

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: 2013-01-14 | Period of Report: 2012-11-30
SEC Accession No. 0001504412-13-000013

(HTML Version on secdatabase.com)

FILER

SAUER ENERGY, INC.

CIK: **1446152** | IRS No.: **263261559** | State of Incorporation: **NV** | Fiscal Year End: **0831**
Type: **10-Q** | Act: **34** | File No.: **000-53598** | Film No.: **13526891**
SIC: **1381** Drilling oil & gas wells

Mailing Address

2326 TELLER ROAD
NEWBURY PARK CA 91320

Business Address

2326 TELLER ROAD
NEWBURY PARK CA 91320
888 829 8748

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

Form 10-Q

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

For the quarterly period ended November 30, 2012

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

For the transition period from _____ to _____

000-53598

Commission File Number

SAUER ENERGY, INC.

(Name of small business issuer in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

26-3261559
(I.R.S. Employer
Identification No.)

4670 Calle Carga Unit A Camarillo, CA 93012

(Address of principal executive offices)

888-829-8748

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company filer. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Large accelerated filer Accelerated filer Non-accelerated Filer Smaller reporting company

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 91,961,049 shares of common stock, par value \$0.0001 per share, as of January 14, 2012.

SAUER ENRGY, INC.
REPORT ON FORM 10-Q
TABLE OF CONTENTS

	Page
PART I – Financial Information	
Item 1. Financial Statements	3
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	15
Item 3. Quantitative and Qualitative Disclosures About Market Risk	16
Item 4T. Controls and Procedures	16
PART II – Other Information	
Item 1. Legal Proceedings	18
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	18
Item 3. Defaults Upon Senior Securities	18
Item 4. Mine Safety Disclosures	18
Item 5. Other Information	18
Item 6. Exhibits	19
Signatures	20

SAUER ENERGY
(A Development Stage Enterprise)
Consolidated Balance Sheet

	November 30, 2012	August 31, 2012
(Unaudited)		
ASSETS		
Current Assets		
Cash	\$ 58,791	\$ 46,955
Inventory	1,000	1,000
	59,791	47,955
Property and Equipment, net	84,242	92,567
Other Assets		
Intangible Assets	1,475,000	1,475,000
Security Deposit	14,000	14,000
	1,489,000	1,489,000
Total Assets	\$ 1,633,033	\$ 1,629,522

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities		
Accounts Payable and accrued liabilities	\$ 7,487	\$ 7,487

Loan Payable	92,000	-
Stockholders' Loans	10,000	10,000
Total Current Liabilities	109,487	17,487
Stockholders' Equity		
Common Stock, \$0.0001 par value; authorized		
650,000,000 shares; issued and outstanding		
87,218,106 shares on August 31, 2012		
88,369,086 shares on November 30, 2012	8,837	8,722
Additional Paid-In Capital	5,126,139	4,956,254
Accumulated deficit during the development stage	(3,611,430)	(3,352,941)
Total Stockholders' Equity	1,523,546	1,612,035
Total Liabilities and Stockholders' Equity		
	\$ 1,633,033	\$ 1,629,522

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

SAUER ENERGY, INC.			
(A Development Stage Enterprise)			
Statement of Operations			
(Unaudited)			
			Inception (August 7 2008)
	For the three months ended	through	
	November 30,	November 30,	
	2012	2011	2012
Revenue	-	-	-
General and Administrative Expenses:			
Professional Fees	\$ 30,541	\$ 9,096	\$ 301,671
Consulting	19,036	90,099	813,714
Commitment Fees	120,000		120,000
Research & development expense	32,635	95,329	854,955
Other general and administrative expenses	56,277	79,930	1,521,089
	258,489	274,454	3,611,429
(Loss) from operations	(258,489)	(274,454)	(3,611,429)
Other Income (expense)	-	-	-
(Loss) before taxes	(258,489)	(274,454)	(3,611,429)
Provision (credit) for taxes		-	-

Net (Loss)	<u>\$ (258,489)</u>	<u>\$ (274,454)</u>	<u>\$ (3,611,429)</u>
-------------------	---------------------	---------------------	-----------------------

Basic earnings (loss) per common share,

basic and diluted:	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
---------------------------	------------------	------------------

Weighted average number of common

shares outstanding, basic and diluted	<u>80,804,083</u>	<u>76,815,912</u>
--	-------------------	-------------------

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

SAUER ENERGY, INC.

(A Development Stage Enterprise)

Statement of Stockholders' Equity

(Unaudited)

For the period from inception (August 7, 2008) to November 30, 2012

	Common Stock		Additional Paid-In Capital	Share Subscriptions	Accumulated	Total Shareholders' Equity (Deficit)
	Number of Shares	Amount			during the	
					Development Stage	
Inception: August 7, 2008	-	\$ -	\$ -		\$ -	\$ -
Shares issued for cash	500,000	500	12,000			12,500
Recapitalization	(499,675)	(500)	500			-
Development stage net (loss)					(45,541)	(45,541)
Balances August 31, 2008	325	\$ -	\$ 12,500		\$ (45,541)	\$ (33,041)
Shares issued for cash	138,937,175	13,894	(13,894)			-
Development stage net (loss)					(12,666)	(12,666)
Balances August 31, 2009	138,937,500	\$ 13,894	\$ (1,394)		\$ (58,207)	\$ (45,707)
Shares cancellation	(67,437,500)	(6,744)	6,744			-
Shares subscription for cash			157,200			157,200
Development stage net (loss)					(214,899)	(214,899)
Balances August 31, 2010	71,500,000	\$ 7,150	\$ 162,550		\$ (273,106)	\$ (103,406)
Shares issued for service fee	552,900	55	664,675			664,730
Shares subscriptions for cash				63,910		63,910
Shares issued for cash	3,537,849	354	856,899			857,253
Development stage net (loss)					(1,366,199)	(1,366,199)
Balances August 31, 2011	75,590,749	\$ 7,559	\$ 1,684,124	\$ 63,910	\$ (1,639,305)	\$ 116,288
Shares subscriptions for cash				334,893		334,893
Shares issued for cash	1,275,357	128	382,473	(382,601)		-
Shares issued for services	522,000	52	266,168			266,220
Shares issued for services	200,000	20	102,180	(200)		102,000
Shares issued for services	535,000	53	272,797			272,850
Stock issued for cash	650,000	65	194,935			195,000
Corrected error in stock			1,002	(1,002)		-
Shares issued for cash	24,000	2	5,998			6,000
Shares issued for legal fees @\$0.60	125,000	13	74,987			75,000
Shares issued for legal fees	25,000	3	14,997			15,000
Shares issued for services	363,000	36	123,384			123,420
Shares issued for intangibles and equipment	6,000,000	600	1,499,400			1,500,000
Share subscriptions				180,000		180,000
Share subscriptions				7,000		7,000
Shares issued for cash	808,000	81	201,919	(202,000)		-
Shares issued for services	100,000	10	11,990			12,000

Shares issued for services	1,000,000	100	119,900			120,000
Net (loss) for the year					(1,713,636)	(1,713,636)
Balances at August 31, 2012	87,218,106	\$ 8,722	\$ 4,956,254	\$ -	\$ (3,352,941)	\$ 1,612,035
Shares issued for cash pursuant						
to an investment agreement	950,980	95	119,905			120,000
Shares issued for cash	200,000	20	49,980			50,000
Net (loss) for the period					(258,489)	(258,489)
Balances at November 30, 2012	88,369,086	\$8,837	5,126,139	-	(3,611,430)	1,523,546

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

SAUER ENERGY, INC.			
(A Development Stage Enterprise)			
Consolidated Statement of Cash Flows			
(Unaudited)			
	For the three months ended		Inception
	November 30,		(August 7 2008)
	November 30,		through
	2012	2011	November 31,
	2012	2011	2012
Cash flows from operating activities:			
Net (loss)	\$ (258,489)	\$ (274,454)	\$ (3,611,430)
Adjustments to reconcile net loss to net cash provided (used) by operating activities:			
Security Deposit			(14,000)
Director fees issued by shares			48,000
Other service fees issued by shares		49,296	1,423,220
Investor relation fees issued by shares			180,000
Depreciation	8,325	3,234	51,247
Changes in operating assets and liabilities:			
Prepaid expense			-
Accounts payable and accrued expenses		(6,091)	7,486
Net cash flows (used by) operating activities	(250,164)	(228,015)	(1,915,476)
Cash flows from investing activities:			
Purchase of furniture and equipment	-	(39,137)	(110,489)
Net cash (used by) investing activities	-	(39,137)	(110,489)
Cash flows from financing activities:			
Proceeds from loan	92,000		92,000
Proceeds from shareholders' loan		10,787	82,256
Payment on shareholders' loan			(72,256)
Proceeds from issuance of common stock, net of costs	170,000	334,893	1,982,756
Net cash (used by) provided by financing activities	262,000	345,680	2,084,756
Net increase (decrease) in cash	11,836	78,528	58,791
Cash, beginning of the period	46,955	74,559	-
Cash, end of the period	\$ 58,791	\$ 153,087	\$ 58,791
Supplemental cash flow disclosure:			
Interest paid	\$ -	\$ -	\$ -
Taxes paid	\$ -	\$ -	\$ -

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

Page 7 of 20

Sauer Energy, Inc.
(A Development Stage Enterprise)
Notes to the Consolidated Financial Statements
November 30, 2012

Note 1 - Organization and summary of significant accounting policies:

These unaudited interim financial statements as of and for the three months ended November 30, 2012 reflect all adjustments which, in the opinion of management, are necessary to fairly state the Company's financial position and the results of its operations for the periods presented, in accordance with the accounting principles generally accepted in the United States of America. All adjustments are of a normal recurring nature.

