

ISSUER INFORMATION AND DISCLOSURE STATEMENT  
PURSUANT TO  
RULE 15C2-11(A)(5)  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

November 30, 2012

**ZYROX MINING INTERNATIONAL, INC.**

(A Nevada Corporation)

[dissolvingplastic.com](http://dissolvingplastic.com)

**CUSIPS:**

**Common – 98986W 101, Pref. “A” - 98986W 200, Pref. “B” – 98986W 309**

**EIN: 27-2052033**

**CIK:0001558740**

**Trading Symbol: ZYRX.PK**

**“We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.”**

## INFORMATION AND DISCLOSURE STATEMENT

November 30, 2012

### **Current Information Regarding Diversified Energy and Fuel International, Inc.**

The following information is provided to assist securities brokerage firms with "due diligence" compliance. The information set forth below follows the requirements of Rule 15c2-11(a)(5) promulgated by the Securities and Exchange Commission (the "Commission") under the Securities Exchange Act of 1934, as amended, and generally follows the sequential format set forth in that Rule.

#### Forward-Looking Statements:

This information statement contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995.

Words such as "may," "anticipate," "estimate," "expects," "projects," "intends," "plans," "believes" and words and terms of similar substance used in connection with any discussion of future operating or financial performance identify forward-looking statements. All forward-looking statements are management's present expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Forward-looking statements might include one or more of the following:

- anticipated results of financing activities;
- anticipated agreements with marketing partners;
- anticipated clinical trial timelines or results;
- anticipated research and product development results;
- projected regulatory timelines;
- descriptions of plans or objectives of management for future operations, products or services;
- forecasts of future economic performance; and
- descriptions or assumptions underlying or relating to any of the above items.

In light of these assumptions, risks and uncertainties, the results and events discussed in the forward-looking statements contained in this document or in any document incorporated by reference might not occur. Investors are cautioned not to place undue reliance on the forward-looking statements, which speak only of the date of this document. We are not under any obligation, and we expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise. All subsequent forward-looking statements attributable to the Company or to any person acting on its behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.

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## **Part A: General Company Information**

### **Item I The exact name of the issuer and its predecessor.**

The exact name of the issuer is ZYROX MINING INTERNATIONAL, INC. (the “Issuer” or “Company”).  
The Company name from June 3, 2009 to April 30, 2012 was Riverdale Capital Ltd. and thereafter until August 21, 2012, Diversified Energy & Fuel, Inc.

### **Item II The address of the issuer’s principal executive offices.**

In answering this item, please also provide (i) the telephone and fax number of the issuer’s principal executive offices, (ii) if applicable, the URL of each website maintained by or on behalf of the issuer, and (iii) if applicable, the name, phone number, email address, and mailing address of the person responsible for the issuer’s investor relations.

ZYROX MINING INTERNATIONAL, INC.  
1800 NE 114 Street, Suite 609  
Miami, FL 33181-3414  
305 891-8915, 305 607 9518  
[rogallom@aol.com](mailto:rogallom@aol.com)

### **Item III The jurisdiction(s) and date of the issuer’s incorporation or organization.**

Provide the issuer’s jurisdiction(s) of incorporation or jurisdiction(s) of organization (if the issuer is not a corporation) and the date on which it was incorporated or organized.

A corporation incorporated under the laws of the State of Nevada on June 3, 2009.

## **Part B Share Structure**

### **Item IV The exact title and class of securities outstanding.**

In answering this item, provide the exact title and class of each class of outstanding securities. In addition, please provide the CUSIP and trading symbol.

Title: Common stock, par value \$0.001  
Trading Symbol: RICP.PK, CUSIP: 98986W 101

Preferred stock, par value \$0.001  
Authorized 300,000,000 shares divided equally into Series “A”, “B” and “C”  
Outstanding Preferred Stock: 855,000 of preferred stock Series “A”, CUSIP 98986W 200

### **Item V Par or stated value and description of the security.**

A. *Par or Stated Value.* Provide the par or stated value for each class of outstanding securities.

Common Stock - \$0.001 Par Value  
Preferred Stock - \$0.001 Par Value

*B. Common or Preferred Stock.*

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

The Issuer has never declared a dividend to its common stock shareholders. The common stock shareholders are entitled to one vote for each share of stock and have no preemption rights.

