Annual Report
For the Year End December 31, 2014

Converde Energy USA Inc.

(Exact name of registrant as specified in its charter)

Nevada	**20-1740321**
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification No.)
120 H Turnbull Crt. Cambridge, Ontario	**N1T 1H9**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (519) 800-7556

CONVERDE ENERGY USA, INC.

Annual Report for the year ended December 31, 2014

Explanatory Note

This Quarterly Report includes forward-looking statements within the meaning of the Securities Exchange Act of 1934 (the “Exchange Act”). These statements are based on management’s beliefs and assumptions, and on information currently available to management. Forward-looking statements include the information concerning possible or assumed future results of operations of the Company set forth under the heading “Management’s Discussion and Analysis of Financial Condition or Plan of Operation.” Forward-looking statements also include statements in which words such as
“expect,” “anticipate,” “intend,” “plan,” “believe,” “estimate,” “consider” or similar expressions are used.

Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions. The Company’s future results and shareholder values may differ materially from those expressed in these forward-looking statements. Readers are cautioned not to put undue reliance on any forward-looking statements.

ITEM 1 – NAME OF THE ISSUER AND ITS PREDECESSORS (IF ANY)

We were originally incorporated in Nevada on October 12, 2004 as World Wise Technologies, Inc. Our name was changed to W2 Energy, Inc. on December 1, 2004. On December 15, 2004, we acquired 100% of the issued and outstanding common stock of World Wise Technologies, Inc., an Ontario corporation formed in 1987, which was subsequently dissolved.

On March 31st 2014 the shareholders voted to change the name of the company from W2 Energy Inc. to Converde Energy USA Inc. On September 9th 2014 when the directors officially changed the name with the state of Nevada to Converde Energy USA Inc.

ITEM 2 – ADDRESS OF THE ISSUER’S PRINCIPAL EXECUTIVE OFFICES

Company Headquarters
Address 1: 120 H Turnbull CRT.
Address 2: Cambridge Ontario
Address 3: N1T 1H9
Phone: (519) 800-7556
Email: info@converdeenergy.com
Website(s): www.converdeenergy.com

ITEM 3 – SECURITY INFORMATION

Trading Symbol: XFUL
Exact title and class of securities outstanding: Common stock
CUSIP: 92934U309
Par or Stated Value: $0.0001
Total shares authorized: 5,000,000,000 as of: December 31, 2014
Total shares outstanding: 3,143,680,499 as of: December 31, 2014

Additional class of securities (if necessary):
Trading Symbol: Our Class B common stock does not have a CUSIP and does not trade
Exact title and class of securities outstanding: Class B common stock
CUSIP: Our Class B common stock does not have a CUSIP and does not trade
Par or Stated Value: $0.0001
Total shares authorized: 250,000,000 as of: December 31, 2014
Total shares outstanding: 56,000,000 as of: December 31, 2014

Additional class of securities (if necessary):
Trading Symbol: Our preferred stock does not have a CUSIP and does not trade
Exact title and class of securities outstanding: Preferred stock
CUSIP: Our preferred stock does not have a CUSIP and does not trade
Par or Stated Value: $0.0001
Total shares authorized: 750,000,000 as of: December 31, 2014
Total shares outstanding: 215,498,745 as of: December 31, 2014

Transfer Agent
Name: Transfer Online, Inc.
Address 1: 512 SE Salmon Street, Portland, Oregon 97214
Address 2: _____
Address 3: _____
Phone: (503) 227-2950
Is the Transfer Agent registered under the Exchange Act Yes: X No: ☐

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

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

On September 23, 2011, our Board of Directors authorized and our shareholders approved a reverse split of our issued and outstanding capital stock, consisting of a 1:100 reverse split of all shares of Common Stock and a 1:10 reverse split of all shares of Preferred Stock. For each fractional share resulting from the reverse split, the shareholder will receive one additional share of stock.

Reverse Stock Split – On November 21, 2011 the Company's common stock was reversed on a 1 share for 100 shares basis.

On July 16th 2013 the board of directors and shareholders authorized and approved a corporate name change, which at the discretion of the management team will take effect as part or the rebranding strategy of the company.

On July 16th 2013 the preferred shareholders of W2 Energy Inc. approved a 1:10 swap of W2 Energy preferred shares to common shares of a privately held Canadian corporation. The shareholders of the Canadian corporation will be identical to the preferred shareholders of W2 Energy Inc. Therefore Converde Energy Inc. now holds the preferred shares of Converde Energy USA Inc. a private Canadian Corporation.

On March 17, 2014 the shareholder authorized and approved to increase the companies total authorized class "A" common shares to 5,000,000,000

On March 31, 2014, our Board of Directors authorized and our shareholders approved a reverse split of our issued and outstanding capital stock, consisting of a 1:500 reverse split of all shares of Common Stock. For each fractional share resulting from the reverse split, the shareholder will receive one additional share of stock.

Reverse Stock Split – On January 20, 2015 the Company's common stock was reversed on a 1 share for 500 shares basis.

ITEM 4 – Issuance History

On November 13, 2007, our Board of Directors approved a new class of preferred stock, consisting of 150,000,000 shares with a par value of $0.001 per share, known as Class A Preferred Stock. The Preferred Stock has a dividend and liquidation preference to our common stock, has ten votes per share on all matters requiring a shareholder vote, and each share is convertible into ten shares of our common stock at the election of the holder thereof. As of December 20, 2012, there are 68,578,745 shares of our Class A Preferred Stock issued and outstanding and held by 10 shareholders, two of which are our directors.

