NEW AMERICA ENERGY CORP.
Form 10-Q
April 16, 2012

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

Form 10-Q

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

For the quarterly period ended February 29, 2012

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

For the transition period from __________ to __________

000-54243
Commission File Number

New America Energy Corp.
(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation or organization)	N/A (I.R.S. Employer Identification No.)
3651 Lindell Rd., Ste D#138, Las Vegas, NV (Address of principal executive offices)	89103 (Zip Code)

(800) 508-6149
(Registrant's telephone number, including area code)
N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate 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 [X] No [ ]

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of th

Yes [ ] No [X]

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes [ ] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

51,912,133 common shares outstanding as of April 2, 2012
(Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.)

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New America Energy Corp.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions for Form 10-Q and Article 210 8-03 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal recurring nature. Operating results for the six month period ended February 29, 2012 are not necessarily indicative of the results that may be expected for the fiscal year ending August 31, 2012. For further information refer to the financial statements and footnotes thereto included in our company's Annual Report on Form 10-K for the fiscal year ended August 31, 2011.

NEW AMERICA ENERGY CORP.
(AN EXPLORATION COMPANY)
BALANCE SHEETS
As of February 29, 2012 and August 31, 2011

	February 29, 2012 (unaudited)	August 31, 2011
ASSETS		
Current Assets		
Cash and equivalents	$42,263	$19,992
TOTAL ASSETS	$42,263	$19,992
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable	$4,125	$11,209
Accounts payable – related parties	3,500	1,000
Total Liabilities	7,625	12,209
Stockholders' Equity		
Common Stock, $.001 par value, 75,000,000 shares authorized, 51,912,133 and 51,000,000 shares issued and outstanding as at February 29, 2012 and August 31, 2011 respectively	51,912	51,000
Additional paid-in capital	1,050,715	747,827
Deficit accumulated during the exploration stage	(1,067,989)	(791,044)
Total stockholders' equity	34,638	7,783
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$42,263	$19,992

See accompanying notes to the interim financial statements

NEW AMERICA ENERGY CORP.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF OPERATIONS (unaudited)
For the Six Months Ended February 29, 2012 and February 28, 2011
And the Period from May 8, 2006 (Inception) to February 29, 2012

	Three Months Ended		Six Months Ended		Period from May 8, 2006 (Inception) to February 29, 2012
	February 29, 2012	February 28, 2011	February 29, 2012	February 28, 2011	
REVENUES	$ -	$ -	$ -	$ -	$ -
EXPENSES:					
Impairment of mineral properties	-	360,000	75,000	360,000	685,000
Mineral license fees	-	-	-	-	3,466
Exploration expenses	104,823	-	104,823	-	104,823
Professional fees	36,044	21,848	48,016	22,135	186,712
Management fees	9,000	7,500	16,500	10,000	41,500
General and administration	20,150	1,167	32,606	1,167	46,488
Total expenses	170,017	390,515	276,945	393,302	1,067,989
NET LOSS	$ (170,017)	$ (390,515)	$ (276,945)	$ (393,302)	$ (1,067,989)
NET LOSS PER SHARE	$ (0.00)	$ (0.01)	$ (0.01)	$ (0.00)	
WEIGHTED AVERAGE SHARES OUTSTANDING: BASIC AND DILUTED	51,655,252	50,492,222	51,374,329	52,130,110	

See accompanying notes to the interim financial statements

NEW AMERICA ENERGY CORP.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF CASH FLOWS (unaudited)
For the Six Months Ended February 29, 2012 and February 28, 2011
And the Period from May 8, 2006 (Inception) to February 29, 2012

	Six Months Ended February 29, 2012	Six Months Ended February 28, 2011	Period from May 8, 2006 (Inception) to February 29, 2012
Cash Flows From Operating Activities			
Net loss	$ (276,945)	$ (393,302)	$ (1,067,989)
Impairment on mineral property	75,000	360,000	685,000
Shares issuance for consulting services	28,800	-	28,800
Accounts payable	(4,584)	8,550	8,467
Cash Flows Used by Operating Activities	(177,729)	(24,752)	(345,722)
Cash Flows From Investing Activities			
Purchase of mineral property claims	-	(60,000)	(135,000)
Net Cash Used by Investing Activities	-	(60,000)	(135,000)
Cash Flows From Financing Activities			
Proceeds from related parties	-	-	54,985
Proceeds from sales of common stock	200,000	120,000	468,000
Cash Flows Provided By Financing Activities	200,000	120,000	522,985
Net Increase In Cash	22,271	35,248	42,263
Cash, beginning of period	19,992	-	-
Cash, end of period	$ 42,263	$ 35,248	$ 42,263
Supplemental Cash Flow Information			
Interest paid	$ -	$ -	$ -
Income taxes paid	$ -	$ -	$ -
Supplemental non-cash financing activity:			
Related party loan forgiven as additional paid in capital	$ -	$ (54,985)	$ (54,985)
Accrued expense forgiven as additional paid in capital	-	-	(842)
Shares issued for consulting services	28,800	-	28,800
Shares issued to acquire option on mineral property	75,000	300,000	550,000
	$ 103,800	245,015	$ 522,973

