#### OTCMARKETS DISCLOSURE STATEMENT

## **Item 1: Name of the Issuer:**

Costas, Inc.

# **Item 2: Address of the Issuer's offices:**

# **Principle Executive Offices:**

2029 Fort Halifax Street Henderson NV 89052

Web site: www.costasinc.com

## **IR Contact & Office:**

Briggs Smith 1607 Oak Arbor Lane Valrico, FL 33596 813-438-5225

Email: info@olibrigroup.com

## **Item 3: Shares Outstanding:**

As of December 31, 2016

SECURITIES AUTHORIZED—Common Stock	500,000,000
Current Issued/outstanding—Common Stock	21,655,548
Free Trading Shares in Market (Public Float)	10,426,345
Total Number of Beneficial Shareholders	1
Total Number of Shareholders of Record	73

## **Transfer Agent:**

Pacific Stock Transfer Company 4045 S. Spencer Street Suite 403 Las Vegas, NV 89119

Tel: 702-433-1979

Is the Transfer Agent registered under the Exchange: YES

List any restrictions on the transfer of security: None

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: NONE

# **Item 4: Issuance History:**

- A) The nature of each offering: Securities Act Rule 144(a)
- B) Any jurisdiction where the offering was registered or qualified: None
- C) The Number of shares offered: 4 Million
- D) The Number of shares sold: 4 Million
- E) The price at which the shares were offered, and the amount actually paid to the issuer: The shares issued were valued at \$0.25 per share. The Company in exchange received 48% ownership of Authentatrade Ltd.
- F) The Trading Status of the shares: Restricted
- G) Whether the certificates or other documents that evidence the shares contain a legend(1) stating the shares have not been registered under the Securities Act and (2) setting forth or referring to the restriction on transferability and sale of the shares under the Securities Act:
  - 1. YES
  - 2. YES

## **Item 5: Financial Statements---Please see Below**

## Item 6: Describe the Issuer's Business, Products and Services

## A) Business Description:

Costas Inc., is actively seeking to transact with businesses that securitize the purchasing, exchanging and storage of DC and its information. Costas, Inc., invests in early stage Digital Currency projects. We believe strongly in the growth of Distributed Asset Technology and its integration into Financial Technologies (FINTech). Distributed Networks are the next massive internet investment market, as social media was 10 years ago. Costas, Inc., strongly believes that a Distributed Asset Technology product will be the next Facebook or Twitter. Costas will acquire companies in full, or a take a significant position in the companies, then facilitate their growth. We are also open to creating businesses by putting capable people together, giving them an equity stake and capitalizing them. The management at Costas has built relationships with investment groups that focus on funding and incubating promising business ventures. This network spans the globe and truly has very few limits. We feel confident we can pair any opportunity with the appropriate funds and management, preparing them for their entry into any competitive market.

B) Date and State of Incorporation:

The company was incorporated on December 10, 1998 in the State of Nevada

- C) Primary SIC Code: SIC Code 7380 Services-Miscellaneous Business Services
- D) Fiscal Year End: December 31st.
- E) Principal products or services, and their Markets: Costas, Inc., invests in early stage Digital Currency projects. We believe strongly in the growth of Distributed Asset Technology and its integration into Financial Technologies (FINTech). Distributed Networks are the next massive internet investment market, as social media was 10 years ago. Costas, Inc., strongly believes that a Distributed Asset Technology product will be the next Facebook or Twitter.

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

The Company is leasing its office on month to month basis and therefore company has no lease commitments. The Company also leases its office, furniture, fixtures and office equipment on an "as needed" basis.

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

Name:

Clifford Redekop

Sole Officer and Director

- B. Legal/Disciplinary History. Have any of the persons listed above, 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)--NO
- 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--NO
- 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—NO

- 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--NO
- C. Beneficial Shareholders—N/A

# **Item 9: Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel Name: Booth Udall Fuller 1255 W. Rio Salado Parkway, Suite 215 Tempe, AZ 85281 480-830-2700

Accountant or Auditor Name: Financials prepared internally

Investor Relations Consultant: Briggs Smith 1607 Oak Arbor Lane Valrico, FL 33596 813-438-5225 Email: info@olibrigroup.com

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Other Advisors: N/A

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## **Item 10: Issuer Certification**

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). I, Clifford Redekop, certify that:

- 1. I have reviewed this annual disclosure statement of COSTAS, Inc., (CSSI);
- 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.

