

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## iTokk, Inc.

A Wyoming Corporation  
1712 Pioneer Ave Ste 500  
Cheyenne, WY 82001

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1-800-910-1563  
www.itokk.com  
ir@itokk.com  
SIC Code #4899

## Annual Report

For the period ending June 30, 2023 (the "Reporting Period")

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

530,105,010 as of June 30, 2023, current reporting period

530,105,010 as of June 30, 2023, most recent fiscal year end

### 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 Control<sup>14</sup> of the company has occurred during this reporting period:

Yes:  No:

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

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<sup>14</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.

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.

- iTokk, Inc. was organized in Nevada as Shadow Marketing Inc. on September 19, 2003
- On March 6, 2007, the Company changed its name to D2 Fusion Corp.
- On September 11, 2007, the Company changed its name to Shadow Marketing, Inc.
- The Company changed its name to iTokk, Inc. in October 2009.

Current State and Date of Incorporation or Registration: Wyoming, 8/13/2010

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

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

- iTokk, Inc. was organized in Nevada as Shadow Marketing Inc. on September 19, 2003
- On March 6, 2007, the Company changed its name to D2 Fusion Corp.
- On September 11, 2007, the Company changed its name to Shadow Marketing, Inc.
- The Company changed its name to iTokk, Inc. in October 2009.

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:

- Going forward, the Company anticipates it will seek to conduct one or more of the following actions; recapitalization, merger, reverse split, forward split, SEC registration statement, acquisition.

Address of the issuer's principal executive office:

- The Company's principal place of business is 1712 Pioneer Ave Ste 500 Cheyenne, WY 82001

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: Securities Transfer Corporation

Phone: 1 469-633-0101

Email: Inobel@stctransfer.com

Address: 2901 Dallas Pkwy Suite 380, Plano, TX 75093, United States

### **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>IKTO</u>  |
| Exact title and class of securities outstanding:    | <u>Common Shares</u>                               |
| CUSIP:  | <u>46574A205</u>                                   |
| Par or stated value:                                | <u>\$0.0000001</u>                                 |
| Total shares authorized:                            | <u>49,880,000.000</u> as of date: <u>6/30/2023</u> |
| Total shares outstanding:                           | <u>530,105,010</u> as of date: <u>6/30/2023</u>    |
| Number of shares in the Public Float <sup>2</sup> : | <u>500,858,625</u> as of date: <u>6/30/2023</u>    |
| Total number of shareholders of record:             | <u>734</u> as of date: <u>6/30/2023</u>            |

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

- NA

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

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

|   |   |
|---|---|
| Exact title and class of the security:                  | <u>Series A Preferred</u>                     |
| CUSIP (if applicable):                                  | <u>      </u>                                 |
| Par or stated value:                                    | <u>\$0.0001</u>                               |
| Total shares authorized:                                | <u>1,000,000</u> as of date: <u>6/30/2023</u> |
| Total shares outstanding (if applicable):               | <u>1,000,000</u> as of date: <u>6/30/2023</u> |
| Total number of shareholders of record (if applicable): | <u>1</u> as of date: <u>6/30/2023</u>         |

|   |  |
|---|--|
| Exact title and class of the security:                  | <u>Series B Preferred</u>                      |
| CUSIP (if applicable):                                  | <u>      </u>                                  |
| Par or stated value:                                    | <u>\$0.0001</u>                                |
| Total shares authorized:                                | <u>59,000,000</u> as of date: <u>6/30/2023</u> |
| Total shares outstanding (if applicable):               | <u>11,569,000</u> as of date: <u>6/30/2023</u> |
| Total number of shareholders of record (if applicable): | <u>10</u> as of date: <u>6/30/2023</u>         |

|   |  |
|---|--|
| Exact title and class of the security:                  | <u>Series C Preferred</u>                      |
| CUSIP (if applicable):                                  | <u>      </u>                                  |
| Par or stated value:                                    | <u>\$0.0001</u>                                |
| Total shares authorized:                                | <u>40,000,000</u> as of date: <u>6/30/2023</u> |
| Total shares outstanding (if applicable):               | <u>0</u> as of date: <u>6/30/2023</u>          |
| Total number of shareholders of record (if applicable): | <u>0</u> as of date: <u>6/30/2023</u>          |

