FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2013-01-09** | Period of Report: **2012-11-30**
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FILER

LZG INTERNATIONAL, INC.

CIK:**1126115**| IRS No.: **980234906** | State of Incorp.:**FL** | Fiscal Year End: **0531**
Type: **10-Q** | Act: **34** | File No.: **000-53994** | Film No.: **13520844**
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **November 30, 2012**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ________ to ________

Commission file number: **000-53994**

LZG INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

FLORIDA	**98-0234906**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
455 EAST 400 SOUTH, SUITE #5, SALT LAKE CITY, UTAH	**84111**
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: **(801) 323-2395**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐ The registrant does not have a Web site.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☒ No ☐

The number of shares outstanding of the registrant's common stock as of January 7, 2013 was 250,556.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

LZG INTERNATIONAL, INC.

(A Development Stage Company)

November 30, 2012

LZG International, Inc.
(A Development Stage Company)
Condensed Balance Sheets

	Nov. 30, 2012 (Unaudited)	May 31, 2012
ASSETS		
CURRENT ASSETS		
Cash	$ 1,953	$ 6,565
Total Current Assets	1,953	6,565
TOTAL ASSETS	$ 1,953	$ 6,565
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable - related party	$ 38,025	$ 25,625
Loan payable	9,000	9,000
Accrued interest	1,020	660
Loan payable – related party	23,500	-
Accrued interest - related party	5,237	-
Total Current Liabilities	76,782	35,285
LONG-TERM LIABILITIES		
Loan payable – related party	-	23,500
Accrued interest - related party	-	4,297
Total Long-term Liabilities	-	27,797
TOTAL LIABILITIES	76,782	63,082
STOCKHOLDERS' DEFICIT		
Preferred stock, $.001 par value, 20,000,000 shares authorized, none issued and outstanding	-	-
Common stock, $.001 par value, 100,000,000 shares authorized, 250,556 shares issued and outstanding	251	251
Additional paid in capital	3,063,134	3,063,134
Deficit accumulated during the development stage	(3,138,214)	(3,119,902)
Total Stockholders' Deficit	(74,829)	(56,517)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 1,953	$ 6,565

The accompanying notes are an integral part of these condensed financial statements.

LZG International, Inc.
(A Development Stage Company)
Condensed Statements of Operations
(Unaudited)

	THREE MONTHS ENDED NOV 30, 2012	THREE MONTHS ENDED NOV 30, 2011	SIX MONTHS ENDED NOV 30, 2012	SIX MONTHS ENDED NOV 30, 2011	FROM INCEPTION ON MAY 22, 2000 T0 NOV 30, 2012
REVENUES	$ -	$ -	$ -	$ -	$ -
EXPENSES					
General and administrative	7,761	500	17,012	2,789	69,572
TOTAL EXPENSES	7,761	500	17,012	2,789	69,572
Net Operating Loss Before Other Expense	(7,761)	(500)	(17,012)	(2,789)	(69,572)
OTHER EXPENSE					
Interest expense	(180)	(100)	(360)	(200)	(1,020)
Interest expense – related party	(470)	(470)	(940)	(940)	(5,497)
Total Other Expense	(650)	(570)	(1,300)	(1,140)	(6,517)
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	(8,411)	(1,070)	(18,312)	(3,929)	(76,089)
INCOME TAXES	-	-	-	-	-
LOSS FROM CONTINUING OPERATIONS	(8,411)	(1,070)	(18,312)	(3,929)	(76,089)
DISCONTINUED OPERATIONS					
Loss from discontinued operations	-	-	-	-	(3,062,125)
NET LOSS	$ (8,411)	$ (1,070)	$ (18,312)	$ (3,929)	$ (3,138,214)
Net Loss Per Share	$ (0.03)	$ (0.00)	$ (0.07)	$ (0.02)	
Basic and Diluted weighted average shares outstanding	250,556	250,556	250,556	250,556	

The accompanying notes are an integral part of these condensed financial statements.

