ENSURGE, INC.

(AN EXPLORATION STAGE COMPANY)

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED

DECEMBER 31, 2014 AND 2013

ENSURGE, INC.
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED BALANCE SHEET
DECEMBER 31, 2014 AND 2013

	December 31, 2014	December 31, 2013
ASSETS		
Current Assets		
Cash	$ 67	$ 351
Prepaid Expenses	2,400	-
Investment in Tansglobal, Net of Reserves of $322,400	-	
Deposits on Purchase of Subsidiaries	38,000	-
Total Assets	$ 40,467	$ 351
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Trade Accounts Payable	$ 177,490	$ 177,490
Accrued Payroll - Related Party	148,366	-
Accrued Payroll	290,075	330,075
Accrued interest Payable	43,362	22,005
Convertible Notes Payable Net of Debt Discount	81,045	3,822
Notes Payable	218,524	209,050
Proceeds for Common Stock to be Issued	1,360,000	1,360,000
Debt Derivative Liability	59,017	60,324
Warrants Derivative Liability	43,562	314,305
Total Current Liabilities	2,421,441	2,477,071
Stockholders' Deficit		
Preferred Stock, $.001 Par Value, 10,000,000 Shares Authorized 0 Shares Outstanding	-	-
Common Stock, $.001 Par Value, 100,000,000 Shares Authorized, 79,458,726 and 67,228,726 Shares Issued and Outstanding	79,459	67,229
Additional Paid in Capital	56,828,788	56,609,618
Stock Subscription Receivable	(75,000)	(75,000)
Accumulated Deficit	(23,315,973)	(23,315,973)
Exploration Stage Deficit	(35,898,248)	(35,762,594)
Total Stockholders' Deficit	(2,380,974)	(2,476,720)
Total Liabilities and Stockholders' Deficit	$ 40,467	$ 351

The Accompany Notes are an Integral Part of These Consolidated Financial Statements

ENSURGE, INC.
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEARS ENDED

	December 31, 2014	December 31, 2013	From Inception of Exploration Stage January 1, 2010 Through December 31, 2014
SALES	$ -	$ -	$ -
OPERATING EXPENSES	343,629	907,152	30,900,416
OPERATING LOSS	(343,629)	(907,152)	(30,900,416)
OTHER NON OPERATING INCOME/EXPENSES			
Derivative Gain	329,519	602,173	8,091,229
Gain on Sale of Subsidiary	-	1,676,354	1,676,354
Loss on Sale of Fixed Assets, net	-	(39,610)	(39,610)
Impairment of Goodwill	-	(660,000)	(660,000)
Derivative Day-One Loss	(18,469)	(31,160)	(12,020,108)
Interest Expense	(103,075)	(255,910)	(2,048,055)
Interest Income	-	-	3,558
Net Non Operating Income/Expenses	207,975	1,291,847	(4,996,632)
NET PROFIT/(LOSS) BEFORE TAXES	(135,654)	384,695	(35,897,048)
TAXES	-	-	-
	-		
NET PROFIT/(LOSS)	$ (135,654)	$ 384,695	$ (35,897,048)
Basic Earnings (Loss) Per Common Share	$ 0.002	$ 0.010	
Basic Weighted Average Common Shares Outstanding	76,143,726	54,019,051	
Diluted Earnings (Loss) Per Common Share	$ (0.002)	$ 0.010	
Diluted Weighted Average Common Shares Outstanding	76,143,726	60,962,233	

The Accompany Notes are an Integral Part of These Consolidated Financial Statements

