

FORM 7

MONTHLY PROGRESS REPORT

Name of CNSX Issuer: UPCO International Inc. (the "Issuer").

Trading Symbol: UPCO

Number of Outstanding Listed Securities: 46,501,001

Date: November 6, 2017

Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

- on July 4, 2017: the issuer announced that further to the Company's news release dated April 21, 2017, the Company has entered into a share exchange agreement ("Share Exchange Agreement") with Upco Systems Inc. ("Upco") and Aduna Holding GmbH ("Aduna"). Pursuant to the Share Exchange Agreement, NSS will acquire all of the issued and outstanding shares of Upco via the issuance of 33,000,000 common shares of NSS at a deemed price of \$0.06 per NSS share. A finder's fee of 2,000,000 NSS shares will be paid at closing. All of these securities will be subject to CSE escrow requirements and a statutory 4-month hold and will be so legended.

Closing of the proposed transaction is subject to a number of conditions being satisfied or waived at or prior to closing, including the following:

- no material adverse change with respect to Upco or its business having occurred prior to closing of the Share Exchange Agreement;
- the receipt of all required regulatory and Canadian Securities Exchange approvals; and
- The transaction represents a fundamental change pursuant to the Policies of the Canadian Securities Exchange, and is subject to shareholder approval. Following the transaction, the business of the issuer will be the business of Upco.

On November 3, 2017 the issuer closed the above transaction.

Upco International Inc., the issuer resulting from a fundamental change of NSS Resources Inc., has been approved for listing.

Listing and disclosure documents will be available on the Canadian Securities Exchange website.

Upco operates primarily in the telecommunications industries as a licensed Global Telecom Carrier within the international VoIP (voice over IP) wholesale business with its main reportable business segment being wholesale international long distance traffic termination. Upco has also designed a software program that will enable fully secure communications, social media, namely connecting users and sharing pictures,

locations, international airtime top up, International and national calls and chatting. Please visit www.upcosystems.com for further information.

2. Provide a general overview and discussion of the activities of management.
 - Management worked on the UPCO transaction. The new listing statement has been filed with the CSE.
3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.
 - Upco operates primarily in the telecommunications industries as a licensed Global Telecom Carrier within the international VoIP (voice over IP) wholesale business with its main reportable business segment being wholesale international long distance traffic termination. Upco has also designed a software program that will enable fully secure communications, social media, namely connecting users and sharing pictures, locations, international airtime top up, International and national calls and chatting. Please visit www.upcosystems.com for further information.
4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.
 - N/A
5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.
 - N/A
6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.
 - N/A
7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.
 - NSS RESOURCES INC. (CSE: NSS) CLOSING ACQUISITION OF UPCO SYSTEMS INC.

Further to the news releases dated April 21, 2017, and July 4, 2017, NSS Resources Inc. has closed the acquisition of Upco Systems Inc. pursuant to the share exchange agreement, as amended, among Upco Systems and Aduna Holding GmbH. Pursuant to the share exchange agreement, as amended, NSS acquired all of the issued and outstanding shares of Upco through the issuance of 33 million common shares of NSS at a deemed price of six cents per NSS share. A finder's fee of two million NSS shares was paid at closing. All of these securities are subject to Canadian Securities Exchange escrow requirements and a statutory four-month hold and are so legended. The acquisition of Upco constituted a fundamental change under CSE policies and was approved by the CSE and by shareholders of the company holding more than 50 per cent of the issued and outstanding shares of the company.

The board of directors of the company following closing of the acquisition is composed of Andrea Pagani, Jag Sandhu, Franco Zanichelli and Klaus Eckhof. Mr. Pagani has been appointed as the company's new president and chief executive officer, and Mr. Sandhu has been appointed as vice-president, corporate development. Mr. Grewal has resigned as a director and continues as chief financial officer of the company.

PURSUANT TO: NATIONAL INSTRUMENT 62-103

Effective Oct. 18, 2017, Aduna Holding GmbH has acquired direct ownership of 16.5 million common shares of NSS Resources Inc. at a deemed price of six cents per share as consideration for the sale of its interest in Upco Systems Inc., a private company, to NSS pursuant to a certain share exchange agreement.

Immediately before the acquisition, Aduna had ownership and control, directly and indirectly, of nil shares of NSS, representing 0 per cent of the issued and outstanding common shares of NSS.