See accompanying notes to the interim financial statements

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NEW AMERICA ENERGY CORP.
(AN EXPLORATION STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
February 29, 2012

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES

Nature of Business

New America Energy Corp (formerly “Atheron, Inc.”) was incorporated in Nevada on May 8, 2006 as a development stage company, initially developing a technology for ethanol-methanol gasoline. The Company did not progress the development of this technology.

On November 5, 2010, we underwent a change of control and the Company’s newly appointed sole director and majority shareholder approved a name change to New America Energy Corp. and a twenty-five (25) new for one (1) old forward stock split of the Company’s issued and outstanding shares of common stock, such that its issued and outstanding shares of common stock increased from 2,150,000 to 53,750,000. This forward split did not affect the number of the Company’s authorized common shares, which remains at 75,000,000.

On November 16, 2010, the Nevada Secretary of State accepted for filing of the Certificate of Amendment to the Company’s Articles of Incorporation to change our name from Atheron Inc. to New America Energy Corp.

The forward stock split and name change became effective with the Over-the-Counter Bulletin Board at the opening of trading on December 1, 2010 under the symbol “NECA”. Our CUSIP number is 641872 106.

The effect of the stock split has been recognized retroactively in the stockholders’ equity accounts as of May 8, 2006, the date of our inception, and in all shares and per share data in the financial statements.

On February 3, 2011 we entered into property acquisition agreements with First Liberty Power Corp., and GeoXplor Corp. whereby we we acquired an option, as well as exploration rights, in certain unpatented mining claims located in Southern Utah called the Uravan Property. On May 31, 2011, we amended the agreement to extend the payment date for an additional 120 days. The Company did not pay the required option payments under the agreements and the property was lost on September 30, 2011.

On May 31, 2011, we entered into a property acquisition agreement with GeoXplor Corp. Pursuant to the terms of the agreement we acquired an option, as well as exploration rights, in certain unpatented mining claims located in Clayton Valley, Nye County, Nevada. Subsequently, on October 27, 2011, we entered into an amended property acquisition agreement whereby we acquired additional claims.

As a result of these agreements, the Company will be focused exclusively on the acquisition and development of mineral resource properties.

Exploration Stage Company

The Company is an Exploration Stage Company, as defined by Financial Accounting Standards Board (“FASB”) Accounting Standards Codification ("ASC") 915, Development Stage Entities. The Company's principal business is the acquisition and exploration of mineral resources. The Company has not presently determined whether its properties contain mineral reserves that are economically recoverable.

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 the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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NEW AMERICA ENERGY CORP.
(AN EXPLORATION STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
February 29, 2012

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES (continued)

Cash and Cash Equivalents

We consider all highly liquid investments with maturities of three months or less to be cash equivalents.

Fair Value of Financial Instruments

New America Energy Corp's financial instruments consist of cash and cash equivalents and a loan payable to a related party. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

Mineral Property Costs

Mineral exploration and development costs are accounted for using the successful efforts method of accounting.

Property acquisition costs - Mineral property acquisition costs are capitalized as mineral exploration properties and assessed quarterly for impairment of value as described belowUpon achievement of all conditions necessary for reserves to be classified as proven, associated acquisition costs which have been capitalized are reclassified to proven properties.

Exploration costs - Geological and geophysical costs and the costs of carrying and retaining undeveloped properties are expensed as incurred.

Impairment of Mineral Properties

Unproved mineral properties are assessed at each reporting period for impairment of value, and a loss is recognized at the time of the impairment by providing an impairment allowance. An asset would be impaired if the undiscounted cash flows were less than its carrying value. Impairments are measured by the amount by which the carrying value exceeds its fair value. Because the Company uses the successful efforts method, the Company assesses its properties individually for impairment, instead of on an aggregate pool of costs. Impairment of unproved properties is based on the facts and circumstances surrounding each lease and is recognized based on management's evaluation. Management's evaluation follows a two-step process where (1) recoverability of the carrying value of the asset is reviewed to determine if there is sufficient value recoverable to support the capitalized value at the report date; and, (2) If assets fail the recoverability test, impairment testing is conducted, including the evaluation of various criteria such as: prior history of successful operations; production currently in place and/or future projected cash flows (if any); reserve reports or evaluations from which management can prepare future cash flow analyses; the Company's ability to monetize the asset(s) under evaluation; and, Management's intent regarding future development.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Basic Loss Per Share

Basic loss per share has been calculated based on the weighted average number of shares of common stock outstanding during the period.

