

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

Date of Report (Date of earliest  
event reported): May 7, 2012

**DISCOVERY ENERGY CORP.**  
f/k/a "Santos Resource Corp."  
(Exact name of registrant as specified in its Charter)

Nevada	000-53520	98-0507846
(State or other jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

One Riverway Drive, Suite 1700  
Houston, Texas 77056  
713-840-6495

(Address and telephone number of principal executive offices,  
including zip code)

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(Former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of Registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act  
(17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

Effective May 7, 2012, Richard Pierce resigned from his position as a member of the Board of Directors of Discovery Energy Corp., f/k/a "Santos Resource Corp." ("Registrant"). His resignation was not a result of any disagreement with Registrant.

Effective May 7, 2012, Registrant expanded its Board of Directors from two members to three members and elected Keith D. Spickelmier and William E. Begley to fill the newly created vacancies from such expansion and Mr. Pierce's resignation, to serve along with Keith J. McKenzie, who remains as the third director. Mr. Spickelmier was also elected as Registrant's Chairman of the Board.

The following is the background of Registrant's new directors:

**KEITH D. SPICKELMIER** - Mr. Spickelmier (age 50) is the Executive Chairman of Sintana Energy Inc. (SNN:TSX-V), a public company with oil and gas operations in South America. He was a founding partner of Northbrook Energy LLC, which subsequently completed a business combination with Sintana Energy (previously Drift Lake Resources). He was the founder and Chairman of Westside Energy, a company he grew from a start-up in May 2002 to US \$200 million sale in 2008. Prior to joining Westside Energy, he was a partner with the law firm Verner, Liipfert, Bernhard, McPherson and Hand. From April 2001 through July 2003, Mr. Spickelmier was of counsel with the law firm Haynes and Boone, LLP. Mr. Spickelmier holds a B.A. from the University of Nebraska at Kearney and a J.D. from the University of Houston.

**WILLIAM E. BEGLEY** - Mr. Begley (age 57) has been Registrant's Chief Financial Officer and Treasurer since January 2012. Mr. Begley has more than 25 years of energy industry and finance experience, and began his career with British Petroleum (BP). He has also held senior positions in energy banking with Solomon, Inc. and was recently President of Stone & Webster Management Consulting, specializing in the design and development of major energy projects. As a leading energy advisor in Australia, Mr. Begley was instrumental in the development of the liberalized natural gas markets in Australia and Victoria specifically, with Gas & Fuel Victoria, and in the development of VENCORP, the natural gas trading and scheduling exchange in Australia. Mr. Begley also has a strong background in leading major capital energy projects including LNG, Methanol, and related petro-chemical and gas monetization projects, which will complement ongoing company initiatives. He has also been involved in over \$100 billion in energy related mergers and acquisitions, initially with Solomon, Inc. and more recently on an independent basis through WEB Gruppe GmbH. Mr. Begley recently served as Chief Financial Officer and Treasurer for Magellan Petroleum Corporation. His graduate JD/MBA studies are in international business and energy law. Mr. Begley graduated in 1976 with a B.A. from St. Michaels' College in Vermont.

Registrant's Board of Directors has not established any standing committees, including an Audit Committee, Compensation Committee or a Nominating Committee. The Board of Directors as a whole undertakes the functions of those committees. The Board of Directors may establish one or more of these committees whenever it believes that doing so would benefit Registrant.

Registrant has not established standard compensation arrangements for its directors, and the compensation, if any, payable to each individual for his or her service on Registrant's Board will be determined (for the foreseeable future) from time to time by the Board of Directors based upon the amount of time expended by each of the directors on Registrant's behalf.

#### **ITEM 8.01 OTHER EVENTS.**

**AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION.** In view of Registrant's procurement of the necessary consent to all of the proposals contained in Registrant's written consent solicitation statement, effective May 7, 2012 Registrant's Articles of Incorporation have been amended and restated. These Articles of Incorporation have been amended in the following respects:

1. Registrant's corporate name has been changed to "Discovery Energy Corp."
2. The number of Registrant's authorized shares of common stock increased from 75.0 million 500.0 million.
3. Ten million shares of what is generally known as "blank check" preferred stock were created.