LZG International, Inc.
(A Development Stage Company)
Condensed Statements of Cash Flows
(Unaudited)

	SIX MONTHS ENDED NOV 30, 2012	SIX MONTHS ENDED NOV 30, 2011	FROM INCEPTION ON MAY 22, 2000 TO NOV 30, 2012
Cash Flows from Operating Activities			
Net loss	$ (18,312)	$ (3,929)	$ (3,138,214)
Adjustment to reconcile net loss to cash used in operating activities:			
Imputed interest	-	-	260
Stock issued for services	-	-	2,852,867
Changes in assets and liabilities:			
Accounts payable	12,400	-	39,025
Accrued interest	360	200	1,020
Accrued interest - related party	940	940	5,237
Net Cash Used in Operating Activities	(4,612)	(2,789)	(239,805)
Cash Flows from Financing Activities:			
Proceeds from stock issuances	-	-	209,258
Proceeds from loans payable	-	-	9,000
Proceeds from loans payable – related party	-	-	23,500
Net Cash Provided by Financing Activities	-	-	241,758
Increase (Decrease) in Cash	(4,612)	(2,789)	1,953
Cash and Cash Equivalents, Beginning of Period	6,565	7,803	-
Cash and Cash Equivalents, End of Period	$ 1,953	$ 5,014	$ 1,953
Supplemental Cash Flow Information:			
Issuance of stock in settlement of debt	$ -	$ -	$ 1,000
Cash Paid For:			
Cash paid for interest	$ -	$ -	$ -
Cash paid for income taxes	$ -	$ -	$ -

The accompanying notes are an integral part of these condensed financial statements.

LZG International, Inc.
(A Development Stage Company)
Notes to the Unaudited Condensed Financial Statements
November 30, 2012

NOTE 1 – Condensed Financial Statements

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows as of and for the period ended November 30, 2012 and for all periods presented have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's May 31, 2012 audited financial statements as reported in Form 10-K. The results of operations for the period ended November 30, 2012 are not necessarily indicative of the operating results for the full year ended May 31, 2013.

NOTE 2 – Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has current liabilities in excess of current assets, has incurred losses since inception, has negative cash flows from operations, and has no revenue-generating activities. Its activities have been limited for the past several years and it is dependent upon financing to continue operations. These factors raise substantial doubt about the ability of the Company to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. It is management's plan to acquire or merge with other operating companies.

NOTE 3 – Summary of Significant Accounting Policies

Basis of Presentation
The accompanying condensed financial statements are prepared on the basis of accounting principles generally accepted in the United States of America. The Company is currently in the development stage and has not realized significant sales through November 30, 2012. A development stage company is defined as one in which all efforts are devoted substantially to establishing a new business and even if planned principal operations have commenced, revenues are insignificant.

Use of Estimates
The preparation of financial statements in conformity with 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Basic and Diluted Net Loss per Share
The Company computes net loss per share in accordance with ASC 260, Earnings 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 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. As of November 30, 2012, the Company had no such potentially dilutive shares.

NOTE 3 – Summary of Significant Accounting Policies (continued)

Subsequent Events
The Company's management reviewed all material events through the date of this filing and has deemed that no such events have occurred.

NOTE 4 – Related Party Transactions

The financial statements include related party transactions, which as of November 30, 2012, were loans from an officer of the Company totaling $23,500 for operating activities. No further loans have been advanced during the period ending November 30, 2012. The loans are due on June 30, 2013, are not collateralized, and bear interest at 8% per annum. These loans accrued interest of $940 and $940 during the six months ended November 30, 2012 and 2011, respectively, which have been recorded in accrued interest – related party of $5,237, and $3,357, as of November 30, 2012, and November 30, 2011, respectively.

For the six months ended November 30, 2012, a related party consulting firm invoiced the Company $12,400 for consulting, administrative, and professional services and out-of-pocket costs provided to or paid on behalf of the Company. The total amount owed to this related party for consulting, administrative, and professional services was $38,025, and $25,625, as of November 30, 2012, and May 31, 2012, respectively.

