Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Gawk Incorporated

A Nevada Corporation

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Quarterly Report
For the Period Ending: April 30, 2018
(the "Reporting Period")

As of March 11, 2019, the number of shares outstanding of our Common Stock was:

2,631,196

As of January 31, 2018 , the number of shares outstanding of our Common Stock was:

2,631,196

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒ (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

[1] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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.

Gawk Incorporated

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

January 11, 2011

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

2) Security Information

Trading symbol: GAWK
Exact title and class of securities outstanding: Common Stock
CUSIP: 368108 205
Par or stated value: $0.001

Total shares authorized: 200,000,000 as of date: March 11, 2019
Total shares outstanding: 2,631,196 as of date: March 11, 2019

Additional class of securities (if any):

Exact title and class of securities outstanding: Series A Preferred
Par or stated value: $0.001
Total shares authorized: 1,000 as of date: March 11, 2019
Total shares outstanding: 1,000 as of date: March 11, 2019

Exact title and class of securities outstanding: Series B Preferred
Par or stated value: $0.001
Total shares authorized: 95,000,000 as of date: March 11, 2019
Total shares outstanding: 68,160,000 as of date: March 11, 2019

Exact title and class of securities outstanding: Series C Preferred
Par or stated value: $0.001
Total shares authorized: 100 as of date: March 11, 2019
Total shares outstanding: 16 as of date: March 11, 2019

Exact title and class of securities outstanding: Series D Preferred
Par or stated value: $0.001
Total shares authorized: 1,000 as of date: March 11, 2019
Total shares outstanding: 31 as of date: March 11, 2019

Transfer Agent

Name: V Stock Transfer, LLC
Phone: 212.828.8436
Email: info@vstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?[2] Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

[2] To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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

1 for 2500 reverse split effective April 18, 2018

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of 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. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of February 1, 2016	Opening Balance: Common: 104,750 Preferred: 50,001,014 Preferred A: 1,000 Preferred B: 50,000,000 Preferred C: 14 Preferred D: 0		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)**	**Restricted or Unrestricted as of this filing?**	**Exemption or Registration Type?**
3/30/2016	New issuance	4,968	Common	28,879	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
2/25/2016	New issuance	4,305	Common	39,537	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
4/13/2016	New issuance	5,957	Common	23,830	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
4/25/2016	New issuance	1,053	Common	3,786	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
2/12/2016	New issuance	680	Common	6,222	No	JMJ Financial	debt conversion	Unrestricted	-
2/23/2016	New issuance	720	Common	5,940	No	JMJ Financial	debt conversion	Unrestricted	-
3/4/2016	New issuance	800	Common	6,600	No	JMJ Financial	debt conversion	Unrestricted	-
3/14/2016	New issuance	1,280	Common	9,408	No	JMJ Financial	debt conversion	Unrestricted	-
3/28/2016	New issuance	1,328	Common	9,163	No	JMJ Financial	debt conversion	Unrestricted	-

2/11/2016	New issuance	765	Common	5,834	No	LG CAPITAL FUNDING, LLC	debt conversion	Unrestricted	-
2/23/2016	New issuance	1,094	Common	7,525	No	LG CAPITAL FUNDING, LLC	debt conversion	Unrestricted	-
2/26/2016	New issuance	1,168	Common	8,032	No	LG CAPITAL FUNDING, LLC	debt conversion	Unrestricted	-
3/7/2016	New issuance	1,024	Common	7,043	No	LG CAPITAL FUNDING, LLC	debt conversion	Unrestricted	-
3/14/2016	New issuance	1,645	Common	10,077	No	LG CAPITAL FUNDING, LLC	debt conversion	Unrestricted	-
3/21/2016	New issuance	1,812	Common	11,101	No	LG CAPITAL FUNDING, LLC	debt conversion	Unrestricted	-
3/28/2016	New issuance	1,934	Common	11,118	No	LG CAPITAL FUNDING, LLC	debt conversion	Unrestricted	-
4/6/2016	New issuance	1,620	Common	8,102	No	LG CAPITAL FUNDING, LLC	debt conversion	Unrestricted	-
5/25/2016	New issuance	6,159	Common	27,715	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
6/15/2016	New issuance	7,010	Common	30,669	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
6/29/2016	New issuance	5,202	Common	22,759	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
7/18/2016	New issuance	4,926	Common	20,000	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
6/29/2016	New issuance	6,605	Common	28,899	No	Rock Capital, LLC	debt conversion	Unrestricted	-
6/3/2016	New issuance	6,800	Common	-	Cash less exercise	William Thrush	Warrant	Unrestricted	-
6/22/2016	New issuance	2,800	Common	-	Cash less exercise	Emma Heffernan	Warrant	Unrestricted	-
8/4/2016	New issuance	4,864	Common	17,632	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
8/8/2016	New issuance	3,052	Common	8,774	No	LG CAPITAL FUNDING, LLC	debt conversion	Unrestricted	-
8/22/2016	New issuance	4,589	Common	11,473	No	LG CAPITAL FUNDING, LLC	debt conversion	Unrestricted	-
8/24/2016	New issuance	5,892	Common	12,521	No	LG CAPITAL FUNDING, LLC	debt conversion	Unrestricted	-