NEW AMERICA ENERGY CORP.
(AN EXPLORATION STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
February 29, 2012

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES (continued)

Recent Accounting Pronouncements

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flow.

NOTE 2 – LIQUIDITY AND GOING CONCERN

We have negative working capital, and have incurred losses since inception, and have not yet generated revenues. As we are in the exploration stage with our recently acquired mineral claims we do not expect to generate revenues for some period of time, if ever. These factors create substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern.

The ability of the Company to continue as a going concern is dependent on the Company generating cash from the sale of its common stock and/or obtaining debt financing or attaining future profitable operations. Management's plans include selling its equity securities and obtaining debt financing to fund its capital requirement and ongoing operations; however, there can be no assurance the Company will be successful in these efforts.

NOTE 3 – MINERAL PROPERTY RIGHTS

A) Uravan Agreement

On February 3, 2011 we entered into and closed property acquisition agreements with First Liberty Power Corp., and GeoXplor Inc. Pursuant to the terms of the agreements, we acquired an option, as well as exploration rights, in certain unpatented mining claims located in Southern Utah which we refer to the Uravan property. The Company failed to make the payments as required and as of September 30, 2011, the option agreement terminated and the Company lost all rights and interest in and to the Uravan property.

B) Clayton Valley Agreement

On May 31, 2011, we entered into a property acquisition agreement with GeoXplor Corp. Pursuant to the terms of the agreement, we acquired an option, as well as exploration rights, in certain unpatented mining claims located in Clayton Valley, Nye County, Nevada. Subsequently on October 27, 2011, we entered into an amended property acquisition agreement whereby we acquired additional claims. We agreed to provide the following payments and other consideration to GeoXplor:

$75,000 on May 31, 2011;
$100,000 on May 31, 2012;
$100,000 on May 31, 2013;
$100,000 on May 31, 2014;
500,000 shares of our common stock on execution of the agreement;
250,000 shares of our common stock on execution of the amended agreement;

500,000 shares of our common stock on or before the date one year from the date of the agreement;
500,000 shares of our common stock on or before the date two years from the date of the agreement;
500,000 shares of our common stock on or before the date three years from the date of the agreement; and
A 3.0% net smelter royalty on all net revenue derived from production from the Nye County Property.

NEW AMERICA ENERGY CORP.
(AN EXPLORATION STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
February 29, 2012

NOTE 3 – MINERAL PROPERTY RIGHTS (continued)

B) Clayton Valley Agreement (continued)

We have also committed to a 4 year work program of no less than $1,000,000 with $100,000 to be spent in the first year, $200,000 during the second year, $300,000 during the third year and $400,000 during the fourth year.

If we are unable to make any of the share issuances or payments under the agreements with GeoXplor, the property rights would revert to GeoXplor.

On November 9, 2011, the Company issued 250,000 shares of common stock to GeoXplor on execution of the amended agreement. The issuance of 250,000 shares of common stock was valued at the market value of the stock on the issuance date, totaling $75,000. At November 30, 2011, the Company recorded the $75,000 as an impairment of mineral properties as no proven or probable reserves have yet been determined and the Company is currently in the prospecting phase, with no proven or probable reserves having yet been determined.

During the six month period ended February 29, 2012, the Company paid $104,823 to GeoXplor in respect to the gravity survey on the property and recorded as this amount as an exploration expense.

NOTE 4 – COMMITMENT

On January 18, 2012, the Company entered into an agreement with Midsouth Capital Inc. (“Midsouth”), whereby Midsouth agreed to act as the Company’s non-exclusive financial advisor, investment banker and placement agent for the purpose of assisting the Company to raise capital (the “Midsouth Agreement”). Pursuant to the Midsouth Agreement, the Company agreed to: (i) issuance of 80,000 shares of the Company’s common stock; (ii) a success fee of 10% of the amount for any capital raised; (iii) 150,000 restricted shares, with piggy back registration rights, of the Company’s common stock per $1,000,000 of capital raised for a period of two years.

80,000 shares of common stock were issued on the execution date. The Company recorded the amount of $28,800 as professional fees based on the market value of the common stock on the date of execution of the Midsouth Agreement.