In this report references to "LZG International," "the Company," "we," "us," and "our" refer to LZG International, Inc.

FORWARD LOOKING STATEMENTS

The Securities and Exchange Commission ("SEC") encourages reporting companies to disclose forward-looking information so that investors can better understand future prospects and make informed investment decisions. This report contains these types of statements. Words such as "may," "intend," "expect," "believe," "anticipate," "estimate," "project," or "continue" or comparable terminology used in connection with any discussion of future operating results or financial performance identify forward-looking statements. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this report. All forward-looking statements reflect our present expectation of future events and are subject to a number of important factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Executive Overview

Our business plan is to seek, investigate, and, if warranted, acquire an interest in a business opportunity. Our acquisition of a business opportunity may be made by merger, exchange of stock, or otherwise. We have very limited sources of capital and we probably will only be able to take advantage of one business opportunity. As of the date of this filing we have not identified any business opportunity that we plan to pursue, nor have we reached any preliminary or definitive agreements or understandings with any person concerning an acquisition or merger.

We have not had any preliminary contact or discussions with any representative of any other entity regarding a business combination with us. Any target business that is selected may be a financially unstable company or an entity in its early stages of development or growth, including entities without established records of sales or earnings. In that event, we will be subject to numerous risks inherent in the business and operations of financially unstable and early stage or potential emerging growth companies. In addition, we may effect a business combination with an entity in an industry characterized by a high level of risk, and, although our management will endeavor to evaluate the risks inherent in a particular target business, there can be no assurance that we will properly ascertain or assess all significant risks.

Our management anticipates that we will likely be able to effect only one business combination, due primarily to our limited financing and the dilution of interest for present and prospective stockholders which is likely to occur as a result of our management's plan to offer a controlling interest to a target business in order to achieve a tax-free reorganization. This lack of diversification should be considered a substantial risk in investing in the Company, because it will not permit the Company to offset potential losses from one venture against gains from another.

We anticipate that the selection of a business combination will be complex and extremely risky. Because of general economic conditions, rapid technological advances being made in some industries and shortages of available capital, our management believes that there are numerous firms seeking the perceived benefits of becoming a publicly traded corporation. Such perceived benefits of becoming a publicly traded corporation include, among other things, facilitating or improving the terms on which additional equity financing may be obtained, providing liquidity for the principals of and investors in a business, creating a means for providing incentive stock options or similar benefits to key employees, and offering greater flexibility in structuring acquisitions, joint ventures and the like through the issuance of securities. Potentially available business combinations may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex.

Liquidity and Capital Resources

At November 30, 2012, we had cash of $1,953 and total liabilities of $76,782 compared to $6,565 cash and total liabilities of $63,082 at May 31, 2012. We are currently a development stage company and have not recorded revenues from operations since inception. We have not established an ongoing source of revenue sufficient to cover our operating costs and we are reliant upon loans and advances to meet our operating expenses. These conditions raise substantial doubt about our ability to continue as a going concern. We are currently devoting our efforts to obtaining capital from management and significant stockholders to cover minimal operations; however, there is no assurance that additional funding will be available. Our ability to continue as a going concern during the long term is dependent upon our ability to find a suitable business opportunity and acquire or enter into a merger with such a company.

The type of business opportunity that we acquire or merge with will affect our profitability for the long term. We may consider a business which has recently commenced operations, is a developing company in need of additional funds for expansion into new products or markets, is seeking to develop a new product or service, or is an established business which may be experiencing financial or operating difficulties and is in need of additional capital. In the alternative, a business combination may involve the acquisition of, or merger with, a company which does not need substantial additional capital, but which desires to establish a public trading market for its securities, while avoiding, among other things, the time delays, significant expense, and loss of voting control which may occur through a public offering.

During the next 12 months we anticipate incurring costs related to the filing of Exchange Act reports, and possibly investigating, analyzing and consummating an acquisition. We believe we will be able to meet these costs through funds provided by management and significant stockholders.

