

Geopulse Exploration, Inc.

113 N. San Vicente Blvd.
Second Floor
Beverly Hills, CA 90211

(323) 300-4550
www.growthcircle.com
info@growthcircle.com

Quarterly Report

For the period ending June 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

128,893,987 as of August 12, 2024 *(Current Reporting Period Date or More Recent Date)*

88,893,987 as of December 31, 2023 *(Most Recent Completed Fiscal Year End)*

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
 - (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
 - (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
 - (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.
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1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

The name of the issuer is Geopulse Exploration, Inc. We are a holding company. As recently as the third quarter of 2023, we were focused on owning and developing technologies in the Cannabis industry, including a digital token, through our subsidiary Growth Circle, Inc. Beginning with our acquisition of fifty percent (50%) of ATC Services in April 2024, we are now focused on oil and gas services.

Current State and Date of Incorporation or Registration: Nevada, November 12, 2004.
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

None.

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None.

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

On April 9, 2024, we entered into a Reorganization Agreement with Advanced Technology Construction, LLC., a Texas limited liability company, d/b/a ATC Services, pursuant to which we acquired fifty percent (50%) of ATC. A second closing will take place no later than one hundred eighty (180) after the first closing, and we will acquire the other fifty percent (50%) of ATC.

ATC Services, headquartered in the Permian Basin of Texas, is engaged in oil and gas construction, maintenance, and fabrication services, including but not limited to drilling and facility pad construction, road construction and maintenance, frac pit construction, pit closures, fabrication, environmental remediation, and other services.

ATC Services' revenue was \$11.2 million in 2023 with gross profit of \$3.9 million, net operating income of \$1.7 million, and net income of \$600,000. As of December 31, 2023, ATC Services had \$5.8 million of total assets and \$5.8 million of total liabilities.

Address of the issuer's principal executive office:

113 N. San Vicente Blvd.
Second Floor
Beverly Hills, CA 90211

Address of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address:*

113 N. San Vicente Blvd.
Second Floor
Beverly Hills, CA 90211

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

{02313185-2 }

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: (800) 785-7782
Email: luke@pacificstocktransfer.com
Address: 6725 Via Austi Parkway, Suite 300
Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>GPLS</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>37251J 10 6</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>200,000,000</u>	as of date: <u>August 12, 2024</u>
Total shares outstanding:	<u>128,893,987</u>	as of date: <u>August 12, 2024</u>
Total number of shareholders of record:	<u>879</u>	as of date: <u>August 12, 2024</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

None.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Series A Convertible Preferred Stock</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>2,000,000</u>	as of date: <u>August 12, 2024</u>
Total shares outstanding:	<u>1,000,000</u>	as of date: <u>August 12, 2024</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>August 12, 2024.</u>

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Each shareholder of our common stock is entitled to a pro rata share of cash distributions made to shareholders, including dividend payments. The holders of our common stock are entitled to one vote for each share of record on all matters to be voted on by shareholders. There is no cumulative voting with respect to the election of our directors or any other matter. Therefore, the holders of more than 50% of the shares voted for the election of those directors can elect all of the directors. The holders of our common stock are entitled to receive dividends when and if declared by our Board of Directors from funds legally available therefore. Cash dividends are at the sole discretion of our Board of Directors. In the event of our liquidation, dissolution or winding up, the holders of common stock are entitled to share ratably in all assets remaining available for distribution to them after payment of our liabilities and after provision has been made for each class of stock, if any, having any preference in relation to our common shareholders of shares of our common stock have no conversion, preemptive or other subscription rights, and there are no redemption provisions applicable to our common stock.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

We are authorized to issue 25,000,000 shares of preferred stock, and have designated 2,000,000 shares of our authorized preferred stock as Series A Convertible Preferred Stock. Our Series A Preferred Stock is entitled to receive the same dividends as our common stock, is convertible on a one-for-one basis into our common stock at the option of the holder, and has one hundred (100) votes per share on all matters to which our shareholders are entitled to vote. The Company cannot take certain corporate actions, such as a sale of all or substantially all of its assets or stock which results in a change of control, alter the rights, privileges and preferences or increase the authorized number of shares of the Series A Preferred Stock, or effectuate a forward or reverse stock split or dividend of our common stock.

3. Describe any other material rights of common or preferred stockholders.

None.

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None.

