FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: PUDO Inc. ("PUDO" or the "Issuer").

Trading Symbol: PDO

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

A copy of interim financial statements for the three and nine months period ended November 30, 2018, attached at the end of this form and can be found on the Issuer's profile on the CSE website at www.thecse.com and on SEDAR at www.sedar.com.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

(b) A description of the transaction(s), including those for which no amount has been recorded.

(c) The recorded amount of the transactions classified by financial statement category.

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

(e) Contractual obligations with Related Persons, separate from other contractual obligations.

(f) Contingencies involving Related Persons, separate from other contingencies.

Please refer to Schedule A – Financial Statements – Note 15.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
Nov 30, 2018	debt security, the principal of which are convertible at the option of the lender into common shares @ $0.95 CDN per share	Private placement			$400,000	Cash	N/A	NIL
Nov 8, 2018	debt security, the principal of which are convertible at the option of the lender into common shares @ $0.95 CDN per share	Private placement			$50,000	Cash	N/A	NIL
Nov 8, 2018	debt security, the principal of which are convertible at the option of the lender into common shares @ $0.95 CDN per share	Private placement			$50,000	Cash	Director	NIL

Please refer to Schedule A – Financial Statements – Note 10(b).

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

Please refer to Schedule A – Financial Statements – Note 13.

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

(b) number and recorded value for shares issued and outstanding,

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

Please refer to Schedule A – Financial Statements – Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficiency) Page 3 and Notes 10(b), 11, 12, and 13.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Kurtis Arnold, Director and Chief Executive Officer
Doug Baker, Chief Financial Officer
Frank Coccia, President & Chief Strategy Officer
Matthew McDonough, Chief Operating Officer

Tom Bijou, Director - Chairman
Murray Cook, Director
Richard Cooper, Director
Ian McDougall, Director
Howard Westerman, Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

MD&A – Quarterly Highlights for the three and nine month periods ended November 30, 2018, is attached at end of this form and can be found on the Issuer's profile on the CSE website at www.thecse.com ***and on SEDAR at*** www.sedar.com.

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 Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange 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 Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated **January 7, 2019**.

Kurtis Arnold
Name of Director or Senior Officer

/s/ Kurtis Arnold
Signature

Director & CEO
Official Capacity

<table>
<tr><td>Issuer Details
Name of Issuer

PUDO Inc.</td><td>For Quarter Ended

November 30, 2018</td><td>Date of Report
YY/MM/DD

19/01/07</td></tr>
<tr><td colspan="3">Issuer Address

6600 Goreway Drive Unit D</td></tr>
<tr><td>City/Province/Postal Code

Mississauga, ON L4V 1S6</td><td>Issuer Fax No.

( )</td><td>Issuer Telephone No.

(844) 300-8533</td></tr>
<tr><td>Contact Name

Kurtis Arnold</td><td>Contact Position

Director and CEO</td><td>Contact Telephone No.

(844) 300-8533</td></tr>
<tr><td>Contact Email Address

kurtis.arnold@pudopoint.com</td><td colspan="2">Web Site Address

www.pudopoint.com</td></tr>
</table>

PUDO INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTH PERIODS ENDED NOVEMBER 30, 2018

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

NOTICE TO READER

The accompanying unaudited condensed interim consolidated financial statements of PUDO Inc. have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements have not been reviewed by the Company's auditors.

PUDO Inc.
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

As at	Notes	November 30, 2018	February 28, 2018
Assets			
Current assets			
Cash		**$ 413,182**	$ 373,827
Restricted short-term investment		**25,126**	25,000
Trade and other receivables	4, 6	**169,052**	95,036
Prepaid expenses and deposits		**72,425**	28,167
Total current assets		**679,785**	522,030
Non-current assets			
Equipment	7	**42,926**	26,687
Intangible assets	8	**200,820**	269,724
Total assets		**$ 923,531**	$ 818,441
Liabilities			
Current liabilities			
Trade and other payables	9, 15	**$ 511,713**	$ 298,205
Loans and borrowings	10	**508,792**	35,314
Total current liabilities		**1,020,505**	333,519
Non-current liabilities			
Loans and borrowings	10	**71,453**	101,616
Total liabilities		**1,091,958**	435,135
Shareholders' (deficiency) equity			
Share capital	11	**6,001,685**	5,148,042
Warrant reserve	12	**83,944**	481,750
Stock option reserve	13	**2,175,381**	884,654
Convertible debentures	10	**31,624**	-
Deficit		**(8,461,061)**	(6,131,140)
Shareholders' (deficiency) equity		**(168,427)**	383,306
Total liabilities and shareholders' (deficiency) equity		**$ 923,531**	$ 818,441

Nature of operations and going concern (note 1)
Commitments and contingencies (note 16)

Approved by the Board of Directors:

"*Kurtis Arnold*"

Director

"*Richard Cooper*"

Director

See accompanying notes to the unaudited condensed interim consolidated financial statements

PUDO Inc.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

	Notes	Three Months Ended November 30, 2018	Three Months Ended November 30, 2017	Nine Months Ended November 30, 2018	Nine Months Ended November 30, 2017
Revenue	4	**$ 243,965**	$ 180,157	**$ 609,514**	$ 522,579
Cost of sales	14	**(87,938)**	(49,175)	**(190,984)**	(141,138)
Gross profit		**156,027**	130,982	**418,530**	381,441
Administrative expenses	14	**(546,238)**	(496,609)	**(1,622,646)**	(1,355,321)
Share-based (compensation) recovery	13	**(317,838)**	6,341	**(1,381,371)**	(88,602)
Operating loss		**(708,049)**	(359,286)	**(2,585,487)**	(1,062,482)
Finance costs	10(a)	**(5,311)**	(5,631)	**(15,157)**	(17,731)
Net loss and comprehensive loss for the period		**$ (713,360)**	$ (364,917)	**$(2,600,644)**	$(1,080,213)
Loss per share - basic and diluted		**$ (0.04)**	$ (0.02)	**$ (0.13)**	$ (0.06)
Weighted average number of shares outstanding - basic and diluted		**19,318,691**	18,975,634	**19,318,691**	17,627,450

See accompanying notes to the unaudited condensed interim consolidated financial statements

PUDO Inc.

Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)
(Unaudited)

	# of Common Shares	Share Capital	Warrant Reserve	Stock Option Reserve	Equity Component of Convertible Debentures	Deficit	Total
Balance, February 28, 2017	16,531,748	$ 3,971,811	$ 136,137	$ 333,427	$ -	$(4,019,324)	$ 422,051
Stock options exercised (note 13(ii))	150,000	51,771	-	(21,771)	-	-	30,000
Stock options exercised (note 13(ii))	1,200,000	414,187	-	(174,187)	-	-	240,000
Share-based payment	-	-	-	88,602	-	-	88,602
Share-based compensation forfeited (note 13)	-	-	-	(20,669)	-	20,669	-
Issuance of common shares in private placement (note 11(b)(iii))	869,160	516,947	352,213	-	-	-	869,160
Issuance of common shares in lieu of debt (note 11(b)(iii))	224,725	224,726	-	-	-	-	224,726
Issuance of stock options in lieu of debt (note 13(v))	-	-	-	20,000	-	-	20,000
Transaction costs incurred for private placement (note 11(b)(iii))	-	(58,000)	-	-	-	-	(58,000)
Net loss for the nine month period ended November 30, 2017	-	-	-	-	-	(1,080,213)	(1,080,213)
Balance, November 30, 2017	18,975,633	$ 5,121,442	$ 488,350	$ 225,402	$ -	$(5,078,868)	$ 756,326
Share-based compensation (note 13)	-	-	-	688,537	-	-	688,537
Share-based compensation forfeited (note 13)	-	-	-	(29,285)	-	29,285	-
Broker warrants exercised (note 12)	20,000	26,600	(6,600)	-	-	-	20,000
Net loss for the three month period ended February 28, 2018	-	-	-	-	-	(1,081,557)	(1,081,557)
Balance, February 28, 2018	18,995,633	$ 5,148,042	$ 481,750	$ 884,654	$ -	$(6,131,140)	$ 383,306
Share-based compensation forfeited (note 13)	-	-	-	(90,644)	-	90,644	-
Share-based compensation (note 13)	-	-	-	1,381,371	-	-	1,381,371
Broker warrants exercised (note 12)	577,190	853,643	(217,727)	-	-	-	635,916
Warrants expired	-	-	(180,079)	-	-	180,079	-
Issuance of convertible debentures	-	-	-	-	31,624	-	31,624
Net loss for the nine month period ended November 30, 2018	-	-	-	-	-	(2,600,644)	(2,600,644)
Balance, November 30, 2018	19,572,823	$6,001,685	$ 83,944	$ 2,175,381	$ 31,624	$ (8,461,061)	$ (168,427)

