

Kallo Inc.
Form 10-Q
May 15, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

- QUARTERLY REPORT UNDER TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY
PERIOD ENDED MARCH 31, 2012
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission file number 000-53183

KALLO INC.
Formerly, Diamond Technologies Inc.
(Exact name of registrant as specified in its charter)

NEVADA
(State or other jurisdiction of incorporation or organization)

15 Allstate Parkway, Suite 600
Markham, Ontario
Canada L3R 5B4
(Address of principal executive offices, including zip code.)

(416) 246-9997
(telephone number, including area code)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 last 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (SS 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller Reporting Company

(Do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicated the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

142,782,976 as of May 11, 2012.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

KALLO INC.
(formerly Diamond Technologies, Inc.)
(A Development Stage Company)
Condensed Consolidated Balance Sheets

| ASSETS | March 31, 2012 (unaudited) | December 31, 2011 |
|---|----------------------------------|-------------------------|
| Current Assets: | | |
| Cash | \$ 261,788 | \$ 15,821 |
| Prepaid expenses | 358,393 | 78,768 |
| Other receivables | 52,851 | 37,571 |
| Total Current Assets | 673,032 | 132,160 |
| Copyrights | 865,000 | 865,000 |
| Equipment, net | 143,968 | 166,110 |
| TOTAL ASSETS | \$ 1,682,000 | \$ 1,163,270 |
| LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY) | | |
| Current Liabilities: | | |
| Accrued liabilities-other | \$ 1,141,864 | \$ 1,253,283 |
| Accrued officers' salaries | 175,000 | 175,000 |
| Acquisition cost payable (Note 6) | 48,197 | 56,502 |
| Current portion of obligations under capital leases (Note 7) | 98,617 | 94,377 |
| Total Current Liabilities | 1,463,678 | 1,579,162 |
| Obligations Under Capital Leases (Note 7) | 60,099 | 83,179 |
| Deposit for shares to be issued | - | 394,474 |
| TOTAL LIABILITIES | 1,523,777 | 2,056,815 |
| Commitments and Contingencies (Note 7) | | |
| Going Concern (Note 1) | | |
| Related Party Transactions (Note 5) | | |
| Stockholders' Equity (Deficiency) (Note 3) | | |
| Preferred stock, \$0.00001 par value, 100,000,000 shares authorized, none issued and outstanding | - | - |
| Common stock, \$0.00001 par value, 500,000,000 (December 31, 2011 – 500,000,000) shares authorized, 142,782,976 and 113,072,632 shares issued and outstanding at March 31, 2012 and December 31, 2011, respectively. | 1,427 | 1,131 |
| Additional paid-in capital | 10,452,170 | 8,862,522 |

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| | | |
|---|---------------------|---------------------|
| Deficit accumulated during the development stage | (10,295,374) | (9,757,198) |
| Total Stockholders' Equity (Deficiency) | 158,223 | (893,545) |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ 1,682,000 | \$ 1,163,270 |

See accompanying notes to the unaudited condensed consolidated financial statements

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KALLO INC.
(formerly Diamond Technologies, Inc.)
(A Development Stage Company)
Condensed Consolidated Statements of Operations and Comprehensive Loss
(Unaudited)

| | Three Months Ended March 31, | | December 12, 2006 (inception) to March 31, 2012 |
|--|---------------------------------|--------------|---|
| | 2012 | 2011 | |
| Revenue | \$ - | \$ - | \$ 15,887 |
| Cost of Revenue | - | - | 12,840 |
| Gross Profit | - | - | 3,047 |
| Expenses | | | |
| General and administration | 433,194 | 267,467 | 8,616,663 |
| Selling and marketing | 53,261 | 196,480 | 572,118 |
| Software development costs | - | 438,800 | 824,292 |
| Foreign exchange loss | 3,582 | 12,813 | (21,102) |
| Depreciation | 22,142 | 18,747 | 129,453 |
| Interest and financing costs | 25,997 | 5,142 | 170,467 |
| Loss on disposal of equipment | - | - | 6,530 |
| | 538,176 | 939,449 | 10,298,421 |
| Net Loss and Comprehensive Loss | \$ (538,176) | \$ (939,449) | \$ (10,295,374) |
| Basic and diluted net loss per share | | | |
| | \$ (0.004) | \$ (0.022) | |
| Weighted average shares used in calculating | | | |
| Basic and diluted net loss per share | 123,588,531 | 42,462,944 | |

See accompanying notes to the unaudited condensed consolidated financial statements

