mr. Wolin was to receive a total of 1,575,000 shares over the entire 3 year duration of the contract. On July 1, 2011, the Company terminated its relationship with Jeffrey Wolin. In settlement of the agreement, Mr. Wolin agreed to receive 375,000 shares of the Company's common stock. In total, Mr. Wolin received 825,000 shares.

On May 1, 2009, the Company entered into an agreement with William Rosenstadt and Steven Sanders, the firm's legal counsel, to assist the Company in developing business strategy, acquisition strategy, sales and marketing strategies, and other services mutually agreed to between the parties and the Company. The agreement calls for the issuance of 499,038 shares of common stock for the period May 1, 2009 to April 30, 2010. As of March 31, 2010, 450,000 shares were issued at $0.10 per share utilizing May 1, 2009 as the measurement date. On July 2, 2010, a resolution was approved by the Company to issue the balance of the shares.

On May 1, 2009, the Company entered into a three year consulting agreement with ELSO Investment Corporation to assist the Company in developing an acquisition strategy and structure outside North America and other services mutually agreed to by the Company and ELSO Investment Corporation. In connection with the agreement, the Company issued 900,000 shares of its common stock valued at $0.10 per share utilizing May 1, 2009 as the measurement date. The shares vest at the rate of 25,000 shares per month. On December 19, 2009, this agreement was amended with immediate vesting of all issued shares. The Chief Executive Officer of the company has a beneficial ownership interest in ELSO Investment Corporation. Stock based compensation in the amount of $90,000 was previously recognized. On May 1, 2010, this agreement was cancelled and all shares were returned to the Company for cancellation. Accordingly, the stock based compensation of $90,000 was reversed during the first quarter ended June 30, 2010.

On July 1, 2009, the Company entered into a consulting agreement with The Group Marcel Tremblay to provide consulting services relating to sales and business strategies. In connection with the agreement, the Company will issue 25,000 shares of its common stock at $1.00 per share utilizing July 1, 2009 as the measurement date which will vest at the rate of 2,083 per month over a 12 month period. On July 1, 2009, the Company issued 200,000 warrants valued at $0.982 per warrant to be vested over a 12 month period at 16,366 per month. On February 1, 2010, the Company modified the agreement canceling the warrants and issuing 360,000 shares of its common stock to be vested over a 36 month period retroactive to July 1, 2009. The incremental value between the fair value of the shares at the measurement date of February 1, 2010 and the fair value of the warrants cancelled was $0.16 per share. On May 15, 2010, the Company terminated this contract.

On July 1, 2009, the Company entered into a consulting agreement with Faisal Farooq Butt to provide consulting services relating to corporate strategies as well as sales and marketing strategies for an eighteen month period beginning July 15, 2009. In connection with the agreement, the Company issued 200,000 shares of its common stock valued at $.93 per share utilizing July 15, 2009 as the measurement date. The shares will vest over an 18 month period. On December 1, 2009, this contract was amended to award 50,000 shares per month effective January 1, 2010 and extended for an additional 30 months. Mr. Butt would then receive a total of 1,566,666 shares over the term of the contract. The share differential was valued at $0.30 per share utilizing December 1, 2009 as the measurement date. On February 1, 2011, the Company terminated its agreement with Faisal Farooq Butt and the Company agreed to issue 500,000 shares of its common stock in connection with the termination.

On July 1, 2009, the Company entered into a consulting agreement with Jenkins Hill International to provide business and sales strategies. In connection with the agreement, the Company issued 250,000 shares of its common stock valued at $1.00 per share utilizing July 1, 2009 as the measurement date which will vest at the time of issue.

On July 8, 2009, the Company sold, under a private placement agreement, 229,000 units consisting of one share of common stock and one warrant for every two shares sold. The units were sold at $0.35 per unit resulting in $80,150 paid to the Company. The warrants were valued at $.028 per unit and classified as additional paid in capital.

On July 10, 2009, the Company entered into an employment agreement with its Chief Executive Officer with an effective date of September 22, 2008, which can be terminated by either party for any reason at will. The agreement calls for a monthly salary of $10,000. The Chief Executive Officer is entitled to incentive stock options based upon performance goals. On June 18, 2010, the Company amended the agreement to award 1,200,000 shares of its common stock to be vested over the succeeding 24 months.

On July 10, 2009, we filed a Form 8-A with the U.S. Securities and Exchange Commission. By filing this form, the Company has elected to register its shares with the U.S. Securities and Exchange Commission pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934 in connection with Registration No. 333-63432 filed on September 25, 2001.

On July 30, 2009, the Company formed its first wholly owned subsidiary - WTL Renewable Energy, Inc. ("WTL"). WTL was established as a Canadian Federal Corporation whose business is to initially research available technologies capable of transforming plastic and tires into useful energy commodities. Simultaneously, WTL also intends to plan, build, own, and operate renewable energy plants throughout Canada now utilizing an MSHG technology and using plastic and tire waste as feedstock.

Effective August 15, 2009, the Company entered into a consulting agreement with Rubenstein Investor Relations, Inc. to provide consulting services with respect to matters concerning financial and investment communities for a minimum of six months. In addition to a monthly fee, the Company issued 200,000 five year warrants, exercisable at $0.40 per share. The warrants were valued using the Black-Scholes Option Pricing Model at $0.27 per share.

Between October 22, 2009 and November 4, 2009, the Company sold, under private placement agreements to four different individuals, 159,929 units consisting of one share of common stock and one warrant for every two shares sold. The units were sold at $0.35 per unit resulting in $55,975 proceeds to the Company. The warrants were valued at approximately $0.12 per unit using Black-Scholes Option pricing model and classified as additional paid in capital.

Effective October 23, 2009, the Company entered into an employment agreement with Hakim Zahar as the President of the Company. The agreement called for a base salary of $10,000 per month with payments starting November 15, 2009. The executive was to receive a minimum of 50,000 shares of the Company's common stock per month starting on the effective date of this agreement. This agreement could be terminated by either party at will. On May 28, 2010, the Company terminated the contract and agreed to compensate Mr. Zahar through February 15, 2010. In accordance with the settlement agreement, 200,000 shares of the Company's common stock were issued at a price of $0.44 per share based upon the commitment debt.

On November 1, 2009, the company entered into a consulting agreement with Philippe Germaine to provide investor relations and consulting services. In connection with the agreement, the Company would pay a monthly retainer of $3,000 per month, and issue 15,000 shares of its common stock per month. In addition, Mr. Germaine received a cash signing bonus of $9,000. Mr. Germaine's contract was terminated on June 15, 2010.

On November 1, 2009, the Company issued a $242,000 promissory note to Caete Invest Trade, S.A. maturing on October 31, 2010. The note is currently in default. The note bears interest at the rate of 10% per annum and is payable at maturity. The Company's Chief executive Officer has a beneficial ownership interest in Caete Invest Trade, S.A. The face amount of the note plus accrued interest is convertible into unregistered common stock of the company at the lesser of 100% of the volume weighted average price ("VWAP") of common stock as reported by Bloomberg L.P. on the day prior to the conversion date and a 15% discount to the lowest daily closing "VWAP" of common stock during the five days prior to the conversion date. The Company, in accordance with EITF 98-5 and 00-27, utilized the Market approach to value the debt instrument and concluded that a beneficial conversion feature exists since the effective conversion price of shares was less than the stock price at commitment date. The 15% discount created a beneficial conversion feature at the commitment date aggregating $36,300 which is being accreted monthly from the issuance date of the promissory note through maturity and is being recorded as additional interest expense. On February 4, 2010, $62,428 of the loan was repaid. At March 31, 2011, the loan balance is $179,572 and at March 31, 2010, the loan balance was $163,215 net of the unamortized discount of $16,357.

On January 21, 2010, the Company owed its Chief Executive Officer approximately $376,560 for salary and expenditures paid by him on behalf of the company. The company and its Chief Executive Officer agreed to formalize a portion of the debt and issued a $172,364 promissory note maturing on January 21, 2012. The note bears interest at the rate of 10% per annum and is payable at maturity. The face amount of the loan plus accrued interest is convertible into unregistered common stock of the company at the lesser of 100% of the volume weighted average price (“VWAP”) of common stock as reported by Bloomberg L.P. on the day prior to the conversion date and a 15% discount to the lowest daily closing “VWAP” of common stock during the five days prior to the conversion date. The Company, in accordance with EITF 98-5 and 00-27, utilized the Market approach to value the debt instrument and concluded that a beneficial conversion feature exists since the effective conversion price of shares was less than the stock price at commitment date. The 15% discount created a beneficial conversion feature at the commitment date aggregating $55,923 which will be accreted monthly from the issuance date of the promissory note through maturity and will be recorded as additional interest expense. Accordingly, at March 31, 2011 and 2010, the loan has been recorded at $161,371 and $148,782, respectively, net of the unamortized discount of $10,993 and $23,582, respectively at March 31, 2011 and 2010.

On January 26, 2010, the Company issued at par, a $500,000 Secured Convertible Debenture maturing on January 26, 2011. The debenture bears interest at the rate of 10% per annum and is payable monthly. The Company has granted a security interest in substantially all of the assets of the Company as collateral for the debenture. The face amount of the loan plus accrued interest is convertible into unregistered common stock of the company at the lesser of 100% of the volume weighted average price (“VWAP”) of common stock as reported by Bloomberg L.P. on the day prior to the conversion date and a 15% discount to the lowest daily closing “VWAP” of common stock during the five days prior to the conversion date. Additionally, the Company issued commitment shares totaling 6,085,193 equivalent to $1,500,000 at the closing date to obtain the loan. The Company in accordance with APB 14 utilized the Market Approach to value the debt instrument and allocated the net proceeds from the issuance of the debenture based upon the pro rata portion of the face value of the debentures and the undiscounted value of the commitment shares.

Additionally, 15% of the Debenture was allocated to a beneficial conversion feature in accordance with EITF 98-5 and EITF 00-27. The Company concluded that the 15% discount created a beneficial conversion feature at the commitment date since the effective conversion price of the shares was less than the stock price at the commitment date. The beneficial conversion feature and the pro rata value of the commitment shares aggregated $395,521 which will be accreted monthly from the issuance date of the Debenture through maturity and will be recorded as additional interest expense and credited to additional paid in capital.

