



**NanoTech Gaming, Inc.**

**(Formerly known as High Velocity Enterprises, Inc.)**

(Exact name of Small Business Issuer as specified in its charter)

**Nevada**

(State of incorporation)

**7180 Dean Martin Drive, Suite 300**

**Las Vegas, Nevada 89118**

(Address of principal executive offices)

**702-577-2895**

(Registrant's telephone number, including area code)

**December 31, 2014**

## **ANNUAL INFORMATION AND DISCLOSURE STATEMENT**

All Information in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of the Alternative Reporting Standard: Guidelines For Providing Adequate Current Information Established By The OTC Markets Group. The enumerated items and captions contained herein correspond to the format as set forth in that guideline.

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF NANOTECH GAMING, INC. ("COMPANY") IN ACCORDANCE WITH RULE 15c2(11) PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS ISSUER INFORMATION AND DISCLOSURE STATEMENT.

Unless the context in this Information and Disclosure Statement otherwise requires, all references in this Information and Disclosure Statement to "our", "us" and "we" refer to NanoTech Gaming, Inc., and any subsidiaries.

All dollar amounts in this Report are stated in terms of U.S. dollars and are subject to currency fluctuations.

### **Safe Harbor for Forward-Looking Statements**

When used in this report, the words "will", "expect", "anticipate", "continue", "estimate", "project", "intend" and similar expressions are intended to identify forward-looking statements within the meaning of Section 27a of the Securities Act of 1933 and Section 21c of the Securities Exchange Act of 1934 regarding events, conditions, and financial trends that may affect the Company's Future plans of operations, business strategy, operating results, and financial position. Persons reviewing this report are cautioned that any forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties and those actual results may differ materially from those included within the forward looking statements as a result of various factors. Such factors include, among other things, uncertainties relating to our success, in judging consumer preferences, financing our operations, entering into strategic partnerships, engaging management, seasonal and period-to-period fluctuations in sales, failure to increase market share or sales, inability to service outstanding debt obligations, dependence on a limited number of customers, increased production costs or delays in production of new products, intense competition within the industry, inability to protect intellectual property in the international market for our products, changes in market condition and other matters disclosed by us in our public filings. From time to time forward-looking statements speak only as to the date they are made. The Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made. Where, in any forward-looking statement, the Company expresses an expectation or belief as to future results or events, such expectations or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished. Our actual results could differ materially from those anticipated in these forward-looking statements.

**1) Name of the issuer and its predecessors (if any)**

Currently: NanoTech Gaming, Inc. – Hereinafter referred to as the “Company” (Note: Name Change Effective with Nevada Secretary of State – 3/24/2015)

Formerly: High Velocity Enterprises, Inc. (until March 2015). The Company’s legal counsel and stock transfer agent filed the appropriate forms with FINRA for official name change and issuance of new ticker symbol on March 27, 2015.

Past History: The Company was founded in 1989 by Fayiz Hilal and was Cetek Technologies, organized as a Delaware corporation on April 28, 1994 under the name of Cetek Technologies Inc. Effective April 11, 2006, the Company changed its corporate domicile from Delaware to Nevada.

Pursuant to a Stock Purchase Agreement dated March 24, 2014 between Fayiz Hilal and King Media, Inc., King Media, Inc. acquired 5,000,000 shares of preferred stock which represented the controlling voting equity of the Company. Effective April 21, 2014, the Company completed a 1-for-6,000 reverse stock split of its then currently issued and outstanding and authorized capital stock. Effective May 13, 2014, King Media, Inc. assigned and transferred its preferred stock to Bruce Schoengood.

Effective June 6, 2014, the Company changed its name to High Velocity Enterprises, Inc. and increased its authorized capital stock to 45,000,000 shares of common stock, par value \$0.0001 per share, and 5,000,000 shares of preferred stock, par value \$0.0001 per share.