See accompanying notes to the unaudited condensed interim consolidated financial statements

PUDO Inc.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	Notes	Nine Months Ended November 30, 2018	Nine Months Ended November 30, 2017
Cash flows used in operating activities			
Net loss for the period		**$ (2,600,644)**	$ (1,080,213)
Adjustments for:			
Amortization	7, 8	**116,264**	129,847
Accretion expense	10	**14,445**	17,731
Share-based compensation	13	**1,381,371**	88,602
Allowance for doubtful accounts	6	**9,132**	-
Net change in working capital:			
Restricted short-term investment		**(126)**	-
Trade and other receivables		**(83,146)**	(6,890)
Prepaid expenses and deposits		**(44,258)**	(25,117)
Trade and other payables		**241,296**	47,906
Cash flows used in operating activities		**(965,666)**	(828,134)
Cash flows used in investing activities			
Purchase of equipment	7	**(35,886)**	(17,087)
Purchase of intangible assets	8	**(27,713)**	(8,913)
Cash flows used in investing activities		**(63,599)**	(26,000)
Cash flows provided by (used in) financing activities			
Proceeds from exercise of warrants and options	11,12	**600,943**	270,000
Proceeds from issuance of convertible debentures	10(b)	**500,000**	-
Proceeds from issuance of common shares		-	869,160
Transaction costs incurred for private placement		**-**	(8,000)
Repayment of advances payable and borrowings	10(a)	**(40,118)**	(40,122)
Cash flows provided by financing activities		**1,060,825**	1,091,038
Change in cash during the period		**31,560**	236,904
Cash, beginning of period		**373,827**	445,723
Effect of translation of foreign currency		**7,795**	-
Cash, end of period		**$ 413,182**	$ 682,627
Supplemental information:			
Issuance of common shares in lieu of debt (noted 12)		**-**	174,726
Options granted in settlement of debt (note 13)		**-**	20,000

See accompanying notes to the unaudited condensed interim consolidated financial statements

1. Nature of operations and going concern

PUDO Inc.'s (the "Company") principal activity is using technology to improve the connection between e-commerce and consumers. The Company deploys their technology to provide consumers with convenient locations to pick-up or drop-off e-commerce parcels. Through collaboration with online retailers, third party logistics companies ("3PL") and courier companies, consumers can take secure delivery of their parcels or drop-off returns where it's convenient, when it's convenient. Existing businesses, such as convenience stores or gas stations, provide services as PUDOpoints™ ("PUDOpoints").

Going Concern
These condensed interim consolidated financial statements have been prepared with the assumption that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. As at November 30, 2018, the Company had a working capital deficiency of $340,720 (February 28, 2018 – working capital of $188,511), had not yet achieved profitable operations, had used cash in operating activities of $965,666 for the nine month period ended November 30, 2018 (November 30, 2017 - $828,134), had a deficit of $8,461,061 as at November 30, 2018 (February 28, 2018 - $6,131,140) and had shareholders' deficiency of $168,427 (February 28, 2018 – shareholders' equity of $383,306). These conditions reflect material uncertainties which cast significant doubt about the Company's ability to continue as a going concern. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. While the Company has been successful in raising the necessary funding to continue operations in the past, there is no assurance that it will be able to do so in the future. These condensed interim consolidated financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of preparation

(a) Statement of compliance

The condensed interim consolidated financial statements of the Company were prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB") using the accounting policies the Company adopted in its annual condensed consolidated financial statements as at and for the year ended February 28, 2018, except for the adoption of new standards effective as of March 1, 2018 and interpretations issued by the IFRS Interpretations Committee ("IFRIC").

The condensed interim consolidated financial statements of the Company for the nine month period ended November 30, 2018 were approved and authorized for issue by the Board of Directors on January 7, 2019.

(b) Basis of presentation

The condensed interim consolidated financial statements have been prepared on a historical cost basis. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

(c) Basis of consolidation

The condensed interim consolidated financial statements comprise the financial statements of the Company and its wholly-owned subsidiaries PUDOpoint Inc., Grandview Gold (USA) Inc., and Recuperacion Realzada, S.A.C.

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

3. Significant accounting policies

(a) New standards not yet adopted and interpretations issued but not yet effective

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting years beginning on or after March 1, 2019 or later years. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 16 – *Leases* ("IFRS 16") was amended in January 2016 which replaces IAS 17 - *Leases* and addresses the accounting of leases. IFRS 16 eliminates the classification as an operating lease and requires lessees to recognize a right-of-use asset and a lease liability in the statement of financial position for all leases with exemptions permitted for short-term leases and leases of low value assets. In addition, IFRS 16 changes the definition of a lease, sets the requirement on how to account for the asset and liability, including complexities such as non-lease elements, variable lease payments and options periods. IFRS 16 is effective for annual years beginning on or after January 1, 2019. As of November 30, 2018, the Company does not hold any operating leases, therefore IFRS 16 does not impact the condensed interim consolidated financial statements.

(b) Changes in accounting standards

The Company has adopted the following standards effective March 1, 2018.

IFRS 9 – *Financial Instruments* ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and August 2013 and replaces *IAS 39 Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual years beginning on or after January 1, 2018. There was no material impact on the adoption of these standards on the condensed interim consolidated financial statements.

IFRS 15 *Revenue from Contracts with Customers* - On March 1, 2018, the Company adopted IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") which supersedes IAS 18 – Revenue ("IAS 18"). IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. The standard is effective for annual periods beginning on or after January 1, 2018. The Company adopted the standard on March 1, 2018 using the full retrospective approach. As the company already observed a similar revenue recognition process, there was no material impact on adoption of IFRS 15.

IFRS 15 requires entities to recognize revenue when "control" of goods or services transfers to the customer whereas the previous standard, IAS 18, required entities to recognize revenue when the "risks and rewards" of the goods or services transfer to the customer.

The Company provides technology and a network of third party locations where consumers can pick up or drop off parcels and revenue is generated in two ways (i) when a courier cannot deliver a parcel to a residential customer, they may choose to drop the parcel off at a PUDOpoint; and (ii) consumers choose to have their parcels delivered directly to a Kinek or PUDOpoint.

In each event, the Company recognizes revenue when the services are provided, when persuasive evidence of an arrangement exists, the fixed price is determinable and there is reasonable assurance of collection.

3. Significant accounting policies (continued)

The Company has adopted the following amendments effective March 1, 2018.

IFRS 2 – *Share-based Compensation* ("IFRS 2") was amended by the IASB in June 2016 to clarify the accounting for cash-settled share-based compensation transactions that include a performance condition, the classification of share-based compensation transactions with net settlement features and the accounting for modifications of share-based compensation transactions from cash-settled to equity-settled.