The loan is currently in default for non-payment. At March 31, 2011, the Company recorded the 15% redemption premium which is required upon repayment, and the additional 5% interest penalty resulting from the loan being in default for non-payment of interest.

On June 1, 2011, the loan, under a debt assignment agreement, was transferred to Green Eagle Capital Corp. who was acting as principal and agent to certain investors for the transaction. Green Eagle Capital Corp. is owned by a shareholder of the Company.

On March 30, 2010, the Company cancelled its agreement with Colorado Tire Recycling, LLC. In connection with the contract cancellation, the Company issued 500,000 shares of its common stock valued at $0.23 per share utilizing March 30, 2010 as the measurement date, aggregating $115,000.

On June 7, 2010, the Company entered into a six month consulting agreement with Olga Finkelstein to assist the Company in developing a public relations strategy, new investor awareness strategies and communications. The consulting contract called for a monthly cash payment of $2,000 and 5,000 shares per month. The shares were to be valued at $0.05 per share, the value at commitment date. On December 1, 2010 the Company terminated the agreement. As a result, Novo Energies Corporation agreed to issue 30,000 common shares to Olga Finkelstein.

On June 18, 2010, the Company, through a private placement offering, sold 1,100,000 units of its common stock at $0.10 per unit for a total of $110,000. Each unit consists of one share of the Company's common stock.

On June 18, 2010, the Company amended the Chief Executive's employment contract whereby he will receive 1,200,000 shares of Company common stock and vest at the rate of 50,000 shares per month over a 24 month period commencing June 18, 2010.

On June 30, 2010, the Company amended its promissory note to Caete Invest Trade S.A. issued on November 1, 2009. Under the terms of the modification, the note is now convertible into common stock of the Company at a fixed price of $0.10 per share.

On June 30, 2010, the Company amended its promissory note payable to the Chief Executive Officer issued on January 21, 2010. Under the terms of the modification, the note is now convertible into common stock of the Company at a fixed price of $0.10 per share.

On July 2, 2010, the Board approved the issuance of 49,038 shares of its common stock to William Rosenstadt and Steven Sanders to comply with the consulting agreement dated May 1, 2009.

On August 1, 2010, the Company entered into a consulting agreement with Seth Shaw to assist the Company in developing a business strategy, an acquisition strategy and other services. The term of agreement is one year commencing July 15, 2010. Mr. Shaw received 1,500,000 shares at $0.11 per share aggregating $165,000. The compensation is being recorded on a monthly basis. On March 28, 2011, the contract was modified increasing the compensation to 4,500,000 shares. The additional 3,000,000 shares were valued at $0.09, the fair value on date of commitment.

On August 18, 2010, the Board approved the issuance of 1,200,000 shares of its common stock to its Chief Executive in accordance with his amended employment contract. The shares vest at the rate of 50,000 shares per month over a 24 month period commencing June 18, 2010 and have been valued at $0.18 per share, the fair market value at the date of commitment.

During the twelve months ended March 31, 2011, the Company, under various private placement agreements, sold 1,550,000 shares of its common stock at $0.10 per share aggregating $155,000 and 10, 278,500 shares of its common stock at $0.05 aggregating $543,796.

Effective February 1, 2011, the Company and Faisal Butt reached a termination agreement and general release. As a result, the Company agreed to issue 755,555 earned shares plus an additional 500,000 shares.

On February 1, 2011, the Company entered into a consulting agreement with Larry Caito to assist the Company in developing business and acquisition strategies and any other services mutually agreed to between the Company and consultant. The term of the agreement is for one year. Mr. Caito, as compensation, received 1,000,000 shares of the Company's common stock which vest immediately. The shares were valued at $0.08 per share, the fair market value of the stock as at the date of commitment.

Subsequent to the year ended March 31, 2011, the Company through various private placements sold approximately 5,320,000 shares of its common stock at $0.05 per share aggregating $266,000.

On July 11, 2011, acting as principal and agent on behalf of certain investors, Green Eagle Corp. converted the secured convertible debenture into 10,000,000 shares of the Company's common stock.

We issued the equity securities described in this section in reliance on the registration exemption provided by Section 4(2) of the Securities Act of 1933.

ITEM 6. SELECTED FINANCIAL DATA

As a smaller reporting company, the Company is not required to provide this information.

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

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS

It should be noted that this Management's Discussion and Analysis of Financial Condition and Results of Operations may contain "forward-looking statements." The terms "believe," "anticipate," "intend," "goal," "expect," and similar expressions may identify forward-looking statements. These forward-looking statements represent the Company's current expectations or beliefs concerning future events. The matters covered by these statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those set forth in the forward-looking statements, including the Company's dependence on weather-related factors, introduction and customer acceptance of new products, the impact of competition and price erosion, as well as supply and manufacturing restraints and other risks and uncertainties. The foregoing list should not be construed as exhaustive, and the Company disclaims any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements, or to reflect the occurrence of anticipated or unanticipated events. In light of the significant uncertainties inherent in the forward-looking information included herein, the inclusion of such information should not be regarded as a representation that the strategy, objectives or other plans of the Company will be achieved. The Company wishes to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made.

RESULTS OF OPERATIONS

Operating Expenses for the year ended March 31, 2011 aggregated $2,811,538. For the year ended March 31, 2011, ($1,763,076) was used in General and Administrative Expenses and ($471,073) was used in Research and Development.

Operating Expenses for the year ended March 31, 2010 aggregated $2,935,831. For the year ended March 31, 2010, ($2,346,680) was used in General and Administrative Expenses and ($515,279) was used in Research and Development.

For the year ended March 31, 2011, we had a net loss of $2,811,538 or ($0.07) per share as compared to $2,935,831 or ($0.14) per share for the year ended March 31, 2010. From the period from inception on October 7, 2008 to March 31, 2011 we had a net loss of $6,071,622.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2011, we had $8,730 cash on hand and a working capital deficit of $1,656,318.

Our management is currently making significant efforts to secure the needed financing, but we have not yet secured any commitments with respect to such financing. If we are not able to obtain financing in the amounts required or on terms that are acceptable to us, we may be forced to scale back, or abandon, our plan of operations.

Various conditions outside of our control may detract from our ability to raise the capital needed to execute our plan of operations, including overall market conditions in the international and local economies. We recognize that the United States economy has suffered through a period of uncertainty during which the capital markets have been depressed from levels established twelve months ago, and that there is no certainty that these levels will stabilize or reverse. Any of these factors could have a material impact upon our ability to raise financing and, as a result, upon our short-term or long-term liquidity.

Net Cash Used in Operating Activities

Operating activities in the year ended March 31, 2011 used cash of $736,909 compared to $715,934 in the year ended March 31, 2010. Operating activities in the period from inception on October 7, 2008 to March 31, 2011 used cash of $1,452,843.

Net Cash Used in Investing Activities

In the year ended March 31, 2011, investing activities provided cash of $(2,445) compared to $(10,986) in the year ended March 31, 2010. In the period from inception on October 7, 2008 to March 31, 2011, investing activities provided cash of $(13,431).

Net Cash Provided by Financing Activities
Financing activities in the year ended March 31, 2011 provided cash of $698,796 compared to $807,366 in the year ended March 31, 2010. In the period from inception on October 7, 2008 to March 31, 201, financing activities provided net cash of $1,506,162.

Going Concern
As indicated in the accompanying financial statements, the Company has incurred cumulative net operating losses of $6,071,622 since inception of the development stage and has negative working capital of $1,656,318. Management's plans include the raising of capital through equity markets to fund future operations, a successful merger with a clinical research company and the generating of revenue through the new business. Failure to raise adequate capital, complete a successful merger and generate adequate sales revenues could result in the Company having to curtail or cease operations. Additionally, even if the Company does raise sufficient capital to support its operating expenses, complete a successful merger and generate adequate revenues, there can be no assurances that the revenues will be sufficient to enable it to develop business to a level where it will generate profits and cash flows from operations. These matters raise substantial doubt about the Company's ability to continue as a going concern. However, the accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

SIGNIFICANT ACCOUNTING POLICIES

Effective July 1, 2009, the Company adopted Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 105-10 Generally Accepted Accounting Principles-Overall ("ASC 105-10"). ASC 105-10 establishes the FASB Accounting Standards Codification (the "Codification") as the source of authoritative accounting principles recognized by the FASB to be applied to nongovernmental entities in the preparation of financial statements in conformity with U.S. GAAP for SEC registrants. All guidance contained in the Codification carries an equal level of authority. The Codification superseded all existing non-SEC accounting and reporting standards. All other non-grandfathered, non-SEC accounting literature not included in the codification is non-authoritative. The FASB will not issue new standards in the form of Statements, FASB Positions or Emerging Issue Task Force Abstracts. Instead, it will issue Accounting Standards Updates ("ASUs"). The FASB will not consider ASUs as authoritative in their own right. ASUs will serve only to update the Codification, provide background information about the guidance and provide the basis for conclusions on the change(s) in the Codification.

Use of Estimates

The preparation of the financial statements in conformity with U.S. 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 reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Foreign Currency Translation

The Company considers the Canadian dollar to be its functional currency. Assets and liabilities were translated into US dollars at year-end exchange rates. Statement of operations amounts were translated using the average rate during the year. Gains and losses resulting from translating foreign currency financial statements were included in accumulated other comprehensive gain or loss, a separate component of stockholders' deficit.

Cash Equivalents

For purposes of reporting cash flows, cash equivalents include investment instruments purchased with an original maturity of three months or less. There were no cash equivalents in 2010 or 2009.

Equipment and Depreciation

Equipment is stated at cost and is depreciated using the double declining balance method over the estimated useful lives of the respective assets. Routine maintenance, repairs and replacement costs are expensed as incurred and improvements that extend the useful life of the assets are capitalized. When equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is recognized in operations.

Consolidated Financial Statements

The financial statements include the accounts and activities of Novo Energies Corporation and its wholly-owned Canadian subsidiary, WTL Renewable Energies, Inc. All inter-company transactions have been eliminated in consolidation.

