

GTX CORP  
Form 10-Q  
November 19, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

**(Mark one)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**For the quarterly period ended September 30, 2018**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

Commission file number **000-53046**

**GTX Corp**



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Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes . No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 17,738,261 common shares issued and outstanding as of November 19, 2018.

**GTX CORP AND SUBSIDIARIES**

**For the quarter ended September 30, 2018**

**FORM 10-Q**

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**PART I****ITEM 1. FINANCIAL STATEMENTS****GTX CORP AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

|   | <b>September<br/>30, 2018</b> | <b>December<br/>31, 2017</b> |
|---|-------------------------------|------------------------------|
|   | <b>(Unaudited)</b>            |                              |
| <b>ASSETS</b>                                 |                               |                              |
| <b>Current assets:</b>                        |                               |                              |
| Cash and cash equivalents                     | \$ 15,310                     | \$ 1,454                     |
| Accounts receivable, net                      | 182,049                       | 93,130                       |
| Inventory                                     | 49,208                        | 57,835                       |
| Other current assets                          | 14,697                        | 60,153                       |
| Total current assets                          | 261,264                       | 212,572                      |
| Property and equipment, net                   | 91,397                        | 116,234                      |
| Investment in equity securities               | 897                           | 3,230                        |
| Intangible assets                             | 18,010                        | 17,520                       |
| Total assets                                  | \$ 371,568                    | \$ 349,556                   |
| <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>  |                               |                              |
| <b>Current liabilities:</b>                   |                               |                              |
| Accounts payable                              | \$ 372,023                    | \$ 297,779                   |
| Accrued expenses                              | 499,323                       | 289,343                      |
| Deferred revenues                             | 41,000                        | 57,934                       |
| Convertible promissory note, net of discount  | 1,219,547                     | 981,758                      |
| Convertible promissory note – related parties | 884,546                       | -                            |
| Term loans                                    | 200,000                       | 200,000                      |
| Derivative liabilities                        | 120,033                       | 261,172                      |
| Total current liabilities                     | 3,336,472                     | 1,887,986                    |
| Long-term convertible debt – related parties  | -                             | 670,047                      |
| Total liabilities                             | 3,336,472                     | 2,558,033                    |
| Commitments and contingencies                 |                               |                              |
| <b>Stockholders' deficit:</b>                 | 100                           | -                            |

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|   |               |              |
|---|---------------|--------------|
| Preferred stock, \$0.001 par value; 10,000,000 shares authorized; 1,000,000 shares issued and outstanding   |               |              |
| Common stock, \$0.0001 par value; 2,071,000,000 shares authorized; 15,098,261 and 9,389,982 shares issued and outstanding at September 30, 2018 and December 31, 2017, respectively | 1,510         | 939          |
| Additional paid-in capital  | 19,351,648    | 18,855,596   |
| Accumulated other comprehensive loss  | -             | (59,249 )    |
| Accumulated deficit   | (22,318,162 ) | (21,005,763) |
| Total stockholders' deficit   | (2,964,904 )  | (2,208,477 ) |
| Total liabilities and stockholders' deficit   | \$371,568     | \$349,556    |

**See accompanying notes to condensed consolidated financial statements.**

**GTX CORP AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(Unaudited)**

|   | <b>Three Months Ended<br/>September 30,</b> |              | <b>Nine Months Ended<br/>September 30,</b> |              |
|---|---|--------------|--|--------------|
|   | <b>2018</b>                                 | <b>2017</b>  | <b>2018</b>                                | <b>2017</b>  |
| Product sales   | \$ 132,517                                  | \$ 92,368    | \$ 409,677                                 | \$ 237,148   |
| Service income  | 50,497                                      | 59,268       | 146,647                                    | 122,551      |
| Royalty and consulting income   | 12,500                                      | 22,913       | 37,500                                     | 95,201       |
| Total revenues  | 195,514                                     | 174,549      | 593,824                                    | 454,900      |
| Cost of products sold   | 30,420                                      | 58,739       | 124,028                                    | 144,656      |
| Costs of other revenue  | 15,510                                      | 8,264        | 37,380                                     | 50,828       |
| Total cost of goods sold  | 45,930                                      | 67,003       | 161,408                                    | 195,484      |
| Gross margin  | 149,584                                     | 107,546      | 432,416                                    | 259,416      |
| Operating expenses:   |   |              |  |              |
| Wages and benefits  | 174,047                                     | 179,167      | 559,523                                    | 482,827      |
| Sales and marketing   | 12,008                                      | 7,616        | 35,435                                     | 38,973       |
| Professional fees   | 108,411                                     | 73,480       | 236,835                                    | 252,320      |
| Research and development expense  | 2,795                                       | -            | 4,691                                      | -            |
| General and administrative  | 79,545                                      | 44,077       | 223,565                                    | 219,760      |
| Total operating expenses  | 376,806                                     | 304,340      | 1,060,049                                  | 993,880      |
| Loss from operations  | (227,222 )                                  | (196,795 )   | (627,633 )                                 | (734,464 )   |
| Other income/(expenses):  |   |              |  |              |
| Other   | (51,851 )                                   | (1,275 )     | (53,697 )                                  | (27,200 )    |
| Amortization of debt discount   | (133,524 )                                  | (155,601 )   | (389,379 )                                 | (255,370 )   |
| Derivative income (expense), net  | 196,953                                     | (27,000 )    | 188,389                                    | 172,368      |
| Additional cost on related party notes                                      | -   | -            | (247,147 )                                 | -            |
| Interest expense  | (38,174 )                                   | (23,510 )    | (123,683 )                                 | (88,387 )    |
| Total other income/(expenses)   | (26,596 )                                   | (207,386 )   | (625,517 )                                 | (198,589 )   |
| Net loss  | \$(253,818 )                                | \$(404,180 ) | \$(1,253,150 )                             | \$(933,053 ) |
| Weighted average number of common shares outstanding -<br>basic and diluted | 13,669,504                                  | 8,436,181    | 11,503,097                                 | 7,908,053    |
| Net income (loss) per common share - basic and diluted                      | \$(0.02 )                                   | \$(0.05 )    | \$(0.11 )                                  | \$(0.12 )    |



**See accompanying notes to condensed consolidated financial statements.**

## GTX CORP AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT

(Unaudited)

|   | Preferred Stock<br>Shares | Amount | Common Stock<br>Shares | Amount  | Additional<br>Paid-In<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Loss | Accumulated<br>Deficit | Total         |
|---|---------------------------|--------|------------------------|---------|----------------------------------|---|------------------------|---------------|
| <b>Balance,<br/>January 31,<br/>2018</b>  | -                         | -      | 9,389,982              | \$939   | \$18,855,596                     | \$ (59,249)                                   | \$(21,005,763)         | \$(2,208,477) |
| Cumulative<br>effect of<br>implementing<br>ASU 2016-01                          | -                         | -      | -                      | -       | -                                | 59,249  | (59,249 )              | -             |
| Issuance of<br>common stock<br>for services                                     | -                         | -      | 734,303                | 73      | 71,697                           | -   | -                      | 71,770        |
| Issuance of<br>preferred<br>stock for<br>services                               | 1,000,000                 | 100    | -                      | -       | 46,263                           | -   | -                      | 46,363        |
| Issuance of<br>common stock<br>for conversion<br>of debt                        | -                         | -      | 3,207,651              | 321     | 162,019                          | -   | -                      | 162,340       |
| Exercise of<br>warrants   | -                         | -      | 1,766,325              | 177     | (177 )                           | -   | -                      | -             |
| Fair value of<br>beneficial<br>conversion<br>feature on<br>convertible<br>notes | -                         | -      | -                      | -       | 216,250                          | -   | -                      | 216,250       |
| Net loss  | -                         | -      | -                      | -       | -                                | -   | (1,253,150 )           | (1,253,150)   |
| <b>Balance,<br/>September<br/>30, 2018</b>                                      | 1,000,000                 | \$100  | 15,098,261             | \$1,510 | \$19,351,648                     | \$-   | \$(22,318,162)         | \$(2,964,904) |

See accompanying notes to condensed consolidated financial statements.



