

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **ITOCO INC**

50 West Liberty Street, Suite 880  
Reno, Nevada 89501

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1-905-829-5000

www.itoco.net

ir@itoco.net

SIC Code: 8731

### **Quarterly Report**

**For the Period Ending: June 30, 2020**

(the "Reporting Period")

As of June 30, 2020, the number of shares outstanding of our Common Stock was:

128,186,150

As of March 31, 2020, the number of shares outstanding of our Common Stock was:

127,986,150

As of December 31, 2019, the number of shares outstanding of our Common Stock was:

127,986,150

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐

No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Yes: ☐ No: ☒

## 1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

Caribbean Villa Catering Corporation – 03/09/2007 to 07/08/2008

Globotek Holdings, Inc. – 07/08/2008 to 12/01/2015

Itoco Mining Corporation – 12/01/2015 to 05/08/2018

Itoco Inc. – 05/08/2018 to present

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)  
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

March 09, 2007 – Nevada. Corporation is active

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

\_\_\_\_\_

## 2) Security Information

Trading symbol:	<u>ITMC</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>465721207</u>
Par or stated value:	<u>\$0.001</u>

Total shares authorized:	<u>500,000,000</u>	as of date: <u>June 30, 2020</u>
Total shares outstanding:	<u>128,186,150</u>	as of date: <u>June 30, 2020</u>
Number of shares in the Public Float <sup>2</sup> :	<u>42,980,088</u>	as of date: <u>June 30, 2020</u>
Total number of shareholders of record:	<u>78</u>	as of date: <u>June 30, 2020</u>

*All additional class(es) of publicly traded securities (if any):*

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

## Transfer Agent

Name: Empire Stock Transfer Inc  
Phone: 702-818-5898  
Email: info@empirestock.com

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

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

<sup>1</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of 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. Using the tabular format below, please describe these events.

#### A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End:  <u>Opening Balance</u>  Date <u>January 1, 2018</u> Common: <u>9,904,778</u> Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance ? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>1/18/2018</u>	<u>Rounding for reverse</u>	<u>448</u>	<u>Common</u>					Restricted	
<u>5/21/2018</u>	<u>New</u>	<u>7,974,600</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>Angelika Pietruk</u>	<u>Debt</u>	Restricted	