On September 23, 2011, our Board of Directors authorized and our shareholders approved a reverse split of our issued and outstanding capital stock, consisting of a 1:100 reverse split of all shares of Common Stock and a 1:10 reverse split of all shares of Preferred Stock. For each fractional share resulting from the reverse split, the shareholder will receive one additional share of stock. The reverse split was submitted to FINRA for its review and approval, and will become effective upon such approval. When the reverse split is effective, the Company will send a notice to each shareholder of record instructing it on how to surrender certificates for pre-split shares and receive certificates for post-split shares.

During the year ended December 31, 2011 the Company issued 276,711,257 shares of common stock for cash. These issuances resulted in total net proceeds of $402,072. In addition, the Company issued 75,500,000 shares of common stock as payment for services rendered. These shares were valued at an aggregate of $151,000.

During the year ended December 31, 2011 the Company issued 3,000,000 shares of preferred stock and 6,525,500 shares of common stock in acquisition of a subsidiary entity. These shares were valued at an aggregate of $19,051. Additionally, the Company issued 4,956,896 shares of common stock in conversion of debts. These shares were valued at an aggregate of $17,250.

On December 10, 2012, our Board of Directors authorized and our shareholders approved an increase of the authorized capital to two billion five hundred million (2,500,000,000) shares at a par value of $0.001 designated as Common stock and seven hundred and fifty million (750,000,000) shares with a par value of $0.001 designated as Preferred Stock.

During the year ended December 31, 2012 the Company issued 95,516,931 shares of common stock as payment for services rendered. These shares were valued at an aggregate of $817,833.During the year ended December 31, 2012 the Company issued 8,000,000 common shares as payment for services rendered. These shares were valued at $0.13 per share, resulting in an aggregate value of $1,040,508.

During the year ended December 31, 2012 the Company issued 83,420,000 shares of preferred stock for $121,860 cash.
During the year ended December 31, 2012 the Company issued 334,744,573 shares of common stock for conversion of $724,783 of debt.

During the year ended December 31, 2012 the Company issued 334,744,573 shares of common stock in settlement of debts. The shares were valued at an aggregate of $724,783.

On February 15, 2013, our Board of Directors approved a new class of common stock, consisting of 250,000,000 shares with a par value of $0.001 per share, known as Class B Common Stock. The Class B Stock has a dividend and liquidation preference to our common stock, has ten votes per share on all matters requiring a shareholder vote. As of December 31, 2014, there are 6,000,000 shares of our Class B common Stock issued and outstanding.

During the year ended December 31, 2014 the Company issued 1,017,437,785 common shares for conversion of debts of $1,017,438. The Company recognized a loss of $238,369 on the conversion of debt.

As of December 31, 2014, there were 1,454,517,260 shares of our common stock issued and outstanding and held by 146 stockholders of record. We believe many of the shares of our common stock are held in “street name” and, therefore, we believe the actual number of shareholders is significantly higher. As of December 31, 2014, the public float for the Company consists of 1,412,609,505 shares of our Common Stock, which are freely tradable.

ITEM 5 – INTERIM FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

CONVERDE ENERGY, USA INC.
(Formerly Known As, W2 ENERGY, INC.)
Consolidated Balance Sheets

ASSETS

		December 31, 2014		December 31, 2013
CURRENT ASSETS				
Cash	$	349,691	$	2,225
Total Current Assets		349,691		2,225
PROPERTY AND EQUIPMENT, net		1,426,216		1,525,896
TOTAL ASSETS	$	1,775,907	$	1,528,121

LIABILITIES AND STOCKHOLDERS' DEFICIT

		December 31, 2014		December 31, 2013
CURRENT LIABILITIES				
Accounts payable and accrued expenses	$	294,577	$	493,283
Convertible debentures		25,000		25,000
Notes payable		530,957		476,899
Total Current Liabilities		850,534		995,182
TOTAL LIABILITIES		850,534		995,182
STOCKHOLDERS' DEFICIT				
Preferred stock; $0.001 par value, 750,000,000 shares authorized, 215,498,745 and 215,498,745 shares issued and outstanding, respectively		215,499		121,499
Common stock, Series A, $0.001 par value; 5,000,000,000 shares authorized; 3,143,680,499 and 1,454,517,260 shares issued and outstanding, respectively		3,143,680		1,454,517
Common stock - Series B, $0.001 par value; 250,000,000 shares authorized; 56,000,000 and zero shares issued and outstanding, respectively		56,000		-
Additional paid-in capital		23,021,696		23,508,106
Stock subscriptions payable		54,843		54,843
Other comprehensive income		(198,135)		(141,341)
Accumulated deficit		(25,368,210)		(24,464,685)
Total Stockholders' Deficit		925,373		532,939
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$	1,775,907	$	1,528,121

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

CONVERDE ENERGY, USA INC.
(Formerly Known As, W2 ENERGY, INC.)
Consolidated Statements of Operations

	For the Years Ended December 31, 2014	For the Years Ended December 31, 2013
REVENUES	$ 228,697	$ -
COST OF GOODS SOLD	-	-
GROSS PROFIT (LOSS)	228,697	-
OPERATING EXPENSES		
General and administrative	872,242	65,031
Professional	-	18,981
Depreciation	99,680	74,760
Total Expenses	971,922	158,772
LOSS FROM OPERATIONS	(743,225)	(158,772)
OTHER INCOME (EXPENSES)		
Interest expense	(160,300)	(72,026)
Loss on settlement of debt	-	(238,369)
Interest income	-	31,467
Total Other Income (Expenses)	(160,300)	(278,928)
DISCONTINUED OPERATIONS	-	-
NET LOSS	$ (903,525)	$ (437,700)
OTHER COMPREHENSIVE INCOME		
Foreign currency translation adjustment	$ (56,794)	$ (9,945)
TOTAL COMPREHENSIVE LOSS	$ (960,319)	$ (447,645)
BASIC LOSS PER SHARE	$ (0.00)	$ (0.00)
BASIC WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	2,127,829,098	437,079,475

