

# PODWERKS

Grow for Life



**SANTO MINING CORP.**  
dba  
**PODWERKS**

**AMENDED 1<sup>st</sup> QUARTER END MARCH 31, 2017  
INFORMATION & DISCLOSURE STATEMENT**

# QUARTER END DISCLOSURE STATEMENT

1<sup>st</sup> QUARTEREND MARCH 31, 2017

## **SANTO MINING CORP.**

### **DBA: PODWERKS, INC.**

(a Florida Corporation)

3105 NW 107<sup>th</sup> Ave. Suite 400

Doral, FL 33172

844-420-4203

Trading Symbol: **SANP**

CUSIP Number: **333-169503**

#### **ISSUER'S EQUITY SECURITIES:**

Common Stock, \$0.00001 per Share

#### **TRANSFER AGENT:**

Pacific Stock Transfer

4045 S. Spencer Street Suite 403

Las Vegas, NV, 89119

800-785-7782

<http://www.pacificstocktransfer.com>

[info@pacificstocktransfer.com](mailto:info@pacificstocktransfer.com)

## **SANTO MINING CORP.**

QuarterEnd March 31, 2017

### **Information required for compliance with the provisions of the OTC Markets, Inc., OTC Pink Disclosure Guidelines (Version 1.3)**

Because we want to provide more meaningful and useful information, this Disclosure Statement contains certain "forward-looking statements" (as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended). These statements reflect our current expectations regarding our possible future results of operations, performance, and achievements. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, regulation of the Securities and Exchange Commission, and common law.

Wherever possible, we have tried to identify these forward-looking statements by using words such as "anticipate," "believe," "estimate," "expect," "plan," "intend," and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements. We have no obligation to update or revise any such forward-looking statements that may be made to reflect events or circumstances after the date of this Disclosure Statement.

#### **Item 1. The exact name of the Issuer and its predecessors (if any).**

The exact name of the Company is Santo Mining Corp. We were formed as a Nevada corporation on July 8<sup>th</sup>, 2009. On March 19, 2012, we changed our name from Santo Pita Corporation to Santo Mining Corp. On July 2015 the Company re-domiciled to the State of Florida as Santo Mining Corp.

Other than listed above, the corporation has used no other names in the past five years.

**Item 2. Address of the Issuer's Principal Executive Offices  
Company Headquarters:**

Santo Mining Corp. dba PODWERKS  
3105 NW 107<sup>th</sup> Ave. Suite 400  
Doral, FL 33172  
844-420-4203  
e-Mail: info@podwerk.com

**Item 3. Security Information.**

Common Stock

Trading Symbol: SANP

Exact Title and Class of Securities Outstanding: Common Stock CUSIP: 333-169503

Par or Stated Value: \$0.00001

Total Shares Authorized: 9,000,000,000

Total Shares Issued & Outstanding: 3,091,649,498 as of March 31, 2017

Total Shares Reservation: 3,250,914,200 as of March 31, 2017

Total in Treasury 5,749,085,800 as of March 31, 2017

Preferred "A" Stock

Trading Symbol: N/A

Exact Title and Class of Securities Outstanding: Common Stock CUSIP: N/A

Par or Stated Value: \$0.001

Total Shares Authorized: 500,000,000

Total Shares Issued & Outstanding: 250,000,000 as of March 31, 2017

Total Shares Reservation: 0 as of March 31, 2017

Total in Treasury: 250,000,000 as of March 31, 2017

Preferred "A" Stock has Voting Right Conversion Rate 1 X 1,000

Transfer Agent:

Pacific Stock Transfer  
4045 S. Spencer Street Suite 403  
Las Vegas, NV, 89119  
800-785-7782  
<http://www.pacificstocktransfer.com>  
[info@pacificstocktransfer.com](mailto:info@pacificstocktransfer.com)

Is the Transfer Agent registered under the Exchange Act: Yes  No

List any restrictions on the transfer of securities: Other than 694,988,173 shares of its common stock that are free-trading, all other shares are restricted and subject to Rule 144.

Describe any trading suspension orders issued by the SEC in the past 12 months: **None**

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

On April 2<sup>th</sup>, 2015, the Company entered into a plan of exchange with Cathay Cigars of Asia Corporation, evident in the current 8K filing on April 10<sup>th</sup>, 2015 (See Exhibit I).