**GTX CORP AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

|   | <b>Nine Months Ended</b> |             |
|---|--------------------------|-------------|
|   | <b>September 30,</b>     |             |
|   | <b>2018</b>              | <b>2017</b> |
| Cash flows from operating activities:                                       |                          |             |
| Net loss  | \$(1,253,150)            | \$(905,853) |
| Adjustments to reconcile net loss to net cash used in operating activities: |                          |             |
| Depreciation and amortization   | 55,847                   | 46,967      |
| Bad debt expense  | -                        | 1,591       |
| Stock-based compensation  | 71,770                   | 114,250     |
| Noncash financing cost on related party notes                               | 214,499                  | -           |
| Unrealized loss on marketable securities                                    | 2,333                    | -           |
| Change in fair value of derivative liability                                | (188,389 )               | (172,368)   |
| Amortization of debt discount   | 389,379                  | 255,370     |
| Fair value of preferred shares issued to management                         | 46,363                   | -           |
| Interest on notes   | 207,075                  | (20,826 )   |
| Changes in operating assets and liabilities:                                |                          |             |
| Accounts receivable   | (88,919 )                | (81,781 )   |
| Inventory   | 8,627                    | 61,947      |
| Other current and non-current assets  | 45,456                   | (67,531 )   |
| Accounts payable and accrued expenses                                       | 122,818                  | 129,511     |
| Accrued expenses - related parties  | (45,668 )                | 137,530     |
| Accrued liability   | 47,250                   | -           |
| Deferred revenues   | (16,934 )                | 4,446       |
| Net cash used in operating activities                                       | (381,643 )               | (496,747)   |
| Cash flows from investing activities:                                       |                          |             |
| Purchase of property and equipment  | (31,500 )                | (20,645 )   |
| Net cash used in investing activities                                       | (31,500 )                | (14,700 )   |
| Cash flows from financing activities:                                       |                          |             |
| Proceeds from convertible promissory notes                                  | 485,000                  | 434,500     |
| Payments on convertible promissory notes                                    | (58,000 )                | (10,000 )   |
| Net cash provided by financing activities                                   | 427,000                  | 424,500     |
| Net change in cash and cash equivalents                                     | 13,856                   | (92,892 )   |
| Cash and cash equivalents, beginning of period                              | 1,454                    | 95,431      |
| Cash and cash equivalents, end of period                                    | \$15,310                 | \$2,539     |

**Supplemental disclosure of cash flow information:**

|                   |         |         |
|-------------------|---------|---------|
| Income taxes paid | \$-     | \$-     |
| Interest paid     | \$5,655 | \$4,000 |

**Supplementary disclosure of noncash financing activities:**

|   |           |           |
|---|-----------|-----------|
| Unrealized loss on available for sale investments | \$-       | \$27,200  |
| Issuance of common stock for conversion of debt   | \$162,340 | \$355,098 |
| Debt discount on convertible notes payable        | \$216,250 | \$-       |
| Debt discount recorded as derivative liabilities  | \$47,250  | \$354,613 |

**See accompanying notes to condensed consolidated financial statements.**

## **GTX CORP AND SUBSIDIARIES**

### **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2018**

**(Unaudited)**

#### **1. ORGANIZATION AND BASIS OF PRESENTATION**

During the periods covered by these financial statements, GTX Corp and subsidiaries (collectively, the “Company,” “GTX,” “we” or “our”) were engaged in businesses that design, develop manufacture and sell various interrelated and complementary products and services in the Personal Location Wearable Technology marketplace. GTX Corp owns 100% of the issued and outstanding capital stock of Global Trek Xploration and LOCiMOBILE, Inc.

Global Trek Xploration designs, develops, manufactures and sells hardware, software, connectivity services of Global Positioning System (“GPS”) cellular, RF and Bluetooth Low Energy (“BLE”) monitoring and tracking solutions that provide real-time tracking of the whereabouts of people and high valued assets. Utilizing a miniature quad band GPRS transceiver, antenna, circuitry, battery and inductive charging circuitry, our product(s) can be customized and integrated into numerous products and form factors whose location and movement can be monitored in real time through our 24x7 tracking portal or web enabled mobile devices Our core products and services are supported by an extensive IP portfolio of patents, patents pending, registered trademarks, copyrights, URLs and a library of software source code.

LOCiMOBILE, Inc. develops Smartphone application (“App”) for both consumer and enterprise deployment. With a suite of mobile applications that turn the iPhone, iPad, Android and other GPS enabled handsets into a tracking device which can be tracked from handset to handset or through our tracking portal or on any connected device with internet access. LOCiMOBILE has launched numerous Apps across multiple mobile device operating systems and continues to launch consumer and enterprise apps. LOCiMOBILE apps have over 2 million downloads across 50 plus countries and have been ranked in the iTunes top 10 downloads and highest grossing App category.

#### **Basis of Presentation**

The accompanying unaudited consolidated financial statements of GTX have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and applicable regulations of the U.S. Securities and Exchange Commission. Certain information and footnote disclosures normally

included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been omitted pursuant to such rules and regulations. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair statement of financial position and results of operations have been included. Our operating results for the nine months ended September 30, 2018 are not necessarily indicative of the results that may be expected for the year ending December 31, 2018. The accompanying unaudited consolidated financial statements should be read in conjunction with our audited consolidated financial statements for the year ended December 31, 2017, which are included in our Annual Report on Form 10-K.

The accompanying consolidated financial statements reflect the accounts of GTX Corp and its wholly-owned subsidiaries. All significant inter-company balances and transactions have been eliminated.

On June 22, 2018, as previously disclosed, the Company effected a 1-for-75 reverse stock split of its common stock. All references to shares of common stock outstanding, average number of shares outstanding and per share amounts in these consolidated financial statements and notes to consolidated financial statements have been restated to reflect the reverse stock split on a retroactive basis.

### **Going Concern**

The consolidated financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred a net loss of \$1,253,150 and used cash in operations of \$381,643 for the nine months ended September 30, 2018 and as of September 30, 2018 has a stockholders' deficit of \$2,964,904. The Company anticipates further losses in the development of its business.

The Company's independent registered public accounting firm has also included explanatory language in their opinion accompanying the Company's audited financial statements for the year ended December 31, 2017. The Company's financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the possible inability of the Company to continue as a going concern.

The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or obtaining the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. The Company's ability to raise additional capital through the future issuances of debt or equity is unknown. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, or its attainment of profitable operations are necessary for the Company to continue operations. The ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

## **2. SIGNIFICANT ACCOUNTING POLICIES**

### **Use of Estimates**

The preparation of the accompanying unaudited consolidated financial statements requires the use of estimates that affect the reported amounts of assets, liabilities, revenues, expenses and contingencies. These estimates include, but are not limited to, estimates related to revenue recognition, allowance for doubtful accounts, inventory valuation, tangible and intangible long-term asset valuation, warranty and other obligations and commitments. Estimates are updated on an ongoing basis and are evaluated based on historical experience and current circumstances. Changes in facts and circumstances in the future may give rise to changes in these estimates which may cause actual results to differ from current estimates.

### **Fair Value Estimates**

Pursuant to the Accounting Standards Codification ("ASC") No. 820, "*Disclosures About Fair Value of Financial Instruments*", the Company records its financial assets and liabilities at fair value. ASC No. 820 provides a framework for measuring fair value, clarifies the definition of fair value and expands disclosures regarding fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. ASC No. 820 establishes a three-tier hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:



Level 1—Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2—Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the asset/liability's anticipated life.

Level 3—Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

The carrying values for cash and cash equivalents, accounts receivable, other current assets, accounts payable and accrued liabilities approximate their fair value due to their short maturities. The Company uses Level 2 inputs for its valuation methodology for the derivative liabilities.

### **Derivative Instruments**

Our debt or equity instruments may contain embedded derivative instruments, such as conversion options, which in certain circumstances may be required to be bifurcated from the associated host instrument and accounted for separately as a derivative instrument liability.

Our derivative instrument liabilities are re-valued at the end of each reporting period, with changes in the fair value of the derivative liability recorded as charges or credits to income, in the period in which the changes occur. For bifurcated conversion options that are accounted for as derivative instrument liabilities, we determine the fair value of these instruments using the Black-Scholes option pricing model. This model requires assumptions related to the remaining term of the instrument and risk-free rates of return, our current Common Stock price and expected dividend yield, and the expected volatility of our Common Stock price over the life of the option.

### **Comprehensive Loss**

FASB ASC 220 establishes rules for reporting and displaying comprehensive loss and its components. Comprehensive loss is the sum of net loss as reported in the consolidated statements of operations and comprehensive loss transactions as reported in the consolidated statement of stockholders' deficit. Comprehensive loss transactions that applied to the Company through December 31, 2017 resulted from unrealized losses on available for sale investments. On January 1, 2018 the Company adopted ASC 2016-01, and such gains and losses are now reported as part of earnings.

### **Reclassifications**

For comparability, certain prior period amounts have been reclassified, where appropriate, to conform to the financial statement presentation used in 2017. These reclassifications have no impact on net loss.