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

CONVERDE ENERGY, USA INC.
(Formerly Known As, W2 ENERGY, INC.)
Statements of Stockholders' Equity (Deficit) (Continued)

	Preferred Stock		Common Stock - Series A		Common Stock - Series B		Additional Paid-In Capital	Stock Subscription Payable	Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount					
Balance, December 31, 2010	7,778,745.00	$ 7,779	3,181,035	$ 3,181	-	$ -	$ 19,942,827	$ 54,843	$ -	$ (20,560,235)	$ $ (551,606)
Preferred stock issued in acquisition of subsidiary	300,000	300	-	-	-	-	5,700	-	-	-	6,000
Common stock issued for cash	-	-	2,767,112	2,767	-	-	399,305	-	-	-	402,072
Common stock issued for services	-	-	755,000	755	-	-	150,245	-	-	-	151,000
Common stock issued in acquisition of subsidiary	-	-	65,255	65	-	-	12,986	-	-	-	13,051
Common stock issued in conversion of debt	-	-	49,569	50	-	-	17,200	-	-	-	17,250
Net loss for the year ended December 31, 2011	-	-	-	-			-	-	(131,396)	(780,181)	(911,577)
Balance, December 31, 2011	8,078,745	8,079	6,817,971	6,818	-	-	20,528,263	54,843	(131,396)	(21,340,416)	(873,810)
Preferred stock issued for services	8,000,000	8,000	-	-	-	-	1,032,508	-	-	-	1,040,508
Common stock issued for services	-	-	95,516,931	95,517	-	-	722,316	-	-	-	817,833
Contributed capital	-	-	-	-	-	-	796,541	-	-	-	796,541
Preferred stock issued for cash	83,420,000	83,420	-	-	-	-	38,440	-	-	-	121,860
Common stock issued in conversion of debts	-	-	334,744,573	334,745	-	-	390,038	-	-	-	724,783
Net loss for the year ended December 31, 2012	-	-	-	-	-	-	-	-	(9,945)	(2,686,569)	(2,696,514)
Balance, December 31, 2012	99,498,745	99,499	437,079,475	437,079	-	-	23,508,106	54,843	(141,341)	(24,026,985)	(68,799)
Preferred stock issued	22,000,000	22,000	-	-	-	-	-	-	-	-	22,000
Common stock issued	-	-	1,017,437,785	1,017,438	-	-	-	-	-	-	1,017,438
ended December 31, 2013	-	-	-	-	-	-	-	-	-	(437,700)	(437,700)
Balance, December 31, 2013	121,498,745	121,499	1,454,517,260	1,454,517	-	-	23,508,106	54,843	(141,341)	(24,464,685)	532,939
Common stock issued	-	-	1,689,163,239	1,689,163	-	-	(1,383,984)	-	-	-	305,179
Common stock - Series B issued	-	-	-	-	56,000,000	56,000	44,000	-	-	-	100,000
Preferred stock issued	94,000,000	94,000	-	-	-	-	853,574	-	-	-	947,574
Net loss for the year ended December 31, 2014	-	-	-	-	-	-	-	-	(56,794)	(903,525)	(960,319)
Balance, December 31, 2014	215,498,745	$ 215,499	3,143,680,499	$ 3,143,680	56,000,000	$ 56,000	23,021,696	$ 54,843	$ (198,135)	$ (25,368,210)	$ 925,373

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

CONVERDE ENERGY, USA INC.
(Formerly Known As, W2 ENERGY, INC.)
Statements of Cash Flows

	For the Years Ended December 31, 2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (903,525)	$ (437,700)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation and amortization	99,680	74,760
Bad debt expense	-	-
Common stock issued for services	150,000	-
Gain on extinguishment of debt	-	-
Expenses paid on Company's behalf	-	-
Changes in operating assets and liabilities:	-	-
Change in accounts receivable	-	-
Increase (decrease) in accounts payable	-	-
and accrued expenses	(198,706)	72,026
Net Cash Used in Operating Activities	(852,551)	(290,914)
CASH FLOWS FROM INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from notes payable	509,600	290,189
Common and preferred stock issued for cash and subscriptions payable	747,211	-
Net Cash Provided by Financing Activities	1,256,811	290,189
EFFECTS OF EXCHANGE RATE CHANGES	(56,794)	-
NET INCREASE (DECREASE) IN CASH	347,466	(725)
CASH AT BEGINNING OF PERIOD	2,225	2,950
CASH AT END OF PERIOD	$ 349,691	$ 2,225
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Common stock issued for services	$ -	$ -
Debt paid with common stock	-	1,039,438
Common and preferred stock issued in acquisition of subsidiary	$ -	$ -

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

Converde Energy USA, Inc.
(A Development Stage Company)
Notes to the Financial Statements

NOTE 1 - ORGANIZATION AND HISTORY

World Wise Technologies, Inc. (WWT) was an Ontario Canada corporation formed in 1987 as World Wise Resources, Inc. to engage in mining activities. In October 1987, WWT ceased its mining operations and was reclassified as a development stage company. WWT changed its name to World Wise Technologies, Inc. and began developing its technology for energy production from non-polluting sources.

