

AMAZONAS FLORESTAL, LTD.
NOTES TO THE FINANCIAL STATEMENTS
MARCH 31ST, 2015

NOTE 1: CORPORATE HISTORY

Amazonas Florestal, Ltd. (formerly Ecologic Systems, Inc.) (“the Company”) was incorporated on December 18, 2008, under the name of Ecologic Rentals, Inc. The Company was formed to serve as a vehicle to effect an asset acquisition, merger, exchange of capital stock, or other business combination with a domestic or foreign business. In July, 2009, the Company filed a Certificate of Amendment with the state of Nevada, to formally change its name from Ecologic Rentals, Inc. to Ecologic Systems, Inc. (“EcoSys”).

On June 10, 2009, EcoSys sold all of its capital stock to Ecologic Transportation, Inc. (“EGCT”), its parent company, pursuant to a Stock Purchase Agreement, and henceforth operated as a wholly owned subsidiary of EGCT.

On March 16, 2012 (the “Closing Date”), the Company and EGCT entered into a Share Exchange Agreement with Amazonas Florestal, Inc. a Florida corporation (the “Share Exchange”). The Company acquired one hundred percent (100%) of the issued and outstanding shares of common stock of Amazonas Florestal, Inc. (“AMZO”) in exchange for seventy million (70,000,000) authorized but un-issued shares of the Company’s common stock.

As a result of the transactions effected by the Share Exchange, there was a change of control whereby the AMZO Shareholders owned a controlling ownership interest in the Company. Subsequent to the Closing, the Company ceased to operate as a wholly owned subsidiary of EGCT. In addition, the Company changed its name from Ecologic Systems, Inc. to Amazonas Florestal, Ltd. (“AZFL”). In addition, prior to the Closing, the Company introduced AMZO management to the holder of its sixty thousand dollar (\$60,000) convertible note in order to have non-affiliate parties associated with AMZO acquire all or a portion of the note. The Company assisted in the facilitation of the acquisition of the note as part of its negotiations with AMZO regarding the Share Exchange. The terms of the convertible note allow for the conversion into common stock at par value. On March 29, 2012, the note was fully converted at par value resulting in an additional sixty million (60,000,000) shares of EcoSys common stock issued and outstanding.

AZFL became a holding company and is defined by the activity of its wholly owned subsidiary AMZO. AMZO commenced operations in fiscal year 2010.

Please note that the information provided below, unless otherwise noted, and the terms “we”, “us”, “our”, and the “Company” relates to the combined enterprises of AZFL after the Merger.

NOTE 2: NATURE OF BUSINESS

Timber Activities

Headquartered in Miami, Florida (1110 Brickell Avenue, Suite 430, Miami, FL 33131) and with operations in Amazonas, Brazil (Rua Sao Salvador 120 Andar Verialves, Business Center Manaus, Amazonas, Brazil) Amazonas Florestal Inc., (“AMZO”), is a Florida corporation founded in 2010 as a diversified timber company, with a focus on sustainable practices in the management of its forestry holdings in the Brazilian state of Amazonas. The AMZO management team and its shareholders, some of whom have owned large tracts of land in the Amazon Rain Forest for over fifty years, are committed to sustainable forest management and the bio-diversity of the Amazon Rain Forest. AMZO intends to build a business strategy that will enable its development into a profitable enterprise, as well as preserve the balance between environmental integrity and consumer needs.

AMZO currently owns 90,108 acres of virgin Rain Forest (141 square miles), known as *Fazenda Jatuarana*, located in Amazonas, Brazil. The *Fazenda Jatuarana* is unencumbered by any debt, and has an appraised value of over \$47 million US dollars, which has been audited under US GAAP accounting principles. The AMZO business strategy will include the harvesting and extraction of timber, both from the *Fazenda Jatuarana* and third-party land, and the production of quality wood products such as lumber, flooring and decking, all while maintaining Sustainable Forest Management (SFM) practices, further described below, which are congruous with the preservation of the biodiverse Rain Forest land and its people.

The AMZO approach addresses local poverty alleviation, sustainable development and bio-diversity conservation, and restoration, and also combats the new challenges of climate change. AMZO is committed to working closely with the local forest communities, and providing employment opportunities to the indigenous peoples. AMZO offers an innovative way of doing business, and a new way of life for individuals, forest communities and the natural environment, while generating company profits and benefits from preservation incentives.