<u>5/21/2018</u>	<u>New</u>	<u>6,847,752</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>Braven Pang</u>	<u>Debt</u>	Restricted	
<u>5/21/2018</u>	<u>New</u>	<u>6,847,752</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>David Arnold</u>	<u>Debt</u>	Restricted	
<u>5/21/2018</u>	<u>New</u>	<u>6,847,752</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>Howie Fialkov</u>	<u>Debt</u>	Unrestricted	<u>Rule 144</u>
<u>5/21/2018</u>	<u>New</u>	<u>6,847,752</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	Jaam Capital, Inc. Kevin Wright	<u>Debt</u>	Restricted	
<u>5/21/2018</u>	<u>New</u>	<u>7,974,600</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>Stephan Katmarian</u>	<u>Debt</u>	Unrestricted	<u>Rule 144</u>
<u>5/25/2018</u>	<u>New</u>	<u>1,246,944</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	2437877 Ontario Ltd John Driscoll	<u>Debt</u>	Restricted	
<u>5/25/2018</u>	<u>New</u>	<u>3,823,954</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	2625624 Ontario, Inc. Chantal Driscoll	<u>Debt</u>	Restricted	
<u>5/25/2018</u>	<u>New</u>	<u>1,246,944</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	Bass Research Services Ltd. Robert Bass	<u>Debt</u>	Restricted	
<u>5/25/2018</u>	<u>New</u>	<u>1,246,944</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>Christopher Dundas</u>	<u>Debt</u>	Restricted	
<u>5/25/2018</u>	<u>New</u>	<u>2,493,884</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>Christopher Pay</u>	<u>Debt</u>	Restricted	
<u>5/25/2018</u>	<u>New</u>	<u>2,493,884</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>Cynthia Slipp</u>	<u>Debt</u>	Restricted	
<u>5/25/2018</u>	<u>New</u>	<u>2,909,530</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	Ehlers Scientific, Inc. Gregory Marlin	<u>Debt</u>	Restricted	
<u>5/25/2018</u>	<u>New</u>	<u>3,740,826</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>George Monteith</u>	<u>Debt</u>	Restricted	
<u>5/25/2018</u>	<u>New</u>	<u>1,246,944</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>Marilyn Ramos</u>	<u>Debt</u>	Restricted	
<u>5/25/2018</u>	<u>New</u>	<u>2,493,884</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>Sarah Paul</u>	<u>Debt</u>	Restricted	
<u>5/25/2018</u>	<u>New</u>	<u>3,740,826</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>Sean Shanahan</u>	<u>Debt</u>	Restricted	
<u>5/25/2018</u>	<u>New</u>	<u>2,493,884</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	Whiteshield, Inc. Armando Baldassarra	<u>Debt</u>	Restricted	
<u>5/25/2018</u>	<u>New</u>	<u>4,488,990</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>Howie Fialkov</u>	<u>Debt</u>	Restricted	
<u>7/18/2018</u>	<u>New</u>	<u>2,909,530</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>Girmay Fesshaye</u>	<u>Debt</u>	Restricted	
<u>7/30/2018</u>	<u>New</u>	<u>26,000,000</u>	<u>Common</u>	<u>0.0505</u>	<u>Yes</u>	<u>Michael Paul</u>	<u>Debt</u>	Restricted	
<u>3/4/19</u>	<u>New</u>	<u>5,000,000</u>	<u>Common</u>	<u>0.074</u>	<u>Yes</u>	<u>Blake Becher</u>	<u>Debt</u>	Restricted	
<u>3/5/19</u>	<u>New</u>	<u>250,000</u>	<u>Common</u>	<u>0.074</u>	<u>Yes</u>	<u>Gregory Marlin</u>	<u>Debt</u>	Restricted	
<u>3/14/19</u>	<u>New</u>	<u>4,500,000</u>	<u>Common</u>	<u>0.074</u>	<u>Yes</u>	America's Investment Co Steven Smith	<u>Debt</u>	Unrestricted	<u>Rule 144</u>
<u>3/21/19</u>	<u>New</u>	<u>75,000</u>	<u>Common</u>	<u>0.07</u>	<u>Yes</u>	<u>Jay Granatstein</u>	<u>Cash</u>	Restricted	
<u>3/22/19</u>	<u>New</u>	<u>300,000</u>	<u>Common</u>	<u>0.07</u>	<u>Yes</u>	<u>Philip Sinopoli</u>	<u>Cash</u>	Restricted	
<u>4/8/19</u>	<u>New</u>	<u>50,000</u>	<u>Common</u>	<u>0.07</u>	<u>Yes</u>	<u>Markeitha Antie</u>	<u>Cash</u>	Restricted	
<u>4/22/19</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>0.07</u>	<u>Yes</u>	<u>Lucas Vanderwilp</u>	<u>Cash</u>	Restricted	
<u>4/22/19</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>0.07</u>	<u>Yes</u>	<u>Alan Tilstra</u>	<u>Cash</u>	Restricted	
<u>4/22/19</u>	<u>New</u>	<u>50,000</u>	<u>Common</u>	<u>0.07</u>	<u>Yes</u>	<u>Rajiv Chopra</u>	<u>Cash</u>	Restricted	