Results of Operations

We did not record revenues for the three or six month periods ended November 30, 2012 and 2011. General and administrative expenses increased for the three month period ended November 30, 2012 ("2013 second quarter") as compared to the three month period ended November 30, 2011 ("2012 second quarter"). The increase was primarily due to $6,200 invoiced to the Company for the 2013 second quarter for consulting, administrative, and professional services and out-of-pocket costs provided to or paid on behalf by a related party consulting firm. (See "Obligations," below.)

General and administrative expenses increased for the six month period ended November 30, 2012 ("2013 six month period") as compared to the three month period ended November 30, 2011 ("2012 six month period"). The increase was primarily due to $12,400 invoiced to the Company for the 2013 six month period for consulting, administrative, and professional services and out-of-pocket costs provided to or paid on behalf by a related party consulting firm.

Total other expense increased for the 2013 interim periods as compared to the 2012 interim periods as a result of interest expense related to additional accounts payable. And our net loss increased from $3,929 for the 2012 six monh period to $18,312 for the 2013 six month period. We anticipate that net losses will continue until we acquire or merge with a business opportunity.

Obligations

During 2012 and the 2013 six month period we relied upon a major stockholder, First Equity Holdings Corp., to provide consulting, administrative, and professional services and to provide or pay for out-of-pocket costs for the Company. These amount payable for these services and costs totaled $38,025 at November 30, 2012.

Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources and would be considered material to investors.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable to smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in our filings under the Exchange Act is recorded, processed, summarized and reported within the periods specified in the rules and forms of the SEC. This information is accumulated to allow our management to make timely decisions regarding required disclosure. Our President, who serves as our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report and he determined that our disclosure controls and procedures were ineffective due to a control deficiency. During the period we did not have additional personnel to allow segregation of duties to ensure the completeness or accuracy of our information. Due to the size and operations of the Company we are unable to remediate this deficiency until we acquire or merge with another company.

Changes to Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Management conducted an evaluation of our internal control over financial reporting and determined that there were no changes made in our internal control over financial reporting during the quarter ended November 30, 2012 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1A. RISK FACTORS

AN INVESTMENT IN THE COMPANY IS HIGHLY SPECULATIVE IN NATURE AND INVOLVES A HIGH DEGREE OF RISK.

We have no assets and no source of revenue.

We have no assets and have had no revenues since inception. We will not receive revenues until we complete an acquisition, reorganization or merger. We can provide no assurance that any selected or acquired business will produce any material revenues for the Company or our stockholders, or that any such business will operate on a profitable basis.

We will, in all likelihood, sustain operating expenses without corresponding revenues, at least until we complete a business combination with a private company. This may result in our incurring a net operating loss that will increase unless we consummate a business combination with a profitable business. We cannot assure you that we can identify a suitable business opportunity and consummate a business combination, or that any such business will be profitable at the time of its acquisition by the Company, or ever become profitable.

There is currently no trading market for our common stock, and liquidity of shares of our common stock is limited.

Shares of our common stock are not registered under the securities laws of any state or other jurisdiction; however, they are listed for trading on the OTC Bulletin Board. At this time there is no public trading market for our common stock and we do not expect public trading to develop in the short term. Therefore, outstanding shares of our common stock cannot be offered, sold, pledged or otherwise transferred unless subsequently registered pursuant to, or exempt from registration under the Securities Act of 1933, as amended (the "Securities Act") and any other applicable federal or state securities laws or regulations. Stockholders may rely on the exemption from registration provided by Rule 144 of the Securities Act ("Rule 144"), subject to certain restrictions; namely, common stock may not be sold until one year after:

(i) the completion of a business combination with a private company after which the Company would cease to be a "shell company" (as defined in Rule 12b-2 under the Exchange Act); and

(ii) the disclosure of certain information on a Current Report on Form 8-K within four business days of the business combination, and only if the Company has been current in all of its periodic SEC filings for the 12 months preceding the contemplated sale of stock.

