

Zitto Inc.

807 E 12th St. #112 Los Angeles, CA 90021

(702)331-7394

zittoclothing@gmail.com

[Insert Company Email]

Quarterly Report

For the period ending February 29, 2024

Outstanding Shares

The number of shares outstanding of our Common Stock was:

10,500,749 as of February 29, 2024

10,500,749 as of August 31, 2023

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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: ☐

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: ☒ No: ☐

⁴ "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.

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

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

September 8, 2023- Current – Zitto Inc

August 17, 2010-September 7, 2023- Laredo Resources Corp

Current State and Date of Incorporation or Registration: Nevada, August 17, 2010

Standing in this jurisdiction: (e.g. active, default, inactive): Good active standing

Prior Incorporation Information for the issuer and any predecessors during the past five years:

N/A

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

None

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

Address of the issuer's principal executive office:

807 E 12th St. #112 Los Angeles, CA 90021

Address of the issuer's principal place of business:

☒ *Check 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?

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Empire Stock Transfer Inc
Phone: (702)818-5898
Email: INFO@EMPIRESTOCK.COM
Address: 1859 Whitney Mesa Dr. Henderson NV 89014

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>ZTTO</u>	
Exact title and class of securities outstanding:	<u>COMMON STOCK</u>	
CUSIP:	<u>516811205</u>	
Par or stated value:	<u>0.04</u>	
Total shares authorized:	<u>20,000,000</u>	<u>as of date: February 29, 2024</u>
Total shares outstanding:	<u>10,500,749</u>	<u>as of date: February 29, 2024</u>
Total number of shareholders of record:	<u>132</u>	<u>as of date: February 29, 2024</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

Trading symbol:	<u>NONE</u>	
Exact title and class of securities outstanding:	<u>Series A Preferred Stock</u>	
CUSIP:	<u>NONE</u>	
Par or stated value:	<u>0.00001</u>	
Total shares authorized:	<u>25</u>	<u>as of date: February 29, 2024</u>
Total shares outstanding:	<u>0</u>	<u>as of date: February 29, 2024</u>
Total number of shareholders of record:	<u>0</u>	<u>as of date: February 29, 2024</u>

Trading symbol:	<u>NONE</u>	
Exact title and class of securities outstanding:	<u>Series B Preferred Stock</u>	
CUSIP:	<u>NONE</u>	
Par or stated value:	<u>0.00001</u>	
Total shares authorized:	<u>50</u>	<u>as of date: February 29, 2024</u>
Total shares outstanding:	<u>0</u>	<u>as of date: February 29, 2024</u>
Total number of shareholders of record:	<u>0</u>	<u>as of date: February 29, 2024</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

N/A

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

The holders of our common stock currently have (i) equal ratable rights to dividends from funds legally available, therefore, when, as and if declared by the Board of Director of the Company; (ii) are entitled to share ratably in all of the assets of the Company available for distribution to holders of common stock upon liquidation, dissolution or winding up of the affairs of the Company (iii) do not have pre-emptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights applicable thereto; and (iv) are entitled to one non-cumulative vote per share on all matters on which stockholders may vote.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Each share of Series A preferred stock is convertible into the number of shares of common stock equal to four times the sum of all shares of common stock issued and outstanding plus all shares of Series B preferred stock issued and outstanding divided by the number of shares of Series A preferred stock issued and outstanding at the time of conversion.

Each share of Series B preferred stock is convertible into 100,000 common shares. Shares of Series B preferred stock may not be converted into shares of common stock for a period of twelve months from each issuance. The holders of Series B preferred stock are entitled to receive dividends when, and if declared by the Board of Directors, in its sole discretion.

3. Describe any other material rights of common or preferred stockholders.

N/A- No other material rights of common

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

N/A- No material modifications to rights of holders of the company's securities.

3) Issuance History

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 for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>August 31, 2021</u> Common: <u>8,000,000,000</u> Preferred: <u>0</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.
November 9, 2022	1-for-4000 Reverse Stock Split	(7,998,000,000)	Common Stock		No				
November 9, 2022	New Issue	422	Common Stock	\$0.04	No	Shareholders after reverse stock split	Round-up issue		
December 13, 2022	New Issue	6,000,000	Common Stock	\$0.018	Yes	Doo Ho Park-Former CEO	Deb Conversion of \$111,082	Restricted	
February 22, 2023	New Issue	327	Common Stock	\$0.04	No	Shareholders after the reverse stock split	Round-up issue		
August 1, 2023	New Issue	2,500,000	Common Stock	\$0.04	No	Doo Ho Park-Former CEO	Services rendered	Restricted	
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>February 29, 2024</u> Common: <u>10,500,749</u> Preferred: <u>0</u>									

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

No: ☒ Yes: ☐ (If yes, you must complete the table below)

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. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

None

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

Zitto Inc operates its business in wholesale women apparel.