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

The Issuer is entitled to issue blank check preferred stock and provide for dividend, voting, and conversion and liquidation rights upon issuance.

The Issuer has outstanding 855,000 Preferred "A" shares.

The 855,000 Preferred "A" shares are Super-Voting shares. They are non-dilutive and convertible. For full details see the Certificate of Designations filed with the State of Nevada on December 28, 2009.

The Preferred "B" and "C" shares have a face value of \$.001 per share, are non-dilutive and convertible.

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

See Certificate of Designations, Preferred Stock Series "A" and "B" filed with the State of Nevada on December 28, 2009 and incorporated herein by reference and Certificate of Designation for Series "C" filed on April 27, 2012.

4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

Our board of directors, without shareholder approval, has the authority under our articles of incorporation, to issue additional shares of our common stock. As a result, common stock could be issued quickly and easily to delay or prevent a change of control or make removal of management more difficult. This provision may significantly affect another person or entity's interest in acquiring a substantial or controlling position in shares of our common stock and enhance the ability of our board of directors to take action in light of such an acquisition by a third party.

Our board of directors, without shareholder approval, has the authority under our articles of incorporation, as amended, to issue preferred stock with rights superior to the rights of the holders of common stock. As a result, preferred stock could be issued quickly and easily, could impair the rights of holders of common stock and could be issued with terms calculated to delay or prevent a change of control or make removal of management more difficult.

Our bylaws provide that a shareholder seeking to bring business before an annual or special meeting of shareholders, or to nominate candidates for election as directors at an annual or special meeting of shareholders, must provide timely notice of this intention in writing. To be timely, a shareholder must deliver or mail the notice and we must receive the notice according to the timetables provided in our bylaws. Our bylaws also specify requirements as to the form and content of the shareholder's notice. These provisions could delay shareholder actions that are favored by the holders of a majority of our outstanding stock until the next shareholders' meeting.

We are subject to the State of Nevada's business combination statute. In general, the statute prohibits a publicly held Nevada corporation from engaging in a business combination with a person who is an interested shareholder for a period of three years after the date of the transaction in which that person became an interested shareholder, unless the business combination is approved in a prescribed manner. A business combination includes a merger, asset sale or other transaction resulting in a financial benefit to the

interested shareholder. An interested shareholder is a person who, together with affiliates, owns, or, within three years prior to the proposed business combination, did own 15% or more of our voting stock. The statute could prohibit or delay mergers or other takeovers or change in control attempts and accordingly, may discourage attempts to acquire our Company.

**Item VI      The number of shares or total amount of the securities outstanding for each class of securities authorized.**

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

- (i) Period end date;
- (ii) Number of shares authorized;
- (iii) Number of shares outstanding;
- (iv) Freely tradable shares (public float);
- (v) Total number of beneficial shareholders; and
- (vi) Total number of shareholders of record.

For the most recent fiscal quarter, there were 3,300,000 shares of authorized stock divided into 3,000,000,000 common shares, of which 102,338,200 were issued and outstanding, 100,000,000 shares of Preferred Class "A", of which 855,000 are issued and outstanding and 100,000,000 shares each of Class "B" and "C" of which no shares are issued and outstanding.

For the fiscal year ending May 31, 2012, there were 3,200,000,000 shares of authorized stock and 102,238,200 shares of Common Stock of the Issuer issued and outstanding. There were 100,000,000 Series "A", 100,000,000 Series "B" and 100,000,000 Series "C" authorized. There were 855,000 shares of Series "A" Preferred Stock and no shares of Series "B" or "C" Preferred Stock issued and outstanding. There was no change for the period ended November 30, 2012.

**Part C Business Information**

**Item VII      The name and address of the transfer agent.**

In answering this item, please also provide the telephone number of the transfer agent, indicate whether or not the transfer agent is registered under the Exchange Act, and state the appropriate regulatory authority of the transfer agent.

The Company's transfer agent is OTR, Inc., located at 1001 SW 5<sup>th</sup> Avenue, Suite 1550, Portland, OR 97205, telephone: (503) 225-0375, fax: 503-273-9168. The Transfer Agent is registered under the Exchange Act of 1934, as amended, and the appropriate regulatory authority is the U.S. Securities Exchange Commission.

