

# **ENSURGE, INC.**

**Trading Symbol: ESGI**

**Company Information and Continuing Disclosure Statement**

**for the Period Ending:**

**September 30 2015**

November 16, 2015

# **ENSURGE, INC.**

## **Information and Disclosure for the Period Ending September 30, 2015**

Formerly a “Reporting” company, the Company now voluntarily reports information through the OTC Markets platform. This document constitutes part of the Company’s voluntary reporting and should be read in conjunction with other filings by the Company.

### **FORWARD LOOKING STATEMENTS**

This periodic disclosure contains forward-looking statements. To the extent that any statements made in this report contain information that is not historical, these statements are essentially forward looking. Forward-looking statements can be identified by the use of words such as “expects”, “plans”, “may,”, “anticipates”, “believes”, “should”, “intends”, “estimates”, and other words of similar meaning. These statements are subject to risks and uncertainties that cannot be predicted or quantified and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, marketability of our products; legal and regulatory risks associated with being a publicly listed company; our ability to raise additional capital to finance our activities; the effectiveness, profitability and; the future trading of our common stock; our ability to operate as a public company; our ability to protect any proprietary information we own or may develop; general economic and business conditions; the volatility of our operating results and financial condition; our ability to attract or retain qualified senior management personnel and research and development staff; expansion into various geographic locations of mine exploration; and other risks detailed from time to time in our filings with the OTC Markets (the “OTC”), or otherwise.

Information regarding relevant markets and industry contained in this report is included based on information available to us that we believe is accurate. It is generally based on industry and other publications that are not produced for purposes of securities offerings or economic analysis. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and the additional uncertainties accompanying any estimates of future market size, revenue and market acceptance of products and services. We do not undertake any obligation to publicly update any forward-looking statements. As a result, investors should not place undue reliance on these forward-looking statements.

**1) Name of the issuer and its predecessors (if any) within the past five years**

Ensurg Inc. (6/2000 to current)  
iShopper.com, Inc. (10/1999 to 10/2000); Sunwalker Development, Inc. (3/1985 to 10/1999)

**2) Address of the issuer's principal executive offices**

Company  
10 West Broadway  
Suite 605  
Salt Lake City, Utah 84101  
Phone: 775-241-3744  
Email: info@ensurgetgold.com  
Website: www.ensurgetgold.com

IR Contact - N/A

**3) Security Information**

Trading Symbol: ESGI

Exact title and class of trading securities: Common Stock

CUSIP: 293596300

Par or Stated Value: \$.001 Common Stock  
\$.001 Class A Preferred Stock

Total shares authorized as of: 11/2/2015: 500,000,000 Common  
2,500,000 Class A Preferred

Total shares outstanding as of: 9/30/2015: 99,277,976 Common  
1,600,000 Class A Preferred

Transfer Agent  
OTC StockTransfer, 6364 South Highland Drive, Suite 201, Salt Lake City, UT 84121  
(801) 272-7272

Whether the Transfer Agent registered under the Exchange Act?\* Yes: ☒ No:

List any restrictions on the transfer of security: None

Trading suspension orders issued by the SEC in the past 12 months: None

Any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

December 2014 - The Company designated Class A Preferred stock of previously authorized preferred stock.

October 2015 - The Company increased the authorized common shares to 500,000,000.

#### **4) Issuance History**

Events, in chronological order, that resulted in changes in total shares outstanding in the past two (2) fiscal years and any interim period. The list shall include any offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

<u>Date</u>	<u>Number of Shares</u>	<u>Purpose/Recipients</u>
May 2013	1,000,000	Investors relating \$1,512,500 in funding.
	6,000,000	Acquired 80% ownership of TransGlobal Gold Corp.
	200,000	Services of employee.
	2,000,000	Conversion of past due wages of former CEO.
	1,000,000	In connection with private purchase.
	1,420,000	In connection with employment of new CEO.
	500,000	Also, 2,822,000 (2yr) warrants ranging from a price of \$0.125 to \$0.75. Incentive package of Vice President of subsidiary TransGlobal Gold. Entire incentive package of 2,000,000 shares of common stock with 500,000 shares vesting every six months.
June 2013	10,000,000	Private purchase.
	5,000,000	Private purchase.
August 2013	3,500,000	Issued to various employees and persons who had paid for expenses and equipment for subsidiary TransGlobal.
	400,000	For equipment purchased for TransGlobal.
	2,648,780	For services rendered.
Sept 2013	600,000	For services rendered.
Oct 2013	570,000	For services performed for TransGlobal.
March 2014	100,000	Guyana legal services for TransGlobal.
	2,700,00	Emergency loan.
	2,600,000	Emergency loan.
	2,000,000	Conversion of debt held by CEO.
Dec 2014	2,000,000	Conversion of debt held by shareholder.
	1,000,000	In connection with acquisition of KC3 assets.
	1,000,000	In connection with acquisition of KC3 assets.
Jan 2015	1,000,000	In connection with acquisition of KC3 assets.