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding Opening Balance:			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>1/1/23</u> Common: <u>87,543,987</u> Preferred: <u>1,000,000</u>									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>2/23/24</u>	<u>New Issuance</u>	<u>1,350,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Clyde Snow & Sessions, PC (Brian Lebrecht)</u>	<u>Legal Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>4/9/24</u>	<u>New Issuance</u>	<u>24,000,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Chris Bishop</u>	<u>Acquisition of ATC</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>4/9/24</u>	<u>New Issuance</u>	<u>16,000,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Shawn Rye</u>	<u>Acquisition of ATC</u>	<u>Restricted</u>	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>6/12/24</u> Common: <u>128,893,987</u> Preferred: <u>1,000,000</u>									

{02313185-2 }

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Annual Interest Rate	Interest Accrued (\$) (1)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
1/15/2020	50,000.00	50,000.00	10.00%	11,787.67	1/15/2025	\$0.01/share	Robert C Kopple, Trustee - EL II Properties Trust	Loan
11/15/2020	7,500.00	7,500.00	6.00%	1,631.10	11/15/2021	\$0.02/share	Varie Asset Management	Loan
12/7/2020	25,000.00	25,000.00	6.00%	5,342.47	12/7/2021	\$0.02/share	Varie Asset Management	Loan
12/16/2020	25,000.00	25,000.00	6.00%	5,309.59	12/16/2021	\$0.02/share	Varie Asset Management	Loan
12/28/2020	30,000.00	30,000.00	6.00%	6,312.33	12/28/2021	\$0.02/share	Varie Asset Management	Loan
1/21/2021	60,000.00	60,000.00	6.00%	12,387.95	1/21/2022	\$0.02/share	Daniel Eigenmann	Loan
3/23/2021	25,000.00	25,000.00	6.00%	4,910.96	3/23/2022	\$0.05/share	Daniel Eigenmann	Loan
5/4/2021	25,000.00	25,000.00	6.00%	4,775.34	5/4/2022	\$0.05/share	Daniel Eigenmann	Loan
2/20/2024	10,000.00	10,000.00	10.00%	1,112.33	1/15/2025	\$0.01/share	Robert C Kopple, Trustee - EL II Properties Trust	Loan

{02313185-2 }

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Advanced Technology Construction, LLC. Subsidiary

On April 9, 2024, we entered into a Reorganization Agreement with Advanced Technology Construction, LLC., a Texas limited liability company, d/b/a ATC Services, pursuant to which we acquired fifty percent (50%) of ATC. A second closing will take place no later than one hundred eighty (180) after the first closing, and we will acquire the other fifty percent (50%) of ATC.

ATC Services, headquartered in the Permian Basin of Texas, is engaged in oil and gas construction, maintenance, and fabrication services, including but not limited to drilling and facility pad construction, road construction and maintenance, frac pit construction, pit closures, fabrication, environmental remediation, and other services.

ATC Services' revenue was \$11.2 million in 2023 with gross profit of \$3.9 million, net operating income of \$1.7 million, and net income of \$600,000. As of December 31, 2023, ATC Services had \$5.8 million of total assets and \$5.8 million of total liabilities.

Growth Circle, Inc. Subsidiary

Growth Circle, Inc., a Nevada corporation and our wholly-owned subsidiary, is inactive and had its charter revoked in Nevada in 2021.

- B. List any subsidiaries, parent company, or affiliated companies.

On April 9, 2024, we entered into a Reorganization Agreement with Advanced Technology Construction, LLC., a Texas limited liability company, d/b/a ATC Services, pursuant to which we acquired fifty percent (50%) of ATC. A second closing will take place no later than one hundred eighty (180) after the first closing, and we will acquire the other fifty percent (50%) of ATC.

Growth Circle, Inc., a Nevada corporation and our wholly-owned subsidiary, is inactive and had its charter revoked in Nevada in 2021.

- C. Describe the issuers' principal products or services.

ATC Services Business

Location

ATC Services is headquartered in Big Spring, Texas, conveniently serving the Permian Basin and the Delaware Basin.

Services

ATC Services provides field services to the oil and gas industry. These services include:

- drilling and facility pad construction;
- frac pit construction;
- road construction and maintenance;
- land clearing;
- deep buries and pit closures;

{02313185-2 }

- welding and metal fabrication;
- concrete;
- environmental remediation;
- aggregate material delivery;
- vacuum trucks;
- hydrovacs; and
- tank cleaning.