Compliance with the criteria for securing exemptions under federal securities laws and the securities laws of the various states is extremely complex, especially in respect of those exemptions affording flexibility and the elimination of trading restrictions for the securities received in exempt transactions and subsequently disposed of without registration under the Securities Act or state securities laws.

ITEM 5. OTHER INFORMATION

On November 16, 2012, we received notification from the Financial Industry Regulatory Authority ("FINRA") that our common stock was cleared for listing on the OTC Bulletin Board under the symbol "LZGI." As of the date of this filing there has not been any trading activity in our common stock. Our shares of common stock are subject to Section 15(g) and Rule 15g-9 of the Securities and Exchange Act, commonly referred to as the "penny stock" rule. The rule defines penny stock to be any equity security that has a market price less than $5.00 per share, subject to certain exceptions. These rules may restrict the ability of broker-dealers to trade or maintain a future market in our common stock and may affect the ability of stockholders to sell their shares.

ITEM 6. EXHIBITS

Part I Exhibits

No.	Description
31.1	Principal Executive Officer Certification
31.2	Principal Financial Officer Certification
32.1	Section 1350 Certification

Part II Exhibits

No.	Description
3(i).1	Articles of Incorporation of LazyGrocer.Com, Inc., dated May 17, 2000 (Incorporated by reference to exhibit 3.1 to Form 10 filed May 26, 2010)
3(i).2	Amendment to Articles of Incorporation of LazyGrocer.Com, Inc., dated August 28, 2009 (Incorporated by reference to exhibit 3.1.2 to Form 10 filed May 26, 2010)
3(ii)	Bylaws of LZG International, Inc., effective January 28, 2010 (Incorporated by reference to exhibit 3.2 to Form 10 filed May 26, 2010)
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Label Linkbase Document
101.PRE	XBRL Taxonomy Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LZG INTERNATIONAL, INC.

Date: January 7, 2013

By: */s/ Greg L. Popp*
Greg L. Popp
President and Director
Principal Executive and Financial Officer

EXHIBIT 31.1

PRINCIPAL EXECUTIVE OFFICER CERTIFICATION

I, Greg L. Popp, certify that:

1. I have reviewed this quarterly report on Form 10-Q of LZG International, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 7, 2013

By: */s/ Greg L. Popp*
Greg L. Popp
Principal Executive Officer

EXHIBIT 31.2

PRINCIPAL FINANCIAL OFFICER CERTIFICATION

I, Greg L. Popp, certify that:

1. I have reviewed this quarterly report on Form 10-Q of LZG International, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 7, 2013

By: */s/ Greg L. Popp*
Greg L. Popp
Principal Financial Officer

EXHIBIT 32.1

LZG INTERNATIONAL, INC.

CERTIFICATION OF PERIODIC REPORT

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
18 U.S.C. Section 1350

The undersigned executive officer of LZG International, Inc. certifies pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

a. the quarterly report on Form 10-Q of LZG International, Inc. for the quarter ended November 30, 2012 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

b. the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of LZG International, Inc.

Date: January 7, 2013

By: */s/ Greg L. Popp*
Greg L. Popp
Principal Executive Officer
Principal Financial Officer

Related Party Transactions	6 Months Ended Nov. 30, 2012
Related Party Transactions [Abstract]	
Note 4 - Related Party Transactions	The financial statements include related party transactions, which as of November 30, 2012, were loans from an officer of the Company totaling $23,500 for operating activities. No further loans have been advanced during the period ending November 30, 2012. The loans are due on June 30, 2013, are not collateralized, and bear interest at 8% per annum. These loans accrued interest of $940 and $940 during the six months ended November 30, 2012 and 2011, respectively, which have been recorded in accrued interest - related party of $5,237, and $3,357, as of November 30, 2012, and November 30, 2011, respectively. For the six months ended November 30, 2012, a related party consulting firm invoiced the Company $12,400 for consulting, administrative, and professional services and out-of-pocket costs provided to or paid on behalf of the Company. The total amount owed to this related party for consulting, administrative, and professional services was $38,025, and $25,625, as of November 30, 2012, and May 31, 2012, respectively.

