



NOTICE OF A MATERIAL EVENT

February 8, 2020

GZ6G Technologies Corp. (formerly Green Zebra International Corp.) (the “Company”) has today released audited financial statements for the fiscal years ended December 31, 2018 and 2017. During fiscal 2019, the Company retained the independent public accounting firm of Pinnacle Accountancy Group of Utah, (<https://www.pinnepas.com/>) to audit its prior fiscal years in preparation for a Form S-1 filing which is anticipated to be submitted to the Securities and Exchange Commission during the first quarter of fiscal 2020. The Company intends to become a fully reporting issuer.

The audited financial statements appended hereto, include an independent audit report dated January 29, 2020.

The audited financial statements appended hereto reflects substantive reclassifications from our originally published management prepared reports uploaded to OTCMarkets on May 15, 2019 with respect to the fiscal years ended December 31, 2018 and 2017. The genesis of these reclassifications and adjustments result from several client contract amendments which occurred subsequent to initial publication of the unaudited reports for the fiscal years ended December 31, 2018 and 2017 which have been retroactively impacted, as well as changes to accounting policy in order to comply with recent accounting pronouncements and US GAAP.

The Company intends to upload audited financial statements for the fiscal years ended December 31, 2019 and 2018 upon completion to OTCMarkets as part of its ongoing disclosure requirements.

GZ6G Technologies Corp.

By: WM Coleman Smith

Coleman Smith, CEO and President

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Green Zebra International Corp.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Green Zebra International Corp. (the “Company”) as of December 31, 2018 and 2017, and the related consolidated statements of operations, stockholders’ equity (deficit), and cash flows for each of the years in the two-year period ended December 31, 2018 and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

Explanatory Paragraph Regarding Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has suffered losses from operations which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Pinnacle Accountancy Group of Utah

We have served as the Company’s auditor since 2019.

Pinnacle Accountancy Group of Utah
Farmington, Utah
January 29, 2020

GREEN ZEBRA INTERNATIONAL CORP.
(Formerly NanoSensors, Inc.)
CONSOLIDATED BALANCE SHEETS

	December 31, 2018	December 31, 2017
ASSETS		
Current assets		
Cash	\$ 27	\$ -
Accounts receivable, net	1,997	-
Prepaid expenses	32,067	-
Total current assets	34,091	-
Property and equipment, net	2,987	-
TOTAL ASSETS	\$ 37,078	\$ -
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Overdraft bank	\$ 961	\$ -
Accounts payable and accrued expenses	75,516	8,139
Related party payables	717,157	11,110
Customer deposits	25,000	-
Short term loan	3,768	-
Total current liabilities	822,402	19,249
Total liabilities	822,402	19,249
Stockholders' deficit		
Serial A Preferred stock, \$0.004 par, 10,000,000 shares authorized, 5,000,000 and 0 shares issued and outstanding as at December 31, 2018 and 2017, respectively	20,000	-
Serial B Preferred stock, \$0.001 par, 1 share authorized, 1 and 0 shares issued and outstanding as at December 31, 2018 and 2017, respectively	-	-
Common stock, \$0.001 par, 1,100,000,000 shares authorized, 939,772,670 shares issued and outstanding as at December 31, 2018 and 2017	939,773	939,773
Additional paid in capital	(784,028)	(439,773)
Accumulated deficit	(653,441)	(519,249)
Non-controlling interest	(307,628)	-
Total stockholders' deficit	(785,324)	(19,249)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 37,078	\$ -

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

GREEN ZEBRA INTERNATIONAL CORP.
(Formerly NanoSensors, Inc.)
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Year Ended December 31,	
	2018	2017
Net revenues	<u>\$ -</u>	<u>\$ -</u>
Operating expenses		
Research and development expenses	1,187	-
Depreciation	727	-
General and administrative	24,119	18,718
Professional fees	84,246	-
Management fees	20,000	-
Total operating expenses	<u>130,279</u>	<u>18,718</u>
(Loss) from operations	(130,279)	(18,718)
Other income (expense)		
Interest expense	-	(495,000)
Net income (loss)	<u>\$ (130,279)</u>	<u>\$ (513,718)</u>
Less: net income (loss) attributable to Non-controlling interest	3,913	-
Net income (loss) attributable to Green Zebra International Corp.	<u>\$ (134,192)</u>	<u>\$ (513,718)</u>
Basic and diluted net loss per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average shares, basic and diluted	<u>939,772,670</u>	<u>939,772,670</u>

