



**SHARES OF PREFERRED AND COMMON STOCK
AND WARRANTS**

\$15,000,000¹

FOR ACCREDITED INVESTORS ONLY

**THIS MEMORANDUM IS FOR PROSPECTIVE PURCHASERS OF THE COMPANY'S STOCK AND THE
FINANCIAL AND/OR LEGAL ADVISORS OR REPRESENTATIVES OF SUCH PERSONS.**

**FOR MORE INFORMATION,
PLEASE CONTACT:**

**[Redacted]
[Redacted] Street
Suite [Redacted]
Houston, Texas 77002 USA
Telephone: [Redacted]
E-mail: [Redacted]**

The date of this Memorandum is:

February 22, 20[Redacted]

This cover page is continued on the following pages.

¹ No Minimum Offering. Expandable to \$30,000,000.

██████████, INC.

(a ██████████ corporation)

Shares of Preferred² and Common Stock

and Warrants³

\$10.00 per Share of Preferred Stock

\$1.00 per Share of Common Stock

One Warrant issued per Common Share purchased for subscriptions of at least \$1,000,000 or more

No Warrants issued for subscriptions of Preferred Shares

Maximum Offering: \$15,000,000

No Minimum Offering

**Minimum Subscription:⁴
\$1,000,000**

██████████ INC., a ██████████ corporation (“we”, “our”, “us”, or the “Company”), is offering via this Memorandum:

- Shares of Class 2011-A 8% Preferred Stock (the “Preferred Shares”) and/or Shares of Common Stock (the “Common Shares”) in the Company. The Preferred Shares and the Common Shares are collectively referred to herein as the “Shares”.
- Purchasers of at least \$1,000,000 of the Common Shares will also be granted Warrants (one Warrant per Share) to purchase Shares of Common Stock in the Company within the next year at the strike price of \$2.00 per Share, respectively (the “Warrants”). No Warrants will be issued for subscriptions of Preferred Shares.

The Shares and Warrants are available only to “accredited” investors in accordance with Sections 4(2), 4(6) and/or Regulation D Rule 506 of the Securities Act of 1933, as amended, and applicable state law (the “Offering”).

This document is our confidential private placement memorandum (this “Memorandum”). This is not a public offering.

Our overall objective is to realize cash flow and capital appreciation through the acquisition, development and/or operation of certain oil and gas assets (the “prospects”). (See “Description of Business and Proposed Activities”). There can be no assurance these objectives will be achieved.

This investment involves a high degree of risk further described in the “Risk Factors” section of this Memorandum. Subscription of these securities should be considered only if you can afford a possible total loss of your investment. Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of this Offering or determined if this Memorandum is truthful or complete. Any representation to the contrary is a criminal offense.

² Class 2011-A 8% Preferred Shares (the “Preferred Shares”). This class of Preferred Shares (i) accrues an 8% annual cumulative preferred dividend rate senior to the Common Shares, payable in the event a dividend is declared by the board of directors; (ii) are redeemable by Company at any time 24 months after the date of issuance provided the preferred return has been paid; and (iii) are convertible to Common Shares on a 1:10 basis at any time (i.e., One (1) Preferred Share converts to ten (10) Common Shares).

³ Warrants issued only to subscribers who purchase at least \$1,000,000 or more of the Company’s Common Shares. One \$2.00 Warrant per Common Share.

⁴ May be waived in the Company’s sole discretion.

	PRICE	SALES COMMISSIONS / FINDER FEES (1)	PROCEEDS TO COMPANY (2)
Per Common Share (1)(5)	\$1.00	\$0.10	\$0.90
Per Preferred Share (1)(5)	\$10.00	\$1.00	\$9.00
Minimum Subscription (6)	\$1,000,000	\$100,000	\$900,000
Minimum Offering (3)	N/A	N/A	N/A
Maximum Offering (4)(7)	\$15,000,000	\$1,500,000	\$13,500,000

FOOTNOTES:

- (1) In connection with the sale of Shares it is estimated that sales commissions and/or finder fees of up to approximately ten percent (10%) of the subscription amount may be paid. Issuer-agents and/or FINRA-registered brokers or representatives may receive sales commissions. Finders may receive finder fees. The Company may allocate, in addition to or in lieu of cash for services rendered, Shares and/or Warrants to persons who assist the Company toward achieving its objectives.
- (2) Net proceeds are calculated before deducting expenses associated with this Offering, such as legal, tax, accounting, overhead, printing, mailing and other out of pocket expenses, which may be paid to Affiliates of the Company.
- (3) No minimum number of Shares need be sold for the Offering to proceed. Funds will not be escrowed or held predicated on any specific event and will become immediately available to the Company to proceed with its objectives.
- (4) This Offering may be closed at any time without notice prior to reaching the Maximum Offering amount in the Company's sole discretion. The Company may sell Shares on terms other than outlined in this Memorandum.
- (5) One Warrant will be issued for every Common Share purchased by subscribers of \$1,000,000 or more.
- (6) We may, in our sole discretion, accept lesser amounts from qualified persons.
- (7) May be expanded to \$30,000,000 in the Company's sole discretion.

IMPORTANT NOTICE ABOUT INFORMATION PRESENTED IN THIS MEMORANDUM

No dealer, salesman or other person unaffiliated with the Company has been authorized to give you any information or make any representations other than those contained in this Memorandum. If so given or made, you must not rely upon such information or representations as having been authorized by us.

The information contained in this Memorandum is confidential and is furnished for your use only as a potential Shareholder. By receiving this Memorandum, you agree that you will not transmit, reproduce or make available this Memorandum or any related exhibits or documents to any other person or entity. Any action to the contrary may place you in violation of various state and/or federal securities laws.

Our Shares involve significant risks due to, among other things, the nature of the Company's objectives as described in this Memorandum. There can be no assurance that our objectives will be realized or that there will be any return of your invested capital. Investment in our Company is suitable only for "accredited" and otherwise sophisticated investors. You should have the financial ability and willingness to accept the risks (including the risk of total loss of your investment and lack of liquidity) that are characteristic of the investments described herein. You should consult your financial advisors regarding the appropriateness of investing in speculative companies such as this.

The Shares are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act of 1933 and applicable state securities laws, pursuant to registration or exemption therefrom. You should be aware that you may be required to bear the financial risks of this investment for an indefinite period of time. The securities offered hereby involve a high degree of risk and should only be purchased if you can afford a total loss of your investment.

These securities have not been registered under the Securities Act of 1933 nor any other applicable securities law. These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the U.S. Securities and Exchange Commission (the “Commission”) or any state securities commission passed upon the accuracy or truthfulness of this confidential private placement memorandum. Any representation to the contrary is a criminal offense.

These securities can only be offered to you pursuant to a private non-public offering exemption from registration with the Commission provided by Sections 4(2), 4(6) and/or Regulation D Rule 506 of the Securities Act of 1933, as amended, and applicable state law exemptions. Accordingly, you must meet certain minimum qualifications pursuant such rules and statutes as they may be applicable.

This Memorandum does not constitute an offer to sell any Shares in any jurisdiction or to any person to whom it is unlawful to make such an offer in such jurisdiction. An offer may be made only by an authorized representative of the Company and/or its officers or directors and must be accompanied by an original numbered and dated copy of this Memorandum.

The Shares will be offered by the Company’s officers or directors who will not receive compensation in connection with the sale of Shares.

FINRA-licensed brokers, dealers, representatives and/or registered investment advisors or others may participate on a “best efforts” basis. In the event finders or FINRA-registered representatives are employed, this Memorandum may be amended or supplemented accordingly.

Payment for the Shares offered hereby should be made payable to the order of “██████████ INC.”.

This Memorandum does not constitute an offer or solicitation by anyone in any state in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

THE INFORMATION CONTAINED IN THIS MEMORANDUM IS PRESENTED BY BLACK GOLD, INC. (THE “COMPANY”), BASED UPON LIMITED INFORMATION CONCERNING THE COMPANY’S OBJECTIVES. THE CONTENT OF THIS MEMORANDUM MAY NOT BE COMPLETE OR MAY NOT BE MATERIALLY ACCURATE AS OF THE DATE ON THE COVER. CONSEQUENTLY, THIS MEMORANDUM IS SUBJECT TO FURTHER ADDENDA, SUPPLEMENTS, AND AMENDMENT FROM TIME TO TIME IN THE COMPANY’S DISCRETION WHICH ADDENDA, ETC., SHALL BE INCORPORATED HEREIN BY REFERENCE.

The Commission does not pass upon the merits of any securities offered or the terms of this Offering, nor does it pass upon the accuracy or completeness of or give its approval to any offering memorandum or other selling literature. These securities are offered pursuant to claimed exemptions from registration with the Commission. However, the Commission has not made an independent determination that the securities offered hereunder are exempt from registration.