**Item VIII      The nature of the issuer's business.**

In describing the issuer's business, please provide the following information:

- A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);

Zyrox Mining International, Inc. formerly Diversified Energy and Fuel International, Inc. is a corporation registered in the State of Nevada.

2. the year that the issuer (or any predecessor) was organized;

2009

3. the issuer's fiscal year end date;

May 31

4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

Zyrox (nor any predecessor) has not been in bankruptcy, receivership or any similar proceeding.

5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

On September 3, 2009, the Issuer acquired Internet Properties Group Inc. of Los Angeles, California for 6,430,000 common shares of restricted stock.

On August 17, 2010, William Reininger, Acting CEO resigned and appointed Carl H. Kruse as sole Director and CEO. Kruse also became the majority shareholder at that time by virtue of a Stock Purchase Agreement with Philip Kueber, resulting in a change of control of the Issuer.

On September 8, 2010, FINRA approved a 1:10,000 reverse split of the Company's common shares.

On November 8, 2010, the Company entered into an agreement to acquire the Membership Interests of WSPVA Bio Products Incorporated, a Nevada LLC (WSPVA) in consideration for 98,482,000 shares of common stock of the Company. After completion of their due diligence, WSPVA closed on the original proposed transaction on May 12, 2012. The Company subsequently received 500,000,000 Class "A" membership units and 1,000,000 Class "B" membership units representing 100% of the membership interest of WSPVA in return for 98,482,000 common shares of the Company and WSPVA is now a wholly owned subsidiary of the Company.

6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

None

7. any change of control;

Yes. See response to item 5.

8. any increase of 10% or more of the same class of outstanding equity securities;
 

6,430,000 common shares were issued on September 3, 2009 for the acquisition of Internet Properties Group Inc. Transaction subsequently reversed.

960,000,000 common shares were issued on December 23, 2009 for debt repayment and a capital raise.

1,600,000,000 shares were issued on December 28, 2009 for debt repayment.

400,000,000 shares were issued on May 18, 2010 for acquisitions and a capital raise.

94,482,000 shares of common stock were issued for the acquisition of WVSPA Bio Products International LLC.
9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;
 

1:200 Reverse Split- On August 3, 2009, the Company had a reverse- split of the Issuer's Common Stock on a 1 for 200 basis.

1:1,000 Reverse Split- On April 5, 2010, the Company had a reverse-split of the Issuer's Common Stock on a 1 for 1,000 basis.

1:10,000 Reverse Split- On September 8, 2010, the Company completed a reverse-split of the Issuer's Common Stock on a 1 for 10,000 basis.

The Company decided to spin-off its existing Internet operations and to acquire another business entity, WSVPA Bio Products International, LLC.
10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and
 

No
11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.
 

No

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

1. the issuer's primary and secondary SIC Codes;
 

2821, 2673
2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;

The Issuer is currently conducting operations.

3. whether the issuer is or has at any time been a “shell company”;<sup>1</sup>

The Company was a shell company.

*Instruction to paragraph B.3 of Item VIII:*

If the issuer discloses that it is or has at any time been a shell company, it must also include the following disclosure on the front page of its disclosure statement in boldface, 12-point type:

If the issuer is currently a shell company:

**“We are a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.”**

If the issuer was formerly a shell company:

**“We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.”**

4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;

On March 12, 2012, the Company acquired a wholly owned subsidiary, WSPVA, dedicated to helping stop the needless contamination of our environment and reduce our reliance on oil (a major component of plastic) through use of the Company’s Polyvinyl Alcohol (“PVA”) 100% biodegradable, non-toxic and water-soluble plastic.

5. the effect of existing or probable governmental regulations on the business;

None.

6. an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

Members of the management team and shareholders incurred all monies spent on R & D.