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KALLO INC.
(formerly Diamond Technologies, Inc.)
(A Development Stage Company)
Condensed Consolidated Statements of Changes in Stockholders' Equity (Deficiency)
For the three month period ended March 31, 2012 and the period December 12, 2006 (inception)
through March 31, 2012

| | Preferred Stock \$.00001 par value | | Common Stock \$.00001 par value | | Additional Paid-In Capital | Deficit Accumulated During the Development Stage | Total Stockholders' Equity (Deficiency) |
|--|--|--------|------------------------------------|--------|----------------------------------|--|--|
| | Shares | Amount | Shares | Amount | | | |
| Balance December 12, 2006 (Inception) | - | \$ - | - | \$ - | \$ - | \$ - | \$ - |
| Issuance of common shares | - | - | 15,000,000 | 150 | (100) | - | 50 |
| Net loss | - | - | - | - | - | (18,500) | (18,500) |
| Balance December 31, 2006 | - | - | 15,000,000 | 150 | (100) | (18,500) | (18,450) |
| Issuance of common shares | - | - | 1,721,502 | 17 | 172,608 | - | 172,625 |
| Net loss | - | - | - | - | - | (232,602) | (232,602) |
| Balance December 31, 2007 (Audited) | - | - | 16,721,502 | 167 | 172,508 | (251,102) | (78,427) |
| Net loss | - | - | - | - | - | (65,770) | (65,770) |
| Balance December 31, 2008 (Audited) | - | - | 16,721,502 | 167 | 172,508 | (316,872) | (144,197) |
| Shares issued for Rophe Acquisition | - | - | 6,000,000 | 60 | 765,240 | - | 765,300 |
| Issuance of common shares | - | - | 150,000 | 2 | 14,998 | - | 15,000 |
| Stock based compensation | - | - | - | - | 7,500 | - | 7,500 |
| Net Loss | - | - | - | - | - | (440,374) | (440,374) |
| Balance December 31, 2009 (Audited) | - | - | 22,871,502 | 229 | 960,246 | (757,246) | 203,229 |
| Issuance of common shares | - | - | 1,133,664 | 12 | 170,038 | - | 170,050 |
| Issuance of units, consisting of common shares and common share warrants | - | - | 1,580,000 | 16 | 394,984 | - | 395,000 |

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| | | | | | | | |
|--|---|------|-------------|----------|---------------|-----------------|--------------|
| Shares issued to officers and directors | - | - | 13,500,000 | 135 | 3,374,865 | - | 3,375,000 |
| Net Loss | - | - | - | - | - | (3,662,252) | (3,662,252) |
| Balance December 31, 2010 (Audited) | - | \$ - | 39,085,166 | \$ 392 | \$ 4,900,133 | \$ (4,419,498) | \$ 481,027 |
| Issuance of common shares | - | - | 13,604,132 | 136 | 718,558 | - | 718,694 |
| Shares issued to officers, directors, employees and others | - | - | 58,500,000 | 585 | 3,124,415 | - | 3,125,000 |
| Shares issued for repayment of consulting fees | - | - | 1,000,000 | 10 | 69,990 | - | 70,000 |
| Settlement of accounts payable by common shares | - | - | 883,334 | 8 | 49,426 | - | 49,434 |
| Net Loss | - | - | - | - | - | (5,337,700) | (5,337,700) |
| Balance December 31, 2011 (Audited) | - | \$ - | 113,072,632 | \$ 1,131 | \$ 8,862,522 | \$ (9,757,198) | \$ (893,545) |
| Issuance of common shares | - | - | 23,016,963 | 230 | 1,150,618 | - | 1,150,848 |
| Shares issued to employees and others | - | - | 1,193,381 | 11 | 53,158 | - | 53,169 |
| Shares issued for repayment of consulting fees | - | - | 5,000,000 | 50 | 349,950 | - | 350,000 |
| Settlement of accounts payable by common shares | - | - | 500,000 | 5 | 35,922 | - | 35,927 |
| Net Loss | - | - | - | - | - | (538,176) | (538,176) |
| Balance March 31, 2012 (Unaudited) | | \$ | 142,782,976 | \$ 1,427 | \$ 10,452,170 | \$ (10,295,374) | \$ 158,223 |

See accompanying notes to the unaudited condensed consolidated financial statements

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KALLO INC.
(formerly Diamond Technologies, Inc.)
(A Development Stage Company)
Condensed Consolidated Statements of Cash Flows
(Unaudited)