ENSURGE, INC.
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

	DECEMBER 31, 2014	DECEMBER 31, 2013	FROM INCEPTION OF EXPLORATION STAGE JANUARY 1, 2010 THROUGH DECEMBER 31, 2014
Cash Flows from Operating Activities			
Net Income (Loss)	$ (135,654)	$ 384,695	$ (35,898,248)
Adjustments to Reconcile Net Income (Loss) To Net Cash Used in Operating Activities			
Common Stock and Options Issued for Services	125,905	120,800	26,985,384
Derivative Gain	(329,519)	(602,173)	(8,091,230)
Amortization of Debt Discount	77,223	3,822	191,045
Stock Issued for Interest	4,495	81,000	175,495
Non-Cash Interest Expense	-	-	302,500
Derivative Day - One Loss	18,469	31,160	12,020,108
Depreciation	-	8,291	17,730
Impairment of Goodwill	-	660,000	660,000
Loss on Sale of Fixed Assets, net	-	39,610	39,610
Bad Debt	-	322,400	322,400
Fair Value of Warrants Issued for Services	-	74,569	74,569
Operating Expenses Incurred by Note Holder	-	17,350	17,350
Gain on Sale of Subsidiary	-	(1,676,355)	(1,676,355)
Changes in Operating Assets and Liabilities			
Increase in Prepaid Expenses	(2,400)		(2,400)
Increase in Trade Accounts Payable	-	5,740	168,804
Increase (Decrease) in Accrued Expenses	148,366	276,951	425,351
Increase in Interest Payable	21,357	171,088	364,320
Net Cash Used in Operating Activities	(71,758)	(81,051)	(3,903,567)
Cash Flows From Investing Activities			
Proceeds for Sale of Fixed Assets	-	1,550	1,550
Investment in Fixed Assets	-	-	(58,890)
Investment in TransGlobal	-	(19,600)	(19,600)
Net Cash Used by Investing Activities	-	(18,050)	(76,940)
Net Cash Used by Financing Activities			
Proceeds from Notes Payable	71,474	84,200	1,905,674
Repayments of Notes Payable	-	-	(500,000)
Proceeds from Exercise of Warrants for Common Stock to be Issued	-	-	1,360,000
Purchase Treasury Stock	-	-	(60,000)
Proceeds from Issuance of Common Stock	-	-	1,274,900
Net Cash Provided by Financing Activities	71,474	84,200	3,980,574
Net (Decrease) Increase in Cash	(284)	(14,901)	67
Cash Beginning of Period	351	15,252	-
Cash at End of Period	$ 67	$ 351	$ 67
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash Paid During the Period For:			
Interest	$ -	$ -	$ -
Income Taxes	$ -	$ -	$ -
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Stock Issued for Accrued Expense	$ 40,000	$ 10,000	$ 50,000
Accrued Wages Forgiven	$ -	$ 108,750	$ 108,750
Stock Subscription Receivable	$ -	$ 75,000	$ 75,000
Derivative Liability at Inception	$ 57,469	$ 73,660	$ 131,129
Stock Issued for Investments in Transglobal	$ -	$ 302,800	$ 302,800
Stock Issued for Deposits Made on Acquisition of Subsidiary	$ 38,000	$ -	$ 38,000

ENSURGE, INC.
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FROM INCEPTION OF EXPLORATION STAGE JANUARY 1, 2010 TO DECEMBER 31, 3014

	COMMON STOCK		ADDITIONAL PAID IN	ACCUMULATED	TOTAL STOCKHOLDERS
	SHARES	AMOUNT	CAPITAL	DEFICIT	DEFICIT
Balance - January 1, 2010, Inception of Exploration Stage	26,035,341	$ 26,035	$ 23,266,514	$ (23,315,973)	$ (23,424)
Stock Sold for Cash	3,100,000	3,100	891,800	-	894,900
Stock Issued for Services	2,350,000	2,350	1,049,150	-	1,051,500
Purchase and Cancel Treasury Stock	(2,000,000)	(2,000)	(58,000)	-	(60,000)
Option Expense	-	-	1,152,469	-	1,152,469
Warrants	-	-	(213,521)	-	(213,521)
Net (Loss)	-	-	-	(15,087,012)	(15,087,012)
Balance - December 31, 2010	29,485,341	29,485	26,088,412	(38,402,985)	(12,285,088)
Stock Issued as Exercise of Warrants	2,986,385	2,986	5,396,791	-	5,399,777
Stock Issued for Services	252,000	252	745,548	-	745,800
Stock Cancelled	375,000	(375)	375	-	
Option Expense			14,263,604	-	14,263,604
Net (Loss)	-	-	-	(21,494,344)	(21,494,344)
Balance - December 31, 2011	32,348,726	32,348	46,494,730	(59,897,329)	(13,370,251)
Stock Sold for Cash	760,000	760	170,284	-	171,044
Stock Issued for Services	30,000	30	14,970	-	15,000
Stock Issued for Interest Expense	900,000	900	89,100	-	90,000
Option Expense	-	-	8,440,805	-	8,440,805
Net Income	-	-	-	434,067	434,067
Balance - December 31, 2012	34,038,726	34,038	55,209,889	(59,463,262)	(4,219,335)
Stock Issued for Services	2,220,000	2,220	118,580	-	120,800
Stock Issued for Interest Exzpense	3,000,000	3,000	78,000	-	81,000
Stock Issued for Accrued Expenses	2,000,000	2,000	8,000	-	10,000
Stock Issued for Acquisition of Transglobal	6,000,000	6,000	654,000	-	660,000
Stock Issued for Investment in TransGlobal	4,970,000	4,970	297,830	-	302,800
Accrued Wages Forgiven	-	-	108,750	-	108,750
Fair Value of Warrants Issued for Services	-	-	74,569	-	74,569
Stock Subscription Receivable	15,000,000	15,000	60,000	-	-
Net Income	-	-	-	384,695	384,695
Balance - December 31, 2013	67,228,726	67,229	56,609,618	(59,078,567)	(2,476,721)
Stock Issued for Services	6,225,250	6,225	114,280	-	120,505
Stock Issued for Accrued Expenses	2,000,000	2,000	38,000	-	40,000
Stock Issued for Interest	224,750	225	4,270	-	4,495
Stock issued for Debt	1,150,000	1,150	21,850	-	23,000
Stock Issued for Partial Payment/Deposit on Subsidiary Purchase	2,630,000	2,630	40,770	-	43,400
Net Income	-	-	-	(135,654)	(135,654)
Balance - December 31, 2014	79,458,726	$ 79,459	$ 56,828,788	$ (59,214,221)	$ (2,380,975)

