

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2019

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

Commission file number: **0-54892**

**STARCO BRANDS, INC**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of  
incorporation or organization)

27-1781753

(I.R.S. Employer  
Identification No.)

250 26<sup>th</sup> Street, Suite 200, Santa Monica, CA

(Address of principal executive offices)

90402

(Zip Code)

Registrant's telephone number, including area code: (818) 260-9370

Securities registered under Section 12(b) of the Act: None

Securities registered under Section 12(g) of the Act: Common Stock

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes[X] No [ ]

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit t such files). Yes [ X ] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]  
Non-accelerated filer [ ]

Accelerated filer [ ]  
Smaller reporting company [X]  
Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

The aggregate market value of the 46,193,294 shares of voting and non-voting common equity held by non-affiliates computed by reference to the closing price (\$2.90) at which the common equity was last sold as of the last business day of its most recently completed second fiscal quarter (June 29, 2018) was approximately \$133,960,663.

At April 10, 2020, there were 159,090,914 shares of the registrant’s common stock outstanding.

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## PART I

### Item 1. BUSINESS

#### Our Business

Starco Brands, Inc. (formerly Insynergy Products, Inc.) (the "Company") was incorporated in the State of Nevada on January 26, 2010. On September 7, 2017 the Company filed an Amendment to the Articles of Incorporation to change the corporate name to Starco Brands, Inc. The Board determined the change of the Company's name was in the best interests of the Company due to changes in our current and anticipated business operations. In July 2017 the Company entered into a licensing agreement with The Starco Group, located in Los Angeles, California. The companies pivoted to commercializing novel consumer products manufactured by The Starco Group. The Starco Group is predominantly an aerosol and liquid fill private label manufacturer which manufactures DIY/Hardware, paints, coatings and adhesives, household, hair care, disinfectants, automotive, motorcycle, arts & crafts, personal care cosmetics, personal care FDA, sun care, food, cooking oils, beverage and spirits and wine.

#### Forward Looking Statements

Certain matters discussed herein are forward-looking statements. Such forward-looking statements contained in this Form 10-K involve risks and uncertainties, including statements as to:

- our future operating results;
- our business prospects;
- our contractual arrangements and relationships with third parties;
- the dependence of our future success on the general economy;
- our possible future financings; and
- the adequacy of our cash resources and working capital.

These forward-looking statements can generally be identified as such because the context of the statement will include words such as we "believe," "anticipate," "expect," "estimate" or words of similar meaning. Similarly, statements that describe our future plans, objectives or goals are also forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties which are described in close proximity to such statements and which could cause actual results to differ materially from those anticipated. Shareholders, potential investors and other readers are urged to consider these factors in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included herein are only made as of the date of this Form 10-K, and we undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

## Executive Overview

In July 2017, our Board of Directors entered into a licensing agreement with The Starco Group, located in Los Angeles, California, to pursue a new strategic marketing plan involving commercializing leading edge products with the intent to sell them through brick and mortar retailers as well as through online retailers. Management believes the Company will realize modest earnings from royalties in the short term with a stronger positive outlook over the next 24 months as the Company begins to implement stronger pull through marketing efforts.

Starco Brands, Inc. is a company whose mission is to create behavior-changing products and brands. Our core competency is inventing brands, marketing, building trends, pushing awareness and social marketing. The licensing agreement with The Starco Group provided Starco Brands with certain products on exclusive and royalty-free basis and other products on a non-exclusive and royalty basis; in the following categories: food, household cleaning, air care, spirits and personal care. The Starco Group is predominantly an aerosol and liquid fill private label and branded manufacturer with manufacturing assets in the following verticals: DIY/Hardware, paints, coatings and adhesives, household, air care, disinfectants, automotive, motorcycle, arts & crafts, personal care cosmetics, personal care FDA, sun care, food, cooking oils, beverage, spirits and wine.

The current CEO of The Starco Group, Ross Sklar, was named the CEO of Starco Brands in August of 2017. Mr. Sklar has a long track record of commercializing technology in industrial and consumer markets. Mr. Sklar has built teams of manufacturing personnel, R&D and sales and marketing professionals over the last 20 years and has grown The Starco Group into a successful and diversified manufacturer supplying a wide range of products to some of the largest retailers in the United States.

The Company has conducted extensive research and has identified specific channels to penetrate with its new portfolio of novel technologies. The Company intends to raise capital to assist in launching and marketing these products through debt and equity financing. The Company has begun to execute this vision and has launched the first product line called 'Breathe™', through our manufacturing partner, The Starco Group ("TSG"). Breathe is an environmentally-friendly line of household cleaning aerosol products. It is the world's first aerosol household cleaning line to be approved by the EPA's Safer Choice program. This product line is biodegradable and is propelled by nitrogen, which makes up approximately 80% of the earth's breathable air. Breathe was named Partner of the Year by the EPA's Safer Choice Program for 2018, a tremendous honor.

The Breathe line is predominantly on 300 to 400 stores serviced through UNFI as well as in almost 500 Home Depots through a distributor called Central Garden Excel ("Central"), one of the largest distributors to the DIY/Hardware retail channel. Central will be handling all of the Company's distribution to Home Depot and are currently presenting to others that are considered to be competitive players to Home Depot. The Company has also begun to implement its online sales strategy and Breathe is now available on Amazon. Breathe is currently being presented to a few other national retailers in the United States.

The Company also became the marketer of record for Betterbilts Kleen Out branded drain opener and for the Winona Popcorn Spray. The Company provides marketing services to these brands when needed as per the terms of the agreement. Both products are available in all Walmart stores. Through the Company's relationship with TSG and their marketing partner Deutsch Marketing, the Company launched a new label in June 2019 for Winona Popcorn Spray throughout all Walmart stores. The Company also launched the Winona Popcorn Spray on Amazon through our strategic partner Patter (formally iServe), who is a shareholder in Starco Brands, Inc. The Company expects sales to continue to grow in this space.

In addition, as long as the Company can continue to raise capital the Company plans to launch other products in hair care, food, personal care, spirits and beverages over the next 60 months. Although the initial market reception to our new lines has been encouraging, the Company may encounter a number of hurdles that could prevent this and future product launches from achieving sustained commercial success. Financing growth and launching of new products is key; as if the Company's ability to raise further capital is critical.