These unaudited interim financial statements should be read in conjunction with the Company's financial statements and notes thereto included in the Company's fiscal year end August 31, 2012 report. The Company assumes that the users of the interim financial information herein have read, or have access to, the audited financial statements for the preceding period, and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. The results of operations for the three month period ended November 30, 2012 are not necessarily indicative of results for the entire year ending August 31, 2013.

Following is a summary of our organization and significant accounting policies:

Organization and nature of business – Sauer Energy, Inc. (formerly: BCO Hydrocarbon Ltd.) (identified in these footnotes as "we" or the "Company") was incorporated in the State of Nevada, United States of America on August 19, 2008. It was a natural resource exploration stage company and anticipated acquiring, exploring, and if warranted and feasible, developing natural resource assets. BCO had the right to acquire a 50% working interest in an oil and gas lease in Alberta, Canada.

Sauer Energy, Inc. (the "Old Sauer") was incorporated in California on August 7, 2008. The Company is a development stage company engaged in the design and manufacture of vertical axis wind turbine (VAWT) systems.

On July 25, 2010, the Company, the president and sole director Malcolm Albery ("MA") and Dieter Sauer, Jr. ("DS") completed a closing (the "Closing") under an Agreement and Plan of Reorganization, dated as of June 23, 2010 (the "Agreement"). The Agreement provided: (a) for the purchase by DS of all of the 39,812,500 shares of the Company owned by MA for \$55,200; (b) the contribution by DS of all of the shares of Old Sauer, a California corporation ("SEI") to the Company; (c) the assignment of certain patent rights related to wind turbine technology held by DS to the Company; and (d) the election of DS to the Company's board of directors. In connection with the Closing, Mr. Sauer was elected President and CEO of the Company and two former shareholders of the Company agreed to (i) indemnify the Company against any claims resulting from breaches of representations and warranties by the Company in the Agreement; (ii) to acquire and cause to be returned for cancellation an aggregate of 67,437,500 shares of the Company's common Stock, including all of the shares owned by former officer and director Daniel Brooks and; (3) assume all of the Company's obligations in connection with certain oil and gas leases in Canada.

The agreement was executed on July 25, 2010. Sauer Energy, Inc. became a wholly-owned subsidiary of the Company. On August 29, Malcolm Albery resigned as President and was replaced by Dieter Sauer. In the following month, the Company changed its name from BCO Hydrocarbon Ltd. to Sauer Energy, Inc.

Note 1 - Organization and summary of significant accounting policies (continued):

The Company's fiscal year-end is August 31.

Basis of consolidation – The consolidated financial statements for include the Company and its wholly-owned subsidiary, Saur Energy Inc. (a California corporation). All significant inter-company accounts and transactions have been eliminated.

Basic of presentation – Our accounting and reporting policies conform to U.S. generally accepted accounting principles applicable to development stage enterprises.

Use of estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents - For purposes of the statement of cash flows, we consider all cash in banks, money market funds, and certificates of deposit with a maturity of less than three months to be cash equivalents.

Fixed assets - Property, plant and equipment is valued at cost less accumulated depreciation and impairment losses. If the costs of certain components of an item of property, plant and equipment are significant in relation to the total cost of the item, they are accounted for and depreciated separately. Depreciation expense is recognized using the straight-line method and is amortized over the estimated useful life of the related asset. The following useful lives are assumed:

Furniture & office equipment. 3 - 5 years

Fair Value of Financial Instruments - The Financial Accounting Standards Board issued ASC (Accounting Standards Codification) 820-10 (SFAS No. 157), "Fair Value Measurements and Disclosures" for financial assets and liabilities. ASC 820-10 provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. FASB ASC 820- 10 defines fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. FASB ASC 820-10 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs required by the standard that the Company uses to measure fair value:

- Level 1: Quoted prices in active markets for identical assets or liabilities.
- Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying amounts of the Company's financial instruments as of November 30, 2012 reflect:

- Cash: Level One measurement based on bank reporting.
- Loan receivable and loans from Officers and related parties: Level 2 based on promissory notes.

Federal income taxes -The Company utilizes FASB ACS 740, "Income Taxes", which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. When, in the opinion of management, it is more likely than not that some part or all of the deferred tax assets will not be realized.

Interest and penalties on tax deficiencies recognized in accordance with ASC accounting standards are classified as income taxes in accordance with ASC Topic 740-10-50-19.

Research and development costs - The Company expenses costs of research and development cost as incurred. Advertising and marketing expenses for the three months ended November 30, 2012 and 2011 was \$32,635 and \$95,329 respectively.

Basic and Diluted Earnings (Loss) Per Share - Net loss per share is calculated in accordance with FASB ASC 260, Earnings Per Share, for the period presented. Basic net loss per share is based upon the weighted average number of common shares outstanding. Diluted net loss per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. The Company has potentially dilutive securities outstanding consisting of warrants to purchase common stock, (see Note 10). However their exercise would be anti-dilutive, since the Company is in a loss position, and they are not counted in the calculation of loss per share.

Development Stage Company - The Company is considered a development stage company, with no operating revenues during the periods presented, as defined by FASB Accounting Standards Codification ASC 915. ACS 915 requires companies to report their operations, shareholders' deficit and cash flows since inception through the date that revenues are generated from management's intended operations, among other things. Management has defined inception as August 7, 2008. Since inception, the Company has incurred an operating loss of \$3,611,430. The Company's working capital has been generated through advances from the principal of the Company and solicitation of subscriptions. Management has provided financial data since August 7, 2008 in the financial statements, as a means to provide readers of the Company's financial information to be able to make informed investment decisions.

Fair Value—In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." The amendments in this update generally represent clarifications of Topic 820, but also include some instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This update results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and IFRS. The amendments in this update are to be applied prospectively. The amendments are effective for interim and annual periods beginning after December 15, 2011. Early application is not permitted. The Company does not expect this guidance to have a significant impact on its consolidated financial position, results of operations or cash flows.

Comprehensive Income —In June 2011, the FASB issued ASU No. 2011-05, "Presentation of Comprehensive Income." This update was amended in December 2011 by ASU No. 2011-12, "Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05." This update defers only those changes in update 2011-05 that relate to the presentation of reclassification adjustments. All other requirements in update 2011-05 are not affected by this update, including the requirement to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements. ASU No. 2011-05 and 2011-12 are effective for fiscal years (including interim periods) beginning after December 15, 2011. The Company does not expect this guidance to have a significant impact on its consolidated financial position, results of operations or cash flows.

Offsetting Assets and Liabilities—In December 2011, the FASB issued ASU No. 2011-11, "Disclosures about Offsetting Assets and Liabilities." The amendments in this update require enhanced disclosures around financial instruments and derivative instruments that are either (1) offset in accordance with either ASC 210-20-45 or ASC 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with either ASC 210-20-45 or ASC 815-10-45. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. The amendments are effective during interim and annual periods beginning on or after January 1, 2013. The Company does not expect this guidance to have any impact on its consolidated financial position, results of operations or cash flows.

A variety of proposed or otherwise potential accounting standards are currently under study by standard setting organizations and various regulatory agencies. Due to the tentative and preliminary nature of those proposed standards, the Company's management has not determined whether implementation of such standards would be material to its financial statements.

Note 3 – Going Concern

The Company's financial statements are prepared using the generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company has accumulated a deficit of \$3,611,430 as of November 30, 2012.

In view of the matters described above, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheets is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to raise additional capital, obtain financing and to succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Management plans to raise additional capital through the sale of stock to pursue business development activities.

Note 4 – Property and Equipment

Property and Equipment consisted of the following at November 30, 2012 and August 31, 2012	November 30, 2012	August 31, 2012
Computer and equipment & Truck	\$ 135,489	\$ 135,489
Less: Accumulated depreciation/amortization	(51,247)	(42,922)
Property and equipment, net	\$ 84,242	\$ 92,567

Note 5 – Asset Purchase

On November 30, 2012 the Company entered into an Asset Purchase Agreement with St. George Investments LLC, an Illinois limited liability company, to acquire certain assets in foreclosure for 6,000,000 common shares. The assets were formerly owned by Helix Wind, Inc., a Nevada corporation in the same business as the Company. The assets and agreed prices were:

	November 30, 2012
Asset Purchase	
Tangible Assets	
Equipment	\$ 23,000
Supplies	1,000
Inventory	1,000
Total Tangible Assets	\$ 25,000
Intangible Assets	
Goodwill	\$ 5,000
Intellectual Property (10 patents, 2 trademarks, network system, wind turbine monitoring system, URL)	1,467,500
Restrictive Covenant	\$ 2,500
Total intangible assets acquired	\$ 1,475,000
Total Assets acquired	\$ 1,500,000

Note 6 – Related Party Transactions:

A shareholder of the Company advanced \$10,000 to the Company in the prior year ended August 31, 2011. The balance of the Stockholder's loan was \$10,000 at November 30, 2012. The loan carries no interest, is unsecured, has no maturity date and is payable upon demand.

