GEOPULSE EXPLORATION, INC.

Condensed Consolidated Balance Sheet (Unaudited)

	March 31, 2015	December 31, 2014
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 6,846	$ 36
Other current assets	115,300	108,089
TOTAL CURRENT ASSETS	122,146	108,125
Property and equipment, net	108,915	125,702
Goodwill	202,162	202,162
TOTAL ASSETS	$ 433,223	$ 435,989
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	$ 3,373	$ 3,116
Accrued liabilities	189,000	111,000
Note payable related party	24,504	22,023
TOTAL CURRENT LIABILITIES	$ 216,877	$ 136,139
LONG TERM LIABILITIES		
Note payable related party	114,673	81,614
TOTAL LONG TERM LIABILITIES	114,673	81,614
TOTAL LIABILITIES	$ 331,550	$ 217,753
STOCKHOLDERS' EQUITY		
Preferred stock, Series A, $0.001 par value: 25,000,000 shares authorized; 2,000,000 shares issued and outstanding at March 31, 2015;		
2,000,000 shares issued and outstanding at December 31, 2014;	2,000	2,000
Common stock, $0.001 par value: 200,000,000 shares authorized; 78,804,000 shares issued and outstanding at March 31, 2015;		
78,804,000 shares issued and outstanding at December 31, 2014;	78,804	78,804
Paid-in capital	121,358	121,358
Retained Earnings	(80,391)	12,859
Noncontrolling interest	(20,098)	3,215
TOTAL STOCKHOLDERS' EQUITY	101,673	218,236
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 433,223	$ 435,989

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

GEOPULSE EXPLORATION, INC.

Condensed Consolidated Statements of Operations (Unaudited)

	Three Months Ended	
	March 31, 2015	**March 31, 2014**
REVENUE		
Sales	$ 2,179	$ 287,055
Total revenue	2,179	287,055
OPERATING EXPENSES		
Cost of sales	681	191,026
Selling, general and administrative expenses	115,921	85,554
Total operating expenses	116,602	276,580
Operating income (loss)	(114,423)	10,475
Other Expense		
Interest expense	(2,140)	(5,026)
Income before income taxes	(116,563)	5,449
Provision for income taxes	—	—
NET INCOME (LOSS)	$ (116,563)	$ 5,449
Net income (loss) attributable to non-controlling interest	(23,313)	1,090
Net Income (Loss) Attributable To Geopulse Exploration, Inc.	$ (93,250)	$ 4,359
Weighted average shares outstanding	78,804,000	78,804,000
Basic and diluted per share amounts:		
Continuing operations	$ (0.0015)	$ 0.0001
Net income	$ (0.0015)	$ 0.0001

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

Condensed Consolidated Statements of Cash Flows (Unaudited)

	Three Months Ended	
	March 31, 2015	March 31, 2014
Cash flows from operating activities:		
Net (loss) income from continuing operations	$ (116,563)	$ 5,449
Adjustments to reconcile net (loss) income to net cash from operating activities:		
Depreciation	11,787	10,953
Changes in operating assets and liabilities:		
Accounts receivable	—	(15,198)
Other current assets	(7,211)	15,000
Accounts payable	257	(5,265)
Accrued liabilities	78,000	(11,041)
Net cash (used in) from operating activities	(33,730)	(102)
Cash flows from investing activities:		
Sales of tractor trailers	5,000	—
Net cash from investing activities	5,000	—
Cash flows from financing activities:		
Proceeds from note payable - related party	35,540	14,052
Payments on note payable - related party	—	(31,700)
Payments on note payable	—	(4,426)
Net cash used in financing activities	35,540	(22,074)
Net increase (decrease) in cash and cash equivalents	6,810	(22,176)
Cash and cash equivalents at beginning of period	36	22,176
Cash and cash equivalents at end of period	$ 6,846	$ —

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

Condensed Consolidated Statements of Stockholders' Equity (Unaudited)

	Preferred Stock		Common Stock		Additional Paid-In	Accumulated	Non-Controlling	Total Shareholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Interest	Equity
BALANCES, December 31, 2013	2,000,000	2,000	78,804,000	$ 78,804	$ 121,358	$ 6,012	$ 1,503	$ 209,677
Net Income attributable to non-controlling interest							1,712	1,712
Net income from continuing operations						6,847		6,847
BALANCES, December 31, 2014	2,000,000	2,000	78,804,000	$ 78,804	$ 121,358	$ 12,859	$ 3,215	$ 218,236
Net Income attributable to non-controlling interest							(23,313)	(23,313)
Net income from continuing operations						(93,250)		(93,250)
BALANCES, March 31, 2015	2,000,000	2,000	78,804,000	$ 78,804	$ 121,358	$ (80,391)	$ (20,098)	$ 101,673

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

GEOPULSE EXPLORATION, INC.
Notes to the Condensed Consolidated Financial Statements
March 31, 2015
Unaudited

Note 1. General

Nature of Business

Through its majority-owned subsidiary, Dakota Energy Resources, Inc. ("Dakota Energy"), the Company is in the oil field industry with operations currently in the Bakken Shale region of North Dakota, with plans to expand into Montana, Wyoming and Colorado. The Company operates in the oilfield services business which includes, oil field fluid transportation, fluid transfers, oil filed chemical distribution and transportation, fresh water sales and transportation, water pipeline set up, maintenance, and relocation.

