

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended March 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Commission file number 0-12627

**Global Clean Energy Holdings, Inc.**

Exact name of registrant as specified in its charter)

DELAWARE  
State or other jurisdiction of incorporation

87-0407858  
(IRS Employer Identification No.)

2790 Skypark Drive, Suite 105  
Torrance, California 90505  
(Address of principal executive offices)  
(310) 641-4234

Former Name or Former Address, 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  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 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.

Large accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input type="checkbox"/>
Accelerated Filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: As of May 13, 2016, the issuer had 341,405,545 shares of common stock issued and outstanding.

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

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**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>March 31, 2016</b>	<b>December 31, 2015</b>
	<b>(Unaudited)</b>	
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 2,256	\$ 34,704
Accounts receivable	13,595	10,160
Inventory	25,921	26,544
Other current assets	36,230	36,846
Current assets of discontinued operations	63,919	218,015
<b>Total Current Assets</b>	<b>141,921</b>	<b>326,269</b>
<b>PROPERTY AND EQUIPMENT, NET</b>	<b>7,094</b>	<b>7,868</b>
<b>INTANGIBLE ASSETS, NET</b>	<b>3,421,191</b>	<b>3,482,498</b>
Noncurrent assets of discontinued operations	-	-
Other noncurrent assets	2,626	2,626
<b>TOTAL ASSETS</b>	<b>\$ 3,572,832</b>	<b>\$ 3,819,261</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 3,060,695	\$ 3,041,612
Accrued payroll and payroll taxes	1,435,216	1,380,155
Deferred revenue	-	-
Accrued interest payable	528,573	455,029
Notes payable	1,369,856	1,369,856
Convertible notes payable	697,000	697,000
Derivative Liability	106,000	106,000
Current liabilities from discontinued operations	-	-
<b>Total Current Liabilities</b>	<b>7,197,340</b>	<b>7,049,652</b>
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock - \$0.001 par value; 50,000,000 shares authorized		
Series B, convertible; 13,000 shares issued and outstanding (aggregate liquidation preference of \$1,300,000)	13	13
Common stock, \$0.001 par value; 500,000,000 shares authorized;		
341,405,545 issued and outstanding	341,405	341,405
Additional paid-in capital	30,559,890	30,533,184
Accumulated deficit	(34,629,719)	(34,210,969)
Accumulated other comprehensive gain (loss)	103,903	105,976
<b>Total Global Clean Energy Holdings, Inc. Stockholders' Deficit</b>	<b>(3,624,508)</b>	<b>(3,230,391)</b>
<b>Total Stockholders' Deficit</b>	<b>(3,624,508)</b>	<b>(3,230,391)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 3,572,832</b>	<b>\$ 3,819,261</b>

The accompanying notes are an integral part of these condensed unaudited consolidated financial statements

**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(unaudited)

	<b>For the three months Ended</b>	
	<b>March 31,</b>	
	<b>2016</b>	<b>2015</b>
Revenue	\$ 121,647	\$ 150,220
Total Revenue	<u>121,647</u>	<u>150,220</u>
Operating Expenses		
General and administrative	454,060	530,581
Plantation operating costs	-	7,172
Total Operating Expenses	<u>454,060</u>	<u>537,753</u>
Operating Loss	<u>(332,413)</u>	<u>(387,533)</u>
Other Income (Expenses)		
Interest expense, net	(73,517)	(20,870)
Gain on settlement of liabilities	-	270,323
Change in fair value of derivative	-	8,000
Foreign currency transaction gain (loss)	-	170
Other Income (Expenses), Net	<u>(73,517)</u>	<u>257,623</u>
Loss from Continuing Operations	(405,930)	(129,910)
Less Net Loss from Discontinued Operations	<u>(12,820)</u>	<u>(347,221)</u>
Net Loss	<u>\$ (418,750)</u>	<u>\$ (477,131)</u>
<b>Basic and diluted Loss per Common Share:</b>		
Loss from Continuing Operations	\$ (0.001)	\$ (0.001)
Loss from Discontinued Operations	\$ (0.000)	\$ (0.001)
Net Loss per Common Share	<u>\$ (0.001)</u>	<u>\$ (0.002)</u>
<b>Basic and diluted Weighted-Average Common Shares Outstanding</b>	<u>341,405,545</u>	<u>339,187,545</u>

The accompanying notes are an integral part of these condensed unaudited consolidated financial statements

**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(unaudited)

	For the three months ended March 31,	
	2016	2015
<b>Operating Activities</b>		
Net Loss	\$ (418,750)	\$ (477,131)
Net loss from discontinued operations	(12,820)	(347,221)
Net loss from continued operations	(405,930)	(129,910)
Adjustments to reconcile net loss to net cash used in operating activities:		
Gain on settlement of liabilities	-	(270,323)
Share-based compensation	26,705	87,279
Depreciation and amortization	62,096	65,210
Amortization of debt discount	-	18,250
Change in fair value of derivative liability	-	(8,000)
Changes in operating assets and liabilities:		
Accounts receivable	-	200,384
Inventory	623	(843)
Other current assets	(4,460)	(38,240)
Accounts payable and accrued expenses	150,185	1,024
Other noncurrent assets	140,263	(72,235)
Net Cash Used in Operating Activities	<u>(30,518)</u>	<u>(147,404)</u>
<b>Cash Flows of discontinued operations:</b>		
Operating cash flows	(152,677)	44,827
Investing cash flows	-	(75,996)
Financing cash flows (including cash at year end)	-	127,000
Net Cash flows from discontinued operations	<u>(152,677)</u>	<u>95,831</u>
Effect of exchange rate changes on cash	(2,605)	4,037
Net change in Cash and Cash Equivalents	<u>(185,800)</u>	<u>(47,536)</u>
Cash and Cash Equivalents at Beginning of Period	<u>251,975</u>	<u>238,485</u>
Cash and Cash Equivalents at End of Period	<u>66,175</u>	<u>190,949</u>
Cash and Cash Equivalents for discontinued operations	<u>63,919</u>	<u>\$ 156,245</u>
Cash and Cash Equivalents at End of Period to continuing operations	<u>\$ 2,256</u>	<u>\$ 34,704</u>
<b>Supplemental Disclosures of Cash Flow Information:</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for income tax	\$ 1,600	\$ -
Noncash Investing and Financing activities:		
Accrual of return on noncontrolling interest	\$ -	\$ 669,486
Estimated fair value of derivative liability		73,000

The accompanying notes are an integral part of these condensed unaudited consolidated financial statements

**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**(unaudited)**

	<b>For the three months Ended</b>	
	<b>March 31,</b>	
	<b>2016</b>	<b>2015</b>
Net Loss	\$ (418,750)	\$ (477,131)
Other comprehensive loss- foreign currency translation adjustment	-	(3,566)
Comprehensive Loss	<u>\$ (418,750)</u>	<u>\$ (480,697)</u>

The accompanying notes are an integral part of these condensed unaudited consolidated financial statements

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**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

This summary of significant accounting policies is presented to assist the reader in understanding and evaluating the Company's consolidated financial statements. The consolidated financial statements and notes are the representations of the Company's management, which is responsible for their integrity and objectivity. The accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the consolidated financial statements.

**Note 1 – History and Basis of Presentation**

**History**

Global Clean Energy Holdings, Inc. (the "Company", "our", "we") is a U.S.-based, multi-national, energy agri-business focused on the development of non-food based bio-feedstocks.

The Company was originally incorporated under the laws of the State of Utah on November 20, 1991. On July 19, 2010, the reincorporation of the Company from a Utah corporation to a Delaware corporation was completed, as approved by shareholders.

**Principles of Consolidation**

The consolidated financial statements include the accounts of Global Clean Energy Holdings, Inc., and its subsidiaries. Prior to December 2, 2015, the consolidated financial statements included the variable interest entities (VIE) of GCE Mexico I, LLC a Delaware limited liability company ("GCE Mexico"), and its Mexican subsidiaries (Asideros, Asideros 2 and Asideros 3). Since the Company sold the three farms held in Mexico on December 2, 2015, the operations of these subsidiaries were ceased as of the year ended December 31, 2015, and consolidation is no longer necessary for this previously classified VIE, GCE Mexico and subsidiaries (See Note 2). All significant intercompany transactions have been eliminated in consolidation.

**Unaudited Interim Condensed Consolidated Financial Statements**

The accompanying (a) condensed consolidated Balance Sheet at December 31, 2015 has been derived from audited statements and (b) unaudited condensed consolidated financial statements as of March 31, 2016 and 2015 have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all adjustments and disclosures necessary for a fair presentation of these consolidated financial statements have been included and are of normal, recurring nature. These consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission. The results of operations for the three months ended March 31, 2016, may not be indicative of the results that may be expected for the year ending December 31, 2016.

**Accounting for Agricultural Operations**

Prior to the sale of GCE Mexico, all costs incurred until the actual planting of the Jatropha Curcas plant was capitalized as plantation development costs, and was included in "Property and Equipment" on the balance sheet. Plantation development costs were being accumulated in the balance sheet during the development period and was accounted for in accordance with accounting standards for Agricultural Producers and Agricultural Cooperatives. Other general costs without expected future benefits are expensed when incurred.

**Inventory**

The Company uses the FIFO valuation method for its inventories, which consist almost entirely of finished goods. The Company records no inventories above their acquisition costs. There were no losses related to the valuation of inventory during the three months ended March 31, 2016.

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**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Income/Loss per Common Share**

Income/Loss per share amounts are computed by dividing income or loss applicable to the common shareholders of the Company by the weighted-average number of common shares outstanding during each period. Diluted income or loss per share amounts are computed assuming the issuance of common stock for potentially dilutive common stock equivalents. The number of dilutive warrants and options is computed using the treasury stock method, whereby the dilutive effect is reduced by the number of treasury shares the Company could purchase with the proceeds from exercises of warrants and options.

The following instruments are currently antidilutive and have been excluded from the calculations of diluted income or loss per share at March 31, 2016 and 2015, as follows:

	March 31,	
	2016	2015
Convertible notes and accrued interest	25,000,000	24,100,000
Convertible preferred stock - Series B	11,818,181	11,818,181
Warrants	3,083,332	3,083,332
Compensation-based stock options and warrants	91,558,997	88,682,003
	<u>131,460,510</u>	<u>127,683,516</u>

**Accounts Receivable**

The Company extends credit to its customers based on credit evaluations of such customers. The Company does not obtain collateral to secure its accounts receivable. The Company evaluates its accounts receivable on a regular basis for collectability and provides for an allowance for potential credit losses as deemed necessary. At March 31, 2016 and December 31, 2015, the Company determined that no allowance for doubtful accounts was necessary.

For the three months ended March 31, 2015 and year ended December 31, 2015, one customer accounted for 100% and approximately 93% of total revenues, and 100% and 98% of accounts receivable, respectively.

**Revenue Recognition**

Revenue is recognized when all of the following criteria are met: persuasive evidence of an arrangement exists; delivery has occurred or services have been rendered; the seller's price to the buyer is fixed or determinable; collectability is reasonably assured; and title and the risks and rewards of ownership have transferred to the buyer. Value added taxes collected on revenue transactions are excluded from revenue and are included in accounts payable until remittance to the taxation authority.

Jatropha and Camelina biofuel revenue - The Company's long-term primary source of revenue currently is expected to be crude Jatropha oil. Revenue will be recognized net of sales or value added taxes and upon transfer of significant risks and rewards of ownership to the buyer. Revenue is not recognized when there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods. For the three months ended March 31, 2016, the Company had no material Jatropha or Camelina biofuel revenue.

Advisory services revenue - The Company provides development and management services to other companies regarding their bio-fuels and/or feedstock-Jatropha development operations, on a fee for services basis. The advisory services revenue is recognized upon completion of the work in accordance with each advisory contract.

Agricultural subsidies revenue - the Company receives agricultural subsidies from the Mexican government to supplement the farm development and planting of new trees. Due to the uncertainty of these payments, the revenue is recognized when the payments are received. We recognize these funds as revenue due to these payments being disbursed to supplement the Company's income and not as direct payments for any specified farming expense. For the three months ended March 31, 2016, the Company had no material subsidies revenue.

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**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Fair Value of Financial Instruments**

The carrying amounts reported in the consolidated balance sheets for accounts receivable and accounts payable, and accrued expenses approximate fair value because of the immediate or short-term maturity of these financial instruments. The carrying amounts reported for the various notes payable and approximate fair value because the underlying instruments are at interest rates which approximate current market rates. See note 9 for additional information regarding assets measured at fair value on a nonrecurring basis.

**Derivative Liabilities**

The Company evaluates debt instruments, stock options, stock warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under the relevant sections of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 815-40, Derivative Instruments and Hedging: Contracts in Entity's Own Equity. The result of this accounting treatment could be that the fair value of a financial instrument is classified as a derivative instrument and is marked-to-market at each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income or other expense. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Financial instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815-40 are reclassified to a liability account at the fair value of the instrument on the reclassification date.

The Company has issued notes with embedded conversion features. Certain of the embedded conversion features contain price protection or anti-dilution features that result in these instruments being treated as derivatives. Accordingly, the Company has estimated the fair value of these embedded conversion features to settle outstanding contracts using Black-Scholes.

**Estimates**

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and reported revenues and expenses. Significant estimates used in preparing these consolidated financial statements include a) those assumed in determining the valuation of common stock, warrants, derivative liabilities and stock options, b) estimated useful lives of plantation equipment and plantation development costs, and c) undiscounted future cash flows for purpose of evaluating possible impairment of long-term assets. It is at least reasonably possible that the significant estimates used will change within the next year.

**Foreign Currency**

During the three months ended March 31, 2016, the Company had operations located in the United States, and Dominican Republic. For these foreign operations, the functional currency is the local country's currency. Consequently, revenues and expenses of operations outside the United States of America are translated into U.S. dollars using weighted average exchange rates, while assets and liabilities of operations outside the United States of America are translated into U.S. dollars using exchange rates at the balance sheet date. The effects of foreign currency translation adjustments are included in equity (deficit) as a component of accumulated other comprehensive gain (loss) in the accompanying consolidated financial statements. Foreign currency transaction adjustments are included in other income (expense) in the Company's results of operations.

The Company has not entered into derivative instruments to offset the impact of foreign currency fluctuations.

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**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Stock Based Compensation**

The Company recognizes compensation expense for stock-based awards expected to vest on a straight-line basis over the requisite service period of the award based on their grant date fair value. The Company estimates the fair value of stock options using a Black-Scholes option pricing model which requires management to make estimates for certain assumptions regarding risk-free interest rate, expected life of options, expected volatility of stock and expected dividend yield of stock.

**Comprehensive Income (Loss)**

In June 2011, the FASB issued authoritative guidance requiring entities to report components of other comprehensive income in either a single continuous statement or in two separate, but consecutive statements of net income and other comprehensive income. The company has included a consolidated statement of comprehensive income for the three months ended March 31, 2016 and 2015.

**New Accounting Guidelines**

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"), which amends the existing accounting standards for revenue recognition. ASU 2014-09 is based on principles that govern the recognition of revenue at an amount an entity expects to be entitled when products are transferred to customers. ASU 2014-09 will be effective for the Company beginning in its first quarter of 2017. Early adoption is not permitted. The new revenue standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. The Company is currently evaluating the impact of adopting the new revenue standard on its consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements - Going Concern". The amendments in this update provide guidance in U.S. GAAP about management's responsibilities to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. The main provision of the amendments are for an entity's management, in connection with the preparation of financial statements, to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued. Management's evaluation should be based on relevant conditions and events that are known or reasonably knowable at the date the consolidated financial statements are issued. When management identifies conditions or events that raise substantial doubt about an entity's ability to continue as a going concern, the entity should disclose information that enables users of the consolidated financial statements to understand all of the following: (1) principal conditions or events that raised substantial doubt about the entity's ability to continue as a going concern (before consideration of management's plans); (2) management's evaluation of the significance of those conditions or events in relation to the entity's ability to meet its obligations; and (3) management's plans that alleviated substantial doubt about the entity's ability to continue as a going concern or management's plans that are intended to mitigate the conditions or events that raise substantial doubt about the entity's ability to continue as a going concern. The amendments in this update are effective for interim and annual reporting periods after December 15, 2015 and early application is permitted. The Company is currently assessing this guidance for future implementation.

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**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Note 2 – Discontinued Operations of GCE Mexico and subsidiaries**

In November 2015, we accepted an offer from a Mexican agricultural operator in the region to purchase our three Jatropha Farms and closed the transaction on December 2, 2015. This transaction was good for the company and our shareholders because it allowed us to reduce high-cost debt incurred during the initial research and development phase of our business. We have not sold any of our Intellectual Property (IP) rights to the buyer. As a result, our Jatropha genetics are preserved as a core Company asset as is the amount of institutional knowledge, experience and know-how that we developed over the past several years in Mexico. As part of the sale, we will retain access rights to the Certified Nursery and R&D areas on the farm for an extended period of time. As such, we retained our farm workers until December 18, 2015 to ensure the proper growth and well being of the Certified Nursery and R&D areas. The final lay off of the management staff was not complete until January 15, 2016.

The divesting of these three farms, improved the Company's balance sheet by approximately \$5,100,000 by reducing the Company's debt by approximately \$19,400,000.

The Company recorded the termination of its operations of GCE Mexico and subsidiaries ("GCE Mexico") as of December 31, 2015, in accordance with Accounting Standards Codification (ASC) No. 205-20, Discontinued Operations. As such, the historical results of GCE Mexico have been adjusted to include discontinued-related costs and exclude corporate allocations with Global Clean Energy Holdings, Inc (GCEH) and have been classified as discontinued operations in all periods presented.

The following financial information presents the discontinued operations for the three months ended March 31, 2016 and March 31, 2015.

	March 31,	
	2016	2015
Major classes of line items contitution pretax profit (loss) of discontinued operations		
Revenue	\$ -	\$ 8,011
General and administrative expenses	(12,832)	(63,034)
Plantation operating costs	-	(23,204)
Interest Expense	-	(270,692)
Other Income and Expenses	12	1,698
Pretax loss from discontinued operations	(12,820)	(347,221)
Pretax loss on disposal of the discontinue operations	-	-
Total pretax loss on discontinue operations	(12,820)	(347,221)
Income Tax Benefits	-	-
<b>Total loss on discontinued operations</b>	<b>\$ (12,820)</b>	<b>\$ (347,221)</b>

**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

The following table presents the aggregate carrying amounts of the classes of assets and liabilities of discontinued operations:

Reconciliation of the Carrying Amounts of Major Classes of Assets and Liabilities of the Discontinued Operations that are Disclosed in the Notes to the Financial Statement to Total Assets and Liabilities of the Disposal Group classified as Property and Equipment that are presented in the Consolidated Balance Sheet

	<b>March 31, 2016</b>	<b>December 31, 2015</b>
<b>Carrying amounts of major classes of assets included as part of discontinued operations</b>	<b>(Unaudited)</b>	
Cash and cash equivalents	\$ 63,919	\$ 217,271
Accounts receivable	-	-
Inventory	-	-
Other Current Assets	-	744
Property and Equipment, Net	-	-
Other noncurrent assets	-	-
<b>Total Assets of the disposal group in the statement of financial position</b>	<b>\$ 63,919</b>	<b>\$ 218,015</b>
<b>Carrying amounts of major classes of liabilities included as part of discontinued operations</b>		
<b>Total Liabilities of the disposal group in the statement of financial position</b>	<b>\$ -</b>	<b>\$ -</b>

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**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Note 3 – Going Concern Considerations**

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As shown in the accompanying consolidated financial statements, the Company incurred losses from continuing operations of \$405,930 and \$129,910 for the three months ended March 31, 2016, and 2015, respectively, and has an accumulated deficit applicable to its common shareholders of approximately \$34,000,000 at March 31, 2016. The Company also used cash in operating activities of approximately \$31,000 and \$149,000 during the three months ended March 31, 2016 and 2015, respectively. At March 31, 2016, the Company has negative working capital of approximately \$7,000,000. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company commenced its business related to the cultivation and production of oil from the seed of the *Jatropha* plant in September 2007. On December 2, 2016, the three *Jatropha* Mexican farms were sold and operations were ceased as of December 31, 2015. As of the year ended December 31, 2015, in order to fund its operations, the Company received \$22,619,569 in capital contributions from the preferred membership interest in GCE Mexico I, LLC ("GCE Mexico"), and issued mortgages in the total amount of \$5,110,189 for the acquisition of land. The Company intends to continue to provide the renewable fuels and renewable chemicals markets with novel non-food based feedstocks that are economically, environmentally and socially sustainable by continually improving our plant varieties through modern genetic techniques and traditional and marker-assisted breeding. Through this effort, the Company plans to expand both its Caribbean and North American operations in both *Jatropha* and *Camelina* feedstocks. The ability of the Company to continue as a going concern is dependent on that plan's success. The consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

**GCE Mexico I, LLC and Subsidiaries**

GCE Mexico was organized primarily to facilitate the acquisition of the initial 5,000 acres of farm land (the *Jatropha* Farm) in the State of Yucatan in Mexico to be used primarily for the (i) cultivation of *Jatropha curcas*, (ii) the marketing and sale of the resulting fruit, seeds, or pre-processed crude *Jatropha* oil, whether as biodiesel, feedstock, biomass or otherwise, and (iii) the sale of carbon value, green fuel value, or renewable energy credit value (and other similar environmental attributes) derived from activities at the *Jatropha* Farm.

The net income or loss of the three Mexican subsidiaries that own the Mexico farms was allocated to the shareholders based on their respective equity ownership; 99% of the equity of each subsidiary is owned by GCE Mexico and 1% is owned by the Company. GCE Mexico has no operations separate from its investments in the Mexican subsidiaries. According to the LLC Agreement of GCE Mexico, the net loss of GCE Mexico is allocated to its members according to their respective investment balances. Accordingly, since the common membership interest did not make a capital contribution, all of the losses have been allocated to the preferred membership interest.

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**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Note 4 – Property and Equipment**

Property and equipment are as follows:

	<b>March 31, 2016</b>	<b>December 31, 2015</b>
Land	\$ -	\$ -
Plantation development costs	-	-
Plantation equipment	10,574	10,574
Office equipment	65,246	64,729
<b>Total cost</b>	<b>75,820</b>	<b>75,303</b>
<b>Less accumulated depreciation</b>	<b>(68,726)</b>	<b>(67,435)</b>
<b>Property and equipment, net</b>	<b>\$ 7,094</b>	<b>\$ 7,868</b>

Plantation equipment is depreciated using the straight-line method over estimated useful lives of 5 to 15 years. The Company recorded \$1,291 in depreciation expense in the three months ended March 31, 2016 and \$115,736 in the year ended December 31, 2015.

**Note 5 – Intangible Assets**

In March 2013, the Company purchased certain intangible assets related to the commercial production of Camelina. The intangible assets include three patents and the related intellectual property associated with these patents. These intangible assets acquired have an expected useful life of 17 years and are carried at cost less any accumulated amortization and any impairment losses.

Amortization is calculated using the straight-line method to allocate the cost of the intangible assets over their estimated useful lives of 17 years. Any future costs associated with the maintenance of these patents with indefinite lives will be capitalized and not amortized. The Intangible Assets as of the year ended March 31, 2016 is shown in the following table:

	<b>March 31, 2016</b>	<b>December 31, 2015</b>
Intangible Assets	4,168,841	\$ 4,168,841
<b>Less accumulated amortization</b>	<b>(747,650)</b>	<b>(686,343)</b>
<b>Intangible Assets, net</b>	<b>\$ 3,421,191</b>	<b>\$ 3,482,498</b>

Amortization expense for intangible assets was approximately \$61,000 and \$26,000 for the three months ended March 31, 2016 and 2015, respectively. The estimated amortization expense for the next five years approximates \$245,000 annually.

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**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Note 6 – Debt**

**Notes Payable to Shareholders**

Included in notes payable on the accompanying consolidated balance sheet, The Company has notes payable to certain shareholders in the aggregate amount of \$26,000 at March 31, 2016 and December 31, 2015. The notes originated in 1999, bear interest at 12%, are unsecured, and are currently in default. Accrued interest on the notes totaled \$59,641 and \$58,865, respectively at March 31, 2016 and December 31, 2015, respectively.

**Convertible Notes Payable**

In March 2010, the Company entered into a securities purchase agreement with the preferred members of GCE Mexico pursuant to which the Company issued senior unsecured convertible promissory notes in the original aggregate principal amount of \$567,000 and warrants to acquire an aggregate of 1,890,000 shares of the Company's common stock. The Convertible Notes mature on the earlier of (i) March 16, 2012, or (ii) upon written demand of payment by the note holders following the Company's default thereunder. The maturity date of the Convertible Notes have been extended until September 15, 2016. Interest accrues on the convertible notes at a rate of 5.97% per annum, and is payable quarterly in cash, in arrears, on each year anniversary of the issuance of the convertible notes. The Company may at its option, in lieu of paying interest in cash, pay interest by delivering a number of unregistered shares of its common stock equal to the quotient obtained by dividing the amount of such interest by the arithmetic average of the volume weighted average price for each of the five consecutive trading days immediately preceding the interest payment date. At any time following the first anniversary of the issuance of the Convertible Notes, at the option of the note holders, the outstanding balance thereof (including unpaid interest) may be converted into shares of the Company's common stock at a conversion price equal to \$0.03. The conversion price may be adjusted in connection with stock splits, stock dividends and similar events affecting the Company's capital stock. The convertible notes rank senior to all other indebtedness of the Company, and thereafter will remain senior or pari passu with all accounts payable and other similar liabilities incurred by the Company in the ordinary course of business. The Company may not prepay the convertible notes without the prior consent of the Investors.

In January 2014, the Company entered into a securities purchase agreement with the third party investors pursuant to which the Company issued senior unsecured contingently convertible promissory notes in the original aggregate principal amount of \$130,000 and warrants to acquire an aggregate of 1,083,332 shares of the Company's common stock. Interest accrues on the convertible notes at a rate of 8% per annum, and is payable quarterly in cash, in arrears, on each year anniversary of the issuance of the convertible notes. At any time following the first anniversary of the issuance of the Convertible Notes, at the option of the note holders, the outstanding balance thereof (including unpaid interest) may be converted into shares of the Sustainable Oils common stock at a conversion price equal to \$1.448, subject to adjustment based on Sustainable Oils receiving alternative consideration from another investor. The conversion price may be adjusted in connection with stock splits, stock dividends and similar events affecting the Sustainable Oils's capital stock. The fair value of the warrants was considered insignificant.

Based on the down round feature in the conversion terms, such embedded conversion feature resulted in a derivative liability and a corresponding debt discount in the amount of \$73,000 to be recorded (See Note 9). The Company amortized the debt discount over the life of the corresponding convertible promissory notes through December 31, 2015.

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**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Promissory Notes Payable**

In March 2013, the Company issued a secured promissory note in the principal amount of \$1,300,000 to Targeted Growth, Inc. for certain Camelina assets. With the capitalized accrued interest, the note balance was \$1,343,856 as of March 31, 2016 and December 31, 2015. The note bears an interest rate of eighteen percent (18.0%) per annum. In September 2014, we renegotiated the terms of the agreement and returned certain machines, tractors, and vehicles to Targeted Growth, Inc. in consideration for a reduction of accrued interest related to the Promissory Note. The current note is no longer secured by any assets and is due on demand.

**Note 7 - Equity (Deficit)**

**Series B Preferred Stock**

The Series B Shares may, at the option of each holder, be converted at any time or from time to time into shares of the Company's common stock at the conversion price then in effect. The number of shares into which one Series B Share shall be convertible is determined by dividing \$100 per share by the conversion price then in effect. The initial conversion price per share for the Series B Shares is \$0.11, which is subject to adjustment for certain events, including stock splits, stock dividends, combinations, or other recapitalizations affecting the Series B Shares.

Each holder of Series B Shares is entitled to the number of votes equal to the number of shares of the Company's common stock into which the Series B Shares could be converted on the record date for such vote, and has voting rights and powers equal to the voting rights and powers of the holders of the Company's common stock. In the event of the Company's dissolution or winding up, each share of the Series B Shares is entitled to be paid an amount equal to \$100 (plus any declared and unpaid dividends) out of the assets of the Company then available for distribution to shareholders.

No dividends are required to be paid to holders of the Series B shares. However, the Company may not declare, pay or set aside any dividends on shares of any class or series of the Company's capital stock (other than dividends on shares of our common stock payable in shares of common stock) unless the holders of the Series B shares shall first receive, or simultaneously receive, an equal dividend on each outstanding share of Series B shares.

**Note 8 – Stock Options and Warrants**

**Stock Options and Compensation-Based Warrants**

The Company has an incentive stock option plan wherein 40,000,000 shares of the Company's common stock are reserved for issuance thereunder.

A summary of the status of options and compensation-based warrants at March 31, 2016, and changes during the three months then ended is presented in the following table:

	<b>Shares Under Option</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Life</b>	<b>Aggregate Intrinsic Value</b>
Outstanding at December 31, 2015	93,208,997	0.01	3.2 years	\$ 68,000
Granted	3,068,182			
Exercised	-			
Forfeited	(1,650,000)	0.01		-
Expired	-			
Outstanding at March 31, 2016	<u>94,627,179</u>	0.01	2.9 years	\$ 59,875
Vested and Exercisable at March 31, 2016	<u>63,605,636</u>	\$ 0.02	2.4 years	\$ 938

The fair value of stock option grants and compensation-based warrants is estimated on the date of grant or issuance using the Black-Scholes option pricing model. 3,068,182 Options to purchase shares of common stock were issued in the three months ended March 31, 2016 and 10,777,315 in the three months ended March 31, 2015. The weighted average fair value of stock options issued during the three months ended March 31, 2016 and 2015 was \$0.0049 and \$0.015, respectively. The weighted-average assumptions used for the stock options granted and compensation-based warrants issued during the three months ended March 31, 2016 were risk-free interest rate of 1.75%, volatility of 113%, expected life of 5 years, and dividend yield of zero. The expected life of stock options represents the period of time that the stock options granted are expected to be outstanding prior to exercise. The expected volatility is based on the historical price volatility of the Company's common stock. The risk-free interest rate represents the U.S. Treasury constant maturities rate for the expected life of the related stock options. The dividend yield represents anticipated cash dividends to be paid over the expected life of the stock options. The intrinsic values are based on a March 31, 2016 closing price of \$0.006 per share.

Share-based compensation from all sources recorded during the three months ended March 31, 2016 and 2015 was approximately \$27,000 and \$87,000, respectively, and is reported as general and administrative expense in the accompanying condensed consolidated statements of operations. As of March 31, 2016, there is approximately \$155,000 of unrecognized compensation cost related to stock-based payments that will be recognized over a weighted average period of approximately 1.83 years.

**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Stock Warrants**

A summary of the status of the warrants outstanding at March 31, 2016, and changes during the three months ended is presented in the following table:

	<b>Shares Under Warrant</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Weighted Average Remaining Contractual life</b>	<b>Aggregate Intrinsic Value</b>
Outstanding at December 31, 2015	3,083,332	0.01	5.34 years	\$ -
Issued	-			
Exercised	-			
Expired	-			
Outstanding at March 31, 2016	<u>3,083,332</u>	0.01	4.85 years	\$ -

**Note 9 – Impairment of assets and fair value measurements**

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. To measure fair value, a hierarchy has been established by generally accepted accounting principles which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. This hierarchy uses three levels of inputs to measure the fair value of assets and liabilities as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data.

Level 3 – Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Fair value is used on a nonrecurring basis to measure certain assets when applying lower of cost or fair value accounting or when adjusting carrying values. Fair value is also used when evaluating impairment on certain assets, including deferred growing costs and property and equipment.

The Company has not recognized any impairment charges for the three months ended March 31, 2016 and 2015.

See Note 9 for instruments measured on a recurring basis.

**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Note 10 – Derivative Liabilities**

The Company applies the accounting standard that provides guidance for determining whether an equity-linked financial instrument, or embedded feature, is indexed to an entity's own stock. The standard applies to any freestanding financial instrument or embedded features that have the characteristics of a derivative, and to any freestanding financial instruments that are potentially settled in an entity's own common stock.

The Company has estimated the fair value of these embedded conversion features to settle outstanding contracts using Black-Scholes using the following assumptions:

- Historical volatility was computed using weekly pricing observations for recent periods. The Company believes this method produces an estimate that is representative of our expectations of future volatility over the expected term of these embedded conversion features. The Company currently have no reason to believe that future volatility over the expected remaining life of these embedded conversion features is likely to differ materially from historical volatility.
- The expected life is based on the remaining term of the embedded conversion features.
- The risk-free interest rate is based on U.S. Treasury securities consistent with the remaining term of the embedded conversion features.

During the year ended December 31, 2014, the Company issued an aggregate of \$130,000 in principal of convertible notes payable at an interest rate of 8% (See Note 6). Such convertible notes contained embedded conversion features in the Company's own stock and have resulted in an initial derivative liability value of \$73,000 and a debt discount of \$73,000 being recorded by the Company. As of March 31, 2016, the derivative liability value is \$106,000.

During the three months ended March 31, 2015, the Company recorded a gain of \$8,000 related to the change in fair value of the embedded conversion features which is included in change in fair value of derivative liabilities in the accompanying consolidated statements of operations. The change in fair value of derivative liabilities for the three months ended March 31, 2016 was insignificant.

The following table presents the embedded conversion features which have no observable market data and are derived using Black-Scholes measured at fair value on a recurring basis, using Level 3 inputs, as of March 31, 2016:

Annual dividend yield	0%
Expected live (years)	0.50
Risk-free interest rate	0.21% - 0.23%
Expected volatility	118%

The level 3 carrying value as of March 31, 2016:

Embedded Conversion Features	\$ 106,000
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The following table presents the changes in fair value of our embedded conversion features measured at fair value on a recurring basis for the three months ended March 31, 2016:

Fair value of warrants and embedded conversion features

Balance as of January 1,	106,000
Issuance of warrants and embedded conversion features	
Change in fair value	-
Balance as of December 31,	<u>\$ 106,000</u>

**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Note 11 – Commitments and Contingencies**

**Commitments**

In February 2014, the Company entered into a lease agreement for 1,296 square feet of office space from February 1, 2014 to January 31, 2019. Rent payments range from \$2,300 to \$2,600 over the term. Rent expense, related to this lease agreement, for the three months ended March 31, 2016 and 2015 was approximately \$7,400 and \$4,800, respectively. The following represents approximate future annual minimum lease payments as of March 31, 2016:

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**GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

Year Ending December 31,		
	2016	40,000
	2017	41,000
	2018	42,000
	2019	3,000
Operating Lease Payable	\$	<u>126,000</u>

**Legal**

In the ordinary course of business, the Company may face various claims brought by third parties and the Company may, from time to time, make claims or take legal actions to assert the Company's rights, including intellectual property rights, contractual disputes and other commercial disputes. Any of these claims could subject the Company to litigation. Management believes the outcomes of currently pending claims will not likely have a material effect on the Company's consolidated financial position and results of operations.

**Indemnities and Guarantees**

In addition to the indemnification provisions contained in the Company's organization documents, the Company generally enters into separate indemnification agreements with the Company's directors and officers. These agreements require the Company, among other things, to indemnify the director or officer against specified expenses and liabilities, such as attorneys' fees, judgments, fines and settlements, paid by the individual in connection with any action, suit or proceeding arising out of the individual's status or service as the Company's directors or officers, other than liabilities arising from willful misconduct or conduct that is knowingly fraudulent or deliberately dishonest, and to advance expenses incurred by the individual in connection with any proceeding against the individual with respect to which the individual may be entitled to indemnification by the Company. The Company also indemnifies its lessor in connection with its facility lease for certain claims arising from the use of the facility. These guarantees and indemnities do not provide for any limitation of the maximum potential future payments the Company could be obligated to make. Historically, the Company has not been obligated nor incurred any payments for these obligations and, therefore, no liabilities have been recorded for these indemnities and guarantees in the accompanying consolidated balance sheets.

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## ITEM 2. MANagements' DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

*This Report, including any documents which may be incorporated by reference into this Report, contains "Forward-Looking Statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are "Forward-Looking Statements" for purposes of these provisions, including our plans to cultivate, produce and market non-food based feedstock for applications in the bio-fuels market, any projections of the date and amount of our Jatropha or Camelina harvests, forecasts regarding our revenues or other financial items, any statements of the plans and objectives of management for future operations, any statements concerning proposed new products or services, any statements regarding future economic conditions or performance, and any statements of assumptions underlying any of the foregoing. All Forward-Looking Statements included in this document are made as of the date hereof and are based on information available to us as of such date. We assume no obligation to update any Forward-Looking Statement. In some cases, Forward-Looking Statements can be identified by the use of terminology such as "may," "will," "expects," "plans," "anticipates," "intends," "believes," "estimates," "potential," or "continue," or the negative thereof or other comparable terminology. Although we believe that the expectations reflected in the Forward-Looking Statements contained herein are reasonable, there can be no assurance that such expectations or any of the Forward-Looking Statements will prove to be correct, and actual results could differ materially from those projected or assumed in the Forward-Looking Statements. Future financial condition and results of operations, as well as any Forward-Looking Statements are subject to inherent risks and uncertainties, including any other factors referred to in our press releases and reports filed with the Securities and Exchange Commission. All subsequent Forward-Looking Statements attributable to the company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements.*

### **Introductory Comment**

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and the related notes thereto contained in Part I, Item 1 of this Quarterly Report. The information contained in this Quarterly Report on Form 10-Q is not a complete description of our business or the risks associated with an investment in our common stock. We urge you to carefully review and consider the various disclosures made by us in this Quarterly Report and in our other reports filed with the U.S. Securities and Exchange Commission (the "SEC"), including our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, which discuss our business in greater detail.*

Throughout this Quarterly Report on Form 10-Q, the terms "GCEH," "we," "us," "our," and "our company" refer to Global Clean Energy Holdings, Inc., a Delaware corporation and, unless the context indicates otherwise, also includes all of this company's U.S. and foreign wholly-owned subsidiaries through which this company conducts certain of its operations. To the extent applicable, depending on the context of the disclosure, the terms "we," "us," "our," and "our company" may also include GCE Mexico I, LLC, a Delaware limited liability company that we previously managed, and in which we previously owned 50% of the common membership interests, and our wholly owned subsidiary, Sustainable Oils, Inc., a Delaware corporation, as well as our other subsidiaries.

***Global Clean Energy Holdings, Inc. is not related to, or affiliated in any manner with "Global Clean Energy, Inc.", an unaffiliated public company. Readers are cautioned to confirm the entity that they are evaluating or in which they are making an investment before completing any such investment.***

### **Overview**

Global Clean Energy Holdings, Inc. is a U.S.-based, multi-national, energy agri-business focused on the development of non-food based bio-feedstocks. We have full service in-house development and operations capabilities, which we provide support to our own energy farms and to third parties. With international experience and capabilities in eco-friendly biofuel feedstock management, cultivation, production and distribution, we believe that we are well suited to scale our existing business.

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Since 2007, our business focus has been on the commercialization of non-food based oilseed plants and biomass. We began with the development of farms growing *Jatropha curcas* ("Jatropha") - a non-edible plant indigenous to many tropical and sub-tropical regions of the world, including Mexico, the Caribbean and Central America. On March 13, 2013, we acquired Sustainable Oils, LLC, a Delaware limited liability company that has extensive experience in the development and farming of Camelina as an energy crop. In that acquisition, we also acquired certain intellectual property, including issued patents, related to Camelina production. As a result of the acquisition, our biofuels operations have expanded into the development of *Camelina sativa* ("Camelina") – an annual plant from the brassica family traditionally grown in northerly regions of the United States, Europe and Asia. We have focused on these two plants primarily because we feel they are complementary to one another, have the potential to produce oil seed crops economically, they generally require less water and fertilizer than many conventional crops, and can be grown on land that is normally unsuitable for food production or is fallow or idle due to crop rotation. Both *Jatropha* and Camelina oil are high-quality plant oils used as direct substitutes for fossil fuels and as feedstock for the production of high quality biofuels and other bio-based products. Both crops have been tested and proven to be highly desirable feedstocks capable of being converted into ASTM approved fuels. The term "biofuels" refers to a range of biological based fuels including bio-kerosene (a.k.a bio-jet fuel) biodiesel, renewable diesel, green diesel, synthetic diesel and biomass, all of which have environmental benefits that are the major driving force for their adoption. Using biofuels instead of fossil fuels reduces net emissions of carbon dioxide and other green-house gases, which are associated with global climate change. Both *Jatropha* and Camelina oil can also be used as a chemical feedstock to replace fossil and non-food based products that use edible oils in their manufacturing or production process. The residual material derived from the oil extraction process is called press-cake or meal, which in the case of *Jatropha* is a high-quality biomass that has been proven and tested as a replacement for a number of fossil-based feedstocks, fossil fuels and other high value products such as renewable charcoal, fertilizers, and animal feed. Camelina meal is high in Omega3 and has already been approved by the FDA as a livestock (animal) feed or enhancement in the United States.

Our business plan and current principal business activities include the planting, cultivation, harvesting and processing of these oil seed plants to generate plant based oils and biomass for use as replacements for fossil fuels and other high value products including renewable chemicals and high value livestock feed. Our strategy is to leverage our agriculture and energy knowledge, experience and capabilities through the following means:

- Own and operate biofuel energy farms for our own account.
- Own, operate and manage farms with either strategic partners or financial investors.
- Contract with third party farmers (such as wheat and barley farmers) for the farming of significant acreage of *Camelina sativa* on their idle land which is in rotation with their other crops in the United States and many parts of Europe.
- Produce and sell certified Camelina seed (which seed is based upon our patented, high-yielding elite varieties) to farmers in the United States and internationally.
- Provide energy farm development and management services to third party owners of biofuel energy farms and to non-energy farmers looking to utilize energy crops in rotation or inter-cropped with their existing crops.
- Provide advisory services to farmers wishing to certify their farms under international sustainability or carbon certification standards, specifically the Roundtable on Sustainable Biomaterials (RSB) and Gold Standard Verified Emission Reductions (GS-VERs). We are currently managing a *Jatropha* farm in the Caribbean under a contract with a third party who wishes to significantly expand to provide large volumes of plant based oil and biomass to fuel their industrial process.
- Provide turnkey franchise operations for individuals and/or companies that wish to establish purpose specific energy farms in suitable geographical areas.

The development of agricultural-based energy projects, like plant oil and related biomass, may produce carbon credits through the sequestration (storing) of carbon and the displacement of fossil-based fuels. Accordingly, in addition to generating revenues from the sale of non-food based plant oils and biomass, we are seeking to certify our farms, where practical, to generate and monetize carbon credits. See, "Business-Carbon Credits," below.

Since 2008 we have owned/operated three *Jatropha* farms in Mexico through GCE Mexico I, LLC ("GCE Mexico") a Delaware limited liability company that we formed with two investors. We owned 50% of the common membership interests of GCE Mexico, our investors owned the other 50% of the common membership interests, and the GCE Mexico preferred units were owned by an affiliate of the investors. On December 2, 2015, we sold the three *Jatropha* farms to Enerall Terra 2 S.A.P.I de C.V, a Mexican agricultural operator in the region. The purchase price for the three farms was MXPS\$89 Million (approx. US\$5,908,000). GCE Mexico assigned U.S. \$5.1 million of the purchase price to our joint venture partner to repay the U.S.\$5.1 million of mortgage loans made by the investor to GCE Mexico's operating subsidiaries. In addition, as part of the sale of the three farms and the repayment of the mortgage loans, the investor agreed to forgive and extinguish (i) approximately \$5.1 million of unpaid interest that had accrued on the three mortgage loans, and (ii) the preferred return (approximately \$12.1 million) that the preferred unit holders had accrued. We did not receive any cash from the sale of the three farms. However, as result of the repayment of the three mortgage loans, the forgiveness of the accrued interest on those loans, and the extinguishment of the accrued preferred return, approximately US\$22.3 million of long term liabilities were extinguished from this Company's consolidated balance sheet.

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## Organizational History

This company was originally incorporated under the laws of the State of Utah on November 20, 1991. On July 19, 2010, we changed the state of our incorporation from Utah to Delaware. Our principal executive offices are located at 2790 Skypark Drive, Suite 105, Torrance, CA 90505, and our current telephone number at that address is (310) 641-GCEH (4234). We maintain a website at: [www.gceholdings.com](http://www.gceholdings.com). Our annual reports, quarterly reports, current reports on Form 8-K and amendments to such reports filed or furnished pursuant to section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and other information related to this company are available on our website as soon as we electronically file those documents with, or otherwise furnish them to, the Securities and Exchange Commission. Our Sustainable Oils subsidiary also maintains a website at [www.susoils.com](http://www.susoils.com). Our Internet websites and the information contained therein, or connected thereto, are not, and are not intended to be incorporated into the Annual Report on Form 10-K at December 31, 2015 or into this quarterly report on Form 10-Q.

## Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States require management to make estimates and assumptions that affect the reported assets, liabilities, sales and expenses in the accompanying financial statements. Critical accounting policies are those that require the most subjective and complex judgments, often employing the use of estimates about the effect of matters that are inherently uncertain.

Certain other critical accounting policies, including the assumptions and judgments underlying them, are disclosed in Note 1 to the Consolidated Financial Statements included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

## Results of Operations

*Revenues.* During the three months ended March 31, 2016 and 2015 we recognized revenue of \$121,647 and \$158,231, respectively. The revenues that we generated in 2016 and 2015 were derived from energy farm management, development and advisory services. Revenues we generate from these services are used for this company's operations.

In the short term, our goal is to increase the amount of advisory and management services in order to generate revenues to fund our corporate working capital needs, and to generate Camelina-related revenues from the Camelina business that we acquired in March 2013. Our Camelina operations are expected to generate revenues from the sale of Camelina seeds, the sale of Camelina oil, and the sale of the Camelina biomass for use as feed for livestock. In the longer term, we plan to increase the revenues derived from the operations of our Jatropha farms, to rapidly ramp up our Camelina operations, and to continue to generate revenue from management, development, and advisory services. We anticipate that revenues for the remainder of 2016 will increase due to scale-up of our biomass processing project in the Dominican Republic and the Camelina in the North Americas.

*General and Administrative Expenses.* For the three months ended March 31, 2016 and 2015, we recorded general and administrative expenses of \$466,892, including approximately \$13,000 of discontinued operations expense and \$593,615 (approximately \$347,000 of discontinued operations expense), respectively. This decrease is related to the operations in Mexico being discontinued as of December 31, 2015. General and administrative expenses principally consist of officer compensation, outside services (such as legal, accounting, and consulting expenses), share-based compensation, and other general expenses (such as insurance, occupancy costs and travel).

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*Plantation (Farm) Operating Costs.* As the operations on the Mexican farms were discontinued as of December 31, 2015 we did not record any Plantation Operating Costs in the quarter ended March 31, 2016. We recorded \$30,376 for the three months ended March 31, 2015.

*Other Income/Expense.* Interest expense for the three months ended March 31, 2016 increased by approximately \$53,000 from the same period in 2015 due to GCE Mexico's debt being extinguished upon the sale of the three Jatropha farms in December 2015 and the related interest expense of approximately \$271,000 was classified as discontinued operations in December 2015.

*Net loss attributable to discontinued operations, formerly non-controlling interest.* Our three Mexico farms were sold December 2, 2015 and farming operations were ceased effective December 31, 2015. Our Mexico farm operations were owned through GCE Mexico. Under GCE Mexico's operating agreement, the net loss allocated from these entities to GCE Mexico is then further allocated to the members of GCE Mexico according to the investment balances. Accordingly, since the common membership interest did not make a capital contribution, all of the losses allocated to GCE Mexico were allocated to the preferred membership interest. In the three months ended March 31, 2015, the net loss attributable to the non-controlling interest in the accompanying Consolidated Statement of Operations represented the allocation of the net loss of GCE Mexico to the preferred membership interests was approximately \$347,000. For the three months ended March 31, 2016, the loss from the discontinued operations (formerly non-controlling interest) was approximately \$13,000, which related to costs incurred taxes and governmental fees for the closure of GCE Mexico and its subsidiaries.

*Net loss.* The Company recorded net losses of \$418,750 and \$477,131 for the three months ended March 31, 2016 and 2015, respectively. Our ability to generate net income in the future will depend on the amount of advisory, development and management services that we render at the corporate level, the amount of revenues generated from our Jatropha farms in the Dominican Republic, and on the amount of revenues we generate from our Camelina operations. Although we anticipate that we will generate new revenues from our Camelina and Jatropha farm operations, we are unable to forecast if, or when such revenues will exceed our operating expenses.

## **Liquidity and Capital Resources**

As of March 31, 2016, we had approximately \$66,000 (which included approximately \$47,000 in our Mexican subsidiary) in cash or cash equivalents and had a working capital deficit of \$6,527,000, as compared with \$252,000 in cash and a working capital deficit of \$6,268,000 as of December 31, 2015.

In order to fund our short-term working capital needs, we will have to obtain additional funding from the sale of additional securities, additional borrowings, or from an increase in operating revenues. Outstanding indebtedness at March 31, 2016 totaled \$7,197,341. The existence of the foregoing working capital deficit may negatively impact our ability to obtain future equity or debt financing and the terms on which such additional financing, if available, can be obtained. We incurred losses of \$418,750 and \$477,131 for the three months ended March 31, 2016 and March 31, 2015 respectively, and have an accumulated deficit applicable to its common shareholders of \$34,629,719 at March 31, 2016.

In the fiscal quarters ended March 31, 2015 and 2016, our general and administrative expenses, including the professional costs of being a public company, were funded from (i) revenues that we have generated from advisory services, and (ii) funds received from the sale of our securities. The amount of fees we generated from advisory services fluctuates significantly. While we currently are providing advisory services under existing contracts, our ability to continue to generate revenue from these services will depend on our ability to enter into new advisory agreements when the current agreements expire. No assurance can be given that we will be able to enter into new agreements to replace or supplement the current advisory agreements. As a result, we expect that we will have to raise capital in the near future, or find other sources of capital in the near future, in order to continue to fund our corporate general and administrative expenses.

Our business plan contemplates that we will (i) continue to develop our biomass business and operations, and (ii) diversify our biofuel energy crop revenues from new revenues generated by our new Camelina operations, as follows:

**Jatropha Farm Operations.** Until December 2015, we owned and operated three farms in Mexico (two of which were planted with Jatropha and the third was partially planted with an annual oil seed crop) through our GCE Mexico joint venture. All of the operating and capital expenses of those farms were funded by our joint venture partner and from operating revenues. Our joint venture partner in GCE Mexico funded all of GCE Mexico's operating and capital requirements in 2015 and the wind down expenses for the first quarter of 2016. Due to our partner's other business commitments, however, our joint venture partner was not able to commit to the additional investment needed to operate and expand the farms. As a result, as disclosed in this Annual Report, GCE Mexico sold those farms in December 2015.

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The sale of the three Mexico farms affected our balance sheet because it allowed us to drastically reduce high-cost debt incurred in acquiring and operating the three farms. We did not receive any cash from the sale of the three farms (the proceeds received from the sale of the three farms were allocated to our joint venture partner who funded GCE Mexico). However, as result of the repayment of the three mortgage loans, the forgiveness of the accrued interest on those loans, and the extinguishment of the accrued preferred return, approximately US\$21.9 million of long term liabilities were extinguished from our consolidated balance sheet. We believe that reducing this debt will beneficially affect our ability to raise future debt or equity funding. Although we sold the three Jatropha farms, we did retain the Jatropha genetics we have spent years developing on a commercial scale. We did not sell any of our intellectual property rights to the buyer of the three farms. As a result, our Jatropha genetics are preserved as a core GCEH asset as is the institutional knowledge, experience and know-how that we developed over the past several years in Mexico. As part of the sale, we also retained access rights to the Certified Nursery and R&D areas on the farm for an extended period of time.

Camelina Operations. In March 2013, we acquired the business and assets of Sustainable Oils, LLC, a company that had been engaged in developing Camelina products since 2007. The Camelina operations will require a significant amount of additional cash to scale up its operations and to reach profitable operations. We will operate the Camelina business that we acquired through a subsidiary Sustainable Oils Inc. which we capitalized with the Sustainable Oils intellectual properties and operating assets that we recently purchased. Furthermore, our goal is to fund the operations and expansion of the Camelina operations with new debt or equity that we are in the process of raising specifically for the Camelina subsidiary. We have been in discussions with a number of sources for the additional funding, but we have not entered into any binding arrangements for the desired amount of new funding. No assurance can be given that we will obtain the additional capital necessary to operate and grow our new Camelina operations. In the event that we do not obtain the necessary amount of financing to properly operate and scale up our new Camelina operations, those operations are expected to continue to operate at a loss.

As partial consideration for the Camelina assets that we purchased in March 2013, we issued a \$1,300,000 promissory note. In September 2014, we renegotiated the terms of the note and agreed to return certain tangible assets that constituted the collateral under the promissory note to the holder of the promissory note in exchange for a reduction of the amount of accrued interest owed under the promissory note and an extension of the maturity date. Since December 31, 2014, the foregoing promissory note is now an unsecured promissory note that is payable on demand. However, the amount of payable under the promissory note is limited to amounts generated from the Camelina business that we acquired.

Other Potential Source of Liquidity.

We presently do not have any available credit, bank financing or other external sources of liquidity. In the absence of additional outside funding (including proceeds from the sale of our securities, or entering into other joint venture relationships), we do not have the ability to expand our business or acquire additional biofuel feedstock farms. If we issue additional equity or debt securities to fund our future capital needs, stockholders may experience additional dilution or the new equity securities may have rights, preferences or privileges senior to those of existing holders of our common stock. Should we not be able to increase the amount of revenues we receive from our advisory services and/or raise additional debt or equity funding, we will have to materially scale back our current and proposed operations or take other actions to preserve our on-going operations.

Inflation and changing prices have had no effect on our continuing operations over our two most recent fiscal years.

We have no off-balance sheet arrangements as defined in Item 303(a) of Regulation S-K.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES.

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file with, or submit to, the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our chief executive and financial officers, as appropriate, to allow timely decisions regarding required disclosure. As required by SEC Rule 13a-15(b), we carried out an evaluation, under the supervision and with the participation of our management, including our chief executive and financial officers, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our chief executive and financial officers concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

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There was no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II

### ITEM 1. LEGAL PROCEEDINGS.

From time to time, the Company may become a party to other legal actions and complaints arising in the ordinary course of business, although it is not currently involved in any such legal proceedings.

On April 18, 2016, the Company was served with a complaint filed in the District Court of Harris County, Texas, in a case identified as Tanglewood Receivables Company vs. Global Clean Energy Holdings, Inc., d/b/a GCE Holdings, Inc., Case No. 2015-53930. The plaintiff, a collection company, alleges that the Company failed to pay up to \$74,000 of legal fees to John H. Bennett Jr., p.c. for legal services rendered from July 2010 to August 2011. Global Clean Energy Holdings Inc. did not engage John H. Bennett Jr. p.c., for services and never received any invoices from that attorney. The Company has answered the complaint and intends to vigorously defend itself in this action.

### ITEM 1A. RISK FACTORS.

Not applicable.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Not applicable.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not applicable

### ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable

### ITEM 5. OTHER INFORMATION

Not applicable.

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ITEM 6. EXHIBITS

31.1	Rule 13a-14(a) Certification, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification pursuant to 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 Link base
101.DEF	XBRL Taxonomy Extension Definition Link base Document
101.LAB	XBRL Taxonomy Extension Label Link base Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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**SIGNATURES**

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 13, 2016

GLOBAL CLEAN ENERGY HOLDINGS, INC.

By: /s/ RICHARD PALMER  
Chief Executive Officer

By: /s/ DONNA REILLY  
Chief Financial Officer

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**Certification of the Principal Executive Officer Under Section 302 of the Sarbanes-Oxley Act**

I, Richard Palmer, certify that:

1. I have reviewed this report on Form 10-Q of Global Clean Energy Holdings, 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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a- 15(e) and 15d- 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  5. 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 annual report is being prepared;
  6. 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;
  7. 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
  8. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
  9. The registrant's other certifying officer 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 registrant's board of directors (or persons performing the equivalent functions):
10. 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
11. 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: May 13, 2016

By: /s/ RICHARD PALMER

Name: Richard Palmer

Title: President, Chief Executive Officer

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**Certification of the Principal Financial Officer Under Section 302 of the Sarbanes-Oxley Act**

I, Donna Reilly, certify that:

1. I have reviewed this report on Form 10-Q of Global Clean Energy Holdings, 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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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 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: May 13, 2016

By: /s/ DONNA REILLY  
Name: Donna Reilly  
Title: Chief Financial Officer

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**CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER**

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Global Clean Energy Holdings, Inc. (the "Company") hereby certifies that, to his knowledge:

- (i) The Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2016 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 13, 2016

By: /s/ RICHARD PALMER  
Name: Richard Palmer  
Title: President and Chief Executive Officer

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**CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER**

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Global Clean Energy Holdings, Inc. (the "Company") hereby certifies that, to his knowledge:

- (i) The Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2016 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 13, 2016

By: /s/ DONNA REILLY  
Name: Donna Reilly  
Title: Chief Financial Officer

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