Note 7 – Commitments and Contingencies:

In February, 2010, the Company leased office and laboratory space in Newbury Park, California for five years for monthly rental payments of \$2,100 per month.

Lease Commitments – following five fiscal years:

Fiscal year ended
August 31, 2012

2012	\$	25,200
2013		25,200
2014		<u>4,200</u>
		<u>54,600</u>

Note 8 - Federal income tax:

No provision was made for federal income tax, since the Company had a significant net operating loss. Net operating loss carryforwards may be used to reduce taxable income through the year 2030. The availability of the Company's net operating loss carryforwards are subject to limitation if there is a 50% or more positive change in the ownership of the Company's stock, unless the same or similar business is carried on. The net operating loss carryforward for federal and state income tax purposes was approximately. The Company has net operating losses carried forward of approximately \$3,611,430 for tax purposes which will expire in 2028 through 2032 if not utilized.

No provision was made for federal income tax, since the Company had an operating loss and has accumulated net operating loss carryforwards.

The Company generated a deferred tax credit of \$373,896 through net operating loss carryforward, an increase of \$103,396 since the previous fiscal year end August 31, 2012

The Company recorded a 100% valuation allowance for the deferred tax asset since in the opinion of management it is more likely than not that some part or all of the deferred tax asset will not be realized.

Note 9 – Capital Stock

During the period September 1 to October 17, 2011, the Company entered into a series of private placement agreements with various investors involving issuing units of securities at \$0.30 per unit. Each unit consisted of one (1) share of common stock, par value \$0.0001 per share and one (1) common stock purchase warrant with an exercise price of \$0.60 each, expiring July 31, 2013. The private placement was oversubscribed and the Company accepted additional private placement funds. On October 17, 2011 the Company issued 1,275,337 units of the securities in consideration of funds received of \$382,601.

On October 17, 2011, the Company issued a total of 522,900 shares of restricted common stock to certain consultants as compensation for services. The fair value of the stock was \$0.51. Based on the fair value of the common stock on the day of issuance, \$20,462 was charged to consulting expense for the three months ended November 30, 2011, which was pro-rated for the six month period of the restriction.

On October 17, 2011, the Company issued 200,000 shares of common stock to a consulting firm for services to be provided. The fair value of the common stock on the day it was issued was \$0.51 per share. Based on the fair value of the stock on the day of issuance, \$8,046 less \$200 contributed was charged to consulting, which was pro-rated for the six month period of the restriction.

On October 17, 2011, the Company issued 200,000 shares of common stock to a consulting firm for services to be provided. The fair value of the common stock on the day it was issued was \$0.51 per share. Based on the fair value of the stock on the day of issuance, \$20,988 was charged to consulting, which was pro-rated for the six month period of the restriction.

On November 10, 2011, the Company issued 3,350 units of securities at \$0.30 per unit for \$1,002 cash. Each unit consisted of one (1) share of common stock, par value \$0.0001 per share and one (1) common stock purchase warrant with an exercise price of \$0.60 each, expiring July 31, 2013.

On December 1, 2011, the Company issued 650,000 units of securities to seven investors at \$0.30 per unit for \$195,000 cash. Each unit consisted of one (1) share of common stock, par value \$0.0001 per share and one (1) common stock purchase warrant with an exercise price of \$0.60 each, expiring July 31, 2013.

On December 1, 2011, a correction was made to a common stock certificate, reducing shares by 3,330.

On December 1, 2011, the Company issued 24,000 units of securities to an investor at \$0.25 per unit for \$6,000 cash. Each unit consisted of one (1) share of common stock, par value \$0.0001 per share and one (1) common stock purchase warrant with an exercise price of \$0.60 each, expiring July 31, 2013.

On January 24, 2012, the Company issued 125,000 shares of common stock at the closing price of \$0.60 per share for legal fees of \$75,000.

On January 26, 2012, the Company issued 25,000 shares of common stock at the closing price of \$0.60 per share for legal fees of \$15,000.

On April 30, 2012, the Company issued 363,000 shares of common stock at the closing price of \$0.34 per share for services by six providers.

On May 11, 2012 the Company issued 6,000,000 shares of common stock pursuant to an Asset Purchase Agreement for certain wind turbine assets including intangible assets the price of which was \$1,500,000, representing a stock price of \$0.25 per share.

On July 31, 2012, the Company issued 808,000 units of securities at \$0.25 per unit for \$202,000 cash. Each unit consisted of one (1) share of common stock, par value \$0.0001 per share and one (1) common stock purchase warrant with an exercise price of \$0.50 each, expiring July 31, 2014.

On July 31, 2012, the Company issued 100,000 shares of common stock at \$0.12 per share for legal fees of \$12,000.

On July 31, 2012 the Company issued 1,000,000 shares of common stock at \$0.12 per share for contract services of \$120,000.

On October 10, 2012 the Company issued 950,980 shares of common stock at 0.126 per share to St George Investments LLC for \$120,000 pursuant to an investment agreement.

On November 28, 2012 the Company issued 200,000 shares of common stock at 0.25 per share for \$50,000

As of November 30, 2012, the Company was authorized to issue 650,000,000 shares of par value \$0.0001 common stock, of which 88,369,086 shares of common stock were issued and outstanding.

Note 10 – Warrants

During the period September 1 to November 30, 2012, the Company entered a series of private placement agreements with various investors. (Refer to Note 9– Capital Stock).

Under the private placements, the Company issued 1,950,337 Units of securities for total cash proceeds of \$584,603. Each unit consisted of one (1) share of common stock, par value \$0.0001 per share and one (1) common stock purchase warrant with an exercise price of \$0.60 expiring July 31, 2013.

The following table is a summary of information about the warrants outstanding at February 29, 2012:

Shares Underlying Warrants Outstanding			
Range of Exercise Price	Shares Underlying Warrants Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
\$0.50 ~ \$0.60	5,491,536	1.17 years	\$ 0.60

The following table is a summary of activity of outstanding stock warrants:

		Number of Warrants	Weighted Average Exercise Price
Balance, August 31, 2012	-5,357,206-		\$ 0.58
Warrants expired	-0-		-0-
Warrants cancelled	-0-		-0-
Warrants Granted	5,491,536		0.60
Warrants exercised	-0-		-0-
Balance, November 30, 2011	10,848,742		\$ 0.59

Item 2 – Management’s Discussion and Analysis or Plan of Operation

Overview

We caution you that reliance on any forward-looking statement involves risks and uncertainties, and that although we believe the assumptions on which our forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions could be incorrect. In light of these and other uncertainties, you should not conclude that we will necessarily achieve any plans and objectives or projected financial results referred to in any of the forward-looking statements. We do not undertake to release the results of any revisions of these forward-looking statements to reflect future events or circumstances. Some of the factors that may cause actual results, developments and business decisions to differ materially from those contemplated by such forward-looking statements include the following:

RESULTS OF OPERATIONS

Three months ended November 30, 2011 v. Three months ended November 30, 2012.

Our primary expenses in our development stage during the three month period were research and development, (\$95,329 for the three months ended November 30, 2011 and \$32,635 for the three months ended November 30, 2012); consulting , (\$90,099 for the three months ended November 30, 2011 and \$19,036 for the three months ended November 30, 2012); professional fees, (\$9,096 for the three months ended November 30, 2011 and \$30,541 for the three months ended November 30, 2012); other general and administrative expenses, (\$79,930 for the three months ended November 30, 2011 and \$56,277 for the three months ended November 30, 2012) and commitment fees (\$-0- for the three months ended November 30, 2011 and \$120,000. We had a net loss of \$(274,454) or \$(0.00) per share for the quarter ended November 30, 2011 which decreased to \$(258,489) or \$(0.00) per share for the quarter ended November 30, 2012. As we transition from research and development to early stage manufacturing during calendar 2012 we anticipate that our expenses by category will continue to fluctuate and as we will begin to approach a time when we can realize revenue and as recognize revenue from sales and material and manufacturing costs will be incurred.

LIQUIDITY AND CAPITAL RESOURCES

Net cash flows used in operating activities for the three months ended November 30, 2012 was \$250,163 which was offset by net proceeds of \$262,000 provided from financing activities, principally the sale of stock and warrants. We had cash resources of \$58,791 at November 30, 2012 and intend to rely on the sale of stock and warrants in private placements to increase liquidity to enable us to execute on our plan to manufacture and market vertical axis wind turbines. As reported on a Current Report on Form 8-K filed on January 4, 2013, we have entered into an Equity Credit Agreement from which we anticipate raising substantial additional cash resources, but there can be no assurance that this will occur. If we are unable to raise cash through the sale of our stock, we may be required to severely restrict our operations.