Post year-end Change of Control: On or about February 10, 2015, NanoTech Entertainment, Inc. (“NTEK”) purchased controlling interest from Bruce Schoengood (hereinafter referred to as the “NTEK Acquisition”) consisting of 1,834 shares of Preferred Stock with super voting rights. Additionally, on the same date, NTEK sold certain assets to High Velocity Enterprises, Inc. pursuant to an Asset Purchase Agreement which included office furniture and related items, computer hardware, computer peripherals, computer software, firmware development capitalized costs, software development capitalized costs, and various Intellectual Property items which include certain U.S. patents in consideration of 15,000,000 shares of the Company’s Common Stock).

**2) Address of the issuer’s principal executive offices**

Company Headquarters

7180 Dean Martin Drive, Suite 300

Las Vegas, Nevada 89118

Phone: 702.577.2895

Website: <http://www.NanoTechGaming.com>

Email: [info@NanoTechGaming.com](mailto:info@NanoTechGaming.com)

Investor Relations Contact

Daniel Wong

7180 Dean Martin Drive

Suite 300

Las Vegas, NV 89118

Phone: (702)577-2895

Website: <http://www.nanotechgaming.com>

Email: [dwong@nanotechgaming.com](mailto:dwong@nanotechgaming.com)

**3) Security Information**

Trading Symbol: HVEL (Filed with FINRA for new Ticker Symbol 3/27/2015 – Expect Issuance 4/6/2015)

Exact title and class: **63010J 104** (Issued on March 25, 2015 for NanoTech Gaming, Inc.)

Par or Stated Value: \$0.001

Total shares authorized: 45,000,000 as of: December 31, 2014

Total shares outstanding: 2,052,546 as of: June 30, 2014

Total shares outstanding: 18,152,546 as of the date of this filing (March 30, 2015)

Additional class of securities (if necessary): Not Applicable

Transfer Agent

Jersey Stok Transfer, LLC (Contact Name: Jeff Manger)

PO Box 606

Mount Freedom, New Jersey 07970

Phone: (973) 814-7004

Fax: (973) 215-2740

Email: [JerseyTransfer@yahoo.com](mailto:JerseyTransfer@yahoo.com)

Is the Transfer Agent registered under the Exchange Act?\*

Yes: ☒

No: ☐

**List any restrictions on the transfer of security:**

Not Applicable

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

Not Applicable

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

Effective April 21, 2014, the Company completed a 1-for-6,000 reverse stock split of its then currently issued and outstanding and authorized capital stock.

On March 24, 2015, the Company filed a Certificate of Amendment to changes its name to NanoTech Gaming, Inc. and to increase its authorized capital stock to 450,000,000 shares of Common Stock and 5,000,000 shares of Preferred Stock.

On March 24, 2015, the Company also filed a Certificate of Change in order to conduct a 10-for-1 forward split of its issued and outstanding Common Stock. The Company has filed a Notification of Issuer Corporate Action with FINRA concerning the name change and the forward split and is awaiting approval from FINRA and the issuance of a new trading symbol.

#### 4) Issuance History

List of securities offerings and shares issued for services in the past two years.

Date of Issuance	Holder	Common Shares Issued	Price Per Share	Status	State of Issuance
6/6/2014	John Marks <sup>1 &amp; 2</sup>	50,000	\$0.06	Restricted	New Jersey
	Gregg Weisberg <sup>1 &amp; 2</sup>	50,000	\$0.06	Restricted	New Jersey
	Nelson Weisberg <sup>1 &amp; 2</sup>	250,000	\$0.06	Restricted	New Jersey
	Sam Danzis <sup>1 &amp; 2</sup>	250,000	\$0.06	Restricted	New Jersey
	Derrick Lefco <sup>1 &amp; 2</sup>	250,000	\$0.06	Restricted	New Jersey
	Adam Kleinman <sup>1 &amp; 2</sup>	250,000	\$0.06	Restricted	New Jersey
	Bruce Schoengood <sup>1</sup>	250,000	\$0.0001	Restricted	New Jersey
	Debra Schoengood <sup>1</sup>	250,000	\$0.0001	Restricted	New Jersey
9/5/2014	Miriam Corn <sup>3</sup>	300,000	\$0.001	Un-Restricted	New Jersey
2/10/2014	NanoTech Entertainment, Inc. <sup>4</sup>	15,000,000	\$0.04930309	Restricted	Nevada
2/13/2015	David Foley <sup>5</sup>	1,100,000		Un-Restricted	California

**Note #1-** The June 2014 foregoing shares were issued on June 6, 2014 pursuant to a Share Exchange Agreement and Plan of Reorganization dated June 6, 2014 between the Issuer and King Media, Inc. and the shareholders of King Media, Inc.