4/30/19	New	10,000	Common	0.07	Yes	Darlene Bickers	Cash	Restricted	
5/4/19	New	10,000	Common	0.07	Yes	Caterina Bacerella	Cash	Restricted	
5/23/19	New	83,250	Common	0.32	No	Terrell Capital Boris Krasic	Consulting Services	Restricted	
5/23/19	New	83,250	Common	0.32	No	Anthony Longo	Consulting Services	Restricted	
5/24/19	New	50,000	Common	0.07	Yes	Debbie Donker	Cash	Restricted	
5/28/19	Cancellation	(6,847,752)	Common	0.07	n/a	Jaam Capital Kevin Wright			
5/31/19	New	100,000	Common	0.07	Yes	Jean-Francois Perras	Cash	Restricted	
6/25/19	New	500,000	Common	0.10	Yes	Anthony Scholes	Cash	Restricted	
6/25/19	New	300,000	Common	0.10	Yes	Alan Johnson	Cash	Restricted	
11/6/2019	New	50,000	Common	0.16	n/a	Filipo Guida	Consulting Services	Restricted	
11/6/2019	New	225,000	Common	0.16	no	Shuli Shneer	Consulting Services	Restricted	
11/6/2019	New	5,700,000	Common	0.16	no	Alro Strategic Investors, Inc Romeo DiBattista	Consulting Services	Restricted	
11/6/2019	New	25,000	Common	0.16	no	Eugenio DiGuiulio	Consulting Services	Restricted	
11/15/2019	New	250,000	Common	0.07	no	Anthony Longo	Debt	Restricted	
11/15/2019	New	250,000	Common	0.07	no	Terrell Capital Boris Krasic	Debt	Restricted	
11/18/2019	New	850,000	Common	0.08	no	Michael Corrado	Debt	Restricted	
6/4/2020	new	100,000	Common	0.08	no	Brad Robinson	Cash	Restricted	
6/4/2020	new	100,000	Common	0.08	no	Rick Buncick	Cash	Restricted	
Shares Outstanding on Date of This Report:									
	Ending Balance	Ending							
	Balance:								
Date: June 30, 2020	Common	128,186,150							
	Preferred:	0							

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

\_\_\_\_\_

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
3/06/15	123,623	Revolving	0.00	Open	N/A	Stephan Katmariam	Loan
4/07/15	24,215	Revolving	0.00	Open	N/A	Michael Paul	Loan
4/24/17	7,905	Revolving	0.00	Open	N/A	Hampton Capital / Penelope Mathieson	Loan
8/15/17	15,671	Revolving	0.00	Open	N/A	Trevor Nerdahl	Loan
4/20/20	28,263	28,263	0.00	12/31/25	N/A	TD Canada Trust	Loan

Use the space below to provide any additional details, including footnotes to the table above:

#### 4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Rachel Boulds  
Title: CPA  
Relationship to Issuer: Outside service provider

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Changes in Shareholders' Equity
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

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Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## **5) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

ITOCO INC. is focused on developing and bringing bio-tech products to the market via co-development and joint venture arrangements with various companies. The company is currently examining various technologies which seek to control and/or identify bio contaminants such as viruses and bacteria.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

N/A

- C. Describe the issuers' principal products or services, and their markets

See above

## **6) Issuer's Facilities**

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

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

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

The Company leases 3,000 s.f. of office space for \$4,520 per month.

## **7) Officers, Directors, and Control Persons**

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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name**

and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Michael Anthony Paul	Director - President & CEO	Mississauga, ON	32,666,667	Common	25.5%	_____
Alpha Pang	Director - Chief Financial Officer	Toronto, ON	0	N/A	0.00%	_____
Howie Fialkov	5% Shareholder	Beverly Hills, CA	11,403,409	Common	8.9%	_____
Stephan Katmarian	5% Shareholder	Mississauga, ON	12,532,681	Common	9.8%	_____
Braven Pang	5% Shareholder	Scarborough, ON	6,847,752	Common	5.3%	

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.



None

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Mark Cheung  
Firm: Law Offices of Mark H. Cheung  
Address 1: 22951 Mill Creek Drive, Suite A  
Address 2: Laguna Hills, CA 92653  
Phone: 949-689-0612  
Email: markcheung@msn.com

### Accountant or Auditor

Name: Rachel Boulds  
Firm: Rachel Boulds, CPA, PLLC  
Address 1: 6371 S. Glenoaks Street  
Address 2: Murray, UT 84107  
Phone: 1-801-230-3945  
Email: rachelbouldscpa@hotmail.com

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 10) Issuer Certification

### *Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Michael Anthony Paul certify that:

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

August 12, 2020

/s/ Michael Anthony Paul

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

### *Principal Financial Officer:*

I, Alpha Pang certify that:

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

August 12, 2020

/s/ Alpha Pang

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

**ITOCO INC.**  
**BALANCE SHEETS**  
**(Unaudited)**

<b><u>ASSETS</u></b>	<b><u>June 30, 2020</u></b>	<b><u>December 31, 2019</u></b>
Current Assets:		
Cash	\$ 226	\$ 219
Receivables – related party	21,959	21,959
Prepays and other assets	851	851
Total current assets	<u>23,036</u>	<u>23,029</u>
Total Assets	<u>\$ 23,036</u>	<u>\$ 23,029</u>
<b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>		
Current Liabilities:		
Accounts payable	\$ 1,308,288	\$ 1,037,863
Accounts payable - related party	711,250	573,898
Accrued salary	424,627	334,530
Loan payable	15,671	15,671
Loans payable - related party	205,992	180,526
Total Current Liabilities	<u>2,665,828</u>	<u>2,142,488</u>
Loan payable – long term	<u>28,263</u>	<u>-</u>
Total Liabilities	<u>2,694,091</u>	<u>2,142,488</u>
Commitments and contingencies	-	-
Stockholders' Deficit:		
Preferred stock, par value \$0.001; 25,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, par value \$0.001; 500,000,000 shares authorized 128,186,150 and 127,986,150 shares issued and outstanding; respectively	128,186	127,986
Commons stock to be issued	-	15,298
Additional paid in capital	7,957,521	7,942,423
Accumulated deficit	(10,754,288)	(10,202,618)
Accumulated other comprehensive income	(2,474)	(2,548)
Total Stockholders' Deficit	<u>(2,671,055)</u>	<u>(2,119,459)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 23,036</u>	<u>\$ 23,029</u>

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

**ITOCO INC.**  
**STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2020	2019	2020	2019
Operating Expenses:				
Management fee	\$ 70,446	\$ 70,446	\$ 140,892	\$ 140,892
Consulting, related party	41,700	41,600	83,400	83,300
Consulting	119,100	156,244	238,200	305,344
Professional fees	20,150	22,719	37,100	39,669
Rent expense	13,560	13,560	27,120	27,120
General and administrative	271	35,280	24,958	171,727
Total operating expenses	265,227	339,849	551,670	768,052
Loss from operations	(265,227)	(339,849)	(551,670)	(768,052)
Other expense:				
Loss on debt conversion	-	-	-	(533,250)
Total other expense	-	-	-	(533,250)
Loss before provision for income taxes	(265,227)	(339,849)	(551,670)	(1,301,302)
Provision for Income Taxes	-	-	-	-
Net Loss	<u>\$ (265,227)</u>	<u>\$ (339,849)</u>	<u>\$ (551,670)</u>	<u>\$ (1,301,302)</u>
Other comprehensive loss:				
Foreign currency translation	154	1,483	74	1,544
Comprehensive loss	<u>\$ (265,073)</u>	<u>\$ (338,366)</u>	<u>\$ (551,596)</u>	<u>\$ (1,299,758)</u>
Net loss per share, basic and diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>
Weighted average shares outstanding, basic and diluted	<u>128,043,293</u>	<u>123,364,262</u>	<u>128,014,722</u>	<u>120,837,647</u>

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

**ITOCO INC.**  
**STATEMENT OF STOCKHOLDERS' DEFICIT**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2020**  
**(Unaudited)**

	Common Stock		Additional	Common Stock	Accumulated	Accumulated	
	Shares	Amount	Paid in	Receivable	Deficit	Other	Total
			Capital			Comprehensive	
						Income	
Balance at January 1, 2019	115,822,402	\$ 115,821	\$ 6,153,134	\$ -	\$ (7,230,512)	\$ (4,141)	\$ (965,698)
Stock issued for conversion of debt	9,750,000	9,750	711,750	-	-	-	721,500
Stock issued for cash	375,000	375	27,513	(7,437)	-	-	20,451
Net loss	-	-	-	-	(961,453)	61	(961,392)
Balance at March 31, 2019	125,947,402	125,946	6,892,397	(7,437)	(8,191,965)	(4,080)	(1,185,139)
Stock for debt cancelled	(6,847,752)	(6,848)	(164,346)	-	-	-	(171,194)
Stock issued for cash	1,536,500	1,537	154,337	7,437	-	-	163,311
Net loss	-	-	-	-	(339,849)	1,483	(338,366)
Balance at June 30, 2019	120,634,678	\$ 120,635	\$ 6,882,388	\$ -	\$ (8,531,814)	\$ (2,597)	\$ (1,531,388)