IFRIC 22 – *Foreign Currency Transactions and Advance Consideration* ("IFRIC 22") was issued in December 2016 and addresses foreign currency transactions or parts of transactions where there is consideration that is denominated in a foreign currency; a prepaid asset or deferred income liability is recognized in respect of that consideration, in advance of the recognition of the related asset, expense or income; and the prepaid asset or deferred income liability is non-monetary. The interpretation committee concluded that the date of the transaction, for purposes of determining the exchange rate, is the date of initial recognition of the non-monetary prepaid asset or deferred income liability.

There was no material impact on the adoption of these amendments on the condensed interim consolidated financial statements.

(c) Foreign currencies

The functional currency of the Company and its subsidiaries, Grandview Gold (USA) Inc., and Recuperacion Realzada, S.A.C., is the Canadian dollar ("CAD"). Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

Prior to March 1, 2018, the functional currency of PUDOpoint Inc., a subsidiary of the Company, was the Canadian dollar. Per IAS 21 – The Effects of Changes in Foreign Exchange Rates ("IAS 21"), an entity's functional currency should reflect the underlying transactions, events and conditions that are relevant to the entity. Management considered primary and secondary indicators in determining functional currency including the currency that influences sales prices, labour, purchases and other costs. Other indicators including the currency in which funds from financing activities are generating and the currency in which receipts from operations are usually retained.

Based on these factors, management concluded that effective March 1, 2018, PUDOpoint Inc.'s functional currency is the United States dollar ("USD"). One of the main factors affecting the decision was that the subsidiary began incurring expenses during the period, all which were in USD. As there have been no changes to the Company's operations, its functional currency remains CAD.

The Company has accounted for the change in functional currency prospectively, as provided for under IAS 21 with no impact of this change on prior year comparative information.

4. Financial risk management

(a) Fair values

The carrying amounts of trade and other receivables, cash, restricted short-term investment, trade and other payables and advances payable approximate their fair values, given their short-term nature.

(Expressed in Canadian Dollars)

4. Financial risk management (continued)

(b) Financial risk factors

The Company's activities expose it to a variety of financial risks, including credit risk, liquidity risk, market risk, and capital risk management. This note discloses information about the Company's exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk and their management of capital.

The Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

(i) Credit risk

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to meet commitments it has entered into with the Company. The financial assets that potentially expose the Company to credit risk consist principally of cash or other receivables. The extent of the Company's exposure to credit risk approximate their carrying values are recorded in the Company's consolidated statement of financial position. A significant portion of the Company's revenues are from one customer. This customer is comprised of three different businesses operated independently under common control.

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2018	**2017**	**2018**	**2017**
Revenue from one customer	**$ 162,947**	$ 95,794	**$ 351,446**	$ 274,094
% of total revenue	**67%**	53%	**58%**	52%

	November 30, 2018	**February 28, 2018**
Account receivable from one customer	**$ 108,823**	$ 41,400
% of total accounts receivable	**68%**	47%

The maximum exposure to credit risk at the reporting date was:

	November 30, 2018	**February 28, 2018**
Cash	**$ 413,182**	$ 373,827
Restricted short-term investment	**25,126**	25,000
Trade and other receivables	**169,052**	95,036
	$ 607,360	$ 493,863

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to finance its operations and to mitigate the effects of fluctuations in cash flows. See going concern discussion in note 1.

4. Financial risk management (continued)

The following are the contractual maturities of financial liabilities:

November 30, 2018	**1 Year or Less**	**Greater than 1 year**	**Total**
Trade and other payables	$ 511,713	$ -	$ 511,713
Loans and borrowings	508,792	71,453	580,245
	$ 1,020,505	$ 71,453	$ 1,091,958

February 28, 2018	**1 Year or Less**	**Greater than 1 year**	**Total**
Trade and other payables	$ 298,205	$ -	$ 298,205
Loans and borrowings	35,314	101,616	136,930
	$ 333,519	$ 101,616	$ 435,135

In order to meet such cash commitments, the Company will be required to generate sufficient cash inflows from operating and financing activities.

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. All of the Company's equipment and intangible assets are located in Canada.

Revenue by geographic region for the three and nine month periods ended is as follows:

	Three Months Ended November 30,		**Nine Months Ended November 30,**	
	2018	**2017**	**2018**	**2017**
Canada	**$ 170,746**	$ 101,442	**$ 369,017**	$ 295,452
USA	**73,219**	78,715	**240,497**	227,127
	$ 243,965	$ 180,157	**$ 609,514**	$ 522,579

(iv) Currency risk

Since the Company has a bank account denominated in US dollars, it is exposed to foreign currency risk due to fluctuations in the exchange rate. The Company purchases goods and services and generates revenues in Canadian dollars and US dollars. Since the Company reports its results in Canadian dollars, the functional currency of the Company, it is exposed to changes in the value of the US dollar relative to that of the Canadian dollar. As at November 30, 2018 and February 28, 2018, the Company and its subsidiaries had cash, trade and other receivables and trade and other payables denominated in US dollars as follows:

(Expressed in Canadian Dollars)

4. Financial risk management (continued)

As at November 30, 2018		USD		CAD Equivalent
Cash	$	4,204	$	5,562
Trade and other receivables		38,641		50,613
Trade and other payables		(26,144)		(34,348)
	$	**16,701**	**$**	**21,827**

As at February 28, 2018		USD		CAD Equivalent
Cash	$	272,926	$	346,234
Trade and other receivables		35,336		44,827
Trade and other payables		(17,300)		(21,947)
	$	**290,962**	**$**	**369,114**

(v) Interest rate risk

The Company's exposure to risks of changes in market interest rates relates primarily to its cash and short-term investment balances. The Company regularly analyzes its interest rate exposure, giving consideration to potential renewals of existing positions, alternative financial positions and the mix of fixed and variable interest rates.

(vi) Capital risk management

The Company reviews and manages its capital position from time to time to maintain a balance between its liability and equity levels. The Company uses the capital contributed by investors to finance its working capital requirements. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future developments of the business. The Company defines capital as equity, loans and borrowings. As at November 30, 2018, the Company had a shareholders' deficiency of $168,427 (February 28, 2018 – equity of $383,306) and loans and borrowings of $580,245 (February 28, 2018 - $136,930).

The Company's capital management objectives, policies and processes have remained materially unchanged during the nine month period ended November 30, 2018 and year ended February 28, 2018.

(vii) Sensitivity analysis

Based on management's knowledge and experience in the financial markets, the Company believes the following movements are reasonably possible over the year. Sensitivity to a plus or minus 1% change in the US–Canadian dollar foreign exchange rate, based on the current US dollar denominated balances as at November 30, 2018, would affect the net loss by approximately plus or minus $1,000 during a year.

(Expressed in Canadian Dollars)

5. Critical accounting estimates and judgments

The Company makes estimates and judgments that affect the reported amounts of assets and liabilities within the next year. Estimates and judgments are regularly evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Intangible assets and equipment
The useful life of intangible assets and equipment is determined by management at the time the software and equipment is acquired and brought into use and is regularly reviewed for appropriateness. For unique software products controlled by the Company, the estimated life is based on management's historical experience with similar products as well as anticipation of future events which may impact their life such as changes in technology. In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period end date.

Income, value added, withholding and other taxes
The Company is subject to income, value added, withholding and other taxes. Judgment is required in determining the Company's provisions for taxes. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

Share-based compensation
The Company measures the cost of equity-settled transactions with employees, consultants, officers and directors by reference to the fair value of the equity instruments at the date on which they are granted. Estimating fair value for share-based compensation transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. Assumptions are made and judgment is used in applying valuation techniques.