Critical Accounting Policies

Financial Reporting Release No. 60 of the SEC encourages all companies to include a discussion of critical accounting policies or methods used in the preparation of the financial statements. There are no current revenue generating activities that give rise to significant assumptions or estimates. Our financial statements filed as part of our May 29, 2012 Quarterly Report on Form 10-Q include a summary of the significant accounting policies and methods used in the preparation of our financial statements.

Off-Balance Sheet Arrangements

We have never entered into any off-balance sheet financing arrangements and have not formed any special purpose entities. We have not guaranteed any debt or commitments of other entities or entered into any options on non-financial assets.

Item 3. - Quantitative and Qualitative Disclosures About Market Risk

The information called for by this item is not required as we are a smaller reporting company.

Item 4T. - Controls and Procedures

Disclosure Controls and Procedures

Regulations under the Securities Exchange Act of 1934 (the "Exchange Act") require public companies to maintain "disclosure controls and procedures," which are defined as controls and other procedures that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We conducted an evaluation, with the participation of our Chief Executive Officer who is also our principal financial officer, of the effectiveness of our disclosure controls and procedures as of November 30, 2012. Based on that evaluation, our Chief Executive Officer has concluded that as of November 30, 2012, our disclosure controls and procedures were not effective at the reasonable assurance level due to the material weaknesses described below.

In light of the material weaknesses described below, we performed additional analysis and other post-closing procedures to ensure our financial statements were prepared in accordance with generally accepted accounting principles. Accordingly, we believe that the financial statements included in this report fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented.

A material weakness is a control deficiency (within the meaning of the Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 2) or combination of control deficiencies that result in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Management has identified the following two material weaknesses which have caused management to conclude that, as of November 30, 2012, our disclosure controls and procedures were not effective at the reasonable assurance level:

1. We do not have written documentation of our internal control policies and procedures. Written documentation of key internal controls over financial reporting is a requirement of Section 404 of the Sarbanes-Oxley Act which is applicable to us for the year ending August 31, 2012 and the quarter ended November 30, 2012. Management evaluated the impact of our failure to have written documentation of our internal controls and procedures on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.
2. We do not have sufficient segregation of duties within accounting functions, which is a basic internal control. Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals. Management evaluated the impact of our failure to have segregation of duties on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

To address these material weaknesses, management performed additional analyses and other procedures to ensure that the financial statements included herein fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, the issuer's principal executive and principal financial officers and effected by the issuer's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the issuer; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting.

However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

As of the end of our most recent fiscal quarter, management assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and SEC guidance on conducting such assessments. Based on that evaluation, they concluded that, as of November 30, 2012, such internal control over financial reporting was not effective. This was due to deficiencies that existed in the design or operation of our internal control over financial reporting that adversely affected our internal controls and that may be considered to be material weaknesses.

The matters involving internal control over financial reporting that our management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: (1) lack of a functioning audit committee due to a lack of a majority of independent members and a lack of a majority of outside directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; and (2) inadequate segregation of duties consistent with control objectives of having segregation of the initiation of transactions, the recording of transactions and the custody of assets. The aforementioned material weaknesses were identified by our Chief Executive Officer in connection with the review of our financial statements as of November 30, 2012.

Management believes that the material weaknesses set forth in items (1) and (2) above did not have an effect on our financial results. However, management believes that the lack of a functioning audit committee and the lack of a majority of outside directors on our board of directors results in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods.

This quarterly 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 temporary rules of the SEC that permit the Company to provide only the management's report in this annual report.

Management's Remediation Initiatives

In an effort to remediate the identified material weaknesses and other deficiencies and enhance our internal controls, we have initiated, or plan to initiate, the following series of measures:

We will increase our personnel resources and technical accounting expertise within the accounting function when funds are available to us. First, we will create a position to segregate duties consistent with control objectives of having separate individuals perform (i) the initiation of transactions, (ii) the recording of transactions and (iii) the custody of assets. Second, we will create a senior position to focus on financial reporting and standardizing and documenting our accounting procedures with the goal of increasing the effectiveness of the internal controls in preventing and detecting misstatements of accounting information. Third, we plan to appoint one or more outside

directors to our board of directors who shall be appointed to an audit committee resulting in a fully functioning audit committee who will undertake the oversight in the establishment and monitoring of required internal controls and procedures such as reviewing and approving estimates and assumptions made by management when funds are available to us. Although there is substantial uncertainty in any such estimate, we anticipate the costs of implementing these remediation initiatives will be approximately \$150,000 to \$200,000 a year in increased salaries, legal and accounting expenses.

Management believes that the appointment of one or more outside directors, who shall be appointed to a fully functioning audit committee, will remedy the lack of a functioning audit committee and a lack of a majority of outside directors on our Board.

We anticipate that these initiatives will be at least partially, if not fully, implemented by the end of our fiscal year in 2013.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15 (f) under the Exchange Act) during the quarter ended May 29, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1 – Legal Proceedings

The Company is not currently a party to any legal proceedings.

Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds

During the three month period ended November 30, 2012, we realized \$262,000 from the sale of shares of common stock and warrants in units in private placements. Certain details of these purchases are set forth in Notes 9 and 10 to our financial statements. The sales were exempt from regulation by reason of Regulation D under the Securities Act of 1933, specifically Rule 506 there under. Each of the purchasers represented that they were and accredited investor and each certificate issued in the private placement has an appropriate restrictive legend and our transfer agent maintains stop transfer instructions with respect thereto. All sales were effected by our officer and we did not pay any commissions with respect thereto. The proceeds were used as working capital.

Item 3 – Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable

Item 5 – Other Information

None.

Item 6 – Exhibits

The following documents are filed as part of this Report.

31.1* Certification of Chief Executive and Financial Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a).

32.1* Certification pursuant to Securities Exchange Act of 1934 Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.

101.INS** XBRL Instance Document

101.SCH** XBRL Taxonomy Extension Schema Document

101.CAL** XBRL Taxonomy Extension Calculation Linkbase Document

101.LAB** XBRL Taxonomy Extension Label Linkbase Document

101.PRE** XBRL Taxonomy Extension Presentation Linkbase Document

101.DEF** XBRL Taxonomy Extension Definition Linkbase Document

*Filed herewith.

**Furnished herewith.

SIGNATURE

In accordance with the requirements of the Securities Exchange Act of 1934, as amended, the registrant caused this Report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized.

SAUER ENERGY, INC.

Date: January 14, 2013

By: /s/Dieter R. Sauer, Jr.

Name: Dieter R. Sauer, Jr., CEO

(Principal Executive, Accounting and Financial Officer)

Page **20** of **20**

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Dieter R. Sauer, Jr., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sauer Energy, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 14, 2013

/s/ Dieter R. Sauer, Jr.
Dieter R. Sauer, Jr.

CEO and President

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned is the CEO and President (Principal Executive, Financial and Accounting Officer) of Sauer Energy, Inc. This Certification is made pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. This Certification accompanies the Quarterly Report on Form 10-Q of Sauer Energy, Inc. for the quarter ended November 30, 2012.

The undersigned certifies that such 10-Q Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such 10-Q Report fairly presents, in all material respects, the financial condition and results of operations of Sauer Energy, Inc. as of November 30, 2012.

This Certification is executed as of January 14, 2013.

/s/ Dieter R. Sauer, Jr.

Dieter R. Sauer, Jr.
CEO and President

**Note 6 - Related Party
Transactions: Schedule of
Related Party Transactions Nov. 30, 2012
(Details) (USD \$)**

Notes Payable, Related Parties \$ 10,000

**Note 4 - Property and
Equipment: Property, Plant
and Equipment (Tables)**

3 Months Ended

Nov. 30, 2012

[Tables/Schedules](#)

[Property, Plant and Equipment](#)

<u>Property and Equipment consisted of the following at:</u>	<u>November 30, 2012</u>	<u>August 31, 2012</u>
Computer and equipment & Truck	\$ 135,489	\$ 135,489
Less: Accumulated depreciation/amortization	<u>(51,247)</u>	<u>(42,922)</u>
Property and equipment, net	<u>84,242</u>	<u>92,567</u>

**Note 4 - Property and
Equipment**

**3 Months Ended
Nov. 30, 2012**

Notes

Note 4 - Property and
Equipment

Note 4 - Property and Equipment

<u>Property and Equipment consisted of the following at:</u>	<u>November 30, 2012</u>	<u>August 31, 2012</u>
	\$	\$
Computer and equipment & Truck	135,489	135,489
Less: Accumulated depreciation/amortization	(51,247)	(42,922)
Property and equipment, net	<u>84,242</u>	<u>92,567</u>

**Note 8 - Federal Income Tax:
Schedule of Deferred Tax
Assets and Liabilities
(Tables)**

**3 Months Ended
Nov. 30, 2012**

[Tables/Schedules](#)

[Schedule of Deferred Tax Assets and Liabilities](#)