<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.

|   |                           |                              |
|---|---------------------------|------------------------------|
| Exact title and class of the security:                  | <u>Series D Preferred</u> |                              |
| CUSIP (if applicable):                                  | _____                     |                              |
| Par or stated value:                                    | <u>\$0.0001</u>           |                              |
| Total shares authorized:                                | <u>20,000,000</u>         | <u>as of date: 6/30/2023</u> |
| Total shares outstanding (if applicable):               | <u>0</u>                  | <u>as of date: 6/30/2023</u> |
| Total number of shareholders of record (if applicable): | <u>0</u>                  | <u>as of date: 6/30/2023</u> |

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

-NA

**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.**

No dividend. 1:1 voting rights

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

Series A Preferred:

- **Issuance.** Shares of Preferred Stock may only be issued in exchange for the partial or full retirement of debt held by Management, employees or consultants, or as directed by a majority vote of the Board of Directors. The number of Shares of Preferred Stock to be issued to each qualified person (member of Management, employee or consultant) holding a Note shall be determined by the following formula:  
For retirement of debt:

$$\sum_{i=1}^{X_i} \text{number of shares of Series A Preferred Stock to be issued where } X_i + X_i + Z_i \dots + X_i \text{ represent the discrete notes and other obligations owed the lender (holder), which are being retired.}$$

- **Voting.** If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus ii) the total number of shares of Series B and Series C Preferred Stocks which are issued and outstanding at the time of voting.  
Each individual share of Series A Preferred Stock shall have the voting rights equal to:  
[four times the sum of: (all shares of Common Stock issued and outstanding at time of voting + all shares of Series B and Series C Preferred Stocks issued and outstanding at time of voting)]

divided by:  
[the number of shares of Series A Preferred Stock issued and outstanding at the time of voting]

- **Conversion.** If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall be convertible into the number of shares of Common Stock which equals four times the sum of: i) the total

number of shares of Common Stock which are issued and outstanding at the time of conversion, plus ii) the total number of shares of Series B and Series C Preferred Stocks which are issued and outstanding at the time of conversion.

Each individual share of Series A Preferred Stock shall be convertible into the number of shares of Common Stock equal to:

[four times the sum of: (all shares of Common Stock issued and outstanding at time of conversion + all shares of Series B and Series C Preferred Stocks issued and outstanding at time of conversion)]

divided by:

[the number of shares of Series A Preferred Stock issued and outstanding at the time of conversion]

- Dividends. none
- Liquidation Preference. none
- Registration. none
- Transfer. Subject to compliance with federal, state or jurisdictional securities laws, the Series A Preferred Stock are freely assignable and transferable by the holder.

Series B Preferred:

- Issuance. The initial price of each share of Series B Preferred Stock shall be \$2.50.

- The price of each share of Series B Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.
- LOCK-UP RESTRICTIONS ON CONVERSION. Shares of Series B Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.
- Voting. Each share of Series B Preferred Stock shall have ten votes for any election or other vote placed before the shareholders of the Company.
- Conversion and anti-dilution. Each share of Series B Preferred Stock shall be convertible, at any time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.0001 per share (the "Common Stock") equal to the price of the Series B Preferred Stock as stated in 11.6 of the Bylaws, divided by the par value of the Common Stock, subject to adjustment as may be determined by the Board of Directors from time to time (the "Conversion Rate"). For example, assuming a \$2.50 price per share of Series B Preferred Stock, and a par value of \$0.0001 per share for Common Stock, each share of Series B Preferred Stock would be convertible into 25,000 shares of Common Stock. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series B Preferred Stock of the holder's intention to convert the shares of Series B Stock, together with the holder's stock certificate or certificates evidencing the Series B Preferred Stock to be converted promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series B Preferred Shares in account with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation.
- The Common Stock shall be issued in the same name as the person who is the holder of the Series B Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.
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- All shares of Common Stock delivered upon conversion of the Series B Preferred Shares as provided herein shall be duly and validly issued and fully paid and non-assessable. Effective as of the Conversion Date, such converted Series B Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion,
  - c. The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series B Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series B submitting such conversion notice.
- Shares of Series B Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would