Signed this 15th Day of May 2017

/s/ Clifford Redekop

COSTAS, INC. By: Clifford Redekop President

# COSTAS INC. BALANCE SHEET For Year Ended 12/31/2016

	Year Ended 12/31/2016
ASSETS	
Current assets	
Cash and cash equivalents	-
Accounts Receivable	-
Promissory note	200,000
Investments	-
Other assets	
Equipments	-
Intangible assets	319,375
Investments	1,000,000
Total Assets	1,519,375
EQUITY AND LIABILITIES	
Current liabilities	
Trade payables and accrued expenses	147,848
Short term loans	1,376
Notes Payable	20,031
Total Liabilities	169,255
Share capital and reserves	
Authorized CapitalCommon Shares 500,000,000 Common Shares	
Issued 21,655,548 Common Shares, subscribed and paid-up capital (\$0.001 par value)	21,656
Additional paid-up capital	1,678,567
Retained Earnings	(350,103)
Total Equity	1,350,120
Total Equity And Liabilities	1,519,375

# COSTAS INC. PROFIT AND LOSS STATEMENT For Year Ended 12/31/2016

	Year Ended 12/31/2016
Revenue	
Sales	_
Cost of goods sold	
Gross Profit/(Loss)	-
Operating Expenses:	
General and Administrative	15,714
Legal Expenses	17,031
Dues and Subscriptions	3,000
Disposal of Fixed Asset	-
Depreciation	
Total Expenses	35,745
Profit/(Loss) from Operations	(35,745)
Other income/(expense):	
Profit/(Loss) for the Period	(35,745)
Basic and Diluted Earinigs/(Loss) per Share	(0.00165)

# COSTAS INC. CASH FLOW STATEMENT For Year Ended 12/31/2016

	Year Ended 12/31/2016
CASH FLOWS FROM OPERATING ACTIVITIES  Profit/(Loss) from Operations  Adjustments for: Depreciation  Operating cash flows before working capital changes	(20,031)
Working capital changes: Cash and cash equivalents Promissory note Trade payables and accrued expenses	20,031
Net cash (used in)/generated from operations Income tax refund/(paid)	- -
Net cash (used in)/generated from operating activities	-
CASH FLOWS FROM INVESTING ACTIVITIES Disposal of equipments Long term investments acquired Short term investments disposed off	- - -
Net cash generated from/(used in) investing activities	-
CASH FLOWS FROM FINANCING ACTIVITIES Capital raised Additional capital raised Short term loan obtained	- - -
Net cash generated from/(used in) financing activities	-
Net increase/(decrease) in cash and cash equivalents Cash and cash equivalents at beginning of the period	- -
Cash and cash equivalents at end of the period	

#### **COSTAS INC.**

#### NOTES TO THE FINANCIAL STATEMENTS

#### 12/31/2016

# **Unaudited Report**

The consolidated balance sheet of COSTAS, INC. as of 12/31/2016, and the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended have been prepared by the Company's management and they include all information and notes to the financial statements necessary for a complete presentation of the financial position and the results of the Company's operations.

## **NOTE 1: COMPANY HISTORY**

The Company was originally organized as "COSTAS INC" on December 10, 1998 under the corporate laws of the State of Nevada.

On July 1, 2010, the Company purchased all of the technology assets of eJob Resource, Inc. The purchase included eJob Resources' online job search and posting site to provide a virtual bridge between the Indian and U.S. technology job markets; all job search technology, which aggregates job posting from many sites, and make them available via XML API. The Company also acquired U.S. and India based strategic alliances with online and offline media partners to deliver content to our users; all contracts with advertisers, electronic commerce merchants and third party content providers used to reach our users in order to generate revenue; all contracts regarding strategic investments, alliances and acquisitions to expand our customer base, increase utilization of our network and add new technologies to our service mix; and all acquisition candidates within web hosting, data center, web implementation and/or systems integration companies serving India, the United States or other markets.