5) **Issuer's Facilities**

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

We do not own any real estate. We have two building leases as follows:

1. Building Lease – 3217 E FM 700 Big Spring TX 7970. The lease expires on August 1, 2024.
2. Building Lease – 5306 South Service Rd. Big Spring, TX 79720. The lease expires on October 1, 2024.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Marcus Laun	Officer/Director/Control Person	1402 N. Alta Vista Blvd., Apt. 303, Los Angeles, CA 90046	50,643,913 ⁽³⁾	Common	39.3% ⁽¹⁾	-
Marcus Laun	Officer/Director/Control Person	1402 N. Alta Vista Blvd., Apt. 303, Los Angeles, CA 90046	1,000,000	Series A Convertible Preferred	100.0% ⁽²⁾	-
Chris Bishop	Owner of more than 5%	3205 Drexel Avenue Big Spring, TX 79720	24,000,000	Common	18.6%	
Shawn Rye	Owner of more than 5%	511 Foster Avenue Coahoma, TX 79511	16,000,000	Common	12.4%	

⁽¹⁾ Unless otherwise indicated, based on 128,893,987 shares of common stock issued and outstanding as of August 12, 2024. Shares of common stock subject to options or warrants currently exercisable, or exercisable within 60 days, are deemed outstanding for purposes of computing the percentage of the person holding such options or warrants, but are not deemed outstanding for purposes of computing the percentage of any other person.

⁽²⁾ Based on a total of 1,000,000 issued and outstanding shares.

⁽³⁾ Includes 49,643,913 shares of common stock and 1,000,000 shares of common stock into which Mr. Laun's preferred shares may be converted.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

N/A

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

N/A

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

N/A

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

N/A

5. Been the subject 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.

N/A

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

N/A

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Brian A. Lebrecht
Firm: Clyde Snow & Sessions, PC
Address 1: 201 S. Main Street, Suite 2200
Address 2: Salt Lake City, UT 84111
Phone: (801) 433-2453
Email: bal@clydesnow.com

Accountant or Auditor

Name: Bryan Hill
Firm: Impact Accelerators dba My OC Bookkeeper
Address 1: 23565 Ribalta
Address 2: Mission Viejo, CA 92692
Phone: (949) 880-5488
Email: myocbookkeeper@gmail.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

{02313185-2 }

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Brian A. Lebrecht
Clyde Snow & Sessions, P.C.
Title: President
Relationship to Issuer: Attorney In Fact

B. The following financial statements were prepared in accordance with:

- ☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Bryan Hill
Title: Accountant
Relationship to Issuer: Outside Accountant

Describe the qualifications of the person or persons who prepared the financial statements:

Mr. Hill has worked in financial operations for over four years and has assisted GeoPulse in several capacities. He has a Masters in finance and economics and has completed all three of the CFA examinations.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Marcus Laun certify that:

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

August 15, 2024 [Date]

/s/ Marcus Laun[CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Marcus Laun certify that:

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

August 15, 2024 [Date]

/s/ Marcus Laun[CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

{02313185-2 }

Geopulse Exploration, Inc.
Consolidated Balance Sheet
As of June 30, 2024 and 2023
(unaudited)

	<u>June 30, 2024</u>	<u>December 31, 2023</u>
Current Assets		
Cash	\$ 245	\$ 3,849
Accounts Receivable (Net of Allowance for Uncollectible)	\$ -	\$ -
Investments - Other	\$ 36,627	\$ 36,627
Reserve for Loss on Investments	\$ (30,000)	\$ (30,000)
Loans	\$ 718	\$ 718
Total Current Assets	\$ 7,589	\$ 11,194
Intangible Assets		
Purchase of Investly.Com	\$ 135,688	\$ 135,688
API License	\$ -	\$ -
Amortization of Nvestly.Com Purchase	\$ (135,688)	\$ (135,688)
Amortization of API License	\$ -	\$ -
Total Intangible Assets	\$ -	\$ -
Other Assets		
Investment in ATC	\$ 2,200,000	\$ -
Total Other Assets	\$ 2,200,000	\$ -
TOTAL ASSETS	<u>\$ 2,207,589</u>	<u>\$ 11,194</u>
LIABILITIES AND STOCKHOLDER'S EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable	\$ 60,023	\$ 60,023
Accrued Compensation	\$ 96,710	\$ 96,710
Accrued Interest Payable	\$ 76,674	\$ 89,410
Current Portion of Debt and Notes Payable	\$ 257,500	\$ 257,342
Total Current Liabilities	\$ 490,907	\$ 503,485
Long Term Debt for Purchase of Nvestly.Com	\$ 54,438	\$ 54,438
Shareholder Loan	\$ 37,556	\$ 29,026
Long Term Notes Payable	\$ -	\$ -
Total Liabilities	\$ 582,901	\$ 586,949
Equity		
Common Stock	\$ 2,582,838	\$ 382,838
Preferred Stock, Series A	\$ 605,269	\$ 605,269
Retained Earnings	\$ (1,563,419)	\$ (1,563,862)
Total Equity	\$ 1,624,688	\$ (575,755)
TOTAL LIABILITIES AND EQUITY	<u>\$ 2,207,589</u>	<u>\$ 11,194</u>