Net Loss Per Common Share

The Company computes per share amounts in accordance with ASC Topic 260 Earnings per Share (EPS) which requires presentation of basic and diluted EPS. Basic EPS is computed by dividing the income (loss) available to Common Stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS is based on the weighted-average number of shares of Common Stock and Common Stock equivalents outstanding during the periods. A fully diluted calculation is not presented since the results would be anti-dilutive. During the period ended March 31, 2011, unvested common shares of $1,249,500 issued for future consulting and implement contracts were excluded from EPS calculations as they were not considered issued for accounting purposes.

Stock Based Compensation

The Company accounts for stock issued for services in accordance with Topic ASC 718 Compensation-Stock Compensation (formerly SFAS No. 123R "Share Based Payments"). Under this topic, the Black- Scholes pricing model is used to estimate the fair value of options and warrants issued. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. Equity instruments issued to employees and the cost of the services received as consideration are measured and recognized based upon the fair value of the equity instruments issued.

Comprehensive Income

The Company adopted ASC 220-10, Reporting Comprehensive Income, (formerly SFAS No. 130), which requires the reporting of comprehensive income in addition to net income from operations.

Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of information that historically has not been recognized in the calculation of net income.

Fair Value of Financial Instruments

The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, accounts receivable, accounts payable and accrued expenses approximate fair value because of the immediate or short-term maturity of these financial instruments. For the Notes payable, the carrying amount reported is based upon the incremental borrowing rates otherwise available to the Company for similar borrowings.

Income Taxes

The Company accounts for income taxes utilizing the liability method of accounting. Under the liability method, deferred taxes are determined based on differences between financial statement and tax bases of
assets and liabilities at enacted tax rates in effect in years in which differences are expected to reverse. Valuation allowances are established, when necessary, to reduce deferred tax assets to amounts that are expected to be realized.

Impairment of Long-Lived Assets

Long-lived assets, primarily fixed assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. The Company does perform a periodic assessment of assets for impairment in the absence of such information or indicators. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used, or a significant adverse change that would indicate that the carrying amount of an asset or group of assets is not recoverable. For long-lived assets to be held and used, the Company recognizes an impairment loss only if its carrying amount is not recoverable through its undiscounted cash flows and measures the impairment loss based on the difference between the carrying amount and estimated fair value.

Fair Value Measurements

In September 2006, ASC issued 820, Fair Value Measurements. ASC 820 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosure about fair value measurements.

Fair Value Measurements (Continued)

In February 2007, ASC issued 825-10 The Fair Value Option for Financial Assets and Financial Liabilities-Including an Amendment of ASC 320-10, ("ASC 825-10") which permits entities to choose to measure many financial instruments and certain other items at fair value at specified election dates. A business entity is required to report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date.

Uncertainty in Income Taxes

The Company follows ASC 740-10 Accounting for Uncertainty in Income Taxes ("ASC 740-10"). This interpretation requires recognition and measurement of uncertain income tax positions using a "more-likely-than-not" approach. ASC 740-10 is effective for fiscal years beginning after December 15, 2006. Management has adopted ASC 740-10, and evaluates tax positions on an annual basis, and have determined that as of March 31, 2011, no additional accrual for income taxes other than the federal and state provisions and related interest and estimated penalty accruals are considered necessary.

Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update 2010-02, Consolidation (Topic 810): Accounting and Reporting for Decreases in Ownership of a Subsidiary. This amendment to Topic 810 clarifies, but does not change, the scope of current US GAAP. It clarifies the decrease in ownership provisions of Subtopic 810-10 and removes the potential conflict between guidance in that Subtopic and asset derecognition and gain or loss recognition guidance that may exist in other US GAAP. An entity will be required to follow the amended guidance beginning in the period that it first adopts FAS 160 (now included in Subtopic 810-10). For those entities that have already adopted FAS 160, the amendments are effective at the beginning of the first interim or annual reporting period ending on or after December 15, 2009. The amendments should be applied retrospectively to the first period that an entity adopted FAS 160. The adoption of the provisions of ASU 2010-02 did not have a material effect on the financial position, results of operations or cash flows of the Company.

In January 2010, the FASB issued ASC Update No. 2010-06 "Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements" which updated guidance to amend the disclosure requirements related to recurring and nonrecurring fair value measurements. This update requires new disclosures on significant transfers of assets and liabilities between Level 1 and Level 2 of the fair value hierarchy (including the reasons for these transfers) and the reasons for any transfers in or out of Level 3. This update also requires a reconciliation of recurring Level 3 measurements about purchases, sales, issuances and settlements on a gross basis. In addition to these new disclosure requirements, this update clarifies certain existing disclosure requirements. For example, this update clarifies that reporting entities are required to provide fair value measurement disclosures for each class of assets and liabilities rather than each major category of assets and liabilities. This update also clarifies the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. This update became effective for the Company with the interim and annual reporting period beginning January 1, 2011, except for the requirement to provide the Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will become effective for the Company with the interim and annual reporting period beginning January 1, 2012. The Company will not be required to provide amended disclosures for any previous periods presented for comparative purposes. Other than requiring additional disclosures, adoption of this update will not have a material effect on the Company's financial statements.

Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes of financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, the Company is not required to provide this information.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

NOVO ENERGIES CORPORATION AND SUBSIDIARY
(A DEVELOPMENT STAGE COMPANY)

AUDITED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2011 AND 2010

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MEYLER & COMPANY, LLC
CERTIFIED PUBLIC ACCOUNTANTS
ONE ARIN PARK
1715 HIGHWAY 35
MIDDLETOWN, NJ 07748

Report of Independent Registered Public Accounting Firm

To the Board of Directors
Novo Energies Corporation
Montreal, Canada

We have audited the accompanying consolidated balance sheets of Novo Energies Corporation and Subsidiary (a Development Stage Corporation) as of March 31, 2011 and 2010 and the related consolidated statements of operations, stockholders' deficit, and cash flows for each of the years in the two-year period ended March 31, 2011 and for the period October 7, 2008 (inception of Development Stage) to March 31, 2011. 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 audits.

We conducted our audits in accordance with the standards of 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, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide 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 Novo Energies Corporation and Subsidiary (a Development Stage Corporation) as of March 31, 2010 and 2009, and the results of its operations and its cash flows for each of the years in the two-year period ended March 31, 2011 and for the period October 7, 2008 (inception of Development Stage) to March 31, 2011, 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 A to the financial statements, the Company incurred a net loss from operations of $2,811,538 in the year ended March 31, 2011 and had negative working capital of $1,656,318 at March 31, 2011, and there are existing uncertain conditions the Company faces relative to its' ability to obtain capital and operate successfully. These conditions raise substantial doubt about its' ability to continue as a going concern. Management's plans regarding these matters are also described in Note A. The financial statements do not include any adjustments that may result from the outcome of this uncertainty.

/s/ Meyler & Company, LLC

Middletown, NJ
July 14, 2011

NOVO ENERGIES CORPORATION AND SUBSIDIARY
(A DEVELOPMENT STAGE CORPORATION)
CONSOLIDATED BALANCE SHEETS

ASSETS

	March 31, 2011	March 31, 2010
CURRENT ASSETS		
Cash	$8,730	$54,806
Miscellaneous receivable	-	3,674
Total current assets	8,730	58,480
Equipment - net	8,353	9,504
TOTAL ASSETS	$17,083	$67,984

LIABILITIES AND STOCKHOLDERS' DEFICIT

	2011	2010
CURRENT LIABILITIES		
Note Payable Caete Invest Trade, S.A.	$179,572	$163,215
Convertible Debenture	575,000	138,169
Accounts Payable	196,019	137,578
Accrued Interest	124,263	16,454
Accrued Professional Fees	256,858	23,170
Related party payables		
Accrued Rent	78,000	71,500
Accrued Consulting	26,773	88,580
Accrued Salaries and Taxes	46,880	26,228
Accrued Travel and Entertainment	-	59,451
Due to Chairman and CEO	20,312	15,596
Note Payable Chief Executive Officer	161,371	-
Total Related Party Payables	333,336	261,355
Total current liabilities	$1,665,048	$739,941
LONG TERM LIABILITIES		
Note Payable Chief Executive Officer	-	148,782
STOCKHOLDERS' DEFICIT		
Common stock, par value $0.00001; 1,000,000,000 shares authorized, 53,245,238 and 34,345,152 issued and outstanding at March 31, 2011 and March 31, 2010, respectively	532	344
Additional paid-in capital	12,976,186	10,986,545
Accumulated deficit from prior operations	(8,521,904)	(8,521,904)
Accumulated deficit during development stage	(6,071,622)	(3,260,084)

Accumulated other comprehensive loss	(31,157)	(25,640)
Total Stockholders' Deficit	(1,647,965)	(820,739)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$17,083	$67,984

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NOVO ENERGIES CORPORATION AND SUBSIDIARY
(A DEVELOPMENT STAGE CORPORATION)
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Year ended March 31, 2011	For the Year ended March 31, 2010	Period from October 7, 2008 (Inception of Development) to March 31, 2011
OPERATING EXPENSES			
General and Administrative	$1,763,076	$2,346,680	$ 4,434,009
Research and Development	471,073	515,279	986,352
Interest Expense	573,793	72,390	646,183
Depreciation Expense	3,596	1,482	5,078
Total Expenses	2,811,538	2,935,831	6,071,622
NET LOSS	(2,811,538)	(2,935,831)	(6,071,622)
NET LOSS PER SHARE			
Basic and Diluted	$(0.07)	$(0.14)	
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	41,433,771	21,048,792	

NOVO ENERGIES CORPORATION AND SUBSIDIARY
(A DEVELOPMENT STAGE COMPANY CORPORATION)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
For the two years ended March 31, 2011 and Period from October 7, 2008 (Inception of Development Stage) to March 31, 2011