Geopulse Exploration, Inc. ("Geopulse") was formed on August 13, 2004 in the State of Nevada. The Company was organized for the purpose of acquiring and developing mineral claims. During fiscal year end 2011, the Company's previous mining claims lapsed and the Company shifted its business model toward finding merger possibilities and thus became a Development Stage company. Subsequent to January 31, 2011, the Company acquired two mining claims and became a pre-exploration stage company.

Recent Developments

On July 24, 2015, the Company and Mark Childs, who is a member of Geopulse's Board of Directors and serves as its Secretary, on the one hand, and Craig Osterhoudt, who is a member of Geopulse's Board of Directors and serves as its President and Treasurer ("Osterhoudt"), on the other hand, entered into a Stock Purchase Agreement (the "Agreement"), pursuant to which Osterhoudt agreed to sell 15,000,000 shares of the Company's common stock and 1,000,000 shares of the Company's Series A Preferred stock in exchange for an initial cash payment of $40,000 and a cash payment of $85,000 to be made six months after the date of the Agreement (the "Final Payment"). Furthermore, beginning as of August 1, 2015, the Company agrees to apply the greater of $5,000 per month or 25% of the net proceeds from all water sales received by Purchaser and all funds received through any debt or equity capital raises, towards the Final Payment. In connection with the Final Payment, the Company issued an $88,615.65 principle amount promissory note which shall accrue interest on the outstanding principal amount beginning on the date that is nine months after the date of the Agreement at a rate of two percent (2%) per month.

On July 28, 2015, Craig Osterhoudt, who is a member of Geopulse's Board of Directors and serves as its President and Treasurer ("Osterhoudt") has tendered his resignation as a member of the Company's Board of Directors and its President and Treasurer effective immediately.

On July 28, 2015, the Company to appointed Michael Childs, who is related to Mark Childs, one of the Company's officers and directors, to serve as the Company's President and Treasurer effective immediately.

On July 24, 2015, the Company entered into a Termination Agreement (the "Termination Agreement") with Craig Osterhoudt ("Osterhoudt") (the Company and Osterhoudt together as "the Parties"), pursuant to which terminated effective July 24, 2015 the Consulting Services Agreement dated December 13, 2014 between the Parties.

On July 24, 2015, the Company entered into a First Amendment to Common Stock Purchase Warrant (the "Warrant") with Craig Osterhoudt, pursuant to the terms of which extended the number of years that the Warrant may be exercised from three years to four years.

Principal Services

Dakota Energy Resources Corporation

The Company's principal services are offered through its majority-owned subsidiary Dakota Energy Resources Corporation, which was formed on October 21, 2013 in the State of Nevada. It was organized for the purpose of servicing the oilfield, energy and extractive industries located in North Dakota. Dakota Energy specializes in the transfer of oilfield fluids via trucking and pipeline and the supply and maintenance of on and offsite fluid storage devices.

The Company has plans to begin work in the pad construction and site maintenance field as well as frac sand hauling and distribution. The Company's business opportunities include, but are not limited to the following:

- Oilfield Fluids Transportation;
- Oilfield Fluids Transfer;
- Frac Sand Sales, Distribution and Hauling;
- Fresh Water Supply, Distribution and Transfer;
- Oilfield Chemicals;
- Solids Control and Management; and
- Pad, water source construction.

Note 2. Basis Of Presentation And Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its majority-owned subsidiary and have been prepared in accordance with generally accepted accounting principles (GAAP) in the United States of America.

Reclassifications

Certain prior year amounts in the accompanying consolidated financial statements have been reclassified to conform to the current year's presentation. These reclassifications had no effect on the consolidated results of operations or financial position for any years presented.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its majority-owned subsidiary. The Company has adopted the accounting standards for non-controlling interests and reclassified the equity attributable to its non-controlling interests as a component of equity in the accompanying consolidated balance sheets. All significant intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying

notes. These estimates are based on knowledge of current events and anticipated future events and accordingly, actual results may differ from those estimates.

Risks related to cash

The Company maintains cash in bank and deposit accounts, which at times may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents.

Cash and Cash equivalents

The Company considers only highly liquid investments such as money market funds and commercial paper with maturities of 90 days or less at the date of their acquisition as cash and cash equivalents.

