

**GEOPULSE EXPLORATION, INC.**

**Condensed Consolidated Balance Sheet (Unaudited)**

	<b>September 30, 2016</b>	<b>June 30, 2016</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 478	\$ 955
Other current assets	28,800	91,800
<b>TOTAL CURRENT ASSETS</b>	<b>29,278</b>	<b>92,755</b>
Property and equipment, net	62,194	71,491
Goodwill	202,162	202,162
<b>TOTAL ASSETS</b>	<b>\$ 293,634</b>	<b>\$ 366,408</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 87,994	\$ 61,244
Accrued liabilities	136,500	193,500
Note payable non-related party	61,307	58,283
Note payable related party	—	—
<b>TOTAL CURRENT LIABILITIES</b>	<b>\$ 285,800</b>	<b>\$ 313,026</b>
<b>LONG TERM LIABILITIES</b>		
Note payable related party	177,378	180,582
<b>TOTAL LONG TERM LIABILITIES</b>	<b>177,378</b>	<b>180,582</b>
<b>TOTAL LIABILITIES</b>	<b>\$ 463,178</b>	<b>\$ 493,608</b>
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, Series A, \$0.001 par value: 25,000,000 shares authorized; 1,000,000 shares issued and outstanding at September 30, 2016; 1,000,000 shares issued and outstanding at December 31, 2015;	1,000	1,000
Common stock, \$0.001 par value: 200,000,000 shares authorized; 68,804,000 shares issued and outstanding at September 30, 2016; 68,804,000 shares issued and outstanding at December 31, 2015;	68,804	68,804
Treasury stock subscribed	-	—
Paid-in capital	52,198	52,198
Retained Earnings	(233,237)	(199,362)
Noncontrolling interest	(58,309)	(49,840)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>(169,544)</b>	<b>(127,200)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 293,634</b>	<b>\$ 366,408</b>

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

**GEOPULSE EXPLORATION, INC.**

**Condensed Consolidated Statements of Operations (Unaudited)**

	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
<b>REVENUE</b>				
Sales	\$ 155,045	\$ 438,354	\$ 155,045	\$ 455,153
<b>Total revenue</b>	155,045	438,354	155,045	455,153
<b>OPERATING EXPENSES</b>				
Cost of sales	140,741	88,722	141,142	98,763
Selling, general and administrative expenses	50,328	186,143	181,420	438,155
<b>Total operating expenses</b>	191,069	274,865	322,561	536,918
<b>Operating income (loss)</b>	(36,024)	163,489	(167,516)	(81,765)
<b>Other Expense</b>				
Debt forgiveness	—	—	22,616	—
Bad debt expense	—	—	—	—
Interest expense	(6,320)	(2,300)	(17,801)	(4,599)
<b>Income before income taxes</b>	(42,344)	161,189	(162,702)	(86,364)
Provision for income taxes	—	—	—	—
<b>NET INCOME (LOSS)</b>	\$ (42,344)	\$ 161,189	\$ (162,702)	\$ (86,364)
Net income (loss) attributable to non-controlling interest	(8,469)	32,238	(32,540)	(17,273)
<b>Net Income (Loss) Attributable To Geopulse Exploration, Inc.</b>	\$ (33,875)	\$ 128,951	\$ (130,162)	\$ (69,091)
<b>Weighted average shares outstanding</b>	68,804,000	78,804,000	68,804,000	78,804,000
<b>Basic and diluted per share amounts:</b>				
Continuing operations	\$ (0.0006)	\$ 0.0020	\$ (0.0024)	\$ (0.0011)
Net income	\$ (0.0006)	\$ 0.0020	\$ (0.0024)	\$ (0.0011)

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

**GEOPULSE EXPLORATION, INC.**

**Condensed Consolidated Statements of Cash Flows (Unaudited)**

	<b>Nine Months Ended</b>	
	<b>September 30, 2016</b>	<b>September 30, 2015</b>
<b>Cash flows from operating activities:</b>		
Net (loss) income from continuing operations	\$ (162,702)	\$ (86,364)
Adjustments to reconcile net (loss) income to net cash from operating activities:		
Depreciation	27,891	23,574
Debt forgiveness	(22,616)	—
Changes in operating assets and liabilities:		
Accounts receivable	—	—
Other current assets	(24,000)	79,789
Accounts payable	60,766	221
Accrued liabilities	69,000	73,500
<b>Net cash (used in) from operating activities</b>	<b>(51,661)</b>	<b>90,720</b>
<b>Cash flows from investing activities:</b>		
Purchases of equipment	—	(5,500)
Sales of tractor trailers	—	5,000
<b>Net cash from investing activities</b>	<b>—</b>	<b>(500)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from note payable - related party	29,444	172,075
Proceeds from note payable - non-related party	9,006	—
Payments from convertible notes	—	—
Payments on note payable - related party	—	(40,000)
Payments on note payable	—	—
Proceeds from common stock warrant exercised	—	—
Proceeds from common stock purchased	—	—
<b>Net cash used in financing activities</b>	<b>38,450</b>	<b>132,075</b>
Net increase (decrease) in cash and cash equivalents	(13,210)	222,295
Cash and cash equivalents at beginning of period	13,688	36
Cash and cash equivalents at end of period	<u>\$ 478</u>	<u>\$ 222,331</u>
	(0)	