7. costs and effects of compliance with environmental laws (federal, state and local); and

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<sup>1</sup> For the purpose of this section a “shell company” means an issuer, other than a business combination related shell company, as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB, that has:

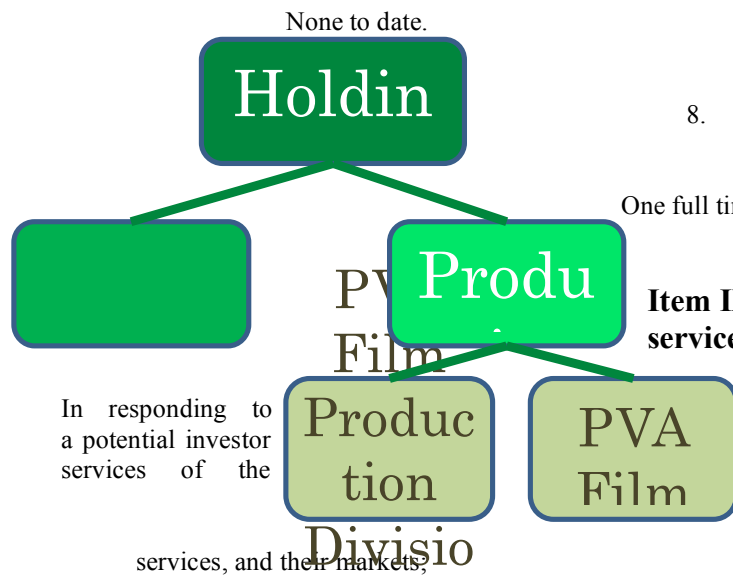
(1) No or nominal operations; and

(2) Either:

(A) No or nominal assets;

(B) Assets consisting solely of cash and cash equivalents; or

(C) Assets consisting of any amount of cash and cash equivalents and nominal other assets.



8. the number of total employees and number of full-time employees.

One full time employee and two part time employees.

**Item IX The nature of products or services offered.**

In responding to a potential investor services of the

this item, please describe the following so that can clearly understand the products and issuer:

services, and their markets; A. principal products or

Zyrox Mining International, Inc. began formal operations on June 3, 2009, with the principle purpose to develop, market and sell software products through the Internet, and to provide web based services for individuals and small business. During 2010, this business was discontinued and management focused on developing a biodegradable plastic opportunity. In this regard, WSPVA was acquired.

B. distribution methods of the products or services;

We already have three kinds of interest for our PVA Film:

Pharmaceutical Industry (gowns, gloves, etc.): A China based packaging factory presently handles 30,000 metric tons per month, totaling 792,000,000 lbs. of plastics per year. They are limited by their production capacity and not by what they can sell. They are prepared to give us a contract in which they are willing to pay \$4.50 per lb. to provide them enough PVA Film to replace their present plastics. This would total an annual \$3.564 billion per year, resulting in a projected \$2.77 billion in Net Profit, when only fixed annual expenses are computed. This would require 1,584 PVA Film Machines to supply this one order!

The strawberry Industry of California, USA: packages strawberries in 3,000,000,000 plastic clamshells annually. 80% of these clamshells hold one pound of strawberries, 20% hold two pounds. They offer \$0.09 per 1 lbs clamshell, \$0.23 per 2 lbs clamshell. That totals 2.4 billion 1 lbs clam shells and 600M 2 lb clamshells, totaling an annual a projected revenue of \$354,000,000. For a 5-year contract, that totals a projected \$1.77B, with \$1.2B Net Profit.

Nobility Fruit Co. has given us a letter of interest for an initial order for 1,000,000,000 clamshells, to be expanded as our production can handle the order. This totals \$118,000,000 annually, with a projected \$95M in Net Profits, where only fixed annual expenses are computed. That's a projected \$475M Net Profit for a 5-year contract. It takes 63 PVA Film Machines to fill this order. If we expand in order to fill their entire 3 billion clamshell needs, we would need 189 machines. This order represents a \$2.56 per lbs and \$6.24 per lbs. price for our plastic, as compared to the \$4.50 per lbs price for the pharmaceutical application.

Stephen Gould Corporation: is the largest privately owned packaging sales organization in the United States. It transacts over \$500M in sales annually. Stephen Gould services over 1,000 current customers like Disney, Verizon Wireless, RIM/Blackberry, and Golden State Foods

(McDonalds). Stephen Gould has tested our PVA Film and believes that it is "... game changing on a global level." They wish to set up the exclusive rights to use our PVA Film for several of their customers, including McDonalds (for the fast food industry). We wish to establish a diverse portfolio of buyers, but the plastic bag industry doesn't provide as high a per-pound price as the above two options. Nevertheless, when we have developed enough PVA Film Machines, this is a very attractive contract to fulfill.

