

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## TRUCEPT Inc.

A Nevada Corporation

18881 Von Karman Avenue, Suite 1440  
Irvine, CA 92612  
(858) 798-1644

Website: www.truceptservices.com

Email: info@trucept.com

SIC Code: 7363

### Annual Report

**For the Year Ending:** December 31, 2019  
(the "Reporting Period")

As of December 31, 2019, the number of shares outstanding of our Common Stock was:  
52,762,123 shares

As of September 30, 2019, the number of shares outstanding of our Common Stock was:  
52,762,123 shares

As of December 31, 2018, the number of shares outstanding of our Common Stock was:  
52,762,123

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

Yes:  No:  (Double-click and select "Default Value" to check)

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

Yes:  No:

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

Yes:  No:

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

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

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

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

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

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes:

“TRUCEPT, Inc.” since January 3, 2013.  
Smart-Tek Solutions Inc. since September 8, 2005  
Royce Biomedical Inc. since March 23, 1995

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

State of Incorporation: Nevada, March 23, 1995. Current

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

Yes:  No:

**2) Security Information**

Trading symbol:	TREP	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	89778T 109	
Par or stated value:	\$.001	
Total shares authorized:	500,000,000	as of date: 12/31/2019
Total shares outstanding:	52,762,123	as of date: 12/31/2019
Number of shares in the Public Float:	27,512,517	as of date: 12/31/2019
Total number of shareholders of record:	396	as of date: 12/31/2019

Transfer Agent

Corporate Stock Transfer Inc.  
3200 Cherry Creek Drive South, Suite 4300  
Denver, CO 80209  
Office: 303-282-4800  
Fax: 303-282-5800

Is the Transfer Agent registered under the Exchange Act?<sup>2</sup> Yes:  No:

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

none

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

none

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<sup>2</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

### 3) Issuance History

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

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

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

No shares were issued in the twelve month period ended December 31, 2019.  
No shares were issued in and for the years ended December 31, 2018 and 2017.

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

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
Convertible Notes							
NONE							
Notes Payable							
3/31/2016	475,068.49	400,000.00	75,068.49	6/30/2023		Brian Bonar	Loan
12/31/2016	287,500.00	250,000.00	37,500.00	6/30/2023		Brian Bonar	Loan
6/30/2018	215,596.17	200,516.25	15,079.92	6/30/2023		Brian Bonar	Loan
		850,516.25					
4/1/2018	293,634.25	270,000.00	23,634.25	4/1/2023		Tipp Investments LLC / Sandra Di Cicco	Loan
6/30/2018	322,561.64	300,000.00	22,561.64	6/30/2023		Tipp Investments LLC / Sandra Di Cicco	Loan
		570,000.00	173,844.30				

### 4) Financial Statements,

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

- U.S. GAAP  
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>3</sup>:

Name: Malinee Viracheck  
Title: Accounting Manager  
Relationship to Issuer: Employee

#### Financial Statements included by reference

<sup>3</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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

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

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

Trucept Inc. provides marketing, accounting and human resource services to a variety of industries including staffing, professional employment organizations and hospitality.

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

None

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

Trucept Inc. provides marketing, accounting and human resource services to a variety of industries including staffing, professional employment organizations and hospitality.

## 6) Issuer's Facilities

### Lease (600 La Terraza Blvd., Second Floor, Escondido, CA 92025.)

The Company maintains an executive office at 600 La Terraza Blvd., Second Floor, Escondido, CA 92025.

In November 1, 2016, the Company executed a three year lease to occupy approximately 36,942 square foot of an office building located at 600 La Terraza Blvd., Second Floor, Escondido, CA 92025

## 7) Officers, Directors, and Control Persons

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

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and 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
Brian Bonar	Director	600 La Terraza Blvd., Second Floor, Escondido, CA 92025.	5,897,999	common	11.1%	
Norman Tipton	Officer and Director	600 La Terraza Blvd., Second Floor, Escondido, CA 92025	5,000,000	common	9.47%	

## 8) Legal/Disciplinary History

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

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

none

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

none

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

none

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

none

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

## 9) Third Party Providers

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

Securities Counsel: Fletcher Robbe  
468 Camden Dr., 2<sup>nd</sup> Floor  
Beverly Hills, CA 90210

Accountant or Auditor: none

Investor Relations Consultant: none

Other Service Providers: none

## 10) Issuer Certification

### *Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Norman Tipton certify that:

1. I have reviewed this annual disclosure statement of TRUCEPT, Inc. dated December 31, 2019;
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.

March 25, 2020

/s/ Norman Tipton

### *Principal Financial Officer:*

I, Norman Tipton certify that:

1. I have reviewed this annual disclosure statement of TRUCEPT, Inc. dated December 31, 2019;
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.

March 25, 2020

/s/ Norman Tipton