
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**FORM 10-Q/A
(Amendment No. 1)**

(Mark One)

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2020

**TRANSITION REPORT UNDER SECTION 13 or 15(d) OF THE EXCHANGE
ACT**

For the transition period from _____ to _____
Commission File Number: 333-120120-01

KIDOZ INC.

(Exact name of small business issuer as specified in its charter)

ANGUILLA

98-0206369

(State or other jurisdiction of incorporation or
organization)

(IRS Employer Identification No.)

**Hansa Bank Building, Ground Floor, Landsome Road
AI 2640, The Valley, Anguilla, B.W.I**

(Address of principal executive offices)

(888) 374-2163

(Issuer's telephone number)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares	KIDZ	Toronto Venture Stock Exchange

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Sections 13 or 15(d) of the Exchange Act during the past 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 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 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, or an emerging growth company.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
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. Yes No

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 The number of outstanding shares of the Issuer's common stock, no par value per share, was 131,124,989 as of June 9, 2020.

EXPLANATORY NOTE FOR AMENDMENT NO. 1

Kidoz Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-Q/A (this “Amendment”) to its Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2020, originally filed with the Securities and Exchange Commission (the “SEC”) on June 1, 2020 (the “Original Filing”). The sole purpose of this Amendment No. 1 is to add this Explanatory Note which was inadvertently omitted from the Original Form 10-Q.

This Amendment No. 1 does not reflect events occurring after June 1, 2020, the date of the filing of the Quarterly Report, or modify or update those disclosures that may have been affected by subsequent events.

The Registrant is filing this Amendment to include those disclosures required by the SEC’s March 4, 2020 Order (Release No. 34-88318), as modified on March 25, 2020 (Release No. 34-88465) (the “SEC Order”). This Form 10-Q/A is being filed in reliance on the SEC Order.

On March 4, 2020, the U.S. Securities and Exchange Commission (the “SEC”) issued an order under Section 36 (Release No. 34-88318) of the Securities Exchange Act of 1934, as amended (“Exchange Act”), granting exemptions from specified provisions of the Exchange Act and certain rules thereunder. On March 25, 2020, the order was modified and superseded by a new SEC order (Release No. 34-88465), which provides conditional relief to public companies that are unable to timely comply with their filing obligations as a result of the novel Coronavirus (“COVID- 19”) outbreak (the “SEC Order”). The SEC Order provides that a registrant subject to the reporting requirements of Exchange Act Section 13(a) or 15(d), and any person required to make any filings with respect to such registrant, is exempt from any requirement to file or furnish materials with the Commission under Exchange Act Sections 13(a), 13(f), 13(g), 14(a), 14(c), 14(f), 15(d) and Regulations 13A, Regulation 13D-G (except for those provisions mandating the filing of Schedule 13D or amendments to Schedule 13D), 14A, 14C and 15D, and Exchange Act Rules 13f-1, and 14f-1, as applicable, if the following conditions are satisfied.

(a) The registrant or any person required to make any filings with respect to such a registrant is unable to meet a filing deadline due to circumstances related to COVID-19;

(b) Any registrant relying on this Order furnishes to the Commission a Form 8-K or, if eligible, a Form 6 by the later of March 16 or the original filing deadline of the report stating:

(1) that it is relying on this Order;

(2) a brief description of the reasons why it could not file such report, schedule or form on a timely basis;

(3) the estimated date by which the report, schedule, or form is expected to be filed;

(4) a company specific risk factor or factors explaining the impact, if material, of COVID-19 on its business; and

(5) if the reason the subject report cannot be filed timely relates to the inability of any person, other than the registrant, to furnish any required opinion, report or certification, the Form 8-K or Form 6-K shall have attached as an exhibit a statement signed by such person stating the specific reasons why such person is unable to furnish the required opinion, report or certification on or before the date such report must be filed.

