

Explanatory Note

As reported on our Current Report on Form 8-K filed with the Securities and Exchange Commission on October 13, 2020 (the “Initial Current Report on Form 8-K), Innocap Inc. (the “Company”) dismissed Marcum LLP (“Marcum”), as its independent registered public accountant. This amendment to the Initial Current Report on Form 8-K is being filed solely to include a letter from Marcum as Exhibit 16.1 (the “Marcum Letter”) which was referenced in the Initial Current Report on Form 8-K but erroneously not filed therewith. The Marcum Letter is confirmation that Marcum had read the Initial Current Report on Form 8-K and agreed with disclosure set forth in Item 4.01 therein.

Item 9.01 Financial Statement and Exhibits.

(d) Exhibits. Exhibit No. Description

Exhibit No.	Description
16.1 *	Letter by Marcum dated October 13, 2020.

* Filed Herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INNOCAP, INC.

Date: October 15, 2020

By: /s/Sunandan Ray

Name: Sunandan Ray

Title: Chief Executive Officer

October 14, 2020

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We have read the statements made by Innocap, Inc. under Item 4.01 of its Form 8-K dated October 13, 2020. We agree with the statements concerning our Firm in such Form 8-K; we are not in a position to agree or disagree with other statements contained therein.

Very truly yours,

/s/ Marcum LLP

Marcum LLP
Houston, Texas