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

Geopulse Exploration, Inc.
Consolidated Income Statement
For the Three and Six Months Ended June 30, 2024 and June 30, 2023
(unaudited)

	For the 3 Months Ended		For the 6 Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Revenue	\$ -	\$ -	\$ -	\$ -
COGS	\$ -	\$ -	\$ -	\$ -
Gross Profit	\$ -	\$ -	\$ -	\$ -
Expenses				
Advertising & Marketing	\$ 404	\$ -	\$ 404	\$ -
Subcontractor Compensation	\$ -	\$ -	\$ -	\$ -
Agency Fees	\$ -	\$ -	\$ -	\$ -
Consulting Fees	\$ -	\$ -	\$ -	\$ -
Legal & Professional	\$ -	\$ 755	\$ 10,000	\$ 755
Development Services	\$ -	\$ -	\$ -	\$ -
Operating Expenses	\$ 6,343	\$ 3,046	\$ 8,031	\$ 7,159
Interest Expense	\$ (17,155)	\$ 6,965	\$ (9,771)	\$ 13,852
Amortization Expense	\$ -	\$ -	\$ -	\$ -
Bad Debt	\$ -	\$ -	\$ -	\$ -
OTC Market Membership	\$ 2,000	\$ -	\$ 7,990	\$ 5,760
Total Expenses	\$ (8,409)	\$ 10,766	\$ 16,654	\$ 27,526
Other Income	\$ 17,097	\$ -	\$ 17,097	\$ -
Net Income	\$ 25,505	\$ (10,766)	\$ 443	\$ (27,526)

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

Geopulse Exploration, Inc
Statement of Cash Flows
For the Six Month Period Ending June 30, 2024 and 2023
(unaudited)

	<u>June 30, 2024</u>	<u>June 30, 2023</u>
OPERATING ACTIVITIES		
Net Income / (Loss)	\$ 443	\$ (27,526)
Adjustments for:		
Amortization	\$ -	\$ -
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Loans	\$ -	\$ (11,663)
Accounts Payable (A/P)	\$ -	\$ -
Accounts Receivable (A/R)	\$ -	\$ -
Allowance for Bad Debts	\$ -	\$ -
Accrued Interest Payable	\$ (12,736)	\$ 13,852
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	\$ (12,736)	\$ 2,189
Net cash provided by operating activities	\$ (12,293)	\$ (25,337)
INVESTING ACTIVITIES		
Proceeds from / (Purchase of) Investments	\$ -	\$ -
Net cash provided by investing activities	\$ -	\$ -
FINANCING ACTIVITIES		
Proceeds from/(Payments of) Notes Payable	\$ -	\$ -
Loan Payable - Daniel Eigenmann	\$ 53	\$ -
Loan Payable - Daniel Eigenmann 1.28.2021	\$ 18	\$ -
Loan Payable - Daniel Eigenmann 3.22.2021	\$ 18	\$ -
Loan Payable - Daniel Eigenmann 5.5.2021	\$ 18	\$ -
Loan Payable - EL II Properties Trust	\$ 10,000	\$ -
Note Payable - DCE	\$ 33	\$ -
Note Payable - Fairchild	\$ (9,980)	\$ -
Proceeds from Shareholder Notes Payable	\$ 8,530	\$ (3,880)
Net Proceeds from sale and redemption of Stock	\$ -	\$ -
Net cash provided by financing activities	\$ 8,688	\$ (3,880)
Net cash increase for period	\$ (3,605)	\$ (29,217)
Cash at beginning of period	\$ 3,849	\$ 31,599
Cash at end of period	\$ 245	\$ 2,382