Summary of Significant Accounting Policies	6 Months Ended Nov. 30, 2012
Summary Of Significant Accounting Policies	
Note 3 - Summary of Significant Accounting Policies	Basis of Presentation The accompanying condensed financial statements are prepared on the basis of accounting principles generally accepted in the United States of America. The Company is currently in the development stage and has not realized significant sales through November 30, 2012. A development stage company is defined as one in which all efforts are devoted substantially to establishing a new business and even if planned principal operations have commenced, revenues are insignificant. Use of Estimates The preparation of financial statements in conformity with 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Basic and Diluted Net Loss per Share The Company computes net loss per share in accordance with ASC 260, Earnings 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 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. As of November 30, 2012, the Company had no such potentially dilutive shares Subsequent Events The Company' s management reviewed all material events through the date of this filing and has deemed that no such events have occurred.

Condensed Balance Sheets (USD $)	Nov. 30, 2012	May 31, 2012
CURRENT ASSETS		
Cash	$ 1,953	$ 6,565
Total Current Assets	1,953	6,565
TOTAL ASSETS	1,953	6,565
CURRENT LIABILITIES		
Accounts payable - related party	38,025	25,625
Loan Payable	9,000	9,000
Accrued Interest	1,020	660
Loan Payable - Related party	23,500	
Accrued Interest - Related party	5,237	
Total Current Liabilities	76,782	35,285
LONG-TERM LIABILITIES		
Loan Payable - Related Party		23,500
Accrued Interest - Related Party		4,297
Total Long-term Liabilities		27,797
TOTAL LIABILITIES	76,782	63,082
STOCKHOLDERS' EQUITY		
Preferred stock, $.001 par value, 20,000,000 shares authorized, none issued and outstanding		
Common stock, $.001 par value, 100,000,000 shares authorized, 250,556 shares issued and outstanding	251	251
Additional Paid in Capital	3,063,134	3,063,134
Deficit Accumulated during the development Stage	(3,138,214)	(3,119,902)
Total Stockholders' Equity	(74,829)	(56,517)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 1,953	$ 6,565

Condensed Financial Statements	6 Months Ended Nov. 30, 2012
Financial Statements	
Note 1 - Condensed Financial Statements	The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows as of and for the period ended November 30, 2012 and for all periods presented have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company' s May 31, 2012 audited financial statements as reported in Form 10-K. The results of operations for the period ended November 30, 2012 are not necessarily indicative of the operating results for the full year ended May 31, 2013.

Going Concern	6 Months Ended Nov. 30, 2012
Going Concern	
Note 2 - Going Concern	The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has current liabilities in excess of current assets, has incurred losses since inception, has negative cash flows from operations, and has no revenue-generating activities. Its activities have been limited for the past several years and it is dependent upon financing to continue operations. These factors raise substantial doubt about the ability of the Company to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. It is management' s plan to acquire or merge with other operating companies.

Condensed Balance Sheets (Parenthetical) (USD $)	Nov. 30, 2012	May 31, 2012
Statement of Financial Position [Abstract]		
Preferred Stock Par Value	$ 0.001	$ 0.001
Preferred Stock Shares Authorized	20,000,000	20,000,000
Preferred Stock Shares Issued		
Preferred Stock Shares Outstanding		
Common Stock Par Value	$ 0.001	$ 0.001
Common Stock Shares Authorized	100,000,000	100,000,000
Common Stock Shares Issued	250,556	250,556
Common Stock Shares Outstanding	250,556	250,556

Document and Entity Information	6 Months Ended Nov. 30, 2012	Jan. 07, 2013
Document And Entity Information		
Entity Registrant Name	LZG International, Inc.	
Entity Central Index Key	0001126115	
Document Type	10-Q	
Document Period End Date	Nov. 30, 2012	
Amendment Flag	false	
Current Fiscal Year End Date	--05-31	
Is Entity a Well-known Seasoned Issuer?	No	
Is Entity a Voluntary Filer?	No	
Is Entity's Reporting Status Current?	Yes	
Entity Filer Category	Smaller Reporting Company	
Entity Common Stock, Shares Outstanding		250,556
Document Fiscal Period Focus	Q2	
Document Fiscal Year Focus	2013	