| | Three Months Ended March 31, | | December 12, 2006 (inception) to March 31, 2012 |
|---|---------------------------------|------------------|---|
| | 2012 | 2011 | |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Net Loss | \$ (538,176) | \$ (939,449) | \$(10,295,374) |
| Adjustment to reconcile net loss to cash used in operating activities: | | | |
| Depreciation | 22,142 | 18,747 | 129,453 |
| Stock based compensation | 47,988 | 399,600 | 5,943,515 |
| Write-off of deferred financing costs | - | - | 66,064 |
| Extinguishment loss on revision of terms of loan conversion into shares | - | - | 37,404 |
| Loss on disposal of equipment | - | - | 6,530 |
| Non-cash interest accrued | - | - | 3,336 |
| Non-cash settlement of expenses | 355,181 | - | 368,414 |
| Changes in operating assets and liabilities: | | | |
| Increase in other receivables | (15,280) | - | (52,851) |
| Increase in prepaid expenses | (279,625) | - | (301,626) |
| Increase/(Decrease) in accrued liabilities and officers' salaries | (83,797) | 185,165 | 1,773,563 |
| NET CASH USED IN OPERATING ACTIVITIES | (491,567) | (335,937) | (2,321,572) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Cash acquired in Rophe acquisition | - | - | 300 |
| Purchase of equipment | - | - | (14,418) |
| NET CASH USED IN INVESTING ACTIVITIES | - | - | (14,118) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Stockholder advances/(repayments) | - | - | 41,957 |
| Proceeds from sale of common stock, net | 756,374 | 400 | 2,273,114 |
| Proceeds for shares to be issued | - | - | 394,474 |
| Deferred financing costs | - | - | (26,064) |
| Repayment of obligations under capital leases | (18,840) | (16,894) | (128,003) |
| Proceeds from loans payable | - | 336,600 | 42,000 |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | 737,534 | 320,106 | 2,597,478 |
| NET (DECREASE) INCREASE IN CASH | 245,967 | (15,831) | 261,788 |
| CASH - BEGINNING OF PERIOD | 15,821 | 59,169 | - |
| CASH - END OF PERIOD | \$ 261,788 | \$ 43,338 | \$ 261,788 |

SUPPLEMENTAL CASH FLOW INFORMATION

| | | | | |
|---------------|----|---|----|-------|
| Interest paid | \$ | - | \$ | 8,851 |
|---------------|----|---|----|-------|

SUPPLEMENTAL SCHEDULE OF NON-CASH
INVESTING
AND FINANCING ACTIVITIES

| | | | | | | |
|--|----|---|----|---|----|---------|
| Accounts payable as partial consideration for Rophe acquisition | \$ | - | \$ | - | \$ | 100,000 |
| Common stock issued as partial consideration for Rophe acquisition | \$ | - | \$ | - | \$ | 765,300 |
| Acquisition of equipment under capital lease obligations | \$ | - | \$ | - | \$ | 265,706 |
| Conversion of loans payable | \$ | - | \$ | - | \$ | 680,207 |

See accompanying notes to the unaudited condensed consolidated financial statements

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KALLO INC.
(formerly Diamond Technologies, Inc.)
(A Development Stage Company)
Notes to Condensed Consolidated Financial Statements
(unaudited)

NOTE 1 – ORGANIZATION AND GOING CONCERN

Organization

Kallo Inc. (the “Company” or “Kallo”), formerly, Diamond Technologies, Inc., a development stage company, was incorporated in Nevada on December 12, 2006. The Company originally offered media, inks, printing, and graphic design services to the large format digital printing industry. The Company’s fiscal year ends on December 31st. On December 31, 2009, Kallo entered into an agreement with Rophe Medical Technologies Inc. and its shareholders (collectively “Rophe”) wherein Kallo acquired all of the issued and outstanding shares of common stock of Rophe. As a result of the Rophe transaction, Kallo changed its business focus from selling printing equipment to manufacturing and developing software designed to taking medical information from many sources, and then depositing it into a single source as an electronic medical record for each patient. On January 14, 2011, Kallo Inc. was incorporated in Nevada and merged into Diamond Technologies Inc., at which point the Company changed its name to Kallo Inc.

On December 10, 2010, the Company entered into a North American Authorized Agency Agreement (the “Agreement”) with Advanced Software Technologies, Inc., located in the Grand Cayman Islands (“AST”). Under the Agreement, the Company was appointed sales agent for AST and will be paid fees by AST for selling AST products. The Company has agreed to pay AST a total of \$213,000 for modification of the AST products to comply with the requirements of the Canadian Electronic Health Record market. The AST technology is being incorporated into the Company’s medical information software currently in development.

Going Concern

The accompanying unaudited condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred operating losses since inception and has an accumulated deficit of \$10,295,374 at March 31, 2012. The Company will continue to incur losses as it develops its products and marketing channels during 2012. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company has met its historical working capital requirements from the sale of common shares and loans from an officer/stockholder. In order to not burden the Company, the officer/stockholder has agreed to provide funding to the Company to pay its annual audit fees, filing costs and legal fees as long as the board of directors deems it necessary. However, there can be no assurance that such financial support shall be ongoing or available on terms or conditions acceptable to the Company.

NOTE 2 – ACCOUNTING POLICIES AND OPERATIONS

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 8-03 of Regulation S-X related to smaller reporting companies. These unaudited condensed consolidated financial statements should be read in conjunction with the annual audited financial statements and notes, which are included as part of the Company's Form 10-K filed with the SEC for the year ended December 31, 2011.