The Accompany Notes are an Integral Part of These Consolidated Financial Statements

ENSURGE, INC.

(AN EXPLORATION STAGE COMPANY)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Liquidation – On October 16, 2000, Ishopper.com, Inc. changed its name to Ensurge, Inc. Ensurge, Inc. (herein referred to as "the Company"). On January 1, 2002, the Company began liquidation of its assets developed during the "dot com" era. During 2009, the Company commenced a new phase of operations with the mining industry; accordingly, the accompanying financial statements are presented on a GAAP basis of accounting, rather than on a liquidation basis.

Use of Estimates – The preparation of financial statements inconformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates.

Basis of Presentation – Going Concern

The accompanying consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America, which contemplates continuation of the Company as a going concern. During 2014, the Company worked in the exploration and pilot plant stage of its operational plan. As shown in the accompanying consolidated financial statements, the Company has not generated any revenue and has incurred recurring losses for the period from January 1, 2010 (date of inception of exploration stage) through December 31, 2014. Additionally, the Company has negative cash flows from operating activities, has stockholders' deficit and working capital deficit. Therefore it may be forced to discontinue operations. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Management plans to raise additional capital to complete its business plan. However, there can be no assurance that these arrangements will be sufficient to fund its ongoing capital expenditures, working capital, and other cash requirements. The outcome of these matters cannot be predicted at this time.

There can be no assurance that any additional financings will be available to the Company on satisfactory terms and conditions, if at all.

The accompanying consolidated financial statements do not include any adjustments related to the recoverability or classification of asset – carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

Business Condition – Overall, the Company has suffered losses from operations, has had negative cash flows from operating activities for most periods since inception. The Company has issued various notes to fund operations for the last two years to supplement cash flow and has issued stock, where possible, to compensate for goods and services. The Company has negotiated notes in the amount of approximately $175,000 during the last two years and has issued approximately forty five million shares to supplement the expenses of the company during 2013 and 2014.

ENSURGE, INC.

(AN EXPLORATION STAGE COMPANY)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

Principles of Consolidation – The financial statements have been consolidated with its wholly owned subsidiary – TransGlobal Gold Corporation. Currently, the subsidiary has no financial records with which to rely on and any value attributable to the subsidiary cannot be measured until reliable audit numbers are complete. Those should be available during the year 2015. Until that time, the Company does not consolidate any balance sheet or statement of operation figures and has established a reserve for estimated valuation of the subsidiary at $0.

During 2014, the Company has entered into several financial transactions which supplemented the operations in Guyana with cash infusions into several companies that are the targets of acquisition of the Company. Such infusions have assisted operations through temporary cash payments to cover expenses for short term ongoing mine exploration and production activities. Such payments will be part of the purchase price of the acquisition of companies after audited financial statements are available and a negotiated purchase price is settled. Such payments are classified as down payments/deposits for the purchase of subsidiaries. If such acquisitions are not completed, the amounts will be expensed in the current period in which negotiations cease.

In the first quarter of 2015, the Company negotiated a management/consulting/purchase of North American Resources, Inc. Ltd., (NARIL), a Guyana gold mining company. The agreement calls for management of NARIL until it has completed audits of its last two years of operations. The Company issued 7.3 million shares for the purchase in March 2015 and is now managing the day to day operations of NARIL. The audit is currently being completed and the full acquisition of NARIL will be completed sometime in the next several months. During the management contract phase of the agreement, the Company has been funding NARIL's operations through stock issuances for services and equipment, loans, and raising capital through private stock sales of the Company's stock.