These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

6. Trade and other receivables

	November 30, 2018	February 28, 2018
Trade receivables	**$ 149,887**	$ 86,252
HST receivable	**9,956**	2,354
Other receivables	**9,209**	6,430
	$ 169,052	$ 95,036

Allowance for doubtful accounts as at November 30, 2018 was $10,450 (February 28, 2018 – $1,318).

(Expressed in Canadian Dollars)

7. Equipment

Scanners and Tablets	Cost	Accumulated Amortization	Net Book Value
Balance at February 28, 2017	$ 149,998	$ 88,468	$ 61,530
Additions / amortization	25,716	60,559	(34,843)
Balance at February 28, 2018	$ 175,714	$ 149,027	$ 26,687
Additions / amortization	35,886	19,647	16,239
Balance at November 30, 2018	**$ 211,600**	**$ 168,674**	**$ 42,926**

8. Intangible Assets

Computer Software	Cost	Accumulated Amortization	Net Book Value
Balance at February 28, 2017	$ 614,098	$ 274,142	$ 339,956
Additions / amortization	35,112	105,344	(70,232)
Balance at February 28, 2018	$ 649,210	$ 379,486	$ 269,724
Additions / amortization	27,713	96,617	(68,904)
Balance at November 30, 2018	**$ 676,923**	**$ 476,103**	**$ 200,820**

9. Trade and other payables

	November 30, 2018	February 28, 2018
Trade payables	**$ 303,828**	$ 177,847
Other payables	**67,946**	56,152
Accrued liabilities	**139,939**	64,206
	$ 511,713	$ 298,205

10. Loans and borrowings

(a) Loans

On March 3, 2016, the Company assumed borrowings from 640624 N.B. Ltd. (o/a Kinek) payable to Atlantic Canada Opportunities Agency. The loan is unsecured and non-interest bearing. Interest equal to 3% higher than the average Bank of Canada discount rate for the previous month is charged on any overdue balances. The present value of non-current borrowings was estimated using the effective interest rate method by discounting the future contractual cash flows at the estimated current market estimated interest rates for an equivalent instrument. The discount rate applied was 15%. The Company recorded accretion expense of $4,386 and $14,132 respectively for the three and nine month periods ended November 30, 2018 (November 30, 2017- $5,631 and $17,731). The rate used in determining the appropriate present value of the borrowings was subject to management estimation.

(Expressed in Canadian Dollars)

10. Loans and borrowings (continued)

	November 30, 2018	February 28, 2018
Loan payable (Atlantic Canada Opportunities Agency)		
30 instalments repayable at $4,458 per month	**$ 133,740**	$ 173,862
Less: Discount future contractual cash flows	**22,796**	36,932
	110,944	136,930
Less: Current portion	**39,491**	35,314
	$ 71,453	$ 101,616

Future repayments on the loan as at November 30, 2018 include the following:

December 1, 2018 to February 28, 2019	$ 13,374
March 1, 2019 to February 28, 2020	53,496
March 1, 2020 to February 28, 2021	53,496
March 1, 2021 to June 22, 2021	13,374
	$ 133,740

(b) Convertible Debentures

Opening balance – February 28, 2018	**$ -**
Convertible debentures	468,376
Accretion expense	229
Interest expense	696
Interest payment	-
Balance – November 30, 2018	**$ 469,301**

On November 8, 2018, the Company completed a non-brokered private placement of an unsecured convertible debenture in the amount of $100,000. The debenture carries an interest rate of 12% payable annually with a maturity date of November 8, 2019. At the option of the holder, the principal and the interest may be converted to common shares of the Company at a conversion price of $0.95 per share and market price, respectively, at any time up to and including the maturity date of the debenture (with a vesting period of four months plus one day). The fair value of the liability component of this convertible debenture was estimated to be $96,651 by calculating the present value of the principal and interest payments, discounted at a rate of 17%, being management's best estimate of the rate that a non-convertible debenture would bear. The fair value of the option component of this convertible debenture at issuance was estimated to be $4,274 using the residual method. The effective interest rate on this convertible debenture was estimated to be 17% per annum. The proceeds of the convertible debenture are being used for general corporate purposes.

On November 30, 2018, the Company completed a non-brokered private placement of an unsecured convertible debenture in the amount of $400,000. The debenture carries an interest rate of 9% payable annually with a maturity date of November 30, 2019. At the option of the holder, the principal and the interest may be converted to common shares of the Company at a conversion price of $0.95 per share and market price, respectively, at any time up to and including the maturity date of the debenture (with a vesting period of four months plus one day). The fair value of the liability component of this convertible debenture was estimated to be $372,650 by calculating the present value of the principal and interest payments, discounted at a rate of 17%, being management's best estimate of the rate that a non-convertible debenture would bear. The fair value of the option component of this convertible debenture at issuance was estimated to be $27,350 using the residual method. The effective interest rate on this

(Expressed in Canadian Dollars)

convertible
10. Loans and borrowings (continued)

debenture was estimated to be 17% per annum. The proceeds of the convertible debenture are being used for general corporate purposes.

11. Share capital

(a) Authorized

Unlimited number of common shares with no par value.

Unlimited number of preference shares. The preference shares are without par value, redeemable, non-voting and non-participating (none currently issued and outstanding).

(b) Issued

Common Shares	Number	Amount
Balance, February 28, 2017	**16,531,748**	**$ 3,971,811**
Exercise of stock options (note 13)	1,350,000	465,958
Issuance of common shares in private placement (i)	869,160	869,160
Issuance of common shares in lieu of debt (i)	224,725	224,726
Valuation of warrants issued in private placement (i)	-	(352,213)
Transaction costs incurred for private placement (i)	-	(58,000)
Balance, November 30, 2017	**18,975,633**	**$ 5,121,442**
Exercise of broker warrants (note 12)	20,000	26,600
Balance, February 28, 2018	**18,995,633**	**$ 5,148,042**
Exercise of broker warrants (note 12)	577,190	$ 853,643
Balance, November 30, 2018	**19,572,823**	**$ 6,001,685**

(i) In August 2017, the Company closed a non-brokered private placement of 533,580 units. Each unit is comprised of two common shares and two warrants. Each warrant entitled the holder to acquire one common share for $1.00 per share up to August 24, 2018. In addition to the 533,580 units, 26,725 common shares at an issue price of $1.00 per common share were issued to certain related party shareholders in settlement of $26,726 of debt. There were no warrants attached to these units.

The gross proceeds received as a result of the private placement was $869,160 for 434,580 units.

As part of this private placement the Company settled a total of $224,726 in debt to certain shareholders as follows:

	Units	Amount
Units to settle debt at the private placement issue price of $2.00 per unit	74,000	$ 148,000
Units to settle debt at the private placement issue price of $1.00 per unit	26,725	26,726
Units to settle debt of finders fees at issue price of $2.00 per unit	25,000	50,000
	125,725	**$ 224,726**

(Expressed in Canadian Dollars)

11. Share capital (continued)

The Company incurred share issue costs of $58,000 in connection with the private placement which included a finder's fee of 25,000 units at $2.00 per unit.

The warrants had an estimated grant date proportionate fair value of $352,213, using the Black-Scholes valuation model with the following assumptions: risk-free interest rate of 1.17%, expected life of 1.0 year, expected volatility of 98.33% based on the historical volatility of the Company's shares, and expected dividend yield of 0%.