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

**GEOPULSE EXPLORATION, INC.**

**Condensed Consolidated Statements of Stockholders' Equity (Unaudited)**

	Preferred Stock		Common Stock		Treasury Stock		Additional Paid-In Capital	Accumulated Deficit	Non-Controlling Interest	Total Shareholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
BALANCES, December 31, 2011	—	—	136,180,000	\$ 136,180	—	—	\$ 50,593	\$ (187,060)	\$ —	\$ (287)
Issuance of common stock, private placements			14,800,000	14,800			59,200			74,000
Net loss from continuing operations								(73,713)		(73,713)
BALANCES, December 31, 2012	—	—	150,980,000	\$ 150,980	—	—	\$ 109,793	\$ (260,773)	\$ —	\$ —
Retirement of common stock			#####	(123,376)						—
Issuance of preferred stock, acquisition	2,000,000	2,000								2,000
Issuance of common stock, acquisition			51,200,000	51,200			148,962			200,162
Recapitalization							(260,773)	260,773		—
Net Income attributable to non-controlling interest									1,503	1,503
Net income from continuing operations								6,012		6,012
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
Treasury shares retired	#####	(1,000)	(15,000,000)	(15,000)			(74,160)			(90,160)
11/4/2014 warrant exercised			5,000,000	5,000			5,000			10,000
Net Income attributable to non-controlling interest									(28,984)	(28,984)
Net income from continuing operations								(115,934)		(115,934)
BALANCES, December 31, 2015	1,000,000	1,000	68,804,000	\$ 68,804	—	—	\$ 52,198	\$ (103,075)	\$ (25,769)	\$ (6,842)
Net Income attributable to non-controlling interest									(32,540)	(32,540)
Net income from continuing operations								(130,162)		(130,162)
BALANCES, December 31, 2016	1,000,000	1,000	68,804,000	\$ 68,804	—	—	\$ 52,198	\$ (233,237)	\$ (58,309)	\$ (169,544)

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

## **GEOPULSE EXPLORATION, INC.**

Notes to the Condensed Consolidated Financial Statements

September 30, 2016

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 field 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 was a member of Geopulse’s Board of Directors and served 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, the Company retired 15,000,000 shares of the Company’s common stock and 1,000,000 shares of the Company’s Series A Preferred stock.

On July 28, 2015, Craig Osterhoudt, who was a member of Geopulse’s Board of Directors and served 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 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.

## **GEOPULSE EXPLORATION, INC.**

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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.

## **GEOPULSE EXPLORATION, INC.**

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### *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

## **GEOPULSE EXPLORATION, INC.**

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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 September 30, 2016 and December 31, 2015 are presented net of accumulated depreciation of \$113,406 and \$85,515, 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 nine months ended September 30, 2016 and during the year ended December 31, 2015.

### *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:



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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.

### *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.

## **GEOPULSE EXPLORATION, INC.**

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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

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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 September 30, 2016, the total number of shares of the Company's common stock that were issued and outstanding was 68,804,000. At September 30, 2016, the total number of shares of the Company's preferred stock that were issued and outstanding was 1,000,000.

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. See *Treasury Stock* below for information regarding the buy back and retiring of 1,000,000 shares of the Company's preferred stock.

#### *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.

On October 22, 2015, the Company issued 5,000,000 shares of its common stock to Michael Childs who exercised his warrant dated November 21, 2014 for \$10,000 of accrued but unpaid wages.

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### *Treasury Stock*

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 was a member of Geopulse's Board of Directors and served 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").

On July 28, 2015, the Company retired 15,000,000 shares of the Company's common stock and 1,000,000 shares of the Company's Series A Preferred stock.