	Number of shares	Amount	Additional Paid-in Capital	Deficit accumulated from prior operations	Deficit accumulated during the development stage	Accumulated Other comprehensive income (loss)	Total stockholders' deficit
Balance March 31, 2008	13,562,859	136	$8,364,267	$(8,511,289)		$ 364,610	$217,724
Shares issued in connection with consulting services @ $0.116 per share	600,000	6	69,994				70,000
Net loss for nine months ended September 30, 2008				(519,101)			(519,101)
Fractional share adjustment in connection with reverse and forward splits	1,479						
Adjustment for shares previously accrued and not issued in connection with settlement agreement - former Sales VP Atlantic Wines	(12,000)						
Translation adjustment						268,622	268,622
Balance September 30, 2008 prior to	14,152,338	142	8,434,261	(9,030,390)	0	633,232	37,245

spinout							
Loss on spinout of Mount Rozier Estates and Properties				(124,746)			(124,746)
Realization of Foreign Currency Adjustments				633,232		(633,232)	0
Shares issued in connection with consulting services @ $0.10 per share	3,000,000	30	299,970				300,000
Net loss for year ended March 31, 2009					(324,253)		(324,253)
Balance March 31, 2009	17,152,338	$ 172	$ 8,734,231	$ (8,521,904)	$ (324,253)	$ 0	$ (111,754)
Shares issued in connection with private placements @ $0.288-$0.336 per share	388,928	4	123,231				123,235
Warrants issued in connection with private placements @ $0.028 - $0.124 per share			12,892				12,892
Common Stock issued as commitment shares in connection with convertible debenture	6,085,193	61	368,689				368,750
Warrants issued as compensation for services rendered @$0.271 - $0.982			171,807				171,807

per share							
Shares issued for consulting services @ $0.10 - $1.00 per share	8,814,118	88	1,085,161				1,085,249
Shares issued to settle accounts payable obligation @ $0.21 per share	1,404,575	14	294,947				294,961
Shares to be issued for settlement agreement @ $0.23	500,000	5	114,995				115,000
Fair Value of beneficial conversion feature of Convertible notes			80,592				80,592
Net loss for year ended March 31, 2010					(2,935,831)		(2,935,831)
Translation adjustment						(25,640)	(25,640)
Total Comprehensive Loss							(2,961,471)
Balance March 31, 2010	34,345,152	$ 344	$ 10,986,545	$ (8,521,904)	$ (3,260,084)	$ (25,640)	$ (820,739)
During the period April 1, 2010 to September 30, 2010, sale of common stock under private placement agreements at $0.10 per share.	1,550,000	16	154,984				155,000

During the period October 1, 2010 to March 31, 2010, sale of common stock under private placement agreements at $0.05 per share.	10,278,500	103	543,693		543,796
Issuance of shares on June 7, 2010 under a consulting agreement at $0.05 per share.	30,000	1	1,499		1,500
Issuance of shares on August 1, 2010 under a consulting agreement at $0.11 per share.	1,500,000	15	134,985		135,000
Amendment of chief executive officer employment contract to include 1,200,000 shares of common stock valued at $0.18 per share.	1,200,000	12	71,988		72,000
Cancellation of Elso consulting agreement and retirement of shares.	(900,000)	(9)	(89,991)		(90,000)
Shares issued for consulting services vested during the year at $0.10 to $1.00.	1,241,586	10	682,523		682,533
Issuance of shares under a consulting contract					

dated February 1, 2011 at $0.08 per share.	1,000,000	10	79,990				80,000
Fair value of Affiliate shares used to compensate consultants for services performed.			140,000				140,000
Modification of Seth Shaw consulting contract on March 28, 2011 to issue additional shares at $0.09 per share.	3,000,000	30	269,970				270,000
Net loss for year ended March 31, 2011					(2,811,538)		(2,811,538)
Translation adjustment						(5,517)	(5,517)
Total Comprehensive Loss							(2,817,055)
Balance March 31, 2011	53,245,238	532	12,976,186	(8,521,904)	(6,071,622)	(31,157)	(1,917,965)

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NOVO ENERGIES CORPORATION AND SUBSIDIARY
(A DEVELOPMENT STAGE CORPORATION)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Year Ended March 31, 2011	For the Year Ended March 31, 2010	Period from October 7, 2008 (Inception of Development) to March 31, 2011
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	$(2,811,538)	$(2,935,831)	$ (6,071,622)
Adjustments to reconcile net loss to cash provided by (used in) operating activities:			
Stock based compensation	1,291,034	1,257,061	2,848,095
Shares issued in Settlement Agreement	-	114,995	114,995
Note Payable Discount Amortization	390,777	55,905	446,682
Convertible Debenture Repayment Premium	75,000		75,000
Depreciation	3,596	1,482	5,078
Decrease (increase) in assets			
Miscellaneous Receivable	3,674	(3,674)	-
Increase (decrease) in liabilities			
Accounts Payable	58,441	604,903	673,977
Accrued Interest	107,809	16,454	124,263
Accrued Professional Fees	233,688	12,536	246,224
Related party payables	(89,390)	160,235	84,465
Cash used in operating activities	(736,909)	(715,934)	(1,452,843)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of Equipment	(2,445)	(10,986)	(13,431)
Cash used in investing activities	(2,445)	(10,986)	(13,431)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from Note Payable	-	242,000	242,000
Repayment of Note Payable	-	(62,428)	(62,428)
Proceeds from Convertible Debenture	-	491,667	491,667
Issuance of Common Stock	698,796	136,127	834,923
Cash provided by financing activities	698,796	807,366	1,506,162
Foreign Currency Translation Effect	(5,518)	(25,640)	(31,158)
NET (DECREASE) / INCREASE IN CASH	(46,076)	54,806	8,730
CASH, BEGINNING OF PERIOD	54,806	-	-
CASH, END OF PERIOD	$8,730	$54,806	$ 8,730

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NOVO ENERGIES CORPORATION AND SUBSIDIARY
(A DEVELOPMENT STAGE COMPANY CORPORATION)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Year Ended March 31, 2011	For the Year Ended March 31, 2010	Period from October 7, 2008 (Inception of Development) to March 31, 2011
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			
Interest and Taxes Paid	-	-	-
NON CASH ITEMS			
Beneficial Conversion feature of debentures		$80,592	$ 80,592
Shares issued to settle accounts payable obligations		$294,961	$ 294,961
Debenture Commitment shares		$368,750	$ 368,689
Note Payable to Officer in settlement of payables		$172,364	$ 172,364
Note Payable to Officer in settlement of payables		$(172,364)	$ (172,364)
Common shares issued for accounts payable and debenture commitment shares		$(75)	$ (75)
Additional Paid in Capital:			
Shares issued to settle accounts payable		$(294,947)	$ (294,947)
Beneficial conversion feature of debenture		$(80,592)	$ (80,592)
Debenture commitment shares		$(368,689)	$ (368,689)

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NOTE A– NATURE OF BUSINESS, GOING CONCERN, AND PRESENTATION

Nature of Business

Novo Energies Corporation (“Novo”) is involved in the business of exploiting new technologies for the clean production of energy, The core of Novo’s technology was to recycle tires and plastics into energy as a Multi Stage Hybrid Gasification System (“MSHG”), which undertakes the conversion of carbonaceous feedstock to a gaseous end-product with an upgraded heating value in an environmentally friendly manner, and which does not involve combustion or any other reagents or other pollutants. However, upon the completion of the merger of its wholly-owned subsidiary with ICRI, the Company will abandon this business and adopt the business of ICRI.

Going Concern

As indicated in the accompanying financial statements, the Company has incurred cumulative net operating losses of $6,071,622 since inception of the development stage and has negative working capital of $1,656,318. Management’s plans include the raising of capital through equity markets to fund future operations, a successful merger with a clinical research company and the generating of revenue through the new business. Failure to raise adequate capital, complete a successful merger and generate adequate sales revenues could result in the Company having to curtail or cease operations. Additionally, even if the Company does raise sufficient capital to support its operating expenses, complete a successful merger and generate adequate revenues, there can be no assurances that the revenues will be sufficient to enable it to develop business to a level where it will generate profits and cash flows from operations. These matters raise substantial doubt about the Company’s ability to continue as a going concern. However, the accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Effective July 1, 2009, the Company adopted Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 105-10 Generally Accepted Accounting Principles-Overall (“ASC 105-10”). ASC 105-10 establishes the FASB Accounting Standards Codification (the “Codification”) as the source of authoritative accounting principles recognized by the FASB to be applied to nongovernmental entities in the preparation of financial statements in conformity with U.S. GAAP for SEC registrants. All guidance contained in the Codification carries an equal level of authority. The Codification superseded all existing non-SEC accounting and reporting standards. All other non-grandfathered, non-SEC accounting literature not included in the codification is non-authoritative. The FASB will not issue new standards in the form of Statements, FASB Positions or Emerging Issue Task Force Abstracts. Instead, it will issue Accounting Standards Updates (“ASUs”). The FASB will not consider ASUs as authoritative in their own right. ASUs will serve only to update the Codification, provide background information about the guidance and provide the basis for conclusions on the change(s) in the Codification.

Use of Estimates

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of

Use of Estimates (Continued)

assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Foreign Currency Translation

The Company considers the Canadian dollar to be its functional currency. Assets and liabilities were translated into US dollars at year-end exchange rates. Statement of operations amounts were translated using the average rate during the year. Gains and losses resulting from translating foreign currency financial statements were included in accumulated other comprehensive gain or loss, a separate component of stockholders' deficit.

Cash Equivalents

For purposes of reporting cash flows, cash equivalents include investment instruments purchased with an original maturity of three months or less. There were no cash equivalents in 2010 or 2009.

Equipment and Depreciation

Equipment is stated at cost and is depreciated using the double declining balance method over the estimated useful lives of the respective assets. Routine maintenance, repairs and replacement costs are expensed as incurred and improvements that extend the useful life of the assets are capitalized. When equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is recognized in operations.

Consolidated Financial Statements

The financial statements include the accounts and activities of Novo Energies Corporation and its wholly-owned Canadian subsidiary, WTL Renewable Energies, Inc. All inter-company transactions have been eliminated in consolidation.

Net Loss Per Common Share

The Company computes per share amounts in accordance with ASC Topic 260 Earnings per Share (EPS) which requires presentation of basic and diluted EPS. Basic EPS is computed by dividing the income (loss) available to Common Stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS is based on the weighted-average number of shares of Common Stock and Common Stock equivalents outstanding during the periods. A fully diluted calculation is not presented since the results would be anti-dilutive. During the period ended March 31, 2011, unvested common shares of $1,249,500 issued for future consulting and implement contracts were excluded from EPS calculations as they were not considered issued for accounting purposes.