	Common Stock		Additional	Common Stock	Accumulated	Accumulated	
	Shares	Amount	Paid in	to be Issued	Deficit	Other	Total
			Capital			Comprehensive	
						Income	
Balance at January 1, 2020	127,986,150	\$ 127,986	\$ 7,942,423	\$ 15,298	\$ (10,202,618)	\$ (2,548)	\$ (2,119,459)
Net loss	-	-	-	-	(286,443)	(80)	(286,523)
Balance at March 31, 2020	127,986,150	\$ 127,986	\$ 7,942,423	\$ 15,298	\$ (10,489,061)	\$ (2,628)	\$ (2,405,982)
Stock issued	200,000	200	15,098	(15,298)	-	-	-
Net loss	-	-	-	-	(265,227)	154	(265,073)
Balance at June 30, 2020	128,186,150	\$ 128,186	\$ 7,957,521	\$ -	\$ (10,754,288)	\$ (2,474)	\$ (2,671,055)

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

**ITOCO INC.**  
**STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	For the Six Months Ended June 30,	
	2020	2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (551,670)	\$ (1,301,302)
Adjustments to reconcile net loss to net cash used in operating activities:		
Loss on conversion of debt	-	533,250
Acquisition expense	-	132,000
Changes in Operating Assets and Liabilities:		
Prepaid and other assets	-	(47,553)
Accounts payable	270,425	399,155
Accounts payable - related party	137,353	(7,010)
Accrued salary	90,097	56,309
Net Cash Used in Operating Activities	(53,795)	(235,151)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>	-	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from loans – related party	25,466	20,339
Proceeds from loans payable	28,262	37,198
Proceeds from sale of common stock	-	183,763
Net Cash Provided by Financing Activities	53,728	241,300
Net change in cash	(67)	6,149
Effects of currency translation on cash	74	1,544
Cash, beginning of period	219	168
Cash, end of period	\$ 226	\$ 7,861
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -
Supplemental disclosure of non-cash activities:		
Common stock issued for the conversion of debt	\$ -	\$ 188,250

**ITOCO INC.**  
**NOTES TO THE UNAUDITED FINANCIAL STATEMENTS**  
**JUNE 30, 2020**

**NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS**

Itoco Inc. (“the Company”) was incorporated as a Nevada corporation on March 9, 2007. On December 1, 2015, the Company’s name was changed to Itoco Mining Corp. On April 19, 2018, the Board of Directors and Majority Stockholders approved to amend the Company’s Certificate of Incorporation to change the name of the Company to ITOCO INC. The name change was effective at the open of business May 8, 2018.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Presentation*

The Company’s unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The accompanying unaudited financial statements reflect all adjustments, consisting of only normal recurring items, which, in the opinion of management, are necessary for a fair statement of the results of operations for the periods shown and are not necessarily indicative of the results to be expected for the full year ending December 31, 2020. These unaudited financial statements should be read in conjunction with the financial statements and related notes included in the financial statements for the year ended December 31, 2019.

*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 financial statements and the reported amounts of revenues and expenses during the reporting period.

*Concentrations of Credit Risk*

We maintain our cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. We continually monitor our banking relationships and consequently have not experienced any losses in our accounts. We believe we are not exposed to any significant credit risk on cash.

*Cash Equivalents*

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. There were no cash equivalents for the six months ended June 30, 2020 or the year ended December 31, 2019.

**NOTE 3 – GOING CONCERN**

The accompanying unaudited financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business. As reflected in the accompanying unaudited financial statements, the Company has no revenue, had an accumulated deficit at June 30, 2020 of \$10,754,288 and used \$53,795 of cash in operations for the six months ended June 30, 2020. These factors among others raise substantial doubt about the Company’s ability to continue as a going concern.

While the Company is attempting to commence operations and generate revenues, the Company’s cash position may not be significant enough to support the Company’s daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company’s ability to further implement its business plan and generate revenues. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

**NOTE 4 - LOANS PAYABLE**

On August 15, 2017, a third party loaned the company \$15,671. The loan is unsecured, non-interest bearing and due on demand.

On April 20, 2020, the Company received \$28,263 (\$40,000Cdn), under the Canada Emergency Business Account Program, to be used towards eligible expenses per the agreement. The loan bears no interest and no payments are required through the initial term, through December 31, 2022, after which the rate will increase to 5% during the extended term ending on December 31, 2025. During the extended term, interest payments of 5% are due monthly.