### **Note 4. Other Current Assets**

#### *10b5-1 Trading Plan*

On November 9, 2015 the Company adopted a 10b5-1 trading plan with Alpine Securities Corporation. The Company established the trading plan in order to facilitate the purchase of a certain number, or a certain aggregate dollar amount, of common stock. As of September 30, 2016 the Company has recorded a prepaid expense balance of \$4,000.

#### *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. On July 1, 2016, and effective July 1, 2016, the Company amended the Consulting Agreement beginning January 1, 2016 in which they decreased the cash payment of \$36,000 per year to \$18,000 per year beginning on July 1, 2016. After the amendment, the Company valued its agreement at \$18,000 which is being amortized on a straight-line basis over the term of the Consulting Agreement. At September 30, 2016, the Company has recorded a prepaid expense balance of \$4,500.

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. On July 1, 2016, and effective July 1, 2016, the Company amended the

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Consulting Agreement beginning January 1, 2016 in which they decreased the cash payment of \$42,000 per year to \$18,000 per year beginning on July 1, 2016. After the amendment, the Company valued its agreement at \$18,000 which is being amortized on a straight-line basis over the term of the Consulting Agreement. At September 30, 2016, the Company has recorded a prepaid expense balance of \$4,500.

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. On July 1, 2016, and effective July 1, 2016, the Company amended the Consulting Agreement beginning January 1, 2016 in which they decreased the cash payment of \$96,000 per year to \$60,000 per year beginning on July 1, 2016. After the amendment, the Company valued its agreement at \$60,000 which is being amortized on a straight-line basis over the term of the Consulting Agreement. At September 30, 2016, the Company has recorded a prepaid expense balance of \$15,000.

At September 30, 2016, 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 September 30, 2016 and December 31, 2015 consist of the following:

<b>Property and Equipment</b>	<b>September 30 2016</b>	<b>December 31, 2015</b>
Semi-Trucks and Trailers	\$ 175,600	\$ 175,600
Less: Accumulated Depreciation	(113,406)	(85,515)
Property and Equipment, net	<u>\$ 62,194</u>	<u>\$ 90,085</u>

For the nine months ending September 30, 2016 and December 31, 2015, depreciation expense was \$27,891 and \$36,117, 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.

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### ***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. On July 1, 2016, and effective July 1, 2016, the Company amended the Consulting Agreement beginning January 1, 2016 in which they decreased the cash payment of \$42,000 per year to \$18,000 per year beginning on July 1, 2016. After the amendment, the Company valued its agreement at \$18,000 which is being amortized on a straight-line basis over the term of the Consulting Agreement. At September 30, 2016, the Company has recorded a liability of \$72,000.

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. On July 1, 2016, and effective July 1, 2016, the Company amended the Consulting Agreement beginning January 1, 2016 in which they decreased the cash payment of \$96,000 per year to \$60,000 per year beginning on July 1, 2016. After the amendment, the Company valued its agreement at \$60,000 which is being amortized on a straight-line basis over the term of the Consulting Agreement. At September 30, 2016, the Company has recorded a liability of \$12,000.

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. On July 1, 2016, and effective July 1, 2016, the Company amended the Consulting Agreement beginning January 1, 2016 in which they decreased the cash payment of \$36,000 per year to \$18,000 per year beginning on July 1, 2016. After the amendment, the Company valued its agreement at \$18,000 which is being amortized on a straight-line basis over the term of the Consulting Agreement. At September 30, 2016, the Company has recorded a liability of \$52,500.

On October 22, 2015, the Company entered into an unsecured promissory note with Gem Irrevocable Trust which note carries 24% interest per annum which interest begins to accrued from the date the funds

## **GEOPULSE EXPLORATION, INC.**

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were advanced to the Company. The note is due on or before October 22, 2016 on or before 5:00 p.m., Mountain Time. At September 30, 2016, the balance of principle and accrued but unpaid interest was \$61,307.

At December 31, 2015, the Company has recorded \$0 in cash advances. The cash advance occurred July 27, 2015 from MGL Living Trust. A factoring agreement was put in place and repaid on September 9, 2015 and September 29, 2015 with interest due. The total amount factored July 27, 2015 was \$102,112 with interest paid totaling \$3,469.

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***

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 was a member of Geopulse's Board of Directors and served 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. The Company came to an agreement with Craig Osterhoudt, who was a member of Geopulse's Board of Directors and served as its President and Treasurer, for a Stock Purchase Agreement Amendment dated July 24, 2015. Craig Osterhoudt agreed to accept \$20,000 as payment in full and the agreement is completely satisfied. There will be no further balance due and the transaction is complete with no outstanding debt, liabilities, or monies owed. At September 30, 2016, the balance of principle and interest was paid in full leaving a balance owing of \$0.