8/17/2016	New issuance	6,800	Common	-	Cash less exercise	William Thrush	Warrant	Unrestricted	-
8/23/2016	New issuance	8,393	Common	17,834	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
8/30/2016	New issuance	10,280	Common	14,135	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
9/2/2016	New issuance	10,514	Common	13,143	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
9/9/2016	New issuance	11,299	Common	11,299	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
9/23/2016	New issuance	12,416	Common	10,864	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
9/28/2016	New issuance	12,393	Common	6,197	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
10/4/2016	New issuance	12,415	Common	4,656	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
9/6/2016	New issuance	11,504	Common	14,380	No	Crossover Capital Fund 1, LLC	debt conversion	Unrestricted	-
9/23/2016	New issuance	12,667	Common	11,083	No	Crossover Capital Fund 1, LLC	debt conversion	Unrestricted	-
10/3/2016	New issuance	14,540	Common	7,270	No	Crossover Capital Fund 1, LLC	debt conversion	Unrestricted	-
10/13/2016	New issuance	15,880	Common	5,955	No	Crossover Capital Fund 1, LLC	debt conversion	Unrestricted	-
10/24/2016	New issuance	16,351	Common	6,132	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
11/1/2016	New issuance	17,480	Common	6,555	No	Crossover Capital Fund 1, LLC	debt conversion	Unrestricted	-
11/14/2016	New issuance	19,200	Common	7,200	No	Crossover Capital Fund 1, LLC	debt conversion	Unrestricted	-
11/17/2016	New issuance	20,000	Common	7,500	No	Crossover Capital Fund 1, LLC	debt conversion	Unrestricted	-
12/21/2016	New issuance	29,400	Common	3,675	No	Crossover Capital Fund 1, LLC	debt conversion	Unrestricted	-
12/28/2016	New issuance	32,000	Common	4,000	No	Crossover Capital Fund 1, LLC	debt conversion	Unrestricted	-
1/13/2017	New issuance	37,200	Common	4,650	No	Crossover Capital Fund 1, LLC	debt conversion	Unrestricted	-
1/20/2017	New issuance	39,080	Common	4,885	No	Crossover Capital Fund 1, LLC	debt conversion	Unrestricted	-
12/2/2016	New issuance	24,224	Common	3,028	No	GW Holding Group LLC	debt conversion	Unrestricted	-
12/13/2016	New issuance	27,718	Common	3,465	No	GW Holding Group LLC	debt conversion	Unrestricted	-
12/27/2016	New issuance	32,121	Common	4,015	No	GW Holding Group LLC	debt conversion	Unrestricted	-