Stock – Based Compensation – Effective January1, 2006, the Company adopted, "share –Based Payment" (ASC Top 718) requiring that compensation cost relating to share –based payment awards made to employees and directors be recognized in the consolidated financial statements. There were no options granted during the years ended December 31, 2014 and 2013.

Basic and Diluted Earnings Per Share – Basic loss per common share is computed by dividing net loss by the weighted-average number of common shares outstanding during the period. Diluted loss per share is calculated to give effect to potentially issuable common shares which include stock options and stock warrants except during loss periods when those potentially issuable common shares would decrease loss per share. During 2013 and 2014, the Company issued 33,190,000 and 12,230,000 common shares, and 2,822,000 and 0 warrants, respectively, as part of debt financing and services.

Income Taxes – The Company recognizes an asset or liability for the deferred tax consequences of all temporary differences between the tax basis of assets or liabilities and their reported amounts in the financial statements that will result in taxable or deductible amounts in future years when the reported amounts of the asset or liabilities are recovered or settled and for operating loss carry forwards. These deferred tax assets and liabilities are measured using the enacted tax rates that will be in effect when the differences are expected to reverse and the carry forwards are expected to be realized. Deferred tax assets are reviewed periodically for recoverability and a valuation allowance is provided as necessary.

Cash and Cash Equivalents – The Company considered all highly liquid instruments purchased with an original maturity of three months or less and money market accounts to be cash equivalents. There were no cash equivalents at December 31, 2014 and 2013.

Derivative Liabilities – The Company assessed the classification of its derivative financial instruments as of December 31, 2014, which consist of convertible instruments and rights to shares of the Company's common stock, and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risk of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risk of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measure at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

Fair Value of Financial Instruments – Effective January 1, 2008, the Company adopted FASB ASC 820-Fair Value Measurements and Disclosures, or ASC 820, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a frame work for measuring fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results, but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities

Level 2: Observable market – based inputs or unobservable inputs that are corroborated by market data

Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions

The Company did not have any level 2 or Level 3 assets as of December 31, 2014, Convertible notes payable and outstanding warrants and options are Level 3 liabilities. The carrying amounts of these liabilities at December 31, 2014 approximate their respective fair value based on the Company's incremental borrowing rate.

Cash is considered to be highly liquid and easily tradeable as of December 31, 2013 and therefore classified as Level 1 within our fair value hierarchy.

In addition, FASB ASC 825-10-25 Fair Value Option, or ASC 825-10-25, was effective for January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

Convertible Instruments – The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for "Accounting for Derivative Instruments and Hedging Activities".

Professional standards generally provides three criteria that, if met, requirement companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risk of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measure at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative

instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as the meaning of "conventional convertible debt Instrument."

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain convertible Instruments." Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event is not within the entity's control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

Recently Enacted Accounting Standards – The company will adopt in future the Accounting Standards Update (ASU) No. 2014-10, Development Stage Entities (Topic 915): Elimination of Certain financial Reporting Requirements, included an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation. The amendments in this ASU remove all incremental financial reporting requirements from US GAAP for development stage entities, including the removal of Topic 915, Development Stage Entities, from the FASB Accounting Standards Codification.

A development stage entity is one that devotes substantially all its efforts to establishing a new business and for which: (a) planned principal operations have not commenced, or (b) planned principal operations have commenced, but have produced no significant revenue. For example, many start-ups or even long-lived organizations that have not yet begun their principal operations beginning after December 15, 2015. Early adoption is permitted.

We have reviewed accounting pronouncements issued during the past two years and have adopted any that are applicable to our company. We have determined that none had a material impact on our consolidated financial position, results of operations, or cash flows for the years ended December 31, 2014 and 2013.

(AN EXPLORATION STAGE COMPANY)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

NOTE 2 – WARRANT DERIVATIVE LIABILITY

As part of the warrants issued for common stock in previous years, the nature of the warrants requires the Company to record a Warrant Derivative Liability in the amount of $43,562, and $314,305 as of December 31, 2014 and 2013, respectively. The valuation of the derivative is determined using the lattice model. The lattice model is based in part on the price the stock is trading on the day the warrants are issued and again at the end of each quarter and year end. Due to the stock price having large swings, the warrant derivative liability has large swings also, which create large losses and gains.