World Wise Technologies, Inc., (the Company) a Nevada corporation, was incorporated in October of 2004. Its name was changed to W2 Energy, Inc. on December 1, 2004. On December 15, 2004 all of the shares of WWT were acquired on a one share for one share basis and the shares were reverse split on a one share for ten shares basis. WWT was then dissolved and the Company became the surviving entity. WWT is accounted for as the predecessor to the Company accordingly the historical financial statements of WWT are presented as those of the Company for the year ended December 31, 2004. WWT ceased operations immediately upon the formation of the Company.

On March 31st 2014 the shareholders voted to change the name of the company from W2 Energy Inc. to Converde Energy USA Inc. On September 9th 2014 when the directors officially changed the name with the state of Nevada to Converde Energy USA Inc.

The Company is in the development stage and has generated no significant revenue.

The Company intends to provide plasma-assisted biomass to energy plants to produce cost-efficient green energy in the form of sulfur-free diesel and electricity. The Company is seeking to construct a pilot plant for the production of organic fertilizer, diesel fuel and electricity

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

a. Accounting Method

The Company's financial statements are prepared using the accrual method of accounting. The Company has elected a December 31 year-end.

b. Basic Loss Per Share

The computations of basic loss per share of common stock are based on the weighted average number of shares outstanding at the date of the financial statements. There are no common stock equivalents outstanding.

For the Year Ended December 31, 2014

Loss (Numerator)	Shares (Denominator)	Per Share Amount
$ (903,525)	3,143,680,499	$ (0.00)

For the Year Ended December 31, 2013

Loss (Numerator)	Shares (Denominator)	Per Share Amount
$ (437,700)	945,798,367	$ (0.00)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

c. Provision for Taxes

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely that not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Net deferred tax assets consist of the following components as of December 31, 2014 and 2013:

	2014	2013
Deferred tax assets		
NOL Carryover	$ 4,918,487	$ 4,014,962
Valuation allowance	(4,918,487)	(4,014,962)
Net deferred tax asset	$ -	$ -

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate of 39% to pretax income from continuing operations for the years ended December 31, 2014 and 2013 due to the following:

	2014	2013
Book loss	$ (903,525)	$ (170,703)
Common stock issued for services	-	-
Valuation allowance	903,525	170,703
	$ -	$ -

At December 31, 2014, the Company had net operating loss carry forwards of approximately $4,918,487that may be offset against future taxable income through the year 2034. No tax benefit has been reported in the December 31, 2014 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carryforwards for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in the future.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

d. Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

e. Fair Value of Financial Instruments

As at December 31, 2014, the fair value of cash and accounts and advances payable, including amounts due to and from related parties, approximate carrying values because of the short-term maturity of these instruments.

f. Recently Issued Accounting Pronouncements

The FASB established the Accounting Standards Codification ("Codification" or "ASC") as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in accordance with generally accepted accounting principles in the United States ("GAAP"). Rules and interpretive releases of the Securities and Exchange Commission ("SEC") issued under authority of federal securities laws are also sources of GAAP for SEC registrants. Existing GAAP was not intended to be changed as a result of the Codification, and accordingly the change did not impact our financial statements. The ASC does change the way the guidance is organized and presented.

Accounting Standards Update ("ASU") No. 2009-2 through ASU No. 2011-01 contain technical corrections to existing guidance or affect guidance to specialized industries or entities were recently issued. These updates have no current applicability to the Company or their effect on the financial statements would not have been significant.

g. Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, the Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

h. Property and Equipment

Property and equipment are carried at cost, net of accumulated depreciation. Depreciation is computed straight-line over periods ranging from three to five years.

NOTE 3 - GOING CONCERN

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company does not have significant cash or other current assets, nor does it have an established source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. The Company has continued to seek funding to construct a pilot plant, which upon its completion is expected to provide revenues to allow it to continue as a going concern. In the interim the Company expects to raise operating capital through the private placement of its common stock.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plan described in the preceding paragraph and eventually attain profitable operations. The accompanying financial statements do not include any adjustments that may be necessary if the Company is unable to continue as a going concern.

NOTE 4 - EQUITY ACTIVITY

During the year ended December 31, 2013 the Company issued 1,017,437,785 shares of common stock as payment for debt with an aggregate of $1,017,438.

During the year ended December 31, 2013 the Company issued 22,000,000 common shares as payment for debt with an aggregate value of $22,000.

During the year ended December 31, 2012 the Company issued 95,516,931 shares of common stock as payment for services rendered. These shares were valued at an aggregate of $817,833. During the year ended December 31, 2012 the Company issued 8,000,000 common shares as payment for services rendered. These shares were valued at $0.13 per share, resulting in an aggregate value of $1,040,508.

During the year ended December 31, 2012 the Company issued 83,420,000 shares of preferred stock for $121,860 cash. During the year ended December 31, 2012 the Company issued 334,744,573 shares of common stock for conversion of $724,783 of debt. During the year ended December 31, 2012 the Company issued 334,744,573 shares of common stock in settlement of debts. The shares were valued at an aggregate of $724,783.

During the year ended December 31, 2011 the Company issued 276,711,257 shares of common stock for cash. These issuances resulted in total net proceeds of $402,072. In addition, the Company issued 75,500,000 shares of common stock as payment for services rendered. These shares were valued at an aggregate of $151,000.

During the year ended December 31, 2011 the Company issued 3,000,000 shares of preferred stock and 6,525,500 shares of common stock in acquisition of a subsidiary entity. These shares were valued at an aggregate of $19,051. Additionally, the Company issued 4,956,896 shares of common stock in conversion of debts. These shares were valued at an aggregate of $17,250.