### **Revenue**

Effective January 1, 2018 the Company adopted Accounting Standards Update ("ASU") no. 2014-09, *Revenue from Contracts with Customers (ASC 606)*. Under the update, revenue is recognized based on a five-step model. The core principle of the model is that revenue will be recognized when the transfer of promised goods or services to customers is made in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those

goods or services. The adoption of this standard did not result in any changes to previously reported amounts.

We account for revenue in accordance with ASC 606. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer, and is the unit of account in ASC 606. Revenue is measured as the amount of consideration we expect to receive in exchange for transferring goods or providing services. The contract transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. We do not have any significant payment terms, as payment is received shortly after goods are delivered or services are provided.

We derive our revenues primarily from hardware sales, subscription services fees, IP licensing and professional services fees. Hardware includes our SmartSole, Military and other Stand-Alone Devices. Subscription services revenues consist of fees from customers accessing our cloud-based software solutions and subscription or license fees for our platform. Professional services and other revenues consist primarily of fees from implementation services, configuration, data services, training and managed services related to our solutions. IP licensing is related to our agreement with Inventergy whereby we have partnered in order to monetize our IP portfolio (see, Note 3, below).

#### Product sales

At the inception of each contract, we assess the goods and services promised in our contracts and identify each distinct performance obligation. The Company recognizes revenue upon the transfer of control of promised products or services to the customer in an amount that depicts the consideration the Company expects to be entitled to for the related products or services. For the large majority of the Company's sales, transfer of control occurs once product has shipped and title and risk of loss have transferred to the customer.

Some of our contracts have multiple performance obligations, including contracts that combine hardware with post-implementation customer support. For contracts with multiple performance obligations, we allocate the contract's transaction price to each performance obligation using our best estimate of the standalone selling price of each distinct good or service in the contract. The primary method used to estimate standalone selling price is the expected cost plus a margin approach, under which we estimate our expected costs of satisfying a performance obligation and add an appropriate margin for that distinct good or service. We also use the adjusted market approach whereby we estimate the price that customers in the market would be willing to pay. In assessing whether to allocate variable consideration to a specific part of the contract, we consider the nature of the variable payment and whether it relates specifically to its efforts to satisfy a specific part of the contract. Certain of our software implementation performance obligations are satisfied at a point in time, typically when customer acceptance is obtained.

### Services Income

The Company's software solutions are available for use as hosted application arrangements under subscription fee agreements without licensing perpetual rights to the software. Subscription fees from these applications are recognized over time on a ratable basis over the customer agreement term beginning on the date the Company's solution is made available to the customer. Our subscription contracts are generally one to three months in length. Amounts that have been invoiced are recorded in accounts receivable and deferred revenues or revenues, depending on whether the revenue recognition criteria have been met.

The majority of our professional services arrangements are recognized on a time and materials basis. Professional services revenues recognized on a time and materials basis are measured monthly based on time incurred and contractually agreed upon rates. Certain professional services revenues are based on fixed fee arrangements and revenues are recognized based on the proportional performance method. In some cases, the terms of our time and materials and fixed fee arrangements may require that we defer the recognition of revenue until contractual conditions are met. Data services and training revenues are generally recognized as the services are performed.

### Royalty Revenue

Royalty revenue recorded by the Company relates exclusively to the Company's License and Partnership agreement with Inventergy which provides for ongoing royalties based on monetization of IP licenses. The Company recognizes revenue for royalties under ASC 606, which provides revenue recognition constraints by requiring the recognition of revenue at the later of the following: 1) sale or usage of the products or 2) satisfaction of the performance obligations. The Company has satisfied its performance obligations and therefore recognizes royalty revenue when the sales to which the royalties relate are completed.

Accounts receivable, net

The timing of revenue recognition may differ from the timing of invoicing to customers. Accounts receivable are recorded at the invoiced amount, net of any necessary allowance for doubtful accounts. A receivable is recognized in the period the Company provides the underlying services or when the right to consideration is unconditional. The balance of accounts receivable, net of the allowance for doubtful accounts, as of September 30, 2018 and December 31, 2017 is presented in the accompanying condensed consolidated balance sheets. The Company established an allowance for doubtful accounts of \$13,926 and \$22,312 as of September 30, 2018 and December 31, 2017, respectively.

Deferred revenue

Deferred revenue consists primarily of the transaction price allocated to performance obligations that are recognized over a period of time basis. Billings associated with such items are typically completed upon the transfer of control of promised products or services to the customer and recorded to accounts receivable until payment is received. Deferred costs primarily refer to the recurring fees in excess of a \$500 minimum that is prorated over the term of the contract. Deferred revenue also consists of advance payments from customers for uncompleted contracts.

**Loss per Common Share**

Basic earnings (loss) per share is computed by dividing the net income (loss) applicable to common stockholders by the weighted average number of shares of common stock outstanding during the period. Diluted earnings (loss) per share is computed by dividing the net income applicable to common stockholders by the weighted average number of common shares outstanding plus the number of additional common shares that would have been outstanding if all dilutive potential common shares had been issued, using the treasury stock method. Potential common shares are excluded from the computation when their effect is antidilutive.

For the periods ended September 30, 2018 and 2017, the calculations of basic and diluted loss per share are the same because potential dilutive securities would have had an anti-dilutive effect. The potentially dilutive securities consisted of the following:

|  | September<br>30, 2018 | September<br>30, 2017 |
|--|-----------------------|-----------------------|
| Convertible promissory notes                 | 4,444,289             | 9,203,193             |
| Convertible promissory notes related parties | 1,179,394             | 611,959               |
| Warrants                                     | 11,321,667            | 3,852,000             |
| Total  | 16,945,350            | 13,667,152            |

**Recently Issued Accounting Pronouncements**

In February 2016, the FASB issued Accounting Standards Update No. 2016-02 (ASU 2016-02), Leases (Topic 842). ASU 2016-02 requires a lessee to record a right-of-use asset and a corresponding lease liability, initially measured at the present value of the lease payments, on the balance sheet for all leases with terms longer than 12 months, as well as the disclosure of key information about leasing arrangements. ASU 2016-02 requires recognition in the statement of operations of a single lease cost, calculated so that the cost of the lease is allocated over the lease term, generally on a straight-line basis. ASU 2016-02 requires classification of all cash payments within operating activities in the statement of cash flows. Disclosures are required to provide the amount, timing and uncertainty of cash flows arising from leases. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted. The Company has not yet evaluated the impact of the adoption of ASU 2016-02 on the Company's financial statement presentation or disclosures.

In June 2018, the FASB issued Accounting Standards Update 2018-07, Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting (“ASU 2018-07”). ASU 2018-07 expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. ASU 2018-07 also clarifies that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under Revenue from Contracts with Customers (Topic 606). ASU 2018-07 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company will adopt the provisions of ASU 2018-07 in the quarter beginning January 1, 2019. The adoption of ASU 2018-07 is not expected to have any impact on the Company’s financial statement presentation or disclosures.

Other recent accounting pronouncements issued by the FASB, its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company’s present or future consolidated financial statements.

### **3. JOINT VENTURE AND INVESTMENT IN EQUITY SECURITIES**

#### *Joint Venture Agreement*

On June 16, 2016, the Company entered into a Definitive Agreement with Inventergy Innovations, LLC (“Inventergy”), a subsidiary of Inventergy Global, Inc. (NASDAQ: INVT). The Company partnered with Inventergy to monetize three (3) GTX Patents. Upon signing the Agreement, the Patents were assigned to an Inventergy subsidiary, and Inventergy assigned a 45% interest in the entity to GTX. Inventergy is also obligated to make a sequence of quarterly payments to GTX beginning in January 2017, which payments represent non-refundable advances against future royalty and other payments. Pursuant to a non-exclusive license back to GTX, GTX will still retain all use rights of the 3 patents. During the period ended September 30, 2018, the Company has received \$12,500 as a non-refundable advance from Inventergy.

The Company uses the equity method to account for its 45% investment in the Inventergy subsidiary. Under the equity method, the Company recognizes its share of the earnings and losses of the subsidiary as they accrue instead of when they are realized. As of September 30, 2018 and December 31, 2017, the Company's investment in the subsidiary was \$0.

#### *Investment in Equity Securities*

As of September 30, 2018, we own 42,500 shares of common stock of INVT at a closing price of \$0.0211, for a value of \$897. The Company previously accounted for this as an investment in available for sale securities, and as such unrealized gains and losses were recorded as adjustment to accumulated other comprehensive income.

