

## OTC Pink Basic Disclosure Guidelines

### 1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

PORTLOGIC SYSTEMS INC.

### 2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 2 Toronto Street, Suite 209

Address 2: Toronto, Ontario, Canada

Address 3: M5C 2B5

Phone: (437) 886-2432

Email: corp@portlogicsystems.com

Website(s): http://www.portlogicsystems.com

### 3) Security Information

Trading Symbol: PGSY

Exact title and class of securities outstanding: Common stock

CUSIP: 736878 10 9

Par or Stated Value: \$0.001

Total shares authorized: 225,000,000 as of: November 30, 2016

Total shares outstanding: 150,440,184 as of: November 30, 2016

Additional class of securities (if necessary):

Trading Symbol: PGSY

Exact title and class of securities outstanding: Preferred stock

CUSIP: 736878 10 9

Par or Stated Value: \$0.001

Total shares authorized: 1,000,000 as of: November 30, 2016

Total shares outstanding: 0 as of: November 30, 2016

Transfer Agent

Name: Pacific Stock Transfer Co.

Address 1: 6725 Via Austi Parkway

Address 2: Suite 300

Address 3: Las Vegas, NV 89119

Phone: 800-785-7782

Is the Transfer Agent registered under the Exchange Act?\* Yes: ☒ ☐

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

none

Describe any trading suspension orders issued by the SEC in the past 12 months.

none

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On March 16, 2015 the Company, on a retroactive basis, effected a 1:750 reverse common stock split.

#### **4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

On February 09, 2010 the Company effected a 2 for 1 reverse split

On March 03, 2012 the Company effected a 3 for 1 reverse split

On March 16, 2015 the Company effected a 750 for 1 reverse split

B. Any jurisdictions where the offering was registered or qualified;

State of Nevada

C. The number of shares offered;

In January 2005, the Company issued a total of 23,605\* shares of common stock to nine individuals for cash in the amount of \$0.1250 per share for a total of \$2,950.

On February 7, 2005, the Company issued a total of 800\* shares of common stock to one individual for cash in the amount of \$0.25 per share for a total of \$200.

On May 26, 2005, the Company issued a total of 12,000\* shares of common stock to one individual for cash in the amount of \$0.25 per share for a total of \$3,000.

In July 2005, the Company issued a total of 202,200\* shares of common stock to nine individuals for cash in the amount of \$0.25 per share for a total of \$50,550.

On September 14, 2005, the Company issued a total of 10,000\* shares of common stock to one director for cash in the amount of \$0.25 per share for a total of \$2,500.

On October 31, 2005, the Company issued a total of 17,920\* shares of common stock in the amount of \$6.25 per share for a total of \$112,000, which was the fair value of the stock on date of issuance, in consideration for the purchase of source code software. A further \$40,000 in cash was also paid as consideration for this asset purchase agreement.

In April 2006, the Company issued a total of 240\* shares of common stock to three individuals for cash in the amount of \$6.25 per share for a total of \$1,500.

In May 2006, the Company issued a total of 1,920\* shares of common stock to five individuals for cash in the amount of \$6.25 per share for a total of \$12,000.

In June 2006, the Company issued a total of 250\* shares of common stock to three individuals for cash in the amount of \$6.00 per share for a total of \$1,500.

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On July 22, 2006, the Company issued a total of 82\* shares of common stock to one individual for cash in the amount of \$6.09 per share for a total of \$500.

On December 22, 2006, the Company issued a total of 250\* shares of common stock to one individual for cash in the amount of \$6.00 per share for a total of \$1,500.

On February 22, 2007, the Company issued a total of 1,068\* shares of common stock to one individual for cash in the amount of \$18.72 per share for a total of \$20,000.

In May 2007, the Company issued a total of 5,138\* shares of common stock to three individuals for cash in the amount of \$32.99 per share for a total of \$169,500.

On January 10, 2008, the Company issued a total of 231\* shares of common stock to one individuals for cash in the amount of \$43.29 per share for a total of \$10,000.

On April 11, 2012, the Company issued a total of 40\* shares of common stock to a director in return for services. The market value of shares on the date of issuance was \$120.00 per share.

On April 11, 2012, the Company issued a total of 40\* shares of common stock to another director in return for services. The market value of shares on the date of issuance was \$120.00 per share.

On June 22, 2015, pursuant to the Debt Conversion Agreement dated March 30, 2015, the Company issued 30,000,000 shares of restricted common stock to an officer of the Company in full satisfaction of \$150,000 of Accounts Payable owed to the officer for past services.

On July 15, 2015, pursuant to the Conversion Notice dated May 5, 2015, the Company issued 1,000,000 shares of common stock to Fenwood Capital LLC in the amount of \$0.02 per share for a total of \$20,000.

On July 15, 2015, pursuant to the Conversion Notice dated May 5, 2015, the Company issued 1,000,000 shares of common stock to KJV Property Group LLC in the amount of \$0.02 per share for a total of \$20,000.

On July 15, 2015, pursuant to the Conversion Notice dated May 8, 2015, the Company issued 1,250,000 shares of common stock to Haynes Gallo Wealth Management Ltd in the amount of \$0.02 per share for a total of \$25,000.