NOTE 5 - PROPERTY AND EQUIPMENT

A summary of the property and equipment is as follows:

	2014	2013
Computer equipment	$ 153,163	$ 153,163
Leasehold improvements	4,673	4,673
Machinery and equipment	1,785,824	1,785,824
Accumulated depreciation	(518,444)	(417,764)
Net property and equipment	$ 1,525,896	$ 1,525,896

Property and equipment items are depreciated over their estimated useful lives. The estimated useful lives of the Company's property and equipment range from five to seven years. Depreciation expense was $99,680 and $74,760 for the years ended December 31, 2014 and 2013, respectively.

NOTE 6 - NOTES PAYABLE

During the year ended December 31, 2013 on January 25, 2013 the Company entered into a convertible note agreement with Michael Brierley a non-affiliate shareholder for $100,000. The note was used for operating expenses and the building purchase. The note is secured by common stock of the company.

During the year ended December 31, 2014 on January 21, 2014 the Company entered into a convertible note agreement with Michael Brierley a non-affiliate shareholder for $175,000. The note was used for operating expenses and the building purchase. The note is secured by common stock of the company.

During the year ended December 31, 2013 on June 3, 2013 the Company entered into a convertible note agreement with JSJ Investments an unrelated third party for $150,000. The note was used for operating expenses. The note is secured by common stock of the company.

During the year ended December 31, 2012 the Company entered into a note agreement with 6361811 Canada Inc. for $80,000. The note was used to secure the purchase of biodiesel plant assets. The note is secured by the purchased assets. The note is paid in full

During the year ended December 31, 2011 the Company entered into a note agreement with an unrelated third party for $1,150,000. The note was used to secure the purchase of certain fixed assets. The note was satisfied by the sale of the asset.

The Company holds a note payable to a related entity that falls due on November 1, 2011, is unsecured and bears interest at a rate of 9.5% per annum. The total amount payable on this note as of September 30, 2012 totaled $505,586. Beginning November 1, 2007, the Company agreed to begin making monthly payments on the note in the amount of $11,463, plus interest, per month. The Company has been unable to consistently make these monthly payments, and the note is currently in default. As of September 30, 2012, the note holder has made no demand for payment.

During the year ended December 31, 2009 the Company was granted credit on a fixed asset purchased by the Company in the amount of $375,000. This amount is non-interest bearing and is classified as a current liability in the accompanying financial statements.

During the year ended September 30, 2009 the Company issued $50,000 in convertible debentures. The Company paid back $25,000 of these notes during the period. These notes are convertible into the Company's common stock at a strike price of $0.50 per share. At September 30, 2012 the Company owed $25,000 on these notes.

NOTE 7 - SUBSEQUENT EVENTS

In accordance with ASC 855-10, Company management reviewed all material events through the date of this report and there are no material subsequent events to report.

Our Management's Discussion and Analysis contains not only statements that are historical facts, but also statements that are forward-looking (within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934). Forward-looking statements are, by their very nature, uncertain and risky. These risks and uncertainties include international, national and local general economic and market conditions; demographic changes; our ability to sustain, manage, or forecast growth; our ability to successfully make and integrate acquisitions; existing government regulations and changes in, or the failure to comply with, government regulations; adverse publicity; competition; fluctuations and difficulty in forecasting operating results; changes in business strategy or development plans; business disruptions; the ability to attract and retain qualified personnel; the ability to protect technology; and other risks that might be detailed from time to time in our filings with the Securities and Exchange Commission.

Although the forward-looking statements in this Quarterly Report reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by them. Consequently, and because forward-looking statements are inherently subject to risks and uncertainties, the actual results and outcomes may differ materially from the results and outcomes discussed in the forward-looking statements. You are urged to carefully review and consider the various disclosures made by us in this report and in our other reports as we attempt to advise interested parties of the risks and factors that may affect our business, financial condition, and results of operations and prospects.

Overview

We have six technologies that we anticipate will be deployed in a variety of uses around the world. These technologies are:

- plasma-assisted-biomass-to-energy plants;
- mass-to-energy plants;
- mass-to-energy technologies;
- solar technologies;
- hydroelectric and wind power systems; and
- hazardous waste destruction technology.

Through the period ended December 31, 2014, we generated revenues of $-0- from our technologies. Our development plan is to enter into joint venture relationship and strategic partnerships with third parties to help develop these technologies because they are very capital intensive. To date, we have been successful in entering into several relationships that we think have the potential to generate revenue in the near future. Essentially all of our activities have been focused on developing these relationships and becoming a reporting issuer under the Securities Exchange Act of 1934.

Results of Operations for the Year Ended December 31, 2014 and 2013

<u>Revenue</u>

Our revenue for the years ended December 31, 2014 and 2013 was $228,697and $-0-, respectively.

Research and development

We spent $-0- on research and development for the year ended December 31, 2014, compared to $-0- for the corresponding period in 2013.

General and administrative expenses

We incurred general and administrative expenses of $872,242 for the year ended December 31, 2014 compared to $65,031 for the corresponding period in 2013.

Other Income (Expenses)

Our total other expenses were $99,680 for the year ended December 31, 2014, which consisted of interest and expense of $-0-, other income of 31,467, and loss on settlement of debt of 238,369, compared to interest expense of $-0-, other income of $-0-, and loss on settlement of debt of $-0- for the corresponding period of 2013.

Net Income (Loss)

We had a net loss of $903,525 for the year ended December 31, 2014, compared to a net loss of 437,700 for the corresponding period of 2013.

Liquidity and Capital Resources

Introduction

As of December 31, 2014, we had total current assets of $349,691 and total current liabilities of 850,534.

Our ability to continue as a going concern on a long-term basis is dependent upon our ability to generate sufficient cash flows from operations to meet our obligations on a timely basis, to obtain additional financing, and ultimately attain profitability.