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

GREEN ZEBRA INTERNATIONAL CORP.
(Formerly NanoSensors, Inc.)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT

	Series A		Series B		Common Stock		Additional	Accumulated	Non-controlling	Total
	Preferred	Stock	Preferred	Stock	Shares	Amount	Paid-in	Deficit	Interest	Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital			Deficit
Balance, December 31, 2016	-	\$ -	-	\$ -	439,722,670	\$ 439,773	\$ (439,773)	\$ (5,531)	\$ -	\$ (5,531)
Shares issued to settle related party debt					500,000,000	500,000				500,000
Net loss								(513,718)		(513,718)
Balance, December 31, 2017	-	-	-	-	939,772,670	939,773	(439,773)	(519,249)	-	(19,249)
Shares issued under merger	5,000,000	20,000	1	-	-	-	(344,255)	-	(311,541)	(635,796)
Net income (loss)								(134,192)	3,913	(130,279)
Balance, December 31, 2018	5,000,000	\$ 20,000	1	\$ -	939,772,670	\$ 939,773	\$ (784,028)	\$ (653,441)	\$ (307,628)	\$ (785,324)

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

GREEN ZEBRA INTERNATIONAL CORP.
(Formerly NanoSensors, Inc.)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Year Ended December 31,	
	2018	2017
Cash flows from operating activities:		
Net loss	\$ (134,192)	\$ (513,718)
Non-controlling interest	3,913	-
Adjustments to reconcile net loss to net cash used in operating activities:		
Non-cash interest	-	495,000
Depreciation	727	-
Changes in operating assets and liabilities:		
Decrease prepaid expenses	1,187	-
Increase in accounts payable and accrued expenses	26,673	2,608
Increase in related party payables	101,641	16,110
Net cash used in operating activities	<u>(50)</u>	<u>-</u>
Cash Flows from Investing Activities:		
Cash acquired from capitalization	12	-
Net cash used in investing activities	<u>12</u>	<u>-</u>
Cash flows from financing activities:		
Overdraft bank	66	-
Net cash provided by financing activities	<u>66</u>	<u>-</u>
Net decrease in cash	27	-
Cash-beginning of period	-	-
Cash-end of period	<u>\$ 27</u>	<u>\$ -</u>
SUPPLEMENTAL DISCLOSURES		
Interest paid	<u>\$ -</u>	<u>\$ -</u>
Income taxes paid	<u>\$ -</u>	<u>\$ -</u>
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Shares issued to settle related party payables	<u>\$ -</u>	<u>\$ 500,000</u>
Series A Preferred Stock issued in connection with business combination	<u>\$ 20,000</u>	<u>\$ -</u>
Series B Preferred Stock issued in connection with business combination	<u>\$ -</u>	<u>\$ -</u>
Assets acquired, net of liabilities, Green Zebra Media Corp.	<u>\$ (635,796)</u>	<u>\$ -</u>

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

GREEN ZEBRA INTERNATIONAL CORP.
(Formerly NanoSensors, Inc.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2018 and 2017

NOTE 1: ORGANIZATION AND DESCRIPTION OF BUSINESS

Green Zebra International Corp. (the “Company” or “GZIC”) is a company involved in innovative digital marketing focused on Smart Wireless Media Networks, IoT, and location-based engagement technology. The Company is organized under the laws of the State of Nevada and is headquartered in Irvine, CA.

In November 2018, the Company changed its name from NanoSensors, Inc. to Green Zebra International Corp. following a merger with Green Zebra Media Corp., a Delaware corporation, under common control.