12. Warrant reserve

The following table reflects the continuity of warrants for the nine month period ended November 30, 2018 and the year ended February 28, 2018:

	Number of Warrants	Average Exercise Price	
Balance, February 28, 2017	**211,234**	**$**	**2.34**
Warrants issued in private placement (note 11(i))	1,067,160		1.00
Balance, November 30, 2017	**1,278,394**	**$**	**1.19**
Broker warrants exercised (i)	(20,000)		1.00
Balance, February 28, 2018	**1,258,394**	**$**	**1.19**
Broker warrants exercised (ii)	(75,608)		1.75
Broker warrants exercised (iii)	(501,582)		1.00
Warrants expired (iv)	(545,578)		1.00
Balance, November 30, 2018	**135,626**	**$**	**2.33**

The following table reflects the warrants issued and outstanding as of November 30, 2018:

Expiry Date	Exercise price ($)	Issue date fair value ($)	Number of warrants outstanding
March 29, 2019	1.75	20,715	30,009
March 29, 2019	2.50	63,229	105,617
		83,944	**135,626**

(i) On January 12, 2018, the Company issued 20,000 common shares upon the exercise of 20,000 broker warrants.

(ii) On April 3, 2018, 75,608 common shares of the Company were issued upon the exercise of 75,608 warrants at $1.75 per share for total cash proceeds of $132,314.

(iii) On April 3, 2018, 52,518 common shares of the Company were issued upon the exercise of 52,518 warrants at $1.00 per share for total cash proceeds of $52,518.

On May 31, 2018, 200,000 common shares of the Company were issued upon the exercise of 200,000 warrants at $1.00 per share for total cash proceeds of $200,000.

(Expressed in Canadian Dollars)

12. Warrant reserve (continued)

On August 24, 2018, 249,064 common shares of the Company were issued upon the exercise of 249,064 warrants at $1.00 per share for total cash proceeds of $216,111 and the remaining $27,854 was used to settle debt owing to an officer of the Company.

(iv) On August 24, 2018, 545,578 warrants expired. The estimated grant date fair value of the warrants that expired of $180,079 was reclassified to the deficit.

13. Stock option reserve

The Company maintains an employee stock option plan under which the Board of Directors, or the compensation committee of the Board of Directors, may from time to time grant to employees, officers, directors or consultants of the Company, options to acquire common shares in such numbers, for such terms and at such exercise prices, as may be determined by the Board of Directors or the compensation committee of the Board of Directors.

The stock option plan provides that the maximum number of common shares in the capital of the Company that may be reserved for issuance for all purposes under the stock option plan shall not exceed 20% of the total issued and outstanding common shares.

The following table reflects the continuity of stock options for the nine month period ended November 30, 2018 and the year ended February 28, 2018:

	Number of stock options	Exercise Price
Balance, February 28, 2017	**1,429,000**	**$ 0.30**
Options exercised (i)	(1,350,000)	0.20
Options forfeited (ii)	(10,000)	3.00
Granted (iii, iv, and v)	322,000	1.20
Balance, November 30, 2017	**391,000**	**$ 1.38**
Options forfeited (iv)	(5,000)	1.20
Granted (vi)	2,690,000	1.30
Granted (vii)	108,000	2.47
Options expired (viii)	(17,250)	2.25
Balance, February 28, 2018	**3,166,750**	**$ 1.35**
Options forfeited (iv)	(5,000)	1.20
Options expired (viii)	(51,750)	2.25
Balance, November 30, 2018	**3,110,000**	**$ 1.33**

(Expressed in Canadian Dollars)

13. Stock option reserve (continued)

The following table reflects the actual stock options issued and outstanding as at November 30, 2018:

	Exercise Price ($)	Remaining contractual life (years)	Weighted average number of options outstanding	Options vested (exercisable)	Estimated grant date fair value ($)
August 16, 2019 (iii)	1.20	0.75	102,000	102,000	25,198
August 31, 2020 (iv)	1.20	1.75	190,000	190,000	58,648
August 31, 2020 (v)	1.20	1.75	20,000	20,000	20,000
October 26, 2022 (vi)	1.30	3.92	2,690,000	616,250	3,005,537
January 28, 2021 (vii)	2.47	2.17	108,000	15,000	192,342
	1.33	1.80	3,110,000	943,250	3,301,725

(i) During the year ended February 28, 2018, an officer of the Company exercised 1,200,000 options at $0.20 per share and a director of the Company exercised 150,000 options at $0.20 per share.

(ii) On March 3, 2016, the Company granted 15,000 options to employees of the Company, 10,000 of which were subsequently forfeited in 2018. The amount of $20,669 was reclassified to the deficit for the year ended February 28, 2018.

(iii) In July 2017, the Company granted an aggregate of 102,000 options to directors of the Company. The options are exercisable at a price of $1.20 per common share and vest in 25% increments quarterly with the first 25% having vested on the date of grant. The stock options will expire on August 16, 2019. The grant date fair value of the stock options was estimated to be $25,198 using the Black-Scholes valuation model with the following weighted average assumptions: expected dividend yield of 0%, expected volatility of 130%, risk-free interest rate of 1.24%, and expected life of 2.09 years. For the year ended February 28, 2018, $25,198 was recorded as share-based compensation in the consolidated statement of loss.

(iv) In July 2017, the Company granted an aggregate of 200,000 options to employees and officers of the Company. The options are exercisable at a price of $1.20 per common share with 30,000 having vested on December 1, 2017 and 170,000 having vested on October 1, 2017. The stock options will expire August 31, 2020. The grant date fair value of the stock options was estimated to be $61,818 using the Black-Scholes valuation model with the following weighted average assumptions: expected dividend yield of 0%, expected volatility of 130%, risk-free interest rate of 1.32%, and expected life of 3.14 years. For the year ended February 28, 2018, $61,818 was recorded as share-based compensation in the consolidated statement of loss. On February 9, 2018, 5,000 options to an employee of the Company were forfeited and $1,585 was reclassified to the deficit for the year ended February 28, 2018. On November 5, 2018, 5,000 options to an employee of the Company were forfeited and $1,585 was reclassified to the deficit for the three and nine month periods ended November 2018 (November 30, 2017 - $nil and $nil).

(v) In July 2017, the Company granted 20,000 options to an officer of the Company in lieu of debt of $20,000. The vesting date was October 1, 2017. The options are exercisable at a price of $1.20 per common share. The stock options will expire on August 31, 2020. For the year ended February 28, 2018, $nil was recorded as share-based compensation in the consolidated statement of loss.

13. Stock option reserve (continued)

(vi) In October 2017, the Company granted 2,690,000 stock options to employees, consultants, officers and directors of the Company. The options are exercisable at a price of $1.30 per common share and will expire on October 26, 2022. Of the total issued, 225,000 were issued to directors and vest in 33.33% increments yearly with the first 33.33% vesting on February 28, 2019. The balance of 2,465,000 options issued to officers vest in 25% increments yearly with the first 25% having vested on February 28, 2018. The grant date fair value of the stock options was estimated to be $3,005,537 using the Black-Scholes valuation model with the following weighted average assumptions: expected dividend yield of 0%, expected volatility of 130%, risk-free interest rate of 1.76% and expected life of 5 years. For the three and nine month periods ended November 30, 2018, respectively, $285,489 and $1,237,114 was recorded as share-based compensation in the consolidated statement of loss (November 30, 2017 - $nil and $nil).

(vii) In January 2018, the Company granted 108,000 stock options to consultants of the Company. The options are exercisable at a price of $2.47 per common share and will expire on January 8, 2021. The options vest in 50% increments yearly with the first 50% having vested on November 1, 2018. The grant date fair value of the stock options was estimated to be $192,342 using the Black-Scholes valuation model with the following weighted average assumptions: expected dividend yield of 0%, expected volatility of 130%, risk-free interest rate of 1.79%, and expected life of 3 years. For the three and nine month periods ended November 30, 2018, respectively, $32,349 and $144,257 was recorded as share-based compensation in the consolidated statement of loss (November 30, 2017 - $nil and $nil).