	November 30, 2012
Deferred Tax Asset	\$
Net Operating Loss Carryforward	3,611,430
Deferred Tax Asset	373,896
Valuation Allowance	(-373,896)
Deferred Tax Asset (Net)	\$ -

**Note 7 - Commitments and
Contingencies: Facility Lease
Obligations (Tables)**

**3 Months Ended
Nov. 30, 2012**

Tables/Schedules

Facility Lease Obligations

	Fiscal year ended August 31, 2012
2012	\$25,200
2013	25,200
2014	<u>4,200</u>
	<u>54,600</u>
	<u><u> </u></u>

**Schedule of Stockholders'
Equity Note, Warrants or
Rights (Tables)**

3 Months Ended

Nov. 30, 2012

[Tables/Schedules](#)

[Schedule of Stockholders' Equity
Note, Warrants or Rights](#)

Shares Underlying Warrants Outstanding			
Range of Exercise Price	Shares Underlying Warrants Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
\$0.50 ~ \$0.60	5,491,536	1.17 years	\$ 0.60

The following table is a summary of activity of outstanding stock warrants:

	Number of Warrants	Weighted Average Exercise Price
Balance, August 31, 2012	-5,357,206-	\$ 0.58
Warrants expired	-0-	-0-
Warrants cancelled	-0-	-0-
Warrants Granted	5,491,536	0.60
Warrants exercised	-0-	-0-
Balance, November 30, 2011	10,848,742	\$ 0.59

**Note 4 - Property and
Equipment: Property, Plant
and Equipment (Details)
(USD \$)**

	Nov. 30, 2012	Aug. 31, 2012
<u>Property, Plant and Equipment, Gross</u>	\$ 135,489	\$ 135,489
<u>Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment</u>	(51,247)	(42,922)
<u>Property, Plant and Equipment, Net</u>	\$ 84,242	\$ 92,567

Note 3 - Going Concern

3 Months Ended

Nov. 30, 2012

Notes

Note 3 - Going Concern

Note 3 - Going Concern

The Company's financial statements are prepared using the generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company has accumulated a deficit of \$3,611,430 as of November 30, 2012.

In view of the matters described above, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheets is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to raise additional capital, obtain financing and to succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Management plans to raise additional capital through the sale of stock to pursue business development activities.

**Note 5 - Asset Purchase:
Schedule of Equity Method
Investments (Details) (USD
\$)**

**Nov. 30,
2012**

<u>Business Acquisition, Purchase Price Allocation, Equipment</u>	\$ 23,000
<u>Business Acquisition, Purchase Price Allocation, Current Assets, Prepaid Expense and Other Assets</u>	1,000
<u>Business Acquisition, Purchase Price Allocation, Current Assets, Inventory</u>	1,000
<u>Business Acquisition, Purchase Price Allocation, Goodwill Amount</u>	5,000
<u>Business Acquisition, Purchase Price Allocation, Intangible Assets Other than Goodwill</u>	1,467,500
<u>Business Acquisition, Purchase Price Allocation, Intangible Assets Not Amortizable</u>	2,500
<u>Business Acquisition, Purchase Price Allocation, Assets Acquired</u>	\$ 1,500,000

**Statement of Financial
Position, Classified (USD \$)**

Nov. 30, 2012 Aug. 31, 2012

<u>Cash and Cash Equivalents, at Carrying Value</u>	\$ 58,791	\$ 46,955
<u>Inventory, Net</u>	1,000	1,000
<u>Assets, Current</u>	59,791	47,955
<u>Property, Plant and Equipment, Net</u>	84,242	92,567
<u>IntangibleAssetsNetIncludingGoodwill</u>	1,475,000	1,475,000
<u>Deposits Assets, Noncurrent</u>	14,000	14,000
<u>Assets, Noncurrent</u>	1,573,242	1,581,567
<u>Assets</u>	1,633,033	1,629,522
<u>Accounts Payable, Current</u>	7,487	7,487
<u>Notes Payable, Current</u>	92,000	
<u>NotesPayableRelatedPartiesCurrent</u>	10,000	10,000
<u>Liabilities, Current</u>	109,487	17,487
<u>Liabilities, Noncurrent</u>	0	0
<u>Liabilities</u>	109,487	17,487
<u>Common Stock, Value, Issued</u>	8,837	8,722
<u>Additional Paid in Capital, Common Stock</u>	5,126,139	4,956,254
<u>Retained Earnings (Accumulated Deficit)</u>	(3,611,430)	(3,352,941)
<u>Stockholders' Equity, Including Portion Attributable to Noncontrolling Interest</u>	1,523,546	1,612,035
<u>Liabilities and Equity</u>	\$ 1,633,033	\$ 1,629,522

Statement of Cash Flows (USD \$)	3 Months Ended		52 Months Ended
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012
<u>Net Income (Loss)</u>	\$ (258,489)	\$ (274,454)	\$ (3,611,429)
<u>Depreciation</u>	8,325	3,234	51,247
<u>Increase (Decrease) in Prepaid Expense and Other Assets</u>			(14,000)
<u>ShareBasedGoodsAndNonemployeeServicesTransactionExpense</u>		49,296	1,651,220
<u>Increase (Decrease) in Accounts Payable</u>			7,486
<u>Increase (Decrease) in Accounts Payable and Accrued Liabilities</u>		(6,091)	
<u>Net Cash Provided by (Used in) Operating Activities</u>	(250,164)	(228,015)	(1,915,476)
<u>Payments to Acquire Property, Plant, and Equipment</u>		(39,137)	(110,489)
<u>Net Cash Provided by (Used in) Investing Activities</u>		(39,137)	(110,489)
<u>Proceeds from (Repayments of) Notes Payable</u>	92,000		92,000
<u>Proceeds from (Repayments of) Related Party Debt</u>		10,787	10,000
<u>Proceeds from Issuance of Common Stock</u>	170,000	334,893	1,982,756
<u>Net Cash Provided by (Used in) Financing Activities</u>	262,000	345,680	2,084,756
<u>Cash and Cash Equivalents, Period Increase (Decrease)</u>	11,836	78,528	58,791
<u>Cash and Cash Equivalents, at Carrying Value</u>	46,955	74,559	
<u>Cash and Cash Equivalents, at Carrying Value</u>	\$ 58,791	\$ 153,087	\$ 58,791

Items (Details)

Aug. 31, 2012

Class of Warrant or Right, Outstanding 10,848,742

**Note 1 - Organization and
Summary of Significant
Accounting Policies:
Earnings Per Share, Policy
(Policies)**

3 Months Ended

Nov. 30, 2012

Policies

Earnings Per Share, Policy

Basic and Diluted Earnings (Loss) Per Share - Net loss per share is calculated in accordance with FASB ASC 260, Earnings Per Share, for the period presented. Basic net loss per share is based upon the weighted average number of common shares outstanding. Diluted net loss per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. The Company has potentially dilutive securities outstanding consisting of warrants to purchase common stock, (see Note 10). However their exercise would be anti-dilutive, since the Company is in a loss position, and they are not counted in the calculation of loss per share.

**Note 1 - Organization and
Summary of Significant
Accounting Policies: New
Accounting
Pronouncements, Policy
(Policies)**

3 Months Ended

Nov. 30, 2012

Policies

**New Accounting
Pronouncements, Policy**

Fair Value—In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." The amendments in this update generally represent clarifications of Topic 820, but also include some instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This update results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and IFRS. The amendments in this update are to be applied prospectively. The amendments are effective for interim and annual periods beginning after December 15, 2011. Early application is not permitted. The Company does not expect this guidance to have a significant impact on its consolidated financial position, results of operations or cash flows.

Comprehensive Income—In June 2011, the FASB issued ASU No. 2011-05, "Presentation of Comprehensive Income." This update was amended in December 2011 by ASU No. 2011-12, "Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05." This update defers only those changes in update 2011-05 that relate to the presentation of reclassification adjustments. All other requirements in update 2011-05 are not affected by this update, including the requirement to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements. ASU No. 2011-05 and 2011-12 are effective for fiscal years (including interim periods) beginning after December 15, 2011. The Company does not expect this guidance to have a significant impact on its consolidated financial position, results of operations or cash flows.

Offsetting Assets and Liabilities— In December 2011, the FASB issued ASU No. 2011-11, "Disclosures about Offsetting Assets and Liabilities." The amendments in this update require enhanced disclosures around financial instruments and derivative instruments that are either (1) offset in accordance with either ASC 210-20-45 or ASC 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with either ASC 210-20-45 or ASC 815-10-45. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. The amendments are effective during interim and annual periods beginning on or after January 1, 2013. The Company does not expect this guidance to have any impact on its consolidated financial position, results of operations or cash flows.

A variety of proposed or otherwise potential accounting standards are currently under study by standard setting organizations and various regulatory agencies. Due to the tentative and preliminary nature of those proposed standards, the Company' s management has not determined whether implementation of such standards would be material to its financial statements.