We will need to rely on sales of our common stock in order to raise additional capital. The purchasers and manner of issuance will be determined according to our financial needs and the available exemptions to the registration requirements of the Securities Act of 1933. The Company is planning to utilize, as best as possible with limited financing, the services of Deutsch Marketing in order to help support the Company's plan to try and partner with a global media Company to assist with marketing products on a larger level across a variety of media platforms in order to support its current retail and online distribution. The Company is also planning on launching new products over the next year that are viewed as disruptive in their market and leading edge, again as long as their financing plans come to fruition. The Company has now engaged with but has not contracted with, a top investment bank due to the Company's future partnerships and outlook.

The Company's ultimate goal is to become a leading brand owner and third-party marketer of cutting edge technologies in the consumer marketplace whose success is expected to increase shareholder value. The Company will continue to evaluate this and other opportunities to further set its strategy for 2020 and beyond.

For more information please visit our website at [www.starcobrands.com](http://www.starcobrands.com)

**Employees**

The Company currently has no full-time employees but uses independent contractors on an as needed basis.

**Item 1A. RISK FACTORS**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and, as such, are not required to provide the information under this Item; however, due to the current circumstance we have chosen to include the following risk factor.

On January 30, 2020, the World Health Organization declared the coronavirus outbreak a "Public Health Emergency of International Concern" and on March 10, 2020, declared it to be a pandemic. The coronavirus and actions taken to mitigate it have had and are expected to continue to have an adverse impact on the economies and financial markets of many countries, including the geographical area in which the Company operates. While it is unknown how long these conditions will last and what the complete financial effect will be to the company, to date, the Company has not experienced a material impact.

**Item 2. PROPERTIES**

Our principal offices are located at 250 26<sup>th</sup> Street, Suite 200, Santa Monica, California, 90402. We also rent space at 2501 West Burbank Blvd, Suite 201, Burbank, California, 91505.

**Item 3. LEGAL PROCEEDINGS**

On February 18, 2020, the Company received a demand letter from a law firm representing certain individuals who purchased the Breathe brand home cleaning products. The demand letter alleges that the Company has unlawfully, falsely and misleadingly labeled and marketed the Breathe brand of products to consumers in violation of the Consumer Products Safety Act, the Federal Hazardous Substance Act and the FTC Act as well as various California and New York laws. The Company denies any and all claims in the demand letter and intends to defend itself to the fullest extent of the law.

**Item 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

### Item 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Information

Our common stock is listed to trade on the OTC Markets Group OTCQB tier under the symbol "STCB." Any over-the-counter market quotations reflect inter-dealer prices, without retail mark-up, mark-downs or commissions, and may not necessarily represent actual transactions.

Our shares are subject to Section 15(g) and Rule 15c-2 of the Securities and Exchange Act, commonly referred to as the "penny stock" rule. The rule defines penny stock to be any equity security that has a market price less than \$5.00 per share, subject to certain exceptions. These rules may restrict the ability of broker-dealers to trade or maintain a market in our common stock and may affect the ability of shareholders to sell their shares. Broker-dealers who sell penny stocks to persons other than established customers and accredited investors must make a special suitability determination for the purchase of the security. Accredited investors, in general, include individuals with assets in excess of \$1,000,000 (not including their personal residence) or annual income exceeding \$200,000 or \$300,000 together with their spouse, and certain institutional investors. The rules require the broker-dealer to receive the purchaser's written consent to the transaction prior to the purchase and require the broker-dealer to deliver a risk disclosure document relating to the penny stock prior to the first transaction. A broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative, and current quotations for the security. Finally, monthly statements must be sent to customers disclosing recent price information for the penny stocks.

#### Holdings

As of April 8, 2020, we had 151 shareholders of record, which does not include shareholders who hold shares in "street accounts" of securities brokers.



**Dividends**

We have not paid cash or stock dividends and have no present plan to pay any dividends, intending instead to reinvest our earnings, if any. For the foreseeable future, we expect to retain any earnings to finance the operation and expansion of our business and the payment of any cash dividends on our common stock is unlikely.

**Recent Sales of Unregistered Securities**

None

**Issuer Purchase of Securities**

The Company did not repurchase any of its securities during the fiscal year ended December 31, 2019.

**Item 6. SELECTED FINANCIAL DATA**

The registrant is a smaller reporting company, pursuant to Rule 229.10(f)(1), and is not required to report this information.

**Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Results of Operations for the year ended December 31, 2019 compared to the year ended December 31, 2018**

The following information should be read in conjunction with our financial statements and related notes thereto included elsewhere in this Form 10-K.

Revenues

For the year ended December 31, 2019 the Company recorded royalty revenues of \$240,287 compared to \$126,162 for the year ended December 31, 2018, an increase of \$114,125 or 90.4%. The royalty rate that Starco Brands is paid varies on a per product basis and reflects approximately \$1,802,000 of wholesale sales of our branded and non-corporate owned licensed products, which are sold by our manufacturing partner, The Starco Group, Inc. Revenues are from our marketing licensing agreements with The Starco Group, Inc, for various products mentioned above. The increase in the current year is due to an increase of distribution points, as well as an increase in sales turnover on shelves and online.

Operating Expenses

For the year ended December 31, 2019, compensation expense decreased \$37,391, or 17% to \$185,325 compared to \$220,716 for the year ended December 31, 2018. The decrease is due to lower officer compensation expense in the current year. In addition, there was \$31,666 of non-cash stock compensation expense in the prior year for shares issued for services.

For the year ended December 31, 2019, the Company incurred \$45,375 in professional fees compared to \$103,842 in the prior year, a decrease of \$58,467, or 56%. Professional fees are mainly accounting, auditing and legal services associated with our quarterly filings as a public company and advisory and valuation services. The decrease is primarily due to a decrease in legal fees.

For the year ended December 31, 2019, the Company incurred \$159,365 in general and administrative expense as compared to \$250,586 for the prior year, a decrease of \$91,221, or 36.4%. The decrease can be attributed to decreased spending on marketing and public relations as well as an attempt to decrease other smaller administrative expenses to conserve available cash.