Registrant's Articles of Incorporation were restated to consolidate its original provisions with the preceding amendments. A copy of Registrant's First Amended and Restated Articles of Incorporation is attached hereto as an exhibit, and this document will constitute Registrant's charter document for the future.

**COMPLETION OF PRIVATE PLACEMENT.** Registrant closed its private placement of shares of its common stock ("Shares"), \$.001 par value, as of the end of April 2012. As of the conclusion of this offering, Registrant had sold an aggregate of 10,070,000 Shares for aggregate cash offering proceeds of \$1,258,750. The Shares were issued to a total of 23 investors, all of whom are accredited. This Report is neither an offer to sell nor the solicitation of an offer to buy the Shares or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

The issuances of 8.7 million of the Shares described above are claimed to be exempt pursuant to Section 4(2) of the Securities Act of 1933 (the "Securities Act") and Rule 506 of Regulation D under the Securities Act. No advertising or general solicitation was employed in offering these securities. The offering and sale was made only to accredited investors (all of whom are individuals residing or entities based in the State of Texas), and subsequent transfers were restricted in accordance with the requirements of the Securities Act. The issuances of 1.37 million of the Shares described above are claimed to be exempt pursuant to Regulation S under the Securities Act. The offer or sale is made only to persons (each of whom was not a "U.S. person") in an "offshore transaction," no "directed selling efforts" were made in the United States, and "offering restrictions" were implemented (each of the preceding terms in quotation marks being defined in Regulation S).

None of the securities the issuances of which are described above were registered under the Securities Act, and may not be offered or sold in the United States in the absence of an effective registration statement or exemption from registration requirements.

#### **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibits

3.1 First Amended and Restated Articles of Incorporation

3.2 Specimen stock certificate

#### **SIGNATURES**

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

**DISCOVERY ENERGY CORP.**  
**f/k/a Santos Resource Corp.**  
(Registrant)

*Date: May 11, 2012*

*By: /s/ Keith J. McKenzie*

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*Keith J. McKenzie,*  
*Chief Executive Officer*

**FIRST AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION  
OF  
DISCOVERY ENERGY CORP.  
(HERETOFORE NAMED "SANTOS RESOURCE CORP.")**

Pursuant to and in accordance with the provisions of Nevada Revised Statutes ("NRS") Section 78.403, the undersigned does hereby declare and certify that:

- a. He is the duly elected and acting President of Santos Resource Corp., a corporation duly organized and existing under the laws of the State of Nevada changing its name hereby to "Discovery Energy Corp." (the "Corporation");
- b. He has been authorized and directed to execute these amended and restated articles of incorporation of the Corporation by resolution of the board of directors of the Corporation adopted on March 22, 2012;
- c. Stockholders holding approximately a majority of the outstanding shares of Common Stock have approved and authorized these amended and restated articles of incorporation of the Corporation by written consents, and such stockholder consents are sufficient to approve such amended and restated articles of incorporation; and
- d. This certificate correctly sets forth the text of the Corporation's articles of incorporation as amended to the date hereof, and the amended and restated articles of incorporation of the Corporation are as follows

**ARTICLE 1  
NAME**

The name of the corporation is: DISCOVERY ENERGY CORP.

**ARTICLE 2  
RESIDENT AGENT**

The resident agent for this Corporation shall be: Business First Formations, Inc.

The address of said agent, and, the resident or statutory address of this Corporation in the state of Nevada, shall be: 3990 Warren Way, Reno, Nevada 89509.

This Corporation may maintain an office, or offices, in such other place within or without the state of Nevada as may be from time to time designated by the Board of Directors, or by the bylaws of this Corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the state of Nevada as well as within the state of Nevada.

**ARTICLE 3**  
**NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE**

The aggregate number of shares that the Corporation will have authority to issue is Five Hundred Million (500,000,000) shares of common stock, with a par value of \$0.001 per share, and Ten Million (10,000,000) shares of preferred stock, with a par value of \$0.001 per share. Said shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors.

Shares of preferred stock of the Corporation may be issued from time to time in one or more series, each of which shall have such distinctive designation or title as shall be determined by the Board of Directors of the Corporation prior to the issuance of any shares thereof. Preferred stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of preferred stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof. The number of authorized shares of preferred stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of the directors, voting together as a single class, without a separate vote of the holders of the preferred stock, or any series thereof, unless a vote of any such holders is required pursuant to any preferred stock designation.