NOTE 5 – RELATED PARTIES TRANSACTIONS

On November 1, 2010, the Company entered into a three-year consulting agreement with one of the Company’s directors. Under the terms of the agreement, the consultant is paid $2,500 a month, payable on the 1st of each month, pursuant to the services to be rendered by the consultant. During the six month period ended February 29, 2012, the Company made cash payments of $15,000 to the consultant.

On January 30, 2012, Mr. Alexandros Tsingos, was appointed a director and Secretary of the Company. During the period ended February 29, 2012, Mr. Tsingos invoiced the Company $3,500 which included $1,500 as consulting fees and $2,000 for expenses. The Company did not make any cash payments, leaving amount of $3,500 on the balance sheets as accounts payable – related parties.

NEW AMERICA ENERGY CORP.
(AN EXPLORATION STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
February 29, 2012

NOTE 6 – FINANCING AGREEMENT

On November 22, 2011, the Company entered into a financing agreement with one non-US investor pursuant to which, the investor will make available of up to $1,000,000 by way of advances until November 22, 2012 (the “Completion Date”) in accordance with the terms of the financing agreement. The Completion Date may be extended for an additional term of up to twelve months at the option of the Company or the investor upon written notice on or before the Completion Date in accordance with the notice provisions of the Financing Agreement. The Company will issue, within ten (10) Banking Days following the date of the receipt by the Company of any advance under the Financing Agreement, common shares of the Company (each a “Share”) at the Share Price. Upon receipt of an advance from the investor under the terms of the Financing Agreement, the Company will issue to the investor that number of shares of the Company at a price equal 90% of the average of the closing price of the Company’s common stock, for the five (5) Banking Days immediately preceding the date of the advance. As of the six month period ended February 29, 2012, the Company has drawn down a total of $200,000 and issued a total of 582,133 shares of common stock to the investor.

NOTE 7 – CAPITAL STOCK

On November 9, 2011, the Company issued 250,000 shares of common stock pursuant to the mineral property assignment and acquisition agreement and the mineral property option agreement. (See Note 3(b) – Mineral property rights – Clayton Valley Agreement).

On December 1, 2011, the Company drew down$100,000 pursuant to the financing agreement described above in Note 6, and on December 22, 2011 the Company issued a total of 281,294 shares of common stock of the Company at a price of $0.3555 per share.

On December 15, 2011, the Company drew down $50,000 pursuant to the financing agreement described above in Note 6, and on February 3, 2012 the Company issued a total of 147,362 shares of common stock of the Company at a price of $0.377 per share.

On January 18, 2012, the Company issued 80,000 shares of common stock pursuant to the Midsouth Agreement. (See Note 4 – commitment).

On February 22, 2012, the Company drew down $50,000 and issued a total of 153,477 shares of common stock of the Company at a price of $0.377 per share.

NEW AMERICA ENERGY CORP.
(AN EXPLORATION STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
February 29, 2012

NOTE 8 - SUBSEQUENT EVENTS

Effective March 28, 2012, the Company entered into a debt instrument with Fairhills Capital Offshore Ltd., whereby Fairhills Capital provided us with a $200,000 loan which is due by September 28, 2012 and carries a 2% annual rate of interest. The note was secured by 3,333,333 shares of our restricted common stock owned by our director and officer, Rick Walchuk. These shares shall be held in escrow by Fairhills Capital's counsel and will be forfeited to Fairhills if we default on the note.

Also effective March 28, 2012, we entered into a financing agreement with Fairhills Capital whereby Fairhills Capital will provide for a brokered financing arrangement of up to $3,000,000. The financing allows, but does not require us to issue and sell up to the number of shares of common stock having an aggregate purchase price of $3,000,000 to Fairhills Capital. Subject to the terms and conditions of the financing agreement and a registration rights agreement, we may, in our sole discretion, deliver a notice to Fairhills Capital which states the dollar amount which we intend to sell to Fairhills Capital on a certain date. The amount that we shall be entitled to sell to Fairhills Capital shall be equal to two hundred percent (200%) of the average daily volume (U.S. market only) of the common stock for the ten (10) trading days prior to the applicable notice date. Fairhills Capital will purchase our common stock valued at a 25% discount from the weighted average price for the five (5) trading days before receives our capital request. The shares that we sell to Fairhills Capital must be registered stock, among other conditions of investment.

Midsouth Capital Inc. will receive certain commissions for the financings with Fairhills Capital pursuant to an agreement whereby Midsouth is the Company's non-exclusive financial advisor, investment banker and placement agent for the purpose of assisting the Company to raise capital. Dependent on the funds received from the Fairhills financings, Midsouth will receive certain compensation (See Note 4 – Commitments).