1/3/2017	New issuance	35,194	Common	4,399	No	GW Holding Group LLC	debt conversion	Unrestricted	-
1/18/2017	New issuance	37,080	Common	4,635	No	GW Holding Group LLC	debt conversion	Unrestricted	-
11/7/2016	New issuance	18,009	Common	8,915	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
11/15/2016	New issuance	18,892	Common	7,084	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
11/21/2016	New issuance	21,738	Common	5,435	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
11/25/2016	New issuance	22,803	Common	5,701	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
12/1/2016	New issuance	23,921	Common	2,990	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
12/8/2016	New issuance	25,093	Common	3,137	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
12/14/2016	New issuance	27,509	Common	3,439	No	JSJ Investments Inc.	debt conversion	Unrestricted	-
1/30/2017	New issuance	44,800	Common	5,600	No	Rock Capital, LLC	debt conversion	Unrestricted	-
1/17/2017	New issuance	39,120	Common	5,868	No	GHS Investments, LLC	debt conversion	Unrestricted	-
2/2/2017	New issuance	39,120	Common	8,802	No	GHS Investments, LLC	debt conversion	Unrestricted	-
2/6/2017	New issuance	46,836	Common	5,854	No	GW Holding Group LLC	debt conversion	Unrestricted	-
2/9/2017	New issuance	48,800	Common	6,100	No	Rock Capital, LLC	debt conversion	Unrestricted	-
2/9/2017	New issuance	43,200	Common	9,720	No	GHS Investments, LLC	debt conversion	Unrestricted	-
2/17/2017	New issuance	56,000	Common	7,000	No	Rock Capital, LLC	debt conversion	Unrestricted	-
2/17/2017	New issuance	48,800	Common	10,980	No	GHS Investments, LLC	debt conversion	Unrestricted	-
2/27/2017	New issuance	20,000	Common	3,750	No	Rock Capital, LLC	debt conversion	Unrestricted	-
3/1/2017	New issuance	58,000	Common	13,050	No	GHS Investments, LLC	debt conversion	Unrestricted	-
3/7/2017	New issuance	44,000	Common	5,500	No	Rock Capital, LLC	debt conversion	Unrestricted	-
3/10/2017	New issuance	66,995	Common	8,374	No	GW Holding Group LLC	debt conversion	Unrestricted	-
3/13/2017	New issuance	67,200	Common	10,080	No	GHS Investments, LLC	debt conversion	Unrestricted	-
3/16/2017	New issuance	70,400	Common	8,800	No	Rock Capital, LLC	debt conversion	Unrestricted	-
3/21/2017	New issuance	77,320	Common	9,665	No	GW Holding Group LLC	debt conversion	Unrestricted	-
3/22/2017	New issuance	77,200	Common	11,580	No	GHS Investments, LLC	debt conversion	Unrestricted	-
3/22/2017	New issuance	77,560	Common	9,695	No	Rock Capital, LLC	debt conversion	Unrestricted	-

3/27/2017	New issuance	52,813	Common	6,602	No	GW Holding Group LLC	debt conversion	Unrestricted	-
3/30/2017	New issuance	89,000	Common	13,083	No	GHS Investments, LLC	debt conversion	Unrestricted	-
3/27/2017	New issuance	89,160	Common	11,145	No	Crossover Capital Fund 1, LLC	debt conversion	Unrestricted	-
4/7/2017	New issuance	100,400	Common	12,550	No	Crossover Capital Fund 1, LLC	debt conversion	Unrestricted	-
3/31/2017	New issuance	96,059	Common	12,007	No	GW Holding Group LLC	debt conversion	Unrestricted	-
4/7/2017	New issuance	100,000	Common	7,500	No	GHS Investments, LLC	debt conversion	Unrestricted	-
4/17/2017	New issuance	115,520	Common	14,440	No	Crossover Capital Fund 1, LLC	debt conversion	Unrestricted	-
4/19/2017	New issuance	110,000	Common	8,250	No	GHS Investments, LLC	debt conversion	Unrestricted	-
2/1/2018	New issuance	535	Common	-	No	Adjustment of Reverse stock split	Adjustment of Reverse stock split	Unrestricted	-
-	-	-	-	-	-	-	-	-	-
2/3/2016	New issuance	4,750,000	Preferred B	20,000	No	Mike Shader	cash	Unrestricted	-
3/22/2016	New issuance	13,437,500	Preferred B	13,438	No	CHRISTOPHER M. AMAZEEN	Acquisition of subsidiary	Unrestricted	-
7/31/2018	New issuance	6,500,000	Preferred B	32,500	No	Eric Engbers	Compesation - employment agreement	Unrestricted	-
7/31/2018	New issuance	500,000	Preferred B	2,500	No	Derek Dempsay	Compesation - employment agreement	Unrestricted	-
-	-	-	-	-	-	-	-	-	-
1/31/2017	New issuance	1	Preferred C	1,000,000	No	-	debt conversion	Unrestricted	-
1/31/2017	New issuance	1	Preferred D	100,000	No	CHRISTOPHER M. AMAZEEN	Acquisition of subsidiary	Unrestricted	-
-	-	-	-	-	-	-	-	-	-
6/27/2016	New issuance	1	Preferred D	100,000	No	NEOGEN Holdings	Acquisition of subsidiary	Unrestricted	-
1/18/2017	New issuance	20	Preferred D	2,000,000	No	Net D Consulting, Inc.	Acquisition of subsidiary	Unrestricted	-
1/31/2018	New issuance	1	Preferred D	100,000	No	James LaGanke	debt conversion	Unrestricted	-
1/31/2018	New issuance	1	Preferred D	100,000	No	CHRISTOPHER M. AMAZEEN	debt conversion	Unrestricted	-
1/31/2018	New issuance	1	Preferred D	100,000	No	VINCENT A. CUZZO	debt conversion	Unrestricted	-
1/31/2018	New issuance	5	Preferred D	500,000	No	Eric Engbers	debt conversion	Unrestricted	-
1/31/2018	New issuance	1	Preferred D	100,000	No	MICHAEL SELSMAN	debt conversion	Unrestricted	-