	9,000,000	For legal services rendered.
	1,000,000	Conversion of debt held by CEO.
March 2015	750,000	Class A Preferred. Management incentive for Director/CEO.
	750,000	Class A Preferred as Management incentive to COO of TransGlobal.
	100,000	Class A Preferred as Management incentive to Director.
	6,319,250	Management and Prospective Acquisition Agreement of North American Management Inc. LLC.
	1,000,000	For funding provided to NARIL
	100,000	For investment of \$1,000.
	500,000	For investment of \$5,000.
	500,000	For investment of \$5,000.

#### Private Placement April 1 - June 30, 2015

During the second quarter, the Company conducted a Private Placement offering of \$250,000 in Units priced at \$.02 per Unit. Each Unit consists of one share and one warrant for every two shares issued. The attached warrants are exercisable at \$.10 per share for a period of 3 years. At June 30, 2015, \$172,000 had been raised in the private offering. Consequently, 8,600,000 shares of common stock have been issued, as well as warrants to purchase 4,300,000 shares of stock at \$.10 per share.

None of the foregoing issuances were registered in any jurisdiction.

Whether the certificates or other documents that evidence the shares contained a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act: Yes.

#### 5) Financial Statements

The Company's audited financial statements for the year 2013 are filed on the SEC EDGAR website. Unaudited financial statements for the year 2014, and for the periods ending March 31, June 30, and September 30, 2015, have been posted to [www.otcm Markets.com](http://www.otcm Markets.com) and are incorporated herein by reference.

#### 6) Describe the Issuer's Business, Products and Services

Ensurge, Inc. is a holding company that has been engaged in exploring and developing gold mining opportunities in South and North America for the past five years. The Company's business plan also includes bringing capital and technology to existing mining operations to recover gold from existing tailings, improve recoveries of existing mining and milling operations and improve efficiencies of mining operations. Currently, the Company's operations are primarily focused on gold and diamond deposits in Guyana.

Company principles Chad and Clint Mishleau have a family history of gold mining in Guyana since 1993 through their grandfather's operations in Guyana entity North American Resources, Inc., Ltd. (NARIL). South American Minerals, Inc. has owned and operated NARIL for many years.

Commencing in 2013, the Company has been involved in exploration and pilot operations in Guyana. These operations were conducted through subsidiary TransGlobal Gold Corporation, which was acquired in 2013. The acquisition was accomplished so that the Company could transition from the Company's efforts in Brazil to new opportunities north of Brazil - in the gold fields of Guyana. TransGlobal was able to raise some initial capital to acquire land and equipment to start mining operations in late 2013. These were small operations, but looked promising. Exploration and pilot operations in Guyana have been concentrated along the Mazaruni River.

After several years of discussions, in March 2015, the Company successfully entered into an agreement with South American Minerals, Inc. ("SAMI") to acquire all of the equity of North American Resources Inc. Ltd. SAMI is the domestic holding company for gold mining operations in Guyana. The transaction as a whole involved the issuance of approximately 7.4 million shares of the Company's common stock. Subsequent to the third quarter, the Company completed the acquisition of NARIL.

NARIL has been conducting gold exploration and mining for over twenty years and currently operates two cutter-head dredges on the Konawaruk river. Gold production for NARIL exceeded 1600 ounces in 2014. NARIL is in the process of refurbishing and updating both cutter-head dredges to increase efficiency and production.

On November 12, 2015, the Company announced that it had entered into a Joint Venture with Ophir Group, Inc. ("Ophir"). In addition to providing consulting services, Ophir searches out strategic investment opportunities within the mining industry. Pursuant to the agreement, Ophir provided \$135,000 project capital in exchange for a royalty on gold production. The JV project, which is referred to as Bonu1, consists of twelve Banu mining claims near the Issano creek on the Mazaruni river. With the capital provided by Ophir, the Company completed excavator repairs that were necessary to get Banu 1 into production. The Company also announced that it had completed repairs on the excavator for the Banu 1 production and that pilot plant mining operations had commenced with a fourteen-member mining crew. Banu 1 consists of 324 acres and is one of two exploratory pilot land operations in the Mazaruni river region of Guyana. Banu 1 operates near Issano Creek and the other is in the Semang area.