In connection with the financing agreement, we also entered into a registration rights agreement dated March 28, 2012, whereby we agreed to file a Registration Statement on Form S-1 with the Securities and Exchange Commission within twenty-one (21) days of the date of the registration rights agreement and to have the Registration Statement declared effective by the Securities and Exchange Commission within one hundred and twenty (120) calendar days from March 28, 2012.

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

FORWARD-LOOKING STATEMENTS

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "could", "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable laws, including the securities laws of the United States, we do not intend to update any of the forward-looking statements so as to conform these statements to actual results.

Our unaudited financial statements are stated in U.S. dollars and are prepared in accordance with generally accepted accounting principles in the United States. The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this quarterly report.

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

As used in this quarterly report and unless otherwise indicated, the terms "we", "us", "our" “company” and "our company" mean New America Energy Corp., a Nevada corporation, unless otherwise indicated.

Overview

We were incorporated as “Atheron, Inc.” in the State of Nevada on May 8, 2006. On November 5, 2010 we underwent a change of control and on November 15, 2010 we changed our name to New America Energy Corp., and began looking for opportunities to acquire exploration stage oil and gas or mineral properties. Also on November 15, 2010 we effected a split of our issued and outstanding common shares on a 25 for 1 basis. This forward split did not affect the number of our company's authorized common shares, which remains at 75,000,000. The forward stock split and name change became effective with the Over-the-Counter Bulletin Board at the opening of trading on December 1, 2010 under the symbol “NECA”. Our CUSIP number is 641872 106. Our mailing address is 3651 Lindell Rd., Ste D#138, Las Vegas, NV 89103 and our telephone number is 800-508-6149.

On February 3, 2011 we entered into property acquisition agreements with First Liberty Power Corp., and GeoXplor Corp. Pursuant to the terms of the agreements, we acquired an option, as well as exploration rights, in certain unpatented mining claims located in Southern Utah which we refer to the “Uravan Property”. The property was lost during the three month period covered by these financial statements as our company did not pay the required option payments as they became due.

On May 31, 2011, we entered into a property acquisition agreement with GeoXplor Corp. Pursuant to the terms of the agreement we acquired an option, as well as exploration rights, in certain unpatented mining claims located in Clayton Valley, Nye County, Nevada. Subsequently, on October 27, 2011, we entered into an amended property acquisition agreement whereby we acquired additional claims.

As a result of these agreements, our company is focused exclusively on the acquisition and development of mineral resource properties.

Current Business

We are an exploration stage company and have not generated any revenues to date. We are in the initial stages of developing our mineral properties, have very limited cash resources and are in need of substantial additional capital to execute our business plan. For these and other reasons, our independent auditors have raised substantial doubt about our ability to continue as a going concern.

Liquidity & Capital Resources

We are an exploration stage company engaged in the exploration of mineral properties. To date, we have not generated any revenues.

Working Capital

	February 29, 2012 ($)	August 31, 2011 ($)	Change between August 31, 2011 and February 29, 2012 ($)
Current Assets	42,263	19,992	22,271
Current Liabilities	7,625	12,209	(4,584)
Working Capital/(Deficit)	34,638	7,783	26,855

Cash Flows

	Six Months Ended February 29, 2012 ($)	Six Months Ended February 28, 2011 ($)	Period from Inception (May 8, 2006) to February 29, 2012 ($)
Cash Flows from Operating Activities	(177,729)	(24,752)	(333,237)
Cash Flows provided by/(used in) Investing Activities	Nil	(60,000)	(135,000)
Cash Flows from Financing Activities	200,000	120,000	522,985
Net Increase (Decrease) in Cash During Period	22,271	35,248	42,263

Cash on hand at February 29, 2012 was $42,263 as compared to $19,992 at August 31, 2011. Our total liabilities at February 29, 2012 were $7,625 as compared to $12,209 at August 31, 2011. The decrease in payables was due to the fact that our company received sufficient funds during the six months ended February 29, 2012 to meet its payment obligations as they became due.

Pursuant to the option of certain mineral claims with GeoXplor entered into on May 31, 2011, as amended on October 27, 2011, we have a contingent liability of $300,000 to be expended on or before May 31, 2013, of which $100,000 is by way of option payment and $200,000 is required to be spent on exploration activities. We had satisfied our prior commitment to pay $75,000 on May 31, 2011 and expend $100,000 on exploration activities in year one. Our next obligation is to pay $100,000 to GeoXplor on May 31, 2012 and to expend $200,000 in exploration activities on or before May 31, 2013.

We intend to expend a total of $325,000 on Clayton Ridge property by way of an exploration program on Clayton Ridge of approximately $200,000 , $100,000 for property payments, and additional costs for staking and property taxes in the amount of $25,000.