Fair Value of Financial Instruments

The accounting standards regarding disclosures about fair value of financial instruments defines financial instruments and required fair value disclosure of those instruments. This accounting standard defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure requirements for fair value measures. Receivables, investments, payables, short and long term debt and warrant liabilities qualified as financial instruments. Management believes the carrying amounts of receivables, payables and debt are a reasonable estimate of fair value because of the short period of time between the origination of such instruments, their expected realization, and if applicable, their stated interest rate is equivalent to interest rates currently available. The three levels are defined as follows:

Level 1 Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value.

The Company analyzes all financial instruments with features of both liabilities and equity under the accounting standards regarding accounting for certain financial instruments with characteristics of both liabilities and equity, accounting for derivative instruments and hedging activities, accounting for derivative financial instruments indexed to, and potentially settled in, a company's own stock, and the accounting standard regarding determining whether an instrument (or embedded feature) is indexed to an entity's own stock. The accounting standard specifies that a contract that would otherwise meet the definition of a derivative but is both (a) indexed to the Company's own stock and (b) classified in stockholders' equity in the statement of financial position would not be considered a derivative financial instrument. This standard provides a two-step model to be applied in determining whether a financial instrument or an embedded feature is indexed to an issuer's own stock and thus able to qualify for this accounting standard scope exception. All warrants issued by the Company are denominated in U.S. dollars.

Accounts Receivable

Accounts receivable are recorded at the invoice amount and do not bear interest.

Allowance for Doubtful Accounts

Allowance for doubtful accounts is defined as a company's estimate of the amount of probable credit losses in the company's existing accounts receivable. The Company does not maintain an allowance for doubtful accounts based upon management's review of the Company's revenue structure whereby substantially all receivables are confirmed before they are booked as revenue. The Company reviews its allowance for doubtful accounts policy periodically. The Company does not have any off-balance-sheet exposure related to its customers.

Property and Equipment

Property and equipment are recorded at cost and depreciated using the straight-line method over the useful lives of the assets, generally from three to seven years. Property and equipment at March 31, 2015 and December 31, 2014 are presented net of accumulated depreciation of $61,185 and $49,398, respectively.

Goodwill

In accordance with *Goodwill and Other Intangible Assets*, goodwill is defined as the excess of the purchase price over the fair value assigned to individual assets acquired and liabilities assumed and is tested for impairment at the reporting unit level on an annual basis in the Company's fourth fiscal quarter or more frequently if indicators of impairment exist. The performance of the test involves a two-step process. The first step of the impairment test involves comparing the fair value of the Company's reporting units with each respective reporting unit's carrying amount, including goodwill. The fair value of reporting units is generally determined using the income approach. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, the second step of the goodwill impairment test is performed to determine the amount of any impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill. No amortization is recorded for goodwill with indefinite useful life. No goodwill impairment was recognized during the three months ended March 31, 2015 and during the year ended December 31, 2014.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 605, "*Revenue Recognition*," by recognizing as revenue the fees it charges customers as referenced below because persuasive evidence of an arrangement exists, the fees it charges are substantially fixed or determinable during the period that it provides the services, the Company and its customers understand the specific nature and terms of the agreed upon transactions, collectability is reasonable assured and services have been rendered.

The Company and its majority-owned subsidiary recognize revenue as follows:

The Company currently generates revenue as a contract carrier in the state of North Dakota providing transportation of commodities which to date has been exclusively water. The Company charges a fee for all commodities that it transports.

Heavy reliance on one customer

During the three months ended March 31, 2015, approximately 69% of the Company's revenue was generated from one customer.

Income Taxes

The Company follows *Accounting for Income Taxes* which requires recognition of deferred income tax liabilities and assets for the expected future tax consequences of temporary differences between the income tax basis and financial reporting basis of assets and liabilities. Provision for income taxes consists of taxes currently due plus deferred taxes.

The charge for taxation is based on the results for the year as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax is accounted for using the balance sheet liability method in respect to temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of assessable tax profit. In principle, deferred tax liabilities are recognized for all taxable temporary differences, and deferred tax assets are recognized to the extent it is probable that taxable profit will be available against which deductible temporary differences can be utilized.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled. Deferred tax is charged or credited in the income statement, except when it relates to items credited or charged directly to equity, in which case the deferred tax is also recorded in equity.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Uncertain tax positions

The Company recognizes uncertain tax positions based on a benefit recognition model. Provided that the tax position is deemed more likely than not of being sustained, the Company recognizes the largest amount of tax benefit that is greater than 50% likely of being ultimately realized upon settlement. The tax position is derecognized when it is no longer more likely than not of being sustained. The Company classifies income tax-related interest and penalties as interest expense and SGA expense, respectively, on the Consolidated Statement of Operations.

Recent Accounting Pronouncements

In December 2011, the Financial Accounting Standards Board, or FASB, issued an accounting standards update to require disclosure of information about the effect of rights of offset with certain financial instruments on an entity's financial position. In January 2013, the FASB issued an accounting standards update that clarifies the aforementioned offsetting disclosure requirements. The disclosure requirements are only applicable to rights of offset of certain derivative instruments, repurchase agreements and reverse purchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with standards set forth by the FASB Codification subject to master netting arrangements or

similar agreements. Adoption of this standard had no significant impact on the Company's consolidated financial statements.