On August 18, 2015, the Company issued 200,000 restricted common shares to Fenwood Capital LLC. For a private placement of \$0.005 per share for a total of \$10,000.

On August 22, 2016, the Company issued a total of 30,000,000 shares of restricted common stock to a director in return for services in the amount of \$0.001 per share for a total of \$30,000.

On August 22, 2016, pursuant to the Debt Conversion Agreement dated August 9, 2016, the Company issued 7,214,400 shares of restricted common stock to a shareholder of the Company in full satisfaction of \$36,072 loan owed to the shareholder.

On August 26, 2016, pursuant to the Conversion Notice dated August 12, 2016, the Company issued 60,000,000 shares of restricted common stock to Next Level Ltd in full satisfaction of a \$300,000 promissory note.

On November 22, 2016, pursuant to the Conversion Notice dated Oct 16, 2016, the company issued 19,500,000 shares of common stock to three shareholders in the amount of \$0.005 per share for a total of \$97,500.

As of November 30, 2016, the Company had 150,440,184\* share of common stock issued and outstanding.

\* After giving retroactive effect of 1:750 reverse common stock split effective March 16, 2015

D. The number of shares sold;

N/A

E. The price at which the shares were offered, and the amount actually paid to the issuer;

June 22, 2015, conversion at \$0.005 per share  
July 15, 2015, conversion at \$0.02 per share  
October 18, 2015, private placement at \$0.05 per share  
August 22, 2016, conversion at \$0.005 per share  
August 26, 2016, conversion at \$0.005 per share  
November 22, 2016, conversion at \$0.005 per share

F. The trading status of the shares; and

All Shares are free trading with the exception of:  
67,224,402 restricted common stock issued to Jueane Thiessen  
60,001,068 restricted common stock issued to Edward Hadeed

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Yes

## 5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

**The financial statements were posted on January 24, 2017 and are incorporated herin by reference as below:**  
**Quarterly Retort – November 31, 2016.**

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

## 6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

Portlogic is a Toronto, Canada based technology company focus to specializing in mobile applications solutions marketing, and data and telecommunications technology. The Company also develops a series of web-based community portal products as well as a of off-the-shelf template based websites, Application solutions include, kiosk hardware and software products which fall into six principal product families: m2Meet, m2Bank, m2Market, m2Ticket, m2Kiosk, and m2Workflow.

B. Date and State (or Jurisdiction) of Incorporation:

Portlogic Systems Inc. ("Portlogic") was incorporated under the laws of the State of Nevada on June 22, 2004.

C. the issuer's primary and secondary SIC Codes;

Portlogic's primary SIC code is 7372 - Prepackaged software

D. the issuer's fiscal year end date;

Portlogic's fiscal year end is May 31,

E. principal products or services, and their markets;

1. **m2Meet:** A community networking software solution. Currently being developed from our proprietary web based source code. Internet and mobile users with similar interests will use m2Meet to socially network and connect using location based technology such as GPS.
2. **m2Bank:** (Mobile to Bank) is a financial transactions system that facilitates bill payments, money transfers, and account management.
3. **m2Market:** Mobile marketing solutions including a Bluetooth push technology that is used to deliver marketing materials to mobile phones.
4. **m2Ticket:** Mobile ticketing sales engine which manages the sale and delivery of tickets through mobile phones for the transportation and entertainment industry.
5. **m2Kiosk:** A line of standard and custom kiosks hardware and software which integrates with mobile phone applications in the marketing, financial, and ticketing industries.
6. **m2Workflow:** Customer relations management (CRM) on mobile phones for service industries.

## **7) Describe the Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

UOMO Media's business operations are conducted from the Company's principal executive offices at 2 Toronto Street, Suite 209, Toronto, Ontario, M5C 2B5. The Company believes that the facilities are adequate for current operations for at least the next twelve months. However, it is the Company's expectation that other suitable facilities would be located at the current address at comparable rates, should more space be required.

## **8) Officers, Directors, and Control Persons**

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Michael E. Valera - Chief Executive Officer

Jueane Thiessen, sole director, and servers as Chief Financial Officer, Treasurer, Secretary, and President

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

No

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

No

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

No

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

No

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
Jueane Thiessen 410 Ontario Street, Toronto, Ontario, Canada, M5A 2W1	67,224,402 Direct Ownership	51.4%
Edward Hadeed Next Level Ltd Runaway Bay, St John's, Antigua	60,001,068 Direct Ownership	45.9%

## 9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

### Legal Counsel

Name: Trombly Business Law, PC

Firm: \_\_\_\_\_

Address 1: 1434 Spruce Street

Address 2: Boulder, CO, 80302

Phone: (617) 243-0060

Email: amy@tromblybusinesslaw.com

## 10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

We, Michael E. De Valera and Jueane Thiessen certify that:

1. We have reviewed this Quarterly Disclosure Statement of Portlogic Systems Inc.;
2. Based on our knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on our knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

January 24, 2017

Michael E. De Valera

Jueane Thiessen

/s/ Michael E. De Valera  
CEO

/s/ Jueane Thiessen  
CFO