In January 2018, the Company adopted ASU 2016-01, Financial Instruments (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities ("ASU 2016-01 using the modified retrospective transition method. Upon adoption, we reclassified \$59,249 related to available-for-sale investment securities from accumulated other comprehensive loss to accumulated deficit as a cumulative-effect adjustment. Under the new guidance, these securities will continue to be measured at fair value; however, the changes in unrealized net holding gains and losses will be reported in earnings. Comparative information continues to be reported under the accounting standards in effect for the period. The effect of the change for the nine months ended September 30, 2018 was an increase to net loss of approximately \$2,333, which is included in Other income (expense) on the Condensed Consolidated Statements of Operations.

#### **4. RELATED PARTY TRANSACTIONS**

In order to preserve cash for other working capital needs, various officers and members of management have agreed to accrue, and defer payment of, portions of their salaries since fiscal 2011. As of September 30, 2018 and December 31, 2017, the Company owed \$139,600 and \$0, respectively for such accrued wages which are included in accounts payable on the balance sheet.

#### **5. DEBT**

##### *Convertible Notes*



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As of September 30, 2018 and December 31, 2017, the Company had a total of \$1,245,785 and \$923,875, respectively, of convertible notes payable, which consisted of the following:

|   | September<br>30, 2018 | December<br>31, 2017 |
|---|-----------------------|----------------------|
| a) Convertible Notes – with fixed conversion    | \$979,000             | \$517,500            |
| b) Convertible Notes – with variable conversion | 266,785               | 406,375              |
| Total   | 1,245,785             | 923,875              |
| Less: Debt discount                             | (26,238 )             | (142,117)            |
| Total convertible notes, net of debt discount   | \$1,219,547           | \$781,758            |

Convertible notes payable with principal balance of \$517,500 as of December 31, 2017 consist of loans provided to the Company from various investors. These notes carry simple interest at a rate ranging from 0% to 12% per annum and with terms ranging from 1 to 2 years. In lieu of the repayment of the principal and accrued interest, the outstanding amounts are convertible, at the option of the note holder, generally at any time on or prior to maturity and automatically under certain conditions, into the Company's common shares at \$0.015 to \$0.002 per share. These notes became due in 2017 and prior, and are currently past due. During the nine months ended September 30, 2018, we issued 1,400,000 shares of common stock to convert \$31,500 of these outstanding convertible notes and paid down in cash the principal balance on two notes by \$2,000.

During the period ended September 30, 2018, the Company entered into Convertible Promissory Agreements with accredited investors for an aggregate principal balance of \$460,000. The Purchasers may convert their notes after six months into common shares in the Company at a price equal to \$0.15. The notes bear interest of 12% mature at various dates ranging from four to six months. The notes were issued pursuant to Section 4(a)(2) of the Securities Act of 1933. On the dates of the agreement, the closing price of the common stock range from \$0.0018 to \$0.23 per share. As the conversion price embedded in the note agreements was below the trading price of the common stock on the dates of issuance, a beneficial conversion feature (BCF) was recognized at the date of issuance. The Company recognized a debt discount at the date of issuance in the aggregate amount of \$216,250 related to the intrinsic value of beneficial conversion feature.

Also, during the same period, the Company entered into a Convertible Promissory Agreement with an accredited investor with a principle balance of \$25,000. The Purchaser may convert their note after November 30, 2018 into common shares in the Company at a price equal to a 40% discount to market. The note bears interest of 1%. As part of the note agreement, the Company issued warrants to acquire 500,000 shares of common stock at an exercise price of \$.04 per share.

The balance of the valuation discount of notes with a fixed conversion as of December 31, 2017 was \$63,012. During the period ended September 30, 2018 the Company amortized \$264,250 of debt discount leaving an unamortized balance of \$15,012 at September 30, 2018. See subsequent events for Amendment to the Notes.

Convertible notes payable with principal balance of \$406,375 were outstanding as of December 31, 2017 consist of loans provided to the Company from various investors. These notes are non-interest bearing and with terms ranging from 1 to 2 years. In lieu of the repayment of the principal and accrued interest, the outstanding amounts are convertible, at the option of the note holder, generally at any time on or prior to maturity and automatically under certain conditions, into the Company's common shares at 60% of the lowest trading price in the prior 30 b)days.

During the nine-month period ended September 30, 2018, we issued 1,807,651 shares of common stock to convert \$130,840 of outstanding convertible notes. In addition, we paid down \$56,000 under the note agreements.

During the period ended September 30, 2018, the Company had issued a Convertible Promissory Note as payment for services incurred under an Advisory Agreement with a third party for a principal balance of \$47,250 under the same terms as the notes above.

The Company determined that since the conversion floor of these notes had no limit to the conversion price, the Company could no longer determine if it had enough authorized shares to fulfil its conversion obligation. As such, pursuant to current accounting guidelines, the Company determined that the conversion feature of these notes created a derivative with a fair value totaling \$49,206 at the date of issuances. The Company recorded \$47,250 of this amount as a valuation discount to be amortized over the life of the note and the remaining \$1,956 as a financing cost.

The unamortized valuation discount relating to these notes was \$79,105 as of December 31, 2017. During the period ended September 30, 2018, the Company recorded amortization of debt discount of \$114,739 as interest expense. Unamortized debt discount as of September 30, 2018 was \$11,616 related to these notes.

*Convertible Notes Due to Related Parties*

On September 30, 2016, management elected to convert accrued salaries into long-term convertible promissory notes. The balance of such note at December 31, 2016 was \$438,997. On December 31, 2017, management elected to transfer additional accrued salaries into long-term convertible promissory notes, due on March 31, 2019, totaling \$231,050 and are due 18 months after issuance. The notes bear a 10% annual interest rate. Management shall have the right, but not the obligation to convert up to 50% of the amount advanced and accrued interest into shares, warrants or options of common or preferred stock of the Company at \$0.75 per share. As of December 31, 2017, outstanding balance on the convertible note was \$670,047.

During the period ended June 30, 2018, the Company recognized additional notes with an aggregate amount of \$214,499 which represent 50% of the related party notes that matured on March 31, 2018. The notes are due on March 31, 2019. Such amount was recorded as noncash financing cost during the nine months ended September 30, 2018. As of September 30, 2018, the outstanding balance on the convertible promissory notes was \$884,546.

On September 30, 2018 interest of \$141,602 is accrued on the above notes and included in accrued expenses.

*Term loans*

In 2015, the Company entered into an unsecured term loan agreement with a third party for an aggregate principal balance of \$200,000 at an interest rate of 14% per annum. The term loan became due on April 14, 2017. The principal balance outstanding on the note as of September 30, 2018 and December 31, 2017 was \$200,000 and is past due.

**6. DERIVATIVE LIABILITY**

Under authoritative guidance used by the FASB on determining whether an instrument (or embedded feature) is indexed to an entity's own stock, instruments which do not have fixed settlement provisions are deemed to be derivative instruments. The Company has issued certain convertible notes whose conversion price is based on a future market price. However, since the number of shares to be issued is not explicitly limited, the Company is unable to conclude that enough authorized and unissued shares are available to share settle the conversion option.

As a result, the conversion option is classified as a liability and bifurcated from the debt host and accounted for as a derivative liability in accordance with ASC 815 and will be re-measured at the end of every reporting period with the change in value reported in the statement of operations.

At December 31, 2017, the balance of the derivative liabilities was \$261,172. During the period ended September 30, 2018, the Company recorded an additional derivative liability with a fair value of \$49,206, recorded an extinguishment of debt of \$12,840 related to notes that were converted and a change in fair value of \$177,505. At September 30, 2018, the balance of the derivative liabilities was \$120,033.

At September 30, 2018 and December 31, 2017, the derivative liabilities were valued using a probability weighted Black-Scholes-Merton pricing model with the following assumptions:

|                          | September 30,<br>2018 |   | December 31,<br>2017 |   |
|--------------------------|-----------------------|---|----------------------|---|
| Conversion feature:      |                       |   |                      |   |
| Risk-free interest rate  | 2.36                  | % | 1.53                 | % |
| Expected volatility      | 205.56                | % | 165.68               | % |
| Expected life (in years) | .1 to .5 years        |   | .1 to .5 years       |   |
| Expected dividend yield  | -                     |   | -                    |   |
| Fair Value:              |                       |   |                      |   |

|                    |            |            |
|--------------------|------------|------------|
| Conversion feature | \$ 120,033 | \$ 261,172 |
|--------------------|------------|------------|

The risk-free interest rate was based on rates established by the Federal Reserve Bank. The Company uses the historical volatility of its common stock to estimate the future volatility for its common stock. The expected life of the conversion feature of the notes was based on the remaining contractual term of the notes. The expected dividend yield was based on the fact that the Company has not paid dividends to its common stockholders in the past and does not expect to pay dividends to its common stockholders in the future.