Condensed Statements of Operations (USD $)	3 Months Ended		6 Months Ended		150 Months Ended
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012
Income Statement [Abstract]					
REVENUES					
EXPENSES					
General & Administrative	7,761	500	17,012	2,789	69,572
TOTAL EXPENSES	7,761	500	17,012	2,789	69,572
Net operating loss before other expense	(7,761)	(500)	(17,012)	(2,789)	(69,572)
OTHER INCOME (EXPENSE)					
Interest expense	(180)	(100)	(360)	(200)	(1,020)
Interest expense - related party	(470)	(470)	(940)	(940)	(5,497)
Total other expense	(650)	(570)	(1,300)	(1,140)	(6,517)
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	(8,411)	(1,070)	(18,312)	(3,929)	(76,089)
INCOME TAXES					
LOSS FROM CONTINUING OPERATIONS	(8,411)	(1,070)	(18,312)	(3,929)	(76,089)
DISCONTINUED OPERATIONS					
Loss from discontinued operations					(3,062,125)
Net Loss	$ (8,411)	$ (1,070)	$ (18,312)	$ (3,929)	$ (3,138,214)
Net Loss Per Share	$ (0.03)	$ 0	$ (0.07)	$ (0.02)	
Basic and Diluted weighted average shares outstanding	250,556	250,556	250,556	250,556	

Related Party Transactions (Details Narrative) (USD $)	3 Months Ended		6 Months Ended		150 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	May 31, 2012
Related Party Transactions Details Narrative						
Loans for operating activities	$ 23,500		$ 23,500		$ 23,500	
Interest rate on loan			8.00%			
Accrued interest	(470)	(470)	(940)	(940)	(5,497)	
Accrued Interest - Related party	5,237	3,357	5,237	3,357	5,237	
Consulting, administrative, and professional fee invoiced			12,400			
Amount owed to this related party for consulting, administrative, and professional services	$ 38,025		$ 38,025		$ 38,025	$ 25,625

Condensed Statements of Cash Flows (USD $)	6 Months Ended		150 Months Ended
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012
Statement of Cash Flows [Abstract]			
Net Loss	$ (18,312)	$ (3,929)	$ (3,138,214)
Imputed interest			260
Stock issued for services			2,852,867
Accounts Payable	12,400		39,025
Accrued interest	360	200	1,020
Accrued interest - related party	940	940	5,237
Net Cash Used in Operating Activities	(4,612)	(2,789)	(239,805)
Proceeds from stock issuances			209,258
Proceeds from loans payable			9,000
Proceeds from loans payable - related party			23,500
Net cash Provided by Financing Activities			241,758
Increase (Decrease) in Cash	(4,612)	(2,789)	1,953
Cash and Cash Equivalents, Beginning of Period	6,565	7,803	
Cash and Cash Equivalents, End of Period	1,953	5,014	1,953
Issuance of stock in settlement of debt			1,000
Cash paid for interest			
Cash paid for income taxes			

Summary of Significant Accounting Policies (Policies)	6 Months Ended Nov. 30, 2012
Summary Of Significant Accounting Policies Policies	
Basis of Presentation	The accompanying condensed financial statements are prepared on the basis of accounting principles generally accepted in the United States of America. The Company is currently in the development stage and has not realized significant sales through November 30, 2012. A development stage company is defined as one in which all efforts are devoted substantially to establishing a new business and even if planned principal operations have commenced, revenues are insignificant.
Use of Estimates	The preparation of financial statements in conformity with 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.
Basic and Diluted Net Loss per Share	The Company computes net loss per share in accordance with ASC 260, Earnings 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 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. As of November 30, 2012, the Company had no such potentially dilutive shares
Subsequent Events	The Company' s management reviewed all material events through the date of this filing and has deemed that no such events have occurred.