Immediately after the acquisition, Aduna had ownership and control, directly and indirectly, of 16.5 million shares of NSS, representing approximately 35.48 per cent of the issued and outstanding common shares of NSS.

Aduna acquired the shares as consideration for the sale of its interest in Upco Systems, a private company, to NSS. Aduna may in the future wish to increase or decrease its shareholdings in NSS as circumstances warrant. Such circumstances may include but are not limited to compliance with applicable securities laws, general market and economic conditions, business prospects of NSS, and investment and business opportunities available to Aduna.

A copy of Aduna's early warning report filed under National Instrument 62-103 may either be obtained under NSS's profile on SEDAR or by contacting Aduna.

PURSUANT TO: NATIONAL INSTRUMENT 62-103

Effective Oct. 18, 2017, Coserfi srl has acquired direct ownership of 16.5 million common shares of NSS Resources Inc. at a deemed price of six cents per share as consideration for the termination of its joint venture with Upco Systems Inc., which was acquired by NSS pursuant to a certain share exchange agreement.

Immediately before the acquisition, Coserfi had ownership and control, directly and indirectly, of nil shares of NSS, representing 0 per cent of the issued and outstanding common shares of NSS.

Immediately after the acquisition, Coserfi had ownership and control, directly and indirectly, of 16.5 million shares of NSS, representing approximately 35.48 per cent of the issued and outstanding common shares of NSS.

Coserfi acquired the shares as consideration for the termination of its joint venture with Upco Systems, which was acquired by NSS pursuant to a certain share exchange agreement.

Coserfi may in the future wish to increase or decrease its shareholdings in NSS as circumstances warrant. Such circumstances may include but are not limited to compliance with applicable securities laws, general market and economic conditions, business prospects of NSS, and investment and business opportunities available to Coserfi.

A copy of Coserfi's early warning report filed under National Instrument 62-103 may either be obtained under NSS's profile on SEDAR or by contacting Coserfi.

8. Describe the acquisition of new customers or loss of customers.
- N/A
9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.
- N/A
10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.
- The board of directors of the issuer following closing of the acquisition is composed of Andrea Pagani, Jag Sandhu, Franco Zanichelli and Klaus Eckhof. Mr. Pagani has been appointed as the company's new president and chief executive officer, and Mr. Sandhu has been appointed as as vice-president, corporate development. Mr. Grewal has resigned as a director and continues as chief financial officer of the company.
11. Report on any labour disputes and resolutions of those disputes if applicable.
- N/A
12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.
- N/A
13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.
- N/A
14. Provide details of any securities issued and options or warrants granted.

Security	Number Issued	Details of Issuance	Use of Proceeds⁽¹⁾
common	33,000,000	Acquire UPCO. Issued at \$0.06 per share	To acquire UPCO
common	2,000,000	Finders fee paid for the UPCO transaction at \$0.06	Finders fee
Stock options	3,500,000	Options issued at an exercise price of \$0.06.	Stock options
Common shares	142,500	Shares for debt issued at \$0.06 to retire debt of \$8,550.	Shares for debt

(1) State aggregate proceeds and intended allocation of proceeds.

15. Provide details of any loans to or by Related Persons.

- N/A

16. Provide details of any changes in directors, officers or committee members.

- The board of directors of the issuer following closing of the acquisition is composed of Andrea Pagani, Jag Sandhu, Franco Zanichelli and Klaus Eckhof. Mr. Pagani has been appointed as the company's new president and chief executive officer, and Mr. Sandhu has been appointed as vice-president, corporate development. Mr. Grewal has resigned as a director and continues as chief financial officer of the company.

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

- N/A.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated November 6, 2017.

Jag Sandhu
Name of Director or Senior
Officer

"Jag Sandhu"
Signature
President and CEO

<i>Issuer Details</i> Name of Issuer NSS Resources Inc.	For Month End October 2017	Date of Report YY/MM/DD - 2017 / Novemebr / 6
Issuer Address 206 - 595 Howe Street		
City/Province/Postal Code Vancouver, BC, V6C 2T5	Issuer Fax No.	Issuer Telephone No. (778) 218 9638
Contact Name Jag Sandhu	Contact Position - VP	Contact Telephone No. - 778 218 9638
Contact Email Address JAGJNS@OUTLOOK.COM	Web Site Address www.upcointernational.com	