Going Concern

These audited consolidated financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As at December 31, 2018, the Company had a working capital deficit of \$788,311 and an accumulated deficit of \$653,441. The Company currently has a factoring line in place to allow for the factoring of sales orders up to \$200,000. The continuation of the Company as a going concern is dependent upon the continued financial support from its sole officer and director and controlling stockholder, the ability to raise equity and/or debt financing, and the attainment of profitable operations from the Company's future business. These factors raise substantial doubt regarding the Company's ability to continue as a going concern.

The financial statements reflect all adjustments consisting of normal recurring adjustments, which, in the opinion of management, are necessary for a fair presentation of the results for the periods shown. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

NOTE 2: 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. Certain reclassifications have been made to the prior period's financial statements to conform to the current period's presentation.

Principals of Consolidation

The consolidated financial statements include the accounts of Green Zebra International Corp. and its 51% controlled subsidiary, Green Zebra Media Corp. (“GZMC”). All significant intercompany balances and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles 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. The Company regularly evaluates estimates and assumptions related to long-lived assets and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

GREEN ZEBRA INTERNATIONAL CORP.
(Formerly NanoSensors, Inc.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2018 and 2017

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

The Company considers all highly liquid instruments with maturity of three months or less at the time of purchase to be cash equivalents. As of December 31, 2018, and 2017, the Company had no cash equivalents.

Property and Equipment

Property and equipment are recorded at cost. Depreciation on property and equipment are determined using the straight-line method over the three to five year estimated useful lives of the assets.

Revenue Recognition

Effective January 1, 2018, the Company adopted ASC 606 — Revenue from Contracts with Customers, which replaces numerous requirements in U.S. GAAP, including industry specific requirements, and provides a single revenue recognition model for contracts with customers. The core principle of the new standard is that a company should record revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Further under ASC 606, the Company recognizes revenue from licensing agreements and service based contracts by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. For the comparative periods, revenue has not been adjusted and continues to be reported under ASC 605 — Revenue Recognition. Under ASC 605, revenue is recognized when the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) the performance of service has been rendered to a customer or delivery has occurred; (3) the amount of fee to be paid by a customer is fixed and determinable; and (4) the collectability of the fee is reasonably assured.

We earn revenue from both digital marketing and the sale of WiFi and communication solutions to customers around the world. Revenue is earned from sales of our WiFi media platform and our WiFi monetization hardware (GZ Media hub) embedded with GZ software to create monetization and communication solutions for our customers. Our sales can consist of any one or a combination of items required by our customer including hardware, technology platforms and related support. We also enter into licensing contracts which provide for revenue based on licensing fees and revenue sharing with our licensees.

As we expand, we expect a large portion of our revenue from our digital communication solutions to be derived from service-based contracts where we expect to recognize a significant portion of our contracts over time, as there is a continuous delivery of services to the customer over the contractual period of performance. These contracts may or may not include fixed payments for services over time and/or commission-based fees.

Direct costs are expected to include materials, labor and overhead to be charged to work-in-progress (including our contracts-in-progress) inventory or cost of sales. Indirect costs relating to long-term contracts, are expected to include expenses such as general and administrative charges, and other costs will be charged to expense as incurred and will not be included in our work-in-process (including our contracts-in-progress) inventory or cost of sales. Total estimates are expected to be reviewed and revised periodically throughout the lives of the contracts, and adjustments to profits resulting from such revisions are made cumulative to the date of the change. Estimated losses on long-term contracts are recorded in the period in which the losses become evident. If we do not accurately estimate the total sales, related costs and progress towards completion on our long-term contracts, the estimated gross margins may be significantly impacted, or losses may need to be recognized in future periods. Any such resulting changes in margins or contract losses could be material to our results of operations and financial condition.

GREEN ZEBRA INTERNATIONAL CORP.
(Formerly NanoSensors, Inc.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2018 and 2017

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue Recognition (cont'd)

In addition, certain of our contracts will include termination for convenience or non-performance clauses that provide the customer with the right to terminate the contract. Such terminations could impact the assumptions regarding total contract revenues and expenses utilized in recognizing profit under those contracts where we apply the percentage-of-completion method of accounting. Changes to these assumptions could materially impact our results of operations and financial condition. As we fully implement our business model, our inability to perform on our long-term contracts could materially impact our results of operations and financial condition.