In consideration for the assets purchased, the Company issued a total of 2,000,000 newly issued shares of its Common Stock. The Company has changed its business model to a digital media company which owns and develops web based consumer internet assets and communities in the United States and India.

As of December 31,2013 the Company had 4,166,548 Common Shares outstanding and no preferred shares outstanding. During the year ended December 31, 2014, the Company revoked and canceled 1,011,000 shares of common stock that had previously been issued for services during 2010 and 2011. The estimated value of these shares was expensed during those periods as it was estimated that the services were provided during the respective periods. The Company estimated that 200,000 of these shares, retired in March 2014, were valued at \$0.04 per share at the time of retirement, that 11,000 of these shares, retired in June 2014, were valued at \$0.03 per share at the time of retirement, and that 800,000 of these shares, retired in November 2014, were valued at \$0.04 per share at the time of retirement. These retirements were noncash transactions

that did not impact the statement of operations or any part of the balance sheet other than equity for the nine months ended September 30, 2014. During December 2014, the Company issued 4,500,000 shares as compensation to the company's CEO, which were valued at \$0.04 per share for total compensation of \$180,000. Also during December 2014, the Company issued 10,000,000 shares in exchange for the conversion of \$100,000 of the outstanding balance of convertible short term loans. These shares were valued at \$0.04 per share for a total value of \$400,000, resulting in a loss on debt extinguishment of \$300,000. As of June 30, 2015 the Company has 17,655,548 Common Shares outstanding and no preferred shares outstanding.

On July 19, 2010, the Company amended its Articles of Incorporation by increasing the Company's authorized capital stock to 1,000,000,000 Common Shares.

On July 17, 2014, the Company amended its Articles of Incorporation by decreasing the Company's authorized capital stock to 500,000,000 Common Shares. On the same day the Company amended its Articles of Incorporation by approving a reverse split in the ratio of 25:1. All share and per share amounts presented in these financial statements have been retroactively restated to reflect the effects of this reverse split.

On July 30th 2015 the Company entered into an Agreement to acquire 48% of AuthentaTrade Ltd, a Seychelles based corporation, with operations in Cyprus that is building a digital currency exchange. The consideration is 4 Million restricted shares of the Company Stock. These shares were issued on February 25, 2016.

# **Note 2: ACCOUNTIN POLICIES**

This summary of significant accounting policies of the Company is presented to assist in understanding the Company's financial statements.

## **Accounting Methods**

These accounting policies conform to generally accepted accounting principles and have been applied in the preparation of the financial statements. The books and records of the Company are maintained on the accrual basis of accounting for financial statements and tax reporting purposes.

## **Dividend Policy**

The Company has not yet adopted a policy regarding payment of dividends to stockholders.

# **Revenue Recognition**

The Company recognizes revenue at the time the services are fully performed.

#### **Use of Estimates**

The Company prepares its financial statements in conformity with GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods.

# **Cash and Cash Equivalents**

The Company considers all highly liquid short-term investments, with maturity dates of three months or less when purchased, to be cash equivalents. The Company had no cash equivalents at 12/31/2016.

#### **Financial Instruments and Fair Value of Financial Instruments**

The Company applies the provisions of accounting guidance, FASB ASC 825, "Financial Instruments", that requires all entities to disclose the fair value of financial instruments, both assets and liabilities recognized and not recognized on the balance sheet, for which it is practicable to estimate fair value, and defines fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties as of 12/31/2016, the fair value of cash, accounts receivable, investments, accounts payable, and loans payable approximated carrying value due to the short maturity of the instruments, quoted market prices or interest rates which fluctuate with market rates. The Company defines fair value as the price that would be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

**Level 1** — Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

**Level 2** — Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the asset or liability,

**Level 3** — Level 3 inputs are unobservable inputs for the asset or liability in which there is little, if any, market activity for the asset or liability at the measurement date.

The carrying value of financial assets and liabilities recorded at fair value is measured on a recurring or nonrecurring basis. Financial assets and liabilities measured on a non-recurring basis are those that are adjusted to fair value when a significant event occurs. The Company had no financial assets or liabilities carried and measured on a

nonrecurring basis during the reporting periods. Financial assets and liabilities measured on a recurring basis are those that are adjusted to fair value each time a financial statement is prepared.