**Item 4. Issuance History (in the past two fiscal years and in the interim period).**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, 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. The list shall indicate:

- **Issuance of Preferred "A" Shares**

During the last two fiscal year end the Company has issued a Total of 250,000,000 Preferred "A" Shares as Follows:

On December 10, 2015

- Mr. Matthew Arnett 1,500,000 Preferred "A" Class
- Mr. Franjosé Yglesias 1,500,000 Preferred "A" Class

On December 31, 2016

- Mr. Matthew Arnett 1,000,000 Preferred "A" Class
- Mr. Franjosé Yglesias 1,000,000 Preferred "A" Class

On February 31, 2017

- Mr. Matthew Arnett 122,500,000 Preferred "A" Class
- Mr. Franjosé Yglesias 122,500,000 Preferred "A" Class

- **Issuance of Common Shares**

Up to quarter end March 31<sup>st</sup>, 2017 the Company has issued a Total of 3,091,649,498 Common Shares as Follows:

➤ Balance as of December 31, 2016	2,738,649,498
➤ World Market Venture, LLC	235,000,000
➤ KBM Worldwide, Inc.	118,000,000

## **Item 5. Financial Statements**

The financial statements are being posted to OTC Markets contemporaneously herewith and as follows:

- Quarter-End Financial Period Ending March 31, 2017

### **Item 5.1 Convertible Notes Payable**

Machiavelli LTD LLC

On July 30, 2014, the Company issued a Convertible Promissory Note to GEXPLO in consideration for the payable due as described in Note 4, as of April 3, 2014, the Company accrued related party payable of \$70,000 for mineral claims, the Richard Claim and the Charles Claim, the Company acquired from Alain French during the third quarter of 2013. The note is unsecured, bears interest at 9% per annum and matures on April 3, 2015. The note is convertible into common stock of the Company and the conversion price shall equal the variable conversion price of 75% multiplied by the average of the three lowest trading prices in the previous ten-day period. On April 1, 2015, this note was sold and assigned to a third party.

KBM Worldwide, Inc.:

On March 20, 2014, the Company borrowed \$37,500 from KBM Worldwide pursuant to a Convertible Promissory Note (the "KBM-Note1") with a face value of \$37,500. The note is unsecured, accrues interest at 8% per annum (and default interest at 22% per annum) and matured on February 16, 2015. The note is convertible into common stock of the Company and the conversion price shall be equal to a 50% discount from the average of the three (3) lowest closing bid prices for the common stock during the thirty (30) trading days prior to a notice of conversion. The KBM-Note1 is currently in default and the principal balance due including default (not including interest and default interest) is \$44,625.00.

On May 13, 2014, the Company borrowed \$42,500 from KBM Worldwide pursuant to a Convertible Promissory Note (the "KBM-Note2") with a face value of \$42,500. The note is unsecured, accrues interest at 8% per annum (and default interest at 22% per annum) and matured on December 31, 2015. The note is convertible into common stock of the Company and the conversion price shall be equal to a 50% discount from the average of the three (3) lowest closing bid prices for the common stock during the thirty (30) trading days prior to a notice of conversion. The KBM-Note2 is currently in default and the principal balance due including default (not including interest and default interest) is \$63,750.00.

Machiavelli LTD LLC

On April 1, 2015, Machiavelli LTD LLC, purchased the GEXPLO note described above and was issued an amended and restated note for the principal and interest accrued of \$70,000 as of April 3, 2014. The note was amended and is now convertible into common stock of the Company and the conversion price

shall equal the variable conversion price of 35% multiplied by the average of the three lowest trading prices in the previous ten day period.

Beaufort Capital Partners, LLC:

On December 17, 2015, the Company borrowed \$20,000 from Beaufort Capital Partners under a Convertible Promissory Note (the "BCP-Note1") with a face value of \$25,000. The note is unsecured, bears late-fee interest at 12% per annum and matures on December 17, 2016. The note is convertible into common stock of the Company and the conversion price shall be equal to a 45% discount from the lowest intraday traded price for the common stock during the fifteen (15) trading days prior to a notice of conversion.

Beaufort Capital Partners, LLC:

On January 11, 2015, the Company borrowed \$7,500 from Beaufort Capital Partners under a Convertible Promissory Note (the "BCP-Note1") with a face value of \$10,000. The note is unsecured, bears late-fee interest at 12% per annum and matures on January 11, 2017. The note is convertible into common stock of the Company and the conversion price shall be equal to a 45% discount from the lowest intraday traded price for the common stock during the fifteen (15) trading days prior to a notice of conversion.

Beaufort Capital Partners, LLC:

On July 18, 2016, the Company borrowed \$4,500 from Beaufort Capital Partners under a Convertible Promissory Note (the "BCP-Note2") with a face value of \$6,000. The note is unsecured, bears late-fee interest at 12% per annum and matures on January 11, 2017. The note is convertible into common stock of the Company and the conversion price shall be equal to a 45% discount from the lowest intraday traded price for the common stock during the fifteen (15) trading days prior to a notice of conversion.

