

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

**ITOKK INC.**

1712 Pioneer Ave Ste 500

Cheyenne, WY 82001

604-398-3226

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2721

**Annual Report**

**For the Period Ending: June 30, 2021**

(the "Reporting Period")

As of June 30, 2021, the number of shares outstanding of our Common Stock was:

504,919,825

As of March 31, 2021, the number of shares outstanding of our Common Stock was:

504,919,825

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

504,919,825

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

Yes: ☐ No: ☒

**1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

formerly Shadow Marketing Inc.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

WY - Active

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

n/a

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

n/a

The address(es) of the issuer's principal executive office:

1712 Pioneer Ave Ste 500  
Cheyenne, WY 82001

The address(es) of the issuer's principal place of business:

*Check box if principal executive office and principal place of business are the same address:* ☒

\_\_\_\_\_

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:

IKTO

Exact title and class of securities outstanding: Common Stock

(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.

CUSIP: 46574A205  
 Par or stated value: \$0.0000001

Total shares authorized: 49,880,000,000 as of date: June 30, 2021  
 Total shares outstanding: 504,919,825 as of date: June 30, 2021  
 Number of shares in the Public Float<sup>2</sup>: 500,858,625 as of date: June 30, 2021  
 Total number of shareholders of record: 15 as of date: June 30, 2021

*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: \_\_\_\_\_

#### Transfer Agent

Name: Securities Transfer Corporation  
 Phone: 1 469-633-0101  
 Email: PStephan@stctransfer.com  
 Address: 2901 Dallas Pkwy Suite 380, Plano, TX 75093, United States

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

### **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:<br><br><div style="text-align: right;"><u>Opening Balance</u></div><br><br>Date <u>June 30, 2019</u> Common:<br><u>404,919,825</u> | *Right-click the rows below and select "Insert" to add rows as needed. |
|---|--|

<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.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

| Preferred:<br><u>11,569,001</u>                      |   |  |                     |   |  |  |   |   |                                 |
|--|---|--|---------------------|---|--|--|---|---|---------------------------------|
| 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>Sep 25, 2019</u>                                  | <u>Convertible note conversion</u>  | <u>100,000,000</u>                     | <u>common stock</u> | <u>\$4,500</u>                                    | <u>yes</u>   | <u>Tangiers Investments LLC</u>  | <u>debt conversion</u>  | <u>unrestricted</u>                           | <u>Reg. D, 506(b)</u>           |
| Shares Outstanding on Date of This Report:           |   |  |                     |   |  |  |   |   |                                 |
| Ending Balance:                                      |   |  |                     |   |  |  |   |   |                                 |
| Date <u>June 30, 2021</u> Common: <u>504,919,825</u> |   |  |                     |   |  |  |   |   |                                 |
| Preferred: <u>11,569,001</u>                         |   |  |                     |   |  |  |   |   |                                 |

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 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.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------------|--|--|---|
| <u>Nov 14, 2014</u>   | <u>58,000</u>            | <u>58,000</u>                     | <u>\$0.00</u>         | <u>Nov 14, 2015</u> | <u>50% of the lowest trading price of the Company's common stock during the 30 consecutive trading days prior to the date on</u> | <u>Tangiers Investments LLC</u>  | <u>Loan</u>                                     |

|       |       |       |       |       |                                       |       |       |
|-------|-------|-------|-------|-------|---------------------------------------|-------|-------|
|       |       |       |       |       | <u>which Holder elects to convert</u> |       |       |
| _____ | _____ | _____ | _____ | _____ | _____                                 | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ | _____                                 | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ | _____                                 | _____ | _____ |

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: Joseph E. Zulita  
Title: BSBA, CPA  
Relationship to Issuer: Consultant

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 Retained Earnings (Statement of Changes in Stockholders' 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").

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.

\_\_\_\_\_

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

<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.

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.

# **ITOKK, INC.**

## **Consolidated Financial Statements**

**For the Years Ended June 30, 2020 and June 30, 2021**

(Expressed in U.S. Dollars)

