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: **March 31, 2015**

OR

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

For the transition period from __________ to __________

Commission File No. 0-54360

CARDINAL RESOURCES, INC.
(Exact name of registrant as specified in its charter)

Nevada	47-1579622
(State or other jurisdiction of incorporation)	(IRS Employer Identification No.)

201 Penn Center Blvd, Suite 400
Pittsburgh, PA 15235
(Address of principal executive offices)

(412) 374-0989
(Registrant's telephone number, including area code)

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 past 12 months, 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 (Sec.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, or 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	[ ]	Smaller reporting company	[X]

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

As of March 31, 2015, there were 100,793,510 shares outstanding of the registrant's common stock.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

CARDINAL RESOURCES, INC. AND SUBSIDIARY
UNAUDITED CONSOLIDATED BALANCE SHEETS
AS OF MARCH 31, 2015 AND DECEMBER 31, 2014

ASSETS	March 31, 2015	December 31, 2014
CURRENT ASSETS		
Cash and cash equivalents	$ 147,331	$ 9,230
Accounts receivable, net	28,070	75,143
Inventory	45,773	43,199
Cost in excess of billings	12,000	-
Other current assets	3,430	3,430
TOTAL CURRENT ASSETS	236,604	131,002
PROPERTY, PLANT AND EQUIPMENT, NET	212,084	223,189
TOTAL ASSETS	$ 448,688	$ 354,191
LIABILITIES AND SHAREHOLDERS' (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	$ 1,079,924	$ 1,124,602
Accounts payable - related parties	70,958	66,467
Notes payable	229,287	203,787
Notes payable - related parties	58,537	65,947
Convertible notes payable, net of discount of $0 and $2,853	374,000	265,147
Accrued liabilities	557,867	564,049
Billings in excess of cost on uncompleted contracts	-	46,148
Derivative liabilities	-	15,668
TOTAL CURRENT LIABILITIES	2,370,573	2,351,815
TOTAL LIABILITIES	2,370,573	2,351,815
STOCKHOLDERS' (DEFICIT)		
Preferred stock, $.001 par value, 25,000,000 shares authorized; none of which issued and outstanding as of March 31, 2015 and December 31, 2014, respectively	-	-
Common stock, $0.001 par value, 300,000,000 shares authorized, 99,855,275 and 97,348,713 shares issued and outstanding as of March 31, 2015 and December 31, 2014, respectively	99,855	97,349
Additional paid in captial	5,872,014	4,984,037
Accumulated deficit	(7,893,754)	(7,079,010)
TOTAL STOCKHOLDERS' (DEFICIT)	(1,921,885)	(1,997,624)
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)	$ 448,688	$ 354,191

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

CARDINAL RESOURCES, INC. AND SUBSIDIARY
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014

	For the Three Months Ended March 31, 2015	March 31, 2014
Revenues		
Sales	$ 84,418	$ 194,019
Operating expenses		
Cost of sales	144,450	151,525
Selling, general and administrative	983,283	281,017
Depreciation and amortization expense	11,105	11,836
Total operating expenses	1,138,838	444,378
Loss from operations	(1,054,420)	(250,359)
Other (expenses)		
Interest expense	(13,677)	(34,360)
Gain/loss due to changes in derivative liabilities	(8,495)	-
Other income (expenses)	261,848	(4,711)
Total other (expenses)	239,676	(39,071)
(Loss) before income taxes	(814,744)	(289,430)
Net (loss)	$ (814,744)	$ (289,430)
(Loss) per common share		
Basic net (loss) per common share	$ (0.01)	**
Basic weighted average number of shares outstanding	99,741,560	87,026,331
** Less than $.01		(0.003)

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

CARDINAL RESOURCES, INC. AND SUBSIDIARY
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014

	For the Three Months Ended March 31, 2015	March 31, 2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ (814,744)	$ (289,430)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization expense	11,105	11,836
Amortization of debt discounts	2,853	21,592
Gain/loss due to changes in derivative liabilities	8,495	-
Common stock issued for services	851,000	-
Changes in operating assets and liabilities:		
Accounts receivable	47,073	(293,470)
Inventory	(2,574)	-
Accounts payable	(44,678)	(34,318)
Accounts payable - related parties	4,491	-
Cost in excess of billings	(12,000)	-
Billings in excess of cost on uncompleted contracts	(46,148)	101,401
Accrued liabilities	(3,862)	12,768
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	1,011	(469,621)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from notes payable	25,500	-
Proceeds from notes payable - related parties	4,200	-
(Repayments to) notes payable - related parties	(11,610)	-
Proceeds from convertible notes payable	124,000	-
(Repayments to) convertible notes payable	(5,000)	-
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	137,090	-
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	138,101	(469,621)
CASH AND CASH EQUIVALENTS:		
Beginning of year	9,230	545,714
End of year	$ 147,331	$ 76,093
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	$ -	$ -
Cash paid for interest	$ -	$ -
Supplemental disclosures of non-cash investing and financing activities:		
Shares issued for conversion of debt, including accrued interest	$ 15,320	$ -
Relcassification of derivative liability to APIC	$ 24,163	$ -

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

CARDINAL RESOURCES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014
(UNAUDITED)

NOTE – 1 BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with both generally accepted accounting principles for interim financial information, and the instructions to Form 10-Q and Article 8 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. The accompanying unaudited condensed consolidated financial statements reflect all adjustments (consisting of normal recurring accruals) that are, in the opinion of management, considered necessary for a fair presentation of the results for the interim periods presented. Interim results are not necessarily indicative of results for a full year.

The unaudited condensed consolidated financial statements and related disclosures have been prepared with the presumption that users of the interim consolidated financial information have read or have access to the Company's annual audited consolidated financial statements for the preceding fiscal year. Accordingly, these unaudited condensed consolidated financial statements should be read in conjunction with the Annual Report on Form 10-K for the year ended December 31, 2014.

CARDINAL RESOURCES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014
(UNAUDITED)

NOTE – 2 GOING CONCERN

These consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. However, as of March 31, 2015, the Company had an accumulated deficit and a working capital deficit. In addition, the Company currently has limited liquidity and has not completed its efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Management has taken certain actions and continues to implement changes designed to improve the Company's consolidated financial results and operating cash flows. The actions involve certain cost-saving initiatives and growing strategies, including (a) utilization of outsourced build-to-order production; (b) expansion into new markets, (c) commercialization of patented products and; (c) significant reductions in lease costs. Management believes that these actions will enable the Company to improve future profitability and cash flow in its continuing operations through December 31, 2015. As a result, the financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of the Company's ability to continue as a going concern.

CARDINAL RESOURCES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014
(UNAUDITED)

NOTE – 3 RELATED PARTY TRANSACTIONS

During the three months ended March 31, 2015 and 2014, the increase in accounts payable to related parties was $4,491 and $0, respectively. Accordingly, accounts payable to related parties were $70,958 and $66,467 as of March 31, 2015 and December 31, 2014, respectively.

Notes payable to related parties were $58,537 and $65,947 as of March 31, 2015 and December 31, 2014, respectively. The Company had proceeds from related parties' loan in amount of $4,200 and repayments of $11,610 to related parties' loan during the three months ended March 31, 2015. Neither proceeds nor repayments to related parties' loan during the three months ended March 31, 2014. The funds borrowed from the Company's related parties were to fund the Company's daily operations.

NOTE – 4 NOTES PAYABLE

As of March 31, 2015 and December 31, 2014, the Company had notes payable of $229,287 and $203,787, respectively, which were conventional debts due on demand without conversion feature. During the three months ended March 31, 2015, the Company had proceeds of $25,500 from notes payable with interest at a rate of 7% per annum.

NOTE – 5 CONVERTIBLE NOTES

As of March 31, 2015 and December 31, 2014, the Company had outstanding balances on its convertible notes in the amount of $283,454 and $265,147, respectively, net of discounts of $90,546 and $2,853, respectively. The detailed terms were set forth as follows:

(A) Convertible Notes Payable

As of March 31, 2015 and December 31, 2014, the Company had convertible notes payable in amount of $20,000 and $25,000, respectively, which would be converted automatically upon the completion of a Qualified Financing at a conversion price based upon the Qualified Financing. The amounts were in default and due on demand as of March 31, 2015, with interest at a rate of 12%. During the three months ended March 31, 2015, principal of $5,000 plus accrued interests of $1,272 were repaid in cash.

(B) Convertible Notes Payable

On November 22, 2013, the Company completed a private placement pursuant to which the Company issued a convertible promissory note to certain accredited investors, which notes are convertible into shares of our common stock at $0.25 per share. In addition, the Company granted to the same investors' three–year warrants to purchase an aggregate of 276,000 shares of the Company's common stock at $0.25 per share. As a result, the Notes were discounted in the amount of $86,368 due to the intrinsic value of the beneficial conversion option and relative fair value of the warrants. As of March 31, 2015 and December 31, 2014, the aggregate carrying value of the Notes was $230,000 and $230,000, respectively. The discount of $86,368 to the convertible notes was amortized in full. As of March 31, 2015, the Notes were in default and due on demand.

During the three months ended March 31, 2015 and 2014, the Company recorded interest expense related to the Notes in amount of $3,970 and $3,970, respectively, which was included under accrued liabilities as of March 31, 2015 and 2014, respectively.

CARDINAL RESOURCES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014
(UNAUDITED)

NOTE – 5 CONVERTIBLE NOTES (CONTINUED)

(C) Convertible Notes Payable – Derivative liabilities

On May 28, 2014, the Company issued a convertible promissory note of $58,000 with an original issue discount of $3,000 (the "Note") to a third party. The Note bears an interest rate of 8% per annum and is due on March 2, 2015, pursuant to which the holder of the Note has an option to convert all or any portion of the accrued interest and unpaid principal balance of the Note into the common stock of the Company after 180 days upon commencement, at 58% of the Market Price, which means the average of the lowest three trading price during the ten trading days prior to the conversion date. During the year ended December 31, 2014, a portion of the principal in amount of $45,000 was converted into 1,002,777 shares of common stock. The remaining balance of $13,000 plus accrued interest of $2,320 were converted into 76,562 shares on January 6, 2015. Accordingly, the related debt discounts of $2,853 were amortized in full and the related derivative liability of $24,163 was reclassified to additional paid in capital.

On January 15, 2015, the Company issued a convertible promissory note of $124,000 (the "Note II") to a third party. The Note bears an interest rate of 8% per annum and is due on October 20, 2015, pursuant to which the holder of the Note has an option to convert all or any portion of the accrued interest and unpaid principal balance of the Note into the common stock of the Company after 180 days upon commencement, at 58% of the Market Price, which means the average of the lowest three trading price during the ten trading days prior to the conversion date. Due to the restriction period for conversion, the Company has determined the Note II is considered to be conventional debt until July 14, 2015. The Company recorded interest expense of $2,038 related to the Note II during the three months ended March 31, 2015. The interest expense of $2,038 has been included under accrued liabilities as of March 31, 2015.

CARDINAL RESOURCES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014
(UNAUDITED)

NOTE – 6 CAPITAL TRANSACTIONS

During the first quarter of 2015, the Board of Directors of the Company approved to reduce the price per share on the subscription agreement, dated between April 30, 2014 and July 28, 2014 from $.40 to $.25 per share. Accordingly, the Company issued total 330,000 shares of common stock to the investors for the difference.

NOTE – 7 STOCK ISSUED FOR SERVICES

During the first quarter of 2015, the Board of Directors of the Company approved the issuance of 2,000,000 shares of common stock to the founders of the subsidiary as bonus. The value of the shares in amount of $800,000 was determined using the trading price of the Company's common stock on the issuance date, or $.40 per share. Accordingly, the Company calculated stock based compensation of $800,000 as its fair value and recognized the expense during the three months ended March 31, 2015.

During the first quarter of 2015, the Board of Directors of the Company approved the issuance of 100,000 shares of common stock to an unrelated consultant for services rendered during such quarter. The value of the shares in amount of $51,000 was determined using the trading price of the Company's common stock on the issuance date, or $.51 per share. Accordingly, the Company calculated stock based compensation of $51,000 as its fair value and recognized the expense during the three months ended March 31, 2015.

CARDINAL RESOURCES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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NOTE - 8 FAIR VALUE MEASUREMENTS

As defined in FASB ASC Topic 820, fair value is the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This Topic requires disclosure that establishes a framework for measuring fair value and expands disclosure about fair value measurements. The statement requires fair value measurements be classified and disclosed in one of the following categories:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. The Company considers active markets as those in which transactions for the assets or liabilities occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2: Pricing inputs other than quoted market prices included in Level 1 that are based on observable market data and are directly or indirectly observable for substantially the full term of the asset or liability. These include quoted market prices for similar assets or liabilities, quoted market prices for identical or similar assets in markets that are not active, adjusted quoted market prices, inputs from observable data such as interest rate and yield curves, volatilities or default rates observable at commonly quoted intervals or inputs derived from observable market data by correlation or other means.

Level 3: Pricing inputs that are unobservable or less observable from objective sources. Unobservable inputs should only be used to the extent observable inputs are not available. These inputs maintain the concept of an exit price from the perspective of a market participant and should reflect assumptions of other market participants. An entity should consider all market participant assumptions that are available without unreasonable cost and effort. These are given the lowest priority and are generally used in internally developed methodologies to generate management's best estimate of the fair value when no observable market data is available.

Financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. The Company’s assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels.

Certain assets and liabilities are reported at fair value on a recurring or nonrecurring basis in the Company’s consolidated balance sheets. The following methods and assumptions were used to estimate the fair values:

Cash and Cash Equivalents, Accounts Receivable, Accounts Payable and Accrued Liabilities

The carrying amounts approximate fair value because of the short-term nature or maturity of the instruments.

Derivatives

The following table sets forth, by level within the fair value hierarchy, the Company’s financial assets and liabilities that were accounted for at fair value on a recurring basis as of March 31, 2015:

CARDINAL RESOURCES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014
(UNAUDITED)

NOTE - 8 FAIR VALUE MEASUREMENTS (CONTINUED)

	Fair Value Measurements at March 31, 2015			
Description	(Level 1)	(Level 2)	(Level 3)	Total Carrying Value
Derivative liability – 12/31/2014	$ -	$ -	$ 15,668	$ 15,668
Reclassification to APIC due to partial conversion			(24,163)	(24,163)
Change in Derivative liabilities			8,495	8,495
Derivative liability – 3/31/2015	$ -	$ -	$ 0	$ 0

NOTE – 9 COSTS AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS

The Company has three long term contract in progress at March 31, 2015. Work has started on one additional long term contract that will have costs and earnings in the following periods:

Job	Bayelsa	CAM WATER	AquaSaludable	Total
Contract Revenues	$ 6,300,000	$ 27,808,820	$ 265,542	
Estimated COGS	$ 5,104,961	$ 17,720,883	$ 177,515	
Estimated Gross Profit	$ 1,195,039	$ 10,087,937	$ 88,027	
Gross Margin	19%	36%	33%	
COGS in 2013 & 2014	$ 1,362,712	$ 215,047	$ 22,630	
COGS in 2015 Q1	$ 24,440	$ 8,257	$ 18,710	$ 51,407
Total actual COGS	$ 1,387,152	$ 223,304	$ 41,340	
Percentage of completion	27%	1%	13%	
Revenues - POC	$ 1,711,875	$ 350,424	$ 61,840	
Less: previously recognized	$ (1,681,715)	$ -	$ (33,852)	
Less: uncertainty in collectability *		(350,424)		
Recognized in 2014	$ 30,160	$ 0	$ 27,988	$ 71,105

* The revenues from CAM WATER were deferred due to uncertainty in collectability

As of March 31, 2015 and December 31, 2014, the Company had cost in excess of billings in amount of $12,000 and $0, respectively, recorded in current assets.

As of March 31, 2015 and December 31, 2014, the Company had billings in excess of costs in amount of $0 and $46,148, respectively, recorded in current liabilities representing billings in excess of revenues recognized.

CARDINAL RESOURCES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014
(UNAUDITED)

NOTE – 10 CONCENTRATION AND RISK

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and trade accounts receivable. The Company performs ongoing credit evaluations of its customers' financial condition, but does not require collateral to support such receivables. For international sales the Company requires financial payment guarantees such as Letters of Credit or Sovereign Guarantees. Based on a number of factors the Company may require credit insurance. The Company has enrolled in an Accounts Receivable Insurance program for new export sales.

During three months ended March 31, 2015, three customers comprised approximately 74% of total revenue. During three months ended March 31, 2014, two customers composed approximately 99% of total revenue.

During three months ended March 31, 2015, there was no significant concentration in vendors. During three months ended March 31, 2014, three vendors composed approximately 76% of total purchases.

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

This quarterly report on Form 10-Q and other reports filed by Cardinal Resources, Inc. (the "Company") from time to time with the SEC (collectively, the "Filings") contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, the Company's management as well as estimates and assumptions made by Company's management. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. When used in the Filings, the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan," or the negative of these terms and similar expressions as they relate to the Company or the Company's management identify forward-looking statements. Such statements reflect the current view of the Company with respect to future events and are subject to risks, uncertainties, assumptions, and other factors, including the risks relating to the Company's business, industry, and the Company's operations and results of operations. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned.

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

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. The following discussion should be read in conjunction with our financial statements and notes thereto appearing elsewhere in this report.

Basis of Presentation

The following management's discussion and analysis is intended to provide additional information regarding the significant changes and trends which influenced our financial performance for the quarters ending March 31, 2015, and 2014. This discussion should be read in conjunction with the unaudited financial statements and notes as set forth in this Report.

Overview

Cardinal Resources began operations in 2004, providing environmental engineering services, remediation, water and waste water treatment to US companies on a global basis. In 2005, we began development of proprietary technologies to create sustainable water and waste water systems to be produced by Cardinal Resources and operated globally. The prototype filters were deployed in 2007, first full prototype was built in 2008 and the first full system was built in 2009. We were issued our first patents for our technologies and applications in 2009 with subsequent patents issued in 2012. In 2013 we signed significant Red Bird System contracts and began implementation.

In 2014 work was on going on the Bayelsa Nigeria contract, but production slowed as payments slowed. Based on recent discussions and partial payments we anticipate the work re-starting in 2015. Work commenced on the CAMWATER contract with the completion of the required Environmental Assessments, and design work for custom components. The majority of the work is scheduled for 2015-2016 pending the final approvals of the customers financing. Work is underway in Panama and the opportunity pipeline is growing.

During the time period when the Company was in the development of the Red Bird System and other sustainable technologies we continued to provide environmental services to our clients. As a result Cardinal Resources worked in over 20 countries including multimillion dollar projects in Australia, Brazil, Japan and China. As a result of our work we received recognition by U.S. Commercial Services as the Exporter of the Year in 2011 for Environmental and Congressional Export Achievement Awards. In 2013 Cardinal Resources was presented the Presidential E Award for Export Promotion.

In 2011, the Company made the decision to begin focusing on the transition to the systems based business. While we have continued to serve existing customers in our services area, we are projecting that the systems business will be dominant going forward.

The transition from primarily a services company to a systems/services company has been a significant challenge as reflected in the Company's financial statements. The Company while focused on the implementation of its existing contracts and expanding our base of business continues to work to resolve issues, including judgements, related to the past downturn. While those challenges are real, the Company continues to make progress in paying down past obligations and move the business forward.

Plan of Operations

Our Plan of Operations is focused on becoming the global preferred provider of sustainable water treatment systems using a distributed architecture. To meet this goal our plans call for the Company to expand our financial management, technical implementation staff, and market development. Part of our plan is to continue to expand our technologies, and approaches as well beginning with distributed waste water treatment. In terms of expansion our plan is to first have implementation well underway in the West Africa and Latin America markets. From there we plan to move aggressively to close on other opportunities in our pipeline, good opportunistic situations and expand into our next geographic targets of India, and Southeast Asia. We are planning to continue to outsource our manufacturing within the US. Depending on growth within a specific region, we may in the future, outsource a portion of the assembly overseas while retaining US manufacturing for key components, technology protection and producing the majority of the systems sold.

Contracts

Cardinal Resources has over $30.0 million in commercial contracts to provide the Red Bird System, ancillary equipment, and associated services in Cameroon, Nigeria, Senegal and Panama. These contracts, which are back by a combination of bank guarantees, sovereign guarantees, and export bank financing, are scheduled for completion in 2015 and 2016. The two stage process, typical on projects using export bank financing, where you first obtain a commercial contract followed by a finance agreement does increase the time from contract to implementation. The Company does take steps, including prescreening deals with the banks to shorten this time frame The Company continues to provide environmental services, primarily to three customers on a smaller scale in the US and is working to increase that source of revenue.

Revenues

We generate our net sales from the sale of the patented Red Bird System, ancillary equipment, and environmental services. Historically the majority of the sales have been tied to services but the majority of our sales are trending to the Red Bird System.

Cost of Sales

Our cost of sales includes internal labor, supply chain management, logistics and the purchase of components that are part of the Red Bird System. Currently internal labor costs exceed projected costs as we are refining certain design aspects for specific markets. Over time this labor component should decrease.

Other items contributing to our cost of sales are the direct assembly labor at the outsourced manufacturer.

Gross Profit

Gross profit is affected by numerous factors, including our average selling prices, scheduling, ramp up point, and our manufacturing costs. Another factor impacting gross profits is the ramp up of production going forward. As a result of the above, gross profits may vary from quarter to quarter and year to year.

Research and Development.

Research and development expense consists primarily of salaries and personnel-related costs in addition to the cost of products, materials and outside services used in our process and product research and development activities. We anticipate these costs rising as we begin to work on new technologies.

Selling, General and Administrative

Selling, general and administrative expense consists primarily of salaries and other personnel-related costs, professional fees, insurance costs, travel expense, and other normal selling expenses. We expect these expenses to increase in the near term, both in absolute dollars and as a percentage of net sales, to support the growth of our business as we expand our sales and marketing efforts, particularly international travel, improve our information processes and systems and implement the financial reporting, compliance and other infrastructure required by a public company. Over time, we expect selling, general and administrative expense to decline as a percentage of net sales as our net sales increase.

The use of common stock to pay for services, while not a cash outlay, has a significant impact on SG&A. Typically the stock is issued to pay for services over an extended period, for example a year-long agreement for legal or accounting services. The value of the stock is accounted for at the time it was granted which causes an impact in the quarter.

Use of Estimates

The discussion and analysis of our financial condition and results of operations are based upon audited consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets, liabilities, net sales and expenses and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to inventories, intangible assets, income taxes, warranty obligations, marketable securities valuation, derivative financial instrument valuation, end-of-life collection and recycling, contingencies and litigation and share based compensation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Recent Developments

The first three months of 2015 was focused on closing the project finance for our largest commercial contract, expansion in Latin America, and India, collections from existing contracts, and preparation for a major increase in production of the CRB-10 and the CRB-20. This resulted in a decrease in sales compared to the first three months of 2014 as we laid the ground work for expansion. No new contracts were signed but we are in final contract negotiations in two key markets and a number of Quotations are pending for smaller orders in key geographies. The Touba Senegal contract, which was scheduled to begin in early 2015 is still pending and management is considering whether to cancel the contract given the unresponsive nature of the Senegalese government.

Revenue from system sales is recognized on a cost-to-cost percentage of completion (POC) basis. As a result invoicing on projects and recognized revenues may not match during the course of a project. Services revenue are recognized on an accrual basis as invoiced to the customer.

Stock was issued as compensation for consulting and accounting services in the first quarter. The valuation of the stock varied as noted in the Company's financials and footnotes.

Results of Operations for the Three Months Ended March 31, 2015 and 2014:

	Three Months Ended March 31, 2015	March 31, 2014
Sales	$ 84,418	$ 194,019
Gross Profit (Loss)	$ (60,032)	$ 42,494
General and Administrative Expenses	$ 983,283	$ 281,017
Operating Expenses	$ 1,138,838	$ 444,378
Other Income (Expense)	$ 239,676	$ (39,071)
Net Loss	$ (814,744)	$ (289,430)

For the three months ended March 31, 2015 and 2014, the Company reported a net loss of $(814,744) and $289,430, respectively. The change in net loss was primarily attributable to the issuance of shares for services, the loss due to changes in derivative liabilities, along with the focus on collections, and preparation for increased manufacturing activities.

Sales - Net sales for the three months ended March 31, 2015, were $84,418 compared to $194,019 for the three months ended March 31, 2014.

Gross Profit/(Loss) - During the three months ended March 31, 2015 our gross profit was (60,032) compared to a gross profit of $42,494 in the same period of 2014. The 2014 period reflects that at that time we had systems in production, while in the 2015 period we were holding production on one contract based on collections and in preparation for production on other contracts.

Operating Expenses –

General and Administrative Expenses – General and Administrative for the three months ended March 31, 2015, were $983,283 as compared to $281,017 for the three months ended March 31, 2014.

Total Operating expenses for the three months ended March 31, 2015 were $1,138,838, as compared to $444,378 for the three months ended March 31, 2014 primarily due to the issuance of stock for services in the first quarter.

We anticipate that as our operations increase our research and development expenses will increase because we believe that maintaining state of the art products is a key to our continued success. We expect to achieve economies of scale in our general and administrative expenses as our operations increase as much of our administrative expenses are fixed costs, such as salaries of key personnel and rent. As a result, while we may need to hire additional personnel as operations increase, we believe that the increases in general and administrative expenses will be at a lower rate than the increase in revenues. In addition we will reduce the use of stock in compensation for services.

Other Income (Expense) - Other income (expense) for the three months ended March 31, 2015 was $239,676, as compared to $(39,071) for the three months ended March 31, 2014. The increase in other income was primarily due to the collections of receivables that have previously been categorized as bad debt.

Liquidity and Capital Resources

The following table summarizes total current assets, liabilities and working capital at March 31, 2015 compared to December 31, 2014:

	March 31, 2015	December 31, 2014	Increase/ (Decrease)
Current Assets	$ 236,604	$ 131,002	$ 105,602
Current Liabilities	$ 2,370,573	$ 2,351,815	$ 18,758
Working Capital	$ (2,133,969)	$ (2,220,813)	$ 86,844

As of March 31, 2015, we had negative working capital of $2,133,969 as compared to negative working capital of $2,220,813 as of December 31, 2014.

Net cash provided by (used in) operating activities for the three months ended March 31, 2015 and 2014 was $1,011 and $(469,621) respectively.

Net cash provided by (used in) all investing activities for the three months ended March 31, 2015 and 2014 was $137,090 and $ 0 respectively.

The estimated base working capital requirement for the next 12 months is $1,000,000 with an estimated burn rate of $100,000 per month. As reflected in the accompanying financial statements, the Company had cash of $147,331 at March 31, 2015.

The ability of the Company to continue its operations is dependent on Management's plans, which include increasing revenue, decreasing debt, contract specific financing, raising of capital through debt and/or equity markets with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The Company may need to incur additional liabilities with certain related parties to sustain the Company's existence.

The Company will require additional funding to finance the growth of its current and expected future operations as well as to achieve its strategic objectives. The Company believes its current available cash along with anticipated Revenue may be insufficient to meet its cash needs for the near future if it does not receive the anticipated additional funding. There can be no assurance that financing will be available in amounts or terms acceptable to the Company, if at all. In that event, the Company would be required to change its growth strategy and seek funding on that basis, if at all.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

Recent Accounting Pronouncements

There are no recent accounting pronouncements that are expected to have an effect on the Company's financial statements.

Critical Accounting Policies

Our financial statements and related public financial information are based on the application of accounting principles generally accepted in the United States ("GAAP"). GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenues and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

Our significant accounting policies are summarized in Note 2 of our financial statements. While all these significant accounting policies impact our financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause effect on our consolidated results of operations, financial position or liquidity for the periods presented in this report.

We believe the following critical accounting policies and procedures, among others, affect our more significant judgments and estimates used in the preparation of our consolidated financial statements:

Use of Estimates - The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Such estimates and assumptions impact, among others, the following: allowance for bad debt, inventory obsolescence, the fair value of share-based payments.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

Revenues and Cost of Revenues

Revenues from fixed-price and cost-plus contracts are recognized on the percentage of completion method, whereby revenues on long-term contracts are recorded on the basis of the Company's estimates of the percentage of completion of contracts based on the ratio of actual cost incurred to total estimated costs. This cost-to-cost method is used because management considers it to be the best available measure of progress on these contacts. Revenues from cost-plus-fee contracts are recognized on the basis of costs incurred during the period plus the fee earned, measured on the cost-to-cost method.

Revenues from time-and-material and rate chart contracts are recognized currently as work is performed.

Revenues from maintenance service contracts are recognized on a straight-line basis over the life of the contract once the Company has an agreement, service has begun, the price is fixed or determinable and collectability is reasonably assumed.

Cost of revenues include all direct material, sub-contractor, labor and certain other direct costs, as well as those indirect costs related to contract performance, such as indirect labor and fringe benefits. Selling, general, and administrative costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions and estimated profitability may result in revisions to cost and income, which are recognized in the period in which the revisions are determined. Changes in estimated job profitability resulting from job performance, job conditions, contract penalty provisions, claims, change orders, and settlements, are accounted for as changes in estimates in the current period. Claims for additional contract revenue are recognized when realization of the claim is probable and the amount can be reasonably determined.

The asset, "cost and estimated earnings in excess of billings on uncompleted contract" represents revenues recognized in excess of amounts billed. The liability, "billings in excess of costs and estimated earnings on uncompleted contracts," represents billings in excess of revenues recognized.

Off Balance Sheet Arrangements:

We do not have any off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as "special purpose entities" (SPEs).

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

We do not hold any derivative instruments and do not engage in any hedging activities.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures.

Pursuant to Rule 13a- 15(b) under the Exchange Act, the Company carried out an evaluation, with the participation of the Company's management, including the Company's Principal Executive Officer ("PEO") and Principal Financial Officer ("PFO"), of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Company's PEO and PFO concluded that the Company's disclosure controls and procedures were not effective to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under 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 the Company's management, including the Company's CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure. To address these concerns we have increased the use of an experienced outside accounting firm and CPA with extensive public company experience. We have also changed procedures related to the monthly reconciliation, and quarterly closes to improve effieciency and reporting.

(b) Changes in Internal Control over Financial Reporting.

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. We have added addition review to the monthly reconciliation and quaraterly closings as well as increased the use of an outside independent accounting firm.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these, or other matters, may arise from time to time that may harm our business. The past debts including a judgement related to the former company represent an increased risk which the Company is activity working to reduce through negotiations where appropriate and payment plans.

Item 1A. Risk Factors.

We believe there are no changes that constitute material changes from the risk factors previously disclosed in our Current Report on Form 10-K, filed with the SEC for the year ending December 31, 2015.

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

None.

Item 3. Defaults upon Senior Securities.

There has been no default in the payment of principal, interest, sinking or purchase fund installment, or any other material default, with respect to any indebtedness of the Company.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

There is no other information required to be disclosed under this item which has not been previously disclosed.

Item 6. Exhibits.

Exhibit No.	Description
31.1	Certification by the Principal Executive Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a)). *
31.2	Certification by the Principal Financial Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a)). *
32.1	Certification by the Principal Executive Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
32.2	Certification by the Principal Financial Officer pursuant to 18 U.S.C. 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 **
101.CAL	XBRL Taxonomy Extension Calculation Linkbase **
101.DEF	XBRL Taxonomy Extension Definition Linkbase **
101.LAB	XBRL Taxonomy Extension Label Linkbase **
101.PRE	XBRL Taxonomy Extension Presentation Linkbase **

* Filed herewith

** In accordance with Regulation S-T, the XBRL-related information on Exhibit No. 101 to this Quarterly Report on Form 10-Q shall be deemed “furnished” herewith and not “filed.”

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

CARDINAL RESOURCES, INC.

Date: May 17, 2015

By: ***/s/ Kevin Jones***
Name: Kevin Jones
Title: Chief Executive Officer (Principal Executive Officer)
(Principal Financial Officer) (Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Kevin Jones, certify that:

1. I have reviewed this Form 10-Q of Cardinal Resources Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-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 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 17, 2015

By: */s/ Kevin Jones*
Kevin Jones
Principal Executive Officer
Cardinal Resources, Inc.

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Kevin Jones, certify that:

1. I have reviewed this Form 10-Q of Cardinal Resources, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-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 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 17, 2015

By: */s/ Kevin Jones*
Kevin Jones
Principal Financial Officer
Cardinal Resources, Inc.

Exhibit 32.1

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

In connection with this Quarterly Report of Cardinal Resources, Inc. (the “Company”), on Form 10-Q for the period ended March 31, 2015, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Kevin Jones, Principal Executive Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) Such Quarterly Report on Form 10-Q for the period ended March 31, 2015, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in such Quarterly Report on Form 10-Q for the period ended March 31, 2015, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 17, 2015

By: */s/ Kevin Jones*
Kevin Jones
Principal Executive Officer
Cardinal Resources, Inc.

Exhibit 32.2

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

In connection with this Quarterly Report of Cardinal Resources, Inc. (the “Company”), on Form 10-Q for the period ended March 31, 2014, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Kevin Jones, Principal Financial Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) Such Quarterly Report on Form 10-Q for the period ended March 31, 2014, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in such Quarterly Report on Form 10-Q for the period ended September 30, 2013, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 18, 2014

By: */s/ Kevin Jones*
Kevin Jones
Principal Financial Officer
Cardinal Resources, Inc.