## **Long Lived Assets**

The Company's long-lived assets consisted of property and equipment and intangible assets and are reviewed for impairment in accordance with the guidance of the FASB ASC 360, "Property, Plant, and Equipment", and FASB ASC 205, "Presentation of Financial Statements". The Company tests for impairment losses on long-lived assets used in operations whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Recoverability of an asset to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted cash flows expected to be generated by the asset. If such asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds its fair value.

Impairment evaluations involve management's estimates on asset useful lives and future cash flows. Actual useful lives and cash flows could be different from those estimated by management, which could have a material effect on our reporting results and financial positions. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary. Through September 30, 2015, the Company had not experienced impairment losses on its long-lived assets. However, there can be no assurances that demand for the Company's products or services will continue, which could result in an impairment of long-lived assets in the future.

#### **Concentrations**

The financial instruments that potentially expose the Company to a concentration of credit risk principally consist of cash and cash equivalents. The Company places its cash and cash equivalents with high credit quality institutions. From time to time, the Company maintains cash balances with a financial institution in excess of the Federal Deposit Insurance Corporation ("FDIC") limit of \$250,000. At Sept 30, 2016, the Company had no funds in excess of the FDIC limit.

## **Variable Interest Entities**

The Company follows the guidelines in FASB Codification of ASC 810 "Consolidation" which indicates "a legal entity that is deemed to be a business need not be evaluated by a reporting entity to determine if the legal entity is a Variable Interest Entity" unless any one of four conditions exist:

- The reporting entity, its related parties, or both participated significantly in the design or redesign of the legal entity;
- The legal entity is designed so that substantially all of its activities involve or are conducted on behalf of the reporting entity and its related parties;
- The reporting entity and its related parties provide more than half of the total of the equity, subordinated debt, and other forms of subordinated financial support to the legal entity; or
- The activities of the legal entity are primarily related to the securitizations or other forms of asset backed financings or single-lessee leasing arrangements.

A VIE is an entity that either (a) has insufficient equity to permit the entity to finance its activities without additional subordinated financial support or (b) has equity investors who lack the characteristics of a controlling financial interest. A VIE is consolidated by its primary beneficiary. The primary beneficiary has both the power to direct the activities that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits from the entity that could potentially be significant to the VIE. If we determine that we have operating power and the obligation to absorb losses or receive benefits, we consolidate the VIE as the primary beneficiary, and if not, we do not consolidate. The Company has not identified any VIE's as of 12/31/2016.

## Basic and Diluted Net Income (Loss) Per share

Basic net income (loss) per share amounts is computed based on the weighted average number of shares actually outstanding. Diluted net income (loss) per share amounts are computed using the weighted average number of common shares and common equivalent shares outstanding as if shares had been issued on the exercise of any common share rights unless the exercise becomes anti-dilutive and then only the basic per share amounts are shown in the report. This summary of significant accounting policies of the Company is presented to assist in understanding the Company's financial statements.

## **NOTE 3: RELATED PARTY TRANSACTIONS**

The Company has not entered into any transactions with related parties.

## **NOTE 4: SHORT TERM LOANS**

In July 2015, the company entered into a \$200,000 promissory note payable by Authentatrade Ltd for value received. This note is to bear interest at 10% per annum and is set to mature in December 2015. The repayment of this note has been rescheduled to December 2016.

## **NOTE 5: LEASE COMMITMENTS**

The Company is leasing its office on month to month basis and therefore company has no lease commitments. The Company also leases its office, furniture, fixtures and office equipment on an "as needed" basis.

## **NOTE 6: INCOME TAX PROVISION**

The Company accounts for income taxes under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 740 "Income Taxes." Under the asset and liability method of FASB ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under FASB ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. The Company expects to recognize the financial statement benefit of an uncertain tax position only after considering the probability that a tax authority would sustain the position in an examination. For tax positions meeting a "more-likely-than-not" threshold, the amount to be recognized in the financial statements will be the benefit expected to be realized upon settlement with the tax authority. For tax positions not meeting the threshold, no financial statement benefit is recognized. As of 12/31/2016, the Company had no uncertain tax positions. The Company recognizes interest and penalties, if any, related to uncertain tax positions as general and administrative expenses. The Company currently has no federal or state tax examinations nor has it had any federal or state examinations since its inception. To date, the Company has not incurred any interest or tax penalties.