Alternative Fuel Network

The Company is developing a network of alternative fuel contracts with strategically located retail locations. The Company is desirous of securing fuel contracts for Electrical and Natural Gas (including Compressed Natural Gas (CNG), Hydrogen Compressed Natural Gas (HCNG), Electrical Charging Stations (Electricity), Solar Energy, Bio-Diesel, Ethanol (E-10, E-15 & E85) alternatives.

A business plan has been created that centered on acquiring alternative fuel contracts with strategically located retail gas stations, parking structures, corporate offices, employee parking structures, government and municipality fleets and other locations with car traffic, both mobile and stationary, with alternative fuel and energy improvements. The general thesis is that by acquiring a network of retail fuel contracts represented by a geographic footprint with the scale of the state of California we would be able to attract the large investment needed for the scale of such a network and at the same time attract large strategic partners to effectuate our business plan.

The Company completed the development of its interactive mapping of a network of fueling stations, and is currently in the process of finalizing the Mobile Application to be used by consumers for GPS identification and location of existing Alternative Fueling stations within the AFL Network. The mapping system is ever changing and developing with EcoSys and can be manipulated to integrate new stores and services which are to be ever changing. The map will be used to identify the specific target stations and its owner in order to make presentations to secure alternative fuel contracts.

The Company continues its integration of Alternative Fuel research for the state of California into the Company's existing business plan. The introduction of new state and federal laws regarding Alternative Fuels development and Alternative Fuels infrastructure and how they related to the implementation of the Company's Network, is primary in researching efforts.

NOTE 3: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies is presented to assist in understanding the Company's financial statements. These accounting policies conform to accounting principles, generally accepted in the United States of America, and have been consistently applied in the preparation of the financial statements.

Use of Estimates

In the preparation of the Company's financial statements in conformity with accounting principles generally accepted in the United States of America, management may make estimates and assumptions related to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Fiscal Year End

The Company has a fiscal year ending December 31.

Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Fair Value of Financial Instruments

The carrying amounts reported in the balance sheet for cash, accounts payable and accrued expenses approximate fair value based on the short-term maturity of these instruments.

Earnings (Loss) per Share

Basic earnings (loss) per share are computed by dividing net income, or loss, by the weighted average number of shares of common stock outstanding for the period. Diluted earnings (loss) per share is computed by dividing net income, or loss, by the weighted average number of shares of both common and preferred stock outstanding for the period.

Inventories

Inventories of logs, lumber, and supplies are stated at the lower of cost or market within the Company's operating areas, primarily using the average cost method. Log costs include harvest and transportation cost as appropriate. Lumber costs include materials, labor, and production overhead. (For additional information, see Note 4 – Inventories.)

Timber and Timberlands

Timber and timberlands, which include timberland, fee timber, purchased stumpage inventory, and logging facilities, are stated at cost, less the cost of fee timber harvested and accumulated depreciation of logging facilities, and includes no estimated future reforestation cost. The cost of timber consists of fee timber acquired from government approved timber extraction projects. The cost of fee timber harvested is based on the volume of timber approved to be harvested. Logging facilities, which consist primarily of pathways constructed and other land improvements, are depreciated using the straight-line method over a

ten-year estimated life. The Company estimates its fee timber inventory using statistical information and data obtained from physical measurements and other information gathering techniques from government engineers. Fee timber carrying costs, commercial thinning, engineering fees, and timberland management costs are capitalized.

Property, Plant, and Equipment

Property, plant, and equipment assets are stated at cost less accumulated depreciation. Depreciation of buildings, equipment, and other depreciable assets is primarily determined using the straight-line method. Expenditures that substantially improve and/or increase the life of facilities or equipment are capitalized. Maintenance and repair costs are expensed as incurred. Gains and losses on disposals or retirements are recognized in the period they occur.

Property, plant, and equipment assets are evaluated for possible impairment on a specific asset basis or in groups of similar assets, as applicable, whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future net cash flows to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment loss is recognized for the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell, and depreciation ceases.