Although we have been mildly successful in the past in raising capital, no assurance can be given that sources of financing will continue to be available and/or that demand for our equity/debt instruments will be sufficient to meet our capital needs, or that financing will be available on favorable terms.

To the extent that we raise additional capital through the sale of equity or convertible debt securities, dilution of the interests of existing shareholders may occur. If we raise additional funds through the issuance of debt securities, these securities may have rights, preferences and privileges senior to holders of common stock and the terms of such debt could impose restrictions on our operations. Regardless of whether our assets prove to be inadequate to meet our operational needs, we may seek to compensate providers of services by issuance of stock in lieu of cash, which may also result in dilution to existing shareholders.

Cash Requirements

We intend to use our available funds for working capital purposes.

Sources and Uses of Cash

Operating Activities

Our net cash used in operating activities was $852,551 for the year ended December 31, 2014 and $290,914 cash used in operating activities for the corresponding period of 2013.

Investing Activities

Our net cash used in investing activities was $-0- for the year ended December 31, 2014, compared to $-0- used in investing activities for the corresponding period of 2013.

Financing Activities

Our net cash provided by financing activities was $1,256,811for the year ended December 31, 2014, compared to $290,189 for the corresponding period of 2013, and were both primarily the result of the sale of our common and/or preferred stock.

Critical Accounting Policies

Our accounting policies are fully described in Note 2 to our consolidated financial statements. The following describes the general application of accounting principles that impact our consolidated financial statements.

Our results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principals generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to bad debt, inventories, investments, intangible assets, income taxes, financing operations, and contingencies and litigation.

We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Off-balance Sheet Arrangements

We have no off-balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is deemed by our management to be material to investors.

LEGAL PROCEEDINGS

We are not currently a party to any pending or threatened legal proceedings or administrative actions.

In the ordinary course of business, we may be from time to time involved in various pending or threatened legal actions. The litigation process is inherently uncertain and it is possible that the resolution of such matters might have a material adverse effect upon our financial condition and/or results of operations. However, in the opinion of our management, matters currently pending or threatened against us are not expected to have a material adverse effect on our financial position or results of operations.

OTHER INFORMATION

Entry into Material Definitive Agreements.

On August 2, 2012, the Company entered into a Lease Agreement with Finfeather Properties – Dennis & Pete Ltd. for the lease of a facility at 2708 Finfeather Road, Bryan, Texas 77801. The lease has a twelve-month term and the monthly rent is $680. The company has since terminated this lease.

On December 2, 2011, the Company entered into a Memorandum of Agreement with W2H Luxembourg Holding SA, a Luxembourg corporation ("W2H"), pursuant to which the parties agreed to joint venture on a number of projects, in exchange for an option granted from the Company to W2H under which it can purchase up to 33% of all Preferred Stock in the Company for a price of $4,500,000. The Memorandum of Agreement had an initial term of six months, which was extended for an additional twelve months by written amendment between the parties on June 1, 2012. As of the companies press release dated January 14th 2014 the company has terminated this relationship. On January 14th 2014 the company stated, "Over the course of 2012 and 2013 we signed several deals with SES International and received deposits against purchase orders generated as a result. Unfortunately in the last quarter of 2013 management decided to cancel these agreements due to non-performance and non-payment from SES." W2H Luxembourg Holding is the predecessor company to SES International.

On May 5, 2011, the Company entered into a purchase and sale agreement to purchase the land and building located at 345 Woodlawn Rd. W Guelph Ontario N1H 1G3 for 1.15 million dollars Canadian. The company entered into an agreement with Binbrook Holdings Ltd who will carry a first mortgage on the property for $900,000 dollars Canadian at the rate of 9% interest only for the term of 2 years. This property will serve as the Company's primary facility for its various businesses, subject to the terms of the aforementioned first mortgage. A copy of the agreement was filed as an Exhibit to the Company's Annual Report for the year ended December 31, 2010, and is incorporated herein by reference. This mortgage was paid in full upon sale of the building on April 5th 2013

On May 5, 2011, the Company entered into a promissory note for $150,000.00 dollars as a vendor financing on the building purchase for the term of 6 months. The note issued to Mar-Cot Properties Inc. is secured by a second mortgage on the property at 345 Woodlawn Rd. West and is in default as of May 3, 2012. This note was extinguished upon the sale of the building on April 5th 2013

On September 30, 2012, the Company received a Purchase order for 7 X 600 Hp Rotary combustion engines from SES International Holdings Ltd. This was cancelled as per our press release of January 14th stated above.

On October 6, 2012, the Company entered into a Joint Venture agreement with SES International Ltd., Ecobound SDN BDH and W2H Luxembourg Holdings. The purpose of the JV Company is to finance, develop and implement W2H and W2E technology. This was also cancelled as per our press release of January 14th 2014 as stated above.

EXHIBITS

ITEM 6 – Describe the Issuers Business, Products and Services.

A) Converde Energy USA Inc. develops renewable energy technologies and applies it to new generation power systems. Specifically, Converde Energy USA's plasma assisted biomass to energy plants utilize state of the art technologies to produce green energy both fuel (sulfur free diesel) and electricity at the most efficient cost in capital investment and production per/barrel, per/Megawatt. Converde Energy USA Inc. has seasoned management, cutting edge technology and owns a large technology portfolio of patents and know-how that has been extensively validated and ready for commercial production.

B) State of incorporation and Date: Nevada, 2004

C) Issuers Primary and Secondary SIC code: 1311 - Crude petroleum and natural gas

D) Issuers year end: Dec/31

E) Principal products and services: Converde Energy USA has 6 basic market solutions where we have applied our intellectual properties.