- C. status of any publicly announced new product or service;

Press release pending completion of negotiations for an equity raise and new business ventures will be issued shortly.

- D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

All products to be manufactured are in demand.

- E. sources and availability of raw materials and the names of principal suppliers;

All raw materials required are readily available from many sources.

- F. dependence on one or a few major customers;

Not applicable. Large demand from many potential markets.

- G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

As part of the acquisition of WSPVA, a 30 year Technology License for the manufacture and marketing of Biodegradable Plastic was acquired.

- H. the need for any government approval of principal products or services and the status of any requested government approvals.

not applicable

## **Item X      The nature and extent of the issuer's facilities.**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Issuer operates from Suite 609, 1800 NE 114 Street, Miami FL 33181-3414. The Issuer believes its offices to be in good condition. The property is leased from year to year. Current rent is \$2,000 per month until August 22, 2013, which is paid by an officer and shareholder who also uses the premises as his primary residence.

## **Part D Management Structure and Financial Information**

### **Item XI The name of the chief executive officer, members of the board of directors, as well as control persons.**

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

A. Officers and Directors. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement:

#### **Carl Kruse Cruz, CPA, President/Secretary/Director**

1800 NE 114 Street, Suite 609  
Miami FL 33181-3414

Mr. Kruse has been self-employed as an auditor and management consultant for the past 40 years. As an owner/operations/administrative executive, he brings a wealth of experience in project planning, management and execution. He was an executive with PepsiCo and Pfizer, served as CFO for SkyPostal Networks, Inc. (OTCBB: SKPN) and was an audit manager for the firm currently known as Ernst & Young, CPA's. Mr. Kruse is a certified public account formerly licensed to practice in the states of Florida and New York and in the Commonwealth of Puerto Rico. He has an MBA in Managerial Accounting from New York University and a BBA in Production Management from the Baruch School of Business and Public Administration of the City University of New York. He has been associated with the Company since 2009.

Board memberships and other affiliations;

Director of Warrior Girl Corp. and Kruho Ventures

Compensation by the issuer; and

Number and class of the issuer's securities beneficially owned by each such person.

Mr. Kruse has an employment contract for \$250,000 a year beginning September 1, 2012. He owns 855,000 shares of Series A Preferred Stock and 660,000 shares of common stock.

#### **Mohammed Halim, Senior Negotiator and Director**

21/f 18 Queens Road, Tower 1  
Central Hong Kong, China

Mr. Halim has over 36 years of experience as a businessman. He successfully built numerous businesses from ground up and sold them at their peak. He worked for New York Life Insurance Company in the finance department from 1986 to 1992 where he got his business training in real estate development. For the past 12 years, Mr. Halim has lived in China and studied China's philosophy. He possesses an understanding of the Chinese culture and has developed good relationships with many of the State owned companies. He is currently working on numerous international projects that involve China State owned

and multinational corporations in the development of natural resources in China and abroad. He serves as President of Da Hai International Trading Limited and Fushun Dahai Lichang Metal Products Co., Ltd. He is Graduate of the University of British Columbia. He has worked with the Company since its inception.

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. Disclosure of Family Relationships. Describe any family relationships<sup>2</sup> among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of any class of the issuer's equity securities.

None

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

1. The name of the related person and the basis on which the person is related to the issuer;

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<sup>2</sup> The term "family relationship" means any relationship by blood, marriage or adoption, not more remote than first cousin.

Not Applicable

2. The related person's interest in the transaction;

Not Applicable

3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness);

Not Applicable

4. The approximate dollar value of the related person's interest in the transaction; and

Not Applicable

5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction.

Not Applicable

- E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

None

## **Item XII Financial information for the issuer's most recent fiscal period.**

*Instruction to Item XII:* The issuer shall post the financial statements required by this Item XII through the OTC Disclosure and News Service under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an “*Annual Report*,” or if the financial statements relate to a quarter end, publish it as a “*Quarterly Report*” or “*Interim Report*”) **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (i) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.

The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

- 1) balance sheet;
- 2) statement of income;
- 3) statement of cash flows;
- 4) statement of changes in stockholders' equity;
- 5) financial notes; and
- 6) audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (GAAP)<sup>3</sup> by persons with sufficient financial skills.

Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statement are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.

The Unaudited financial statements for the three months ended November 30, 2012 were posted on otcmarkets.com on December 10, 2012.

The unaudited financial statements for the three months ended August 31, 2012 were posted on otcmarkets.com on September 10, 2012. The audited financial statements for the years ended May 31, 2012 and 2011 were posted on otcmarkets.com on August 27, 2012. The audited financial statements for the fiscal year ended May 31, 2010 were posted on otcmarkets.com on April 2, 2011. All financial statements are incorporated by reference.

## **Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

Please provide the financial statements described in Item XII above for the issuer's two preceding fiscal years.

*Instruction to Item XIII:* The issuer shall either (i) attach the financial statements required by this Item XIII to its initial disclosure statement or (ii) post such financial statements through the OTC Disclosure and News Service as a separate report under the name of “*Annual Report*” for the applicable fiscal year end. **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (y) clearly explain where the incorporated documents can be found, and (z) provide a

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<sup>3</sup> Foreign private issuers that have furnished financial statements pursuant to Rule 12g3-2(b) under the Exchange Act can provide those same financial statements as an alternative to U.S. GAAP. For information regarding U.S. GAAP, see <http://cpaclass.com/gaap/gaap-us-01a.htm>.

clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.

The audited financial statements for the years ended May 31, 2012 and May 31, 2011 are posted on otcmarkets.com, and are incorporated by reference.

#### **Item XIV Beneficial Owners.**

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

To the extent not otherwise disclosed, if any of the above 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.

**Riverdale Bio-Products, Inc.**, Loyalist Plaza, Don Mackey Boulevard, P. O. Box AB-20377, Marsh Harbour, Abaco, Bahamas owns 24,500,000 common shares. Carl H. Kruse controls Riverdale. The resident agent is Lawrence Collie.

**Carl H. Kruse Cruz**, President/Director, 1800 NE 114 Street, Miami FL 33181 owns 855,000 Preferred Series "A" shares and 660,000 common shares.

**Nobility Fruit Co., Inc.** (EIN 95-4201180), 11812 San Vicente Blvd., Suite 250, Los Angeles CA 90040-6632 owns 12,469,050 common shares and is owned by Stuart Gilfenbain. Mr. Gilfenbain is the Resident Agent.

**SCB Ventures** (EIN 06-1783403), 2836 Paradise Park RD. Pebble Beach CA 93953-2618 owns 8,977,750 common shares and is owned by Christopher J. Jackson, Esquire. Mr. Jackson is Resident Agent.

**Adaptive FX Limited**, a Hong Kong company, 21/F 18 Queens Road, Tower 1 Central Hong Kong, owns 25,935,600 common shares. The Company is controlled by Mohammed A. Halim who is also the Resident Agent.

#### **Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:**

1. Investment Bankers

JPMorgan Chase Bank, NA  
900 NE 125<sup>th</sup> Street, North Miami, FL 33161-5745  
+1 305 981 7510, [chadwick.brisson@chase.com](mailto:chadwick.brisson@chase.com)

2. Promoters

Our promotional activities are managed within the company.

3. Counsel

Allen Jacobi, Esquire  
1800 NE 114 Street, Suite 707

Miami, Florida 33181-3414  
305 893 2007, [allenjocobi@jacobilaw.com](mailto:allenjocobi@jacobilaw.com)

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

Carl H. Kruse Cruz prepares and issues the unaudited financial statements for the Company. 305 607 9518, [rogallom@aol.com](mailto:rogallom@aol.com) Mr. Kruse was a certified public account formerly licensed to practice in the states of Florida and New York and in the Commonwealth of Puerto Rico. He has an MBA in Managerial Accounting from New York University and a BBA in Production Management and Accounting from the City University of New York. He is currently the Company President, Secretary and a Director.

The Company's independent auditor is Enrique Nowogrodzki, [enrique@cpaservicescorp.com](mailto:enrique@cpaservicescorp.com), [www.cpaservicescorp.com](http://www.cpaservicescorp.com), (954) 261- 2413, 18501 Pines Blvd - #204, Pembroke Pines, FL 33029. Mr Nowogrodzki , a Certified Public Accountant is admitted to the PCAOB. We post the financial statements in reliance on their report, given upon their authority as experts in accounting and auditing.