NOTE 3 – COMMON STOCK WARRANTS AND OPTIONS

As of December 31, 2014 the Company had common stock warrants outstanding of 11,152,000 and outstanding options of 7,500,000. Warrants have terms of 2 to 5 years and options have a term of 10 years.

	OPTIONS		WARRANTS	
	12/31/2014	12/31/2013	12/31/2014	12/31/2013
Beginning Balance	7,500,000	7,500,000	11,152,000	8,330,000
Granted/Issued	-	-	-	2,822,000
Exercised	-	-	-	-
Cancelled	-	-	-	-
End Balance	7,500,000	7,500,000	11,152,000	11,152,000
Exercisable	7,500,000	7,500,000	11,152,000	11,152,000

Warrants – We have granted outstanding warrants for the purchase of a total of 11,152,000 shares of our common stock, all of which are exercisable anytime until their respective expiration dates.

Date of Issuance	Stock Price At December 31, 2014	Exercise Price	Term	Risk Free Rate	Volatility	Value	# of Warrants
May 30, 2013	$.01	$.75	2 Yrs	.18%	299.84%	-0-	420,000
May 30, 2013	$.01	$.50	2 Yrs	.18%	299.84%	-0-	420,000
May 30, 2013	$.01	$.38	2 Yrs	.18%	299.84%	-0-	420,000

May 30, 2013	$.01	$.25	2 Yrs	.18%	299.84%	-0-	142,000
May 30, 2013	$.01	$.13	2 Yrs	.18%	299.84%	-0-	1,420,000
March 2, 2012	$.01	$1.00	5 Yrs	.67%	299.84%	-0-	380,000
October 28, 2011	$.01	$1.00	5 Yrs	.67%	299.84%	-0-	1,900,000
December 30, 2010	$.01	$ .50	5 Yrs	.25%	299.84%	-0-	1,600,000
December 9, 2010	$.01	$1.00	5 Yrs	.25%	299.84%	-0-	450,000
July 27, 2010	$.01	$.14	5 Yrs	.12%	299.84%	-0-	4,000,000

The following is a summary of the Company's stock warrants outstanding as of December 31, 2014, adjusted for any changes in the exercise price of the stock warrants;

Range of Exercise Price - $.13 to $1.00

Number Outstanding – 11,152,000

Weighted Average Remaining Contractual Life – .88 Years

Weighted Average Price - $.45

Number Exercisable – 11,152,000

Volatility – 299.84%

Dividends - $.00

The following is a summary of the Company's stock options outstanding as of December 31, 2014, adjusted for any changes in the exercise price of the stock options:

Range of Exercise Price - $.14 to $.50

Number Outstanding – 7,500,000

Weighted Average Remaining Contractual Life (In Years) – 6.63 Years

Weighted Average Exercise Price - $.25

ENSURGE, INC.

(AN EXPLORATION STAGE COMPANY)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

NOTE 4 – ISSUANCE OF STOCK

On May 15, 2013, The Company entered into an agreement with Next View Capital, LP and Zadar, LLC, which have notes payable with an aggregate total of $1,512,500. As part of this agreement, these two notes were moved to the Company's wholly owned subsidiary, Ensurge Brasil, LTDA, thereby releasing Ensurge, Inc. of this Liability. As part of this agreement the Company issued 1,000,000 shares of common stock to each note holder valued at $38,000 each.

On May 23, 2013, the Company issued 6,000,000 shares of common stock for 80% ownership of Transglobal Gold Corp, a Nevada Corporation and 200,000 shares to employees valued at $660,000 and $22,000, respectively.

On May 22, 2013, the Company issued 2,000,000 shares of common stock to its CEO in exchange for past due wages of $10,000.

On May 22, 2013, the Company issued 1,000,000 shares of common stock as part of its negotiation with an entity to provide cash and a note payable valued at $5,000.

On May 22, 2013, the Company entered into a 24 month 5% note receivable for $50,000 in exchange for 10,000,000 shares of common stock with Workhorse Capital Leasing, LLC. As of December 31, 2013 and 2014, this is disclosed as stock subscription receivable.

On May 22, 2013, the Company entered into a 24 month 5% note receivable for $25,000 in exchange for 5,000,000 shares of common stock with OG3, LLC. As of December 31, 2013 and 2014, this is a disclosed as stock subscription receivable. This Note is being extended further.

On May 30, 2013, the Company entered into an employment agreement with its new President and as part of the negotiation, the Company issued 1,420,000 shares of common stock valued at $56,800 and 2,822,000 warrants ranging from a price of $.125 to $.75. These warrants have a 2 year term and vest 10% each month starting on the date of the employment agreement.