In order to meet all of the current commitments and fund operations for the next twelve months, assuming we undertake exploration activities prior to May 31, 2013, our company estimates it will require a minimum of $750,000.

We have allocated our cash requirements for the next twelve months as follows:

- $100,000 for property payment on Clayton Ridge;
- $25,000 for staking and property taxes on Clayton Ridge;
- $200,000 for exploration on the Clayton Ridge claims;
- $200,000 repayment of certain loans;
- $20,000 for finders fees;
- $205,000 for working capital.

Total requirements are estimated to be $750,000 of which we have received $200,000 by way of a loan finalized on March 28, 2012, therefore we need to raise an additional $550,000 to meet our planned commitments.

On November 22, 2011, we entered into a financing agreement with one non-US investor pursuant to which, the investor will make available of up to $1,000,000 by way of advances until the completion date of November 22, 2012. The completion date may be extended for an additional term of up to twelve months at the option of our company or the investor upon written notice on or before the completion date. During the six month period ended February 29, 2012, the Company has drawn down $200,000 against the financing agreement.

Effective March 28, 2012, we entered into a debt instrument with Fairhills Capital Offshore Ltd., whereby Fairhills Capital provided us with a $200,000 loan which is due by September 28, 2012 and carries a 2% annual rate of interest. The note was secured by 3,333,333 shares of our restricted common stock owned by our director and officer, Rick Walchuk. These shares shall be held in escrow by Fairhills Capital’s counsel and will be forfeited to Fairhills if we default on the note. We intend to use these funds to pay the $100,000 due on May 31, 2012 and for working capital. We will still be required to raise additional funds in order to meet our commitments and for working capital, including the commitment to repay the $200,000 under this loan.

Also effective March 28, 2012, we entered into a financing agreement with Fairhills Capital whereby Fairhills Capital will provide for a non-brokered financing arrangement of up to $3,000,000. The financing allows, but does not require us to issue and sell up to the number of shares of common stock having an aggregate purchase price of $3,000,000 to Fairhills Capital. Subject to the terms and conditions of the financing agreement and a registration rights agreement, we may, in our sole discretion, deliver a notice to Fairhills Capital which states the dollar amount which we intend to sell to Fairhills Capital on a certain date. The amount that we shall be entitled to sell to Fairhills Capital shall be equal to two hundred percent (200%) of the average daily volume (U.S. market only) of the common stock for the ten (10) trading days prior to the applicable notice date. Fairhills Capital will purchase our common stock valued at a 25% discount from the weighted average price for the five (5) trading days before receives our capital request. The shares that we sell to Fairhills Capital must be registered stock, among other conditions of investment.

There can be no assurance that we will raise any additional funds under the Fairhills agreement or that funds pursuant to the financing agreement entered into on November 22, 2011 will be readily available.

Should we be unable to raise additional capital before September 28, 2012, the loan with Fairhills will be come due and could be placed in default, in which case the pledged shares could be forfeited to Fairhills. Should this occur the price of our shares may be affected and it may be difficult to raise additional capital.

While we believe we have sufficient funding to meet our next twelve month obligations, our ability to meet our financial liabilities and commitments is primarily dependent upon the continued issuance of equity pursuant to the financing agreement, the ability of the financier to fund our operations as we request drawdowns on the funding, our ability to borrow funds, the ability of Fairhills to raise funds under the financing arrangement by the sale of additional equity and ultimately upon our ability to achieve and maintain profitable operations. There can be no assurance that additional financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms.

The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current stockholder. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

Results of Operations

For the three and six month periods ended February 29, 2012 as compared to the three and six month periods ended February 28, 2011:

Our operating results for the six and three month periods ended February 29, 2012 and February 28, 2011 and from inception to February 29, 2012 are summarized as follows:

	For the three months ended		For the six months ended		From Inception
	February 29, 2012	February 28, 2011	February 29, 2012	February 28, 2011	to February 29, 2012
Revenue	$-	$-	$-	$-	$-
Impairment of mineral properties	$-	$360,000	$75,000	$360,000	$685,000
Exploration expenses	$104,823	$-	$104,823	$-	$104,823
Mineral license fee	$-	$-	$-l	$-	$3,466
Professional fees	$36,044	$21,848	$48,016	$22,135	$186,712
Management fees	$9,000	$7,500	$16,500	$10,000	$41,500
General and administration	$20,150	$1,167	$32,606	$1,167	$46,488
Net loss	$(170,017)	$(390,515)	$(276,945)	$(393,302)	$(1,067,989)

Revenues

We do not have any revenues and have not had any revenue since inception on May 8, 2006.