Stock Based Compensation

The Company accounts for stock issued for services in accordance with Topic ASC 718 Compensation-Stock Compensation (formerly SFAS No. 123R "Share Based Payments"). Under this topic, the Black- Scholes pricing model is used to estimate the fair value of options and warrants issued. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity

Stock Based Compensation (Continued)

instrument issued, whichever is more reliably measurable. Equity instruments issued to employees and the cost of the services received as consideration are measured and recognized based upon the fair value of the equity instruments issued.

Comprehensive Income

The Company adopted ASC 220-10, Reporting Comprehensive Income, (formerly SFAS No. 130), which requires the reporting of comprehensive income in addition to net income from operations.

Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of information that historically has not been recognized in the calculation of net income.

Fair Value of Financial Instruments

The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, accounts receivable, accounts payable and accrued expenses approximate fair value because of the immediate or short-term maturity of these financial instruments. For the Notes payable, the carrying amount reported is based upon the incremental borrowing rates otherwise available to the Company for similar borrowings.

Income Taxes

The Company accounts for income taxes utilizing the liability method of accounting. Under the liability method, deferred taxes are determined based on differences between financial statement and tax bases of assets and liabilities at enacted tax rates in effect in years in which differences are expected to reverse. Valuation allowances are established, when necessary, to reduce deferred tax assets to amounts that are expected to be realized.

Impairment of Long-Lived Assets

Long-lived assets, primarily fixed assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. The Company does perform a periodic assessment of assets for impairment in the absence of such information or indicators. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used, or a significant adverse change that would indicate that the carrying amount of an asset or group of assets is not recoverable. For long-lived assets to be held and used, the Company recognizes an impairment loss only if its carrying amount is not recoverable through its undiscounted cash flows and measures the impairment loss based on the difference between the carrying amount and estimated fair value.

Fair Value Measurements

In September 2006, ASC issued 820, Fair Value Measurements. ASC 820 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosure about fair value measurements.

Fair Value Measurements (Continued)

In February 2007, ASC issued 825-10 The Fair Value Option for Financial Assets and Financial Liabilities-Including an Amendment of ASC 320-10, (“ASC 825-10”) which permits entities to choose to measure many financial instruments and certain other items at fair value at specified election dates. A business entity is required to report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date.

Uncertainty in Income Taxes

The Company follows ASC 740-10 Accounting for Uncertainty in Income Taxes (“ASC 740-10”). This interpretation requires recognition and measurement of uncertain income tax positions using a “more-likely-than-not” approach. ASC 740-10 is effective for fiscal years beginning after December 15, 2006. Management has adopted ASC 740-10, and evaluates tax positions on an annual basis, and have determined that as of March 31, 2011, no additional accrual for income taxes other than the federal and state provisions and related interest and estimated penalty accruals are considered necessary.

Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update 2010-02, Consolidation (Topic 810): Accounting and Reporting for Decreases in Ownership of a Subsidiary. This amendment to Topic 810 clarifies, but does not change, the scope of current US GAAP. It clarifies the decrease in ownership provisions of Subtopic 810-10 and removes the potential conflict between guidance in that Subtopic and asset derecognition and gain or loss recognition guidance that may exist in other US GAAP. An entity will be required to follow the amended guidance beginning in the period that it first adopts FAS 160 (now included in Subtopic 810-10). For those entities that have already adopted FAS 160, the amendments are effective at the beginning of the first interim or annual reporting period ending on or after December 15, 2009. The amendments should be applied retrospectively to the first period that an entity adopted FAS 160. The adoption of the provisions of ASU 2010-02 did not have a material effect on the financial position, results of operations or cash flows of the Company.

In January 2010, the FASB issued ASC Update No. 2010-06 “Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements” which updated guidance to amend the disclosure requirements related to recurring and nonrecurring fair value measurements. This update requires new disclosures on significant transfers of assets and liabilities between Level 1 and Level 2 of the fair value hierarchy (including the reasons for these transfers) and the reasons for any transfers in or out of Level 3. This update also requires a reconciliation of recurring Level 3 measurements about purchases, sales, issuances and settlements on a gross basis. In addition to these new disclosure requirements, this update clarifies certain existing disclosure requirements. For example, this update clarifies that reporting entities are required to provide fair value measurement disclosures for each class of assets and liabilities rather than each major category of assets and liabilities. This update also clarifies the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. This update became effective for the Company with the interim and annual reporting period beginning January 1, 2011, except for the requirement to provide the Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will become effective for the Company with the interim and annual reporting period beginning January 1, 2012. The Company will not be required to provide amended disclosures for any previous periods presented for comparative purposes. Other than requiring additional disclosures, adoption of this update will not have a material effect on the Company’s financial statements.

NOTE C - EQUIPMENT

The Company's equipment is as follows:

	March 31		
	2011	2010	Estimated Life
Computer and office equipment	$ 13,431	$ 10,986	5 years
Less: accumulated depreciation	5,078	1,482	
	$ 8,353	$ 9,504	

NOTE D – NOTE PAYABLE TO CAETE INVEST TRADE, S.A.

On November 1, 2009, the Company issued a $242,000 promissory note to Caete Invest Trade, S.A. maturing on October 31, 2010. The note is currently in default. The note bears interest at the rate of 10% per annum and is payable at maturity. The Company's Chief executive Officer has a beneficial ownership interest in Caete Invest Trade, S.A. The face amount of the note plus accrued interest is convertible into unregistered common stock of the company at the lesser of 100% of the volume weighted average price ("VWAP") of common stock as reported by Bloomberg L.P. on the day prior to the conversion date and a 15% discount to the lowest daily closing "VWAP" of common stock during the five days prior to the conversion date. The Company, in accordance with EITF 98-5 and 00-27, utilized the Market approach to value the debt instrument and concluded that a beneficial conversion feature exists since the effective conversion price of shares was less than the stock price at commitment date. The 15% discount created a beneficial conversion feature at the commitment date aggregating $36,300 which is being accreted monthly from the issuance date of the promissory note through maturity and is being recorded as additional interest expense. On February 4, 2010, $62,428 of the loan was repaid. At March 31, 2011, the loan balance is $179,572 and at March 31, 2010, the loan balance was $163,215 net of the unamortized discount of $16,357.

NOTE E – RELATED PARTY PAYABLES

At March 31, 2011, the related party payables of $333,336 consists of: (a) expenses paid by the Chief Executive Officer on behalf of the Company, aggregating $20,312; (b) compensation due other consultants deemed to be shareholders, aggregating $73,653; (c) note payable to Chief Executive Officer of $161,371; and (d) unpaid rent payable to Maria Laura Gomez, wife of the Chief Executive Officer aggregating $78,000.

NOTE F – NOTE PAYABLE TO CHIEF EXECUTIVE OFFICER

On January 21, 2010, the Company owed its Chief Executive Officer approximately $376,560 for salary and expenditures paid by him on behalf of the company. The company and its Chief Executive Officer agreed to formalize a portion of the debt and issued a $172,364 promissory note maturing on January 21, 2012. The note bears interest at the rate of 10% per annum and is payable at maturity. The face amount of the loan plus accrued interest is convertible into unregistered common stock of the company at the lesser of 100% of the volume weighted average price ("VWAP") of common stock as reported by Bloomberg L.P. on the day prior to the conversion date and a 15% discount to the lowest daily closing "VWAP" of common stock during the five days prior to the conversion date. The Company, in accordance with EITF 98-5 and 00-27, utilized the Market approach to value the debt instrument and concluded that a beneficial conversion feature exists since the effective conversion price of shares was less than the stock price at commitment date. The 15% discount created a beneficial conversion feature at the commitment date aggregating $55,923 which will be accreted monthly from the issuance date of the promissory note through maturity and will be recorded as additional interest expense. Accordingly, at March 31, 2011 and 2010, the loan has been recorded at $161,371 and $148,782, respectively, net of the unamortized discount of $10,993 and $23,582, respectively at March 31, 2011 and 2010.

NOTE G – CONVERTIBLE DEBENTURE

On January 26, 2010, the Company issued at par, a $500,000 Secured Convertible Debenture maturing on January 26, 2011. The debenture bears interest at the rate of 10% per annum and is payable monthly. The Company has granted a security interest in substantially all of the assets of the Company as collateral for the debenture. The face amount of the loan plus accrued interest is convertible into unregistered common stock of the company at the lesser of 100% of the volume weighted average price ("VWAP") of common stock as reported by Bloomberg L.P. on the day prior to the conversion date and a 15% discount to the lowest daily closing "VWAP" of common stock during the five days prior to the conversion date. Additionally, the Company issued commitment shares totaling 6,085,193 equivalent to $1,500,000 at the closing date to obtain the loan. The Company in accordance with APB 14 utilized the Market Approach to value the debt instrument and allocated the net proceeds from the issuance of the debenture based upon the pro rata portion of the face value of the debentures and the undiscounted value of the commitment shares.

Additionally, 15% of the Debenture was allocated to a beneficial conversion feature in accordance with EITF 98-5 and EITF 00-27. The Company concluded that the 15% discount created a beneficial conversion feature at the commitment date since the effective conversion price of the shares was less than the stock price at the commitment date. The beneficial conversion feature and the pro rata value of the commitment shares aggregated $395,521 which will be accreted monthly from the issuance date of the Debenture through maturity and will be recorded as additional interest expense and credited to additional paid in capital.

The loan is currently in default for non-payment. At March 31, 2011, the Company recorded the 15% redemption premium which is required upon repayment, and the additional 5% interest penalty resulting from the loan being in default for non-payment of interest.

On June 1, 2011, the loan, under a debt assignment agreement, was transferred to Green Eagle Capital Corp. who was acting as principal and agent on behalf of certain investors, which is owned by a shareholder of the Company.

NOTE H- STOCKHOLDERS' EQUITY

On May 1, 2009, the Company issued 3,000,000 shares of its common stock to Andre L'Heureux, President of the Company, in connection with his employment contract. The original contract specified that these shares vest at the rate of 83,333 per month over a three year period. On October 21, 2009, Mr. L'Heureux resigned as President and became Chief Technical Officer. On October 1, 2010, the Board modified the agreement to provide for the immediate vesting of all unearned shares. The shares were valued at $0.10 per share utilizing May 1, 2009 as the measurement date.