Operating results for the periods presented are not necessarily indicative of the results that may be expected for the full year. Notes to the financial statements which substantially duplicate the disclosure contained in the audited financial statements for fiscal year ended December 31, 2011 as reported in the 10-K have been omitted. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, considered necessary for a fair presentation, have been included in the accompanying unaudited condensed consolidated financial statements.

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KALLO INC.
(formerly Diamond Technologies, Inc.)
(A Development Stage Company)
Notes to Condensed Consolidated Financial Statements
(unaudited)

NOTE 2 – ACCOUNTING POLICIES AND OPERATIONS (continued)

Recent Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04, “Fair Value Measurement (Topic 820), Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS”. The amendment results in a consistent definition of fair value and ensures the fair value measurement and disclosure requirements are similar between GAAP and International Financial Reporting Standards (“IFRS”). This amendment changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. This amendment will be effective for the Company on January 1, 2012. We adopted the amendments on January 1, 2012 on a prospective basis. The adoption of ASU No. 2011-04 had no material effect on our financial statements.

In June 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2011-05, Presentation of Comprehensive Income, which revises the manner in which entities present comprehensive income in their financial statements. The ASU removes the presentation options in Accounting Standard Codification Topic 220 and requires entities to report components of comprehensive income in either 1) a continuous statement of comprehensive income or 2) two separate but consecutive statements. In December 2011, FASB issued Accounting Standards Update (“ASU”) No. 2011-12, “Comprehensive Income” which effectively defers the changes in ASU No. 2011-05, “Presentation of Comprehensive Income” that relate to the presentation of reclassification adjustments out of accumulated other comprehensive income to the first quarter of 2012 for the Company. We adopted the amendments on January 1, 2012 and presented a continuous statement of comprehensive loss.

In December 2011, the FASB issued ASU 2011-11, “Balance Sheet (Topic 210), Disclosures about Offsetting Assets and Liabilities”. The guidance in this update requires the Company to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. The pronouncement is effective for fiscal years and interim periods beginning on or after January 1, 2013 with retrospective application for all comparative periods presented. The Company’s adoption of the new standard is not expected to have a material effect on the Company’s consolidated financial position or results of operations.

NOTE 3 – STOCKHOLDERS’ EQUITY

Common Stock

On February 1, 2012, the Company issued 1,193,381 restricted shares of common stock to creditors in consideration of satisfaction for services rendered during the period.

On February 29, 2012, the Company’s board of directors approved the issuance of 23,016,963 unregistered shares of common stock to 15 individuals in consideration of \$1,150,848, of which \$394,474 was received as at December 31, 2011.

During the quarter ended March 31, 2012, the Company issued 5,000,000 shares of its common stock valued at \$350,000 to consultants for the provision of various services to the Company.

On February 3, 2012, the Company issued 500,000 shares of its common stock to creditors in consideration of satisfaction of \$35,927 in outstanding payables.

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KALLO INC.
(formerly Diamond Technologies, Inc.)
(A Development Stage Company)
Notes to Condensed Consolidated Financial Statements
(unaudited)

NOTE 4 – WARRANTS

Warrant activity for the year ended December 31, 2011 and the three months ended March 31, 2012 is as follows:

| | Number of Warrants | Weighted Average Exercise Price |
|---|--------------------|------------------------------------|
| Balance, December 31, 2010 | 1,580,000 | \$ 0.50 |
| Granted | - | - |
| Cancelled | - | - |
| Exercised | - | - |
| Balance, December 31, 2011 (audited) and March 31, 2012 (unaudited) | 1,580,000 | \$ 0.50 |

Each warrant is exercisable for a period of one year from the effective date of a registration statement filed with the SEC. Such registration statement has not been filed yet.

The value of the stock purchase warrants granted in 2010 was valued at \$117,620 using the following assumptions and estimates in the Black-Scholes model: Expected life of 1.2 years, volatility of 100%, dividend yield of 0% and risk-free interest rate of 1.40%.

NOTE 5 – RELATED PARTY TRANSACTIONS

Included in the issuance of 23,016,963 unregistered shares of common stock to 15 individuals in consideration of \$1,150,848 on February 29, 2012 were 3,000,000 shares issued to a director of the Company for an amount of \$150,000.

Transactions with related parties are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

NOTE 6 – ROPHE ACQUISITION

On December 11, 2009, an agreement was entered into by the Company to acquire 100% of the issued and outstanding shares of Rophe Medical Technologies Inc. (“Rophe”) for cash consideration of \$1,200,000 and 3,000,000 of the Company’s common shares valued at \$0.122 per share for total purchase price of \$1,565,000 (the “Rophe Acquisition”). The \$1,200,000 was initially payable as follows: \$50,000 within 30 days of the date of the agreement; \$200,000 on March 31, 2010; \$250,000 on April 30, 2010; \$233,333 on launch of Project 1; \$233,333 on launch of Project 2; and, \$233,334 on launch of Project 3. This transaction was closed on December 31, 2009.