B. List any subsidiaries, parent company, or affiliated companies.

Zitto Inc in California

C. Describe the issuers' principal products or services.

Wholesale distribution in women apparel industry

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

807 E 12th St. #112 Los Angeles, CA 90021, leased premise for 5 years with an option of extended lease term.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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
<u>Betty Kim</u>	<u>CEO, CFO, and Secretary</u>	<u>LOS ANGELES, CA</u>	<u>8,604,775</u>	<u>COMMON</u>	<u>82%</u>	
<u>SEUNGJIN LEE</u>	<u>OWNER OF MORE THAN 5%</u>	<u>SEOUL, REPUBLIC OF KOREA</u>	<u>1,000,000</u>	<u>COMMON</u>	<u>10%</u>	
<u>ROBERT GARDNER</u>	<u>OWNER OF MORE THAN 5%</u>	<u>VANCOUVER, BC</u>	<u>500,675</u>	<u>COMMON</u>	<u>5.0%</u>	—

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

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

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel

Name: William B. Barnett, Esq
Firm: Barnett & Linn
Address 1: 23548 Calabasas Road Suite 106
Address 2: Calabasas, CA 91302
Phone: (818)436-6410
Email: Wbarnett@wbarnettlaw.com

Accountant or Auditor

Name: Yeji Mun, CPA
Firm: Mun & Associates
Address 1: 8350 W Sahara Ave #160
Address 2: Las Vegas, NV 89117
Phone: (702)901-3823
Email: emun@muncpaus.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Yeji Mun
Title: Certified Public Accountant
Relationship to Issuer: Independent Contracted Accountant

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

- ☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Yeji Mun
Title: Certified Public Accountant
Relationship to Issuer: Independent Contracted Accountant
Describe the qualifications of the person or persons who prepared the financial statements: Certified Public Accountant

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.



Mun & Associates LLC
Certified Public Accountant

Standard Independent Accountant's Compilation Report

To Management
Zitto
Las Vegas, Nevada

We have compiled the accompanying balance sheet of Zitto Inc. as of February 29, 2024 and the related statements of income and cash flows for the period from December 1, 2024 through February 29, 2024.

Management is responsible for the accompanying financial statements of Zitto Inc., which comprise the balance sheets as of February 29, 2024 and the related statements of income, changes in stockholder's equity, and cash flows for the annual then ended, and the related notes to the financial statements in accordance with accounting principles generally accepted in the United States of America. We have performed compilation engagements in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. We do not express an opinion, a conclusion, nor provide any assurance on these financial statements.

Mun & Associates LLC

Mun & Associates LLC
Las Vegas, Nevada
04/21/2024

ZITTO, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	February 2024	February 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 39,944	\$ -
Accounts Receivable		\$ -
Total current assets	\$ 39,944	\$ -
Fixed Assets		
Property and equipment, net	\$ -	\$ -
Total Fixed Assets	\$ -	\$ -
Other Assets		
Loans to Officers	\$ 15,804	\$ -
Total Assets	<u>\$ 55,748</u>	<u>\$ -</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts Payable	\$ -	\$ -
Loan from Officer	\$ -	\$ -
Customer Deposit	\$ -	\$ -
Total current liabilities	\$ -	\$ -
Other Liabilities		
Loans Payable	\$ 3,741	\$ -
Total Liabilities	\$ 3,741	\$ -
Stockholders' equity		
Series A Preferred Stock, par value \$0.00001, 25 shares authorized, 0 and 0 shares issued and outstanding as of February 29, 2024	\$ -	\$ -
Series B Preferred Stock, par value \$0.00001, 50 shares authorized, 0 and 0 shares issued and outstanding as of February 29, 2024	\$ -	\$ -
Series C Preferred Stock, par value \$0.00001, 100 shares authorized, 0 and 0 shares issued and outstanding as of February 29, 2024	\$ -	\$ -
Common stock, \$0.04 par value; 20,000,000 shares authorized, issued and outstanding 10,500,749 shares as of February 29, 2024	\$ 291,058	\$ 80,017
Additional paid-in capital	\$ 432,675	\$ 432,675
Accumulated deficit	\$ (671,725)	\$ (512,692)
Total stockholders' equity (deficit)	<u>\$ 52,008</u>	<u>\$ -</u>
Total liabilities and stockholders' equity	<u>\$ 55,748</u>	<u>\$ -</u>

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

ZITTO, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Quarter ended February 29	
	2024	2023
Revenue	\$ 654,122	\$ -
Cost of Goods Sold	\$ 569,278	\$ -
Gross profit	\$ 84,844	\$ -
Expenses		
General and Administrative Expense	\$ 121,634	\$ -
Total expenses	\$ 121,634	\$ -
Other Income		
Interest Income	\$ -	\$ -
State Grant		\$ -
State tax refund		\$ -
Other Expense		
Interest Expense	\$ 1,206	\$ -
Total Other Income/Other Expense	\$ (1,206)	\$ -
Net Income (loss)	\$ (37,996)	\$ -
Weighted average number of common shares outstanding - basic and diluted	10,000,749	2,000,422

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

ZITTO, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
(Unaudited)