During the third quarter of 2016, 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"), received a payment netting a total of \$6,500. During June 2016, 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 an additional \$25,750. During March 2016, 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 an additional \$16,400. 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. The additional funds loaned have been added to the schedule of the unsecured promissory note dated August 5, 2015. At September 30, 2016, the balance of principle and accrued but unpaid interest was \$87,438.

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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. At September 30, 2016, the balance of principle and accrued but unpaid interest was \$2,749.

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. During the month of March 2016 Mr. Mark Childs loaned the Company an additional \$5,000 which was added to the schedule of the unsecured promissory note dated December 13, 2013. At September 30, 2016, the principal plus accrued but unpaid interest totaled \$22,708.

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 September 30, 2016, the principal plus accrued but unpaid interest totaled \$64,483.

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

	<b>September 30</b>	<b>December 31,</b>
	<b>2016</b>	<b>2015</b>
<b>Notes payable related party current</b>		
Osterhoudt Note	\$ 0	\$ 42,616
Total Notes payable related party current	<u>\$ 0</u>	<u>\$ 42,616</u>
	<b>September 30</b>	<b>December 31,</b>
	<b>2016</b>	<b>2015</b>
<b>Notes payable related party noncurrent</b>		
Jack Galvin Note	\$ 2,749	\$ 2,600
Real Properties (Mark Childs) Note	87,438	27,651
Mark Childs Note #3	64,483	71,512
Mark Childs Note #4	22,708	16,505
Total Notes payable related party noncurrent	<u>\$ 177,378</u>	<u>\$ 138,268</u>
Total Notes Payable Related Party	<u>\$ 177,378</u>	<u>\$ 180,883</u>



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### ***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 September 30, 2016, there were outstanding 19,000,000 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 three months ended March 31, 2016, cash transfers, equity and accounts between the Company and its subsidiary have been eliminated upon consolidation.

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 was a member of Geopulse's Board of Directors and served 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. The Company came to an agreement with Craig Osterhoudt, who was a member of Geopulse's Board of Directors and served as its President and Treasurer, for a Stock Purchase Agreement Amendment dated July 24, 2015. Craig Osterhoudt agreed to accept \$20,000 as payment in full and the agreement is completely satisfied. There will be no further balance due and the transaction is complete with no outstanding debt, liabilities, or monies owed. At September 30, 2016, the balance of principle and interest was paid in full leaving a balance owing of \$0.

During the third quarter of 2016, 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"), received a payment netting a total of \$6,500. During June 2016, 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 an additional \$25,750. During March 2016, 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 an additional \$16,400. 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

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funds were advanced to the Company. The additional funds loaned have been added to the schedule of the unsecured promissory note dated August 5, 2015. At September 30, 2016, the balance of principle and accrued but unpaid interest was \$87,438.

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. At September 30, 2016, the balance of principle and accrued but unpaid interest was \$2,749.

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. During the month of March 2016 Mr. Mark Childs loaned the Company an additional \$5,000 which was added to the schedule of the unsecured promissory note dated December 13, 2013. At September 30, 2016, the principal plus accrued but unpaid interest totaled \$22,708.

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 September 30, 2016, the principal plus accrued but unpaid interest totaled \$64,483.

### *Note 11. Warrants*

As of September 30, 2016, there were outstanding 19,000,000 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 September 30, 2016:

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	0.38	\$ 0.0005	5,000,000	\$ 0.0005
0.002	2,500,000	0.06	0.0003	2,500,000	0.0003

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0.002	2,500,000	0.06	0.0003	2,500,000	0.0003
0.003	9,000,000	0.42	0.0014	9,000,000	0.0014
<u>\$0.002 - \$0.003</u>	<u>19,000,000</u>	<u>0.92</u>	<u>\$ 0.002</u>	<u>19,000,000</u>	<u>\$ 0.002</u>

**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. Pursuant to the terms of the lease, rent is \$800 per month for 24 months. On September 15, 2016 the Company renewed its office lease, rent is \$200 per month for 12 months. The Company can break the lease by giving a 30 day notice.

Set forth below is a summary of current obligations as of September 30, 2016 comprised exclusively of the rental lease obligations to make future payments due by the period indicated below:

<u>Minot Office</u>	<u>Minimum Payments</u>	<u>Monthly Base Rent</u>
2016	\$ 600	\$ 200
2017	\$ 1,800	\$ 200

**Note 13. Subsequent Events**

The Company evaluated its September 30, 2016 financial statements for subsequent events through November 10, 2016, the date the financial statements were available to be issued.