In February 2013, the FASB issued an accounting standards update that requires presentation for reclassification adjustments from accumulated other comprehensive income into net income in a single note or on the face of the financial statements. The adoption of this standard had an immaterial effect on the Company's consolidated financial statements and as such, the required presentation is not included herein.

In July 2013, the FASB issued an accounting standards update that specifies that unrecognized tax benefits should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward. When a net operating loss carryforward, a similar tax loss or tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes or the entity does not intend to use the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. This amendment is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of this accounting standards update did not have significant impact on the Company's consolidated financial statements.

FASB issued an accounting standards update amending ASC 220 to improve the comparability, consistency and transparency of reporting of comprehensive income. It amends existing guidance by allowing only two options for presenting the components of net income and other comprehensive income: (1) in a single continuous financial statement, statement of comprehensive income or (2) in two separate but consecutive financial statements, consisting of an income statement followed by a separate statement of other comprehensive income. Also, items that are reclassified from other comprehensive income to net income must be presented on the face of the financial statements. ASU No. 2011-05 requires retrospective application, and it is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. In December 2011, FASB issued ASU 2011-12. ASU 2011-12 indefinitely deferred the provisions of ASU 2011-05 requiring the presentation of reclassification adjustments on the face of the financial statements for items reclassified from other comprehensive income to net income. The adoption of this standard did not have a material impact on the Company's financial statements.

FASB issued an accounting standards update amending ASC 820, which is effective for interim and annual periods beginning after December 31, 2011, to achieve common fair value measurement and disclosure requirements between GAAP and IFRS. This amendment changes the wording used to describe fair value and requires additional disclosures. The adoption of this amendment did not have a material impact on the Company's financial statements.

In September 2011, the FASB issued an amendment to an existing accounting standard, which provides an option to perform a qualitative assessment to determine whether further impairment testing on goodwill is necessary. Specifically, an entity has the option to first assess qualitative factors to determine whether it is necessary to perform the current two-step test. If an entity believes, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required. This standard is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The adoption of this standard did not have a material impact on the Company's financial statements.

During May 2009 and February 2010, the FASB issued a new authoritative pronouncement regarding recognized and non-recognized subsequent events. This guidance establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before the financial statements are issued or are available to be issued. The adoption of this guidance had no impact on the Company's results of operations or financial position.

Other Recently Issued, but Not Yet Effective Accounting Pronouncements

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

Note 3. Equity Transactions

At March 31, 2015 the total number of shares of the Company's common stock that were issued and outstanding was 78,804,000. At March 31, 2015 the total number of shares of the Company's preferred stock that were issued and outstanding was 2,000,000.

On June 7, 2010, the Company increased the number of its authorized common shares of stock to 1,000,000,000 shares. On December 21, 2010, the Company issued an 11-for-1 forward stock split in the form of a stock dividend. On November 25, 2013, the Company decreased the total number of shares of Common Stock which it is authorized to issue to 200,000,000. On November 25, 2013, the Company increased the total number of shares of Preferred Stock which it is authorized to issue to 25,000,000.

Preferred Stock Issuances

On December 30, 2013 the Company issued 2,000,000 shares of its preferred stock pursuant to the acquisition of Dakota Energy.

Common Stock Issuances

During the year ended 2005, the Company issued 1,900,000 shares of its common stock for $19,000.

During the year ended 2006, the Company issued 480,000 shares of its common stock for $24,000.

On May 24, 2010, the Company issued 10,000,000 shares of its common stock to its former chief executive officer for $19,973.

On June 16, 2012, the Company issued 14,800,000 shares of its common stock for $74,000 in debt to third party investors.

On January 15, 2013, the Company's former chief executive officer retired 123,376,000 shares of the Company's common stock.

On December 30, 2013, the Company issued 51,200,000 shares of its common stock pursuant to the acquisition of Dakota Energy.

Note 4. Other Current Assets

Consulting Agreements – Related Parties

On December 13, 2013, the Company entered into a consulting services agreement with a Mr. Mark Childs, who is a member of Geopulse's Board of Directors and serves as its Secretary, (the "Consulting Agreement") pursuant to the terms of which, the Company would receive consulting services for a term of one year and is renewable for up to three additional successive one year terms. Pursuant to the terms of the Consulting Agreement, consideration consists of a cash payment of $15,000 per year and 2,500,000 Common Stock purchase warrants with a three-year contractual term and with each warrant entitling the holder thereof to purchase one share of common stock at a price of $0.002. On July 24, 2015, and effective January 1, 2015, the Company amended and renewed the Consulting Agreement for an additional one-year term and increased the cash payment of $15,000 per year to $36,000 per year beginning on January 1, 2015. The Company valued the renewed agreement at $36,000 and is being amortized on a straight-line basis over the term of the Consulting Agreement. At March 31, 2015, the Company has recorded a prepaid expense balance of $27,000.