Research and development costs

We charge research and development costs to operations as incurred, except in those cases in which such costs are reimbursable under customer funded contracts. These amounts are not reflected in the reported research and development expenses in each of the respective periods but are included in net sales with the related costs included in cost of sales in each of the respective periods.

Basic and Diluted Net Income (Loss) Per Share

The Company computes net income (loss) per share in accordance with ASC 260, *Earning per Share*. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

The following table sets forth the number of dilutive shares as of December 31, 2018:

Instrument	Common Stock Equivalents
Series A Preferred Shares	50,000,000 shares

Recently issued accounting pronouncements

In February 2016, the FASB issued ASU 2016-02, “(Topic 842) Leases,” (“ASU 2016-02”) which requires lease assets and liabilities to be recorded on the balance sheet for leases with terms greater than twelve months. We will adopt this ASU and related amendments effective January 1, 2019 and will elect certain practical expedients permitted under the transition guidance. Additionally, we will elect the optional transition method that allows for a cumulative-effect adjustment in the period of adoption and will not restate prior periods.

The Company has reviewed other recently issued accounting pronouncements and plans to adopt those that are applicable to it. The Company does not expect the adoption of any other pronouncements to have an impact on its results of operations or financial position.

GREEN ZEBRA INTERNATIONAL CORP.
(Formerly NanoSensors, Inc.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2018 and 2017

NOTE 3: MERGER

On November 19, 2018, the Company acquired a 51% controlling interest in GZMC a company engaged in the provision of innovative digital marketing focused on Smart Wireless Media Networks, IoT, and location-based engagement technology. GZMC services include investment sponsorship programs to assist monetization solutions for Cities, Sport Stadiums, Airports, College Campuses, and businesses that are preparing and implementing smart solutions to connect user communities. GZMC at the time of the acquisition was 100% controlled by our sole officer and director, Mr. Coleman Smith. As consideration for the transaction the Company issued 5,000,000 shares of Series A Preferred Stock and 1 share of Series B Preferred Stock.

The acquisition of GZMC was not accounted for under the acquisition method of accounting in accordance with ASC Topic 805, Business Combinations. Due to the related party and common control relationships held between GZMC and GZIC, the assets and liabilities of GZMC transferred over to the Company at their historical carrying values.

The following table sets forth the net assets as of November 19, 2018:

Current assets	
Cash	\$ 12
Accounts receivable	1,997
Prepaid expenses	33,254
Other receivable	5,358
Total current assets	40,621
Property and equipment, net	3,714
Total assets	44,335
Liabilities	
Overdraft bank	895
Accounts payable	40,704
Payable to related parties	609,764
Customer deposits	25,000
Short term loan	3,768
Total liabilities	680,131
Net assets	\$ (635,796)
Allocated to non-controlling interest	311,541
Consideration:	
5,000,000 shares of Series A Preferred Stock	20,000
1 share of Series B Preferred Stock	-
Total consideration	20,000
Additional paid in capital	\$ (344,255)

GREEN ZEBRA INTERNATIONAL CORP.
(Formerly NanoSensors, Inc.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2018 and 2017

NOTE 4: PROPERTY AND EQUIPMENT

Property and equipment, net consists of the following:

	December 31, 2018	December 31, 2017
Office equipment	\$ 12,786	\$ -
Less: accumulated depreciation and amortization	(9,799)	-
Total property and equipment, net	<u>\$ 2,987</u>	<u>\$ -</u>

Depreciation expense amounted to \$727 and \$0 for the years ended December 31, 2018 and 2017, respectively.

NOTE 5: PREPAID EXPENSES

On January 31, 2017, GZMC entered into a white label reseller agreement with Purple Wifi Limited, a company based in the UK that provides a hosted software solution as a Wifi hotspot platform for use on a company's Wifi hardware and also provides customer analytics services and marketing opportunities along with ancillary support services. The reseller agreement has a term of three years. Under the terms of the agreement GZMC was required to pay a fee of \$52,000 of which a total of \$6,450 was unpaid and on the accounts payable as of December 31, 2018. The total amount expended under the reseller agreement has been recorded as prepaid expenses on the Company's Balance Sheets and is amortized over the term of the agreement on a three-year straight-line basis as part of research and development expenses.