## **7. EQUITY**

### **Preferred Stock**

During the nine months ended September 30, 2018, the Company authorized its preferred shares to have voting rights equal to two-thirds of all the issued and outstanding shares of common stock, shall be entitled to vote on all matters of the corporation, and shall have the majority vote of the board of directors. The subject preferred stock lacks any dividend rights, does not have liquidation preference, and is not convertible into common stock. During the nine months ended September 30, 2018, the Company issued one million shares to certain officers and board members. The Company retained a third-party valuation firm whose input was utilized in determining the related per share valuation of the preferred shares. Based on Management's assessment and the valuation report, the fair value of the preferred shares was determined to be \$0.0463 per share or an aggregate of \$46,363.

**Common Stock**

On June 22, 2018, the Company effected 1-for-75 reverse stock split of its common shares. All share amounts and per share amounts have been retroactively restated to reflect the split as if it had occurred as of the earliest period presented.

During the nine months ended September 30, 2018, we issued 3,207,651 shares of common stock to noteholders upon conversion of \$162,340 convertible notes.

During the period ended September 30, 2018, the Company issued 734,303 shares of common stock for services rendered to various members of management, the Board of Directors, employees and consultants. The fair value of the shares was determined to be \$71,697 and was recorded Stock-Based Compensation in the accompanying consolidated statement of operations.

**Common Stock Warrants**

Since inception, the Company has issued warrants to purchase shares of the Company's common stock to shareholders, consultants and employees as compensation for services rendered and/or through private placements.

A summary of the Company's warrant activity and related information is provided below (the exercise price and the number of shares of common stock issuable upon the exercise of outstanding warrants have been adjusted to reflect a 1-for-75 reverse stock split.):

|   | Exercise<br>Price \$ | Number of<br>Warrants |
|---|----------------------|-----------------------|
| Outstanding and exercisable at December 31, 2017  | 0.15 – 2.25          | 13,852,000            |
| Warrants exercised                                | 0.0125 – 0.015       | (2,865,000 )          |
| Warrants granted                                  | 0.04                 | 500,000               |
| Warrants expired                                  | 1.125 – 1.50         | (165,333 )            |
| Outstanding and exercisable at September 30, 2018 | 0.125 - 2.25         | 11,321,667            |

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Stock Warrants as of September 30, 2018

| Exercise Price | Warrants Outstanding | Remaining Life (Years) | Warrants Exercisable |
|----------------|----------------------|------------------------|----------------------|
| \$0.0125       | 500,000              | .055                   | 500,000              |
| \$0.015        | 5,135,000            | 0.79                   | 5,135,000            |
| \$0.020        | 5,000,000            | 1.13                   | 5,000,000            |
| \$0.040        | 500,000              | 1.48                   | 500,000              |
| \$1.125        | 144,667              | 0.59                   | 144,667              |
| \$2.25         | 42,000               | 0.76                   | 42,000               |

During the period ended September 30, 2018, 2,865,000 warrants were exercised on a cashless basis that resulted in the issuance of 1,766,325 shares of common stock, in addition warrants 165,333 expired and 500,000 were issued.

## **8. SUBSEQUENT EVENTS**

On October 9, 2018 we issued a \$85,000 Convertible Promissory Note to an advisor as part of his compensation package, with no discount to market with a maturity date of 1 year.

On October 19, 2018 we received \$10,000 from an accredited investor for a Convertible Promissory Agreement with the following terms: 12% interest with a conversion price of \$.30.

On October 22, the Company created a long term employment retention bonus plan and allocated 39,500,000 restricted common shares. The shares have a 3-year vesting period and those eligible, employees, directors and advisors must have been with the Company for at least 2 years in order to participate in the plan.

| <b>REGISTERED NAME</b> | <b>NUMBER OF SHARES</b> | <b>DATE</b> | <b>RESTRICTED OR FREE TRADING</b> | <b>FREE TRADING EXEMPTION</b><br>(required if free trading) |
|------------------------|-------------------------|-------------|-----------------------------------|---|
| Patrick Bertagna       | 10,000,000              | 10/16/2018  | Restricted                        | Standard 144 restriction                                    |
| Andrew Duncan          | 7,000,000               | 10/16/2018  | Restricted                        | Standard 144 restriction                                    |
| Louis Rosenbaum        | 8,000,000               | 10/16/2018  | Restricted                        | Standard 144 restriction                                    |
| Alex McKean            | 4,000,000               | 10/16/2018  | Restricted                        | Standard 144 restriction                                    |
| Chris Walsh            | 4,000,000               | 10/16/2018  | Restricted                        | Standard 144 restriction                                    |
| Li Wang                | 2,500,000               | 10/16/2018  | Restricted                        | Standard 144 restriction                                    |
| Larry Henneman         | 2,500,000               | 10/16/2018  | Restricted                        | Standard 144 restriction                                    |
| Skip Nelson            | 1,000,000               | 10/16/2018  | Restricted                        | Standard 144 restriction                                    |
| Meghan Ravada          | 500,000                 | 10/16/2018  | Restricted                        | Standard 144 restriction                                    |

On October 22, the issued 500,000 common shares to an investor as part of their Convertible Promissory Agreement.

On November 6, 2018 we issued 640,000 shares of common stock to an investor for converting \$6,464 in debt from a convertible note that was issued in the second quarter of 2017.



On November 9, 2018, we issued 2,000,000 shares of common stock to an investor for converting \$4,000 in debt from a convertible note that was issued in the first quarter of 2018.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### FORWARD-LOOKING STATEMENTS

*This Quarterly Report on Form 10-Q, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 2 of Part I of this report include forward-looking statements. These forward looking statements are based on our management's current expectations and beliefs and involve numerous risks and uncertainties that could cause actual results to differ materially from expectations. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "proposed," "intended," or "continue" or the negative of these terms or other comparable terminology. You should read statements that contain these words carefully, because they discuss our expectations about our future operating results or our future financial condition or state other "forward-looking" information. Many factors could cause our actual results to differ materially from those projected in these forward-looking statements, including but not limited to: variability of our revenues and financial performance; risks associated with product development and technological changes; the acceptance our products in the marketplace by existing and potential future customers; general economic conditions. You should be aware that the occurrence of any of the events described in this Quarterly Report could substantially harm our business, results of operations and financial condition, and that upon the occurrence of any of these events, the trading price of our securities could decline. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, growth rates, levels of activity, performance or achievements. We are under no duty to update any of the forward-looking statements after the date of this Quarterly Report to conform these statements to actual results.*

### Introduction

*Unless otherwise noted, the terms "GTX Corp", the "Company", "we", "us", and "our" refer to the ongoing business operations of GTX Corp and our wholly-owned subsidiaries, Global Trek Xploration, and LOCiMOBILE, Inc. Unless otherwise indicated, all information in this Form 10-Q gives effect to a 1-for-75 reverse stock split of GTX Corp's common stock, that became effective as of 5:00 p.m. Nevada Time on June 22, 2018. All common shares and per share amounts have been adjusted to reflect such reverse stock split.*

### Operations

GTX Corp and its subsidiaries (Global Trek Xploration, Inc. and LOCiMOBILE, Inc.) are engaged in the design, development, manufacturing, distribution and sales of five (5) related products and services in the GPS, BLE, NFC

wearable technology personal location and wandering assistive technology business. Through a proprietary enterprise (IoT) monitoring platform and licensing subscription business model, the Company offers a complete end to end solution of hardware, middleware, apps, connectivity, licensing and professional services, letting you know where or how someone, or something, is at the touch of a button, delivering safety, security and peace of mind in real-time.

## **Overview**

The Company continues to focus on building channels of distribution and expanding its product line of embedded smart wearable GPS devices, Stand-Alone GPS devices, Digital Apps, NFC solution and military human and asset tracking. With the exception of our military products, all of our consumer and enterprise products funnel into the GTX Corp IoT monitoring platform and are sold to consumers (B2C) and business to business (B2B) through a global network of resellers, affiliates, distributors, nonprofit organizations, government agencies, police departments, manufacturers reps and retailers. The Company has been ramping up its product distribution and sales channels and, as of September 30, 2018, the Company had live units in the field and / or paying subscribers in over 35 countries.

We have been issued a vendor number for reimbursement in 11 U.S. states and 2 countries (Canada and Norway), with the U.K. NHS currently conducting regional pilot programs. We have also applied for other State and Federal reimbursement codes, grants and private insurance reimbursement along with other health and municipal services in several other countries. If granted, the reimbursements would lower the price paid by customers for acquiring and owning some of our tracking products and services, which could result in an increase in users of our SmartSole and Stand-Alone devices. All of our product lines are sold with a monthly, quarterly or annual subscription service plans ranging from \$2.00 to \$35.00 per month. In addition to the subscription service fees the Company also generates revenues through IoT platform and IP licensing fees.