1/31/2018	New issuance	1	Preferred D	100,000	No	PUBCO REPORTING SOLUTIONS,INC	debt conversion	Unrestricted	-
Shares Outstanding on April 30, 2018	Ending Balance: Common: 2,537,754 Preferred: 75,188,547 Preferred A: 1,000 Preferred B: 75,187,500 Preferred C: 16 Preferred D: 31								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period**.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	**Outstanding Balance ($)**	**Principal Amount at Issuance ($)**	**Interest Accrued ($)**	**Maturity Date**	**Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)**	**Name of Noteholder**	**Reason for Issuance (e.g. Loan, Services, etc.)**
Convertible Note							
2/3/2016	-	31,438	-	2/3/2017	50% multiplied by the lowest trading days in the 20 trading days	LG CAPITAL FUNDING, LLC	Loan
2/9/2016	-	42,750	-	11/9/2016	50% multiplied by the lowest trading days in the 25 trading days	AUCTUS FUND, LLC	Loan
2/24/2016	-	30,877	-	11/24/2016	50% multiplied by the lowest trading days in the 25 trading days	JSJ Investments Inc.	Loan

3/2/2016	-	57,000	-	12/2/2016	50% multiplied by the lowest trading days in the 25 trading days	JSJ Investments Inc.	Loan
3/29/2016	-	35,380	-	12/29/2016	50% multiplied by the lowest trading days in the 25 trading days	JSJ Investments Inc.	Loan
4/4/2016	-	13,222	-	1/7/2017	50% multiplied by the lowest trading days in the 25 trading days	JSJ Investments Inc.	Loan
4/4/2016	-	30,000	-	1/4/2017	50% multiplied by the lowest trading days in the 25 trading days	JSJ Investments Inc.	Loan
4/21/2016	-	28,500	-	10/26/2016	the lower of (i)50% multiplied by the lowest trading price during 23 trading days or (ii) $0.00005	ROCK CAPITAL, LLC	Loan
4/27/2016	4,293	45,500	1,020	12/27/2017	the lower of (i)50% of the lowest trading price during the delinquency period after May 16, 2017 or (ii) $0.00005	ROCK CAPITAL, LLC	Loan
4/29/2016	-	7,266	-	1/27/2017	50% multiplied by the lowest trading days in the 25 trading days	JSJ Investments Inc.	Loan
5/5/2016	-	30,000	-	2/5/2017	50% multiplied by the lowest trading days in the 20 trading days	JSJ Investments Inc.	Loan
5/9/2016	-	18,950	-	2/9/2017	50% multiplied by the lowest trading days in the 20 trading days	JSJ Investments Inc.	Loan
5/26/2016	-	57,000	-	5/26/2017	50% multiplied by the lowest trading days in the 20 trading days	GW Holdings Group, LLC	Loan