have been equal to the ratio established in Section 11.4(a) prior to the reverse split. The conversion rate of shares of Series B Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

- Dividends. The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.
- Liquidation Preference. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series B Preferred Stock, the holders of the Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series B Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series B Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series B Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed, ratably, to the holders of the Corporation's Common Stock.

#### Series C Preferred:

- Issuance. Shares of Series C Preferred Stock may be issued to holders of debt of the company, as determined by a majority vote of the Board of Directors, or others, as determined by a majority vote of the Board of Directors.
  - Voting. Each share of Series C Preferred Stock shall have one vote for any election or other vote placed before the shareholders of the Company.
  - Conversion and anti dilution.
- A. Each share of Series C Preferred Stock shall be convertible, at any time, and/or from time to time, into 500 shares of the Corporation's common stock, par value \$0.0001 per share (the "Common Stock"). Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series C Preferred Stock of the holder's intention to convert the shares of Series C Stock, together with the holders stock certificate or certificates evidencing the Series C Preferred Stock to be converted.
- B. Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series C Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series C Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall & treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued, All shares of Common Stock delivered upon conversion of the Series C Preferred Shares as provided herein shall be duly and validly issued and fully paid and non-assessable. Effective as of the Conversion Date, such converted Series C Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.
- C. The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series C Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series C submitting such conversion notice.
- D. Shares of Series C Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 12,4(a) prior to the reverse split. The conversion rate for shares of Series C Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.



- Dividend. The holders of Series C Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.
- Liquidation Rights. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series C Preferred Stock the holders of the Series C Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series C Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series C Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series C Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

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

N/A

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

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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 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: 6/30/2021<br><u>Opening Balance</u><br>Common: 530,105,010<br>Preferred: 11,569,001 |   |                                       | *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 canceled) | 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. |
|  |   |                                       |  |   |   |  |   |   |                                 |
| Shares Outstanding on 6/30/2023:<br><u>Ending Balance:</u><br>Common: 530,105,010<br>Preferred: 11,569,001                                       |   |                                       |  |   |   |  |   |   |                                 |

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

**\*\*\*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.) |
|-------------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|--|---|
| 11/14/2014 <sup>1</sup> | \$58,000.00              | \$58,000.00 <sup>1</sup>          | \$106,703             | 11/13/2015    | 10% note convertible into the Company's common stock at a price equal to 50% of the average closing price of the Company's common stock during the 30 consecutive Trading Days prior to the date on which Holder elects to convert all or part of the Note | Tangiers Investments LLC, Michael Sobeck, Robert Papiri                                  | Loan  |
| 9/30/2022               | \$179,506.85             | N/A                               | \$0                   | N/A           | 90 day past due fees convertible at 75% discount to lowest 30 day average closing bid  | Selkirk Global Holdings, LLC- Paul Strickland  | Management Agreement                            |
|                         |                          |                                   |                       |               |  |  |   |

\*\*\*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:

1. Last assertion of claim or action on Note 2/08/2021.

#### 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](http://www.OTCMarkets.com).

- Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")
  - The Company is in the process of restructuring its business.
- List any subsidiaries, parent company, or affiliated companies.
  - None
- Describe the issuers' principal products or services.
  - Focused on restructuring its business to pursue high value & growth opportunities.