Revenue Recognition

The Company recognizes revenue when the following criteria are met: (1) persuasive evidence of an agreement exists, (2) delivery has occurred or services have been rendered, (3) the price to the buyer is fixed and determinable, and (4) collectability is reasonably assured. Delivery is not considered to have occurred until the customer takes title and assumes the risks and rewards of ownership. Revenue from the sale of lumber and wood by-products is recorded at the time of shipment due to terms of such sale being designated free on board ("f.o.b.") shipping point. Revenue from the sale of timber-cutting rights to third parties is recorded when legal title passes to the purchaser, which is generally upon delivery of a legally executed timber deed and receipt of payment for the timber.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes in accordance with ASC 740-10, "Accounting for Income Taxes." Under this method, income tax expense is recognized for the amount of: (i) taxes payable or refundable for the current year; and, (ii) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity's financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if, based on the weight of available positive and negative evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

ASC 740-10 prescribes a recognition threshold and measurement attribute for the financial statement recognition of a tax position taken or expected to be taken on a tax return. Under ASC 740-10, a tax benefit from an uncertain tax position taken or expected to be taken may be recognized only if it is "more likely than not" that the position is sustainable upon examination, based on its technical merits. The tax benefit of a qualifying position under ASC 740-10 would equal the largest amount of tax benefit that is greater than 50% likely of being realized upon ultimate settlement with a taxing authority having full knowledge of all the relevant information. A liability (including interest and penalties, if applicable) is established to the extent a current benefit has been recognized on a tax return for matters that are

considered contingent upon the outcome of an uncertain tax position. Related interest and penalties, if any, are included as components of income tax expense and income taxes payable.

Property Taxes

Property taxes applicable to the Company's assets are estimated and accrued in the period of assessment. The company is liable for the payment of rural land tax in Brazil, known as ITR (Imposto Territorial Rural) that is based on approximately 2% of the historical value of the property. Fazenda Jaturana was registered in the Registro de Imoveis (Property/Land Registry) section of the Receita Federal (Brazilian IRS) for a value of BRL \$6,500,000 equivalent to almost \$ 4 Million. As of March 31, 2015 and December 31, 2014, there were no property taxes accrued.

Net Change in Purchased Stumpage Inventory

Purchased stumpage inventory consists of timber-cutting rights and ownership of the actual trees purchased from third parties specifically for use in the Company's projected production and milling operations. Depending on the timing of acquisition and usage of this acquired stumpage inventory, the net change in this inventory can either be a source or use of cash in the Company's statements of cash flows.

Shipping and Handling Costs

Shipping and handling costs, such as freight to the customers' destinations, are included in cost of sales in the Company's statements of operations. These costs, when included in the amount invoiced to customers, are also recognized in net sales.

Off-Balance Sheet Arrangements

The Company evaluates its transactions to determine if any variable interest entities exist. If it is determined that the Company is the primary beneficiary of a variable interest entity, that entity will be consolidated into the Company's financial statements.

Recently Adopted Accounting Standards

The Company evaluates the pronouncements of various authoritative accounting organizations, primarily the Financial Accounting Standards Board ("FASB"), the US Securities and Exchange Commission ("SEC"), and the Emerging Issues Task Force ("EITF"), to determine the impact of new pronouncements on US GAAP and the impact on the Company. The Company has adopted the following new accounting standards:

Fair Value Measurements: – Accounting Standards Update ("ASU") No. 2010-06 amended existing disclosure requirements about fair value measurements by adding required disclosures about items transferring into and out of levels 1 and 2 in the fair value hierarchy; adding separate disclosures about purchase, sales, issuances, and settlements relative to level 3 measurements; and clarifying, among other things, the existing fair value disclosures about the level of disaggregation. The ASU was adopted during the period ended March 31, 2010, and its adoption had no impact on the Company's consolidated financial position, results of operations or cash flows.

Consolidations: – ASU No. 2009-17 revised the consolidation guidance for variable-interest entities. The modifications include the elimination of the exemption for qualifying special purpose entities, a new approach for determining who should consolidate a variable-interest entity, and changes to when it is necessary to reassess who should consolidate a variable-interest entity. The ASU was adopted during the period ended March 31, 2010, and its adoption had no impact on the Company's consolidated financial position, results of operations or cash flows.

