

Form 45-102F1

**Notice of Intention to Distribute Securities under Section 2.8 of
NI 45-102 *Resale of Securities***

Reporting issuer

1. Name of reporting issuer:

Upco International Inc. (CSE UPCO)

Selling security holder

2. Your name:

COSERFI s.r.l.

3. The offices or positions you hold in the reporting issuer:

Control person.

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer?

No.

5. Number and class of securities of the reporting issuer you beneficially own:

19,140,840 common shares.

Distribution

6. Number and class of securities you propose to sell:

5,000,000 common shares.

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name.

On an exchange. The Canadian Securities Exchange.

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date December 10, 2018

COSERFI S.R.L.

Your name (Selling security holder)

"Sergio Mistrali"

Your signature (or if a company, the signature of your authorized signatory)

Sergio Mistrali

Name of your authorized signatory

INSTRUCTION:

File this form electronically through SEDAR with the securities regulatory authority or regulator in each jurisdiction where you sell securities and with the Canadian exchange on which the securities are listed. If the securities are being sold on an exchange, the form should be filed in every jurisdiction across Canada.

Notice to selling security holders - collection and use of personal information

The personal information required in this form is collected for and used by the listed securities regulatory authorities or regulators to administer and enforce securities legislation in their jurisdictions. This form is publicly available by authority of National Instrument 45-102 and the securities legislation in each of the jurisdictions. The personal information collected will not be used or disclosed other than for the stated purposes without first obtaining your consent. Corporate filers should seek the consent of any individuals whose personal information appears in this form before filing this form.

If you have questions about the collection and use of your personal information, or the personal information of your authorized signatory, contact any of the securities regulatory authorities or regulators listed below.

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, BC V7Y 1L2

Attention: Assistant Manager, Financial Reporting

Telephone: (604) 899-6805 or (800) 373-6393 (in B.C.)

Facsimile: (604) 899-6506

Alberta Securities Commission

Suite 600, 250 – 5th Street SW
Calgary, AB T2P 0R4
Attention: Information Officer
Telephone: (403) 297-6454
Facsimile: (403) 297-6156

**Saskatchewan Financial Services Commission
Securities Division**

601 - 1919 Saskatchewan Drive
Regina, SK S4P 4H2
Attention: Deputy Director, Legal/Registration
Telephone: (306) 787-5879
Facsimile: (306) 787-5899

Ontario Securities Commission

20 Queen Street West
22nd Floor
Toronto, Ontario M5H 3S8
Telephone: (416) 593-8314
Toll free in Canada: 1-877-785-1555
Facsimile: (416) 593-8122
Public official contact regarding collection of personal information:
Inquiries Officer

Autorité des marchés financiers

Tour de la Bourse
800 square Victoria
C.P. 246, 22^e étage
Montréal, Québec H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone : (514) 395-0337
Toll Free : 1-877-525-0337
Facsimile: (514) 873-6155 (For filing purposes only)
Facsimile: (514) 864-6381 (For privacy requests only)
www.lautorite.qc.ca

New Brunswick Securities Commission

85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
Telephone: (506) 658-3060
Toll Free in New Brunswick 1-866-933-2222
Facsimile: (506) 658-3059

Nova Scotia Securities Commission

Suite 400, 5251 Duke Street
Halifax, Nova Scotia B3J 1P3

Attention: Corporate Finance
Telephone: (902) 424-7768
Facsimile: (902) 424-4625

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building
P.O. Box 2000
Charlottetown, Prince Edward Island C1A 7N8
Telephone: (902) 368-4569
Facsimile: (902) 368-5283

Government of Newfoundland and Labrador

Financial Services Regulation Division
P.O. Box 8700
2nd Floor, West Block
Confederation Building
Prince Philip Drive
St. John's, NFLD A1B 4J6
Attention: Director of Securities
Telephone: (709) 729-4189
Facsimile: (709) 729-6187

Government of Yukon

Office of the Yukon Superintendent of Securities
Government of Yukon Department of Community Services
307 Black Street, 1st Floor
PO Box 2703 (C-6)
Whitehorse, Yukon Y1A 2C6
Telephone: (867) 667-5466
Facsimile: (867) 393-6251
http://www.community.gov.yk.ca/corp/securities_about.html

Government of Northwest Territories

Department of Justice
Securities Registry
1st Floor, Stuart M. Hodgson Building
5009 – 49th Street
Yellowknife, Northwest Territories X1A 2L9
Telephone: (867) 920-3318
Facsimile: (867) 873-0243

Department of Justice, Nunavut

Legal Registries Division
P.O. Box 1000, Station 570
1st Floor, Brown Building
Iqaluit, NT X0A 0H0
Attention: Superintendent of Securities

Telephone: (867) 975-6590
Facsimile: (867) 975-6194