On December 13, 2013, the Company entered into a consulting services agreement with a Mr. Jack Galvin, who serves as the Company's Public Relations and Investor Relations consultant, (the "Consulting Agreement") pursuant to the terms of which, the Company would receive consulting services for a term of one year and is renewable for up to three additional successive one year terms. Pursuant to the terms of the Consulting Agreement, consideration consists of a cash payment of $15,000 per year and 2,500,000 Common Stock purchase warrants with a three-year contractual term and with each warrant entitling the holder thereof to purchase one share of common stock at a price of $0.002. On July 24, 2015, and effective January 1, 2015, the Company amended and renewed the Consulting Agreement for an additional one-year term and increased the cash payment of $15,000 per year to $42,000 per year beginning on January 1, 2015. The Company valued the renewed agreement at $42,000 and is being amortized on a straight-line basis over the term of the Consulting Agreement. At March 31, 2015, the Company has recorded a prepaid expense balance of $31,500.

On November 4, 2014, the Company entered into a consulting services agreement with Mr. Michael Childs who is related to Mark Childs, one of the Company's officers and directors, and thus, there may exist a conflict of interest with respect to the approval of the Consulting Agreement and which potential conflict of interest, to the extent one may exist, was waived by the Directors on behalf of the Company (the "Consulting Agreement"). Pursuant to the terms of the Consulting Agreement, the Company would receive consulting services for a term of one year and is renewable for up to three additional successive one-year terms. Pursuant to the terms of the Consulting Agreement, consideration consists of a cash payment of $96,000 per year paid monthly and 5,000,000 Common Stock purchase warrants with a three-year contractual term and with each warrant entitling the holder thereof to purchase one share of common stock at a price of $0.002. The Company valued the agreement at $96,000 and is being amortized on a straight-line basis over the term of the Consulting Agreement. At March 31, 2015, the Company has recorded a prepaid expense balance of $56,000.

At March 31, 2015, the Company had $800 in a security deposit.

Note 5. Property And Equipment

Property and equipment are recorded at cost and depreciated using the straight-line method over the useful lives of the assets, generally from three to seven years. Property and equipment at March 31, 2015 and December 31, 2014 consist of the following:

Property and Equipment	March 31 2015	December 31, 2014
Semi-Trucks and Trailers	$ 170,100	$ 175,100
Less: Accumulated Depreciation	(61,185)	(49,398)
Property and Equipment, net	$ 108,915	$ 125,702

For the three months ended March 31, 2015 and for the year ended December 31, 2014, depreciation expense was $11,787 and $42,846, respectively.

Note 6. Intangible Asset

On December 13, 2013, Geopulse Exploration Inc. entered into a Reorganization and Stock Purchase Agreement with Dakota Energy Resources Corporation. Pursuant to the terms of the Reorganization and Stock Purchase Agreement, Geopulse acquired a majority interest in Dakota Energy and Dakota Energy will operate as a majority-owned subsidiary of the Company. Goodwill of $202,162 was recorded in the transaction.

Note 7. Accrued Liabilities

On December 13, 2013, the Company entered into a consulting services agreement with a Mr. Jack Galvin, who serves as the Company's Public Relations and Investor Relations consultant, (the "Consulting Agreement") pursuant to the terms of which, the Company would receive consulting services for a term of one year and is renewable for up to three additional successive one year terms. Pursuant to the terms of the Consulting Agreement, consideration consists of a cash payment of $15,000 per year and 2,500,000 Common Stock purchase warrants with a three-year contractual term and with each warrant entitling the holder thereof to purchase one share of common stock at a price of $0.002. On July 24, 2015, and effective January 1, 2015, the Company amended and renewed the Consulting Agreement for an additional one-year term and increased the cash payment of $15,000 per year to $42,000 per year beginning on January 1, 2015. The Company valued the renewed agreement at $42,000 and is being amortized on a straight-line basis over the term of the Consulting Agreement. At March 31, 2015, the Company has recorded a liability of $52,500.

On November 4, 2014, the Company entered into a consulting services agreement with Mr. Michael Childs who is related to Mark Childs, one of the Company's officers and directors, and thus, there may exist a conflict of interest with respect to the approval of the Consulting Agreement and which potential conflict of interest, to the extent one may exist, was waived by the Directors on behalf of the Company (the "Consulting Agreement"). Pursuant to the terms of the Consulting Agreement, the Company would receive consulting services for a term of one year and is renewable for up to three additional successive one year terms. Pursuant to the terms of the Consulting Agreement, consideration consists of a cash payment of $96,000 per year paid monthly and 5,000,000 Common Stock purchase warrants with a three-year contractual term and with each warrant entitling the holder thereof to purchase one share of common

stock at a price of $0.002. The Company valued the agreement at $96,000 and is being amortized on a straight-line basis over the term of the Consulting Agreement. At March 31, 2015, the Company has recorded a liability of $96,000.