Subsequently, the Rophe Acquisition payment terms were amended and 3,000,000 additional shares of restricted common stock were issued in 2009 as payment for \$400,000 with the remaining cash consideration as follows: \$35,000 by March 5, 2010, \$65,000 by March 31, 2010, \$233,333 on launch of Project 1; \$233,333 on launch of Project 2; and, \$233,334 on launch of Project 3. As at December 31, 2011, there is a payable in the amount of

\$56,502. The 3,000,000 shares were considered issued as at the closing date of the acquisition and the total of 6,000,000 shares issued for the Rophe acquisition are restricted.

The total recorded acquisition price of \$865,000 was allocated to the copyrights obtained in the acquisition as they were the only significant assets of Rophe, which did not have any operations. The Company has not recorded the remaining contingent payment of \$700,000 due to the uncertainty of the launch of Projects 1, 2 and 3.

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KALLO INC.
 (formerly Diamond Technologies, Inc.)
 (A Development Stage Company)
 Notes to Condensed Consolidated Financial Statements
 (unaudited)

NOTE 7 – COMMITMENTS & CONTINGENCIES

Commitments

Operating lease

The Company leases office facilities under non-cancelable operating leases. The Company's obligations under non-cancelable lease commitments are as follows:

| | | |
|-------------------------------|-----------|---------------|
| Year ending December 31, 2012 | \$ | 48,312 |
| Total | \$ | 48,312 |

Capital lease

Minimum lease payments on capital lease obligations are as follows:

| | | |
|--------------------------|----|---------------|
| Year ending December 31, | | |
| 2012 | \$ | 98,617 |
| 2013 | | 60,099 |
| | \$ | 158,716 |

Software development

As discussed in Note 1, the Company has agreed to pay AST a total of \$213,000 for modification of the AST products to comply with the requirements of the Canadian Electronic Health Record market, of which \$7,000 (2011 - \$104,504) was paid in 2012. The remaining balance of \$73,496 is due in 2012.

Contingencies

(a) On July 29, 2011, Watt International Inc. ("Watt") commenced a third party claim against Kallo concerning monies that Kallo allegedly owed to Watt for branding and internet services provided by Watt to Kallo. Watt is seeking damages in the amount of \$161,673.67 plus unspecified "special" damage. Management is of the opinion that Watt has charged Kallo for services that Watt did not perform, and that Watt has duplicated charges for work that it performed and intends to defend itself vigorously in the suit. Management has recognized an accrual for the amount of the claim.

(b) The Company has calculated the estimated amount of withholding taxes on stock-based compensation based on valuation obtained from a third party. Should the amount payable be different from the estimated amount, the difference will be recorded in the period of payment.

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ITEM MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF 2. OPERATIONS.

This section of the report includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this report. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

There is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay out our bills. This is because we have not generated substantial revenues and do not anticipate generating on-going revenue until we complete the development of our website and engage suppliers and customers to buy our products.

Plan of Operation

The following Plan of Operation contains forward-looking statements, which involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth elsewhere in this document.

We are a Medical information company that uses technology to assist physicians and healthcare providers to streamline patient information in a coherent and usable manner. Our software is designed to take patient medical information from many sources and deposit it into a single source as electronic medical records (EMR) for each patient. In addition to our EMR product, we have three early stage products for which we plan to evaluate partnership opportunities in order to further develop and commercialize them.

Our plan and focus during the next twelve months include both selling our existing product as well as developing and possibly selling new products.

Our Sales and Marketing Strategy for existing developed products

As of the date of this report, we have not sold any products, nor do we have any customers. We hope to initiate operations within 90 days from the time we received additional funding. Our milestones during the next twelve months are:

- 1 - Developing our sales organization and marketing the third party products along with our software that bring the data from these products into an EMR system in the major metropolitan areas of Canada
- 2 – Simultaneously with the build-up of our sales organization, we will build a product support team that will provide installation, training and customer support.
- 3 – Expanding our market from the larger metropolitan areas to the smaller rural and more distant medical facilities.

Within Canada, we will focus on having a direct sales force to market and sell EMR to walk-in clinics/doctor's offices, Independent Diagnostic Centers /Independent Health Facilities and hospitals.

Outside Canada, we may establish commercial partnerships for all of our product candidates in order to accelerate development and marketing in those countries and further broaden our products' commercial potential.