#### 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.

- The Company's principal place of business is 1712 Pioneer Ave Ste 500 Cheyenne, WY 82001

#### 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.

*The goal of this section is to provide investors 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 owners.*

| Names of All Officers, Directors, and Control Persons | Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Names of control person(s) if a corporate entity |
|---|---|---|------------------------|------------------|---|--|
| Paul Strickland                                       | Sole Director & Officer   | Olympia, WA                             | N/A                    | N/A              |   | appointed 9/29/2022                              |
| Kevin Penstock  | (former)Sole Director & Officer   | Vancouver, BC Canada                    | 1                      | Series A pref    | 100%                                      | resigned 9/29/2022                               |
| Kevin Penstock  | (former)Sole Director & Officer   | Vancouver, BC Canada                    | 9,400,000              | Series B pref    | 81.25%                                    | resigned 9/29/2022                               |
| MARKET AWARENESS CORP.                                | >5% Owner   | Pompano Beach, FL                       | 992,000                | Series B pref    | 8.57%                                     | Controlled by Alisa Erwin                        |
| FORDEE MANAGEMENT COMPANY                             | >5% Owner   | Glendale, CA                            | 992,000                | Series B pref    | 8.57%                                     | Controlled by Steve Medley                       |
| Tangiers Investments LLC                              | >5% Owner   | San Diego, CA                           | 125,185,185            | Common Stock     | 23.62%                                    | Controlled by Michael Sobeck & Robert Papri      |

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://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:

- NA

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);
  - NA
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;
  - NA
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;

- NA

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

- NA

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.

- NA

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.

- NA

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.

- NA

## 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.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Thomas Beener  
Firm:  
Address 1: 224 Faraday  
Address 2: Carlsbad, CA 92008  
Phone: 760-603-1238  
Email:

### Accountant or Auditor

#### Auditor

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

### 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: Rachel Boulds

Firm:

Nature of Services: Accounting

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: rachelbouldscpa@hotmail.com

#### **9) Disclosure & Financial Information**

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

Name: Paul Strickland

Title: Secretary

Relationship to Issuer: Secretary

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: Rachel Boulds

Title: Accountant

Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements: CPA.<sup>35</sup>

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.

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<sup>35</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

## 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, Paul Strickland certify that:

1. I have reviewed this Disclosure Statement for 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.

July 25, 2024[Date]

/s/ Paul Strickland [Secretary's Signature]

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

### *Principal Financial Officer:*

I, Paul Strickland certify that:

1. I have reviewed this Disclosure Statement for 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.

July 25, 2024[Date]

/s/ Paul Strickland [Secretary's Signature]

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

**ITOKK, INC.**  
**BALANCE SHEETS**  
**(Unaudited)**

|  | June 30, 2023 | June 30, 2022 |
|--|---------------|---------------|
| <b><u>ASSETS</u></b>   |               |               |
| Current Assets:  |               |               |
| Cash   | \$ —          | \$ —          |
| Total Assets   | \$ —          | \$ —          |
| <b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>  |               |               |
| Current Liabilities:   |               |               |
| Due to former related parties  | \$ 675,375    | \$ 575,375    |
| Accrued compensation – related party   | 179,507       | —             |
| Accrued interest   | 95,103        | 83,503        |
| Convertible notes payable  | 58,000        | 58,000        |
| Derivative liability   | 337,035       | 141,503       |
| Total Current Liabilities  | 1,345,020     | 858,381       |
| Total Liabilities  | 1,345,020     | 858,381       |
| Commitments and contingencies  | —             | —             |
| <b><u>Stockholders' Deficit:</u></b>   |               |               |
| Series A Preferred Stock, par value \$0.0001, 1,000,000 shares authorized; 1 share issued and outstanding                  | —             | —             |
| Series B Preferred Stock, par value \$0.0001, 59,000,000 shares authorized; 11,569,000 shares issued and outstanding       | 1,157         | 1,157         |
| Series C Preferred Stock, par value \$0.0001, 40,000,000 shares authorized; no shares issued and outstanding, respectively | —             | —             |
| Series D Preferred Stock, par value \$0.0001, 20,000,000 shares authorized; no shares issued and outstanding               | —             | —             |
| Common Stock, par value \$0.001, 49,880,000,000 shares authorized; 530,105,010 shares issued and outstanding               | 53,011        | 53,011        |
| Additional paid-in capital   | 2,537,438     | 2,537,438     |
| Accumulated deficit  | (3,936,626)   | (3,449,987)   |
| Total Stockholders' Deficit  | (1,345,020)   | (858,381)     |
| Total Liabilities and Stockholders' Deficit  | \$ —          | \$ —          |

