

## FORM 7

### MONTHLY PROGRESS REPORT

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

Trading Symbol: UPCO

Number of Outstanding Listed Securities: 67,104,975

Date: January 3, 2019

#### **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.
  - The issuer worked on further developing its mobile App and also its VOIP whole business.
  
2. Provide a general overview and discussion of the activities of management.
  - On December 20 Upco announced that it will be adapting Upco Mobile Messenger to integrate with the new eSIM technology, commencing in 2019. An eSIM is a very small integrated SIM (Subscriber Identity Module) that is embedded in a mobile device and stores all information that is necessary to identify and authenticate the mobile subscriber. A key benefit of this new technology is that the identification information can be rewritten, which allows users to easily change operators, without the need to need to swap removable SIM cards. Other, related, benefits include improved flexibility regarding, for example, use of different numbers for different purposes (e.g. business vs personal), and separate voice and data plans. Another advantage is that eSIMs will make it easier to switch to a local network when travelling, particularly outside of the European Union, thus avoiding exorbitant roaming charges.
  
  - On December 13 Upco announced that it has signed a strategic cooperation agreement with Megafanstore Marketing Ltd. ("Megafanstore"), a London

UK-based company. Under the terms of the agreement, the parties will collaborate to leverage the Upco Messenger with its blockchain and e-Wallet technology for mobile payment solutions. Pending enhancements in Upco's platform will provide channel support for tailored solutions with key partners, including well-known publishers of paid content, and European football clubs. These enhancements will benefit Upco by extending its user base, and channel partners, by extending their reach in the market.

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.

-N/A

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.

- N/A

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.
  - N/A
- 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. N/A

Security	Number Issued	Details of Issuance	Use of Proceeds <sup>(1)</sup>

*(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.
  - N/A
- 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 January 3, 2019.

Andrea Pagani  
Name of Director or Senior  
Officer

"Andrea Pagani"  
Signature  
CEO and Director  
Official Capacity

<b>Issuer Details</b> Name of Issuer Upco International Inc.	For Month End December 2018	Date of Report YY/MM/DD - 2019 / Jan / 3
Issuer Address 200 - 17618 - 58 Avenue		
City/Province/Postal Code Surrey, BC, V3S 1L3	Issuer Fax No.	Issuer Telephone No. ( 778) 218 9638
Contact Name Jag Sandhu	Contact Position – Manager of Corporate Development	Contact Telephone No. - 778 218 9638
Contact Email Address JAGJNS@OUTLOOK.COM	Web Site Address www.upcointernational.com	