We have successfully launched one of our copyrighted technologies “MOBILE CARE” - Mobile Clinics in November 2011, and have since then received several enquiries for this product from countries in Africa, Vietnam, North West Territories and Northern Ontario in Canada, USA, and the Middle East. Based on the levels of interest from the local Ministries of Health, we have selected companies with business and technical strengths as our local representatives for sales and support in the region. We expect to see sales revenues from Kallos’ Mobile Care business unit in the next twelve (12) months.

Our Development and Commercialization Strategy for new products

We intend to initiate sales of our products in our target commercial areas. Our target commercial areas are hospitals, clinics and doctors’ offices. We expect to focus on marketing our current offering as well as completing product development for our product candidates in order to increase our possibilities for current and future revenue generation.

Our forward-looking plan envisions applying our copyrighted design and technology to develop three additional products, to bring to market integrated computer systems that address today’s critical health management needs in epidemic control, medical information flow across borders and provision of health care in rural and remote areas.

In addition to our EMR, which is ready for production, we have prioritized the following products for completion of development and are listing them in order of priority.

C&ID-IMS - our Communicable and Infectious Diseases Information Management System technology.

CCG - our Clinical-Care Globalization technology.

We do not at this time have a definitive timetable as to when we will complete these intense development efforts.

We are considered to be in the development stage, as defined under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 915-205. We have been in the development stage since our inception. We have had no substantial recurring source of revenue; we have incurred operating losses since inception and at March 31, 2012 had a working capital deficiency of \$790,646.

The development and marketing of new medical software technology is capital intensive. We have funded operations to date either through the sale of our common stock or through advances made by our key shareholders.

We have utilized funds obtained to date for organizational purposes and to commence certain financial transactions. We require additional funding to complete these transactions (including the acquisition of a service-based, valued-business enterprise and related expenses), expand our marketing and sales efforts and increase the Company’s revenue base.

Limited operating history; need for additional capital

There is no historical financial information about us upon which to base an evaluation of our performance. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns due to price increases in services and products.

To become profitable and competitive, we have to locate and negotiate agreements with manufacturers to offer their products for sale to us at pricing that will enable us to establish and sell the products to our clientele.

We have no assurance that future financing will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop, or expand our operations. Equity financing could result in additional dilution to existing shareholders.

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Results of operations

Revenues

We did not generate any revenues during the three months ended March 31, 2012 or 2011. From our inception on December 12, 2006 to March 31, 2012 we generated \$15,887 in revenues.

Expenses

During the three months ended March 31, 2012 we incurred total expenses of \$538,176, including \$215,548 in salaries and compensation, \$22,142 in depreciation, \$153,626 in professional fees and \$53,261 in selling and marketing expenses and \$93,599 as other expenses whereas during the three months ended March 31, 2011 we incurred total expenses of \$939,449, including \$85,046 in salaries and compensation, \$438,800 in software development costs, \$18,747 in depreciation, \$127,761 in professional fees, \$196,480 in selling and marketing expenses and \$72,615 in other expenses. Our professional fees consist of legal, consulting, accounting and auditing fees. The decrease in our total expenses for the three months ended March 31, 2012 from the comparative period is because in the previous period, the Company incurred \$438,800 in software development costs compared to NIL for the current quarter. Otherwise, there is an increase in the other expenses, reflecting the increase activities of the Company as we work towards the development and marketing of a new medical software technology offset by a decrease in selling and marketing expenses.

Net Loss

During the three months ended March 31, 2012 we did not generate any revenues and we incurred a net loss of \$538,176, compared to a net loss of \$939,449 during the same period in 2011.

From our inception on December 12, 2006 to March 31, 2012 we incurred a net loss of \$10,295,374, \$8,616,663 of which was general and administration, \$824,292 of which was software development costs, \$572,118 of which was selling and marketing, \$129,453 of which was depreciation and \$152,848 of which was other expenses.

From Inception on December 12, 2006 to March 31, 2012

During the year 2007, we incorporated the company, hired the attorney and the auditor and began to negotiate contracts and sell printing related products.

During the year 2008 we continued sourcing products. We did not sell any products or services.

During the year 2009, we did not sell any products or services. We acquired all of the issued and outstanding shares of common stock of Rophe Medical Technologies, Inc.

During the year 2010, we relocated the Company's executive office to Markham, Ontario, changed the Company's name to Kallo Inc., cancelled various employment contracts with previous officers and obtained forgiveness of debt from several directors and officers for compensation and debt owing to them.

Since inception, we sold 5,000,000 pre-dividend shares of common stock to our officers and directors for \$50; issued 490,500 pre-dividend shares of common stock at \$0.25 per share for a total of \$122,625; and issued 83,334 pre-dividend shares of common stock at \$0.60 per share for a total of \$50,000. Those shares were subsequently increased to reflect a 3 for 1 stock dividend declared on February 11, 2008

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In 2009, we sold 150,000 shares of common stock to our President for \$15,000. We issued 6,000,000 shares of common stock to Rophe Medical Technologies Inc. and incurred debt of \$100,000 for 300 common shares of Rophe.