On March 20, 2017 the Company issued a 12% Convertible Promissory Note (the "Machiavelli Note-1") to Machiavelli LTD, in the principal amount of \$10,000, with a maturity date of March 31, 2018. The Note is convertible into shares of the Company's common stock at any time beginning on the date that is 180 days following the date of the Note and ending on the Maturity Date, at a price for each share of Common Stock equal to 60% of the lowest closing bid price for the 30 (thirty) prior trading days including the date of conversion. The

Company recorded a debt discount for the beneficial conversion feature calculated in the amount of \$10,000. Upon the occurrence of an event of default, the interest rate shall be increased to 24% per annum.

Subsequent Events:

The KBM-Note1 and the KBM-Note2 (collectively, the "KBM Notes") were assigned pursuant to two (2) assignment agreements: one, an assignment agreement by and between the Company, KBM Worldwide, Inc., and J. P. CAREY, INC. dated May 8, 2017 which effectively assigned, sold and transferred fifty percent (50%) of the rights, title and interests in, to and under the KBM Notes to J. P. CAREY, INC. from the inception of the obligations; and the other, an assignment agreement by and between the Company, KBM Worldwide, Inc., and WORLD MARKET VENTURES, LLC dated May 8, 2017 which effectively assigned, sold and transferred fifty percent (50%) of the rights, title and interests in, to and under the KBM Notes to WORLD MARKET VENTURES, LLC from the inception of the obligations. On August 3, 2017, the Company issued four (4) amended and restated notes to reflect the transactions consummated by the assignment agreements (and include the default amounts) as follows:

- 1) A convertible promissory note of the Company in favor of J. P. CAREY, INC. in the amount of \$22,312.50 representing the 50% assignment of KBM-Note1;
- 2) A convertible promissory note of the Company in favor of J. P. CAREY, INC. in the amount of \$31,875.00 representing the 50% assignment of KBM-Note2;
- 3) A convertible promissory note of the Company in favor of WORLD MARKET VENTURES, LLC in the amount of \$22,312.50 representing the 50% assignment of KBM-Note1; and
- 4) A convertible promissory note of the Company in favor of WORLD MARKET VENTURES, LLC in the amount of \$31,875.00 representing the 50% assignment of KBM-Note2.

The notes issued above include the same terms as the originally issued notes, respectively; with the exception that the conversion limitation of 4.99% of the total issued and outstanding common stock of the Company has been increased to 9.99% of the total issued and outstanding common stock of the Company.

- 5) Amendment and restated notes were issued to each of J. P. CAREY, INC. Market Ventures, LLC

**Item 6. Describe the Issuer's Business, Products and Services.**

**EXECUTIVE SUMMARY**

Podwerks is a co-working space for cannabis entrepreneurs in the United States, providing the necessary framework to grow, market, and sell all cannabis related products. Our aim is to create a sustainable and community driven workspace by providing an affordable, scalable and a safe business environment for our tenants.

All Podwerks spaces will feature three types of pods:

- Rental of Growing pods  
Nursery, Production and Drying
- Office Space pods  
Desk space, Wi-Fi, printers, copy machines, meeting rooms, free snacks
- Retail Space pods  
Coffee Shop, Hardware Supply Shop, Co-op Shop

Podwerks spaces will be located in urban designated zones permitting the commercial cultivation, and sales of cannabis related products. Each site will have an average of ten modified steel shipping container pods with an onsite manager overseeing day-to-day operations. Working with local and state agencies, Podwerks container pods will comply with all building code requirements to ensure the safety of our tenants.

Community is an essential part to Podwerks mission of Grow for Life. Podwerks tenants can benefit from a series of social and professional events designed to foster collaboration and create a strong and expansive community. Some of these events will include speaker series, investor panels and local governments outreach, among others.

**Ownership**

Podwerks will be entering into partnership agreements with property owners located in approved zones for cannabis businesses.

**Competitive Advantages**

While we understand that co-working spaces exist throughout the U.S., no other space provides a mixed-use concept like Podwerks. Growers for the first time can use a co-working space for all their cultivating needs, providing a complete turnkey solution from seed to sale.

Another competitive edge is our proprietary hardware support pods. These onsite pods carry all necessary replacement equipment and tools needed for cannabis cultivation.

### **EXECUTIVE MANAGEMENT**

Franjose Yglesias CEO

Mr. Yglesias has lived and work in China for over 9 years in the hospitality and F&B industry in China. While serving as the CEO of China Food Services, he consulted and strategized for The American Embassy USATO and the Costa Rica Chamber of Commerce "Procomer". He has landed major accounts like Carrefour, Metro, Jinkelong, and Vanguard Hypermarkets and hotel brands such as Shangri-La, Marriot, Renaissance, Holiday Inn and many others.