Embedded Derivatives: – ASU No. 2010-11 clarified that the transfer of credit risk that is only in the form of subordination of one financial instrument to another is an embedded derivative feature that should not be subject to potential bifurcation and separate accounting. This ASU was adopted during the period ended September 30, 2010, and its adoption had no impact on the Company's consolidated financial position, results of operations or cash flows.

Recently Issued Accounting Standards Updates

The following accounting standards updates were recently issued and have not yet been adopted by the Company. These standards are currently under review to determine their impact on the Company's consolidated financial position, results of operations, or cash flows.

Stock Compensation: - Issued in April 2010, ASU No. 2010-13 clarifies the classification of an employee share based payment award with an exercise price denominated in the currency of a market in which the underlying security trades. This ASU was effective for the first fiscal quarter beginning after December 15, 2010.

Business Combinations: Issued in December 2010, ASU 2010-29 requires a public entity to disclose pro forma information for business combinations that occurred in the current reporting period. The disclosures include pro forma revenue and earnings of the combined entity for the current reporting period as though the acquisition date for all business combinations that occurred during the year had been as of the beginning of the annual reporting period. This ASU was effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010.

There were various other updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries. None of the updates are expected to have a material impact on the Company's consolidated financial position, results of operations or cash flows.

Going Concern

We have incurred losses since inception and our ability to continue as a going concern depends upon our ability to develop profitable operations and to continue to raise adequate financing. We are actively targeting sources of additional financing to provide continuation of our operations. In order for us to meet our liabilities as they come due and to continue our operations, we are solely dependent upon our ability to generate such financing.

There can be no assurance that the Company will be able to continue to raise funds, in which case we may be unable to meet our obligations and we may cease operations. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern.

NOTE 4: INVENTORIES

Inventories consist of the two forest management plans purchased in 2011. Dos Ramos I has 979.12 hectares with an approved license for the extraction of 10,086.548 cubic meters of various species of semi-hard and hardwoods of commercial demand, both in the region and worldwide, through the Operation License number 371/10, as authorized by IPAAM. Dos Ramos II has 1,351.79 hectares, and contains 4,701.947 cubic meters of timber authorized for extraction through the IPAAM license number 538/10.

Effective December 31st, 2013 the company has made the following changes to how it accounts for the Timber inventory holdings located on its property Fazenda Jatuarana:

1. Separated the raw land value from the Timber inventory.
2. Reduced the raw land value from the appraised amount to its historical cost.(from 6,307,637.67 Reais to 1,500,000 Reais)
3. Actualized the conversion rate from Brazilian Reals to US Dollars as of December 31st, 2013.

The results from these calculations are as follow:

	<u>December 31, 2012</u>	<u>December 31, 2013</u>
Dos Ramos	\$90,000	\$90,000
Fazenda Jatuarana	<u>0</u>	<u>30,478,595</u>
	\$90,000	\$30,568,595

NOTE 5: PROPERTY, PLANT AND EQUIPMENT

Property, plant, and equipment consists of the following:

	<u>March 31, 2014</u>	<u>March 31, 2015</u>
Land-Fazenda Jatuarana	\$46,983,989	\$1,244,399

Fazenda Jatuarana is a rural forest property of 36,481.629 hectares located in the municipality of Apui, 260 nautical miles south-south east of the city of Manaus, capital of the state of Amazonas in Brazil. Title was rendered by all of the pertinent authorities to the previous owners in compliance with law no 1826 of the Brazilian Civil Code and published in the Diario Oficial, as required by such law on the 30th of December 1987, under article number 26,391 on that date. The property is located at the geographical coordinates from point F-8A, at Latitude 07.31'04, 18468 South and Longitude 60,32'12,36491" WGr, with flat coordinates UTM 771.837,95 East and 9.168,238,55 North. The property is inscribed registered in the State Land Office under Protocol 409028, with Registry number 399638 Lv8, effective through seal number AG030633 and digital verifier 7E3-6084-2080-DCO7, in the name of AMAZONAS FORESTAL LLC.