5. Public Relations Consultant(s)

Our public relations activities are managed within the company.

6. Investor Relations Consultant

Princeton Research, Inc.  
3887 Pacific Street, Las Vegas, NV 89121  
Contact: Mr. Mike King  
Web: [princetonresearch.com](http://princetonresearch.com)  
E-mail: [info@princetonresearch.com](mailto:info@princetonresearch.com)  
Phone: (702) 650 3000, Fax: (702) 697 8944  
Office Hours: Monday-Friday; 7AM To 6 PM PST

7. Resident Agent

Laughlin Associates  
9120 Double Diamond Parkway  
Reno NV 89521  
1 800 648 0966, Fax: (775) 883 4874  
[www.laughlinusa.com](http://www.laughlinusa.com)  
Our file number: E0298782009-3

8. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

N/A

## **Item XVI Management's Discussion and Analysis or Plan of Operation.**

*Instructions to Item XVI*

Issuers that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.

The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

A. Plan of Operation.

1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:
2. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in
  - i. the next twelve months;
  - ii. a summary of any product research and development that the issuer will perform for the term of the plan;
  - iii. any expected purchase or sale of plant and significant equipment; and
  - iv. any expected significant changes in the number of employees.

Plan of Operation

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

1. *Full fiscal years.* Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:
  - i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;  
  
The Company has engaged Joseph Pittela, Esq. to file an S 1 to achieve fully reporting status with the SEC. The Company aspires to be a fully reporting company by the end of the 2nd quarter 2013.
  - ii. Internal and external sources of liquidity;  
  
Management and shareholders are committed to funding the Company.

- iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;  
None
- iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;  
None
- v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;  
None
- vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and  
None
- vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.  
None.

2. *Interim Periods.* Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

The Company acquired 100% of WSVPA Bio Products International, LLC on May 12, 2012 in return for common shares and the obligation to invest \$2,750,000 in their Business Plan Shareholders are committed to meeting this requirement..

C. Off-Balance Sheet Arrangements.

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item XVI to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

- i. The nature and business purpose to the issuer of such off-balance sheet arrangements;  
Not Applicable
- ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;  
Not Applicable

- iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and

Not Applicable

- iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.

None

2. As used in paragraph C of this Item XVI, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

- i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;
- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;
- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or
- iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

Not Applicable

*Instructions to paragraph C of Item XVI*

- i. No obligation to make disclosure under paragraph C of this Item XVI shall arise in respect of an off-balance sheet arrangement until a definitive agreement that is unconditionally binding or subject only to customary closing conditions exists or, if there is no such agreement, when settlement of the transaction occurs.
- ii. Issuers should aggregate off-balance sheet arrangements in groups or categories that provide material information in an efficient and understandable manner and should avoid repetition and disclosure of immaterial information. Effects that are common or similar with respect to a number of off-balance sheet arrangements must be analyzed in the aggregate to the extent the aggregation increases understanding. Distinctions in arrangements and their effects must be discussed to the extent the information is material, but the discussion should avoid repetition and disclosure of immaterial information.
- iii. For purposes of paragraph C of this Item XVI only, contingent liabilities arising out of litigation, arbitration or regulatory actions are not considered to be off-balance sheet arrangements.
- iv. Generally, the disclosure required by paragraph C of this Item XVI shall cover the most recent fiscal year. However, the discussion should address changes from the previous year where such discussion is necessary to an understanding of the disclosure.

In satisfying the requirements of paragraph C of this Item XVI, the discussion of off-balance sheet arrangements need not repeat information provided in the footnotes to the financial statements, provided that such discussion clearly cross-references to specific information in the relevant footnotes and integrates the substance of the footnotes into such discussion in a manner designed to inform readers of the significance of the information that is not included within the body of such discussion.

No off-balance sheet arrangements.

## **Part E Issuance History**

### **Item XVII. List of securities offerings and shares issued for services in the past two years.**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

The list shall include all offerings of securities, whether private or public, and shall indicate:

- (i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
- (ii) Any jurisdictions where the offering was registered or qualified;  
Not Applicable
- (iii) The number of shares offered;
- (iv) The number of shares sold;
- (v) The price at which the shares were offered, and the amount actually paid to the issuer;
- (vi) The trading status of the shares; and

- (vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

6,430,000 common shares were issued on September 3, 2009 to Phillip Kueber for the acquisition of Internet Properties Group Inc.