On December 13, 2013, the Company entered into a consulting services agreement with a Mr. Mark Childs, who is a member of Geopulse's Board of Directors and serves as its Secretary, (the "Consulting Agreement") pursuant to the terms of which, the Company would receive consulting services for a term of one year and is renewable for up to three additional successive one year terms. Pursuant to the terms of the Consulting Agreement, consideration consists of a cash payment of $15,000 per year and 2,500,000 Common Stock purchase warrants with a three-year contractual term and with each warrant entitling the holder thereof to purchase one share of common stock at a price of $0.002. On July 24, 2015, and effective January 1, 2015, the Company amended and renewed the Consulting Agreement for an additional one-year term and increased the cash payment of $15,000 per year to $36,000 per year beginning on January 1, 2015. The Company valued the renewed agreement at $36,000 and is being amortized on a straight-line basis over the term of the Consulting Agreement. At March 31, 2015, the Company has recorded a liability of $36,000.

At March 31, 2015, the Company had $4,500 in commission payable owed to Mr. Craig Osterhoudt, who is a member of Geopulse's Board of Directors and serves as its President and Treasurer.

See *Note 8. Note Payable Related Party* for a discussion regarding the conversion of a $15,000 current liability into a promissory note owed to Mr. Mark Childs, who is a member of Geopulse's Board of Directors and serves as its Secretary, pursuant to a consulting agreement.

Note 8. Notes Payable Related Party

During November 2014 through March 2015, Mr. Craig Osterhoudt, who is a member of Geopulse's Board of Directors and serves as its President and Treasurer, loaned the Company $24,400. The Company recorded the amount as a demand note and which note carries imputed interest. At March 31, 2015 the balance of principle and accrued but unpaid interest was $24,504. See *Note 13. Subsequent Events* for additional amounts loaned to the Company subsequent to the quarter ending.

During January 2015 through March 2015, Real Properties of America, Inc., a company controlled by Mr. Mark Childs, who is a member of Geopulse's Board of Directors and serves as its Secretary ("Real Properties"), loaned the Company $31,000. On August 5, 2015, the Company entered into an unsecured promissory note with Real Properties which note carries 8% interest per annum which interest begins to accrued from the date the funds were advanced to the Company. At March 31, 2015 the balance of principle and accrued but unpaid interest was $31,480. See *Note 13. Subsequent Events* for additional amounts loaned to the Company subsequent to the quarter ending.

On December 13, 2013, the Company entered into a consulting services agreement with Mr. Mark Childs, who is a member of Geopulse's Board of Directors and serves as its Secretary, (the "Consulting Agreement") pursuant to the terms of which, the Company would receive consulting services for a term of one year and is renewable for up to three additional successive one year terms. Pursuant to the terms of the Consulting Agreement, consideration consists of a cash payment of $15,000 per year and 2,500,000 Common Stock purchase warrants with a three-year contractual term and with each warrant entitling the holder thereof to purchase one share of common stock at a price of $0.002. On September 30, 2014, the $15,000 owed to Mr. Childs was converted into a $15,000 principle unsecured promissory note with 8%

interest, due December 31, 2017. At March 31, 2015, the principal plus accrued but unpaid interest totaled $15,599.

On November 1, 2013 the Company entered into a purchase agreement (the "Purchase Agreement") with Childs, LLC, a Nevada limited liability company, pursuant to which the Company purchased 2 semi-trucks and 2 trailers for $90,000 which is payable $5,000 per month for 18 months beginning on December 15, 2013 and carries no interest or prepayment penalties. The managing member of Childs LLC is Mark Childs, who is a Director, Officer and 20% stockholder of Geopulse. On September 30, 2014, the outstanding balance pursuant to the Purchase Agreement was $65,000, which amount was converted into a $65,000 principle promissory note with 8% interest, due December 31, 2017 and is secured by 2 semi-trucks and 2 trailers purchased under the Purchase Agreement. At March 31, 2015, the principal plus accrued but unpaid interest totaled $67,594.

Below is a summary of Notes Payable Related Party which includes accrued interest:

Notes payable related party current	**March 31 2015**	**December 31, 2014**
Osterhoudt Note	$ 24,504	$ 22,023
Total Notes payable related party current	$ 24,504	$ 22,023

Notes payable related party noncurrent	**March 31 2014**	**December 31, 2014**
Real Properties (Mark Childs) Note	$ 31,480	$ -
Mark Childs Note #3	67,594	66,311.00
Mark Childs Note #4	15,599	15,303.00
Total Notes payable related party noncurrent	$ 114,673	$ 81,614
Total Notes Payable Related Party	$ 139,177	$ 103,637

Note 9. Income Per Common Share

Income per common share is based on the weighted average number of common shares outstanding. The Company complies with *Earnings Per Share*, which requires dual presentation of basic and diluted earnings per share on the face of the statements of operations. Basic per share earnings or loss excludes dilution and is computed by dividing income (loss) available to common stockholders by the weighted-average common shares outstanding for the period. Diluted per share earnings or loss reflect the potential dilution that could occur if convertible preferred stock or debentures, options and warrants were to be exercised or converted or otherwise result in the issuance of common stock that is then shared in the earnings of the entity.