NOTE 6: SHORT TERM LOAN

On January 5, 2018, GZMC entered into a loan agreement with National Funding Inc. whereby the Company acquired funding in the amount of \$20,625. The terms of the loan called for the Company to pay an origination fee of \$412 and to repay the amount of \$26,400 by way of 176 daily payments of \$150. As of December 31, 2018, there was an outstanding amount of \$3,768 due and payable on the loan. The Company and National Funding Inc. are negotiating a settlement amount on the loan.

NOTE 7: CUSTOMER DEPOSIT

During fiscal 2016 the Company's 51% controlled subsidiary entered into an exclusive licensing agreement with a third party whereunder the licensee received the exclusive rights to sell the Company's products and services in their respective jurisdictions for a period of 5 years from the date of execution. The licensing fee for each territory is \$250,000, which amount was payable by way of an upfront deposit of \$25,000 followed by installment payments until paid in full. In respect of this contract, we received an initial deposit of \$25,000 against the total licensing fee payable. This amount has been recorded on the Company's balance sheets as deferred income. Subsequent to the initial deposit the Company and the licensee verbally agreed to terminate the license. Upon receipt of a written termination agreement the Company will record the initial deposit as income.

GREEN ZEBRA INTERNATIONAL CORP.
(Formerly NanoSensors, Inc.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2018 and 2017

NOTE 8: RELATED PARTY TRANSACTIONS

Terrence Flowers –

On March 31, 2017, Mr. Terrance Flowers advanced a total of \$10,235 in respect of the reinstatement of the Company.

On April 11, 2017, Mr. Flowers advanced a further \$5,000 to the Company for ongoing operational expenses.

On May 19, 2017, the Company agreed to issue 500,000,000 shares of the Company's common stock to Mr. Flowers in consideration for the \$5,000. Concurrently, Mr. Flowers became the controlling shareholder and sole officer and director of the Company, holding 53% of the total issued and outstanding shares.

On December 31, 2017, Mr. Flowers advanced a further \$875 to the Company for filing fees.

As at December 31, 2018 and 2017, a total of \$11,110 was payable to Mr. Flowers, who ceased to be a shareholder, officer and director on July 9, 2018. The amount is reflected on the December 31, 2018 balance sheet in related party payables.

Coleman Smith –

On April 29, 2014, our 51% controlled subsidiary, GZMC, entered into a management and consulting agreement with Mr. Coleman Smith, the sole officer and director of GZMC and the Company whereby GZMC was required to pay an annual salary of \$120,000 to Mr. Smith. During the fiscal years ended December 31, 2018 and 2017, respectively the GZMC accrued \$120,000 per year for the services provided by Mr. Smith. As at December 31, 2018, the Company owed a total of and \$559,999 (November 19, 2018 - \$539,999) to Mr. Smith pursuant to this management and consulting agreement, respectively. Amounts incurred in respect to fees charged by Mr. Coleman prior to the acquisition of GZMC have been expensed and are included in the accumulated deficit of the non-controlling interest.

On July 9, 2018, Mr. Coleman Smith was appointed to the Board of Directors of the Company and as President, Secretary and Treasurer of the Company. Concurrently, in a private transaction, Mr. Smith acquired 500,000,000 shares of the Company's common stock from Mr. Flowers for total consideration of \$15,000 and became the Company's controlling shareholder.

During the fiscal year ended December 31, 2018, the Company received advances totaling \$878 (December 31, 2017 – Nil) from Mr. Smith.

As a December 31, 2018 Mr. Smith was owed a total of \$560,877 (December 31, 2017 – \$0) which is reflected on the balance sheet under Related party payables.

ELOC Holdings Corp. -

Upon conclusion of the business combination effective November 19, 2018, GZMC owed \$69,765 to ELOC Holdings, Corp, a company of which Coleman Smith is the sole officer and director. During the fiscal year ended December 31, 2018, GZMC received further advances totaling \$25 leaving a balance due and payable to ELOC Holdings Corp. of \$69,790 on December 31, 2018.