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

Geopulse Exploration, Inc.
Consolidated Statement of Stockholders' Equity
For the Periods Ending March 31, 2024 and March 31, 2023
(unaudited)

	Common Stock and Paid-In Capital	Preferred Stock and Paid in Capital	Retained Earnings	Total Stockholders' Equity
Balance at December 31, 2022	\$ 382,838	\$ 605,269	\$ (1,452,311)	\$ (464,203)
Issued Shares	\$ -	\$ -	\$ -	\$ -
Net Income	\$ -	\$ -	\$ (27,526)	\$ (27,526)
Balance at June 30, 2023	\$ 382,838	\$ 605,269	\$ (1,479,837)	\$ (491,729)
Balance at Dec 31, 2023	\$ 382,838	\$ 605,269	\$ (1,563,863)	\$ (575,755)
Issued Shares	\$ 2,200,000	\$ -	\$ -	\$ 2,200,000
Net Income	\$ -	\$ -	\$ 443	\$ 443
Balance at June 30, 2024	\$ 2,582,838	\$ 605,269	\$ (1,563,420)	\$ 1,624,688

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

GEOPULSE EXPLORATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDING JUNE 30, 2024 AND 2023

NOTE 1 – NATURE OF OPERATIONS

Geopulse Exploration, Inc. was formed on August 13, 2004 ("Inception") in the State of Nevada. The financial statements of Geopulse Exploration, Inc. (which may be referred to as the "Company", "we," "us," or "our") are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The Company's headquarters are located in Los Angeles, CA. The Company has one wholly-owned subsidiary, Growth Circle, Inc., which does business as CannCo Brands & Development. CannCo Brands is aimed at building and leveraging new technologies to support emerging economies and markets, such as the legal cannabis market. CannCo is developing a proprietary blockchain technology which will power and support a network of infrastructure partners for legally operating cannabis businesses throughout the United States and Canada. The company also owns 50% of the series A units for Advanced Technology Construction, LLC which offers a broad range of Oil & Gas construction, maintenance, and fabrication services.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amount of expenses during the reporting periods. Actual results could materially differ from these estimates. It is reasonably possible that changes in estimates will occur in the near term.

Fair Value of Financial Instruments

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants as of the measurement date. Applicable accounting guidance provides an established hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors that market participants would use in valuing the asset or liability. There are three levels of inputs that may be used to measure fair value:

- Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 - Include other inputs that are directly or indirectly observable in the marketplace.
- Level 3 - Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Fair-value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of June 30, 2024 and 2023. The respective carrying value of certain on balance-sheet financial instruments approximated their fair values.

Cash and Cash Equivalents

For purpose of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Revenue Recognition

The Company will recognize revenues from advertising, production and consulting services when (a) persuasive evidence that an agreement exists; (b) the service has been performed; (c) the prices are fixed and determinable and not subject to refund or adjustment; and (d) collection of the amounts due is reasonably assured.

Accounts Receivable

Trade receivables are carried at their invoice amount, less the allowance for doubtful accounts. Management determines uncollectible accounts and has determined that the allowance for doubtful accounts is \$0 and \$0 as of June 30, 2024 and 2023.

Income Taxes

The Company applies ASC 740 Income Taxes ("ASC 740"). Deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial statement reported amounts at each period end, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The provision for income taxes represents the tax expense for the period, if any and the change during the period in deferred tax assets and liabilities.

ASC 740 also provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax positions. A tax benefit from an uncertain position is recognized only if it is "more likely than not" that the position is sustainable upon examination by the relevant taxing authority based on its technical merit.

The Company is subject to tax in the United States ("U.S.") and files tax returns in the U.S. The Company is subject to U.S. Federal, state and local income tax examinations by tax authorities for all periods in the last 3 years. The Company currently is not under examination by any tax authority.

Concentration of Credit Risk

The Company maintains its cash with a major financial institution located in the United States of America which it believes to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to \$250,000.

Reclassifications

Certain prior year amounts have been reclassified for comparative purposes to conform to the current-year financial statement presentation. These reclassifications had no effect on previously reported results of operations. In addition, certain prior year amounts from the restated amounts have been reclassified for consistency with the current period presentation.

Going Concern

The accompanying financial statements have been prepared on the assumption that the Company will continue as a going concern. However, the Company does not have significant cash or other material 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.