On July 10, 2013, the Company issued 500,000 shares of common stock valued at $30,000 to the Vice President of TransGlobal Gold Corp, which the Company owns 80% for current and future services. The entire incentive package is 2,000,000 shares of common stock which 500,000 shares vest every six months.

On August 1, 2013, the Company issued 3,500,000 shares of common stock valued at $210,000 to various employees and persons that have paid for expenses and equipment for TransGlobal Gold Corp which is shown as an investment and during the year ended December 31, 2013, 100% reserve for doubtful has been provided. That valuation was maintained through 2014.

On August 16, 2013 the Company issued 400,000 shares of common stock valued at $40,000 in exchange for equipment purchased for TransGlobal Gold Corp which is shown as investment and during the year ended December 31, 2013, 100% reserve for doubtful has been provided and maintained that value through 2014.

On September 5, 2013, the Company issued 600,000 shares of common stock valued at $42,000 for services for the Company.

On October 21, 2013, the Company issued 570,000 shares of common stock valued at $22,800 for services performed for TransGlobal Gold Corp which is shown as investment and during the year ended December 31, 2013, 100% reserve for doubtful has been provided.

In January 2014, 450,000 shares were issued for the purchase of equipment in Guyana for mine operations. This has been classified as a deposit/partial payment for the purchase of a subsidiary for the Company.

In February 2014, 180,000 shares were issued for cash payments to assist in the short term financing of operations in Guyana. The payment has been classified as a deposit/partial payment for the purchase of a subsidiary for the Company.

In February 2014, 500,000 shares were issued for services rendered to the Company.

In March 2014, 100,000 shares were issued for legal services rendered to the Company.

In March 2014, 5,300,000 shares were issued for the conversion of $23,000 in debt and interest and legal services for the Company.

In March 2014, 2,000,000 shares were issued for part payment for accrued salary for a Company officer.

In March 2014, 1,800,000 shares were issued for services rendered to the Company.

In December 2014, 2,000,000 shares were issued for the partial payment/deposit for the purchase of the assets of an operating company in Guyana. The purchase of the remaining assets will be completed and included in the intended purchase of the operating entity of the Company (NARIL – see Subsequent Events) when audited financial statements of NARIL are completed.

Proceeds from common stocks to be issued:

In February 2010 and March 2010, the Company sold an aggregate of 2,100,000 shares of common stock to investors for an aggregate purchase price of $525,000 in a private placement. In July 2010, the Company received $560,000 in exchange for warrants exercisable for the right to purchase 4,000,000 shares of the Company's common stock in a private placement. In December 2010, the Company sold an aggregate of 1,000,000 shares of common stock and 500,000 warrants exercisable for $1 to investors for an aggregate purchase price of $500,000 in a private placement. In December 2010, the Company receivable $800,000 in exchange for warrants exercisable for the right to purchase 1,600,000 shares of the Company's common stock in a private placement. These transactions were exempt from registration pursuant to Section 4(2) of the Securities Act.

NOTE 5 – NOTES PAYABLE

During April 2013, the Company entered into a 60 day 10% convertible note of $15,000 which has not been paid off nor converted into stock. Due to the note being in default, the interest rate has now increased to 18%.

On May 9, 2013 the Company entered into a 6 month note payable of $23,000 with interest payable at 22% APR. As part of this note the Company issued 1,000,000 shares of common stock valued at $5,000. This note was converted into common stock in 2015 at a rate of $.01 per share.

On August 16, 2013, the Company entered into a 12 month note payable of $9,000 with interest payable at 5% APR. This note was converted to common stock in 2015 at $.01 per share.

On August 30, 2013, the Company entered into a 12 month note payable of $5,000 with interest payable at 5% APR. This note was converted to common stock in 2015 at $.01 per share.

During October 2013, and November 2013, the Company entered into three notes payable for a total of $7,010, with interest payable at 5%. The notes are payable on demand. These notes were converted to common stock in 2015 at $.01 per share.

In 2014, various shareholders loaned the Company $12,474 in short term loans. The $10,000 loan has a stated interest rate at 10%. The $2,474 was advanced with the understanding that there would be no stated interest rate. The notes are payable on demand. The loan for $2,474 was converted to common stock at $.01 per share. The $10,000 loan is still outstanding.