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



**ITOKK, INC.**  
**STATEMENTS OF OPERATIONS**  
**(Unaudited)**

|  | For the Years Ended<br>June 30, |                     |
|--|---------------------------------|---------------------|
|  | 2023                            | 2022                |
| Operating Expenses:  |                                 |                     |
| Management fees  | \$ 100,000                      | \$ 240,000          |
| Compensation expense – related party                             | 179,507                         | —                   |
| Total operating expenses   | <u>279,507</u>                  | <u>240,000</u>      |
| Loss from operations   | <u>(279,507)</u>                | <u>(240,000)</u>    |
| Other expense:   |                                 |                     |
| Interest expense   | (11,600)                        | (83,503)            |
| Change in fair value of a derivative                             | (195,532)                       | (141,503)           |
| Total other expense  | <u>(207,132)</u>                | <u>(225,006)</u>    |
| Net Loss   | <u>\$ (486,639)</u>             | <u>\$ (465,006)</u> |
| Loss per share, basic and diluted                                | <u>\$ (0.00)</u>                | <u>\$ (0.00)</u>    |
| Weighted average common shares outstanding,<br>basic and diluted | <u>530,105,010</u>              | <u>530,105,010</u>  |

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

**ITOKK, INC.**  
**STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT**  
**For the Years Ended June 30, 2024 and 2023**  
**(Unaudited)**

|                        | Series A<br>Preferred Stock |        | Series B<br>Preferred Stock |          | Common Stock |           | Paid in<br>Capital | Accumulated<br>Deficit | Total<br>Stockholders'<br>Deficit |
|------------------------|-----------------------------|--------|-----------------------------|----------|--------------|-----------|--------------------|------------------------|-----------------------------------|
|                        | Shares                      | Amount | Shares                      | Amount   | Shares       | Amount    |                    |                        |                                   |
| Balance, June 30, 2021 | 1                           | \$ —   | 11,569,000                  | \$ 1,157 | 530,105,010  | \$ 53,011 | \$ 2,537,438       | \$ (2,984,981)         | \$ (393,375)                      |
| Net loss               | —                           | —      | —                           | —        | —            | —         | —                  | (465,006)              | (465,006)                         |
| Balance, June 30, 2022 | 1                           | —      | 11,569,000                  | 1,157    | 530,105,010  | 53,011    | 2,537,438          | (3,449,987)            | (858,381)                         |
| Net loss               | —                           | —      | —                           | —        | —            | —         | —                  | (486,639)              | (486,639)                         |
| Balance, June 30, 2023 | 1                           | \$ —   | 11,569,000                  | \$ 1,157 | 530,105,010  | \$ 53,011 | \$ 2,537,438       | \$ (3,936,626)         | \$ (1,345,020)                    |

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

**ITOKK, INC.**  
**STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

|   | For the Years Ended<br>June 30, |              |
|---|---------------------------------|--------------|
|   | 2023                            | 2022         |
| Cash flows from operating activities:                                       |                                 |              |
| Net Loss  | \$ (486,639)                    | \$ (465,006) |
| Adjustments to reconcile net loss to net cash used in operating activities: |                                 |              |
| Change in fair value of a derivative  | 195,532                         | 141,503      |
| Debt discount   | —                               | —            |
| Changes in Operating Assets and Liabilities:                                |                                 |              |
| Accrued compensation  | 279,507                         | 240,000      |
| Accrued interest  | 11,600                          | 83,503       |
| Net cash used in operating activities                                       | —                               | —            |
| Cash flows from investing activities:                                       | —                               | —            |
| Cash flows from financing activities:                                       |                                 |              |
| Proceeds from convertible note payable                                      | —                               | —            |
| Net cash provided by financing activities                                   | —                               | —            |