Syngas Production: The NT Plasmatron converts any hydrocarbon feedstock into syngas, which is a combination of hydrogen (H2) and Carbon Monoxide (CO). Viable feedstocks include municipal solid waste (MSW), coal, natural gas, tires, sewage, animal waste and agricultural waste.

Electricity Production: The SteamRay high-efficiency rotary engine converts either steam or syngas into electricity. The W2 Hydrokinetics Propeller (WHP) converts river or offshore water flows into hydraulic pressure. The W2 Small Energy Generating System (SEGS) converts that hydraulic pressure into electricity.

Liquid Fuel Production: The MultiFuel Gas-to-Liquid Reactor converts syngas into either Ultra Low Sulfur Diesel (ULSD) or an approximate 40/35/25 blend of ULSD, gasoline, and JP8 jet fuel. The W2 Butanol Reactor (WBR) converts syngas into an approximate 60/30/10 blend of Butanol, acetone and ethanol. Butanol can be used as a gasoline substitute. Acetone and ethanol are commercial products with substantial worldwide demand.

Waste Remediation: Converde Energy USA technology eliminates the need for landfills and offers the opportunity to convert existing landfills into electricity, liquid fuel, plus sale-able and recoverable industrial byproducts such as landfill ash and powder sulfur.

Carbon Gas and Pollution Sequestration: The SunFilter Algae Reactor sequesters carbon dioxide and other pollution gases and grows algae which feed on those gases and particulates. In situations where the algae feed on pure carbon dioxide (CO2), such as the carbon dioxide produced by the MultiFuel Reactor, the algae can be used to produce biodiesel, syngas, and human and animal food supplements. When feedstock gas has other components such as sulfur oxides, resulting algae can create biodiesel and syngas.

Transportation: The Solar Bug Solar Electric vehicle runs on a combination of conventional and solar-produced electricity, eliminating the need to buy transportation fuels and using solar power as a free and renewable source of energy.

During the twelve-months ended December 30, 2009, we generated our first revenues from our technologies. Our development plan is to enter into joint venture relationships and strategic partnerships with third parties to help develop these technologies because they are very capital intensive. To date, we have been successful in entering into several relationships that we think have the potential to generate more revenue in the near future. Prior to this year, essentially all of our activities have been focused on developing technologies and relationships.

We acquire and develop renewable and clean energy technologies and will be deploying them in projects around the world.

Our plasma-assisted-biomass-to-energy(NT-Plasmatron) plants utilize state of the art technologies to produce clean, non-polluting energy, which includes process heat (hot water and steam), liquid hydrocarbon fuels (including gasoline, JP8 jet fuel, and ultra low sulfur diesel), and electricity, at prices competitive with other technologies.

Our NT-Plasmatron technologies create energy from renewable feedstocks such as municipal solid waste, agricultural waste, tires, medical waste or even sewage. Our plants can also produce clean energy from sources once thought to be “dirty,” including natural gas, crude oil and coal. Our plants can produce clean energy from these once-dirty feedstocks by effective filtering out or sequestering all of the compounds which society wishes to keep out of the environment.

Our technologies filter out the nitrous oxides, sulfur oxides in the syngas. Our carbon sequestration technologies (Sunfilter Algae reactor) use the Carbon Dioxide (CO_2) and Nitrogen (N_2) in the waste stream to grow algae which in turn can be sent back through the process to make liquid fuel or electricity. The Algae can also be sold into the Nutraceutical or cosmetic markets as well. The carbon dioxide which would normally enter the atmosphere after combustion in a coal-burning plant is actually used to make clean energy in our plants.

Our solar technologies create hot water, steam and electricity. We deploy our solar technologies in installations ranging in size from single homes to full-scale utility applications.

Our hydroelectric and wind power systems convert wind and hydropower into hydraulic energy which can either create electricity or drive pumps for any purpose.

Our transportation technologies utilize a combination of our solar technologies as well are our rotary engine product to produce our Solar bug product.

Renewable Fuels

Renewable fuels can be defined generally as solid, liquid or gas fuels produced from renewable sources – sources which are essentially inexhaustible. Solar, wind, hydro and geothermal power are renewable, as are municipal solid waste, sewage, agricultural waste and tires. Our technologies convert renewable energy sources into usable energy. We only use non-food feedstocks. We will never use food products as feedstocks.

Item 7- Describe the Issuers Facilities

Converde Energy USA presently leases 7500 square feet at 120 Turnbull Crt. Unit H Cambridge Ontario, N1T 1H9. All of the company's assets are situated at this facility.

Item 8 – Officers, Directors, and Control Persons

Directors and Executive Officers

The following table sets forth the names and ages of our current directors and executive officers, the principal offices and positions held by each person, and the date such person became a director or executive officer. Our executive officers are appointed by the Board of Directors. The directors serve one-year terms until their successors are elected. The executive officers serve terms of one year or until their death, resignation or removal by the Board of Directors. Unless described below, there are no family relationships among any of the directors and officers.

Name	Age	Position(s)
Michael McLaren	52	Chief Executive Officer, President, Secretary,, and Director (2004)
Sigmund Phillipe Friberg	60	Director (2005)
Pierre Besuchet	82	Director (2004)

Michael McLaren has been the Chief Executive Officer, President, and a Director since our inception in 2004. He became our Secretary and Chief Financial Officer in March 2008 following the resignation of Ron Maruszczak from those officer positions. Prior to founding Converde Energy USA in 2004, Mr. McLaren was the President of General Cybernetics, a division of World Wise Technologies, Inc., from 1998 until 2004. His prior work experience includes a number of military and government projects in high-energy physics, advanced robotics, and weapon design. Mr. McLaren holds a Masters Degree in Science and a Masters in Business Administration from the University of British Columbia.