Other income and expense

For the year ended December 31, 2019 we had total other income of \$7,814 compared to \$38,697 for the year ended December 31, 2018. For the year ended December 31, 2019, the Company recorded other income from subleasing its office space of \$21,000 and a gain on extinguishment of debt of \$19,434. This was offset by interest expense of \$32,620. For the year ended December 31, 2018, the Company recorded interest income of \$47 and other income from sub leasing its office space of \$16,500. and a gain on extinguishment of debt of \$54,122. This was offset by interest expense of \$31,972.

Net loss

For the year ended December 31, 2019, the Company recorded a net loss of \$139,964 as compared to a net loss of \$441,951 in the prior year, a decrease of \$301,987 or 68.3%. The decrease in net loss is the result of the combination of increased revenue and decreased operating expenses.

**Liquidity and Capital Resources**

As reflected in the accompanying financial statements, the Company has an accumulated deficit of \$16,680,306 at December 31, 2019, had a net loss of \$139,964 and net cash used in operating activities of \$43,382 for year ended December 31, 2019 .

We netted \$47,415 from financing activities for the year ended December 31, 2019 compared to \$4,254 for the year ended December 31, 2018.

We currently require cash of about \$30,000 a month for operating expenses. The Company is close to break-even, but not there yet. Operating expenses include items such as Board Member compensation, administrative costs, insurance, legal and other professional fees, compliance and website maintenance. No cash compensation has ever been paid to the CEO.

We have an outstanding loan of approximately \$300,000 from initial invested capital that requires monthly interest payments of \$2,545.

On January 24, 2020, the Company executed a promissory note for \$100,000 with Ross Sklar, CEO. The note bears interest at 4% per annum, compounded monthly, is unsecured and matures in two years.

### **Critical Accounting Estimates and Policies**

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 the disclosure of contingent assets and liabilities of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Note 2 to the Financial Statements describes the significant accounting policies and methods used in the preparation of the Financial Statements. Estimates are used for, but not limited to, contingencies and taxes. Actual results could differ materially from those estimates. The following critical accounting policies are impacted significantly by judgments, assumptions, and estimates used in the preparation of the Financial Statements.

We are subject to various loss contingencies arising in the ordinary course of business. We consider the likelihood of loss or impairment of an asset or the incurrence of a liability, as well as our ability to reasonably estimate the amount of loss in determining loss contingencies. An estimated loss contingency is accrued when management concludes that it is probable that an asset has been impaired, or a liability has been incurred and the amount of the loss can be reasonably estimated. We regularly evaluate current information available to us to determine whether such accruals should be adjusted.

We recognize deferred tax assets (future tax benefits) and liabilities for the expected future tax consequences of temporary differences between the book carrying amounts and the tax basis of assets and liabilities. The deferred tax assets and liabilities represent the expected future tax return consequences of those differences, which are expected to be either deductible or taxable when the assets and liabilities are recovered or settled. Future tax benefits have been fully offset by a 100% valuation allowance as management is unable to determine that it is more likely than not that this deferred tax asset will be realized.

### **Off-Balance Sheet Arrangements**

We have not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources and would be considered material to investors.

## Recent 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.

Topic 606, *Revenue from Contracts with Customers*, of the Financial Accounting Standards Board's (FASB) Accounting Standards Codification (ASC). The guidance in ASC 606 was originally issued by the FASB in May 2014 in Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers (Topic 606)*. Since then, the FASB has issued several ASUs that have revised or clarified the guidance in ASC 606. The Company has evaluated the impact of this accounting standard update and noted that it has had no material impact.

On June 20, 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2018-07, *Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*. ASU 2018-07 is intended to reduce cost and complexity and to improve financial reporting for share-based payments to nonemployees (for example, service providers, external legal counsel, suppliers, etc.). Under the new standard, companies will no longer be required to value non-employee awards differently from employee awards. Meaning that companies will value all equity classified awards at their grant-date under ASC 718 and forgo revaluing the award after this date. The guidance is effective for interim and annual periods beginning after December 15, 2018.

In January 2017, the Financial Accounting Standards Board ("FASB") issued an Accounting Standards Update ("ASU") 2017-01, *Business Combinations (Topic 805) Clarifying the Definition of a Business*. The amendments in this update clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions or disposals of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The guidance is effective for interim and annual periods beginning after December 15, 2017 and should be applied prospectively on or after the effective date.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. ASU 2016-02 requires lessees to recognize lease assets and lease liabilities on the balance sheet and requires expanded disclosures about leasing arrangements. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018 and interim periods in fiscal years beginning after December 15, 2018, with early adoption permitted. The Company has evaluated the impact of this accounting standard update and noted that it has had no material impact. We recorded an adjustment in January 2019, to both the assets and liabilities to recognize a lease related to office space.

**Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable to smaller reporting companies.

**Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**STARCO BRANDS, INC.**

**INDEX TO FINANCIAL STATEMENTS**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of Starco Brands, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying balance sheets of Starco Brands, Inc. (the Company) as of December 31, 2019 and 2018, and the related statements of operations, stockholders' equity (deficit), and cash flows for each of the years in the two-year period ended December 31, 2019, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

**Consideration of the Company's Ability to Continue as Going Concern**

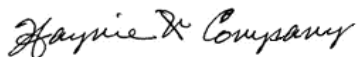
The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As more fully described in Note 3 to the financial statements, the Company has recurring losses, negative working capital and negative cash flows from operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. If the Company is unable to obtain financing, there could be a material adverse effect on the Company.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.



Haynie & Company  
Salt Lake City, Utah  
April 14, 2020

We have served as the Company's auditor since 2016.