STEPHEN MILLS Attorney at Law PO Box 281077 Nashville, TN 37228 615-366-0690 May 22, 2017

OTC MARKET GROUPS, INC. COSTAS INC. (CSSI) RE: ANNUAL DISCLOSURE 2016

Dear Sir or Madam:

We have acted as counsel to CSSI (the "Company") on specific securities and corporate issues, and were retained for the purpose of reviewing the current information supplied by the Company. We are domiciled and licensed in the State of Tennessee. We are residents of the United States. OTC Markets may rely upon this letter in determining whether the Company has made adequate current Information publicly available in accordance with Rule **144** (c) (2) under the Securities Act of 1933.

We have (i) personally met with management and all directors of the Company, (ii) reviewed the annual financials ended December 31, 2016 and filed with the OTC Disclosure News Service on <a href="www.OTCmarkets.com">www.OTCmarkets.com</a> and posted on March 29, 2017 and (iii) discussed the information with management and the director(s) of the Company.

To the best of our knowledge, after inquiry of management, including the Chief Executive Officer, the Board of Directors and all other control persons of the company, 5% holders of securities of the Company, and corporate counsel, none of these parties are currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws. There are no family relationships or related party transactions with CSSI to disclose in its filings or in the Attorney letter.

This letter covers the laws of the United States and does not depend on another law firm's opinion or letter. We are permitted to practice before the Securities and Exchange Commission without prohibition. A representative of the Company is responsible for the preparation of the financial statements in accordance with GAAP, under the supervision of the CEO and are unaudited.

We may rely on information obtained from public officials, officers of the Company and we believe that these sources are reliable. In rendering this letter, we have examined the following:

- 1. Corporate records and other documents of the company.
- 2. Financial documents including: Balance Sheet, Profit and Loss Statement, Statement of Cash Flows, Statement of Changes in Shareholder's Equity and notes to the financial statements for the year ending December 31, 2016 prepared by Patrick Thomas. Mr. Thomas has an accounting degree and has over 19 years of accounting experience including all aspects of accounting including the preparation of financial statements and documents.
- 3. Representations made to us by the officers and directors of the Company which we deem as reliable.
- 4. Review of the Shareholders' list provided by the Company's transfer agent: Pacific Stock Transfer Corp. 6725 Via Austi Parkway, Suite 300, Las Vegas, NV 89119 800-785-7782 indicating the shares outstanding and confirming that Pacific Stock Transfer Corp. is registered with Securities and Exchange Commission.

This letter is governed by and shall be interpreted in accordance with the Legal Opinion Accord (the "Accord") of the American Bar Association Section of Business Law (1991). As a consequence, it is subject to a number of qualifications, exceptions, definitions, limitation on

coverage, and other limitations, all as more particularly described in the Accord, and this letter should be read in conjunction therewith. The law relevant to the opinions expressed herein is limited to the laws of the United States of America.

Based upon the foregoing and subject to the qualifications hereinafter set forth, we are of the opinion that the initial Company Information and Disclosure Statement:

- Constitutes "adequate current public information" concerning the securities and the Company "is available" within the meaning of Rule 144 (c) (2) under the Securities Act of 1933.
- Includes all the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the securities under Rule 15c2-11 under the Securities Exchange Act of 1934.
- 3. Complies as to form with the OTC Market Guidelines for providing adequate Current Information, which are located on the internet at <a href="https://www.otcmarkets.com">www.otcmarkets.com</a>.
- 4. Has been posted through the OTC Disclosure and News Service; and
- 5. Pacific Stock Transfer Company is registered under the Securities and Exchange Act of 1934.

This letter may be relied on by OTC Markets, Inc. but may not be used or relied upon by any other person for any other purpose whatsoever, without in each instance our prior written consent. OTC Markets may publish this letter through OTC Disclosure and News Service for viewing by the public or regulators.

Very truly yours,

Stephen Mills, Esq.