During the quarter ending September 30, 2018, the Company went through a due diligence process to up list to the OTCQB and effected a 1-for-75 reverse stock split as part of our comprehensive plan to make the public facing side of the business more reflective of the Company's true value.

During the period ending September 30, 2018 we were awarded a new military contract and successfully completed and delivered 100% of the order three weeks ahead of schedule. Based on our early success penetrating into military and law enforcement we added Kathleen Kiernan to our advisory board and signed a distribution and collaboration agreement with KGH in order to garner more business in these markets. We are seeing several medium and large size opportunities which require a lot of resources and knowledge to successfully navigate and bringing on Kathleen and KGH was the most effective way for us to enhance our position in this highly complex market. We are now actively in discussion with multiple military installations and law enforcement agencies.

On the commercial front, the country of Norway awarded our distributor a 2-year contract to supply GPS devices. The Norwegian Government identified two target groups which will receive the fully subsidized GPS solution, elderly people with dementia and cognitive impairment who still live independently, and children or adolescents with disabilities, especially who are the most "at risk" and therefore would benefit most from using wearable GPS technology. The GPS SmartSoles were one of three devices ultimately approved after having been thoroughly tested throughout Oslo, Norway over the past 2 years in cooperation with SINTEF, which conducts contract research and development projects. Headquartered in Trondheim, Norway, SINTEF is an independent research organization founded in 1950, which operates in 75 countries, has over 2,000 employees with annual revenues of three billion Norwegian kroner.

In the U.K. the Nation Health Services (NHS) began conducting regional pilots for our wander assistive GPS SmartSoles, in urban centers with high populations of seniors afflicted with dementia. And George Mason University's College of Health and Human Services received a grant from the Alzheimer's & Related Diseases Research Award Fund to continue its machine learning wandering prediction research. Mason selected the GTX Corp flagship GPS SmartSole and tracking technology platform to conduct the study and continued research which has the potential to quickly detect and stop episodes of wandering before they can result in a tragedy. This is the first study to link movement patterns to the progression of Alzheimer's disease "AD" and being selected for this study is another strong product validation for the Company. We have already begun shipping SmartSoles to Mason and provided support on our IoT platform. According to the World Health Organization (WHO) the number of people affected with AD will triple from 50 million to 152 million, with an estimated annual cost of \$818 billion. This pilot could produce the groundbreaking data that may have the potential to save lives and dramatically reduce the rising costs of this disease.

Continuing to open new markets we signed a collaboration agreement with the Autism Society of America and have begun joint marketing into their 650,000 plus community. Additionally, we launched our new GPS tracker and Near Field Communication (NFC) digital ID system Rover Tracker. In addition to providing on demand GPS location information, Rover Tracker will also include (NFC) technology, creating a secure link connecting your real time profile and contact information to the person who finds your pet. The GPS Rover Tracker will be the first GTX

product to include NFC technology which will enable the Company to demonstrate the value of providing a unique single physical and digital ID with real time location and information delivery. The pairing of GPS and NFC supports GTX Corp's expansion into blockchain security and asset management across multiple distribution and supply chains.

## **Results of Operations**

The following discussion should be read in conjunction with our interim consolidated financial statements and the related notes that appear elsewhere in this Quarterly Report.

**Three Months Ended September 30, 2018 (“Q2 2018”) Compared to the Three Months Ended September 30, 2017 (“Q2 2017”)**

|                                  | <b>Three Months Ended September 30, 2018</b> |                      | <b>Three Months Ended September 30, 2017</b> |                      |   |
|----------------------------------|--|----------------------|--|----------------------|---|
|                                  | <b>\$</b>                                    | <b>% of Revenues</b> | <b>\$</b>                                    | <b>% of Revenues</b> |   |
| Product sales                    | 132,517                                      | 68                   | % 92,368                                     | 53                   | % |
| Service income                   | 50,497                                       | 26                   | % 59,268                                     | 34                   | % |
| Consulting income                | 12,500                                       | 6                    | % 22,913                                     | 13                   | % |
| Total revenues                   | 195,514                                      | 100                  | % 174,549                                    | 100                  | % |
| Cost of products sold            | 30,420                                       | 16                   | % 58,739                                     | 34                   | % |
| Costs of other revenue           | 15,510                                       | 8                    | % 8,264                                      | 5                    | % |
| Cost of goods sold               | 45,930                                       | 23                   | % 67,003                                     | 38                   | % |
| Gross profit                     | 149,585                                      | 77                   | % 107,546                                    | 62                   | % |
| Operating expenses:              |  |                      |  |                      |   |
| Wages and benefits               | 174,047                                      | 89                   | % 179,167                                    | 103                  | % |
| Sales and marketing expenses     | 12,008                                       | 6                    | % 7,616                                      | 4                    | % |
| Professional fees                | 108,411                                      | 55                   | % 73,480                                     | 42                   | % |
| Research and Development expense | 2,795  | 1                    | % -  | 0                    | % |
| General and administrative       | 79,545                                       | 41                   | % 44,077                                     | 25                   | % |
| Total operating expenses         | 376,806                                      | 193                  | % 304,340                                    | 174                  | % |
| Loss from operations             | (227,222)                                    | -116                 | % (196,794)                                  | -113                 | % |
| Other income (expense)           | (26,596 )                                    | -14                  | % (207,386)                                  | -119                 | % |
| Net loss                         | (253,818)                                    | -130                 | % (404,180)                                  | -232                 | % |

**Revenues**

For the three-month period ending September 30, 2018 overall revenues increased by 12%, with product revenues increasing by 43% or \$40,149 over Q3 2017 primarily due to increased sales of products.

During the period ended September 30, 2018, the Company’s customer base and revenue streams were comprised of approximately 29% B2B (Wholesale Distributors and Enterprise Channels), 22% B2C (consumers and government agencies who bought on the behalf of consumers, through our online ecommerce platform and through Amazon, Google and iTunes), 7% IP (our monetization campaign, licensing and asserting our patents) and 42% Military and Law Enforcement. During the same period ending September 30, 2017, the Company’s customer base was comprised

of approximately 49% B2B (Wholesale Distributors and Enterprise Institution, 21% Consumer or B2C and 8% IP (our monetization campaign from consulting, licensing and asserting), 22% in Military and Law Enforcement.

The Company's goal is to generate sufficient ongoing recurring revenues to fund our operating expenses from (i) subscription fees for the use of our tracking products, and/or (ii) IP licensing fees. In this context, we had an overall 62% increase in subscribers, with a 120% increase in international subscribers, a 33% increase in domestic subscribers for Q3 2018 compared to Q3 2017.

*Cost of goods sold*

Cost of goods sold decreased by 31% or \$21,073 during Q3 2018 in comparison to Q3 2017 primarily due to buying and manufacturing cost decreases related to new design and form factors. With the decrease in cost of goods related to hardware, the total gross margin increased from 56% for the three-month period 2017 to 75% for the same period in 2018. As we increase our subscription base of monthly recurring fees, total overall gross margins are expected to increase accordingly.

*Wages and benefits*

Wages and benefits during Q3 2018 decreased by 3% or \$5,120 in comparison to Q3 2017. The decrease is a direct result of the recording of stock-based compensation in the 2<sup>nd</sup> quarter of 2017. Otherwise, the hiring of additional personnel to support a growing subscriber base, new product development, and servicing the military's purchase orders would have led to higher salaries and wages in general as compared to the previous year. In addition, due to a growing economy and overall rising wages, we needed to increase the salaries of our entire engineering staff in order to stay competitive in the marketplace and maintain employee retention, which is critical to the manufacturing of our military and new line of children's products.

*Professional fees*

Professional fees consist of costs attributable to consultants and contractors who primarily spend their time on legal, accounting, product development, business development, corporate advisory services and investor relations. Such costs increased \$34,931 or 48% during Q3 2018 as compared to Q3 2017.

The professional fee balance is comprised of 26% of traditional professional fees related to legal and accounting/audit fees and 73% of one-off, non-cash advisory and consulting fees for various services related to business development, marketing, brand awareness and other corporate advisory work. In the same period 2017, that ratio was 64% traditional professional fees and 36% one-off, non-cash.

*Sales and marketing expenses*

Sales and marketing expenses increased by 58% or \$4,392 during Q3 2018 in comparison to Q3 2017, and are expected to ramp up as we begin to launch new products and go into the holiday season.

*Research and development expenses*

In Q3 2018 we had a \$2,795 increase in research and development expenses as we incurred limited non-recurring R&D expenses related to the development of our Military, Children's and bio metric product lines. With all new products there are initial capital expenses in order to develop prototypes and bring the product to market. As products



under development transition into production, the R&D surrounding those products typically decreases.