A purchase of rural forest property was made on June 6, 2014 for \$589,918.95. A 3 year loan was signed in order to make the purchase. Estimated value of the inventory of timber located on this land is \$3,597,477.00

NOTE 6: DUE TO STOCKHOLDERS

From time to time, certain shareholders have paid, on behalf of the Company, expenses related to operations. As of March 31, 2015 there is \$142,016.16 due to shareholders.

NOTE 7: STOCKHOLDERS' EQUITY

On February 16, 2011, the Company filed documents with the State of Florida Department of Corporations to convert its limited liability company status to a C corporation. Upon conversion, the

Articles of Organization were replaced with the Articles of Incorporation authorizing 20,000,000 shares of common stock, par value \$0.001.

On March 16, 2012, as a result of the Share Exchange (Note 1), EcoSys acquired one hundred percent (100%) of the issued and outstanding shares of common stock of AMZO. In exchange, 70,000,000 shares of EcoSys common stock were issued ratably to the AMZO shareholders.

On March 29, 2012, 60,000,000 shares of the Company's common stock were issued to the holders of certain convertible debt owed by the Company in the amount of \$60,000, resulting in the convertible debt being paid in full.

The issuance of the common stock pursuant to the terms of the convertible note, affected the number of total issued and outstanding shares, and triggered an anti-dilution provision as it pertains to the percentage of shares owned by EGCT. As a result, an additional 2,020,618 shares were issued to the Company, thereby maintaining the ownership of EGCT shares at 3%, or 4,020,618 shares, as required by the anti-dilution provision.

On April 19th, 2012 the company affected a 3-1 forward split bringing its total issued and outstanding common stock to 401,880,000.

From August to November of 2013 the company issued 42,009,358 shares of its common stock in reference to joint venture and consulting service.

On June 24th, 2014, 250,000,000 shares of the Company's common stock were authorized.

During the 1st quarter 2015 approximately 1,096,471,000 shares of stock were issued. These shares were issued to cover the company's contractual obligations with IBC Funds on a 3 a 10 authorized to reduce company debt off the balance sheet. Debt was reduced by \$ 225,000 . Stock was also issued to cover conversions of notes that reduced the debts pending with Carmen Urbieto. The Note Payable to Carmen Urbieto was paid by converting 100 million shares of stock.

The company's current total issued and outstanding common stock is 2,217,773,312.

NOTE 9: NOTES PAYABLE

On November 8, 2012, the company entered into a one year joint venture agreement with BPA Trading and Investment Corp., Panama Corporation (BPA). The agreement was executed for the purpose of revenue sharing on a 50/50 basis, and was initially funded \$50,000 to commence operations. The current balance due is \$30,000.00 payable to BPA as of March 31, 2015.

During the second quarter 2014 the company entered into a 3A10 agreement with IBC funds in order to extinguish debt. 10 million shares were issued to IBC funds and in turn IBC funds will be paying, in installments, debt on behalf of the company.

During the 3rd quarter 2014 2 new notes payable were entered into, one for \$25,000 payable to Carmen Urbieto and another for \$50,000 payable to Juan Carlos Urbieto. Juan Carlos Urbieto is the investment relations officer and is also a director of the Company. The note payable to Carmen Urbieto was paid during the first quarter of 2015 by converting 100 million shares of stock.

NOTE 10: SUBSEQUENT EVENTS

In 2009, the FASB ASC Topic 865 (formerly FASB 165, Subsequent Events) , which defines the period after the balance sheet date that subsequent events should be evaluated and provides guidance in determining if the event should be reflected in the current financial statements. This ASC Topic also requires disclosure regarding the date through which subsequent events have been evaluated.

The Company has evaluated subsequent events through the time since the March 31, 2015 financial statements were issued and no events have occurred subsequent to March 31, 2015 that require disclosure or recognition in these financial statements with the exception of the following:

The company signed a letter of intent to purchase a sawmill near the land that was recently purchased, in order to process the timber that it located on it. A \$2 million dollar loan will be obtained in order to purchase the sawmill.

The company also signed a letter of intent to purchase a forest management plan in an area with over one million cubic meters of licensed timber. A \$20 million 3 year loan will be obtained to purchase the management plan.

[03/31/2015]

/s/ Peter W. Stebbins [CEO]

/s/ Ricardo R. Cortez [Chairman, Secretary, Treasurer]