On July 10, 2018, GZIC executed a consulting agreement with ELOC Holdings Corp. whereby ELOC will provide the services of Coleman Smith for a fee of \$10,000 per month. Mr. Smith is the sole officer, director and shareholder of ELOC and of the Company. As at December 31, 2018, the Company owed a total of \$50,000 (December 31, 2017 – nil) to ELOC under the consulting agreement.

GREEN ZEBRA INTERNATIONAL CORP.
(Formerly NanoSensors, Inc.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2018 and 2017

NOTE 8: RELATED PARTY TRANSACTIONS (continued)

ELOC Holdings Corp. – cont'd

During the fiscal year ended December 31, 2018, GZIC received a total of \$25,380 (December 31, 2017-nil) as advances from ELOC.

As at December 31, 2018, ELOC was owed a total of \$145,170 (December 31, 2017 - \$0) which is reflected on the balance sheets as Related party payables.

NOTE 9: CAPITAL STOCK

On October 4, 2018, the Company filed amended and restated articles of incorporation to increase the number of shares of Common Stock to 1,100,000,000 with a par value of \$0.001 and to designate 10,000,000 shares of Series A Preferred Stock, par value \$0.004 and 1 share of Series B Preferred Stock, par value \$0.001. The shares of Series A Preferred Stock are convertible into shares of Common Stock on the basis of 10 shares of Common Stock for every 1 share of Series A Preferred Stock and have voting rights of one vote for each share of Series A Preferred Stock held. The Series B Preferred Stock is not convertible but has voting rights granting the holder 51% of all votes (including common and preferred stock) entitled to vote at any meeting of the stockholders of the Company. Neither the Series A nor Series B Preferred Stock holders have any rights to dividends or proceeds of the assets of the Company upon any liquidation or winding up of the Company.

The total number of authorized shares of common stock that may be issued by the Company is 1,100,000,000 shares with a par value of \$0.001.

There were no shares of common stock issued during the fiscal year ended December 31, 2018.

During the fiscal year ended December 31, 2017, the Company issued a total of 500,000,000 shares to a related party of the Company for settlement of debt of \$5,000 (ref: Note 8). The shares were issued below par value and the Company recorded \$495,000 as interest expense relative to the discount on the issuance of the stock.

As of December 31, 2018, and 2017, there were 939,772,670 shares of common stock issued and outstanding.

Series A Preferred Stock

The total number of Series A Preferred stock that may be issued by the Company is 10,000,000 shares with a par value of \$0.004.

Series A Preferred Stock issued during the fiscal year ended December 31, 2018:

On November 19, 2018, the Company issued a total of 5,000,000 shares of Series A Preferred Stock to Coleman Smith, our sole director and officer, as partial consideration in exchange for 51% of the outstanding shares of GZMC.

On December 31, 2018, there are a total of 5,000,000 shares of Series A Preferred Stock issued and outstanding (December 31, 2017 – nil).

Series B Preferred Stock

The total number of Series B Preferred Stock that may be issued by the Company is 1 share with a par value of \$0.001.

Series B Preferred Stock issued during the fiscal year ended December 31, 2018:

GREEN ZEBRA INTERNATIONAL CORP.
(Formerly NanoSensors, Inc.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2018 and 2017

NOTE 9: CAPITAL STOCK (continued)

On November 19, 2018, the Company issued a total of 1 share of Series B Preferred Stock to Coleman Smith, our sole director and officer, as partial consideration in exchange for 51% of the outstanding shares of GZMC.

On December 31, 2018, there is 1 share of Series B Preferred stock issued and outstanding (December 31, 2017 – nil).

NOTE 10: INCOME TAXES

The Company accounts for income taxes under standards issued by the FASB. Under those standards, deferred tax assets and liabilities are recognized for future tax benefits or consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. 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. A valuation allowance is provided for significant deferred tax assets when it is more likely than not that such assets will not be realized through future operations.