**STARCO BRANDS, INC.**  
**BALANCE SHEETS**

	December 31, 2019	December 31, 2018
<b><u>ASSETS</u></b>		
Current Assets:		
Cash	\$ 4,754	\$ 721
Accounts receivable, related party	14,496	17,504
Prepaid and other assets	38,661	25,974
Total Current Assets	57,911	44,199
Right of use lease asset, operating, net	85,077	-
Deposit	3,500	3,500
Total Assets	\$ 146,488	\$ 47,699
<b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>		
Current Liabilities:		
Accounts payable	\$ 188,036	\$ 171,954
Other payables and accruals	284,883	280,914
Accrued compensation	83,900	45,850
Lease obligation	40,806	-
Loans payable – related party	411,862	373,346
Notes payable	35,629	26,731
Total Current Liabilities	1,045,116	898,795
Lease obligation – noncurrent portion	45,632	-
Total Liabilities	1,090,748	898,795
<b><u>Stockholders' Deficit:</u></b>		
Preferred Stock, par value \$0.001 40,000,000 shares authorized, no shares issued and outstanding	-	-
Common Stock, par value \$0.001 300,000,000 shares authorized, 159,090,914 and 159,090,914 shares issued and outstanding, respectively	159,091	159,091
Additional paid in capital	15,576,955	15,530,155
Accumulated deficit	(16,680,306)	(16,540,342)
Total Stockholders' Deficit	(944,260)	(851,096)
Total Liabilities and Stockholders' Deficit	\$ 146,488	\$ 47,699

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



**STARCO BRANDS, INC.**  
**STATEMENTS OF OPERATIONS**

	For the Years Ended December 31,	
	2019	2018
Revenues, net, related party	\$ 240,287	\$ 126,162
Operating Expenses:		
Compensation expense	183,325	220,716
Officer stock compensation	-	31,666
Professional fees	45,375	103,842
General and administrative	159,365	250,586
Total operating expenses	388,065	606,810
Loss from operations	(147,778)	(480,648)
Other Income (Expense):		
Interest expense	(32,620)	(31,972)
Interest income	-	47
Other income	21,000	16,500
Gain on extinguishment of debt	19,434	54,122
Total other income	7,814	38,697
Net Loss	\$ (139,964)	\$ (441,951)
Loss per Share, Basic & Diluted	\$ (0.00)	\$ (0.00)
Weighted Average Shares		
Outstanding, Basic & Diluted	159,090,914	133,511,633

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

**STARCO BRANDS, INC.**  
**STATEMENTS OF STOCKHOLDERS' DEFICIT**

	Common Stock		Additional Paid in Capital	Common Stock to be Issued	Accumulated Deficit	Total
	Shares	Amount				
Balance, December 31, 2017	2,417,569	\$ 2,418	14,965,081	\$ 600,000	\$ (16,098,391)	\$ (530,892)
Shares issued for service	30,300,000	30,300	(22,119)	-	-	8,181
Shares issued to officer and directors for services	117,282,442	117,282	(85,616)	-	-	31,666
Shares issued for stock payable	9,090,903	9,091	590,909	(600,000)	-	-
Contributed services	-	-	81,900	-	-	81,900
Net Loss	-	-	-	-	(441,951)	(441,951)
Balance, December 31, 2018	159,090,914	159,091	15,530,155	-	(16,540,342)	(851,096)
Contributed services	-	-	46,800	-	-	46,800
Net Loss	-	-	-	-	(139,964)	(139,964)
Balance, December 31, 2019	<u>159,090,914</u>	<u>\$ 159,091</u>	<u>\$ 15,576,955</u>	<u>\$ -</u>	<u>\$ (16,680,306)</u>	<u>\$ (944,260)</u>

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



**STARCO BRANDS, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**

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

Starco Brands, Inc. (the "Company") then operating under a different name, was incorporated in the State of Nevada on January 26, 2010, to engage in Direct Response marketing of consumer products with the goal of producing sales through television and/or retail. On September 7, 2017 the Company filed an Amendment to the Articles of Incorporation to change the corporate name to Starco Brands, Inc. The Board determined the change of the Company's name was in the best interests of the Company due to changes in our current and anticipated business operations. In July 2017 the Company entered into a licensing agreement with The Starco Group, located in Los Angeles, California. The Companies pivoted to commercializing novel consumer products manufactured by The Starco Group. The Starco Group is a private label and branded aerosol and liquid fill manufacturer which manufactures DIY/Hardware, paints, coatings and adhesives, household, hair care, disinfectants, automotive, motorcycle, arts & crafts, personal care cosmetics, personal care, FDA, sun care, food, cooking oils, beverage, spirits and wine.

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

*Basis of presentation*

The Company's financial statements have been prepared in accordance with accounting principles generally accepted 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. Actual results could differ from those estimates.

*Concentrations of Credit Risk*

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

Cash equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. There were no cash equivalents for the years ended December 31, 2019 or 2018.

Accounts Receivable

Revenues that have been recognized but not yet received are recorded as accounts receivable. Losses on receivables will be recognized when it is more likely than not that a receivable will not be collected. An allowance for estimated uncollectible amounts will be recognized to reduce the amount of receivables to its net realizable value. The allowance for uncollectible amounts is evaluated quarterly.

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 (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 (3) 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 (3) 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.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's notes payable approximates the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at December 31, 2019.

Property and equipment

Property and equipment are carried at the lower of cost or net realizable value. All Property and equipment with a cost of \$2,000 or greater are capitalized. Major betterments that extend the useful lives of assets are also capitalized. Normal maintenance and repairs are charged to expense as incurred. When assets are sold or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in operations.

Depreciation is computed using the straight-line method over the estimated useful lives of three years.

Revenue recognition

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied.

The Company earns its revenue from the licensing agreements it has with The Starco Group, Inc., ("TSG") a related party. The Company licenses the right to manufacture and sell certain products to TSG. The amount of the licensing revenue received varies depending upon the product and is determined beforehand in each agreement. The Company recognized its revenue only when it receives a report of sales made by TSG to a third party.

### Income taxes

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification (“Section 740-10-25”) with regards to uncertainty income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

### Stock-based Compensation

We account for equity-based transactions with nonemployees under the provisions of ASC Topic No. 505-50, *Equity-Based Payments to Non-Employees* (“ASC 505-50”). ASC 505-50 establishes that equity-based payment transactions with nonemployees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The fair value of common stock issued for payments to nonemployees is measured at the market price on the date of grant. The fair value of equity instruments, other than common stock, is estimated using the Black-Scholes option valuation model. In general, we recognize the fair value of the equity instruments issued as deferred stock compensation and amortize the cost over the term of the contract.

We account for employee stock-based compensation in accordance with the guidance of FASB ASC Topic 718, *Compensation—Stock Compensation*, which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. The fair value of the equity instrument is charged directly to compensation expense and credited to additional paid-in capital over the period during which services are rendered.

Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented.

The Company's diluted loss per share is the same as the basic loss per share for the years ended December 31, 2019 and 2018, as the inclusion of any potential shares would have had an anti-dilutive effect due to the Company generating a loss.