*General and administrative*

General and administrative costs during Q3 2018 increased by \$35,468 or 80% in comparison to Q3 2017 due adjustments in allowances and reserves for bad debt in Q2 of 2017.

*Other expense, net*

Other expense, net, for Q3 were \$26,596, primarily as a result of the non-cash losses on the extinguishment of debt, derivative liabilities, the amortization of debt discounts related to debt financings and the unrealized loss on available for sale securities. As of September 30, 2018, the Company had \$120,033, in derivative liabilities. Other expense, net also includes interest expenses related to notes.

*Net loss*

In Q3 2018 the Company had a net loss of \$253,817 compared to a net loss of \$404,180 in Q3 of 2017. The net loss in Q3 of 2017 included non-cash "other expenses" of \$26,596 which negatively lowered the net loss. Strictly on an operational basis, the loss from operations increased by 15% or \$30,427 in Q3 of 2018 primarily from the non-cash costs associated with the conversion of warrants for services rendered.

*Nine Months Ended September 30, 2018 (“Q2 2018”) Compared to the Nine Months Ended September 30, 2017 (“Q2 2017”)*

|                                  | Nine Months Ended September 30,<br>2018 |                  | 2017        |                  |   |  |
|----------------------------------|---|------------------|-------------|------------------|---|--|
|                                  | \$                                      | % of<br>Revenues | \$          | % of<br>Revenues |   |  |
| Product sales                    | 409,677                                 | 69               | % 237,148   | 52               | % |  |
| Service income                   | 146,647                                 | 25               | % 122,551   | 27               | % |  |
| Consulting income                | 37,500                                  | 6                | % 95,201    | 21               | % |  |
| Total revenues                   | 593,824                                 | 100              | % 454,900   | 100              | % |  |
| Cost of products sold            | 124,028                                 | 21               | % 144,656   | 32               | % |  |
| Costs of other revenue           | 37,380                                  | 6                | % 50,828    | 11               | % |  |
| Cost of goods sold               | 161,408                                 | 27               | % 195,484   | 43               | % |  |
| Gross profit                     | 432,416                                 | 73               | % 259,416   | 57               | % |  |
| Operating expenses:              |   |                  |             |                  |   |  |
| Wages and benefits               | 559,523                                 | 94               | % 482,827   | 106              | % |  |
| Sales and marketing expenses     | 35,435                                  | 6                | % 38,973    | 9                | % |  |
| Professional fees                | 236,835                                 | 40               | % 252,320   | 55               | % |  |
| Research and development expense | 4,691                                   | 1                | % -         | 0                | % |  |
| General and administrative       | 223,565                                 | 38               | % 219,760   | 48               | % |  |
| Total operating expenses         | 1,060,049                               | 179              | % 993,880   | 218              | % |  |
| Loss from operations             | (627,633 )                              | -106             | % (734,464) | -161             | % |  |
| Other income (expense), net      | (625,517 )                              | -105             | % (198,589) | -44              | % |  |
| Net loss                         | (1,253,150)                             | -211             | % (933,053) | -205             | % |  |

*Revenues*

Overall sales for the period ended Q3 2018 increased by 31%, with revenues from product sales during the first nine months of 2018 increasing 73% or \$172,529 in comparison to the same period in 2017, primarily due to the new Military revenue stream, increased SmartSole and Take-Along-Tracker sales. Service income, net during Q3 2018 increased 20% or \$24,096 due to the increasing subscriber base. Subscriber profit margins also increased due to increasing our subscription pricing and lowering our costs through volume and efficiency. The balance of the revenue for the third quarter of 2018 represented sales of stand-alone GPS devices and IP licensing fees.

During Q3 2018, the Company’s customer base and revenue streams were comprised of approximately 26% B2B (Wholesale Distributors and Enterprise Institutions), 22% B2C (consumers and government agencies who bought on

the behalf of consumers, through our online ecommerce platform and through Amazon, Google and iTunes), 7% IP (our monetization campaign from consulting, licensing and asserting our patents) and 45% Military and Law Enforcement. During the same period in 2017, the Company's customer base was comprised of approximately 54% B2B (Wholesale Distributors and Enterprise Institution, 23% Consumer or B2C and 14% IP (our monetization campaign from consulting, licensing and asserting) and 9% Military and Law Enforcement.

*Cost of goods sold*

Cost of goods sold decreased by 17% or \$34,076 during Q3 2018 in comparison to the same period in 2017. Total gross margin, excluding consulting income, increased from 57% in Q3 2017 to 73% in Q2 2018. New sourcing for the GPS SmartSole and Invisabelt electronics have led to lower costs and increased margins.

In addition to the increasing margins is our recurring subscription revenue. As we grow our subscribers, s overall margins grow, this along with our IP licensing is our largest contributor to margin income.

*Wages and benefits*

Wages and benefits during Q3 2018 increased by 16% or \$76,696 in comparison to the same period in 2017. The increase is a direct result of hiring additional personnel to support a growing subscriber base, new product development, and servicing the military, as well as stock-based compensation. In addition, due to a growing economy and overall rising wages, we needed to increase the salaries of our entire engineering staff in order to stay competitive in the market place and maintain employee retention, which was critical to the manufacturing of our military and new line of children's products.

*Sales and marketing expenses*

Sales and marketing expenses decreased by 9% or \$3,538 during Q3 2018 in comparison to the same period in 2017, which reflects our International distributors supporting more of the sales and marketing efforts to drive regional revenues.

*Professional fees*

Professional fees are expected to increase as we grow our business and expand our products into the wearable technology marketplace both in the U.S. and internationally. In the future we may need experts to bring our new offerings to market. However, professional fees during the Q3 2018 decreased by 6% or \$15,485 in comparison to the same period in 2017 as we have handled more business internally, rather than hiring outside resources. Although we are increasing in-house wages and decreasing the use of professional fees.

The professional fee balance is comprised of 24% of traditional professional fees related to legal and accounting/audit fees and 76% of one-off, non-cash advisory and consulting fees for various services related to business development, marketing, brand awareness and other corporate advisory work. In the same period 2017, that ratio was 56% traditional professional fees and 44% one-off, non-cash.

*General and administrative*

General and administrative expenses remained constant Q3 2018 increasing by less than 2% or \$3,805 in comparison to the same period in 2017.

*Other income (expense), net*

Other income (expense), net increased by 215% or \$426,928 from Q3 2017 to Q3 2018, primarily as a result of losses on the extinguishment of debt, non-cash derivative liabilities and the amortization of debt discounts related to debt financings. As of September 30, 2018, the Company had \$120,033 in derivative liabilities. Other income(expense), net also includes interest expenses related to notes.

*Net loss*

Net loss increased by 34% or \$320,097 during the nine months ended September 30, 2018 as compared to the nine months ended September 30, 2017, mostly as a result of non-cash related losses from the extinguishment of debt, non-cash derivative liabilities, the amortization of debt discounts related to debt financings and the unrealized loss on available for sale securities. Strictly on an operational basis, the loss from operations actually decreased by 15% or \$106,831, primarily from revenues and the associated gross margins generated by the sale of GPS SmartSoles devices, and the increases in revenues per subscriber (RPS) revenues.

**Liquidity and Capital Resources**

As of September 30, 2018, we had \$15,310 of cash and cash equivalents, and a working capital deficit of \$3,075,207, compared to \$1,454 of cash and cash equivalents and a working capital deficit of \$1,675,414 as of December 31, 2017. A large part of our negative working capital position at September 30, 2018 consisted of \$120,033 of derivative liabilities related to unsecured convertible promissory notes and \$1,219,547 related to the principal balance of unsecured convertible promissory notes, net of discount. As further described below, in the third quarter ended September 30, 2018, we have received a total of \$60,000 from the sale of unsecured convertible promissory notes.

During the nine months ended September 30, 2018, our net loss was \$1,253,150, compared to a net loss of \$933,053 for the nine months ended September 30, 2017. However, despite the larger new loss, our net cash used in operating activities decreased 23% during the nine months ended September 30, 2018 and 2017 was \$381,643 and \$496,747 in 2018 and 2017. Net cash used in operations was lower in Q3 2018 as compared to Q3 2017 primarily due to net changes in non-cash items of \$573,893 that are attributable to losses on the extinguishment of debt, the amortization of debt discounts, and derivative expenses and the costs related to debt financings.