On May 1, 2009, the Company entered into a consulting agreement with JMR Holdings, Inc. to assist the Company in developing a business strategy, an acquisition strategy, and a sales and marketing strategy. In connection with the agreement, the Company issued 3,000,000 shares of its common stock at $0.10 per share utilizing May 1, 2009 as the measurement date which are to vest at the rate of 83,333 per month over a three year period. This agreement was amended on December 1, 2009 with immediate vesting of all issued shares.

On May 1, 2009, the Company entered into an agreement with Jeffrey Wolin to provide managerial consulting services. In connection with the agreement, the Company issued 450,000 shares which will vest at the rate of 12,500 shares per month. The shares were valued at $0.10 per share utilizing May 1, 2009 as the measurement date. On December 1, 2009, this agreement was amended to award 50,000 shares per month beginning January 1, 2010. The additional shares were valued at $0.30 per share utilizing December 1, 2009 as the measurement date. Mr. Wolin was to receive a total of 1,575,000 shares over the entire 3 year duration of the contract. On July 1, 2011, the Company terminated its relationship with Jeffrey Wolin. In settlement of the agreement, Mr. Wolin agreed to receive 375,000 shares of the Company's common stock. In total, Mr. Wolin received 825,000 shares.

On May 1, 2009, the Company entered into an agreement with William Rosenstadt and Steven Sanders, the firm's legal counsel, to assist the Company in developing business strategy, acquisition strategy, sales and marketing strategies, and other services mutually agreed to between the parties and the Company. The agreement calls for the issuance of 499,038 shares of common stock for the period May 1, 2009 to April 30, 2010. As of March 31, 2010, 450,000 shares were issued at $0.10 per share utilizing May 1, 2009 as the measurement date. On July 2, 2010, a resolution was approved by the Company to issue the balance of the shares.

On May 1, 2009, the Company entered into a three year consulting agreement with ELSO Investment Corporation to assist the Company in developing an acquisition strategy and structure outside North America and other services mutually agreed to by the Company and ELSO Investment Corporation. In connection with the agreement, the

Company issued 900,000 shares of its common stock valued at $0.10 per share utilizing May 1, 2009 as the measurement date. The shares vest at the rate of 25,000 shares per month. On December 19, 2009, this agreement was amended with immediate vesting of all issued shares. The Chief Executive Officer of the company has a beneficial ownership interest in ELSO Investment Corporation. Stock based compensation in the amount of $90,000 was previously recognized. On May 1, 2010, this agreement was cancelled and all shares were returned to the Company for cancellation. Accordingly, the stock based compensation of $90,000 was reversed during the first quarter ended June 30, 2010.

On July 1, 2009, the Company entered into a consulting agreement with The Group Marcel Tremblay to provide consulting services relating to sales and business strategies. In connection with the agreement, the Company will issue 25,000 shares of its common stock at $1.00 per share utilizing July 1, 2009 as the measurement date which will vest at the rate of 2,083 per month over a 12 month period. On July 1, 2009, the Company issued 200,000 warrants valued at $0.982 per warrant to be vested over a 12 month period at 16,366 per month. On February 1, 2010, the Company modified the agreement canceling the warrants and issuing 360,000 shares of its common stock to be vested over a 36 month period retroactive to July 1, 2009. The incremental value between the fair value of the shares at the measurement date of February 1, 2010 and the fair value of the warrants cancelled was $0.16 per share. On May 15, 2010, the Company terminated this contract.

On July 1, 2009, the Company entered into a consulting agreement with Faisal Farooq Butt to provide consulting services relating to corporate strategies as well as sales and marketing strategies for an eighteen month period beginning July 15, 2009. In connection with the agreement, the Company issued 200,000 shares of its common stock valued at $.93 per share utilizing July 15, 2009 as the measurement date. The shares will vest over an 18 month period. On December 1, 2009, this contract was amended to award 50,000 shares per month effective January 1, 2010 and extended for an additional 30 months. Mr. Butt would then receive a total of 1,566,666 shares over the term of the contract. The share differential was valued at $0.30 per share utilizing December 1, 2009 as the measurement date. On February 1, 2011, the Company terminated its agreement with Faisal Farooq Butt and the Company agreed to issue 500,000 shares of its common stock in connection with the termination.

On July 1, 2009, the Company entered into a consulting agreement with Jenkins Hill International to provide business and sales strategies. In connection with the agreement, the Company issued 250,000 shares of its common stock valued at $1.00 per share utilizing July 1, 2009 as the measurement date which will vest at the time of issue.

Effective October 23, 2009, the Company entered into an employment agreement with Hakim Zahar as the President of the Company. The agreement called for a base salary of $10,000 per month with payments starting November 15, 2009. The executive was to receive a minimum of 50,000 shares of the Company's common stock per month starting on the effective date of this agreement. This agreement could be terminated by either party at will. On May 28, 2010, the Company terminated the contract and agreed to compensate Mr. Zahar through February 15, 2010. In accordance with the settlement agreement, 200,000 shares of the Company's common stock were issued at a price of $0.44 per share based upon the commitment debt.

Effective August 15, 2009, the Company entered into a consulting agreement with Rubenstein Investor Relations, Inc. to provide consulting services with respect to matters concerning financial and investment communities for a minimum of six months. In addition to a monthly fee, the Company issued 200,000 five year warrants, exercisable at $0.40 per share. The warrants were valued using the Black-Scholes Option Pricing Model at $0.27 per share.

On November 1, 2009, the company entered into a consulting agreement with Philippe Germaine to provide investor relations and consulting services. In connection with the agreement, the Company would pay a monthly retainer of $3,000 per month, and issue 15,000 shares of its common stock per month. In addition, Mr. Germaine received a cash signing bonus of $9,000. Mr. Germaine's contract was terminated on June 15, 2010.

Between October 22, 2009 and November 4, 2009, the Company sold, under private placement agreements to four different individuals, 159,929 units consisting of one share of common stock and one warrant for every two shares sold. The units were sold at $0.35 per unit resulting in $55,975 proceeds to the Company. The warrants were valued at approximately $0.12 per unit using Black-Scholes Option pricing model and classified as additional paid in capital.

On January 21, 2010, the Company agreed to convert $124,960 of professional and consulting fees to common stock valued at $0.21 per share. Additionally, the Chief Executive Officer converted unpaid salaries and expenses paid on behalf of the Company totaling $170,000, to common stock valued at $0.21 per share.

On January 26, 2010, the Company entered into a secured convertible debenture maturing on January 26, 2011. In connection with the debenture issuance, the Company issued 6,085,193 shares of its common stock valued at $368,750. See Note G-Convertible Debenture.

On March 30, 2010, the Company cancelled its agreement with Colorado Tire Recycling, LLC. In connection with the contract cancellation, the Company issued 500,000 shares of its common stock valued at $0.23 per share utilizing March 30, 2010 as the measurement date, aggregating $115,000.

On June 7, 2010, the Company entered into a six month consulting agreement with Olga Finkelstein to assist the Company in developing a public relations strategy, new investor awareness strategies and communications. The consulting contract called for a monthly cash payment of $2,000 and 5,000 shares per month. The shares were to be valued at $0.05 per share, the value at commitment date. On December 1, 2010 the Company terminated the agreement. As a result, Novo Energies Corporation agreed to issue 30,000 common shares to Olga Finkelstein.

On August 1, 2010, the Company entered into a consulting agreement with Seth Shaw to assist the Company in developing a business strategy, an acquisition strategy and other services. The term of agreement is one year commencing July 15, 2010. Mr. Shaw received 1,500,000 shares at $0.11 per share aggregating $165,000. The compensation is being recorded on a monthly basis. On March 28, 2011, the contract was modified increasing the compensation to 4,500,000 shares. The additional 3,000,000 shares were valued at $0.09, the fair value on date of commitment.

On August 18, 2010, the Board approved the issuance of 1,200,000 shares of its common stock to its Chief Executive in accordance with his amended employment contract. The shares vest at the rate of 50,000 shares per month over a 24 month period commencing June 18, 2010 and have been valued at $0.18 per share, the fair market value at the date of commitment.

During the twelve months ended March 31, 2011, the Company, under various private placement agreements, sold 1,550,000 shares of its common stock at $0.10 per share aggregating $155,000 and 10, 278,500 shares of its common stock at $0.05 aggregating $543,796.

On February 1, 2011, the Company entered into a consulting agreement with Larry Caito to assist the Company in developing business and acquisition strategies and any other services mutually agreed to between the Company and consultant. The term of the agreement is for one year. Mr. Caito, as compensation, received 1,000,000 shares of the Company's common stock which vest immediately. The shares were valued at $0.08 per share, the fair market value of the stock as at the date of commitment.

NOTE I – PROVISION FOR INCOME TAXES

Deferred income taxes are determined using the liability method for the temporary differences between the financial reporting basis and income tax basis of the Company's assets and liabilities. Deferred income taxes are measured based on the tax rates expected to be in effect when the temporary differences are included in the Company's tax return. Deferred tax assets and liabilities are recognized based on anticipated future tax consequences attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax bases.

Deferred tax assets consist of the following:	March 31	
	2011	2012
Net operating losses	$ 960,000	$ 500,000
Valuation allowance	-960,000	500,000
	$ -	$ -

At March 31, 2011, the Company had a U.S. net operating loss carryforward in the approximate amount of $5,500,000 available to offset future taxable income through 2031. The Company established valuation allowances equal to the full amount of the deferred tax assets due to the uncertainty of the utilization of the operating losses in future periods. The Company also has a Canadian carry forward loss which approximates $550,000 and is available to offset future taxable income through 2031.

A reconciliation of the Company's effective tax rate as a percentage of income before taxes and federal statutory rate for the periods ended March 31, 2011 and 2010 is summarized as follows:

	2011	2010
Federal statutory rate	-34.00%	-34.00%
State income taxes, net of federal benefits	3.3	3.3
Valuation allowance	30.7	30.7
	0 %	0 %

NOTE J – FAIR VALUE MEASUREMENTS

On January 1, 2008, the Company adopted ASC 820 which defines fair value, provides a consistent framework for measuring fair value under generally accepted accounting principles and expands fair value financial statement disclosure requirements. ASC 820's valuation techniques are based on

NOTE J – FAIR VALUE MEASUREMENTS (CONTINUED)

observable and unobservable inputs. Observable inputs reflect readily obtainable data from independent sources, while unobservable inputs reflect our market assumptions.