|   |    |   |    |   |
|---|----|---|----|---|
| Net change in cash                                |    | — |    | — |
| Cash, beginning of year                           |    | — |    | — |
| Cash, end of year                                 | \$ | — | \$ | — |
| Supplemental disclosure of cash flow information: |    |   |    |   |
| Cash paid for taxes                               | \$ | — | \$ | — |
| Cash paid for interest                            | \$ | — | \$ | — |

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

**ITOKK, INC.**  
**NOTES TO UNAUDITED FINANCIAL STATEMENTS**  
**JUNE 30, 2023**

**NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

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

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

Basis of presentation

The Company's unaudited financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP").

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. Significant estimates include the estimated useful lives of property and equipment. Actual results could differ from those estimates.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America under U.S. GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data.

Accruals and related-party payables have fair values that approximate the carrying value due to the short-term nature of these instruments. Derivative liabilities are measured using level 3 inputs.

|                        | Fair Value at<br>June 30,<br>2023 | (Level 1) | (Level 2) | (Level 3)  |
|------------------------|-----------------------------------|-----------|-----------|------------|
| Derivative liabilities | \$ 337,035                        | \$ -      | \$ -      | \$ 337,035 |

|                        | Fair Value at<br>June 30,<br>2022 | (Level 1) | (Level 2) | (Level 3)  |
|------------------------|-----------------------------------|-----------|-----------|------------|
| Derivative liabilities | \$ 141,503                        | \$ -      | \$ -      | \$ 141,503 |

Derivative Financial Instruments

The Company evaluates its convertible notes to determine if such instruments have derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, the Company uses a weighted-average Black-Scholes-Merton option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period.

Basic and Diluted Loss Per Share

Under ASC 260 “Earnings Per Share,” the Company presents basic and diluted earnings (loss) per-share (“EPS”) amounts on the face of the statements of operations. Basic EPS is computed by dividing income (loss) available to common stockholders (the numerator) by the weighted-average number of common shares outstanding (the denominator) during the period. Shares issued during the period and shares reacquired during the period are weighted for the portion of the period that they were outstanding. The computation of diluted EPS is similar to the computation of basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued. Potentially diluted shares are not presented when the effect of the computations are anti-dilutive due to the losses incurred. Accordingly, there is no difference in the amounts presented for basic and diluted loss per share.

Recently issued accounting pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company 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.

**NOTE 3 - GOING CONCERN**

The Company’s unaudited financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not established any source of revenue to cover its operating costs and has an accumulated deficit. These conditions raise substantial doubt about the company’s ability to continue as a going concern. The Company will engage in limited activities without incurring significant liabilities that must be satisfied in cash until a source of funding is secured. The Company will offer noncash consideration and seek equity lines as a means of financing its operations. If the Company is unable to obtain revenue producing contracts or financing or if the revenue or financing it does obtain is insufficient to cover any operating losses it may incur, it may substantially curtail or terminate its operations or seek other business opportunities through strategic alliances, acquisitions or other arrangements that may dilute the interests of existing stockholders.

**NOTE 4 – CONVERTIBLE DEBT**

On November 14, 2014, the Company issued a \$62,500, 10% convertible promissory note to Tangiers Investments LLC. The Note matured on November 14, 2015, at which time the interest rate increased to the default rate of 20%. The note is convertible into shares of common stock at a price equal to 50% of the average closing price of the Company’s common stock during the 30 consecutive Trading Days prior to the date on which Holder elects to convert all or part of the Note. As of June 30, 2023, there is \$58,000 and \$95,103 of principal and interest, due on the note, respectively. As of June 30, 2022, there is \$58,000 and \$83,503 of principal and interest, due on the note, respectively.