Net cash provided by financing activities during the nine months ended September 30, 2018 was \$485,000 and consisted primarily of proceeds totaling \$485,000 received from advances under nine convertible note payable agreements as well as a \$58,000 payment reduction on our debt on four Convertible Notes and \$5,655 of interest financing charges on a loan. Net cash provided by financing activities during the nine months ended September 30, 2017 was \$434,500 and consists of proceeds totaling \$434,500 received from advances under a convertible note payable agreement as well as \$10,000 payment reduction on our debt on Convertible Notes.

Because revenues from our operations have, to date, been insufficient to fund our working capital needs, we currently rely on the cash we receive from our financing activities to fund our growth, capital expenditures and to support our working capital requirements. The sale of our product and services is expected to enhance our liquidity in 2018, although the amount of revenues we receive in 2018 still cannot be estimated.

Until such time as our products and services can support our working capital requirement, we expect to continue to generate revenues from our other licenses, subscriptions, international distributors, hardware sales, professional services and new customers in the pipeline. However, the amount of such revenues is unknown and is not expected to be sufficient to fund our working capital needs. For our internal budgeting purposes, we have assumed that such revenues will not be sufficient to fund all of our planned operating and other expenditures during 2018. In addition, our actual cash expenditures may exceed our planned expenditures, particularly if we invest in the development of improved versions of our existing products and technologies, and if we increase our marketing expenses. Accordingly, we anticipate that we will have to continue to raise additional capital in order to fund our operations in 2018. No assurance can be given that we will be able to obtain the additional funding we need to continue our operations.

In order to continue funding our growth, IP and working capital needs and new product development costs, during the third quarter of 2018 we entered into two separate note and share purchase agreements with 2 independent accredited investor. As a result, we issued convertible notes with a total principal balance of \$60,000 for cash proceeds of \$60,000. The investor has informally committed to continue providing us with up to a total of \$1,000,000 in additional financing. Based on our understanding with one of the investors, they have committed to providing tranches of up to \$75,000 per month, based on our working capital needs. However, no assurance can be given that the investor will provide the funding, if and when requested by us.

### **Going Concern**

The licensing agreements, distribution agreements and product sales initiatives we have in place have, to date, not generated substantial revenues. No assurance can be given that our current contractual arrangements and the revenues from our product sales, recurring services and IP license will generate significant revenues during the balance of 2018.

In addition to continuing to incur normal operating expenses, we intend to continue our research and development efforts for our various technologies and products, including hardware, software, interface customization, and website development, and we also expect to further develop our sales, marketing and manufacturing programs associated with the commercialization, licensing and sales of our GPS devices and technology. We currently do not have sufficient capital on hand to fully fund our proposed research and development activities, which lack of product development may negatively affect our future revenues.

As noted above, based on budgeted revenues and expenditures, unless revenues increase significantly, we believe that our existing and projected sources of liquidity may not be sufficient to satisfy our cash requirements for the next twelve months. Accordingly, we will need to raise additional funds in 2018. The sale of additional equity securities will result in additional dilution to our existing stockholders. Sale of debt securities could involve substantial operational and financial covenants that might inhibit our ability to follow our business plan. Any additional funding that we obtain in a financing is likely to reduce the percentage ownership of the Company held by our existing security-holders. The amount of this dilution may be substantial based on our current stock price and could increase if the trading price of our common stock declines at the time of any financing from its current levels. We may also attempt to raise funds through corporate collaboration and licensing arrangements. To the extent that we raise additional funds through collaboration and licensing arrangements, we may be required to grant licenses on terms that are not favorable to us. There can be no assurance that financing will be available in amounts or on terms acceptable to us, if at all. If we are unable to obtain the needed additional funding, we may have to further reduce our current level of operations, or, may even have to totally discontinue our operations.

Since inception in 2002, we have generated significant losses. As of September 30, 2018, we had an accumulated deficit of \$22,318,162, and we currently expect to incur continued losses until our revenue initiatives collectively generate substantial revenues. Please see the section entitled “Risk Factors” included in our Annual Report on Form 10-K for the year ended December 31, 2017 for more information regarding risks associated with our business.

### **Off-Balance Sheet Arrangements**

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

### **Inflation**

We do not believe our business and operations have been materially affected by inflation.

### **Critical Accounting Policies and Estimates**

There are no material changes to the critical accounting policies and estimates described in the section entitled “Critical Accounting Policies and Estimates” under Item 7 in our Annual Report on Form 10-K for the year ended December 31, 2017.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As a “smaller reporting company”, we are not required to provide the information under this Item 3.

## **ITEM 4. CONTROLS AND PROCEDURES.**



*Evaluation of Disclosure Controls and Procedures*

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 as of the end of the period covered by this report (the "Evaluation Date"). Based on that evaluation, in the fiscal quarter ended September 30, 2018 our management concluded that our disclosure controls and procedures contained certain weaknesses, but were effective for our size company. The weaknesses in disclosure control were the result of weaknesses in the design of internal controls and reporting, including: (i) lack of segregation of incompatible duties; and (ii) inadequate staffing to fill all roles. These weaknesses are due to the size of our current operations and our lack of working capital to hire additional staff. Although management will periodically re-evaluate all operational and financial procedures, at this point it considers that the risk associated with such lack of segregation of duties and the potential benefits of adding employees to segregate such duties are not cost justified. We intend to hire additional accounting personnel to assist with financial reporting as soon as our finances will allow.

*Changes in Internal Controls Over Financial Reporting*

There were no changes in our internal controls over financial reporting that occurred during the quarterly period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II - OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS.**

None.

**ITEM 1A. RISK FACTORS.**

None.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

On January 11, 2018, we issued 390,625 shares of common stock to an investor for converting \$37,500 in debt from a Convertible Note that was issued in the second quarter of 2017.

On January 11, 2018, we issued 196,078 shares of common stock to an investor for converting \$15,000 in debt from a Convertible Note that was issued in the first quarter of 2017.

On March 8, 2018, we issued 245,614 shares of common stock to an investor for converting \$28,000 in debt from a Convertible Note that was issued in the third quarter of 2017.

On April 25, 2018, we issued 480,000 shares of common stock to an investor for converting \$15,000 in debt that was issued in the first quarter of 2018.

On May 14, 2018, we issued 333,333 shares of common stock to an investor for converting \$37,500 in debt that was issued in the second quarter of 2017.

On June 12, 2018, we issued 493,333 shares of common stock to an investor for converting \$11,100 in debt that was issued in the first quarter of 2018.

On June 27, 2018, we issued 426,667 shares of common stock to an investor for converting \$9,900 in debt that was issued in the first quarter of 2018.

On July 18, 2018 a 500,000 share warrant priced at \$0.0125 and at a closing price of \$0.1499 was converted into 458,305 shares of common stock.

On July 26, 2018 a 600,000 share warrant priced at \$0.015 and at a closing price of \$0.1499 were converted into 549,967 shares of common stock.

On July 30, 2018 a 500,000 share warrant priced at \$0.015 and at a closing price of \$0.0951 were converted into 421,136 shares of common stock.

On August 3, 2018 a 155,000 share warrant priced at \$0.015 and at a closing price of \$0.10 were converted into 136,625 shares of common stock.

On August 3, 2018 we issued 642,000 shares of common stock to an investor for converting \$1,284 in debt and interest at a conversion price of \$0.02, that was issued in the first quarter of 2018.

On August 31, 2018 a 310,000 share warrant priced at \$0.015 and at a closing price of \$0.06 were converted into 232,500 shares of common stock.

On September 20, 2018 a 800,000 share warrant priced at \$0.015 and at a closing price of \$0.056 were converted into 621,429 shares of common stock.

The issuance of the above shares was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

**ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

**ITEM 5. OTHER INFORMATION.**

None.

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**ITEM 6. EXHIBITS.**

|         |   |
|---------|---|
| (a)     | Exhibits  |
| 10.1    | <u>Certificate of Amendment to Par Value and Preferred Shares</u>                                 |
| 31.1    | <u>Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act</u> |
| 31.2    | <u>Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act</u> |
| 32.1    | <u>Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act</u> |
| 32.2    | <u>Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act</u> |
| 101.INS | XBRL Instance Document  |
| 101.SCH | XBRL Taxonomy Extension Schema  |
| 101.CAL | XBRL Taxonomy Extension Calculation   |
| 101.DEF | XBRL Taxonomy Extension Definition  |
| 101.LAB | XBRL Taxonomy Extension Label   |
| 101.PRE | XBRL Taxonomy Extension Presentation  |

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**GTX CORP**

Date: November 19, 2018 By: */s/ ALEX MCKEAN*  
Alex McKean,  
Chief Financial Officer (Principal Financial Officer)

Date: November 19, 2018 By: */s/ PATRICK BERTAGNA*  
Patrick Bertagna,  
Chief Executive Officer