**Note 1 - Organization and
Summary of Significant
Accounting Policies**

3 Months Ended

Nov. 30, 2012

Notes

**Note 1 - Organization and
Summary of Significant
Accounting Policies:**

Note 1 - Organization and summary of significant accounting policies:

These unaudited interim financial statements as of and for the three months ended November 30, 2012 reflect all adjustments which, in the opinion of management, are necessary to fairly state the Company's financial position and the results of its operations for the periods presented, in accordance with the accounting principles generally accepted in the United States of America. All adjustments are of a normal recurring nature.

These unaudited interim financial statements should be read in conjunction with the Company's financial statements and notes thereto included in the Company's fiscal year end August 31, 2012 report. The Company assumes that the users of the interim financial information herein have read, or have access to, the audited financial statements for the preceding period, and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. The results of operations for the three month period ended November 30, 2012 are not necessarily indicative of results for the entire year ending August 31, 2013.

Following is a summary of our organization and significant accounting policies:

Organization and nature of business - Sauer Energy, Inc. (formerly: BCO Hydrocarbon Ltd.) (identified in these footnotes as "we" or the "Company") was incorporated in the State of Nevada, United States of America on August 19, 2008. It was a natural resource exploration stage company and anticipated acquiring, exploring, and if warranted and feasible, developing natural resource assets. BCO had the right to acquire a 50% working interest in an oil and gas lease in Alberta, Canada.

Sauer Energy, Inc. (the "Old Sauer") was incorporated in California on August 7, 2008. The Company is a development stage company engaged in the design and manufacture of vertical axis wind turbine (VAWT) systems.

On July 25, 2010, the Company, the president and sole director Malcolm Albery ("MA") and Dieter Sauer, Jr. ("DS") completed a closing (the "Closing") under an Agreement and Plan of Reorganization, dated as of June 23, 2010 (the "Agreement"). The Agreement provided: (a) for the purchase by DS of all of the 39,812,500 shares of the Company owned by MA for \$55,200; (b) the contribution by DS of all of the shares of Old Sauer, a California corporation ("SEI") to the Company; (c) the assignment of certain patent rights related to wind turbine technology held by DS to the Company; and (d) the election of DS to the Company's board of directors. In connection with the Closing, Mr. Sauer was elected President and CEO of the Company and two former shareholders of the Company agreed to (i) indemnify the Company against any claims resulting from breaches of representations and warranties by the Company in the

Agreement; (ii) to acquire and cause to be returned for cancellation an aggregate of 67,437,500 shares of the Company's common Stock, including all of the shares owned by former officer and director Daniel Brooks and; (3) assume all of the Company's obligations in connection with certain oil and gas leases in Canada.

The agreement was executed on July 25, 2010. Sauer Energy, Inc. became a wholly-owned subsidiary of the Company. On August 29, Malcolm Albery resigned as President and was replaced by Dieter Sauer. In the following month, the Company changed its name from BCO Hydrocarbon Ltd. to Sauer Energy, Inc.

Note 1 - Organization and summary of significant accounting policies (continued):

The Company's fiscal year-end is August 31.

Basis of consolidation - The consolidated financial statements for include the Company and its wholly-owned subsidiary, Saur Energy Inc. (a California corporation). All significant inter-company accounts and transactions have been eliminated.

Basic of presentation - Our accounting and reporting policies conform to U.S. generally accepted accounting principles applicable to development stage enterprises.

Use of estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents - For purposes of the statement of cash flows, we consider all cash in banks, money market funds, and certificates of deposit with a maturity of less than three months to be cash equivalents.

Fixed assets - Property, plant and equipment is valued at cost less accumulated depreciation and impairment losses. If the costs of certain components of an item of property, plant and equipment are significant in relation to the total cost of the item, they are accounted for and depreciated separately. Depreciation expense is recognized using the straight-line method and is amortized over the estimated useful life of the related asset. The following useful lives are assumed:

Furniture & office equipment 3 - 5 years

Fair Value of Financial Instruments - The Financial Accounting Standards Board issued ASC (Accounting Standards Codification) 820-10 (SFAS No. 157), "Fair Value Measurements and Disclosures" for financial assets and liabilities. ASC 820-10 provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. FASB ASC 820-10 defines fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. FASB ASC 820-10 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs required by the standard that the Company uses to measure fair value:

- Level 1: Quoted prices in active markets for identical assets or liabilities.
- Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying amounts of the Company's financial instruments as of November 30, 2012 reflect:

- Cash: Level One measurement based on bank reporting.
- Loan receivable and loans from Officers and related parties: Level 2 based on promissory notes.

Federal income taxes -The Company utilizes FASB ACS 740, "Income Taxes", which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. When, in the opinion of management, it is more likely than not that some part or all of the deferred tax assets will not be realized.

Interest and penalties on tax deficiencies recognized in accordance with ASC accounting standards are classified as income taxes in accordance with ASC Topic 740-10-50-19.

Research and development costs - The Company expenses costs of research and development cost as incurred. Advertising and marketing expenses for the three months ended November 30, 2012 and 2011 was \$32,635 and \$95,329 respectively.

Basic and Diluted Earnings (Loss) Per Share - Net loss per share is calculated in accordance with FASB ASC 260, Earnings Per Share, for the period presented. Basic net loss per share is based upon the weighted average number of common shares outstanding. Diluted net loss per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. The Company has potentially dilutive securities outstanding consisting of warrants to purchase common stock, (see Note 10). However their exercise would be anti-dilutive, since the Company is in a loss position, and they are not counted in the calculation of loss per share.

Development Stage Company - The Company is considered a development stage company, with no operating revenues during the periods presented, as defined by FASB Accounting Standards Codification ASC 915. ACS 915 requires companies to report their operations, shareholders' deficit and cash flows since inception through the date that revenues are generated from management's intended operations, among other things. Management has defined inception as August 7, 2008. Since inception, the Company has incurred an operating loss of \$3,611,430. The Company's working capital has been generated through advances from the principal of the Company and solicitation of subscriptions. Management has provided financial data since August 7, 2008 in the financial statements, as a means to provide readers of the Company's financial information to be able to make informed investment decisions.

Fair Value—In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." The amendments in this update generally represent clarifications of Topic 820, but also include some instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This update results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and IFRS. The amendments in this update are to be applied prospectively. The amendments are effective for interim and annual periods beginning after December 15, 2011. Early application is not permitted. The Company does not expect this guidance to have a significant impact on its consolidated financial position, results of operations or cash flows.

Comprehensive Income—In June 2011, the FASB issued ASU No. 2011-05, "Presentation of Comprehensive Income." This update was amended in December 2011 by ASU No. 2011-12, "Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05." This update defers only those changes in update 2011-05 that relate to the presentation of reclassification adjustments. All other requirements in update 2011-05 are not affected by this update, including the requirement to

report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements. ASU No. 2011-05 and 2011-12 are effective for fiscal years (including interim periods) beginning after December 15, 2011. The Company does not expect this guidance to have a significant impact on its consolidated financial position, results of operations or cash flows.

Offsetting Assets and Liabilities— In December 2011, the FASB issued ASU No. 2011-11, "Disclosures about Offsetting Assets and Liabilities." The amendments in this update require enhanced disclosures around financial instruments and derivative instruments that are either (1) offset in accordance with either ASC 210-20-45 or ASC 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with either ASC 210-20-45 or ASC 815-10-45. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. The amendments are effective during interim and annual periods beginning on or after January 1, 2013. The Company does not expect this guidance to have any impact on its consolidated financial position, results of operations or cash flows.

A variety of proposed or otherwise potential accounting standards are currently under study by standard setting organizations and various regulatory agencies. Due to the tentative and preliminary nature of those proposed standards, the Company's management has not determined whether implementation of such standards would be material to its financial statements.

**Statement of Financial
Position - Parenthetical**

Nov. 30, 2012 Aug. 31, 2012

<u>Common Stock, Shares Authorized</u>	650,000,000	650,000,000
<u>Common Stock, Shares Issued</u>	88,369,086	87,218,106
<u>Common Stock, Shares Outstanding</u>	88,369,086	87,218,106

**Note 1 - Organization and
Summary of Significant
Accounting Policies: Cash
and equivalents (Policies)**

3 Months Ended

Nov. 30, 2012

Policies

Cash and equivalents

Cash and cash equivalents - For purposes of the statement of cash flows, we consider all cash in banks, money market funds, and certificates of deposit with a maturity of less than three months to be cash equivalents.