No provision for federal income taxes has been recorded due to the available net operating loss carry forwards of approximately \$653,441, with no expiration date. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements, as their realization is determined not likely to occur and accordingly, the Company has recorded a valuation allowance for the future tax loss carry forwards.

The actual income tax provisions differ from the expected amounts calculated by applying the statutory income tax rate to the Company's loss before income taxes. The components of these differences are as follows at December 31, 2018, and 2017:

	2018	2017
Net tax loss carry-forwards	\$ 653,441	\$ 519,249
Statutory rate	21%	21%
Expected tax recovery	137,200	109,000
Non-cash interest expenses	(104,000)	(104,000)
Change in valuation allowance	(33,200)	(5,000)
Income tax provision	<u>\$ -</u>	<u>\$ -</u>

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Act" or "Tax Reform"). Among other changes, the Act reduces the current corporate federal income tax rate from 35% to 21% effective January 1, 2018. As deferred tax assets and deferred tax liabilities are measured using the tax rates expected to apply to taxable income in the years during which the temporary differences are anticipated to be recovered or settled, the Company determined that it was necessary to revalue its deferred tax assets and deferred tax liabilities as of December 31, 2017.

NOTE 11: SUBSEQUENT EVENTS

During the fiscal year ended December 31, 2019, the Company received \$150,000 from an unrelated third party. Proceeds were for shortfalls in operational expenses. The advances are non-interest bearing, and there are no specific terms of repayment.

On May 9, 2019, with an effective date of March 13, 2019, the Company executed an advertising revenue share agreement (the "Agreement") with a company providing wireless internet access to guests at various airports. Under the Agreement, the Company has the non-exclusive right to sell advertising for display on the service provider's portal. The Agreement provides for revenue-sharing of advertising sold by the Company and displayed by the service provider of 70% to the service provider and 30% to the Company until gross revenues reach \$100,000 at which time the split shall be 65% to the service provider and

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NOTE 11: SUBSEQUENT EVENTS (continued)

35% to the Company. The contract is for a one-year term and renews monthly thereafter until cancelled. The Company is currently in negotiations with several advertisers with respect to this contract. The Company's sponsor and advertising relationships will be managed, maintained and retained by the Company at all times during and after the term of the Agreement. The Company will provide the required creative formats as recommended by the service provider's wireless for WiFi sponsor ad placements through the airport WiFi networks. This Agreement is expected to expand from airports to sports stadiums once the Company has achieved certain initial roll-out targets.

On July 11, 2019, GZMC entered into a sponsorship agreement with a third party for the provision of exclusive and non-exclusive digital WiFi marketing solutions at three racing events between September and November 2019. The Company and the third party were unable to complete the provision of the services in time for implementation during 2019 as originally contemplated in the agreement and have agreed to extend the agreement to include events during 2020, commencing as early as January 2020. Under the terms of the agreement GZMC will receive a fee of \$1,100,000. The Company will be required to provide audited financial statements for the year ended December 31, 2019 in order to finalize this contract, which statements are currently being drafted and expected to be finalized in early January 2020.

On July 11, 2019, GZMC entered into a Master Agreement with a third party for the provision of wireless and digital promotion rights for certain events including WiFi media network advertising rights and the development of smart venue wireless networks and software engagement technology products for airports, stadiums, campuses and cities in the United States and International markets. Under the terms of the agreements, GZMC shall receive sponsorship fees in two installments as to 50% upon acceptance of identified venue projects, and the remaining balance under the terms as agreed based on each individual project (the "Sponsor Fees"). Further GZMC shall agree to allocate up to 20% of the total Sponsor Fees to new venue projects. The specific promotional rights over the term of the smart venues includes 3-5 year WiFi media network advertising rights with the smart venue, joint press releases, unlimited exclusive and non-exclusive WiFi advertising fee agreements to support third party advertising revenue and access to marketing data and analytics from WiFi and third party service providers. Each agreement may be renewed twice for a period of up to six (6) months each by mutual written consent under the same terms and conditions or such conditions as may be modified by the parties in writing at the time of each renewal. The contracts have identified certain major smart venues which are expected to be implemented during fiscal 2020. Invoices have been generated with respect to the initial provision of services. Our contracted service providers under these agreements are expected to receive initial funds in the first quarter of 2020 for performance bonds and wireless infrastructure payments. GZMC expects that audited financial statements for the year ended December 31, 2019 will be required to be supplied for government-type performance bonds in order to finalize projects, which statements are currently being drafted and expected to be finalized in early January 2020.