Recently issued accounting pronouncements

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. ASU 2016-02 requires lessees to recognize lease assets and lease liabilities on the balance sheet and requires expanded disclosures about leasing arrangements. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018 and interim periods in fiscal years beginning after December 15, 2018, with early adoption permitted. The Company has adopted this accounting standard update.

On June 20, 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2018-07, *Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*. ASU 2018-07 is intended to reduce cost and complexity and to improve financial reporting for share-based payments to nonemployees (for example, service providers, external legal counsel, suppliers, etc.). Under the new standard, companies will no longer be required to value non-employee awards differently from employee awards. Meaning that companies will value all equity classified awards at their grant-date under ASC718 and forgo revaluing the award after this date. The guidance is effective for interim and annual periods beginning after December 15, 2018.



In November 2019, the FASB issued ASU 2019-10, Financial Instruments—Credit Losses (Topic 326), Derivative and Hedging (Topic 815, and Leases (Topic 841). This new guidance will be effective for annual reporting periods beginning after December 15, 2019, including interim periods within those annual reporting periods. While the Company is continuing to assess the potential impacts of ASU 2019-10, it does not expect ASU 2019-10 to have a material effect on its financial statements.

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 accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has an accumulated deficit of \$16,680,306 at December 31, 2019, had a net loss of \$139,964 and net cash used in operating activities of \$43,382 for the year ended December 31, 2019. The Company's ability to raise additional capital through the future issuances of common stock and/or debt financing is unknown. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

#### NOTE 4 – PROPERTY AND EQUIPMENT

Furniture fixtures and equipment, stated at cost, less accumulated depreciation at December 31 consisted of the following:

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Equipment	\$ 16,574	\$ 16,574
Furniture	16,701	16,701
Computers & Hardware	5,187	5,187
Less: accumulated depreciation	(38,462)	(38,462)
Property and equipment, net	\$ <u>-</u>	\$ <u>-</u>

Depreciation expense

Depreciation expense for the years ended December 31, 2019 and 2018 was \$0 and \$0, respectively.

**NOTE 5 – NOTES PAYABLE**

The Company had two financing loans for its Director and Officer Insurance (“D&O”), both of which expired in the third quarter of 2018 and were replaced with a new single loan. The D&O was renewed, and a new financing agreement obtained in September 2019. As of December 31, 2019 and 2018 the loan had a balance of \$32,329 and \$45,663, respectively. The new loan bears interest at 6.97% and is due within one year.

During the fourth quarter of 2018 a third party loaned the Company \$3,300 to pay for general operating expenses. The loan is unsecured, non-interest bearing and due on demand.

**NOTE 6 – OPERATING LEASE**

The Company currently occupies office space in Burbank, California. The Company signed a three-year lease starting January 1, 2016. The lease has been extended for an additional three-year term. Current monthly lease payments are \$3,742 with yearly increases. The lease required a deposit of \$3,500 which was paid on December 10, 2015. The lease is being accounted for under ASU 2016-02 Leases (Topic 842). The company recorded an initial Right of Use of Asset and Lease Obligation of \$122,825. As of December 31, 2019, the Company has accrued rent due of \$21,653 and a Lease Obligation of \$86,438.

<u>Asset</u>	<u>Balance Sheet Classification</u>	December 31, 2019
Operating lease asset	Right of use asset	\$ 85,077
Total lease asset		\$ 85,077
<u>Liability</u>		
Operating lease liability – current portion	Current operating lease liability	\$ 40,806
Operating lease liability – noncurrent portion	Long-term operating lease liability	45,632
Total lease liability		<u>\$ 86,438</u>

Lease obligations at December 31, 2019 consisted of the following:

<u>For the year ended December 31:</u>	
2020	\$ 46,255
2021	47,642
Total payments	\$ 93,897
Amount representing interest	\$ (7,459)
Lease obligation, net	86,438
Less current portion	(40,806)
Lease obligation – long term	<u>\$ 45,632</u>

The lease expense for the year ended December 31, 2019 was \$44,908, which consisted of amortization expense of \$36,388 and interest expense of \$8,520.

The cash paid under this operating lease during the year ended December 31, 2019 was \$40,923. At December 31, 2019, the weighted average remaining lease term is 2 years and the weighted average discount rate is 8%.

#### **NOTE 7 – COMMITMENTS & CONTINGENCIES**

##### **Investment Agreement**

On July 9, 2014, the Board of Directors approved an investment arrangement with an individual. Per the terms of the agreement, the investor transferred \$150,000 to the Company for which he was entitled to the following: \$1 per unit sold of a fitness product through all retail outlets including online and retail shopping shows until the investment was paid back in full. Once the original investment was recouped the investor shall then receive a 2% royalty in perpetuity on all future retail sales of the fitness product. The investment remains with the Company and is disclosed as an accrued liability on the balance sheet. Since the product for which the investment was intended was never produced this agreement is being renegotiated.

#### **NOTE 8 – RELATED PARTY TRANSACTIONS**

During the year ended December 31, 2017, Sanford Lang, the Company's Chairman and former CEO, advanced the Company \$289,821 to pay for general operating expenses, his and Martin Goldrod's personal compensation. The advances are uncollateralized, require a monthly interest payment of \$2,545 and due on demand.

On February 26, 2018, the Board approved the issuance of 117,282,442 shares of common stock to its officers and directors for services rendered at a price per share of \$0.00027 for total non-cash expense of \$31,666.

As of December 31, 2019, the Company owed The Starco Group, Inc, ("TSG") \$72,843 for expenses paid by The Starco Group on behalf of the Company for expenses to launch licensed brands. Once royalties exceed \$250,000 in the aggregate, TSG will deduct the incurred expenses from the subsequent royalty payments until TSG is paid in full. In addition, the Company owes TSG an additional \$47,129 for expenses paid on behalf of the Company or funds advanced to the Company to pay for other operating expenses.

As of December 31, 2019, the Company owes the CEO and Chairman \$1,500 and \$568, respectively, for cash advances to the Company.

During the years ended December 31, 2019 and 2018, the Company recognized royalty income of \$240,287 and \$126,162, respectively and had a \$14,496 receivable from The Starco Group. The Company licenses the right to manufacture and sell certain products to TSG. Mr. Sklar, CEO, is the founder and current CEO of TSG.