(c) The registrant or any person required to make any filings with respect to such a registrant files with the Commission any report, schedule, or form required to be filed no later than 45 days after the original due date; and

(d) In any report, schedule or form filed by the applicable deadline pursuant to paragraph (c) above, the registrant or any person required to make any filings with respect to such a registrant must disclose that it is relying on this Order and state the reasons why it could not file such report, schedule or form on a timely basis.

As previously reported on Form 8-K filed on May 14, 2020, and on Form 8-K/A on May 29, 2020, the Company was unable to file its Form 10-Q for the quarter ended March 31, 2020 by the original deadline, due to circumstances related to the COVID-19 pandemic.

On March 11, 2020, the Company took the decision that its employees will commence working from home so as to reduce the spread of COVID-19. The spread of Coronavirus related illness, such as COVID-19, within the offices of the Company or among its key employees, notwithstanding work-from-home arrangements, could severely impair the operational capabilities of the Company resulting in harm to the Company's business and its operating results.

The COVID-19 restrictions particularly in Israel, caused the Company significant disruptions in the following areas, 1) limited access to the Company's facilities and 2) the stay at home orders, all of which is resulting in limited support from our staff and professional advisors. This has, in turn, delayed the Company's ability to obtain all of the necessary financial records that it needs to permit the Company to prepare and complete its Form 10-Q Quarterly report in a timely manner.

In addition, as required by Rule 12b-15 and 13a-14 under the Exchange Act, the Company is including in this Amendment certifications from its Co-Chief Executive Officers and Chief Financial Officer as required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act as exhibits to this Amendment. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted. Similarly, because no financial statements have been included in this Amendment, certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 have been omitted.

Except as described above, this Amendment does not amend, modify or update disclosures in, or exhibits to, the Original Filing. Furthermore, this Amendment does not change any previously reported financial results, nor does it reflect events occurring after the filing of the Original Filing. Accordingly, this Amendment should be read in conjunction with the Original Filing and the Company's filings with the SEC subsequent to the Original Filing.

ITEM 6. EXHIBIT LIST

The following instruments are included as exhibits to this Report. Exhibits incorporated by reference are so indicated.

Exhibit Number	Description
31.1	Certificate of Co-Chief Executive Officer pursuant to the Securities Exchange Act Rules 13a-15(e) and 15d -15(e) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 dated June 9, 2020.
31.2	Certificate of Co-Chief Executive Officer pursuant to the Securities Exchange Act Rules 13a-15(e) and 15d -15(e) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 dated June 9, 2020.
31.3	Certificate of Chief Financial Officer pursuant to the Securities Exchange Act Rules 13a-15(e) and 15d -15(e) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 dated June 9, 2020.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 9, 2020

KIDOZ INC.

(Registrant)

Date: June 9, 2020

/S/ J.M. Williams

J. M. Williams, Co-Chief Executive Officer
(Principal Executive Officer)

Date: June 9, 2020

/S/ E. Ben Tora

E. Ben Tora, Co -Chief Executive Officer
(Principal Executive Officer)

Date: June 9, 2020

/S/ H. W. Bromley

H.W. Bromley, Chief Financial Officer
(Principal Accounting Officer)

EXHIBIT 31.1
CERTIFICATIONS

I, J. M. Williams, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q of Kidoz Inc.; and
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.

Signed : /s/ J. M. Williams _____

J. M. Williams,
Co-Chief Executive Officer,

Date : June 9, 2020

**EXHIBIT 31.2
CERTIFICATIONS**

I, E. Ben Tora, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q of Kidoz Inc.; and
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.

Signed : /s/ E. Ben Tora
E. Ben Tora,
Co-Chief Executive Officer,

Date : June 9, 2020

**EXHIBIT 31.3
CERTIFICATIONS**

I, H. W. Bromley, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q of Kidoz Inc.; and
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.

Signed : /s/ H. W. Bromley
H.W. Bromley,
Chief Financial Officer
(Principal Accounting Officer)

Date : June 9, 2020