960,000,000 common shares were issued on December 23, 2009 for a proposed capital raise (400,000,000 to Phillip Kueber, 400,000,000 to Debbie Smith, 80,000,000 to Qualstar Capital Group and 80,000,000 to Fordee CA Trust).

1,600,000,000 shares were issued half to Phil Kueber and half to Debbie Smith on December 28, 2009 for a \$75,000 debt repayment.

200,000,000 shares were issued to Qualstar Capital Corp. and 200,000,000 to Fordee CA Trust on May 18, 2010 for an acquisition and a proposed capital raise.

All of the above shares were reversed 1:10,000 on September 8, 2010.

98,985,000 common shares were issued to 26 former WVSPA investors to acquire WVSPA Bio Products International LLC on May 12, 2012.

## **Part F Exhibits**

The following exhibits must be either described in or attached to the disclosure statement:

### **Item XVIII Material Contracts.**

A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting. Also include the following contracts:

- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;
- 2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;

- 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or
- 4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.

None

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

None

C. The following management contracts or compensatory plans need not be included:

- 1) Ordinary purchase and sales agency agreements;
- 2) Agreements with managers of stores in a chain organization or similar organization;
- 3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and
- 4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants.

None

## **Item XIX Articles of Incorporation and Bylaws.**

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.

The Company's Articles of Incorporation filed on June 3, 2009 are posted on [otcm Markets.com](http://otcm Markets.com), uploaded August 27, 2009 and are incorporated by reference.

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

The Company's By-laws are posted on [otcm Markets.com](http://otcm Markets.com), uploaded October 8, 2009 and are incorporated by reference.

**Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

A. In the following tabular format, provide the information specified in paragraph (B) of this Item XX with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item XX) of shares or other units of any class of the issuer's equity securities.

<b>ISSUER PURCHASES OF EQUITY SECURITIES</b>				
<b>Period</b>	<b>Column (a)</b> Total Number of Shares (or Units) Purchased	<b>Column (b)</b> Average Price Paid per Share (or Unit)	<b>Column (c)</b> Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	<b>Column (d)</b> Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
<b>Month #1</b>  (identify beginning and ending dates)	0	0	0	0
<b>Month # 2</b>  (identify beginning and ending dates)	0	0	0	0
<b>Month #3</b>  (identify beginning and ending dates)	0	0	0	0
<b>Total</b>	0	0	0	0

B. The table shall include the following information for each class or series of securities for each month included in the period covered by the report:

- 1) The total number of shares (or units) purchased (Column (a)). Include in this column all issuer repurchases, including those made pursuant to publicly announced plans or programs

and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or program and the nature of the transaction (e.g., whether the purchases were made in open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions).

- 2) The average price paid per share (or unit) (Column (b)).
- 3) The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (Column (c)).
- 4) The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (Column (d)).

*Instructions to paragraphs (B)(3) and (B)(4) of this Item XX:*

- a. In the table, disclose this information in the aggregate for all plans or programs publicly announced.
  - b. By footnote to the table, indicate:
    - i. The date each plan or program was announced;
    - ii. The dollar amount (or share or unit amount) approved;
    - iii. The expiration date (if any) of each plan or program;
    - iv. Each plan or program that has expired during the period covered by the table; and
    - v. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases.
- C. For purposes of this Item XX, "Affiliated Purchaser" means:
- 1) A person acting, directly or indirectly, in concert with the issuer for the purpose of acquiring the issuer's securities; or
  - 2) An affiliate who, directly or indirectly, controls the issuer's purchases of such securities, whose purchases are controlled by the issuer, or whose *purchases are under common control with those of the issuer; provided, however, that "Affiliated Purchaser" shall not include a broker, dealer, or other person solely by reason of such broker, dealer, or other person effecting purchases on behalf of the issuer or for its account, and shall not include an officer or director of the issuer solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the issuer.*

None

## **Item XXI. Issuer's Certifications.**

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

The certifications shall follow the format below:

I, Carl H. Kruse, certify that:

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

December 10 , 2012

/s/Carl H. Kruse, President/Secretary