ASC 820 classifies these inputs into the following hierarchy:

Level 1 inputs: Quoted prices for identical instruments in active markets.
Level 2 inputs: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
Level 3 inputs: Instruments with primarily unobservable value drivers.

NOTE K – WARRANTS

The following table summarizes the activity of the warrants issued by the Company during the year ended March 31, 2011:

	Number of Warrants	Exercise Price	Expiration Date
Balance March 31, 2010			
Issued	-		
Private placements	194,465	$ 0.75	7/2012 to 11/2012
Consulting contracts	400,000	$ 0.35 to $0.40	8/2014
Cancelled-consulting contract	-200,000	$ 0.35	
Exercised	-		
Balance March 31, 2011	394,465		

Under the private placements agreements, each warrant entitles the holder to purchase one share of the Company's common stock for $0.75 per share and the warrants expire three years from the date of issuance.

The warrants were valued utilizing the following assumption employing the Black-Scholes Pricing Model:

	Consulting Agreements	Private Placements
Volatility	84.23% to 190.65%	94.99% to 195.52%
Risk-free rate	2.51% to 2.68%	1.42% to 1.52%
Dividend	-	-
Expected life of warrants	5	3

NOTE L - COMMITMENTS AND CONTINGENCIES

On April 1, 2010, the Company entered into a lease with Mari Laura Gomez, wife of the Chief Executive Officer, for its office facility, which is now owned by her. The lease is for a period of one year commencing April 1, 2010 to 2011 with a monthly rent of $6,500. The lease was extended for 1 year to April 2011 for the same monthly rent.

On May 28, 2010, the Company entered into a Technology Co-operation Agreement with Novo Energies International, Ltd. (NEI) that permits NEI to utilize the Company's technology and know-how for the sole purpose of building and operating facilities at NEI's expense that incorporate all or any portion of the Company's technology throughout the entire world except for all of the countries within North America, Central America and South America for a term of 10 years which may be renewed for an additional 10 year term. As consideration for the know-how and other technical information, the Company will receive 12.5% of NEI's issued and outstanding shares with anti-dilution rights. Such anti-
dilution rights shall expire when NEI raises a minimum of 3,000,000 British pounds. In connection with the agreement, the Company's Chief Executive Officer and the Company's then Interim President, Faisal Farooq Butt were appointed as Directors to NEI's Board of Directors and each received 4% and 2%, respectively, of NEI's common stock. At March 31, 2010, NEI has not raised any investment capital and has had no operating activity.

On June 18, 2010, the Company amended the Chief Executive's employment contract whereby he will receive 1,200,000 shares of Company common stock and vest at the rate of 50,000 shares per month over a 24 month period commencing June 18, 2010.

NOTE M – SUBSEQUENT EVENTS

Subsequent to the year ended March 31, 2011, the Company through various private placements sold approximately 5,320,000 shares of its common stock at $0.05 per share aggregating $266,000.

On May 17, 2011, the Company entered into an exclusive memorandum of understanding with Immunovative Clinical Research, Inc. (“ICRI”), a Nevada corporation and wholly-owned subsidiary of Immunovative Therapies, Ltd., an Israeli Corporation (“Immunovative”) pursuant to which the Company and ICRI will pursue a merger resulting in the Company owning ICRI. The parties have agreed to complete a definitive agreement and plan of merger contemporaneous with closing the transaction as contemplated by its memorandum of understanding. The memorandum of understanding shall remain in full force and effect until the earlier of (1) a consummation of the merger; or (2) the expiration of 150 days, unless otherwise extended by the parties.

On June 1, 2011, the Company’s secured convertible debenture through a debt assignment instrument was transferred to Green Eagle Capital Corp. who was acting as principal and agent for certain investors. Green Eagle Capital Corp. is a corporation controlled by a shareholder of the company. See Note G to the financial statements.

On July 11, 2011, as principal and agent for certain investors, Green Eagle Capital Corp., converted the secured convertible debenture into 10,000,000 shares of the Company common stock.

On July 13, 2011, Sanders Ortoli Vaughn-Flam Rosenstadt LLP, the Company’s counsel converted $100,000 of debt owed to it for services rendered and expenses incurred prior to December 31, 2010 into 1,000,000 shares of the Company’s common stock.

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

We have had no disagreements with our principal independent accountants.

ITEM 9A. CONTROLS AND PROCEDURES

Responsibility For Financial Information — Management is responsible for the preparation, accuracy, integrity and objectivity of the Consolidated Financial Statements and the other financial information included in this report. Such information has been prepared in conformity with accounting principles generally accepted in the United States of America and accordingly, includes certain amounts that represent management's best estimates and judgments. Actual amounts could differ from those estimates.

Responsibility for Internal Controls — Management is also responsible for establishing and maintaining adequate internal controls over financial reporting. These internal controls consist of policies and procedures that are designed to assess and monitor the effectiveness of the control environment including: risk identification, governance structure, delegations of authority, information flow, communications and control activities. While no system of internal controls can ensure elimination of all errors and irregularities, Novo Energies Corporation's internal controls, which are reviewed and modified in response to changing conditions, have been designed to provide reasonable assurance that assets are safeguarded, policies and procedures are followed, transactions are properly executed and reported, and appropriate disclosures are made. The concept of reasonable assurance is based on the recognition that there are limitations in all systems of internal control and that the costs of such systems should be balanced with their benefits.

Report On Internal Control Over Financial Reporting — The Company's Chief Executive Officer and Chief Financial Officer have evaluated the Company' internal control over financial reporting as of March 31, 2011. This evaluation was based on criteria for effective internal control over financial reporting set forth in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management has concluded that the Company's internal control over financial reporting is not effective as of March 31, 2011 due to the following material weaknesses: (a) we have a single director, (b) we do not have an audit committee, and (c) there is no segregation of duties in connection with our accounting. The Company is striving to improve on timely reporting and financial controls. The Company has determined that the material weaknesses identified by the Chief Executive Officer and Chief Financial Officer were in effect for the entire year ended March 31, 2011. The Company recognizes the material weaknesses and is taking the following action to mitigate them: (1) we are adding two additional members to our Board of Directors, one being an outside director, (2) we have retained a local accounting firm to assist us in expediting our financial reporting process and (3) we continue to pursue new methods for making our financial reporting process more effective and efficient. 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 attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the company to provide only management's report in this annual report.

During the most recently completed fiscal quarter, there has been no change in our internal control over financial reporting that has materially affected or is reasonably likely to materially affect our internal controls over financial reporting.

Report On Disclosure Controls And Procedures — As of March 31, 2011, management carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation, it concluded that the Company's disclosure controls and procedures are not effective in ensuring that information required to be disclosed in its periodic filings under the Exchange Act is accumulated and communicated to us to allow timely decisions regarding required disclosures, and such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

ITEM 9B. OTHER INFORMATION

Subsequent to the year ended March 31, 2011, the Company through various private placements sold approximately 5,320,000 shares of its common stock at $0.05 per share aggregating $266,000.

On May 17, 2011, the Company entered into an exclusive memorandum of understanding with Immunovative Clinical Research, Inc. ("ICRI"), a Nevada corporation and wholly-owned subsidiary of Immunovative Therapies, Ltd., an Israeli Corporation ("Immunovative") pursuant to which the Company and ICRI will pursue a merger resulting in the Company owning ICRI. The parties have agreed to complete a definitive agreement and plan of merger contemporaneous with closing the transaction as contemplated by its memorandum of understanding. The memorandum of understanding shall remain in full force and effect until the earlier of (1) a consummation of the merger; or (2) the expiration of 150 days, unless otherwise extended by the parties.

On June 1, 2011, the Company's secured convertible debenture through a debt assignment instrument was transferred to Green Eagle Capital Corp. who acted as principal and agent on behalf of certain investors. Green Eagle Capital Corp. is a corporation controlled by a shareholder of the company. See Note G to the financial statements.

On July 11, 2011, acting as principal and agent on behalf of certain investors, Green Eagle Capital Corp. converted the secured convertible debenture into 10,000,000 shares of the Company common stock.

On July 13, 2011, Sanders Ortoli Vaughn-Flam Rosenstadt LLP, the Company's counsel, converted $100,000 of debt owed to it for services rendered and expenses incurred prior to December 31, 2010 into 1,000,000 shares of the Company's common stock.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

OFFICERS AND DIRECTORS

Messr. Antonio Treminio is the sole director of the Company. The Company's director is elected at each Annual Meeting of Shareholders. The sole director currently serving on the Company's Board and the executive officers are set forth in the table below:

Name	Age	Positions and Offices With The Company
Antonio Treminio	41	Chief Executive Officer and Chairman of the Board

No director holds any directorship in a company with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 or subject to the requirements of Section 15(d) of such Act. No director holds any directorship in a company registered as an investment company under the Investment Company Act of 1940.

As the Board of Directors only has one director and two employees, no Audit or Strategy Committee has been established. The Company does not have a standing nominating committee or any committee performing a similar function. For the above reasons, the Company has not adopted a code of ethics.

The following is a biographical summary of the directors and officers of the Company:

Antonio Treminio

Since 1996 Mr. Antonio Treminio, has been involved as a consultant to public traded companies, participating in structuring mergers and acquisition, re-capitalization, financing in the mining / precious metals & energy sector. Since 2003, Mr. Treminio has been the president of Lusierna Asset Management Ltd. In 1993, after finishing his attending his studies in Business Administration at Loyalist College in Belleville, Ontario, Mr. Treminio started his career in the private banking sector with Dean Witter Reynolds. In 1995, he joined PaineWebber to further his career while focusing on establishing Strategic Alliances and/or Referral Agreements with top-tier Latin American financial institutions.

COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Section 16(a) of the Securities Exchange Act of 1934 requires executive officers and directors who beneficially own more than ten percent (10%) of the Company's Common Stock to file initial reports of ownership and reports of changes of ownership with the Securities and Exchange Commission. Executive officers, directors and greater than ten percent (10%) beneficial owners are required by Commission regulations to furnish the Company with copies of all Section 16(a) forms they file.

The information required to be compliant with Section 16(a) is found herein. However, at the present time the required individuals have not filed the appropriate Section 16(a) forms although it has been represented to the

Company that such are being prepared and will be filed shortly after the filing of this annual report.