NOTE 6 – CONVERTIBLE NOTES PAYABLE

On December 6, 2013, the Company entered into a nine months convertible note payable of $42,500 with interest payable at 8% APR. The note is convertible into the Company's common stock at the holder's option, at the conversion rate of 58% of average of the lowest three trading prices during ten trading day's period prior to the date of conversion.

The Company identified embedded derivatives related to the Convertible Promissory Note entered into on December 13, 2013. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value of $73,660 of the embedded derivative. The fair value of the embedded derivative was determined using the Bionomial Lattice Model based on the following assumptions:

Dividend Rate – 0%

Volatility – 312.15%

Risk Free Rate - .38%

On December 6, 2013 the initial fair value of the embedded debt derivative of $63,660 was allocated as a debt discount up to the proceeds of the note ($42,500) with the remainder ($31,160) charged to current period operations as interest expense. The fair value of the described embedded derivative of $60,324 at December 31, 2013 was determined using the Binomial Lattice Model with the following assumptions:

Dividend Yield – 0%

Volatility – 483%

Risk free Rate - .13%

At December 31, 2013, the Company adjusted the recorded fair value of the derivative liability to market on notes resulting in noncash, non-operating gain of $13,336 for the year ended December 31, 2013.

At December 31, 2014, the Company adjusted the recorded fair value of the derivative liability to market on notes resulting in noncash, non-operating gain of $29,548 for the year ended December 31, 2014 based on the following assumptions:

Dividend Yield - 0%

Volatility – 299.84%

Risk Free Rate - .3%

The debt discount attributed to the beneficial conversion feature is amortized and charged to current period operations as interest expense over the term of the note. During the year ended December 31, 2014 and 2013, the Company amortized $38,678 and $3,822, respective, of beneficial debt discount to the operations as interest expense.

In 2014, the Company negotiated further advances of loans with the same terms as the first loan December 6, 2013. The Company was advanced $32,500 on February 4 and $6,500 on March 27. These loan agreements contained the same language and conversion feature as described in the first advance, resulting in same embedded derivative related to the Convertible Promissory Note as described above. The Company determined a fair value of $47,891 and $9,578, resulting in a one day loss of $15,391 and $3,078 and an allocation of as a debt discount up to the proceeds of the notes ($32,500 and $6,500) with the remainder being allocated as interest expense to the debt over the life of the loan (9 months). During the year ended December 31, 2014, the Company amortized $32,500 and $6,045 respective, of beneficial debt discount to the operations as interest expense.

At December 31, 2014, the Company adjusted the recorded fair value of the derivative liability to market on notes resulting in noncash, non-operating gain of $24,357 and $4,871, respectively, for the loans ($32,500 and $6,500) for the year ended December 31, 2014 based on the following assumptions:

Dividend Yield - 0%

Volatility – 299.48%

Risk Free Rate - .3%

ENSURGE, INC.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 7 – FAIR VALUE OF FINANCIAL INSTRUMENT

ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

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

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model – drive valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

To the extent that valuation is based on models or puts that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the first value hierarchy within which the fair value measurement is disclosed is determined based on the lowest level input that is significant to the first value measurement.

Items recorded or measured at fair value on a recurring basis in the accompanying consolidated financial statements consisted of the following items as of December 31, 2014:

December 31, 2013

Significant Unobservable Inputs (Level 3)

Liabilities:

Debt Derivative Liabilities - $60,324

Warrant Derivative Liabilities - $314,305

December 31, 2014

Liabilities:

Significant Unobservable Inputs (Level 3)

Debt Derivative Liabilities - $59,017

Warrant Derivative Liabilities - $43,562

The debt derivative and warrant liabilities are measured at fair value using quoted market prices and estimated volatility factors based on historical prices for the Company's common stock and are classified within Level 3 of the valuation hierarchy.

The following table provides a summary of changes in fair value of the Company's Level 3 financial liabilities as of December 31, 2014 and 2013:

Balance, December 31, 2013

Debt Derivative Liability - $60,324

Warrant Derivative Liability - $314,305

Balance, December 31, 2014

Debt Derivative Liability - $59,017

Warrant Derivative Liability - $43,562

Net Gain for the Period Included $329,519

Earnings Related to the Liabilities Held at December 31, 2014:

Debt Derivative Liability - $58,776

Warrant Derivative Liability - $270,743

Initial value of debt derivatives at note issuances on:

February 4 2014 ($32,500) - $47,891

March 27, 2014 ($6,500) - $9,578

Level 3 Liabilities are comprised of our bifurcated convertible debt and warrant liabilities features on Companies convertible notes and warrants.