6/17/2016	58,333	58,333	19,331	6/17/2017	the lower of (i)50% multiplied by the lowest trading price during the delinquency period after May 16, 2017 or (ii) $0.00005	ROCK CAPITAL, LLC	Loan
6/23/2016	-	29,500	-	3/23/2017	50% multiplied by the lowest trading days in the 20 trading days	JSJ Investments Inc.	Loan
7/1/2016	-	57,000	-	7/1/2017	50% multiplied by the lowest trading days in the 20 trading days	GW Holdings Group, LLC	Loan
7/1/2016	44,218	75,000	10,335	6/30/2017	the lower of (i)50% of the lowest trading price during 23 trading days or (ii) $0.00005	CROSSOVER CAPITAL FUND I, LLC	Loan
7/11/2016	-	19,200	-	4/11/2016	50% multiplied by the lowest trading days in the 20 trading days	JSJ Investments Inc.	Loan
7/18/2016	-	22,189	-	4/18/2017	50% multiplied by the lowest trading days in the 20 trading days	JSJ Investments Inc.	Loan
8/4/2016	-	75,000	-	8/4/2017	the lower of (i)50% multiplied by the lowest trading price during 23 trading days or (ii) $0.00005	CROSSOVER CAPITAL FUND I, LLC	Loan
8/4/2016	-	28,500	-	8/4/2017	50% multiplied by the lowest trading days in the 20 trading days	GW Holdings Group, LLC	Loan
8/4/2016	89,168	89,168	29,693	8/4/2017	the lower of (i)50% multiplied by the lowest trading price during the delinquency period after May 16, 2017 or (ii) $0.00005	CROSSOVER CAPITAL FUND I, LLC	Loan

10/31/2016	50,050	45,500	13,818	12/27/2017	the lower of (i)50% multiplied by the lowest trading price during the delinquency period after May 16, 2017 or (ii) $0.00005	ROCK CAPITAL, LLC	Loan
1/12/2017	578,749	482,423	79,024	10/12/2017	50% multiplied by the lowest intra-day in the 15 trading days	GHS Investments, LLC	Loan
1/17/2017	154,400	103,000	23,506	10/17/2017	50% multiplied by the lowest intra-day in the 10 trading days	GHS Investments, LLC	Loan
1/24/2017	204,666	136,444	30,839	10/24/2017	50% multiplied by the lowest intra-day in the 15 trading days	GHS Investments, LLC	Loan
1/31/2017	82,500	75,000	20,195	6/30/2017	the lower of (i)50% multiplied by the lowest trading price during the delinquency period after May 16, 2017 or (ii) $0.00005	CROSSOVER CAPITAL FUND I, LLC	Loan
5/9/2017	21,600	21,600	5,057	5/9/2018	50% multiplied by the lowest trading price during the delinquency period after May 16, 2017	CROSSOVER CAPITAL FUND I, LLC	Loan
5/9/2017	26,250	17,500	3,413	2/15/2018	50% multiplied by the lowest intra-day in the 10 trading days	GHS Investments, LLC	Loan
8/15/2017	29,900	29,900	5,073	5/18/2018	50% multiplied by the lowest trading price during the delinquency period after May 16, 2017	CROSSOVER CAPITAL FUND I, LLC	Loan