#### NOTE 5 – RELATED PARTY TRANSACTIONS

As of June 30, 2020 and December 31, 2019, the Company owed Michael A. Paul, CEO and other related parties a total of \$205,992 and \$180,526, respectively. Funds were advanced to pay for legal, auditing, consulting fees and other general operating costs. The advances are unsecured, non-interest bearing and due on demand.

As of June 30, 2020 and December 31, 2019, the Company has accounts payable due to Mr. Paul and companies owned by Mr. Paul of \$345,724 and \$290,063, respectively.

As of June 30, 2020 and December 31, 2019, the Company has accrued management fees due to Mr. Paul of \$216,627 and \$174,530, respectively.

As of June 30, 2020 and December 31, 2019, the Company has accounts payable due to Alpha Pang, CFO and director, of \$68,600 and \$60,200, respectively.

As of June 30, 2020 and December 31, 2019, the Company has accounts payable due to a majority shareholder, of \$296,926 and \$223,635, respectively.

As of June 30, 2020 and December 31, 2019, the Company has accrued management fees due to Mr. Pang of \$208,000 and \$160,000, respectively.

The Company leases its office space from The Hampton Group Ltd. Michael Paul, CEO was the former President and CEO of The Hampton Group. The premises are leased on a month to month basis for \$4,520 per month. During the six months ended June 30, 2020 and 2019, total lease expense was \$27,120 and \$13,560, respectively. As of June 30, 2020 and December 31, 2019, the balance due for lease payments is \$102,830 and \$93,338, respectively.

#### NOTE 6 – WARRANTS

During the year ended December 31, 2019, the Company issued 530,000 warrants in conjunction with the sale of common stock. The warrants are exercisable for 2 years and have an exercise price of \$0.50 per common share. The warrants were evaluated for purposes of classification between liability and equity. The warrants do not contain features that would require a liability classification and are therefore considered equity. The Black Scholes pricing model was used to estimate the fair value of the Warrants issued with the following inputs:

Warrants	530,000
Exercise Price	\$ 0.50
Term	2 years
Volatility	310%
Risk Free Interest Rate	2.09%
Fair Value	\$ 160,641

Using the fair value calculation, the relative fair value between the common stock and the warrants was calculated to determine the warrants recorded equity amount of \$160,641, accounted for in additional paid in capital.

Activity for the six months ended June 30, 2020 is as follows:

	Weighted Average Exercise Price	Weighted Average Remaining Contract Term
Number of Warrants		



Outstanding at December 31, 2018	-	\$	-	-
Granted	530,000		0.50	2.00
Expired	-		-	-
Exercised	-		-	-
Exercisable at December 31, 2019	530,000		0.50	1.95
Granted	-		-	-
Expired	-		-	-
Exercised	-		-	-
Exercisable at June 30, 2020	530,000	\$	0.50	1.70

## NOTE 7 – COMMITMENTS

The following table summarizes the Company's compensation agreements with its management and major consultants.

Name	Title	Term	Monthly Compensation		Monthly Auto Allowance	
Michael Paul	CEO/Director	6/1/16 – 6/1/21	\$	12,500	\$	1,582
Alpha Pang	CFO/Director	6/1/17 - 6/1/20	\$	8,000	\$	1,400
Steve Katmarian	Consultant/Shareholder	6/1/16 - 6/1/19	\$	12,500	\$	1,400
Consultant 1	Consultant	5/1/16 - 5/1/19	\$	5,650	\$	1,400
Consultant 2	Consultant	6/1/16 - 6/1/19	\$	5,000	\$	-
Consultant 3	Consultant	6/1/16 - 6/1/19	\$	5,000	\$	-
Consultant 4	Consultant	6/1/16 - 6/1/19	\$	5,000	\$	-
Consultant 5	Consultant	6/1/16 - 6/1/19	\$	12,500	\$	1,400

Amounts are accrued when funds are not available to make monthly payments.

## NOTE 8 – SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855, from the balance sheet date through the date the financial statements were issued and has determined that no material subsequent events exist other than the following.

On July 1, 2020, Steve Katmarian assigned \$19,000 of the amount due to him from the Company to four individuals.

On July 2, 2020, those four debt holders converted the \$19,000 into 250,000 shares of common stock.