FORM 7  
  
MONTHLY PROGRESS REPORT

Name of Listed Issuer: **NetCents Technology Inc**. (the “Issuer”).

Trading Symbol: **NC**

Number of Outstanding Listed Securities: **Issued:** **44,501,467, Reserved: 10,484,042**

Date**: February 5, 2019**

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report 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 Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer’s ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

**General Instructions**

1. Prepare this Monthly Progress Report 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 items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
2. The term “Issuer” includes the Issuer and any of its subsidiaries.
3. Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

**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 continued to build its business:**

**January 29, 2019 Company announced that the direct integration into the PAX Global Technology, LTD. (PAX) A920 Smart Terminal has been completed.**

**PAX has been serving the global retail marketplace for over 17 years, has distribution in over 100 countries shipping over 26 million terminals worldwide and is one of the fastest-growing POS terminal providers in the world.**

**January 22, 2019, Company announced that it had entered into a five-year ISO Reseller Agreement with SalesSource LLC. SalesSource specializes in merchant acquiring, prepaid card issuance, mobile wallet, payments facilitation and funds management. Through this agreement, SalesSource will promote and sell the NetCents Cryptocurrency Merchant Gateway, e-Wallet and Card related services to their extensive merchant network which includes multiple avenues of international and domestic processing, mobile and virtual terminal processing, eCommerce, high risk, alternative payment and cash advance methods, and POS systems integrations.**

**January 17, 2019, Company announced that it initiated the formal application process to trade on the OTCQB. The OTCQB listing is a partnership offered through CSE. The Company is now listed in Canada with the CSE, Germany with the Frankfurt Stock Exchange, and soon to the United States with the OTCQB.**

**January 15, 2019, Company announced the addition of Eric Turille and Don Sieb to the Company’s Board of Advisors. Mr Turille and Mr. Sieb have over 30 years experience in payment industry. The addition of Mr. Turille and Mr. Sieb to the Board of Advisors adds decades of payment industry knowledge, experience, and relationships to the NetCents management team.**

**January 10, 2019, Company announced that it had opened up applications to the beta for its upcoming Cryptocurrency Credit Card program. The Company is finalizing the integration of the credit card program into the user portal and Instant Settlement program. Once complete, the Company will have a trial alpha period over the next couple of months.**

**On January 7, 2019, the Company release a corporate update listing the milestones and objectives which the Company accomplished in 2018.**

Provide a general overview and discussion of the activities of management.

**Over the past month, management has continued to focus on expanding the company’s global reach working to build a pipeline of new potential partners to further increase revenue of the business.**

**Refer to Item 1 above**.

1. 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.

**Refer to Item 1 above**

1. 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.

**None**

1. 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.

**Refer to Item 1 above**

1. 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**

1. 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.

**Refer to Item 1 above**

1. Describe the acquisition of new customers or loss of customers.

**See Item 1 above**

1. 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.

**Refer to item 1 above**.

1. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs. **N/A**

Report on any labour disputes and resolutions of those disputes if applicable.

**None**

1. 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.

**In regard to the matter between the Issuer and the advancement of funds to a third party, the matter has gone to arbitration. Funds in the amount of $392,722 owing to the Issuer by a third party processor have not been forwarded by the processor to the Issuer for payout by the Issuer.**

Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

**N/A**

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| --- | --- | --- | --- | --- | --- | --- | --- |
| **Full Name & Residential Address of Placee** | **Number of Securities Purchased or to be Purchased** | **Purchase price per Security (CDN$)** | **Conversion**  **Price (if**  **Applicable)** | **Prospectus Exemption** | **No. of Securities, directly or indirectly, Owned, Controlled or Directed** | **Payment Date(1)** | **Describe relations-hip to Issuer (2)** |
|  |  |  |  |  |  |  |  |

1. Provide details of any securities issued and options or warrants granted. **CANCELLED on January 7, 2019**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Name of Optionee | Position (Director/ Officer/  Employee/ Consultant/ Management Company | Insider Yes or No? | No. of Optioned Shares | Exercise Price | Expiry Date | No. of Options Granted in Past 12 Months |
| Jennifer Lowther | Chief Revenue Officer | Yes | 250,000 | $3.20 |  | 200,000 |
| Clayton Moore | CEO | Yes | 250,000 | $3.20 |  | 100,000 |
| Gordon Jessop | President | Yes | 250,000 | $3.20 |  | 100,000 |
| Mitchel Wright | Employee | No | 50,000 | $1.95 |  | 55,000 |
| Sara Gunnarrson | Employee | No | 40,000 | $1.90 |  | 45,000 |
| Cameron Sherman | Employee | No | 50,000 | $1.90 |  | 55,000 |
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|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  | **Total** |  | **890,000** |  |  |  |

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

**None**

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

**N/A**

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

**The Resulting Issuer is operating in the payment processing industry, which is strictly regulated. Regulation is extensive and designed to protect consumers and the public, while providing standard guidelines for business operations. In the offering of its products, the Resulting Issuer is subject to certain federal and provincial laws and regulations relating to its financial product offerings, including laws and regulations governing such things as Know-Your-Customer (KYC), Anti-Money Laundering (AML), Anti-Terrorist Financing (ATF) and safeguarding the privacy of customers' personal information. Failure to comply with, or changes to, existing or future laws and regulations could result in significant unforeseen costs and limitations, and could have an adverse impact on the Resulting Issuer’s business, results of operations and/or financial condition.**

**Accordingly, there are certain risks related to crypto currencies, including the risk of regulation reforms which may prohibit payment processing transactions related to the business of the Resulting Issuer. Additionally, financial institutions may impose restrictions on persons that engage in business that is based on crypto currency transactions. Risks related to the acceptance and use of crypto currencies will have a significant impact on the volume of crypto currency transactions. Such acceptance or lack thereof, and reforms in regulation could adversely affect the Resulting Issuer’s assets, liabilities, business, financial condition, prospects and results of operations.**

**The Issuer endeavours to offset or mitigates these potentialities by ensuring they are working in concert with the appropriate legal counsel and regulatory bodies. The Resulting Issuer believes that at this time it is in compliance with all laws and regulations although many of the rules that apply to it have only recently been implemented, are complex and sometimes ambiguous and, accordingly, the Resulting Issuer cannot assure that it is in 100% compliance with all applicable** **laws, much less that all courts, arbitrators and regulators would agree that it is in 100% compliance.**

**The market for payment processing is rapidly evolving and intensely competitive, and the Issuer expects competition to intensify further in the future. There is high potential the Issuer will face competition from other companies, some of which can be expected to have longer operating histories and more financial resources and marketing experience. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of the Issuer.**

**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 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 7 Monthly Progress Report is true.

Dated: Feb 5, 2019

Gordon Jessop

Name of Director or Senior Officer

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Signature

President COO   
Official Capacity

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| ***Issuer Details***  Name of Issuer  NetCents Technology Inc. | For Month End:  Jan 31, 2019 | Date of Report  YY/MM/D  19/02/05 |
| Issuer Address  1000 – 1021 West Hastings St. | | |
| City/Province/Postal Code  Vancouver, BC, V6C 0B2 | Issuer Fax No.  ( ) | Issuer Telephone No.  ( 604) 638-5556 |
| Contact Name  Gordon Jessop | Contact Position  President COO | Contact Telephone No.  604 638-5556 |
| Contact Email Address  gord.jessop@net-cents.com | Web Site Address  [www.net-cents.com](http://www.net-cents.com) / blog.net-cents.com | |