On September 30, 2022, the Company entered into a management agreement with Selkirk Global Holdings, LLC. The agreement is for a monthly fee of \$20,000. At any time the balance due is convertible into the Company’s common stock at a price equal to 75% of the lowest thirty day closing of the Company’s common stock during the 30 consecutive trading days prior to the date on which the holder elects to convert all or part of the Note.

|  |    |         |
|--|----|---------|
| Balance at June 30, 2021                         | \$ | —       |
| Derivative gain due to mark to market adjustment |    | 141,503 |
| Balance at June 30, 2022                         |    | 141,503 |
| Derivative gain due to mark to market adjustment |    | 195,532 |

Balance at June 30, 2023

\$ 337,035

#### **NOTE 5 – RELATED PARTY TRANSACTIONS**

As of June 30, 2023 and 2022, the Company is indebted to the former President of the Company in the amount of \$113,727 and \$113,727, respectively. The amount is unsecured, non-interest bearing and has no fixed terms of repayment.

As of June 30, 2023 and 2022, the Company is indebted to a company controlled by the former President of the Company in the amount of \$130,950 and \$130,950, respectively. The amount is unsecured, non-interest bearing and has no fixed terms of repayment.

As of June 30, 2023 and 2022, the Company is indebted to the former President of the Company for expense in the amount of \$23,198 and \$23,198, respectively. The amount is unsecured, non-interest bearing and has no fixed terms of repayment.

As of June 30, 2023 and 2022, the Company is indebted to the former President of the Company for accrued compensation in the amount of \$407,500 and \$307,500, respectively. The amount is unsecured, non-interest bearing and has no fixed terms of repayment.

As of June 30, 2023, the Company is indebted to the Selkirk Global Holdings, LLC (“Selkirk”) for accrued compensation in the amount of \$179,507. Selkirk is owned by Paul Strickland, the current CEO and director. The amount is unsecured, non-interest bearing and has no fixed terms of repayment (Note 4).

#### **NOTE 6 – PREFERRED STOCK**

##### Series A Preferred Stock

The Company has 1,000,000 shares of Series A Preferred Stock authorized. Shares of Preferred Stock may only be issued in exchange for the partial or full retirement of debt held by Management, employees or consultants, or as directed by a majority vote of the Board of Directors.

##### Series B Preferred Stock

The Company has 59,000,000 shares of Series B Preferred Stock authorized. The initial price of each share of Series B Preferred Stock shall be \$2.50. Each share of Series B Preferred Stock shall have ten votes. Each share of Series B Preferred Stock shall be convertible, at any time, and/or from time to time, into the number of shares of the Corporation's common stock, equal to the price of the Series B Preferred Stock, divided by the par value of the Common Stock.

##### Series C Preferred Stock

The Company has 40,000,000 shares of Series C Preferred Stock authorized. Shares of Series C Preferred Stock may be issued to holders of debt of the company, as determined by a majority vote of the Board of Directors. Each share of Series C Preferred Stock shall have one vote.

#### **NOTE 7 – SUBSEQUENT EVENTS**

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the unaudited financial statements were issued and has determined that it has the following material subsequent events to disclose in these unaudited financial statements.

On March 14, 2024, the Company issued a \$50,000, 10% convertible promissory note to Wonderland Asset Management, LLC, (the “Note”). The Note matures March 31, 2025, has a 10% OID and is convertible into the Company’s common stock at a price equal to 55% of the average closing price of the Company’s common stock during the 20 consecutive trading days prior to the date on which the holder elects to convert all or part of the Note. The Note is being funded through the direct payment of Company expenses.

On April 8, 2024, 9,400,000 shares of the Series B preferred stock were cancelled.

On July 10, 2024, the full amount of \$675,375 of the debt due to related parties was assigned to Wonderland Asset Management LLC.