**NOTE 9 – STOCK WARRANTS**

A summary of the status of the Company's outstanding stock warrants and changes during the years is presented below:

	Shares available to purchase with warrants	Weighted Average Price	Weighted Average Fair Value
Outstanding, December 31, 2017	2,000,000	\$ 1.05	\$ 0.003
Issued	-	\$ -	\$ -
Exercised	-	\$ -	\$ -
Cancelled	-	\$ -	\$ -
Expired	-	\$ -	\$ -
Outstanding, December 31, 2018	2,000,000	\$ 1.05	\$ 0.003
Issued	-	\$ -	\$ -
Exercised	-	\$ -	\$ -
Cancelled	-	\$ -	\$ -
Expired	-	\$ -	\$ -
Outstanding, December 31, 2019	<u>2,000,000</u>	<u>\$ 1.05</u>	<u>\$ 0.003</u>
Exercisable, December 31, 2019	<u>2,000,000</u>	<u>\$ 1.05</u>	<u>\$ 0.003</u>

**NOTE 10 – STOCKHOLDERS' EQUITY (DEFICIT)**

On February 26, 2018, the Board of Directors of Starco Brands, Inc. approved the issuance of an aggregate of 30,300,000 post-reverse shares of common stock to 16 third parties in consideration for services valued at \$8,181.

On April 3, 2018, the Board approved warrants, previously issued in 2017, to purchase 2,000,000 shares of common stock pursuant to the terms of the settlement and general release agreement with Carwash, LLC (Note 9).

In April 2018, the Company issued 9,090,903 shares of common stock to four investors for the \$600,000 previously received and credited to common stock to be issued.

**NOTE 11 – INCOME TAX**

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company has evaluated Staff Accounting Bulletin No. 118 regarding the impact of the decreased tax rates of the Tax Cuts & Jobs Act. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. The U.S. federal income tax rate of 21% and 5% for state is being used.

Net deferred tax assets consist of the following components as of December 31:

	2019	2018
Deferred Tax Assets:		
NOL Carryover	\$ 1,295,500	\$ 1,282,700
Related party accrual	75,400	75,400
Depreciation	(5,100)	
Payroll accrual	21,800	11,900
Deferred tax liabilities:		
Less valuation allowance	(1,387,600)	(1,370,000)
Net deferred tax assets	\$ <u>-</u>	\$ <u>-</u>

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income from continuing operations for the period ended December 31, due to the following:

	<u>2019</u>	<u>2018</u>
Book loss	\$ (36,300)	\$ (114,900)
Meals and entertainment	600	1,000
Depreciation	(100)	
Other nondeductible expenses	12,100	39,300
Accrued payroll	9,900	58,900
Valuation allowance	13,800	15,700
	<u>\$ -</u>	<u>\$ -</u>

At December 31, 2019, the Company had net operating loss carry forwards of approximately \$4,983,000 that may be offset against future taxable income from the year 2020 to 2039. No tax benefit has been reported in the December 31, 2019 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for Federal Income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2015.

#### **NOTE 12 – SUBSEQUENT EVENTS**

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

On January 24, 2020, the Company executed a promissory note for \$100,000 with Ross Sklar, CEO. The note bears interest at 4% per annum, compounded monthly, is unsecured and matures in two years.

On February 18, 2020, the Company received a demand letter from a law firm representing certain individuals who purchased the Breathe brand home cleaning products. The demand letter alleges that the Company has unlawfully, falsely and misleadingly labeled and marketed the Breathe brand of products to consumers in violation of the Consumer Products Safety Act, the Federal Hazardous Substance Act and the FTC Act as well as various California and New York laws. The Company denies any and all claims in the demand letter and intends to defend itself to the fullest extent of the law.

**Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None

**Item 9A. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act) as of the end of the period covered by this report. The disclosure controls and procedures ensure that all information required to be disclosed by us in the reports that we file or submit under the Exchange Act is: (i) recorded, processed, summarized and reported, within the time periods specified in the SEC's rule and forms; and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer as appropriate to allow timely decisions regarding required disclosure. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2019, these disclosure controls and procedures were not effective.

**Management's Annual Report on Internal Control over Financial Reporting**

Our management is responsible to establish and maintain adequate internal control over financial reporting. Our Chief Executive Officer and Chief Financial Officer are responsible to design or supervise a process that provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The policies and procedures include:

- maintenance of records in reasonable detail to accurately and fairly reflect the transactions and dispositions of assets,
- reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and directors, and
- reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on our financial statements.



Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our internal control over financial reporting as of the end of the period December 31, 2019. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in Internal Control – Integrated Framework. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the fiscal year December 31, 2019, our internal control over financial reporting were not effective at that reasonable assurance level. The following aspects of the Company were noted as potential material weaknesses:

- lack of an audit committee
- lack of corporate documentation

#### **Changes in Internal Controls over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or reasonably likely to materially affect, our internal control over financial reporting.

#### **Attestation Report of Independent Public Accounting Firm**

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting because as a smaller reporting company we are not subject to attestation by our independent registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit us to provide only management’s report in this annual report.

#### **Item 9B. OTHER INFORMATION**

None.

**PART III**

**Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

**Directors and Executive Officers**

The following table sets forth the names and ages of our current directors and named executive officers. Our bylaws require at least four directors to serve until the earlier occurrence of the election of his or her successor at the next meeting of stockholders, death, resignation or removal by the Board of Directors. Our executive officers are appointed by our board of directors and serve at its discretion. There are no family relationships among our directors, executive officers, director nominees.

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Term of Director</b>
Ross Sklar	44	President, CEO and Director	August 2015 until next annual meeting
Sanford Lang	74	Chairman of the Board	January 2010 until next annual meeting
Martin Goldrod	78	Director	January 2010 until next annual meeting
Rachel Boulds	50	Chief Financial Officer	

Ross Sklar was appointed to fill a vacancy on our Board on August 13, 2015. Mr. Sklar is the founder and current Chief Executive Officer of The Starco Group, located in Los Angeles, California. On August 9, 2017 Mr. Sklar was appointed President and Chief Executive Officer of Starco Brands. He started The Starco Group in January 2010. The Starco Group is a diversified aerosol and liquid fill producer of private label and branded industrial and consumer products that manufactures for almost every consumer category. For over 15 years Mr. Sklar has developed technology in industrial and consumer markets. He holds a Bachelor's degree in Political Science from the University of Manitoba.