# ITOKK, INC.

Consolidated Balance Sheets  
(Expressed in US dollars)  
(unaudited)

|  | June 30,<br>2021<br>\$ | June 30,<br>2020<br>\$ |
|--|------------------------|------------------------|
| <hr/>  |                        |                        |
| ASSETS   |                        |                        |
| Current Assets   |                        |                        |
| Cash   | -                      | -                      |
| <hr/>  |                        |                        |
| Total Assets   | -                      | -                      |
| <hr/>  |                        |                        |
| LIABILITIES AND STOCKHOLDERS' DEFICIT                                      |                        |                        |
| Current Liabilities  |                        |                        |
| Accounts payable and accrued liabilities                                   | -                      | -                      |
| Due to related parties (Note 4)  | 244,677                | 244,677                |
| Loans payable (Note 3)   | 58,000                 | 58,000                 |
| <hr/>  |                        |                        |
| Total Liabilities  | 302,677                | 302,677                |
| <hr/>  |                        |                        |
| Stockholders' Deficit  |                        |                        |
| Preferred Stock, Class A, 1,000,000 shares authorized, \$0.0001 par value  |                        |                        |
| 1 share issued and outstanding   | 1                      | 1                      |
| Preferred Stock, Class B, 59,000,000 shares authorized, \$0.0001 par value |                        |                        |



|   |             |             |
|---|-------------|-------------|
| 11,569,000 and 12,000,000 shares issued and outstanding, respectively         | 1,158       | 1,158       |
| Preferred Stock, Class C, 40,000,000 shares authorized, \$0.0000001 par value |             |             |
| No shares issued and outstanding  | -           | -           |
| Preferred Stock, Class D, 20,000,000 shares authorized, \$0.0000001 par value |             |             |
| No shares issued and outstanding  | -           | -           |
| Common Stock, 49,880,000,000 shares authorized, \$0.0000001 par value         |             |             |
| 516,488,766 shares issued and outstanding                                     | 50          | 50          |
| Additional Paid-in Capital  | 2,165,140   | 2,165,140   |
| Preferred Stock Subscribed  | 425,257     | 425,257     |
| Accumulated Deficit   | (2,895,784) | (2,895,784) |
| Total Stockholders' Deficit   | (302,677)   | (302,677)   |
| Total Liabilities and Stockholders' Deficit                                   | -           | -           |

(The accompanying notes are an integral part of these consolidated financial statements)

**ITOKK, INC.**

Consolidated Statements of Operations  
(Expressed in US dollars)  
(unaudited)

|   | Year Ended<br>June 30,<br>2021<br>\$ | Year Ended<br>June 30,<br>2020<br>\$ |
|---|--------------------------------------|--------------------------------------|
| <hr/>                                       |                                      |                                      |
| Expenses                                    |                                      |                                      |
| Consulting fees (Note 5)                    | -                                    | -                                    |
| Foreign exchange gain                       | -                                    | -                                    |
| General, office, and administrative         | -                                    | -                                    |
| Interest expense                            | -                                    | -                                    |
| Management fees (Note 4)                    | -                                    | -                                    |
| Professional fees                           | -                                    | -                                    |
| <hr/>                                       |                                      |                                      |
| Total Expenses                              | -                                    | -                                    |
| <hr/>                                       |                                      |                                      |
| Other Income                                | -                                    | -                                    |
| <hr/>                                       |                                      |                                      |
| Net Gain/Loss                               | -                                    | -                                    |
| <hr/>                                       |                                      |                                      |
| Net Gain/Loss Per Share – Basic and Diluted | -                                    | -                                    |
| <hr/>                                       |                                      |                                      |
| Weighted Average Shares Outstanding         | 516,488,766                          | 516,488,766                          |
| <hr/>                                       |                                      |                                      |

(The accompanying notes are an integral part of these consolidated financial statements)

**ITOKK, INC.**

Consolidated Statements of Cash Flows  
(Expressed in US dollars)  
(unaudited)

|  | Year Ended<br>June 30,<br>2021<br>\$ | Year Ended<br>June 30,<br>2020<br>\$ |
|--|--------------------------------------|--------------------------------------|
| Operating Activities                         |                                      |                                      |
| Net Gain/loss                                | -                                    | -                                    |
| Items not involving cash:                    |                                      |                                      |
| Effect of foreign exchange                   | -                                    | -                                    |
| Changes in operating assets and liabilities: |                                      |                                      |
| Accounts payable and accrued liabilities     | -                                    | -                                    |
| Due to related parties                       | -                                    | -                                    |
| Net Cash Used in Operating Activities        | -                                    | -                                    |
| Decrease In Cash                             |                                      | -                                    |
| Cash - Beginning of Period                   | -                                    | -                                    |
| Cash – End of Period                         | -                                    | -                                    |
| Supplemental Disclosures                     |                                      |                                      |
| Interest paid                                | -                                    | -                                    |
| Income tax paid                              | -                                    | -                                    |
| Non-cash Investing and Financing Activities: |                                      |                                      |
| Issuance of common stock for license         | -                                    | -                                    |

(The accompanying notes are an integral part of these consolidated financial statements)

**ITOKK, INC.**

Consolidated Statements of Stockholders' Deficit  
(Expressed in US dollars)  
(unaudited)

[illegible]

(The accompanying notes are an integral part of these consolidated financial statements)

## 1. ORGANIZATION AND BUSINESS OPERATIONS

Shadow Marketing, Inc. (the "Company") was incorporated in the State of Nevada on September 19, 2003.