NOTE 3 – INTANGIBLE ASSETS

The Company has obtained intangible assets, such as goodwill obtained from the purchase of Nvestly.com. The intangible assets are amortized over a period of 5 years.

NOTE 4 – LONG TERM DEBT AND NOTES PAYABLE

Long Term Debt

The Company has incurred debt in the course of acquiring Nvestly.com. The balance of that debt is \$54,438 as of June 30, 2024 and 2023. No accrued interest is due. Additionally, the Company was loaned money from a Shareholder in the amount of \$37,556 and \$28,236 as of June 30, 2024 and 2023, respectively. The loan bears interest at a rate of 10% per annum.

Notes Payable

The following notes payable were outstanding:

	<u>6/30/2024</u>	<u>6/30/2023</u>
Private Investor Note, interest rate at 10% per annum. The Note is unsecured and matures on Jan 15, 2025, with a convertible stock option.	50,000	50,000
Private Investor Note, interest rate at 6% per annum. The Note is unsecured and matures on Nov 15, 2021, with a convertible stock option.	7,500	7,500
Private Investor Note, interest rate at 6% per annum. The Note is unsecured and matures on Dec 7, 2021, with a convertible stock option.	25,000	25,000

Private Investor Note, interest rate at 6% per annum. The Note is unsecured and matures on Dec 16, 2021 with a convertible stock option.	25,000	25,000
Private Investor Note, interest rate at 6% per annum. The Note is unsecured and matures on Dec 28, 2021 with a convertible stock option.	30,000	30,000
Private Investor Note, interest rate at 6% per annum. The Note is unsecured and matures on Jan 21, 2022 with a convertible stock option.	60,000	60,000
Private Investor Note, interest rate at 6% per annum. The Note is unsecured and matures on March 23, 2022 with a convertible stock option.	25,000	25,000
Private Investor Note, interest rate at 6% per annum. The Note is unsecured and matures on May 4, 2022 with a convertible stock option.	25,000	25,000
Private Investor Note, interest rate at 6% per annum. The Note is unsecured and matures on May 4, 2022 with a convertible stock option.	10,000	10,000
	257,500	257,500
Less current maturities	<u>(197,500)</u>	<u>(197,500)</u>
	<u>\$60,000 -</u>	<u>\$60,000 -</u>

As of the date of the issuance of this report, the principal amount of \$197,500 included as notes payable is past due. Management is currently in negotiations with the note holders on repayment or convertible stock options.

Total accrued interest on the debt and notes payable as of June 30, 2024 amounts to \$53,569.

NOTE 5 – COMMITMENTS AND CONTINGENCIES

We are currently not involved with or know of any pending or threatened litigation against the Company or any of its officers.

NOTE 6 – STOCKHOLDERS' EQUITY

Common Stock

We have authorized the issuance of 200,000,000 shares of our common stock with par value of \$0.001. As of June 30, 2024 and 2023 the company had issued 127,543,987 and 87,543,987 shares of its common stock, respectively.

40,000,000 shares of common stock were issued to Advanced Technology Construction, LLC in April 2024 in exchange for 50% of their series A units. This was added to the balance sheet as Investment in ATC, an asset worth \$2,200,000. The value of the investment was calculated using the closing price on April 9, 2024 for GeoPulse stock, multiplied by the number of shares issued. That is, .055 cents * 40,000,000, which equals \$2,200,000.

Preferred Stock

We have authorized the issuance of 2,000,000 shares of our preferred common stock with par value of \$0.001. As of June 30, 2024 and 2023 the company had issued 1,000,000 shares of its preferred stock. The preferred stock has 100 votes per share, and is convertible into common shares at a ratio of 1:1.

NOTE 7 – RELATED PARTY TRANSACTIONS

From time to time the Company has borrowed from a majority shareholder, Marcus Laun, these borrowings amount to \$37,556 and \$28,236 at June 30, 2024, and 2023, respectively.

A shareholder receives compensation for work performed for the company which is included in the financial statements Subcontractor Compensation.

The Company's majority shareholder has accrued compensation in the amount of \$96,710 that has been unpaid as of June 30, 2024 and 2023.

NOTE 8 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events that occurred after June 30, 2024 through Aug 14 2024, the issuance date of these financial statements. There have been no events or transactions during this time which would have a material effect on these financial statements.