As of March 31, 2015, there were outstanding 15,000,000 common stock purchase warrants that were not included in the computation of diluted EPS because to do so would have been antidilutive for the period presented.

Note 10. Related Party Transactions

All material intercompany transactions have been eliminated upon consolidation of the Company's entities. During the six months ended March 31, 2015, cash transfers, equity and accounts between the Company and its subsidiary have been eliminated upon consolidation.

On November 4, 2014, the Company entered into a consulting services agreement with Mr. Michael Childs who is related to Mark Childs, one of the Company's officers and directors, and thus, there may exist a conflict of interest with respect to the approval of the Consulting Agreement and which potential conflict of interest, to the extent one may exist, was waived by the Directors on behalf of the Company (the "Consulting Agreement"). Pursuant to the terms of the Consulting Agreement, the Company would receive consulting services for a term of one year and is renewable for up to three additional successive one year terms. Pursuant to the terms of the Consulting Agreement, consideration consists of a cash payment of $96,000 per year paid monthly and 5,000,000 Common Stock purchase warrants with a three-year contractual term and with each warrant entitling the holder thereof to purchase one share of common stock at a price of $0.002. The Company valued the agreement at $96,000 and is being amortized on a straight-line basis over the term of the Consulting Agreement. At March 31, 2015, the Company has recorded a liability of $96,000.

On December 13, 2013, the Company entered into a consulting services agreement with a Mr. Jack Galvin, who serves as the Company's Public Relations and Investor Relations consultant, (the "Consulting Agreement") pursuant to the terms of which, the Company would receive consulting services for a term of one year and is renewable for up to three additional successive one year terms. Pursuant to the terms of the Consulting Agreement, consideration consists of a cash payment of $15,000 per year and 2,500,000 Common Stock purchase warrants with a three-year contractual term and with each warrant entitling the holder thereof to purchase one share of common stock at a price of $0.002. On July 24, 2015, and effective January 1, 2015, the Company amended and renewed the Consulting Agreement for an additional one-year term and increased the cash payment of $15,000 per year to $42,000 per year beginning on January 1, 2015. The Company valued the renewed agreement at $42,000 and is being amortized on a straight-line basis over the term of the Consulting Agreement. At March 31, 2015, the Company has recorded a liability of $52,500.

On December 13, 2013, the Company entered into a consulting services agreement with Mr. Mark Childs, who is a member of Geopulse's Board of Directors and serves as its Secretary, (the "Consulting Agreement") pursuant to the terms of which, the Company would receive consulting services for a term of one year and is renewable for up to three additional successive one year terms. Pursuant to the terms of the Consulting Agreement, consideration consists of a cash payment of $15,000 per year and 2,500,000 Common Stock purchase warrants with a three-year contractual term and with each warrant entitling the holder thereof to purchase one share of common stock at a price of $0.002. On July 24, 2015, and effective January 1, 2015, the Company amended and renewed the Consulting Agreement for an additional one-year term and increased the cash payment of $15,000 per year to $36,000 per year beginning on January 1, 2015. The Company valued the renewed agreement at $36,000 and is being amortized on a straight-line basis over the term of the Consulting Agreement. At March 31, 2015, the Company has recorded a liability of $36,000. On September 30, 2014, the $15,000 owed to Mr. Childs was converted into a $15,000 principle unsecured promissory note with 8% interest, due December 31, 2017. At March 31, 2015, the principal plus accrued but unpaid interest totaled $15,599.

During November 2014 through March 2015, Mr. Craig Osterhoudt, who is a member of Geopulse's Board of Directors and serves as its President and Treasurer, loaned the Company $24,400. The Company

recorded the amount as a demand note and which note carries imputed interest. At March 31, 2015 the balance of principle and accrued but unpaid interest was $24,504. See *Note 13. Subsequent Events* for additional amounts loaned to the Company subsequent to the quarter ending.

During January 2015 through March 2015, Real Properties of America, Inc., a company controlled by Mr. Mark Childs, who is a member of Geopulse's Board of Directors and serves as its Secretary ("Real Properties"), loaned the Company $31,000. On August 5, 2015, the Company entered into an unsecured promissory note with Real Properties which note carries 8% interest per annum which interest begins to accrued from the date the funds were advanced to the Company. At March 31, 2015 the balance of principle and accrued but unpaid interest was $31,480. See *Note 13. Subsequent Events* for additional amounts loaned to the Company subsequent to the quarter ending.