8/16/2017	45,150	30,100	2,225	5/16/2018	50% multiplied by the lowest intra-day in the 10 trading days	GHS Investments, LLC	Loan
3/26/2018	20,000	38,167	366	12/26/2018	50% multiplied by the lowest intra-day in the 10 trading days	GHS Investments, LLC	Loan
3/27/2018	38,167	20,000	186	12/27/2018	60% multiplied by the lowest trading price during 20 trading day	CROSSOVER CAPITAL FUND I, LLC	Loan
4/23/2018	63,000	63,000	145	1/30/2019	58% multiplied by the lowest trading price during the 20 trading day	POWER UP LENDING GROUP LTD	Loan
Note Payable							
8/4/2016	25,000	25,000	6,514	2/4/2017	N/A	Doyle Knudson	Loan
9/30/2016	-	125,000	-	5/30/2017	N/A	POWER UP LENDING GROUP LTD	Loan
3/10/2017	26,021	291,900	-	2/23/2018	N/A	Strategic Funding Source, Inc	Loan
4/11/2017	-	156,250	-	12/5/2017	N/A	POWER UP LENDING GROUP LTD	Loan
5/16/2017	-	174,875	-	1/24/2018	N/A	Arcarius LLC	Loan
5/30/2017	-	108,000	-	11/30/2017	N/A	POWER UP LENDING GROUP LTD	Loan
7/10/2017	-	54,000	-	11/14/2017	N/A	POWER UP LENDING GROUP LTD	Loan
7/21/2017	-	291,900	-	4/10/2017	N/A	PIRS Capital, LLC	Loan
9/15/2017	-	143,000	-	3/2/2018	N/A	Richmonds Capital Group LLC	Loan
10/2/2017	-	240,500	-	2/22/2018	N/A	POWER UP LENDING GROUP LTD	Loan
10/2/2017	6,135	240,500	-	2/22/2018	N/A	POWER UP LENDING	Loan
10/23/2017	-	143,000	-	3/1/2018	N/A	Prosperitas Capital, LLC	Loan
11/2/2017	-	174,875	-	4/27/2018	N/A	Midnight Advance Capital, LLC	Loan
11/28/2017	5,998	199,920	-	5/2/2018	N/A	Arcarius LLC	Loan

12/20/2017	-	209,850	-	6/15/2018	N/A	Richmonds Capital Group LLC	Loan
12/22/2017	-	111,920	-	6/19/2018	N/A	GTR Source LLC	Loan
1/17/2018	-	111,920	-	7/4/2018	N/A	Richmonds Capital Group LLC	Loan
1/30/2018	-	279,800	-	8/14/2018	N/A	Midnight Advance Capital, LLC	Loan
2/9/2018	145,000	253,750	-	8/8/2018	N/A	Prosperitas Capital, LLC	Loan
2/20/2018	14,574	132,300	-	6/18/2018	N/A	Prosperitas Capital, LLC	Loan
3/5/2018	104,850	209,850	-	6/25/2018	N/A	Richmonds Capital Group LLC	Loan
3/12/2018	46,400	87,000	-	6/23/2018	N/A	Cardinal Equity, LLC	Loan
3/20/2018	148,979	209,850	-	8/7/2018	N/A	GTR Source LLC	Loan
3/26/2018	123,250	159,500	-	8/29/2018	N/A	Cardinal Equity, LLC	Loan
3/29/2018	65,620	89,940	-	7/10/2018	N/A	Kash Capital	Loan
4/9/2018	94,936	101,320	-	3/8/2019	N/A	GROUP LTD	Loan
4/9/2018	227,330	279,800	-	6/30/2018	N/A	Richmonds Capital Group LLC	Loan
4/26/2018	365,753	374,750	-	10/19/2018	N/A	Midnight Advance Capital, LLC	Loan
4/27/2018	144,743	149,000	-	8/2/2018	N/A	Unified Marketing, LLC	Loan

Use the space below to provide any additional details, including footnotes to the table above:

_____

4) Financial Statements

A. The following financial statements were prepared in accordance with:

☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)[3]:

Name: **PubCo Reporting**
Title: ______
Relationship to Issuer: **CPA**

GAWK INCORPORATED

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(UNAUDITED – PREPARED BY MANAGEMENT)

[3] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

GAWK INCORPORATED
CONSOLIDATED BALANCE SHEETS
(Unaudited)