Thus, in addition to the river dredging operations on the Konawaruk, NARIL also operates two small land operations in the Mazaruni river region of Guyana: Issano Creek area and the Semang area. Based upon current results, the Company intends to significantly expand these operations over the next two years.

A. Date and State (or Jurisdiction) of Incorporation:

Incorporated March 28, 1985 in Utah, changed domicile to Nevada September 14, 1999.

B. The issuer's primary and secondary SIC Codes:

1041 (gold ores); and 212221 (gold ore mining )

C. The issuer's fiscal year end date:

December 31

D. Principal products or services, and their markets: See above.

**7) Describe the Issuer's Facilities**

At September 30, the Company had limited physical assets. Due to acquisitions following the conclusion of the third quarter, however, additional assets will be added to the Company's financial statements for the year ending 2015.

**8) Officers, Directors, and Control Persons**

A. Names of Executive Officers, Directors, and Control Persons.

Clint Mishleau (Director, President, CEO). Mr. Mishleau, age 32, is a fourth generation gold miner and entrepreneur. He obtained his Associates degree in Marketing with an emphasis on Business from Northeast WI Technical School. He is the grandson of Jack Paulsen, founder of North American Resources, Inc., Ltd. (NARIL). NARIL has conducted gold mining operations in Guyana since 1993. As reported in this filing, the Company recently entered into an Agreement to manage and acquire NARIL.

Paul Cinquemani (Sr. Vice President). Mr. Cinquemani, age 69, obtained his Master's degree in Business Administration from George Washington University. Additionally, he holds a Master's Degree in Business Administration from the George Washington University and a CPA certificate in the state of Wisconsin. Over his career of more than 40 years, he has advised numerous businesses through phases of initial capitalization and rapid growth. His background in tax and auditing at Arthur Andersen & Co. and his experience as a tax manager with KPMG prepared him for his roles as CFO and then CEO of healthcare organizations in the rapidly expanding and capital-intensive healthcare industry of the 1980's and 1990's. He continued his career helping many other tax exempt and for-profit entities achieve growth in service as well as in revenues and profitability. His experience base includes manufacturing as well as service organizations. He most recently served as a director of the National Association of Tax professionals.

Chad Mishleau (Director & COO, TransGlobal Gold Corporation). Mr. Mishleau, age 36, is the older brother to Clint Mishleau and also grandson of NARIL founder Jack Paulsen. He represents four generations of mining history, starting with his great-grandfather in the Lewiston Silver Mines of Idaho in the 1930's. Since a teenager, he has been involved with mining operations in Nevada, California, and Guyana, where he currently resides with his family. The Mishleau family has been involved with gold and diamond mining operations in Guyana since 1993. Some of those operations are still in production today.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses): None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities: None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated: None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities: None.

C. Beneficial Shareholders (5% or more voting)

Clint Mishleau (Dir/CEO/Pres; 81,840,000 shares\*\*  
c/o Littman Law Office, 7609 Ralston Road, Arvada, Colorado 80002

Chad Mishleau (Director) 75,500,000 shares\*\*  
c/o Littman Law Office, 7609 Ralston Road, Arvada, Colorado 80002

\*\*Includes both common and preferred shares (which are reflected in voting power).

## 9) Third Party Service Providers

Legal Counsel: Michael A. Littman, Attorney at Law, 7609 Ralston Road, Arvada, Colorado 80002; Phone: 303-422-8127; Email: malattyco@gmail.com

Accounting: Main Street Consulting and Accounting Services, Inc., 10 West Broadway, Suite 605, Salt Lake City, Utah 84101.



Investor Relations Consultant - (NA)

Other Advisor: Press Releases. “Press Caster”, a Division of Neovix, Inc., 5015 Birch Street, Newport Beach, CA 92660; Phone: 888-315-6015; [info@presscaster.com](mailto:info@presscaster.com).

**10) Issuer Certification**

I, Clint Mishleau certify that:

1. I have reviewed this Initial Disclosure Statement of Ensurge, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 16, 2015

/s/ Clint Mishleau  
President and CEO