ITEM 11. EXECUTIVE COMPENSATION

Except as set out below, the Company has not paid in either 2011 or 2010 any annual or long-term compensation through the latest practicable date to the Chief Executive Officer of the Company and sole director of the Company or to any executive officers of the Company or directors of the Company who held such positions during 2011.

SUMMARY COMPENSATION TABLE

Name and principal position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Antonio Treminio	2009	60,000							60,000
	2010	120,000							120,000
	2011	120,000							120,000
Faisal Butt	2011	24,802							24,802
Andre L'Heureux	2010	25,500		91,667			208,333		325,000
Hakim Zahar	2010	40,000		88,600					128,600

Employment Contracts

On May 1, 2009, the Company issued 3,000,000 shares of its common stock to Andre L'Heureux, President of the Company, in connection with his employment contract. The original contract specified that these shares vest at the rate of 83,333 per month over a three year period. On October 21, 2009, Mr. L'Heureux resigned as President and became Chief Technical Officer. On October 1, 2010, the Board modified the agreement to provide for the immediate vesting of all unearned shares. The shares were valued at $0.10 per share utilizing May 1, 2009 as the measurement date.

Effective October 23, 2009, the Company entered into an employment agreement with Hakim Zahar as the President of the Company. The agreement called for a base salary of $10,000 per month with payments starting November 15, 2009. The executive was to receive a minimum of 50,000 shares of the Company's common stock per month starting on the effective date of this agreement. This agreement could be terminated by either party at will. On May 28, 2010, the Company terminated the contract and agreed to compensate Mr. Zahar through February 15, 2010. In accordance with the settlement agreement, 200,000 shares of the Company's common stock were issued at a price of $0.44 per share based upon the commitment debt.

On July 10, 2009, the Company executed an employment agreement with Antonio Treminio to be the Company's Chief Executive Officer and Chairman of the Board of Directors. The agreement can be terminated by either party. The agreement calls for a base salary of $10,000 per month effective September 22, 2008 and the issuance of incentive stock options equal to Five Percent (5%) of all of the Company's issued and outstanding common stock on September 22, 2008 (the "Stock Options"). Twenty Percent (20%) of the Stock Options shall vest for each plastic and/or tire facility constructed during the five years subsequent to the date herein so long as each plastic facility has a capacity to process 15 tons of plastic waste per day and/or each tire facility has the capacity to process 30 tons of tire waste per day. One Hundred Percent (100%) of the Stock Options shall vest upon the occurrence of a Change of Control as it is defined in the employment agreement. The Company will create an incentive stock option plan and award stock options equal to 5% of the Company's issued and outstanding common stock at the date of the agreement. On June 18, 2010, the Company amended the agreement to award 1,200,000 shares of its common stock to be vested over the succeeding 24 months.

On January 21, 2010, the Company owed its Chief Executive Officer approximately $376,560 for salary and expenditures paid by him on behalf of the company. The company and its Chief Executive Officer agreed to formalize a portion of the debt and issued a $172,364 promissory note maturing on January 21, 2012. The note bears interest at the rate of 10% per annum and is payable at maturity. The face amount of the loan plus accrued interest is convertible into unregistered common stock of the company at the lesser of 100% of the volume weighted average price ("VWAP") of common stock as reported by Bloomberg L.P. on the day prior to the conversion date and a 15% discount to the lowest daily closing "VWAP" of common stock during the five days prior to the conversion date. The Company, in accordance with EITF 98-5 and 00-27, utilized the Market approach to value the debt instrument and concluded that a beneficial conversion feature exists since the effective conversion price of shares was less than the stock price at commitment date. The 15% discount created a beneficial conversion feature at the commitment date aggregating $55,923 which will be accreted monthly from the issuance date of the promissory note through maturity and will be recorded as additional interest expense. Accordingly, at March 31, 2011 and 2010, the loan has been recorded at $161,371 and $148,782, respectively, net of the unamortized discount of $10,993 and $23,582, respectively at March 31, 2011 and 2010.

At March 31, 2011, the related party payables of $333,336 consists of: (a) expenses paid by the Chief Executive Officer on behalf of the Company, aggregating $20,312; (b) compensation due other consultants deemed to be shareholders, aggregating $73,653; (c) note payable to Chief Executive Officer of $161,371; and (d) unpaid rent payable to Maria Laura Gomez, wife of the Chief Executive Officer aggregating $78,000.

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

Security Ownership of Certain Beneficial Owners

The following table sets forth information regarding the beneficial ownership of the shares of the Common Stock (the only class of shares previously issued by the Company) at March 31, 2011 by (i) each person known by the Company to be the beneficial owner of more than five percent (5%) of the Company's outstanding shares of Common Stock, (ii) each director of the Company, (iii) the executive officers of the Company, and (iv) by all directors and executive officers of the Company as a group. Each person named in the table, has sole voting and investment power with respect to all shares shown as beneficially owned by such person and can be contacted at the address of the Company.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner(1)	Percent of Class	
Antonio Treminio 650 Notre Dame West Apt 1101 Montreal, QUE H3C 1J2 Canada	5,009,524	8	%
All executive officers and directors as a group (1 person)	5,009,524	8	%
Major Stockholders:			
Trafalgar Capital Specialized Investment Fund	8,585,193	14	%

The Dickens, Kirk Street
16 Northington Street
London WC1N 2DG

(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 as of the date of this Annual Report. As of the date of this Annual Report, there were 61,254,638 shares of common stock issued and outstanding.

Changes in Control
We are unaware of any contract, or other arrangement or provision, the operation of which may at a subsequent date result in a change of control of our Company.

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

On April 1, 2009, the Company entered into a lease with Lusierna Asset Management Ltd. which is controlled by the Chief Executive Officer. The lease is for a period of one year commencing April 1, 2009 to 2010 with a monthly rent of $6,500. The lease was extended for 1 year to April 2011 for the same monthly rent. The office facility is now owned by the wife of the Chief Executive Officer.

On September 22, 2009, the Company entered into a material definitive agreement with Fairhurst Properties, S.A. ("Fairhurst") which was finalized on October 7, 2008. Fairhurst is a company owned 100% by the Company's former principal shareholder and Chief Executive Officer. The spin-out agreement provides for the split-off of all of the Company's interests in two wholly owned subsidiaries, Mount Rozier Properties (Pty) Ltd. and Mount Rozier Estate (Pty) Ltd. located in South Africa. The wholly owned subsidiaries owned all of the assets of the Company. In exchange for all of the assets surrendered and spun-off, Fairhurst assumed all of the debt and obligations of the subsidiaries. Simultaneously, on October 7, 2008 a group of shareholders purchased approximately 50% of the outstanding shares (6,930,258 shares purchased) of the company in a private transaction for $200,000 and Mr. Antonio Treminio became the Company's sole Director, Chief Executive Officer and Chief Financial Officer representing a change in control.

At March 31, 2011, the related party payables of $333,336 consists of: (a) expenses paid by the Chief Executive Officer on behalf of the Company, aggregating $20,312; (b) compensation due other consultants deemed to be shareholders, aggregating $73,653; (c) note payable to Chief Executive Officer of $161,371; and (d) unpaid rent payable to Maria Laura Gomez, wife of the Chief Executive Officer aggregating $78,000.

On January 21, 2010, the Company owed its Chief Executive Officer approximately $376,560 for salary and expenditures paid by him on behalf of the company. The company and its Chief Executive Officer agreed to formalize a portion of the debt and issued a $172,364 promissory note maturing on January 21, 2012. The note bears interest at the rate of 10% per annum and is payable at maturity. The face amount of the loan plus accrued interest is convertible into unregistered common stock of the company at the lesser of 100% of the volume weighted average price ("VWAP") of common stock as reported by Bloomberg L.P. on the day prior to the conversion date and a 15% discount to the lowest daily closing "VWAP" of common stock during the five days prior to the conversion date. The Company, in accordance with EITF 98-5 and 00-27, utilized the Market approach to value the debt instrument and concluded that a beneficial conversion feature exists since the effective conversion price of shares was less than the stock price at commitment date. The 15% discount created a beneficial conversion feature at the commitment date aggregating $55,923 which will be accreted monthly from the issuance date of the promissory note through maturity and will be recorded as additional interest expense. Accordingly, at March 31, 2011 and 2010, the loan has been recorded at $161,371 and $148,782, respectively, net of the unamortized discount of $10,993 and $23,582, respectively at March 31, 2011 and 2010.

On April 1, 2010, the Company entered into a lease with Mari Laura Gomez, wife of the Chief Executive Officer, for its office facility, which is now owned by her. The lease is for a period of one year commencing April 1, 2010 to 2011 with a monthly rent of $6,500. The lease was extended for 1 year to April 2011 for the same monthly rent.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

	Year Ended March 31, 2011	Year Ended March 31, 2010
Audit Fees	$ 100,000	$ 85,000
Audit Related Fees	$ 0	$ 0
Tax Fees	$ 0	$ 0
All Other Fees	$ 0	$ 0
	$ 100,000	$ 85,000

Audit Fees

Audit fees are the aggregate fees billed for professional services rendered by our independent auditors for the audit of our annual financial statements, the review of the financial statements included in each of our quarterly reports and services provided in connection with statutory and regulatory filings or engagements.

Audit Related Fees

Audit related fees are the aggregate fees billed by our independent auditors for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not described in the preceding category.

Tax Fees

Tax fees are billed by our independent auditors for tax compliance.

All Other Fees

All other fees include fees billed by our independent auditors for products or services other than as described in the immediately preceding three categories.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Exhibit Number	Exhibit Description
10.1	Debt Assignment Agreement among the Company, Green Eagle Capital Corp. as principal and agent to certain investors, Trafalgar Capital SARL, Trafalgar Capital Specialized Investment Fund-FIS dated June 9, 2011
10.2	Conversion Agreement Between the Company and Green Eagle Capital Corp. as principal and agent to certain investors dated July 8, 2011
31.1	Section 302 Certification
32.1	Section 906 Certification

SIGNATURES

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

NOVO ENERGIES CORPORATION

/s/ Antonio Treminio
Name: Antonio Treminio
Title: Chairman of the Board, Chief Executive Officer,
Chief Financial Officer and Secretary
Date: July 14, 2011