		April 30, 2018		January 31, 2018
ASSETS				
Current Assets				
Cash and cash equivalents	$	74,989	$	60,716
Accounts receivable, net		286,574		235,714
Marketable securities - available for sale		43,500		33,600
Prepaid and other current assets		42,751		26,735
Total Current Assets		447,814		356,765
Intangible assets and proprietary technology, net of accumulated amortization of $1,395,123 and $1,251,444		410,952		554,631
Goodwill		1,416,851		1,416,851
TOTAL ASSETS	**$**	**2,275,617**	**$**	**2,328,247**
LIABILITIES AND STOCKHOLDERS' DEFICIT				
Current Liabilities				
Accounts payable and accrued liabilities	$	2,924,513	$	2,585,771
Note payable, net of unamortized discounts of $476,382 and $309,697		1,078,206		687,228
Current portion of notes payable -related party		570,182		570,182
Current portion of convertible notes payable, net of unamortized discounts of $53,762 and $0		3,156,782		3,089,377
Investor payable - common shares		658,000		658,000
Due to related parties		259,787		408,174
Derivative liabilities		4,610,636		2,780,153
Total Current Liabilities		13,258,106		10,778,885
Long-Term Liabilities				
Notes payables -related party, less current portion		-		-
TOTAL LIABILITIES		13,258,106		10,778,885
Series C Convertible Preferred stock, $0.001 par value, 100 shares designated; 16 shares issued and outstanding		16,000,000		16,000,000
Series D Convertible Preferred stock, $0.001 par value, 1,000 shares designated; 31 shares issued and outstanding		3,100,000		3,100,000
		19,100,000		19,100,000
Stockholders' Deficit				
Preferred stock, $0.001 par value; authorized 100,000,000 shares				
Series A Preferred stock, $0.001 par value, 1,000 shares designated; 1,000 shares issued and outstanding		1		1
Series B Convertible Preferred stock, $0.001 par value, 95,000,000 shares designated; 75,187,500 shares issued and outstanding		75,188		75,188
Common stock, $0.001 par value, 14,900,000,000 shares authorized; 2,537,754 and 2,537,019 shares issued and outstanding, respectively		2,537		2,537
Additional paid-in capital		3,749,048		3,749,048
Accumulated deficit		(33,909,263)		(31,377,412)
Total Stockholders' Deficit		(30,082,489)		(27,550,638)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	**$**	**2,275,617**	**$**	**2,328,247**

The accompanying notes are an integral part of these unaudited consolidated financial statements.

GAWK INCORPORATED
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended April 30,	
	2018	**2017**
Revenue	$ 1,301,780	$ 1,367,724
Operating expenses		
Cost of revenue	893,855	972,025
General and administration	338,753	714,114
Legal settlement	-	25,000
Depreciation and amortization	143,679	150,507
Total operating expenses	1,376,287	1,861,646
Net loss from operations	(74,507)	(493,922)
Other income (expense)		
Other income	5,893	5,783
Interest expense, net	(692,488)	(567,158)
Unrealized gain (loss) on marketable securities	9,900	(27,900)
Change in fair value of derivative liabilities	(1,780,649)	416,784
Gain (loss) on settlement of debt	-	62,613
Total other expense	(2,457,344)	(109,878)
Loss from operations	(2,531,851)	(603,800)
Net loss	$ **(2,531,851)**	$ **(603,800)**
Dividend on Series B Preferred Stock	-	-
Net loss attributable to common stockholders	**$ (2,531,851)**	**$ (603,800)**
Basic and diluted loss per common share	$ (1.00)	$ (0.35)
Weighted average number of common shares outstanding, basic and diluted	2,537,754	1,702,548

The accompanying notes are an integral part of these unaudited consolidated financial statements.

GAWK INCORPORATED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended April 30, 2018	For the Three Months Ended April 30, 2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (2,531,851)	$ (603,800)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	-	107,164
Amortization of debt discount and deferred financing fees	580,742	420,784
Unrealized gain on marketable securities	(9,900)	27,900
Amortization expense of intangible assets	143,679	150,507
(Gain) loss on settlement of liabilities	-	(62,613)
Change in fair value of derivative liabilities	1,780,649	(416,784)
Changes in operating assets and liabilities:		
Accounts receivable	(50,860)	93,893
Prepaid expenses and other assets	(16,016)	(1,300)
Accounts payable and accrued liabilities	338,742	50,581
Due to related parties	(168,387)	(33,571)
Net Cash Provided by (Used in) Operating Activities	66,798	(267,239)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Net Cash Provided by Investing Activities	-	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from notes payable	1,307,038	327,901
Payment of notes payable	(1,489,397)	(120,033)
Proceeds from convertible notes, net of original issue discounts and deferred financing fees	109,834	60,000
Payment of convertible notes payable	-	(63)
Payment of notes payable - related party	-	(95,709)
Loan from related party	20,000	-
Net Cash Provided by (Used in) Financing Activities	(52,525)	172,096
Net change in cash and cash equivalents	14,273	(95,143)
Cash and cash equivalents, beginning of period	60,716	133,249
Cash and cash equivalents, end of period	$ 74,989	$ 38,106
Supplemental cash flow information		
Cash paid for interest	$ -	$ 72,178
Cash paid for taxes	$ -	$ -
Non-cash financing transactions:		
Issuance of common stock for conversion of debt and accrued interest	$ -	$ 742,319
Debt discount from derivative liability	$ 49,834	$ 343,063

The accompanying notes are an integral part of these unaudited consolidated financial statements.