Operating Expenses

For the three months ended February 29, 2012 and February 28, 2011, we incurred $170,017 and $390,515, respectively, in total operating expenses, a period-to-period decrease of $220,498, which was mainly due to the amount of $360,000 for impairment of mineral properties for the three months ended February 28, 2011 ($nil during the three months ended February 29, 2012 as offset by $104,823 increase in exploration expenses, $14,196 increase in professional fees and an $18,893 increase in general and administration expenses, all relating to the fact that the Company is actively pursuing its business plan in relation to its mining operations.

For the six months ended February 29, 2012 and February 28, 2011, we incurred $276,945 and $393,302, respectively, in total operating expenses, a period-to-period decrease of $116,357. The decrease in total expense is primarily a result of the decrease of $285,000 on impairment of mineral properties from $360,000 to $75,000, which is offset by an increase of $104,823 on exploration expenses from $Nil to $104,823, an increase of $25,881 in professional fees and $31,439 in general and administration expenses, all relating to the fact that the Company is actively pursuing its business plan in relation to its mining operations.

Management fees for the three months ended February 29, 2012 increased by $1,500 to $9,000 compared to management fees for the comparable three months ended February 28, 2011 of $7,500. This increase is due to the Company’s increase in operations by the appointment of a new officer and director who is investigating other mining prospects.

Professional fees for the three months ended February 29, 2012 increased by $14,196 to $36,044 as compared to $21,848 for the three months ended February 28, 2011 and increased by $25,881 to $48,016 for the six months ended February 29, 2012 as compared to $22,135 for the six months ended February 28, 2011. The increase is result of legal and professional fees related to services provided with respect to the financing agreement.

Net Loss

Our net loss for the three and six months ended February 29, 2012 was ($170,017) and $(276.945), respectively, as compared to a net loss of $(390,515) and $(393,302), respectively, for the comparable three month and six month periods ended February 28, 2011.

Off-Balance Sheet Arrangements

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

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with the accounting principles generally accepted in the United States of America. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management’s application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects of our financial statements is critical to an understanding of our financial statements.

Use of Estimates

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

Basic Loss Per Share

Basic loss per share has been calculated based on the weighted average number of shares of common stock outstanding during the period.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

A smaller reporting company is not required to provide the information required by this Item.

Item 4. Controls and Procedures

Management’s Report on Disclosure Controls and Procedures

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

As of the end of our quarter covered by this report, we carried out an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer (our principal executive officer, principal financial officer and principle accounting officer), of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our chief executive officer and chief financial officer (our principal executive officer, principal financial officer and principle accounting officer) concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this quarterly report.

Changes in Internal Control over Financial Reporting

During the period covered by this report, there were no changes in our internal controls over financial reporting 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

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

Item 1A. Risk Factors

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

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

On February 3, 2012, we issued a total of 147,362 shares of common stock of the Company at a price of $0.377 per share and on February 22, 2012, we issued a further 153,477 shares of common stock of the Company at a price of $0.377 per share to a non-U.S. investor pursuant to a financing agreement between the Company and Ebony Rose Ltd., whereby the Company drew down a total of $100,00, $50,000 on December 15, 2011 and $50,000 on February 22, 2012.

The shares were subscribed for with the exemption from the registration requirements found in Regulation S promulgated by the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933. The offer and sale to the purchaser was made in an offshore transaction as defined by Rule 902(h). No directed selling efforts were made in the U.S. as defined in Rule 902(c). The offer and sale to the purchaser was not made to a U.S. person or for the account or benefit of a U.S. person. The following conditions were present in the offer and sale: a) The purchaser of the securities certified that it is not a U.S. person and did not acquire the shares for the account or benefit of any U.S. person; b) The purchaser has agreed to resell the securities only in compliance with Regulation S pursuant to a registration under the Securities Act, or pursuant to an applicable exemption from registration; and has agreed not to engage in hedging transactions with regard to the securities unless in compliance with the Securities Act; c) The purchaser has acknowledged and agreed with the company that the company shall refuse registration of any transfer of the securities unless made in accordance with Regulation S, pursuant to a registration statement under the Securities Act, or pursuant to an applicable exemption from registration and; d) The purchaser has represented that it is acquiring the shares for its own account, for investment purposes only and not with a view to any resale, distribution or other disposition of the shares in violation of the United States federal securities laws. Neither the company nor any person acting on its behalf offered or sold these securities by any form of general solicitation or general advertising. The shares sold are restricted securities and the certificates representing these shares have been affixed with a standard restrictive legend, which states that the securities cannot be sold without registration under the Securities Act of 1933 or an exemption therefrom. No commissions or finder's fees were paid by the company in connection with the issuance of these shares.