(viii) On February 1, 2018, 17,250 options of the Company expired. The amount of $27,700 was reclassified to the deficit for the year ended February 28, 2018. On March 1, 2018, 17,250 options of the Company expired. The amount of $28,800 was reclassified to the deficit for the three month period ended May 31, 2018. On June 1, 2018, 17,250 options of the Company expired. The amount of $29,700 was reclassified to the deficit for the three month period ended August 31, 2018. On September 1, 2018, 17,250 options of the Company expired. The amount of $30,600 was reclassified to the deficit for the three month period ended November 30, 2018.

(Expressed in Canadian Dollars)

14. Expenses categorized by nature

	Three Months Ended November 30,		Nine Months Ended November 30,	
Cost of sales	**2018**	**2017**	**2018**	**2017**
External processing charges	**$ 85,160**	$ 46,845	**$ 180,213**	$ 134,008
Computer and web access charges	**2,778**	2,330	**10,771**	7,130
	$ 87,938	$ 49,175	**$ 190,984**	$ 141,138

	Three Months Ended November 30,		Nine Months Ended November 30,	
Administrative expenses	**2018**	**2017**	**2018**	**2017**
Salaries and benefits	**$ 280,682**	$ 193,216	**$ 858,302**	$ 509,457
General and administrative expenses	**64,317**	53,292	**150,719**	129,333
Travel promotion and business development	**36,944**	30,142	**94,007**	67,985
Consulting fees	**43,860**	121,814	**131,321**	260,615
Professional fees	**29,489**	26,453	**86,194**	107,278
Investor relations	**4,025**	2,300	**11,070**	33,046
Accounting and office	**41,850**	23,850	**125,550**	71,550
Agent and filing fees	**9,824**	8,111	**37,203**	35,678
Foreign exchange loss (gain)	**306**	(1,022)	**12,016**	10,532
Amortization (notes 7 and 8)	**34,941**	38,453	**116,264**	129,847
	$ 546,238	$ 496,609	**$ 1,622,646**	$ 1,355,321

15. Related party balances and transactions

During the three and nine month periods ended November 30, 2018 and 2017, the Company incurred accounting fees and office rental, which is included in accounting and office expense, of $41,850 and $125,550 (November 30, 2017 - $23,850 and $71,550), respectively, to a company with a common officer and director.

During the three and nine month periods ended November 30, 2018 and 2017, the Company had the following transactions with shareholders, management and directors:

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2018	**2017**	**2018**	**2017**
Salaries and benefits	**$ 160,608**	$ 92,250	**$ 486,201**	$ 220,500
Consulting fees	**9,850**	70,401	**29,386**	152,662
	$ 170,458	$ 162,651	**$ 515,587**	$ 373,162

15. Related party balances and transactions (continued)

As at November 30, 2018, balances payable to the related parties noted above amounted to $193,719 (February 28, 2018 - $62,533) and are included in trade and other payables. These balances are unsecured, non-interest bearing and are due on demand.

During the three and nine month periods ended November 30, 2018, nil and 27,854, respectively, common shares were issued to an officer of the Company (November 30, 2017 - nil and nil) pursuant to the exercise of warrants in settlement of $27,854 debt owing to the officer.

In November 2018, the Company completed two non-brokered financings by way of issuance of convertible debentures, whereby $500,000 of the debentures are held by corporations under the control of a common director and officer of the Company (refer to note 10 for terms of the convertible debentures). The convertible debentures are secured against the assets of the Company.

All related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

See also notes 11 and 13.

16. Commitments and contingencies

The Company has entered into various agreements for services, which if terminated by the Company would not have any significant impact on the Company's financial statements. These amounts have not been accrued in the condensed interim consolidated financial statements as at November 30, 2018.

PUDO INC.

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS

QUARTERLY HIGHLIGHTS

FOR THE THREE AND NINE MONTH PERIODS ENDED NOVEMBER 30, 2018

(EXPRESSED IN CANADIAN DOLLARS)

Prepared by:

PUDO Inc.

**6600 Goreway Drive Unit D, Mississauga,
Ontario, Canada L4V 1S6**

Introduction

The following interim Management's Discussion and Analysis – Quarterly Highlights (the "Quarterly Highlights") of the financial condition and results of the operations of PUDO Inc. ("PUDO" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and nine month periods ended November 30, 2018 ("Q3 FY 2019"), together with certain trends and factors that are expected to have an impact in the future.

These Quarterly Highlights have been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 - Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three and nine month periods ended November 30, 2018, the audited annual consolidated financial statements of the Company for the years ended February 28, 2018 and 2017, together with the notes thereto, and Management's Discussion and Analysis ("Annual MD&A") of the Company for the year ended February 28, 2018. All dollar amounts are expressed in Canadian dollars unless otherwise noted.

The Company's unaudited condensed interim consolidated financial statements and financial information contained in these Quarterly Highlights were prepared in compliance with International Accounting Standard ("IAS") 34, Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB") using the accounting policies the Company adopted in its annual consolidated financial statements as at and for the year ended February 28, 2018, except as for the adoption of new standards effective as of March 1, 2018 and interpretations issued by the IFRS Interpretations Committee ("IFRIC").

The Company's fiscal year end is February 28.

Further information regarding the Company and its operations are available on the Company's website at www.pudopoint.com and under the Company's SEDAR issuer profile at www.sedar.com, or upon request to the Company at 6600 Goreway Drive Unit D, Mississauga, Ontario, Canada, L4V 1S6.

Description of Business

PUDO is listed on the Canadian Securities Exchange ("CSE") under the symbol "PDO" and on the OTCQB exchange under the symbol "PDPTF".

PUDO's purpose is to improve the connection between e-commerce and consumers. PUDO deploys their technology to provide consumers with convenient locations to Pick-Up or Drop-Off ("PUDO" or "Network") e-commerce parcels. Through collaboration with online retailers, third party logistics companies ("3PL"), Software as a Service (SaaS), and courier companies, consumers can take secure delivery of their parcels or drop-off returns where, and when, it's convenient for them.

Existing businesses, such as convenience stores or gas stations, provide services as a PUDOpoint™ ("PUDOpoint"). PUDOpoints are typically open extended hours, seven days a week to make it convenient for busy consumers to quickly and efficiently collect what they've ordered online or drop off what they need to return.

PUDO's services provide courier companies and retailers with a presence in a broad variety of locations to better serve their customers. Not only convenient, these services can also save money. Couriers don't have to attempt delivery a second or third time or make other arrangements with customers who aren't home. Retailers can ship directly to PUDOpoints saving residential delivery costs, and the risk of theft or spoilage. PUDO also helps retailers reduce the cost and increase the convenience of their returns program. Consumers can drop off pre-labeled parcels at any PUDOpoint for processing back to the retailer.

Cautionary Note Regarding Forward-Looking Information

These Quarterly Highlights contain certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements address possible future events, conditions and financial performance based upon management's current expectations, estimates, projections and assumptions.

Management of the Company considers the assumptions on which the forward-looking information contained herein are based to be reasonable. However, by its very nature, forward-looking statements inherently involve known and unknown risks and uncertainties that may cause actual results to differ materially from those expressed or implied by such forward-looking statements. Such risks include, without limitation those risks discussed in the "Risk Factors" section of PUDO's Annual MD&A dated May 17, 2018.

All forward-looking statements herein are expressly qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in these Quarterly Highlights are made only as of the date of these Quarterly Highlights or as of the date specified in such statement. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Highlights

In keeping with its refined business plan, the Company focused on strategic key markets and partners capable of facilitating exponential growth and, as anticipated, these efforts resulted in increased parcel volumes in core revenue streams. IT integration with these key partners is near completion and should result in the development of new income streams during the upcoming quarters. The Company remains focused on attracting new opportunities with other significant logistics 3PL partners capable of supporting accelerated Network expansion on significant volumes and across multiple revenue streams. The Company is positioned strongly for new dialogue with retailers and shippers after the busy holiday shopping season.