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Note 8 - PROVISION FOR INCOME TAXES

In 2013, the Company reported an operating loss carry forward of over $5,000,000 with a valuation allowance of the same amount. The Company recognized a small net profit for 2014 but has sufficient net operating loss carryforwards to offset any taxable income. The Company is current going through significant changes in ownership (over 50% interest changing hands within 2014 and 2015 due to new stock issuances) which severely limits the use of the net operating loss carryforwards to net income. Such changes are currently in effect and will affect the net operating loss calculation for 2014 and future years. The Company has no tax liability for 2014 for current operations.

Note 9 - COMMITMENTS AND CONTIGENICIES

Several of the Company's note payables are past due. No law suits have been filed concerning these past due notes and currently the Company has limited options as to how to repay these notes. These include, but are not limited to, the following:

On December 6, 2013, the Company entered into a nine months convertible note payable of $42,500 with interest payable at 8% APR. The note is convertible into the Company's common stock at the holder's option, at the conversion rate 58% of average of the lowest three trading prices during ten trading day's period prior to the date of conversion.

On 2014, the Company entered into two more similar notes payable to the same entity in the amount of $32,500 and $6,500 with interest payable at 8% APR and 22% APR if the loans are delinquent beyond the nine months.

Though the Company intends to make arrangements to pay, neither of the three foregoing loans have been paid at this time.

NOTE 10 - LEGAL ISSUES

On March 25, 2013 a complaint was filed against Ensurge, by Randall K. Edwards and Gaia, Silva, Gaede & Associates in the amount of $74,924 and $18,627, respectively. These are liabilities for services performed, which are part of accounts payable, however, due to lack of funding the Company has not been able to pay these amount owed. The parties are in negotiations for resolution.

In 2014, a complaint was filed in Palm Beach County, Florida, by Carro Consulting, Inc., alleging that Plaintiff provided consulting services to the Company. The Company is unaware of any such consulting services being rendered to it and, therefore, believes that the suit is without foundation and potentially a fraudulent attempt to obtain stock from the Company without valid consideration.

The Company is not currently aware of any legal proceedings that have a material adverse effect on our financial condition or results of operations.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

NOTE 11 - ACQUISITION AND DECONSOLIDATIONG

In 2013, the Company acquired 80% ownership of TransGlobal Gold Corporation. Due to not being able to obtain audited financial statements from TransGlobal, the Company deconsolidated this subsidiary for 2014 and 2013.

As stated earlier, in 2015, the Company entered into an agreement that gives total management control immediately upon execution and the right to purchase North American Resources, Inc. Ltd., a Guyana gold mining operation. The Company has been managing NARIL since March 2015 and has been the primary funding arm of its operations. The Company issued 7.3 million shares of common stock to start the acquisition and will be completed when audited financial statements are completed for the last two years. The acquisition is expected to be completed by the fall 2015.

NOTE 12 - GAIN ON SALE OF SUBSIDIARY

On December 31, 2013, the Company entered into a contract to sell its Brazilian subsidiary, Ensurge Brasil LTDA. The Company had two notes payable of $756,250 each and accrued interest of $163,854 as of December 31 ,2013 which was moved to Ensurge Brazil TDA thereby releasing Ensurge of this liability. Due to this sell, the Company has recognized a gain on sale of subsidiary of $1,676,354 in 2013

NOTE 13 - SUBSEQUENT EVENTS

In 2015, the Company has engaged in several financial and stock transactions to supplement the operation of its newly acquired subsidiary NARIL. The Company has issued stock for the following:

- 1,000,000 shares for the purchase of assets of another Guyana mining operation that will be included in NARIL.
- 9,000,000 shares for the retirement of $24,000 in debt and interest plus legal services of $66,000.
- 7,319,250 shares for the purchase and settlement of all debts for NARIL.
- 1,000,000 shares for past services of a Company officer which included a forgiveness of past wages of $55,000.
- 1,500,000 shares for cash in the amount of $16,000.

The Company also engaged in a Private Placement Memorandum and raised $172,000 through stock sales and loans in the amount of $100,000. All funds have been used to keep the Company current with federal and state filings, legal and accounting matters, and funding the operations in Guyana through NARIL.

In August 2012, the Company approved 10,000,000 shares of Preferred Stock with designations of classes and preferences to be determined by the Board of Directors. In December 2014, the Company designated 2.5 million of Class A preferred stock, of which 1.6 million shares were issued to the existing officers and directors of the Company for voting control (each share of Class A us entitled to 100 votes).