**Document and Entity
Information (USD \$)**

**3 Months Ended
Nov. 30, 2012**

Jan. 11, 2013

Document and Entity Information:

<u>Entity Registrant Name</u>	Sauer Energy, Inc.	
<u>Document Type</u>	10-Q	
<u>Document Period End Date</u>	Nov. 30, 2012	
<u>Amendment Flag</u>	false	
<u>Entity Central Index Key</u>	0001446152	
<u>Current Fiscal Year End Date</u>	--08-31	
<u>Entity Common Stock, Shares Outstanding</u>		91,961,049
<u>Entity Public Float</u>		\$ 18,099,517
<u>Entity Filer Category</u>	Smaller Reporting Company	
<u>Entity Current Reporting Status</u>	Yes	
<u>Entity Voluntary Filers</u>	No	
<u>Entity Well-known Seasoned Issuer</u>	No	
<u>Document Fiscal Year Focus</u>	2013	
<u>Document Fiscal Period Focus</u>	Q1	

**Note 1 - Organization and
Summary of Significant
Accounting Policies:
Property, Plant and
Equipment, Policy (Policies)**

3 Months Ended

Nov. 30, 2012

Policies

**Property, Plant and
Equipment, Policy**

Fixed assets - Property, plant and equipment is valued at cost less accumulated depreciation and impairment losses. If the costs of certain components of an item of property, plant and equipment are significant in relation to the total cost of the item, they are accounted for and depreciated separately. Depreciation expense is recognized using the straight-line method and is amortized over the estimated useful life of the related asset. The following useful lives are assumed:

Furniture & office equipment. 3 - 5
years

Statement of Income (USD \$)	3 Months Ended		52 Months Ended
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012
<u>Sales Revenue, Goods, Net</u>	\$ 0	\$ 0	\$ 0
<u>Professional Fees</u>	30,541	9,096	301,671
<u>ProfessionalAndContractServicesExpense</u>	19,036	90,099	813,714
<u>DebtRelatedCommitmentFeesAndDebtIssuanceCosts</u>	120,000		120,000
<u>Research and Development Expense</u>	32,635	95,329	854,955
<u>Other General Expense</u>	56,277	79,930	1,521,089
<u>Operating Expenses</u>	258,489	274,454	3,611,429
<u>Operating Income (Loss)</u>	(258,489)	(274,454)	(3,611,429)
<u>Net Income (Loss)</u>	\$ (258,489)	\$ (274,454)	\$ (3,611,429)
<u>Earnings Per Share, Basic</u>	\$ 0.00	\$ 0.00	
<u>Weighted Average Number of Shares Outstanding, Basic</u>	80,804,083	76,815,912	
<u>Earnings Per Share, Diluted</u>	\$ 0.00	\$ 0.00	
<u>Weighted Average Number of Shares Outstanding, Diluted</u>	80,804,083	76,815,912	

**Note 7 - Commitments and
Contingencies**

**3 Months Ended
Nov. 30, 2012**

Notes

**Note 7 - Commitments and
Contingencies:**

Note 7 - Commitments and Contingencies:

In February, 2010, the Company leased office and laboratory space in Newbury Park, California for five years for monthly rental payments of \$2,100 per month. Lease Commitments - following five fiscal years:

Fiscal year ended August 31, 2012

2012	\$ 25,200
2013	25,200
2014	<u>4,200</u>
	<u>54,600</u>

**Note 6 - Related Party
Transactions**

**3 Months Ended
Nov. 30, 2012**

Notes

Note 6 - Related Party
Transactions:

Note 6 - Related Party Transactions:

A shareholder of the Company advanced \$10,000 to the Company in the prior year ended August 31, 2011. The balance of the Stockholder's loan was \$10,000 at November 30, 2012. The loan carries no interest, is unsecured, has no maturity date and is payable upon demand.

	November 30, 2012
Note Payable Related Party	\$10,000

**Note 1 - Organization and
Summary of Significant
Accounting Policies:
Development Stage
Enterprise General
Disclosures (Policies)**

3 Months Ended

Nov. 30, 2012

Policies

**Development Stage Enterprise
General Disclosures**

Development Stage Company - The Company is considered a development stage company, with no operating revenues during the periods presented, as defined by FASB Accounting Standards Codification ASC 915. ACS 915 requires companies to report their operations, shareholders' deficit and cash flows since inception through the date that revenues are generated from management' s intended operations, among other things. Management has defined inception as August 7, 2008. Since inception, the Company has incurred an operating loss of \$3,611,430. The Company' s working capital has been generated through advances from the principal of the Company and solicitation of subscriptions. Management has provided financial data since August 7, 2008 in the financial statements, as a means to provide readers of the Company' s financial information to be able to make informed investment decisions.

**Note 1 - Organization and
Summary of Significant
Accounting Policies: Fair
Value Measurement, Policy
(Policies)**

3 Months Ended

Nov. 30, 2012

Policies

**Fair Value Measurement,
Policy**

Fair Value of Financial Instruments - The Financial Accounting Standards Board issued ASC (Accounting Standards Codification) 820-10 (SFAS No. 157), "Fair Value Measurements and Disclosures" for financial assets and liabilities. ASC 820-10 provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. FASB ASC 820-10 defines fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. FASB ASC 820-10 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs required by the standard that the Company uses to measure fair value:

- Level 1: Quoted prices in active markets for identical assets or liabilities.
- Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying amounts of the Company's financial instruments as of November 30, 2012 reflect:

- Cash: Level One measurement based on bank reporting.
- Loan receivable and loans from Officers and related parties: Level 2 based on promissory notes.

**Note 1 - Organization and
Summary of Significant
Accounting Policies: Basis of
Consolidation and
Presentation (Policies)**

3 Months Ended

Nov. 30, 2012

Policies

**Basis of Consolidation and
Presentation**

Basis of consolidation - The consolidated financial statements for include the Company and its wholly-owned subsidiary, Saur Energy Inc. (a California corporation). All significant inter-company accounts and transactions have been eliminated.

Basic of presentation - Our accounting and reporting policies conform to U.S. generally accepted accounting principles applicable to development stage enterprises.

Note 8 - Federal Income Tax

**3 Months Ended
Nov. 30, 2012**

Notes

Note 8 - Federal Income Tax: **Note 8 - Federal income tax:**

No provision was made for federal income tax, since the Company had a significant net operating loss. Net operating loss carryforwards may be used to reduce taxable income through the year 2030. The availability of the Company's net operating loss carryforwards are subject to limitation if there is a 50% or more positive change in the ownership of the Company's stock, unless the same or similar business is carried on. The net operating loss carryforward for federal and state income tax purposes was approximately. The Company has net operating losses carried forward of approximately \$3,611,430 for tax purposes which will expire in 2028 through 2032 if not utilized.

No provision was made for federal income tax, since the Company had an operating loss and has accumulated net operating loss carryforwards. .

The Company generated a deferred tax credit of \$373,896 through net operating loss carryforward, an increase of \$103,396 since the previous fiscal year end August 31, 2012

The Company recorded a 100% valuation allowance for the deferred tax asset since in the opinion of management it is more likely than not that some part or all of the deferred tax asset will not be realized.

	November 30,
Deferred Tax Asset	2012
	\$
Net Operating Loss Carryforward	3,611,430
Deferred Tax Asset	373,896
Valuation Allowance	(-373,896)
	\$
Deferred Tax Asset (Net)	-

Equity Disclosure

**3 Months Ended
Nov. 30, 2012**

[Notes](#)

[Equity Disclosure](#)

During the period September 1 to October 17, 2011, the Company entered into a series of private placement agreements with various investors involving issuing units of securities at \$0.30 per unit. Each unit consisted of one (1) share of common stock, par value \$0.0001 per share and one (1) common stock purchase warrant with an exercise price of \$0.60 each, expiring July 31, 2013. The private placement was oversubscribed and the Company accepted additional private placement funds. On October 17, 2011 the Company issued 1,275,337 units of the securities in consideration of funds received of \$382,601.

On October 17, 2011, the Company issued a total of 522,900 shares of restricted common stock to certain consultants as compensation for services. The fair value of the stock was \$0.51. Based on the fair value of the common stock on the day of issuance, \$20,462 was charged to consulting expense for the three months ended November 30, 2011, which was pro-rated for the six month period of the restriction.

On October 17, 2011, the Company issued 200,000 shares of common stock to a consulting firm for services to be provided. The fair value of the common stock on the day it was issued was \$0.51 per share. Based on the fair value of the stock on the day of issuance, \$8,046 less \$200 contributed was charged to consulting, which was pro-rated for the six month period of the restriction.

On October 17, 2011, the Company issued 200,000 shares of common stock to a consulting firm for services to be provided. The fair value of the common stock on the day it was issued was \$0.51 per share. Based on the fair value of the stock on the day of issuance, \$20,988 was charged to consulting, which was pro-rated for the six month period of the restriction.

On November 10, 2011, the Company issued 3,350 units of securities at \$0.30 per unit for \$1,002 cash. Each unit consisted of one (1) share of common stock, par value \$0.0001 per share and one (1) common stock purchase warrant with an exercise price of \$0.60 each, expiring July 31, 2013.

On December 1, 2011, the Company issued 650,000 units of securities to seven investors at \$0.30 per unit for \$195,000 cash. Each unit consisted of one (1) share of common stock, par value \$0.0001 per share and one (1) common stock purchase warrant with an exercise price of \$0.60 each, expiring July 31, 2013.

On December 1, 2011, a correction was made to a common stock certificate, reducing shares by 3,330.

On December 1, 2011, the Company issued 24,000 units of securities to an investor at \$0.25 per unit for \$6,000 cash. Each unit consisted of one (1) share of

common stock, par value \$0.0001 per share and one (1) common stock purchase warrant with an exercise price of \$0.60 each, expiring July 31, 2013.