During the third quarter of fiscal 2019, the Company announced the following:

- The signing and first phase implementation of an agreement with global third-party logistics company Landmark Global to enhance last-mile e-commerce parcel delivery services. Under the terms of the Agreement, PUDO's technology and Network is providing "hold for pick-up services" in cases where they are unable to delivery to the original address. Future phases include PUDO providing secure 'break bulk' distribution capabilities to expand the markets that Landmark Global can serve with their Sprintstar courier network.

- Engagement of an investment banking firm to assist with the Company's Network expansion and growth strategy. The Company signed an initial three month agreement with Panamax Capital LLC ("Panamax"), and Partner Capital Group LLC a FINRA registered broker ("PCG"), to help identify and secure expansion capital to facilitate fortification of Canadian operations, and fund US expansion beyond the beta test markets.

- In parallel with its partnership with Panamax, the Company made notable updates to the investor section of the Company's website www.pudopoint.com. The full PUDO story, including details of the

$473B online retail market opportunity in North America, is available as a PDF download, from the Presentations page https://www.pudopoint.com/en/Investors.

- The Company completed non-brokered private placements of unsecured convertible debentures in the amounts of $100,000 and $400,000. The debentures carry an interest rate of 12% and 9% respectively and mature on November 8 and November 30, 2019, respectively. At the option of the holder, the principal and interest may be converted to common shares of the Company at a conversion price of $0.95 per share and market price, respectively, at any time up to and including the maturity date of the debenture (with a hold period of four months plus one day). The proceeds of the convertible debentures are being used for general corporate purposes.

  Additional information regarding the convertible debentures has been provided in the Material Change Reports filed on the CSE, please use the links below:

  1. November 8, 2018
  2. November 30, 2018

The e-commerce parcel landscape is evolving rapidly across the US and Canada. With a refined understanding of the landscape, PUDO has been working with key US partners to renew mutual commitment to the suite of services that PUDO is uniquely positioned to offer. PUDO is positioning itself so that when capital resources are in place, the Company will be ready to expand its service offerings to major US markets in 2019.

Operations

Parcel Volume Analysis

Overall, parcel volumes for the quarter ended November 30, 2018 increased a significant 16.9% over the same quarter last year. In sequential quarters, parcel volumes in Q3 FY2019 compared to Q2 FY2019 increased 27.6%. This compares to a parcel increase of 10.4% last year between Q3 and Q2 FY 2018. A number of factors contributed to parcel growth in Q3 FY2019:

- Retail parcel volumes, and therefore PUDO's addressable market, are subject to seasonal fluctuations in the retail purchasing. The final month of PUDO's Q3 is part of the peak period for consumer holiday shopping.

- PUDO's team leveraged robust analytics to optimize its Network of PUDOpoint locations, increasing alignment with current partner market volumes and demand across Canada. This has resulted in an increase to the average number of parcels received each week by active locations across the Network.

- Throughout the quarter, parcel volumes grew as PUDO's partners experienced parcel growth in the Business to Consumer (B2C) space. Analysis indicates that, as a percentage of total available parcel volumes moved through partner networks, PUDOpoint volumes associated with these same partners grew at a rate three (3) times greater — reinforcing the Company's optimization strategy and commitment to disciplined Network management.

- During this quarter, PUDO integrated operations and worked with Landmark Global to complete the national implementation of the first of its contracted services. As a result, PUDO is seeing new parcel volume, with the opportunity for additional growth as additional phases of implementation are managed, beginning again in the new year.

- In demonstration of the PUDO Network's emerging potential as a carrier-neutral Network of e-commerce parcel management counters, spontaneous organic growth happened for the Company when a major downstream client (vendor) of a major PUDO partner began using the PUDO Network as a series of Networked mid-point drop-ship locations. PUDO software and technology enabled the successful real time adoption of this vertical, resulting in reduced costs and increased efficiencies for the vendor, and partner couriers, and increased revenues for PUDO.

The continued weakness of the Canadian dollar coupled with media coverage of border-crossing friction have continued to weigh on member shipments to the Kinek network of border points. Seasonally, volumes increased, as would be expected, but overall the use of this service is less prevalent in PUDO's parcel volumes. This highlights the differences in revenue among service offerings. PUDO revenue and costs vary by the service or services provided. So, while Kinek volume decreases did have a partially offsetting effect to overall parcel growth, revenue increased overall at a percentage greater than parcel growth. Looking ahead, it's important for PUDO to maintain and grow diversity in its revenue streams to account for inevitable fluctuations in specific types of e-commerce.

The rotating strike by Canada Post this quarter did not create the kind of spike and shifting marketplace conditions that PUDO experienced during the most recent Canada Post service interruptions in 2016. PUDO's shipping partners reported that they did not see new customers requesting service as a direct result of the threat of job action, as had been the case in the past. The rotating nature of the strike caused delays in delivery in specific markets for up to a few days each. This minimized the effect of the strike on consumers and shippers alike, decoupling the effect of the strike from the organic growth experienced by PUDO and its partners.

PUDOpoint Network

The Company continues to work closely with current customers in identifying strategic areas of expansion to grow parcel volumes across the PUDOpoint Network. New locations continue to be opened where current and new customers have indicated a need for PUDO's services, partially offset by locations that have had operations suspended due to a current lack of demand for services in their immediate area. These and other locations may be activated when required as PUDO attracts new customers and sees growth in demand for its evolving suite of services.

Direct to PUDO Program

With IT integration and testing in its final stages between PUDO and its transportation partners, the Company can begin marketing end-to-end services directly to a PUDOpoint selected by the consumer. Where consumers participate in the last mile by collecting their parcels from a PUDOpoint, PUDO can offer attractive delivery rates and speed through this program. These savings can be passed along to retailers looking to offer additional choices to their customers. Marketing efforts will increase following the holiday season across Canada in 2019 as PUDO targets retailers and shippers who can most benefit from this type of service. Shippers offering this service will require integrating with PUDO, so inevitably there will be a period of integration and adjustment between the time retailers commit to offering this service, and when it becomes available to consumers on their web checkouts.

Activating the Direct to PUDO service is of major significance and it represents a marketing opportunity tipping point to communicate to all players in the e-commerce ecosystem simultaneously, about PUDO's integrated benefits — creating grassroots demand for *last-mile relief* from consumers up through the supply chain, and from retail and logistics partners down through to consumers, with the intent of creating exponential adoption across all verticals.

Reverse Logistics Program

Together with its reverse logistics partners, PUDO is perfecting IT integration protocols to become part of the constellation of returns options for Canadian consumers. With 'first mile' testing complete, the PUDO Network will become available 'in the check-out' to consumer clients of select retailers in the new year. Integration timelines are dependent on strategic partnerships previously announced.