**Note #2** - On or about December 3, 2014, the Company cancelled 1,100,000 shares of Common Stock (e.g. book entry form) for the following holder's that were issued pursuant to the transaction described above on June 6, 2014: John Marks (50,000), Gregg Weisberg (50,000), Nelson Weisberg (250,000), Sam Danzis (250,000), Derrick Lefco (250,000), and Adam Kleinman (250,000).

**Note #3:** The shares issued to Miriam Corn were issued upon the exercise of conversion rights under the Company's promissory note. All of the foregoing shares were issued in reliance on the exemption from registration at Section 4(a)(2) of the Securities Act of 1933, as amended, for transactions not involving a public offering.

**Note #4:** On or about February 10, 2015, NanoTech Entertainment, Inc. ("NTEK") purchased controlling interest from Bruce Schoengood (hereinafter referred to as the "NTEK Acquisition") which was 1,834 shares of Preferred Stock (restricted). Additionally, on such same date, NTEK sold certain assets to High Velocity Enterprises, Inc. pursuant to an asset purchase agreement which included office furniture and related items, computer hardware, computer peripherals, computer software, firmware development capitalized costs, software development capitalized costs, and various Intellectual Property items which include certain U.S. patents and for 15,000,000 shares of Common Stock (Restricted).

**Note #5:** The shares issued to David Foley were issued upon the exercise of conversion rights under the Company's promissory note. All of the foregoing shares were issued in reliance on the exemption from registration at Section 4(a)(2) of the Securities Act of 1933, as amended,, for transactions not involving a public offering.

All of the above "Restricted" shares of the Common Stock of the Company ("Common Stock") were issued to the above persons in reliance upon the exemption from the registration requirements under the Securities Act of 1933, as amended ("1933 Act"), afforded by section 4(2) and 3(a) and (b) as promulgated by the Securities and Exchange Commission ("SEC") under the Act. The Common Stock issued are considered restricted securities as defined under the 1933 Act and as such, cannot be resold with registration under the Securities Act or an appropriate exemption thereto. The Common Stock contains the following restrictive legend:

"The shares represented by this certificate have been acquired for Investment and have not been registered under the Securities Act of 1933. The shares may not be sold or transferred in the absence of such registration or an exemption therefrom under said Act."

## **5) Financial Statements**

The following unaudited financial statements are uploaded as a separate document, named *Financial Statements for Year Ending December 31, 2014*, posted on March 30, 2015, incorporated herein by reference for the year ending December 31, 2014.

They can be found through the OTC Disclosure & News Service at <http://www.otcmartket.com/stock/HVEL/filings>.

1. Balance Sheet for the period ending DECEMBER 31, 2014;
2. Statement of Income for the period ending DECEMBER 31, 2014;
3. Statement of Cash Flows for the period ending DECEMBER 31, 2014;
4. Notes to Financial Statements for the period DECEMBER 31, 2014.

## **6) Describe the Issuer's Business, Products and Services**

### **A. Description of the issuer's business operations;**

NanoTech Gaming, Inc. (the "Company") is focused on creating the most compelling gaming experiences by using the latest technology and research for modern social and competitive gaming in land-based casino and arcade gaming markets. The Company was founded by industry veterans from land-based casino and coin-operated video arcade game creators.

The Company intends to give players what they want in a social environment where they can choose exactly how they want to gamble and to also be given an avenue to demonstrate their skill and intelligence while they play compelling video experiences that are entertaining independently of the gambling components. When it comes to gaming and gambling, nobody understands how to put the two together quite like NanoTech Gaming.

Note: The Company also owns and operates King Media, Inc., as a wholly-owned subsidiary, which is engaged in the business of marketing, publishing and creative consulting services. King Media, Inc. has contacts and relationships in all sectors for national publishing and printing services and has considerable experience of launching national programs.