On November 1, 2013 the Company entered into a purchase agreement (the "Purchase Agreement") with Childs, LLC, a Nevada limited liability company, pursuant to which the Company purchased 2 semi-trucks and 2 trailers for $90,000 which is payable $5,000 per month for 18 months beginning on December 15, 2013 and carries no interest or prepayment penalties. The managing member of Childs LLC is Mark Childs, who is a Director, Officer and 20% stockholder of Geopulse. On September 30, 2014, the outstanding balance pursuant to the Purchase Agreement was $65,000, which amount was converted into a $65,000 principle promissory note with 8% interest, due December 31, 2017 and is secured by 2 semi-trucks and 2 trailers purchased under the Purchase Agreement. At March 31, 2015, the principal plus accrued but unpaid interest totaled $67,594.

Note 11. Warrants

As of March 31, 2015, there were outstanding 15,000,000 common stock purchase warrants. *See Note 4. Other Current Assets* for information on the warrants.

The following table summarizes information about common stock warrants outstanding at March 31, 2015:

Outstanding				Exercisable	
Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life (years)	Weighted Exercise Price Average	Number Exercisable	Weighted Average Exercise Price
$ 0.002	5,000,000	0.57	$ 0.0007	5,000,000	$ 0.0010
0.002	2,500,000	0.28	0.0003	2,500,000	0.0005
0.002	2,500,000	0.28	0.0003	2,500,000	0.0005
0.002	5,000,000	0.88	0.0007	-0-	-0-
$ 0.002	15,000,000	2.02	$ 0.002	10,000,000	$ 0.002

Note 12. Commitments And Contingencies

On September 12, 2014 the Company entered into a new lease at 3710 E Burdick Expressway #3, Minot, North Dakota 58701. The office space is approximately 1000 square feet. Pursuant to the terms of the lease, rent is $800 per month for 24 months.

Set forth below is a summary of current obligations as of March 31, 2015 comprised exclusively of the rental lease obligations to make future payments due by the period indicated below:

Minot Office	Minimum Payments	Monthly Base Rent
2015	$ 7,200	$ 800
2016	$ 7,200	$ 800

Note 13. Subsequent Events

The Company evaluated its March 31, 2015 financial statements for subsequent events through August 7, 2015, the date the financial statements were available to be issued.

On July 24, 2015, the Company and Mark Childs, who is a member of Geopulse's Board of Directors and serves as its Secretary, on the one hand, and Craig Osterhoudt, who is a member of Geopulse's Board of Directors and serves as its President and Treasurer ("Osterhoudt"), on the other hand, entered into a Stock Purchase Agreement (the "Agreement"), pursuant to which Osterhoudt agreed to sell 15,000,000 shares of the Company's common stock and 1,000,000 shares of the Company's Series A Preferred stock in exchange for an initial cash payment of $40,000 and a cash payment of $85,000 to be made six months after the date of the Agreement (the "Final Payment"). Furthermore, beginning as of August 1, 2015, the Company agrees to apply the greater of $5,000 per month or 25% of the net proceeds from all water sales received by Purchaser and all funds received through any debt or equity capital raises, towards the Final Payment. In connection with the Final Payment, the Company issued an $88,615.65 principle amount promissory note which shall accrue interest on the outstanding principal amount beginning on the date that is nine months after the date of the Agreement at a rate of two percent (2%) per month.

On July 28, 2015, Craig Osterhoudt, who is a member of Geopulse's Board of Directors and serves as its President and Treasurer ("Osterhoudt") has tendered his resignation as a member of the Company's Board of Directors and its President and Treasurer effective immediately.

On July 28, 2015, the Company to appointed Michael Childs, who is related to Mark Childs, one of the Company's officers and directors, to serve as the Company's President and Treasurer effective immediately.

On July 24, 2015, the Company entered into a Termination Agreement (the "Termination Agreement") with Craig Osterhoudt ("Osterhoudt") (the Company and Osterhoudt together as "the Parties"), pursuant to which terminated effective July 24, 2015 the Consulting Services Agreement dated December 13, 2014 between the Parties.

On July 24, 2015, the Company entered into a First Amendment to Common Stock Purchase Warrant (the "Warrant") with Craig Osterhoudt, pursuant to the terms of which extended the number of years that the Warrant may be exercised from three years to four years.

During July 2015, the Company had revenue from the sale of barrels of water totaling $358,354.

On June 30, 2015, Mr. Jack Galvin ("Galvin"), who serves as the Company's Public Relations and Investor Relations consultant, loaned the Company $2,500. On August 5, 2015, the Company entered into

an unsecured promissory note with Galvin which note carries 8% interest per annum which interest begins to accrued from the date the funds were advanced to the Company.

Subsequent to the quarter ending, Real Properties of America, Inc., a company controlled by Mr. Mark Childs, who is a member of Geopulse's Board of Directors and serves as its Secretary, loaned the Company $13,599.

Subsequent to the quarter ending, Craig Osterhoudt, who is a member of Geopulse's Board of Directors and serves as its President and Treasurer, loaned the Company $13,865.