Sanford Lang was a co-founder of Insynergy Products, Inc., now Starco Brands, and has served as its Chief Executive Officer from January 2010 when the Company was incorporated, to August 9, 2017; and as Chairman of its Board of Directors from January 2010 to the present. From January 2007 to October 2009, Mr. Lang was President of Xstatic Corporation, a company involved in the development, marketing and sale of retail products designed to improve strength, balance and flexibility. Mr. Lang was responsible for planning and implementation of all marketing for products, including the scripting and shooting of video campaigns for the Products. Mr. Lang also has approximately 30 years' experience as an executive in the movie industry.

Martin Goldrod is a co-founder of Insynergy Products, Inc., now Starco Brands, and served as its President and Chief Operating Officer, as well as on the Board of Directors, from January 2010 when the Company was incorporated, until late 2017. From January 2010 until March 2015 he served as the Company's Chief Financial Officer. From January 2007 to October 2009, Mr. Goldrod was Vice President of Xstatic Corporation, a company involved in the development, marketing and sale of retail products designed to improve strength, balance and flexibility. Mr. Goldrod was responsible for accounting and budgeting for Xstatic Corporation. Mr. Goldrod has an Associate of Arts degree from City College of San Francisco along with a certificate in Financial Planning from UCLA Extension. For approximately 30 years Mr. Goldrod was an executive in the music industry.

Rachel Boulds was appointed as Chief Financial Officer of the Company on March 6, 2015. She has been a Certified Public Accountant since September 2005. Since July 2009 to the present she has been the independent owner-operator of a Utah Professional Limited Liability Company that provides accounting services to companies. Her firm provides contract Chief Financial Officer, controllership, financial reporting, audit consulting, bookkeeping, and business operation consulting services to various public and private companies. Typical services include preparation of period-end financial statements, footnotes and Management Discussion and Analysis in conformity with US GAAP and SEC reporting rules, as well as consultation on complex accounting matters and working closely with client staff, auditors and legal counsel to prepare, review and file periodic public financial information, including Forms 10-K and 10-Q.

#### **Involvement in Certain Legal Proceedings**

None of our officer nor directors, promoters or control persons have been involved in the past ten years in any of the following:

- (1) Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- (2) Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- (3) Being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, or any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or
- (4) Being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

## Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and persons who own more than ten percent of our common stock, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock. Officers, directors and ten-percent or greater beneficial owners are required by SEC regulations to furnish us with copies of all Section 16(a) reports they file. Based upon a review of those forms and representations regarding the need for filing for the year ended December 31, 2019, we believe all necessary forms have been filed.

## Corporate Governance

We do not have a standing nominating committee for directors, nor do we have an audit committee with an audit committee financial expert serving on that committee. Our entire board of directors, including Messrs. Sanford, Goldrod and Sklar, act as our nominating and audit committee.

## Code of Ethics

The Company has not adopted a Code of Ethics.

## Item 11. EXECUTIVE COMPENSATION

The following table provides information as to cash compensation of all executive officers of the Company, for each of the Company's last two fiscal years.

### SUMMARY COMPENSATION TABLE

Name and principal position	Year	Salary (\$)(1)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Ross Sklar, CEO	2019	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
	2018	\$0	\$0	\$26,239	\$0	\$0	\$0	\$0	\$26,239
Sanford Lang, Former CEO	2019	\$65,600	\$0	\$0	\$0	\$0	\$0	\$0	\$65,600
	2018	\$71,400	\$0	\$4,860	\$0	\$0	\$0	\$0	\$76,260
Martin Goldrod, COO	2019	\$20,250	\$0	\$	\$0	\$0	\$0	\$0	\$20,250
	2018	\$22,900	\$0	\$540	\$0	\$0	\$0	\$0	\$23,440
Rachel Boulds, CFO	2019	\$9,000	\$0	\$0	\$0	\$0	\$0	\$0	\$9,000
	2018	\$9,500	\$0	\$27	\$0	\$0	\$0	\$0	\$9,527

(1) Amounts indicated are cash payments. Officers may have accrued unpaid salary

## Employment Agreements

We have no formal employment agreements in place at this time.

## DIRECTOR COMPENSATION

The Company does not have any arrangement for compensation of our directors for any services provided as director, including services for committee participation or for special assignments.

## Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

### Securities Under Equity Compensation Plans

The Company does not have any securities authorized for issuance under any equity compensation plans approved by our shareholders and any equity compensation plans not approved by our shareholders as of December 31, 2019.

### Beneficial Ownership

The following table lists the beneficial ownership of our outstanding common stock by our management and each person or group known to us to own beneficially more than 5% of our voting common stock. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Based on these rules, two or more persons may be deemed to be the beneficial owners of the same securities. Except as indicated by footnote, the persons named in the table below have sole voting power and investment power with respect to the shares of common stock shown as beneficially owned by them. The percentage of beneficial ownership is based on 159,090,914 shares of common stock outstanding as of April 8, 2020.

#### MANAGEMENT

Title of Class	Name of Beneficial Owner	Amount of Beneficial Ownership	Percent of Class
Common Stock	Sanford Lang	15,926,843 (1)	10.0%
Common Stock	Martin Goldrod	1,995,417	1.3%
Common Stock	Rachel Boulds	100,833	0.0%
Common Stock	Ross Sklar	93,716,226	58.9%
	Directors and executive officers as a group (4 persons)	111,739,319	70.2%

(1) Represents 15,910,176 shares by Mr. Lang, 16,667 shares held by his spouse and 333 shares held by a child living with him.

### Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

#### Related Party Transactions

*The following information summarizes transactions we have either engaged in for the past two fiscal years or propose to engage in, involving our executive officers, directors, more than 5% stockholders, or immediate family members of these persons. These transactions were negotiated between related parties without "arm's length" bargaining and, as a result, the terms of these transactions may be different than transactions negotiated between unrelated persons.*

During the year ended December 31, 2017, Sanford Lang, the Company's Chairman and former CEO, advanced the Company \$289,821 to pay for general operating expenses, his and Martin Goldrod's personal compensation. The advances are uncollateralized, require a monthly interest payment of \$2,545 and due on demand.

On February 26, 2018, the Board approved the issuance of 117,282,442 shares of common stock to its officers and directors for services rendered at a price per share of \$0.00027 for total non-cash expense of \$31,666.