### **B. Date and State (or Jurisdiction) of Incorporation:**

The Company was formed on April 5, 2006 and is currently registered as a corporation with the Nevada Secretary of State under the Nevada Business Corporations Act.

**C. The issuer's primary and secondary SIC Codes;**

3990 - Miscellaneous Manufacturing Industries (Core Operations)

7993 - Coin-Operated Amusement Devices (Core Operations)

2721 - Periodicals: Publishing or Publishing and Printing (wholly-owned subsidiary, King Media, Inc.)

**D. The issuer's fiscal year end date;**

The fiscal year end for the Company is December 31.

**E. Principal products or services, and their markets;**

Here's the list of our patent-pending IP with a short description of each:

1. **NanoTech Advantage:** The NanoTech Advantage is a system that allows Players to use their skill to gain a mathematical advantage in a game of chance.
2. **NanoTech BetCube:** The NanoTech Bet Cube is a System that incorporates Players bets and allows them to configure their bet within the entire domain of possible gambling parameters.
3. **GameFlow:** NanoTech Gaming's GameFlow technology combines backlight strobing with refresh rate on an LCD display to enable accurate motion portrayal at the highest resolution and refresh rate possible.
4. **High-frequency Videogame physics Simulation (HVS):** The HVS system combines a high-frequency physics simulation for gameplay with a high-frequency, low-latency input system in order to create a more realistic and immersive videogame experience.
5. **ImageSearch:** NanoTech Gaming's ImageSearch presents the simple gameplay of finding a hidden image in a collage of similar images, and combines it with gambling.
6. **Player Diary QR code (PDQ):** NanoTech Gaming's PDQ system is a method for the Player to transfer a record of a single Bet wagered and Game played from an offline video game machine to a remote server by taking a photo of a Quick Response (QR) code.

**7) Issuer's Facilities**

NanoTech Gaming, Inc. - 7180 Dean Martin Drive, Las Vegas, NV 89118

NanoTech Gaming Labs operates a private R&D facility located near I15 in the casino gaming capital of the world, Las Vegas NV. This facility is working on next generation technology. The space is leased on a multi-year contract.



**8) Officers, Directors, and Control Persons**

**A. Names of Officers, Directors, and Control Persons**

President – Al Stone

Treasurer – Al Stone

Secretary – Peter Riordan

Director – Al Stone

Director – Peter Riordan

Director – Howell Ivy

Director – Philip Foley

Director – Aaron Hightower

There are currently no control persons or beneficial owners of more than five percent (5%) of any class of the Company's equity securities other than its parent company, NanoTech Entertainment, Inc. a Nevada corporation, whose address is 2450 Kruse Drive, Sn Jose, California 95131 which owns 15,000,000 shares of common stock or 82.63% of the current issued and outstanding common stock of the Company, , based upon the issued and outstanding common stock as of the date of this filing..

**B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:**

- 1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);**

None

- 2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;**

None

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

None

- 4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.**

None

- C. **Beneficial Shareholders.** Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

NanoTech Gaming, Inc. (Pink: NTEK)  
2450 Kruse Drive  
San Jose, California 95131

15,000,000 shares of Common Stock (Restricted)

(82.63% of current issued & outstanding Common Stock)

**9) Third Party Providers**

**General Counsel:** Robert C. Laskowski  
Attorney at Law  
520 SW Yamhill, Suite 600  
Portland, OR 97204-1329  
Telephone: (503) 241-0780  
Facsimile: (503) 227-2980  
Email: [rcl@roblaw.us](mailto:rcl@roblaw.us)

**SEC Counsel:** Robert C. Laskowski  
Attorney at Law  
520 SW Yamhill, Suite 600  
Portland, OR 97204-1329  
Telephone: (503) 241-0780  
Facsimile: (503) 227-2980  
Email: [rcl@roblaw.us](mailto:rcl@roblaw.us)

**Accounting:** Not Applicable

**Auditor:** Not Applicable

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**10) Issuer Certification**

I, Al Stone, Director and President, certify that:

1. I have reviewed this Annual Disclosure Statement of **NanoTech Gaming, Inc. (HVEL)**;
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.

March 31, 2015

/s/ Al Stone

Director and President