He started his professional career working in the early 90's with Associated Grocers of Florida, than moved up the corporate ranks to Manager of Telecommunications Latin America Division for Eastman Kodak, where he learned the value of applying his Engineering skills to simplify and automating productivity in the manufacturing and the logistics worldwide divisions of Kodak, he graduated from the University of Costa Rica in 1987 with an Electrical Engineering Degree. In 2001 he Co-Founded Acero Systems, an integration company where his logistical and manufacturing knowledge landed him accounts like Lennar Homes, Del Monte Fresh Produce, and the City of Plantation.

Matthew Arnett CCO

Mr. Arnett is a MBA- Graduate Published Journal Of Economics and Science China University Of Economics and Business 2012-2013 China Business Scholar Chinese Government Scholarship Elite Alumni, Ivy League educated with almost over 10 years experience doing business in China. He has been influential in molding and shaping the event, entertainment and nightlife industry throughout China.

Mr. Arnett has been a producer, strategist and marketing consultant working with clients such as Coca Cola, Mercedes Benz, Hilton, Hyatt, Apple, Swire Group, Marlboro, Chivas, Absolut Vodka, Cohiba Cigars and many others. Involved in some of the most high-profile events in entertainment, both in the China and abroad. Mr. Arnett has produced live events featuring musical performances by today's most popular artists as well as legendary Grammy winners. These artists include Kanye west, Usher, Akon, Pitbull, The Black Eyed Peas, Sean Kingston, Ludacris, 30 Sec to Mars, Grandmaster Flash, Mary J. Blige, John Legend, lil Jon, Fat Joe, Ying Yang Twins and more.

### **SOCIAL MEDIA**

Santo Mining Corp. dba PODWERKS, Inc., has and will continue to invest and market the company via Social Medias. Currently the company owns and operates the following social media pages and websites.

- [www.podwerks.com](http://www.podwerks.com)
- [www.420depot.us](http://www.420depot.us)
- [www.420depot.store](http://www.420depot.store)
- Facebook
- Twitter
- YouTube
- Instagram

### **Item 7. Describe the Issuer's Facilities**

Offices in Doral, FL USA

### **Item 8. Officers, Directors and Control Persons**

A. Officers and Directors and Control Persons. Provide the full names, business addresses and number of securities (specify each class) beneficially owned by each person as of December 31<sup>st</sup>, 2106.

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<b>Name</b>	<b>Position</b>	<b>Other Affiliations</b>
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Franjose Yglesias	Chief Executive Officer	None
Matthew Arnett	Chief Marketing Officer	None

B. Control Person or Persons (Shareholders holding more than 5% of any class)

Name	Shares	Class	% Ownership
Franjose Yglesias	125,00,000	Preferred "A"	30%
Matthew Arnett	125,00,000	Preferred "A"	30%

C. 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 of the foregoing persons have been the subject of a conviction or a criminal proceeding or named as a defendant in a pending criminal proceeding.

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 a person's involvement in any type of business, securities, commodities, or banking activities;

- None of the foregoing persons have been the subject of any order, judgment, or decree, that permanently or temporarily enjoined, barred, suspended or otherwise limited such a person's involvement in any type of business, securities, commodities, or banking activities

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, 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;

- None of the foregoing persons have been the subject of any finding or judgment by a court of competent jurisdiction (in a civil action), the SEC,

the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law.

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 of the foregoing persons have been the subject of any 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.

D. Beneficial Shareholders.

To the extent not otherwise disclosed in response to the foregoing, provide a list of the names, addresses and shareholdings of all persons holding more than ten percent (10%) of any class of the issuer's equity securities.

Please see Item 8, Part A, above.

If any of the beneficial shareholders are corporate shareholders, provide the name and address of person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

There is no information regarding the person(s) owning or controlling such corporate shareholders known to the Issuer.

**Item 9. Please provide 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:**

Legal Counsel;  
The Bunker Law Group, PLLC  
3753 Howard Hughes Parkway, Suite 200  
Las Vegas, Nevada 89169  
T: 702.784.5990

Accountant or Auditor:

Auditors:

Thayer O'Neal CPA  
101 Parklane Boulevard, Suite 201  
Sugar Land, Texas 77478  
T: 281.552.8430  
F: 281.552.8431

Investor Relations Consultant:

None

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure documentation.

None

**Item 10. Issuer Certification**

I, Franjose Yglesias, Chief Executive Officer of Santo Mining Corp., hereby certify that:

1. I have reviewed the Issuer's Quarterly Information Disclosure Statement of Santo Mining Corp. for the period March 31, 2017.
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 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, and for, the periods presented in this Issuer's Annual and Quarterly Disclosure Statement.

Date: August, 2017

/s/Franjose Yglesias  
Franjose Yglesias