Financial Condition and Performance

Financial Performance

A summary of selected financial information for the three and nine month periods ended November 30, 2018 and 2017 are included below:

PUDO Inc.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

(Unaudited)

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2018	**2017**	**2018**	**2017**
Revenue	**$ 243,965**	$ 180,157	**$ 609,514**	$ 522,579
Cost of sales	**(87,938)**	(49,175)	**(190,984)**	(141,138)
Gross profit	**156,027**	130,982	**418,530**	381,441
Administrative expenses	**(546,238)**	(496,609)	**(1,622,646)**	(1,355,321)
Share-based (compensation) recovery*	**(317,838)**	6,341	**(1,381,371)**	(88,602)
Operating loss	**(708,049)**	(359,286)	**(2,585,487)**	(1,062,482)
Finance costs	**(5,311)**	(5,631)	**(15,157)**	(17,731)
Net loss and comprehensive loss for the period	**$ (713,360)**	$ (364,917)	**$(2,600,644)**	$ (1,080,213)
Loss per share basic and diluted	**$ (0.04)**	$ (0.02)	**$ (0.13)**	$ (0.06)

**non-cash IFRS expense related to the amortization of performance options for management and directors.*

During the three month period ended November 30, 2018 revenues increased by 35.4% across the Network. The Company reported a net loss of $713,360 ($0.04 basic and diluted loss per share), an increase from a net loss of $364,917 ($0.02 basic and diluted loss per share) in the corresponding quarter in the prior fiscal year. The majority of this increased loss was attributable to non-cash expenses related to share-based compensation which is designed to maintain alignment between the objectives of Company leadership and shareholders. The net loss for the nine months ended November 30, 2018 was $2,600,644 ($0.13 basic and diluted loss per share), up from a net loss of $1,080,213 ($0.06 basic and diluted loss per share) in the corresponding quarter in the prior fiscal year, again primarily due to increased non-cash share-based compensation in the current fiscal year.

Revenue for the three month period ended November 30, 2018, was $243,965 (November 30, 2017 - $180,157) representing an increase of $63,808 or 35.4% over the same period last year. Gross profit for the three month period ended November 30, 2018 was $156,027 (November 30, 2017 - $130,982) representing an increase of $25,045 or 19.1% over the same period last year.

Revenue for the nine months ended November 30, 2018 was $609,514 (November 30, 2017 – $522,597), representing a 16.6% increase over the same period last year. Gross profit for the nine months ended November 30, 2018 was $418,530 (November 30, 2017 – $381,441), representing a 9.7% increase over the same period last year.

The increases in revenue for both the three and nine month periods ended November 30, 2018 are attributable to increased parcel volumes and a shift in parcel volume by service offering. The growth in direct costs is also linked to this shift, as parcel volumes increased in revenue streams with direct costs and decreased in lower revenue streams without significant direct costs.

Administrative expenses for the three and nine month periods ended November 30, 2018 were $546,238 and $1,622,646 (November 30, 2017 - $496,609 and $1,355,321), respectively, representing an increase relative to the corresponding periods in the prior fiscal year. These cost increases relate primarily to the full year impact of additional full-time management hired in FY2018 and additional customer support employees hired in the current year to manage growing parcel volumes, and plan for system expansion.

Non-cash share-based compensation for the three and nine month periods ended November 30, 2018 was recorded as $317,838 and $1,381,371 (November 30, 2017 - $(6,341) and $88,602), respectively, representing an increase relative to the corresponding periods in the prior fiscal year. This is primarily related to the stock options issued in the third quarter of the prior fiscal year.

Cash Flows

During the nine months ended November 30, 2018 cash increased by $39,355 due to $1,060,825 (November 30, 2017 - $1,091,038) provided by financing activities including the exercise of warrants and the issuance of convertible debentures, and $7,795 movement in foreign currency, partially offset by $965,666 used in operating activities (November 30, 2017 - $828,134) and $63,599 used in equipment/software purchases (November 30, 2017 - $26,000) during the period.

Financial Condition

As at November 30, 2018, the Company had total assets of $923,531 (February 28, 2018 - $818,441). The increase in the nine months ended November 30, 2018 was primarily attributed to the additional equity raised as a result of warrants exercised and the issuance of convertible debentures.

As at November 30, 2018, the Company had a working capital deficiency (defined as current assets less current liabilities) of $340,720 (February 28, 2018 – surplus of $188,511) and had not yet achieved profitable operations. The Company is seeking to fund its planned expansion of the PUDO Network through equity financings. See "*Liquidity*" below.

Liquidity and Capital Resources

PUDO intends to generate the capital necessary to fund the planned expansion through revenue from operations and equity financing activities.

On November 8, 2018, the Company completed a non-brokered private placement unsecured convertible debenture in the amount of $100,000. The debenture carries an interest rate of 12% with a maturity date of November 8, 2019. On November 30, 2018, the Company completed a non-brokered private placement unsecured convertible debenture in the amount of $400,000. The debenture carries an interest rate of 9% with a maturity date of November 30, 2019. At the option of the holder, the principal and the interest of both convertible debentures may be converted to common shares of the Company at a conversion price of

$0.95 per share and market price, respectively, at any time up to and including the maturity date of the respective debenture.

As noted in the Annual MD&A and prior Quarterly Highlights, the Company generates limited cash from operations. The Company's primary source of cash to date has been equity financings and more recently through convertible debentures. The Company's outstanding loans and borrowings as at November 30, 2018 consist of the following:

	November 30, 2018	February 28, 2018
Loan payable (Atlantic Canada Opportunities Agency)		
30 instalments repayable at $4,458 per month	**$ 133,740**	$ 173,862
Less: Discount future contractual cash flows	**22,796**	36,932
	110,944	136,930
Less: Current portion	**39,491**	35,314
	$ 71,453	$ 101,616

Convertible Debentures	
Opening balance – February 28, 2018	**$ -**
Convertible debentures	468,376
Accretion expense	229
Interest expense	696
Interest payment	-
Balance – November 30, 2018	**$ 469,301**

PUDO intends to raise equity capital to fund its planned expansion as well as increase its revenue at existing locations to eliminate operating losses. The Company has a history of successfully raising the capital needed to operate and believes it can continue to raise any necessary capital. However, the history of losses reflect material uncertainty which may cast significant doubt on the ability of the Company to continue to operate as a going concern.

The unaudited condensed interim consolidated financial statements for the three and nine month periods ended November 30, 2018 have been prepared with the assumption that the Company will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the course of operations. They do not include any adjustments that may be required if it were not able to continue as a going concern. The Company's financial statements for the year ended February 28, 2018 contain an emphasis of matter paragraph in its audit opinion related to its ability to continue as a going concern. Management believes that actions currently being taken, which primarily involve increasing revenues, controlling expenses, and raising additional capital will allow the Company to achieve profitability and allow the Company to continue as a going concern.

Related Party Transactions

During the three and nine month periods ended November 30, 2018 and 2017, the Company incurred accounting fees and office rental, which is included in accounting and office expense, of $41,850 and $125,550 (November 30, 2017 - $23,850 and $71,550), respectively, to a Company with a common officer and director.

During the three and nine month periods ended November 30, 2018 and 2017, the Company had the following transactions with shareholders, management and directors:

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2018	**2017**	**2018**	**2017**
Salaries and benefits	**$ 160,608**	$ 92,250	**$ 486,201**	$ 220,500
Consulting fees	**9,850**	70,401	**29,386**	152,662
	$ 170,458	$ 162,651	**$ 515,587**	$ 373,162

As at November 30, 2018, balances payable to the related parties noted above amounted to $193,719 (February 28, 2018 - $62,533) and are included in trade and other payables. These balances are unsecured, non-interest bearing and are due on demand.

During the three and nine month periods ended November 30, 2018, common shares in the amount of nil and 27,854, respectively, were issued to an officer of the Company (November 30, 2017 - nil and nil) pursuant to the exercise of warrants in settlement of $27,854 debt owing to the officer.

In November 2018, the Company completed two non-brokered financings by way of issuance of convertible debentures, whereby $500,000 of the debentures are held by corporations under the control of a common director and officer of the Company. The convertible debentures are secured against the assets of the Company.

All related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

Risk Factors

The Annual MD&A for the year ended February 28, 2018, dated May 17, 2018 and filed on SEDAR, sets out a brief summary of certain risk factors for which adverse occurrences may have a material impact on the Company's future financial performance. We draw our readers' attention to that disclosure of risk factors. No significant changes to those risk factors have occurred in the 2019 fiscal year and to the date of this report.