	Common Stock		Additional	Accumulated	
	Shares	Amount	Paid In Capital	Deficit	Total
For the quarter ended November 30, 2023					
Balances at August 31, 2023	8,000,749	\$ 191,058	\$ 432,675	\$ (723,733)	\$ (100,000)
Net Income (Loss)				\$ 90,004	\$ 90,004
New Issuance	2,500,000	\$ 100,000			\$ 100,000
Balances at November 30, 2023	10,500,749	\$ 291,058	\$ 432,675	\$ (633,729)	\$ 90,004
Net Income (Loss)				\$ (37,996)	\$ (37,996)
Balances at February 29, 2024	10,500,749	\$ 291,058	\$ 432,675	\$ (671,725)	\$ 52,008

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

ZITTO, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

	For the Quarter ended February 29	For the Quarter ended February 29
	2024	2023
Cash flow from operating activities:		
Net Income	\$ (37,996)	\$ -
Changes in Operating Assets and Liabilities:		
Increase in Accounts Receivable	\$ -	\$ -
Decrease in Accounts Payable	\$ (2,720)	\$ -
Increase in Loan to officer	\$ (8,546)	\$ -
Accrued Interest	\$ -	\$ -
Net cash used in operating activities	\$ (49,262)	\$ -
Cash flows from investing activities:		
Increase in fixed assets	\$ -	\$ -
Net cash flows from investing activities	\$ -	\$ -
Cash flows from financing activities:		
Loan Payable	\$ (282)	\$ -
Capital Stock New Issuance	\$ -	\$ -
Net cash flows from financing activities	\$ (282)	\$ -
Net increase in cash, cash equivalents, and restricted cash	\$ (49,544)	\$ -
Cash, cash equivalents, and restricted cash at beginning of year	\$ 89,489	\$ -
Cash, cash equivalents, and restricted cash at end of year	\$ 39,945	\$ -

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

ZITTO INC
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDING FEBRUARY 29, 2024
(UNAUDITED)

NOTE 1- BASIS OF PRESENTATION

The accompanying financial statements of Company have been prepared in accordance with accounting principles generally accepted in the United State of America (U.S. GAAP) under the accrual basis of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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. Actual results could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing, and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

The Company has adopted an August 31st year end.

NOTE 2- ORGANIZATION AND BUSINESS BACKGROUND

LAREDO RESOURCES CORP. (the “Company”) was originally incorporated on August 7, 2010, in the State of Nevada and its name was changed to Zitto Inc on September 8, 2023 after Laredo Resources Corp acquired Zitto Inc (Subsidiary), which was formed in California. Zitto Inc (Subsidiary) is in wholesale women apparel industry.

NOTE 3- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Management’s use of estimates. The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. These principles require the Company’s 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. Actual results could differ from those estimates.

Cash and cash equivalents. Cash and cash equivalents include investments and interest bearing instruments with maturities of 90 days or less at the date of acquisition. Such investments are carried at cost, which approximates market value. Book overdraft balances resulting from the Company's cash management program are recorded as accounts payable, construction payable, or other accrued liabilities, as applicable.

Fixed assets. Fixed assets are stated at cost. Depreciation and amortization are provided on a straight-line basis over the estimated useful lives of the assets.

Reimbursed expenses. The Company recognizes costs reimbursed pursuant to management services as revenue in the period it incurs the costs.

Stock-based Compensation. The Company follows FASB ASC Subtopic 718, Stock Compensation, for accounting for stock-based compensation. The guidance requires that new, modified, and unvested share-based payment transactions with employees, such as grants of stock options and restricted stock, be recognized in the consolidated financial statements based on their fair value at the grant date and recognized as compensation expense over their vesting periods. The Company also follows the guidance for equity instruments issued to consultants.

Income Taxes. The Company follows FASB ASC Subtopic 740, Income Taxes, for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled.

Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Net loss per share. The Company reports earnings (loss) per share in accordance with FASB Accounting Standards. Basic net income (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. The Company has not issued any options or warrants or similar securities since inception.

Note 4- CAPITAL STRUCTURE

The Company is authorized to issue 20,000,000 shares of common stock with a par value of \$0.04 per share. As of February 29, 2024, 10,500,749 shares were issued and outstanding, respectively.

The Company is authorized to issue 25 shares of Series A preferred stock with a par value \$0.00001 per share. As of February 29, 2024, 0 shares were issued and outstanding, respectively.

The Company is authorized to issue 50 shares of Series B preferred stock with a par value \$0.00001 per share. As of February 29, 2024, 0 shares were issued and outstanding, respectively.

The Company is authorized to issue 100 shares of Series C preferred stock with a par value \$0.00001 per share. As of February 29, 2024, 0 shares were issued and outstanding, respectively.

Note 5- CHANGE IN CONTROL

Effective September 1, 2023, the company changed in its executive management, with Betty Kim assuming the role of CEO.

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, Betty Kim certify that:

1. I have reviewed this Disclosure Statement for Zitto 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.

04/21/2024

/s/ Betty Kim

CEO & CFO

p