As of December 31, 2019, the Company owed The Starco Group, Inc. ("TSG") \$72,843 for expenses paid by The Starco Group on behalf of the Company for expenses to launch licensed brands. Once royalties exceed \$250,000 in the aggregate, TSG will deduct the incurred expenses from the subsequent royalty payments until TSG is paid in full. In addition, the Company owes TSG an additional \$34,450 for expenses paid on behalf of the Company or funds advanced to the Company to pay for other operating expenses.

As of December 31, 2019, the Company owes the CEO and Chairman \$1,500 and \$568, respectively, for cash advances to the Company.

During the years ended December 31, 2019, the Company recognized royalty income of \$240,287 and \$126,162, respectively and had a \$14,496 receivable from The Starco Group.

## **Director Independence**

At this time the Company does not have a policy that its directors or a majority be independent of management. The Company has at this time only three directors. It is the intention of the Company to implement a policy in the future that a majority of the Board member be independent of the Company's management as the members of the board of director's increases after implementation of the Company's business plan.

## **Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

### **Audit Fees**

The following table presents the aggregate fees billed for each of the last two fiscal years by Haynie & Company, our Independent Registered Public Accounting Firm, in connection with the audit of our financial statements and other professional services rendered by those accounting firms.

	2019	2018
Audit fees	\$ 31,000	\$ 34,180
Audit-related fees	\$ -	\$ -
Tax fees	\$ 2,500	\$ 2,400
All other fees	\$ -	\$ -

Audit fees represent fees for professional services rendered by our principal accountants for the audit of our annual financial statements and review of the financial statements included in our Forms 10-Q or services that are normally provided by our principal accountants in connection with statutory and regulatory filings or engagements.

Audit-related fees represent professional services rendered for assurance and related services by the accounting firm that are reasonably related to the performance of the audit or review of our financial statements that are not reported under audit fees.

Tax fees represent professional services rendered by the accounting firm for tax compliance, tax advice, and tax planning.

All other fees represent fees billed for products and services provided by the accounting firm, other than the services reported for the other three categories.

## Pre-Approval Policies

Our audit committee makes recommendations to our board of directors regarding the engagement of an auditor. Our board of directors approves the engagement of the auditor before the firm renders audit and non-audit services. Our audit committee does not rely on pre-approval policies and procedures.

### PART IV

## ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

### *(a)(1) Financial Statements*

The audited financial statements of Starco Brands, Inc. are included in this report under Item 8.

### *(a)(2) Financial Statement Schedules*

All financial statement schedules are included in the footnotes to the financial statements or are inapplicable or not required.

### *(a)(3) Exhibits*

The following documents have been filed as part of this report.

#### **Exhibit**

<b><u>No.</u></b>	<b><u>Description</u></b>
<a href="#">3(i)*</a>	Articles of Incorporation (incorporated by reference to exhibit 3.0 Form S-1 file No. 333-179262, filed January 31, 2012)
<a href="#">3(ii)*</a>	By-laws of Starco Brands, Inc., as amended August 13, 2015 (incorporated by reference to exhibit 3(ii) Form 8-K filed August 20, 2015)
<a href="#">31.1</a>	Chief Executive Officer Certification
<a href="#">31.2</a>	Chief Financial Officer Certification
<a href="#">32.1</a>	Section 1350 Certification
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Label Linkbase Document
101.PRE	XBRL Taxonomy Presentation Linkbase Document

\*Previously filed



## SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Starco Brands, Inc.

By: /s/ Ross Sklar  
Ross Sklar  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Ross Sklar</u> Ross Sklar	Chief Executive Officer, Director	April 14, 2020
<u>/s/ Martin Goldrod</u> Martin Goldrod	Director and Secretary/Treasurer	April 14, 2020
<u>/s/ Rachel Boulds</u> Rachel Boulds	Chief Financial Officer	April 14, 2020
<u>/s/ Sanford Lang</u> Sanford Lang	Chairman of the Board and Director	April 14, 2020

**CHIEF EXECUTIVE OFFICER CERTIFICATION**

I, Ross Sklar, hereby certify that:

- (1) I have reviewed this annual report on Form 10-K for the year ended December 31, 2019 (the "report") of Starco Brands, Inc.;
- (2) Based on my knowledge, this report 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 report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 13, 2020

*/s/Ross Sklar*  
Chief Executive Officer

**CHIEF FINANCIAL OFFICER CERTIFICATION**

I, Rachel Boulds, hereby certify that:

- (1) I have reviewed this annual report on Form 10-K for the year ended December 31, 2019 (the "report") of Starco Brands, Inc.;
- (2) Based on my knowledge, this report 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 report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 13, 2020

*/s/ Rachel Boulds*  
Chief Financial Officer

**STARCO BRANDS, INC.**

CERTIFICATION OF PERIODIC REPORT

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

18 U.S.C. Section 1350

The undersigned executive officers of Starco Brands, Inc. certify pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

- the annual report on Form 10-K of the Company for the year ended December 31, 2019, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 13, 2020

/s/Ross Sklar

Ross Sklar  
Chief Executive Officer

/s/ Rachel Boulds

Rachel Boulds  
Chief Financial Officer



**CHIEF EXECUTIVE OFFICER CERTIFICATION**

I, Ross Sklar, hereby certify that:

- (1) I have reviewed this annual report on Form 10-K for the year ended December 31, 2019 (the "report") of Starco Brands, Inc.;
- (2) Based on my knowledge, this report 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 report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 13, 2020

*/s/Ross Sklar*  
Chief Executive Officer

**CHIEF FINANCIAL OFFICER CERTIFICATION**

I, Rachel Boulds, hereby certify that:

- (1) I have reviewed this annual report on Form 10-K for the year ended December 31, 2019 (the "report") of Starco Brands, Inc.;
- (2) Based on my knowledge, this report 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 report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 13, 2020

*/s/ Rachel Boulds*  
Chief Financial Officer

**STARCO BRANDS, INC.**

CERTIFICATION OF PERIODIC REPORT

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
18 U.S.C. Section 1350

The undersigned executive officers of Starco Brands, Inc. certify pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

- the annual report on Form 10-K of the Company for the year ended December 31, 2019, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 13, 2020

/s/ Ross Sklar

Ross Sklar  
Chief Executive Officer

/s/ Rachel Boulds

Rachel Boulds  
Chief Financial Officer