**ARTICLE 4**  
**BOARD OF DIRECTORS**

The governing board of this Corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of this Corporation, providing that the number of directors shall not be reduced to fewer than one (1).

**ARTICLE 6**  
**PURPOSE OF CORPORATION**

The objects for which this Corporation is formed are to engage in any lawful activity provided for a corporation organized under the provisions of NRS 78.

## ARTICLE 6

### ACQUISITION OF CONTROLLING INTEREST AND COMBINATIONS OF INTERESTED STOCKHOLDERS

The Corporation elects not to be governed by the terms and provisions of Sections 78.378 through 78.3793 inclusive, and Sections 78.411 through 78.444, inclusive, of the Nevada Revised Statutes, as the same may be amended, superseded, or replaced by any successor section, statute, or provision. No amendment to these Articles of Incorporation, directly or indirectly, by merger or consolidation or otherwise, having the effect of amending or repealing any of the provisions of this paragraph shall apply to or have any effect on any transaction involving acquisition of control by any person or any transaction with an interested stockholder occurring prior to such amendment or repeal.

## ARTICLE 7 OTHER MATTERS

7.1 Stock Not Subject to Assessment. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the Corporation.

7.2 Perpetual Existence. The Corporation is to have perpetual existence.

7.3 Powers of Board of Directors. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(A) Subject to the bylaws, if any, adopted by the Stockholders, to make, alter or amend the bylaws of the Corporation.

(B) To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this Corporation.

(C) By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, or in the bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names, as may be stated in the bylaws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

(D) When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of Directors deems expedient and for the best interests of the Corporation.

7.4 Subscribers Have No Subscription Rights. No Stockholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

7.5 Stockholders Meetings. Meeting of Stockholders may be held outside the State of Nevada, if the bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Nevada at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation,

7.6 Limitation of Director's Liabilities. No director or officer of the Corporation shall be personally liable to the Corporation or any of its Stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any amendment to or repeal of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such amendment or repeal.

7.7 Indemnification of Directors. To the fullest extent permitted by the bylaws and Nevada law, this Corporation is authorized to indemnify any of its directors. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal,

7.8 Amendment of Articles of Incorporation. This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has caused this First Amended and Restated Articles of Incorporation of Santos Resource Corp. (changing its name hereby to "Discovery Energy Corp.") to be executed in his above referenced capacities as of the 27th day of April 2012.

*/s/ Keith J. McKenzie*

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*Keith J. McKenzie,*  
*Chief Executive Officer*

**INCORPORATED UNDER THE LAWS OF NEVADA**

**NUMBER SHARES**

**DISCOVERY ENERGY CORP.  
Fully Paid Non Assessable \$0.001 Par Value COMMON STOCK  
CUSIP NO. 25470P 102**

THIS CERTIFIES THAT \_\_\_\_\_ IS THE RECORD HOLDER OF  
\_\_\_\_\_ Shares of DISCOVERY ENERGY CORP. Capital Stock transferable on the books of  
the Corporation by the holder in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is  
not valid until countersigned by the Transfer Agent and registered by the Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signature of its duly authorized officers.

Dated:

**COUNTERSIGNED AND REGISTERED  
ACTION STOCK TRANSFER CORP.**

2469 E Ft. Union Blvd., #214,  
Salt Lake City, UT 84121

By: \_\_\_\_\_

**TRANSFER AGENT-AUTHORIZED SIGNATURE**

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**PRESIDENT SECRETARY**

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common | UNIF GIFT MIN ACT - | Custodian | -----|-----|-----|-----|-----

TEN ENT - as tenants by the entireties		(Cust)	(Minor)
-----			
JT TEN - as joint tenants with rights of survivorship and not as tenants and not as tenants in common		under Uniform Gifts to Minors Act .....	(State)
-----			
		UNIF TRF MIN ACT -  ...  Custodian (until age)	
-----			
		(Cust)	
-----			
		___ under Uniform Transfers (Minor) to Minors Act .....	(State)

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Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, \_\_\_\_\_ hereby sell, assign and transfer unto **PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE** \_\_\_\_\_

(PLEASE PRINT OR TYPE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

\_\_\_\_\_ Shares of the Capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

NOTICE: THE SIGNATURE(S) TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME(S) AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.