On July 11, 2019, GZMC entered into an Airport WiFi Sponsorship Marketing Agreement with a third party whereunder GZMC will secure long-term, exclusive and non-exclusive smart venues for WiFi marketing, digital marketing and data analytics for various brand sponsors at various airports across the United States. The term of the contract is thirty-six (36) months and terminates in 2022 at which point the contract may be extended in six-month intervals by mutual written consent.

On August 26, 2019, GZMC entered into a three-year master services agreement with a third party whereunder GZMC will provide and be responsible for the installation of WiFi media Network equipment and related software for stadiums. There will be several venues under the terms of the agreement commencing installations on various schedules. Currently, GZMC has generated invoices for the first 4 of 13 anticipated venues, at a cost of \$400,000 per venue, with an initial deposit of \$100,000 for each venue, and the remaining balances due sixty days from the date of the first deposit payment. The Company expects revenue under these contracts to commence in Q1 2020.

On July 19, 2019, the Company entered into a Securities Purchase Agreement with Diamondrock LLC ("Diamond") whereby Diamond has agreed to advance up to \$750,000 to the Company by way of a revolving Convertible Promissory Note with an initial cumulative funding of \$169,450 (less an original issue discount ("OID") of 10% totaling \$16,945) to be drawn down in tranches at the election of the Company. As of September 30, 2019, the Company had drawn down a total of \$152,778 of

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NOTE 11: SUBSEQUENT EVENTS (continued)

which \$15,278 represents the OID and \$2,500 represents agreed debt issue costs, for total net proceeds to the Company of \$135,000. The remaining available gross proceeds of \$16,672 were drawn down subsequent to September 30, 2019. The Company is required under the terms of the agreement to repay the draw downs in four equal installments, plus accrued interest of 5% per annum, with the initial installment commencing 90 days after the first draw down under the agreement. Further, the Company was required to pay a commitment fee in the amount of \$112,500 on signing of the agreement by way of the initial issuance of a total of 20,000,000 shares. Diamond may sell the commitment fee shares subject to applicable securities regulations and may request additional shares from the Company at a future date should the aggregate value of the shares when sold generate less than the agreed \$112,500 commitment fee. 20,000,000 shares were issued on August 26, 2019 to satisfy the commitment fee. The Company valued issuance at the closing price of the Company's Common Stock as traded on the OTCMarkets on the date of issuance, and consequently recorded stock-based compensation of \$110,000. Prior to December 31, 2019, the Company received funding of the remaining \$16,672 available under the secured convertible note of which \$1,672 represents the OID.

The Company entered into an agreement with Industrious IRV ("Industrious"), 333 Michelson Drive, Suite 300, Irvine CA 92612 to license an office for operations of the Company commencing August 1, 2019 and terminating on July 31, 2020 for a monthly rental rate of \$1,337 per month. Industrious provides rental offices to various clients at the location. The Company, under the terms of the lease agreement, agrees to pay for any office services offered by Industrious and used by the Company.

On August 10, 2019, the Company's CEO, Mr. William Coleman Smith, entered into a lease agreement with IAC Apartment Development JV LLC to lease space at 861 Tularosa, Irvine California for a one-year term at a rental rate of \$3,455 per month, plus utilities, for the Company's subsidiary, Green Zebra Media Corp. Green Zebra will use the space for its operations. The lease expires on August 9, 2020.

On September 16, 2019, the Company's subsidiary, Green Zebra Media Corp. leased a further office from Industrious for its operations at the monthly rate of \$3,785 per month. The lease is cancellable at any time after November 30, 2019 on 60 days' notice.

The Company has evaluated subsequent events from the balance sheet date through the date that the financial statements were issued and determined that there are no additional subsequent events to disclose.