On January 24, 2012, the Company issued 125,000 shares of common stock at the closing price of \$0.60 per share for legal fees of \$75,000.

On January 26, 2012, the Company issued 25,000 shares of common stock at the closing price of \$0.60 per share for legal fees of \$15,000.

On April 30, 2012, the Company issued 363,000 shares of common stock at the closing price of \$0.34 per share for services by six providers.

On May 11, 2012 the Company issued 6,000,000 shares of common stock pursuant to an Asset Purchase Agreement for certain wind turbine assets including intangible assets the price of which was \$1,500,000, representing a stock price of \$0.25 per share.

On July 31, 2012, the Company issued 808,000 units of securities at \$0.25 per unit for \$202,000 cash. Each unit consisted of one (1) share of common stock, par value \$0.0001 per share and one (1) common stock purchase warrant with an exercise price of \$0.50 each, expiring July 31, 2014.

On July 31, 2012, the Company issued 100,000 shares of common stock at \$0.12 per share for legal fees of \$12,000.

On July 31, 2012 the Company issued 1,000,000 shares of common stock at \$0.12 per share for contract services of \$120,000.

On October 10, 2012 the Company issued 950,980 shares of common stock at 0.126 per share to St George Investments LLC for \$120,000 pursuant to an investment agreement.

On November 28, 2012 the Company issued 200,000 shares of common stock at 0.25 per share for \$50,000

As of August 31, 2012, the Company was authorized to issue 650,000,000 shares of par value \$0.0001 common stock, of which 88,369,086 shares of common stock were issued and outstanding.

Note 10 - Warrants

During the period September 1 to November 30, 2012, the Company entered a series of private placement agreements with various investors. (Refer to Note 9 - Capital Stock).

Under the private placements, the Company issued 1,950,337 Units of securities for total cash proceeds of \$584,603. Each unit consisted of one (1) share of

common stock, par value \$0.0001 per share and one (1) common stock purchase warrant with an exercise price of \$0.60 expiring July 31, 2013.

**Note 1 - Organization and
Summary of Significant
Accounting Policies: Use of
Estimates, Policy (Policies)**

3 Months Ended

Nov. 30, 2012

Policies

Use of Estimates, Policy

Use of estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Note 8 - Federal Income Tax:	
Schedule of Deferred Tax	Nov. 30, 2012
Assets and Liabilities	
(Details) (USD \$)	
<u>Operating Loss Carryforwards</u>	\$ 3,611,430
<u>Deferred Tax Assets, Gross</u>	\$ 373,896

**Note 1 - Organization and
Summary of Significant
Accounting Policies:
Research and Development
(Policies)**

3 Months Ended

Nov. 30, 2012

Policies

Research and Development

Research and development costs - The Company expenses costs of research and development cost as incurred. Advertising and marketing expenses for the three months ended November 30, 2012 and 2011 was \$32,635 and \$95,329 respectively.

**Note 5 - Asset Purchase:
Schedule of Equity Method
Investments (Tables)**

**3 Months Ended
Nov. 30, 2012**

[Tables/Schedules](#)

[Schedule of Equity Method
Investments](#)

	November 30, 2012
Asset Purchase	
Tangible Assets	
	\$
Equipment	23,000
Supplies	1,000
Inventory	1,000
	<u>\$</u>
Total Tangible Assets	<u>25,000</u>
Intangible Assets	
	\$
Goodwill	5,000
Intilectual Property (10 patents, 2 trademarks, network system, wind turbine monitoring system, URL	1,467,500
	\$
Restrictive Covenant	<u>2,500</u>
	\$
Total intangible assets acquired	<u>1,475,000</u>
	<u>\$</u>
Total Assets acquired	<u>1,500,000</u>

Statement of Shareholders' Equity (USD \$)	Common Stock	Additional Paid-in Capital	Common Stock Shares Subscriptions	Retained Earnings	Total
<u>Stockholders' Equity at Aug. 06, 2008</u>					
<u>Stock Issued During Period, Value, New Issues</u>		\$ 12,500			\$ 12,500
<u>Stock Issued During Period, Shares, New Issues</u>	325				325
<u>Net Income (Loss)</u>				(45,541)	
<u>Stockholders' Equity at Aug. 31, 2008</u>		12,500		(45,541)	(33,041)
<u>Shares, Outstanding at Aug. 31, 2008</u>	325				325
<u>Stock Issued During Period, Value, New Issues</u>	13,894	(13,894)			
<u>Stock Issued During Period, Shares, New Issues</u>	138,937,175				
<u>Net Income (Loss)</u>				(12,666)	
<u>Stockholders' Equity at Aug. 31, 2009</u>	13,894	(1,394)		(58,207)	(45,707)
<u>Shares, Outstanding at Aug. 31, 2009</u>	138,937,500				138,937,500
<u>Stock Issued During Period, Value, New Issues</u>	(6,744)	6,744			
<u>Stock Issued During Period, Shares, New Issues</u>	(67,437,500)				(67,437,500)
<u>Net Income (Loss)</u>				(214,899)	
<u>Adjustments to Additional Paid in Capital, Warrant Issued</u>		0			0
<u>Stockholders' Equity, Other</u>		157,200			157,200
<u>Stockholders' Equity at Aug. 31, 2010</u>	7,150	162,550		(273,106)	(103,406)
<u>Shares, Outstanding at Aug. 31, 2010</u>	71,500,000				71,500,000
<u>Stock Issued During Period, Value, New Issues</u>	409	1,521,574			1,521,983
<u>Stock Issued During Period, Shares, New Issues</u>	4,090,749				4,090,749
<u>Net Income (Loss)</u>				(1,366,199)	
<u>Adjustments to Additional Paid in Capital, Warrant Issued</u>		0			0
<u>Stockholders' Equity, Other</u>			63,910		63,910
<u>Stockholders' Equity at Aug. 31, 2011</u>	7,559	1,684,124	63,910	(1,639,305)	116,288
<u>Shares, Outstanding at Aug. 31, 2011</u>	75,590,749				75,590,749

<u>Stock Issued During Period, Value, New Issues</u>	1,163	3,272,130		3,273,293
<u>Stock Issued During Period, Shares, New Issues</u>	11,627,357			11,627,357
<u>Net Income (Loss)</u>			(1,713,636)	
<u>Adjustments to Additional Paid in Capital, Warrant Issued</u>		0		0
<u>Stockholders' Equity, Other</u>			(63,910)	(63,910)
<u>Stockholders' Equity at Aug. 31, 2012</u>	8,722	4,956,254	(3,352,941)	1,612,035
<u>Shares, Outstanding at Aug. 31, 2012</u>	87,218,106			87,218,106
<u>Stock Issued During Period, Value, New Issues</u>	115	169,885		170,000
<u>Stock Issued During Period, Shares, New Issues</u>	1,150,980			1,150,980
<u>Net Income (Loss)</u>			(258,489)	(258,489)
<u>Adjustments to Additional Paid in Capital, Warrant Issued</u>		0		0
<u>Stockholders' Equity at Nov. 30, 2012</u>	\$ 8,837	\$ 5,126,139	\$ (3,611,430)	\$ 1,523,546
<u>Shares, Outstanding at Nov. 30, 2012</u>	88,369,086			88,369,086

Note 5 - Asset Purchase

**3 Months Ended
Nov. 30, 2012**

Notes

Note 5 - Asset Purchase

Note 5 - Asset Purchase

On November 30, 2012 the Company entered into an Asset Purchase Agreement with St. George Investments LLC, an Illinois limited liability company, to acquire certain assets in foreclosure for 6,000,000 common shares. The assets were formerly owned by Helix Wind, Inc., a Nevada corporation in the same business as the Company. The assets and agreed prices were:

	November 30, 2012
Asset Purchase	
Tangible Assets	
	\$
Equipment	23,000
Supplies	1,000
Inventory	1,000
	<hr/>
	\$
Total Tangible Assets	<u>25,000</u>
Intangible Assets	
	\$
Goodwill	5,000
Intilectual Property (10 patents, 2 trademarks, network system, wind turbine monitoring system, URL	1,467,500
	\$
Restrictive Covenant	2,500
	<hr/>
	\$
Total intangible assets acquired	<u>1,475,000</u>
	<hr/>
	\$
Total Assets acquired	<u>1,500,000</u>

**Note 6 - Related Party
Transactions: Schedule of
Related Party Transactions
(Tables)**

3 Months Ended

Nov. 30, 2012

[Tables/Schedules](#)

[Schedule of Related Party Transactions](#)

November
30, 2012

Note Payable Related Party

\$10,000

**Note 1 - Organization and
Summary of Significant
Accounting Policies: Income
Tax, Policy (Policies)**

3 Months Ended

Nov. 30, 2012

Policies

Income Tax, Policy

Federal income taxes -The Company utilizes FASB ACS 740, "*Income Taxes*", which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. When, in the opinion of management, it is more likely than not that some part or all of the deferred tax assets will not be realized.

Interest and penalties on tax deficiencies recognized in accordance with ASC accounting standards are classified as income taxes in accordance with ASC Topic 740-10-50-19.