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In 2010, we sold 1,133,664 shares of common stock at \$0.15 per share for a total of \$170,050 and 1,580,000 units of the Company's common stock and common share warrant at \$0.25 per unit for gross proceeds of \$395,000. Each unit comprised of one common share and one common share warrant. Each common share warrant is exercisable for a period of one year from the effective date of a registration statement filed with the SEC at a price of \$0.50 per share.

On August 18, 2010, we issued 13,500,000 common stock of the Company valued at \$3,375,000 for cash proceeds of \$1,350 to the directors and officers of the Company and stock based compensation of \$3,373,650.

In 2011, we sold 13,604,132 shares of common stock for a total of \$718,694 and issued 883,334 shares of common stock to creditors in satisfaction of \$49,434 in outstanding payables. We also issued 58,500,000 common stock of the Company valued at \$3,125,000 for cash proceeds of \$5,850 from the directors and officers of the Company and stock based compensation of \$3,119,150.

On October 24, 2011, we issued 1,000,000 common stock of the Company valued at \$70,000 to a consultant for the provision of services relating to the marketing of the Company's business and products to the public.

On February 1, 2012, the Company issued 1,193,381 restricted shares of common stock to creditors in consideration of satisfaction of outstanding debts and of services rendered.

On February 29, 2012, the Company's board of directors approved the issuance of 23,016,963 unregistered shares of common stock to 15 individuals in consideration of \$1,150,848, of which \$394,474 was received as at December 31, 2011.

During the quarter ended March 31, 2012, the Company issued 5,000,000 shares of its common stock valued at \$350,000 to consultants for the provision of various services to the Company.

On February 3, 2012, the Company issued 500,000 shares of its common stock to creditors in consideration of satisfaction of \$25,000 in outstanding payables.

Liquidity and capital resources

As at March 31, 2012, the Company had current assets of \$673,032 and current liabilities of \$1,463,678, indicating working capital deficiency of \$790,646. As of March 31, 2012, our total assets were \$1,682,000 in cash, copyrights, equipment and our total liabilities were \$1,523,777 comprised of \$1,141,864 in accrued liabilities, \$175,000 in accrued officer salaries, Rophe Medical Technologies Inc. acquisition costs payable of \$48,197 and obligations under capital leases of \$158,716.

Cash used in operating activities amounted to \$502,494 during the three months ended March 31, 2012, primarily as a result of the net loss adjusted for non-cash items and various changes in operating assets and liabilities.

There were no cash used in investing activities during the current period.

Cash provided by financing activities during the three months ended March 31, 2012 amounted to \$748,461 and represented proceeds from sale of common stock of \$767,301 net of payments under capital lease obligations of \$18,840.

On February 29, 2012, the Company issued 23,016,963 unregistered shares of common stock for cash consideration of \$756,374 during the quarter, in addition to the \$394,474 which was received as at December 31, 2011.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 4. 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 required by Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are not effective due to lack of segregation of duties in financial reporting and presence of adjusting journal entries during our last audit. There were no changes in our internal control over financial reporting during the quarter ended March 31, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

On July 29, 2011, Watt International Inc. (“Watt”) commenced a third party claim against Kallo concerning monies that Kallo allegedly owed to Watt for branding and internet services provided by Watt to Kallo. Watt is seeking damages in the amount of \$161,673.67 plus unspecified “special” damage. Management is of the opinion that Watt has charged Kallo for services that Watt did not perform, and that Watt has duplicated charges for work that it performed and intends to defend itself vigorously in the suit. Management has recognized an accrual for the amount of the claim.

ITEM 1A. RISK FACTORS.

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

ITEM 6. EXHIBITS.

The following documents are included herein:

| Exhibit | Document Description | Incorporated by reference | | | Filed herewith |
|---------|-----------------------------|---------------------------|---------|--------|----------------|
| | | Form | Date | Number | |
| 2.1 | Articles of Merger. | 8-K | 1/21/11 | 2.1 | |
| 3.1 | Articles of Incorporation. | SB-2 | 3/05/07 | 3.1 | |
| 3.2 | Bylaws. | SB-2 | 3/05/07 | 3.2 | |
| 4.1 | Specimen Stock Certificate. | SB-2 | 3/05/07 | 4.1 | |
| 10.1 | Option Agreement. | SB-2 | 3/05/07 | 10.1 | |
| 10.1 | Lease Agreement | SB-2 | 3/05/07 | 10.1 | |

| | | | | |
|------|--|------|---------|------|
| 10.2 | Agreement with Rophe Medical Technologies Inc. dated December 11, 2009. | 10-K | 3/31/10 | 10.2 |
|------|--|------|---------|------|