On January 18, 2012, we issued 80,000 shares of common stock to Midsouth Capital Inc. pursuant a finders fee agreement between the company and Midsouth Capital Inc.

The company claims an exemption from the registration requirements of the Securities Act of 1933, as amended, for the issuance of shares to Midsouth Capital Inc. pursuant to Section 4(2) of the Act and/or Rule 506 of Regulation D promulgated thereunder since, among other things, the transaction does not involve a public offering, the purchasers are "accredited investors" and/or qualified institutional buyers, the purchasers have access to information about the company and its purchase, the purchasers will take the securities for investment and not resale.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mining Safety Disclosures

None.

Item 5. Other Information

On April 2, 2012, the Company filed a Form 8-K in regard to a certain financing agreement between the Company and Fairhills Capital entered into effective March 28, 2012. The Company omitted disclosure regarding a broker involved in the financing and wishes to supplement the information provided in the Form 8-K to advise that the financing agreement was a brokered agreement.

Midsouth Capital Inc. who brokered the agreement with Fairhills Capital will receive certain commissions for the financings with Fairhills Capital pursuant to an agreement whereby Midsouth is the Company's non-exclusive financial advisor, investment banker and placement agent for the purpose of assisting the Company to raise capital. Pursuant to the Midsouth Agreement, the Company agreed to: (i) issuance of 80,000 shares of the Company's common stock; (ii) a success fee of 10% of the amount for any capital raised; (iii) 150,000 restricted shares, with piggy back registration rights, of the Company's common stock per $1,000,000 of capital raised for a period of two years

Item 6. Exhibits

Exhibit Number	Description
	Articles of Incorporation and Bylaws
3.1	Articles of Incorporation, as amended (Incorporated by reference to the Registration Statement on Form SB-2 filed on October 25, 2006)
3.2	Certificate of Amendment to the Articles of Incorporation as filed with the State of Nevada on November 15, 2010 (Incorporated by reference to the Current Report on Form 8-K filed on November 16, 2010)
3.3	Bylaws, as amended (Incorporated by reference to the Registration Statement on Form SB-2 filed on October 25, 2006)
(10)	Material Contracts
10.1	Release entered into by Susanna Hilario with our company dated November 5, 2010 (Incorporated by reference to the Current Report on Form 8-K filed on November 8, 2010)
10.2	Release entered into by Rey V. Supera with our company dated November 5, 2010 (Incorporated by reference to the Current Report on Form 8-K filed on November 8, 2010)
10.3	Share Cancellation Agreement between Rick Walchuk and our company dated December 23, 2010 (Incorporated by reference to the Current Report on Form 8-K filed on January 19, 2011)
10.4	Consulting Agreement between Rick Walchuk and our company dated January 14, 2011 (Incorporated by reference to the Current Report on Form 8-K filed on January 19, 2011)
10.5	Property option agreement between GeoXplor and our company dated effective May 31, 2011 (Incorporated by reference to the Current Report on Form 8-K filed on June 7, 2011)
10.6	Extension Agreement between First Liberty Power Corp., GeoXplor Corp. and our company (Incorporated by reference to the Current Report on Form 8-K filed on August 4, 2011)
10.7	Amended Property Purchase Agreement between GeoXplor Corp. and our company dated October 27, 2011 (Incorporated by reference to the Current Report on Form 8-K filed on October 31, 2011)
10.8	Form of Financing Agreement (Incorporated by reference to the Current Report on Form 8-K filed on November 25, 2011)
10.9	Investment Agreement (Incorporated by reference to the Current Report on Form 8-K filed on April 2, 2012)
10.10	Registration Rights Agreement (Incorporated by reference to the Current Report on Form 8-K filed on April 2, 2012)
10.11	2% Secured Note dated March 28, 2012 (Incorporated by reference to the Current Report on Form 8-K filed on April 2, 2012)
(31)	Rule 13a-14(a)/15d-14(a) Certifications
31.1	Section 302 Certification Pursuant to the Sarbanes-Oxley Act of 2002 of Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer
(32)	Section 1350 Certifications
32.1	Section 906 Certification pursuant to the Sarbanes-Oxley Act of 2002 of Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer
101**	Interactive Data File
101.INS	XBRL Instance Document

101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

** Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of any registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under those sections.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NEW AMERICA ENERGY CORP.

Date: April 16, 2012	By:	/s/ Rick Walchuk
	Name:	Rick Walchuk
	Title:	Chief Executive Officer, Chief Financial Officer, President, Treasurer and Director (Principal Executive Officer, Principal Financial and Principal Accounting Officer)