On September 14, 2009, the Company changed its name to Itokk, Inc. The Company is a development stage company, as defined by Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 915, *Development Stage Entities*. During the year ended June 30, 2005, the Company started to publish "Up & Over", a magazine planned to contain articles focusing on the purchase, training, and care of sports horses. In the year ended June 30, 2006, the first issue was published and distributed to outlets without charge. Although the Company planned to publish three to four issues per year, it has not published and distributed a second issue due to a lack of working capital. On October 28, 2009 the Company acquired an exclusive worldwide 75 year license to use, sell, market, distribute and sublicense various telecommunication products.

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, as of June 30, 2021, the Company had a working capital deficiency of \$543,643 and an accumulated deficit of \$3,136,750. These factors raise substantial doubt as to the Company's ability to continue as a going concern. The Company plans to improve its financial condition by obtaining new financing. However, there is no assurance that the Company will be successful in accomplishing this objective. The consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### a) Basis of Presentation

These consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States and are presented in US dollars, unless otherwise noted, and include the accounts of the Company and its wholly-owned inactive subsidiaries, Itokk Communications, Inc. and Horizon Trust. All inter-company accounts and transactions have been eliminated. The Company's fiscal year end is June 30.

### b) Use of Estimates and Assumptions

The preparation of financial statements in conformity with US GAAP 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 period. Significant areas requiring the use of management estimates relate to the determination of going concern assessment, impairment of intangible assets, fair value of stock-based compensation, and valuation of deferred income tax. Financial results as determined by actual events could differ from those estimates.

### c) Cash and Cash Equivalents

The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents.

### d) Financial Instruments and Fair Value Measurements

ASC 825, *Financial Instruments*, requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 825 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### d) Financial Instruments and Fair Value Measurements (continued)

#### Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

#### Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities, amounts due to related parties, and loans payable. Pursuant to ASC 825, the fair value of cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

### e) Long-Lived Assets

In accordance with ASC 360, *Property, Plant and Equipment*, the Company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life. Recoverability is assessed based on the carrying amount of the asset and its fair value which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value.

### f) Stock-based Compensation

The Company records stock-based compensation in accordance with ASC 718, *Compensation – Stock Based Compensation* and ASC 505-50, *Equity-Based Payments to Non-Employees*. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. To date, the company has not adopted a stock option plan and has not granted any stock options.

### g) Income Taxes

The Company has adopted ASC 740, *Income Taxes*, as of its inception. Pursuant to ASC 740 the Company is required to compute tax asset benefits for net operating losses carried forward. Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. Potential benefit of net operating losses have not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### h) Foreign Currency Translation

The Company's functional and reporting currency is the United States dollar. Occasional transactions may occur in Canadian dollars and management has adopted ASC 830, *Foreign Currency Translation Matters*. Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Non-monetary assets and liabilities denominated in foreign currencies are translated at rates of exchange in effect at the date of the transaction. Average rates are used to translate revenues and expenses. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income.

### i) Comprehensive Income

ASC 220, *Comprehensive Income*, establishes standards for the reporting and display of comprehensive income and its components in the financial statements. During the years ended June 30, 2020, the Company had no items that represent comprehensive income.

### j) Basic and Diluted Net Loss Per Share

The Company computes net income (loss) per share in accordance with ASC 260, *Earnings per Share*. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive.

### k) Recently Adopted Accounting Pronouncements

The Company has limited operations and is considered to be in the development stage. During the period ended Jun 30, 2020, the Company has elected to early adopt Accounting Standards Update No. 2014-10, *Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements*. The adoption of this ASU allows the Company to remove the inception to date information and all references to development stage.

In July 2013, FASB issued ASU No. 2013-11, "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists." The provisions of ASU No. 2013-11 require an entity to present an unrecognized tax benefit, or portion thereof, in the statement of financial position as a reduction to a deferred tax asset for a net operating loss carryforward or a tax credit carryforward, with certain exceptions related to availability. ASU No. 2013 11 is effective for interim and annual reporting periods beginning after December 15, 2013. The adoption of ASU No. 2013-11 did not have a material impact on the Company's consolidated financial statements.

The amendments apply to all public and private companies that report items of other comprehensive income. Public companies are required to comply with these amendments for all reporting periods (interim and annual). The amendments are effective for reporting periods beginning after December 15, 2012, for public companies. Early adoption is permitted. The adoption of ASU No. 2013-02 did not have a material impact on the Company's consolidated financial statements.



## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

### **k) Recently Adopted Accounting Pronouncements (continued)**

In January 2013, the FASB issued ASU No. 2013-01, *Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*, which clarifies which instruments and transactions are subject to the offsetting disclosure requirements originally established by ASU 2011-11. The new ASU addresses preparer concerns that the scope of the disclosure requirements under ASU 2011-11 was overly broad and imposed unintended costs that were not commensurate with estimated benefits to financial statement users. In choosing to narrow the scope of the offsetting disclosures, the Board determined that it could make them more operable and cost effective for preparers while still giving financial statement users sufficient information to analyze the most significant presentation differences between financial statements prepared in accordance with U.S. GAAP and those prepared under IFRSs. Like ASU 2011-11, the amendments in this update will be effective for fiscal periods beginning on, or after January 1, 2013. The adoption of ASU 2013-01 did not have a material impact on the Company's consolidated financial statements.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

## **3. LOANS PAYABLE**

- a. As at June 30, 2020, The Company is indebted to a convertible note holder for a balance of \$58,000

## **4. DUE TO RELATED PARTIES**

- a) As at June 30, 2021, the Company is indebted to the President of the Company in the amount of \$113,727 (2013 – \$78,559). The amount is unsecured, non-interest bearing and has no fixed terms of repayment.
- b) As at June 30, 2021, the Company is indebted to a company controlled by the President of the Company in the amount of \$130,950 (2013 – \$130,950). The amount is unsecured, non-interest bearing and has no fixed terms of repayment.

## **5. COMMITMENTS**

- a) On June 25, 2021 the Company entered into an agreement with the Company's legal counsel "Business Legal Advisors.

## **6. SUBSEQUENT EVENTS**

- b) On Aug 25, 2021 the Company entered into an agreement with the Company's certified public accountant Joseph E. Zulita, CPA, CMA

## 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")

No operations

- B. Please list any subsidiaries, parents, or affiliated companies.

n/a

- C. Describe the issuers' principal products or services.

N/a

## 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 and the extent in which the facilities are utilized.

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.

n/a

## 7) Company Insiders (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, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) 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 Title /Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class   | Ownership Percentage of Class Outstanding | Note         |
|--|---|---|------------------------|--------------------|---|--------------|
| <u>Kevin Penstock</u>                      | <u>Sole Director and Officer</u>  | <u>Vancouver, BC</u>                    | <u>1</u>               | <u>Preferred A</u> | <u>100%</u>                               | <u>_____</u> |
| <u>Kevin Penstock</u>                      | <u>Sole Director and Officer</u>  | <u>Vancouver, BC</u>                    | <u>9,400,000</u>       | <u>Preferred B</u> | <u>81%</u>                                | <u>_____</u> |

|                                  |                     |                          |                    |                     |             |                                     |
|----------------------------------|---------------------|--------------------------|--------------------|---------------------|-------------|-------------------------------------|
| <u>MARKET AWARENESS CORP.</u>    | <u>&gt;5% Owner</u> | <u>Pompano Beach, FL</u> | <u>992,000</u>     | <u>Preferred B</u>  | <u>8.6%</u> | <u>Controlled by Alisa Erwin</u>    |
| <u>FORDEE MANAGEMENT COMPANY</u> | <u>&gt;5% Owner</u> | <u>Glendale, CA</u>      | <u>992,000</u>     | <u>Preferred B</u>  | <u>8.6%</u> | <u>Controlled by Steve Medley</u>   |
| <u>Tangiers Investments LLC</u>  | <u>&gt;5% Owner</u> | <u>San Diego</u>         | <u>100,000,000</u> | <u>Common Stock</u> | <u>20%</u>  | <u>Controlled by Michael Sobeck</u> |

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities 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);

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; or

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.

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: Brian Higley Esq.  
Firm: Business Legal Advisors, LLC

Address 1: 14888 Auburn Sky Drive  
Address 2: Draper, UT 84020  
Phone: (801) 634-1984  
Email: brian@businesslegaladvisor.com

Accountant or Auditor

Name: Joseph E. Zulita, BSBA, CPA  
Firm: Independent  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: 778-858-6266  
Email: joseph.zulita@mrtaxes.ca

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, broker-dealer(s), 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: \_\_\_\_\_

**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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Kevin Penstock certify that:

1. I have reviewed this Annual Disclosure Statement of iTokk, 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.

9/9/21 [Date]

/s/ Kevin Penstock [CEO's Signature]

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

*Principal Financial Officer:*

I, Kevin Penstock certify that:

1. I have reviewed this Annual Disclosure Statement of iTokk, 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.

9/9/21 [Date]

/s/ Kevin Penstock [CFO's Signature]

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