

GZ6G Technologies Corp.

Amendment to Management Certification - Q2 2023 – Q1 2025 OTCID
Shell Company Compliance for 12/31/2024 originally published through the
OTC Disclosure & News Service on [06/25/2025](#)

Explanatory Note:

Amended Names of note holders on the Convertible Debt, added one Note holder that
was missing

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Management Certification

The undersigned, on behalf of GZ6G Technologies Corp (OTC: GZIC) ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

CIK Number: 0001286648

State of Incorporation: Nevada

Reporting Period Covered: Q2 2023 through Q1 2025

Certification Date: June 25, 2025

1. The Company publishes disclosure pursuant to the following obligation:

SEC REPORTING OBLIGATION:

- ☐ The Company has a reporting obligation under Section 13 of the Exchange Act
☐ The Company has a reporting obligation under Section 15(d) of the Exchange Act
☐ The Company has a reporting obligation under Regulation A (Tier 2)
☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)
☐ Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATION:

- ☐ The Company has a reporting obligation to a U.S. Bank Regulator
☒ The Company is reporting under the Alternative Reporting Standard and is otherwise exempt from registration and not required to file periodic reports with the SEC

2. The Company is current in its reporting obligation as indicated above. YES

GZ6G Technologies Corp ceased all active operations in Q4 2023 after a failed financing and office abandonment. Since then, the Company has had no operations, employees, assets, or revenue and is being preserved solely as a public shell for future merger, acquisition, or reactivation activity.

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

Yes: ☒ No: ☐

As of Q4 2023, GZ6G Technologies Corp qualifies as a shell company. The Company has no active operations, no revenue, no staff (aside from the unpaid CEO), no material assets, and no ongoing business contracts. All business activities ceased during the October 2023 wind-down, and the Company has since been maintained solely to preserve its public reporting status for potential future M&A, reactivation, or strategic use.

4. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

5. The Company has a Verified Company Profile on OTCMarkets.com. YES

6. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.

YES GZ6G Technologies Corp is a Nevada corporation in good standing as of June 2025

7. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490. **YES**
8. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. **YES**
9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

The Company's most recent Annual Report was prepared by:

Prepared by William Coleman Smith, Chairman, CEO, and Control Person of GZ6G Technologies Corp. No legal counsel or CPA firm participated in this submission. All financials and disclosures were reconstructed by Mr. Smith after the Company's 2023 shutdown using best-effort estimates, internal records, and available documentation for OTC Markets compliance.

10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities..

As of (latest practicable date): June 25,2025

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
William Coleman Smith	Chairman, CEO	Nevada USA	62,500,000 estimated	Common	38%
William Coleman Smith	Chairman, CEO	Nevada USA	5,000,000	Preferred A Series	100%
William Coleman Smith	Chairman, CEO	Nevada USA	1	Preferred B Series	Majority

Any additional material details, including conversion terms of any class of the issuer’s equity securities, are below:

- **William Coleman Smith** controls the majority of the voting power of the Company through:
 - 100% ownership of Series A Preferred Stock (convertible)
 - Sole ownership of the 1 Series B Super-voting Share
 - Approximate ownership of 67M common shares

This gives Mr. Smith complete voting control of the Company, even without majority ownership of the common stock. The structure is typical for public shells retained for M&A or reactivation purposes.

Warrants Disclosure:

The Company previously issued common stock purchase warrants in connection with certain convertible note financings. However, due to the loss of records during the Company’s 2023 wind-down, the existence, terms, and exercisability of such warrants could not be independently verified as of the filing date. As such, no warrants are reflected in the current capitalization table.

This gives Mr. Smith complete voting control of the Company, even without majority ownership of the common stock. The structure is typical for public shells retained for M&A or reactivation purposes.

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company’s Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer’s equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☒ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

as of June 25, 2025), including the total **outstanding convertible debt** and other relevant instruments:

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
2022 Various	\$2,414,652	~\$4,868,935 (as of 6/2025)	Rolling	35% Discount to Market	~350M (est.)	Unknown	Mast Hill Capital (Patrick Hassani)	Loan
2022	\$54,000	\$27,235	Rolling	Variable Discount	~20M	Small remaining	Janbella Group (Bill Alessi)	Loan
2022	\$99,900	\$99,900	Unknown	Unknown	None	Unconfirmed	1800 Diagonal (Curt Kramer)	Loan
Various	\$300,000	\$300,000	N/A	Not convertible	N/A	N/A	ELOC Holdings (Coleman Smith)	Working Capital Advance Loan
Nov 2022	\$160,000	\$113,410	Rolling	Unknown	Unknown	unknown	Forth Man LLC (Edward Deese)	Loan
	\$3,028,552	~(\$4,982,345)			370,000,000			
Total Outstanding Balance:			Total Shares:					

Any additional material details, including footnotes to the table are below :

Note Regarding Record Reconstruction:

Due to the permanent loss of formal accounting systems and records following the Company's Q4 2023 shutdown, GZ6G Technologies Corp is reconstructing required disclosures using internal estimates, legacy filings, and surviving documentation. The Company is currently a shell company entity, and all submissions have been made in good faith to satisfy OTC Markets Pink Current Tier requirements.

1. Insider Stock Activity (Last 12 Months):

There were **no insider purchases or sales** of stock by Officers, Directors, or Control Persons during the last 12 months. No equity compensation, option issuance, or insider-affiliated transactions were processed or authorized during this time.

2. Securities Issued (Last 12 Months):

No securities have been issued since Q3 2023.

All share issuances occurred in **early 2023**, totaling approximately **57.5 million shares**, and were related to debt conversions tied to prior noteholders (including Mast Hill Capital and Janbella Group LLC, fourth man LLC). No new shares, warrants, or preferred equity were issued after Q3 2023.

3. Debt Issued or Settled (Last 12 Months):

No new convertible notes or loans have been issued during the last 12 months.

All previously reported convertible notes (Mast Hill, Janbella, Diagonal, FourthMan LLC remain outstanding and unresolved, with balances carried forward and disclosed in the accompanying debt table.

A **\$300,000 related-party advance** was made by ELOC Holdings (controlled by CEO Coleman Smith) to fund basic compliance and corporate expenses during the 2023 wind-down. This loan is unsecured, non-convertible, and has no fixed repayment terms.

4. Outstanding Convertible Instruments:

As of June 2025, the Company has approximately **\$4.9 million** in convertible debt, primarily from Mast Hill Capital. A full debt table is provided in the disclosure materials. No conversions have occurred since Q3 2023.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: _____

Name: William Coleman Smith

Title: Chairman and Chief Executive Officer

Date: June 22, 2025

Signature: /s/ William Coleman Smith

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