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|-------|--|------|-----------|-------|
| 10.3 | Amended Agreement with Rophe Medical Technologies Inc. dated December 18, 2009. | 10-K | 3/31/10 | 10.3 |
| 10.4 | Amended Agreement with Rophe Medical Technologies Inc. dated March 16, 2010. | 10-K | 3/31/10 | 10.4 |
| 10.5 | Investment Agreement with Kodiak Capital Group, LLC. | S-1 | 5/24/10 | 10.5 |
| 10.6 | Registration Rights Agreement with Kodiak Capital Group, LLC. | S-1 | 5/24/10 | 10.6 |
| 10.7 | Consulting Agreement with Ten Associate LLC. | S-1 | 5/24/10 | 10.7 |
| 10.8 | Employment Agreement with Leonard Steinmetz. | S-1 | 5/24/10 | 10.8 |
| 10.9 | Employment Agreement with Samuel Baker. | S-1 | 5/24/10 | 10.9 |
| 10.10 | Employment Agreement with John Cecil. | S-1 | 5/24/10 | 10.10 |
| 10.11 | Employment Agreement with Mary Kricfalusi. | S-1 | 5/24/10 | 10.11 |
| 10.12 | Employment Agreement with Vince Leitao. | S-1 | 5/24/10 | 10.12 |
| 10.13 | Amended Consulting Agreement with Ten Associate LLC dated October 5, 2010. | 8-K | 10/14/10 | 10.13 |
| 10.14 | Agreement with Jarr Capital Corp. | 8-K | 11/17/10 | 10.1 |
| 10.15 | Agreement with Mary Kricfalusi. | 8-K | 11/19/10 | 10.1 |
| 10.16 | Agreement with Herb Adams. | 8-K | 11/19/10 | 10.2 |
| 10.17 | North American Authorized Agency Agreement with Advanced Software Technologies, Inc. | 8-K | 12/16/10 | 10.1 |
| 10.18 | Amended Agreement with Jarr Capital Corp. | 8-K | 2/22/11 | 10.1 |
| 10.19 | Termination of Employment Agreement with John Cecil. | 8-K | 2/22/11 | 10.2 |
| 10.20 | Termination of Employment Agreement with Vince Leitao. | 8-K | 2/22/11 | 10.3 |
| 10.21 | Termination of Employment Agreement with Samuel Baker. | 8-K | 2/22/11 | 10.4 |
| 10.22 | Services Agreement with Buchanan Associates Computer Consulting Ltd. | 10-K | 5/18/2011 | 10.1 |
| 10.23 | | 10-K | 5/18/2011 | 10.2 |

Equipment Lease Agreement with Buchanan Associates
Computer Consulting Ltd.

10.24 Agreement with Mansfield Communications Inc. 10-K 5/18/2011 10.3

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| 10.25 | Agreement with Watt International Inc. | 10-K | 5/18/2011 | 10.4 | |
| 10.26 | Pilot EMR Agreement with Nexus Health Management Inc. | 10-K | 5/18/2011 | 10.5 | |
| 14.1 | Code of Ethics. | 10-K | 4/15/08 | 14.1 | |
| 16.1 | Letter from Kempisty & Company | 8-K | 10/27/09 | 16.1 | |
| 16.2 | Letter from MaloneBailey, LLP | 8-K | 3/02/11 | 16.1 | |
| 21.1 | List of Subsidiary Companies. | 10-K | 3/31/10 | 21.1 | |
| 31.1 | Section 302 Certification of Sarbanes-Oxley Act of 2002 – Principal Executive and Principal Financial Officer. | | | | X |
| 32.1 | Section 906 Certification of Sarbanes-Oxley Act of 2002 –Chief Executive and Chief Financial Officer. | | | | X |
| 99.1 | Audit Committee Charter. | 10-K | 4/15/08 | 99.1 | |
| 99.2 | Disclosure Committee Charter. | 10-K | 4/15/08 | 99.2 | |
| 101.INS | XBRL Instance Document. | | | | X |
| 101.SCH | XBRL Taxonomy Definition – Schema. | | | | X |
| 101.CAL | XBRL Taxonomy Definition – Calculations. | | | | X |
| 101.DEF | XBRL Taxonomy Definition – Definitions. | | | | X |
| 101.LAB | XBRL Taxonomy Definition – Labels. | | | | X |
| 101.PRE | XBRL Taxonomy Definition – Presentation. | | | | X |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 14th day of May, 2012.

KALLO INC.
(the "Registrant")

BY: JOHN CECIL
John Cecil
Principal Executive Officer, Principal Financial
Officer, Principal Accounting Officer, and a
Chairman of the Board of Directors

BY: VINCE LEITAO
Vince Leitao
President, Chief Operating Officer and a member
of the Board of Directors

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