The securities purchased in this Offering may not be transferred in the absence of an effective registration statement unless the prospective transferee establishes, to the satisfaction of the Company, that an exemption from registration is available.

The securities offered hereby have not been registered with nor approved or disapproved by the securities regulatory authority of any state, nor has any such authority passed upon or endorsed the merits of this Offering or the accuracy or adequacy of this Memorandum. Any representation to the contrary is unlawful.

Investment in these securities may not be suitable for you if you do not meet the suitability requirements established by the Company or if you cannot afford a total loss of your investment.

U.S. federal, state, local and foreign tax treatment of the Company may be extremely complex and may involve, among other things, significant issues as to the timing and character of the realization of income, gain and losses. Although this Memorandum touches briefly on tax considerations of investing, it does not set forth specific individual tax consequences that may be applicable to you. Accordingly, you are urged to consult your own tax advisor concerning the U.S. federal, state, local and foreign tax consequences of an investment in the Company in light of the your own particular situation.

You are not to treat the contents of this Memorandum as advice relating to legal, taxation or investment matters. You are advised to consult your own professional advisors concerning your investment in the Company.

We will make available to you and/or your advisors or representatives the opportunity to ask us questions and to receive answers concerning the terms and conditions of this Offering, and to obtain any additional information, to the extent that we possess such information or can acquire it without unreasonable effort or expense, necessary to verify the accuracy of the information set forth in this Memorandum.

IF YOU OR YOUR REPRESENTATIVE(S) DESIRE ADDITIONAL INFORMATION,

PLEASE CONTACT:

[REDACTED] INC.
[REDACTED] Street
Suite [REDACTED]
Houston, Texas 77002 USA
Telephone: (832) [REDACTED]
[REDACTED]

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STATE NOTICE REQUIREMENTS

The presence of a legend for any given state reflects only that a legend may be required by that state and should not be construed to mean an offer or sale may be made in any particular state.

FOR ALABAMA RESIDENTS: THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE ALABAMA SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ALABAMA SECURITIES COMMISSION. THE COMMISSION DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THIS PRIVATE PLACEMENT MEMORANDUM ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THE PURCHASE PRICE OF THE INTEREST ACQUIRED BY A NON-ACCREDITED INVESTOR RESIDING IN THE STATE OF ALABAMA MAY NOT EXCEED 20% OF THE PURCHASER'S NET WORTH.

FOR ALASKA RESIDENTS: THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED WITH THE ADMINISTRATOR OF SECURITIES OF THE STATE OF ALASKA UNDER PROVISIONS OF 3 AAC 08.500-3 AAC 08,506. THE INVESTOR IS ADVISED THAT THE ADMINISTRATOR HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THIS DOCUMENT SINCE THE DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE ADMINISTRATOR. THE FACT OF REGISTRATION DOES NOT MEAN THAT THE ADMINISTRATOR HAS PASSED IN ANY WAY UPON THE MERITS, RECOMMENDED, OR APPROVED THE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A VIOLATION OF A.S. 45.55.170. THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED, IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

FOR ARIZONA RESIDENTS: THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF ARIZONA, AS AMENDED, AND ARE OFFERED IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION PURSUANT TO A.R.S. SECTION 44-1844(1). THE SECURITIES CANNOT BE RESOLD UNLESS REGISTERED UNDER THE ACT OR PURSUANT TO AN EXEMPTION FROM REGISTRATION.

FOR ARKANSAS RESIDENTS: THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 14(b)(14) OF THE ARKANSAS SECURITIES ACT AND SECTION 4(2) OF THE SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ARKANSAS SECURITIES DEPARTMENT OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE DEPARTMENT NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE PURCHASE PRICE OF THE INTEREST ACQUIRED BY AN UNACCREDITED INVESTOR RESIDING IN THE STATE OF ARKANSAS MAY NOT EXCEED 20% OF THE PURCHASER'S NET WORTH.

FOR CALIFORNIA RESIDENTS: THESE SECURITIES HAVE NOT BEEN REGISTERED OR QUALIFIED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE CALIFORNIA CORPORATE SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

FOR COLORADO RESIDENTS: THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

FOR CONNECTICUT RESIDENTS: THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER SECTION 36-485 OF THE CONNECTICUT UNIFORM SECURITIES ACT AND THEREFORE CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER SUCH ACT OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE.