

Bullfrog Gold Corp.  
Form SC 13G/A  
February 14, 2014

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G/A  
(Rule 13d-102)

Amendment No. 2

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(b)

BULLFROG GOLD CORP.

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(Name of Issuer)

COMMON STOCK, PAR VALUE \$.0001

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(Title of Class of Securities)

12021A107

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(CUSIP Number)

December 31, 2013

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(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

(Page 1 of 6 Pages)

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CUSIP No. 12021A107

- 1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Barry Honig

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) ""  
(b) ""

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

- 5 SOLE VOTING POWER  
NUMBER OF  
SHARES 1,147,225 (1)

- BENEFICIALLY OWNED BY 6 SHARED VOTING POWER  
2,562,499 (2)

- EACH REPORTING 7 SOLE DISPOSITIVE POWER  
1,147,255 (1)

- PERSON WITH 8 SHARED DISPOSITIVE POWER  
2,562,499 (2)

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,709,724 (1)(2)

- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
8.25% (1)(2)(3)

- 12 TYPE OF REPORTING PERSON\*

IN

- (1) Excludes: (i) 987,500 shares of common stock issuable upon the exercise of outstanding warrants; (ii) 788,461 shares of common stock held in UTMA accounts of Mr. Honig's children, over which accounts Mr. Honig has no voting or dispositive power; and (iii) 125,000 shares of common stock issuable upon the exercise of outstanding warrants held in UTMA accounts of Mr. Honig's children, over which accounts Mr. Honig has no voting or dispositive power. The warrants may not be exercised and the holder may not receive shares of common stock within 60 days such that the number of shares of common stock held by them and their affiliates after such exercise exceeds 4.99% of the then issued and outstanding shares of common stock. The percentage of ownership is therefore limited accordingly.
- (2) Represents (i) 50,000 shares of common stock held by GRQ Consultants, Inc. ("GRQ"); (ii) 2,262,499 shares of common stock held by GRQ Consultants, Inc. 401k Plan ("GRQ 401k Plan") and (iii) 250,000 shares of common stock held by GRQ Consultants, Inc. Defined Benefit Plan ("GRQ DBP"). Excludes (i) 1,304,600 shares of common stock issuable upon the exercise of outstanding warrants held by GRQ 401k Plan and (ii) 125,000 shares of common stock issuable upon the exercise of outstanding warrants held by GRQ DBP. The warrants may not be exercised and the holder may not receive shares of common stock within 60 days such that the number of shares of common stock held by them and their affiliates after such exercise exceeds 4.99% of the then issued and outstanding shares of common stock. The percentage of ownership is therefore limited accordingly. The shares of common stock owned by GRQ, GRQ 401k Plan and GRQ DBP are deemed to be indirectly owned and controlled by Barry Honig.
- (3) Based on 44,991,045 shares outstanding as of February 14, 2014.
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CUSIP No. 12021A107

- 1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GRQ Consultants, Inc.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) "  
(b) "

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

- |                           |   |                          |
|---------------------------|---|--------------------------|
|                           | 5 | SOLE VOTING POWER        |
| NUMBER OF<br>SHARES       |   | 0                        |
| BENEFICIALLY6<br>OWNED BY | 6 | SHARED VOTING POWER      |
|                           |   | 50,000                   |
| EACH<br>REPORTING         | 7 | SOLE DISPOSITIVE POWER   |
|                           |   | 0                        |
| PERSON WITH 8             | 8 | SHARED DISPOSITIVE POWER |
|                           |   | 50,000                   |

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,000 (1)

- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1% (1)

- 12 TYPE OF REPORTING PERSON\*

OO

(1) Based on 44,991,045 shares outstanding as of February 14, 2014.

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CUSIP No. 12021A107

1 NAME OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GRQ Consultants, Inc. 401k Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

NUMBER OF 5 SOLE VOTING POWER  
SHARES

0

BENEFICIALLY6 SHARED VOTING POWER  
OWNED BY

2,262,499 (1)

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING

0

PERSON WITH 8 SHARED DISPOSITIVE POWER

2,262,499 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

2,262,499 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.03% (2)

12 TYPE OF REPORTING PERSON\*

OO

(1) Excludes 1,304,600 shares of common stock issuable upon the exercise of outstanding warrants held by GRQ 401k Plan. The warrants may not be exercised and the holder may not receive shares of common stock within 60 days such that the number of shares of common stock held by them and their affiliates after such exercise exceeds 4.99% of the then issued and outstanding shares of common stock. The percentage of ownership is therefore limited accordingly. The shares of common stock owned by GRQ 401k Plan are deemed to be indirectly owned and controlled by Barry Honig.

(2) Based on 44,991,045 shares outstanding as of February 14, 2014.



CUSIP No. 12021A107

1 NAME OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GRQ Consultants, Defined Benefit Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

NUMBER OF 5 SOLE VOTING POWER  
SHARES

0

BENEFICIALLY6 SHARED VOTING POWER  
OWNED BY

250,000 (1)

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING

0

PERSON WITH 8 SHARED DISPOSITIVE POWER

250,000 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

250,000 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.56% (2)

12 TYPE OF REPORTING PERSON\*

OO

(1) Excludes 125,000 shares of common stock issuable upon the exercise of outstanding warrants held by GRQ DBP. The warrants may not be exercised and the holder may not receive shares of common stock within 60 days such that the number of shares of common stock held by them and their affiliates after such exercise exceeds 4.99% of the then issued and outstanding shares of common stock. The percentage of ownership is therefore limited accordingly. The shares of common stock owned by GRQ DBP are deemed to be indirectly owned and controlled by Barry Honig.

(2) Based on 44,991,045 shares outstanding as of February 14, 2014.





Item 1(a). Name of Issuer:

Bullfrog Gold Corp.

Item 1(b). Address of Issuer's Principal Executive Offices:

897 Quail Run Drive, Grand Junction, CO 81505

Item 2(a). Name of Person Filing.

The statement is filed on behalf of GRQ Consultants, Inc. ("GRQ"), GRQ Consultants, Inc. 401k Plan ("GRQ 401k Plan") and GRQ Consultants, Inc. Defined Benefit Plan ("GRQ DBP") and Barry Honig (together with GRQ, GRQ 401k Plan and GRQ DBP, the "Reporting Persons").

Item 2(b). Address of Principal Business Office or, if None, Residence.

555 South Federal Highway #450, Boca Raton, FL 33432

Item 2(c). Citizenship.

United States/Florida

Item 2(d). Title of Class of Securities.

Common Stock, par value \$0.0001.

Item 2(e). CUSIP Number.

12021A107

Item 3. Type of Person

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned: 3,709,724 (1)(2).

(b) Percent of class: 8.25% (1)(2)(3).

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 1,147,225 (1).

(ii) Shared power to vote or to direct the vote: 2,562,499 (2).

(iii) Sole power to dispose or to direct the disposition of: 1,147,225 (1).

(iv) Shared power to dispose or to direct the disposition of: 2,562,499 (2).

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

- (1) Excludes: (i) 987,500 shares of common stock issuable upon the exercise of outstanding warrants; (ii) 788,461 shares of common stock held in UTMA accounts of Mr. Honig's children, over which accounts Mr. Honig has no voting or dispositive power; and (iii) 125,000 shares of common stock issuable upon the exercise of outstanding warrants held in UTMA accounts of Mr. Honig's children, over which accounts Mr. Honig has no voting or dispositive power. The warrants may not be exercised and the holder may not receive shares of common stock within 60 days such that the number of shares of common stock held by them and their affiliates after such exercise exceeds 4.99% of the then issued and outstanding shares of common stock. The percentage of ownership is therefore limited accordingly.
- (2) Represents (i) 50,000 shares of common stock held by GRQ Consultants, Inc. ("GRQ"); (ii) 2,262,499 shares of common stock held by GRQ Consultants, Inc. 401k Plan ("GRQ 401k Plan") and (iii) 250,000 shares of common stock held by GRQ Consultants, Inc. Defined Benefit Plan ("GRQ DBP"). Excludes (i) 1,304,600 shares of common stock issuable upon the exercise of outstanding warrants held by GRQ 401k Plan and (ii) 125,000 shares of common stock issuable upon the exercise of outstanding warrants held by GRQ DBP. The warrants may not be exercised and the holder may not receive shares of common stock within 60 days such that the number of shares of common stock held by them and their affiliates after such exercise exceeds 4.99% of the then issued and outstanding shares of common stock. The percentage of ownership is therefore limited accordingly. The shares of common stock owned by GRQ, GRQ 401k Plan and GRQ DBP are deemed to be indirectly owned and controlled by Barry Honig.
- (3) Based on 44,303,545 shares outstanding as of November 7, 2013.
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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2014

By: /s/ Barry Honig  
Barry Honig

GRQ Consultants, Inc.

Date: February 14, 2014

By: /s/ Barry Honig  
Barry Honig  
President

GRQ Consultants, Inc. 401k Plan

Date: February 14, 2014

By: /s/ Barry Honig  
Barry Honig  
President

GRQ Consultants, Inc. Defined  
Benefit Plan

Date: February 14, 2014

By: /s/ Barry Honig  
Barry Honig  
President