Sigmund Phillipe Friberg has been a director since 2005. From 2001 through the present, Mr. Friberg has been a financial and administrative consultant for various Swiss financial and trading companies, and an independent economic adviser in the insurance, investment, and real estate finance industries. From 1990 to 2001, Mr. Friberg was the Chief Financial Officer of Andr Group. Mr. Friberg holds a Masters Degree in Economics from the University of Copenhagen.

Pierre Besuchet has been a director since our inception in 2004. From 1983 through the present, he has been a private asset manager for private clients through Pierre Besuchet Asset Management. Mr. Besuchet attended the High Commercial School in Lausanne, Switzerland, and the American Institute of Banking in New York. Mr. Besuchet is currently a director of the following companies with a class of securities registered pursuant to Section 12 or subject to Section 15(d) of the Act: Solar Energy Initiatives, Inc., FNDS3000 Corp., and Zulu Energy Corp.

Other Directorships

Other than as set forth above, none of our officers and directors are directors of any company with a class of securities registered pursuant to section 12 of the Exchange Act or subject to the requirements of section 15(d) of such Act or any company registered as an investment company under the Investment Company Act of 1940.

Audit Committee

We do not currently have an audit committee. The functions of an audit committee are handled by our entire board of directors.

Compliance with Section 16(a) of the Securities Exchange Act of 1934

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers and persons who own more than ten percent of a registered class of the Company's equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. Officers, directors and greater than ten percent shareholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Board Meetings

During the fiscal year ended December 31, 2014, the Board of Directors met on a regular basis and took written action on numerous other occasions. All the members of the Board attended the meetings. The written actions were by unanimous consent or by quorum.

Code of Ethics

We have not adopted a written code of ethics, primarily because we believe and understand that our officers and directors adhere to and follow ethical standards without the necessity of a written policy.

Nominating Committee

We do not currently have a nominating committee. The functions of a nominating committee are handled by our entire board of directors.

Compensation of Executive Officers and Directors

The following tables set forth certain information about compensation paid, earned or accrued for services by (i) our Chief Executive Officer and (ii) all other executive officers who earned in excess of $100,000 in the fiscal year ended December 31, 2014 ("Named Executive Officers"):

Name and Principal Position	**Year**	**Salary ($)**	**Bonus ($)**	**Stock Awards ($) ***	**Option Awards ($) ***	**Non-Equity Incentive Plan Compensation ($)**	**Nonqualified Deferred Compensation ($)**	**All Other Compensation ($)**	**Total ($)**
Michael McLaren	2014	30,000	-0-	-0-	-0-	-0-	-0-	-0-	-0-
CEO, President,									
Secretary, CFO	2013	30,000	-0-	-0-	-0-	-0-	-0-	-0-	-0-

* Based upon the aggregate grant date fair value calculated in accordance with the Financial Accounting Standards Board ("FASB") Statement of Financial Accounting Standard ("FAS") No. 123R, Share Based Payment. Our policy and assumptions made in valuation of share-based payments are contained in Note 2 to our December 31, 2011 financial statements.

Employment Contracts

As of September 30, 2013, there is one employment agreement in place covering Michael McLaren CEO.

Other Compensation

None.

Director Compensation

The following table sets forth director compensation as of December 31, 2013:

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($) *	Option Awards ($) *	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Michael McLaren	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Sigmund Phillipe Friberg	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Pierre Besuchet	-0-	-0-	-0-	-0-	-0-	-0-	-0-

* Based upon the aggregate grant date fair value calculated in accordance with the Financial Accounting Standards Board ("FASB") Statement of Financial Accounting Standard ("FAS") No. 123R, Share Based Payment.

The compensation of each of our directors is fully furnished in the Summary Compensation Table above.

Our Directors who are also employees do not receive cash compensation for their services as directors or members of the committees of the board of directors. All directors may be reimbursed for their reasonable expenses incurred in connection with attending meetings of the board of directors or management committees.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth certain information concerning outstanding stock awards held by the Named Executive Officers as of December 31, 2014:

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
Michael McLaren	-0-	-0-	-0-	N/A	N/A	-0-	-0-	-0-	-0-
Sigmund Phillipe Friberg	-0-	-0-	-0-	N/A	N/A	-0-	-0-	-0-	-0-
Pierre Besuchet	-0-	-0-	-0-	N/A	N/A	-0-	-0-	-0-	-0-

Securities Authorized for Issuance under Equity Compensation Plans

We do not currently have any equity compensation plans.

Disciplinary History

During the past five years, none of our officers, directors and control persons have 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);

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;

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; or

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.

Disclosure of Family Relationships

None.

Disclosure of Related Party Transactions

None.

Disclosure of Conflicts of Interest

None.

ITEM 9 - Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: William Eilers
Firm: Eilers Law Group P.A.
Phone: (786) 273-9152
Web: http://eilerslawgroup.com

Auditor
Firm: RBSM LLP.
Phone: 212-868-3669
Web: www.RBSMllp.com

Accountant
Firm: One Blue Mountain Consulting, Inc.
Phone: (801) 502-8246
Email: keithelison @gmail.com

ITEM 10 - Issuer Certification

SIGNATURES

I, Michael McLaren, certify that:

1. I have reviewed this Year End Report of Converde Energy USA, Inc. (“XFUL”)

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.

Dated: March 4, 2015

/s/ Michael McLaren
Michael McLaren
President, Chief Executive Officer, Principal Accounting Officer & Director