GAWK INCORPORATED
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
April 30, 2018

The accompanying interim financial statements have been prepared by the Company without an audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at April 30, 2018, and for all periods presented herein, have been made.

NOTE 1 – DESCRIPTION OF BUSINESS

Gawk Incorporated ("we", "our", the "Company") was incorporated in the state of Nevada on January 6, 2011 with principal business address at 5300 Melrose Avenue, Suite 42, Los Angeles, CA. The Company offers a suite of cloud communications, cloud connectivity, cloud computing, and managed cloud-based applications solutions to small, medium, and large businesses; and offers domestic and international voice services to communications carriers worldwide. It offers a suite of advanced data center and cloud-based services, including fault tolerant, high availability cloud servers, which comprise platform as a service, infrastructure as a service, and a content delivery network; managed network services that converge voice and data applications, structured cabling, wireless, and security services, as well as include Internet access via Ethernet or fiber at speeds ranging from 10 Mbps to 10 Gbps; and data center solutions, including cloud services, colocation services, and business continuity services, such as storage and security. Our website is located at www.gawkinc.com

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. However, the Company has a deficiency in equity of $30,082,489, a working capital deficit of $12,810,292, and an accumulated deficit of $33,909,263.

These factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty. The Company's continued existence is dependent upon management's ability to develop profitable operations, continued contributions from the Company's executive officers to finance its operations and the ability to obtain additional funding sources to explore potential strategic relationships and to provide capital and other resources for the further development and marketing of the Company's products and business.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company prepares its interim financial statements in accordance with accounting principles generally accepted in the United States of America. This report should be read in conjunction with the audited consolidated financial statements and the footnotes thereto for the fiscal year ended January 31, 2018 including in Annual report as filed with OTC Market on January 23, 2019. Significant accounting policies are as follows:

Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires management to make estimates and assumptions that affect (i) the reported amounts of assets and liabilities, (ii) the disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and (iii) the reported amount of net revenues and expenses recognized during the periods presented. Adjustments made with respect to the use of estimates often relate to improved information not previously available. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of financial statements; accordingly, actual results could differ from these estimates.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany accounts and transactions have been eliminated. We currently have no investments accounted for using the equity or cost methods of accounting.

Revenue Recognition

Revenues are recognized when control of the promised goods or services are transferred to a customer, in an amount that reflects the consideration that the Company expects to receive in exchange for those goods or services. The Company derives its revenues from the rendering of business advisory services, such as training, implementation, consulting, and other customer-specific services. The Company applies the following five steps in order to determine the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its agreements:

- identify the contract with a customer;

- identify the performance obligations in the contract;
- determine the transaction price;
- allocate the transaction price to performance obligations in the contract; and
- recognize revenue as the performance obligation is satisfied.

Our Business Services revenue includes monthly recurring charges (“MRC”) to customers, for whom charges are contracted over a specified period of time, and variable usage fees charged to customers that purchase our business products and services. Revenue recognition commences after the provisioning, testing and acceptance of the service by the customer. MRCs continue until the expiration of the contract, or until cancellation of the service by the customer. To the extent that payments received from a customer are related to a future period, the payment is recorded as deferred revenue until the service is provided or the usage occurs.

Our Carrier Services revenue is primarily derived from usage fees charged to other carriers that terminate voice traffic over our network. Variable revenue is earned based on the length of a call, as measured by the number of minutes of duration. It is recognized upon completion of the call, and is adjusted to reflect the allowance for billing adjustments. Revenue for each customer is calculated from information received through our network switches. Our customized software tracks the information from the switches and analyzes the call detail records against stored detailed information about revenue rates. This software provides us with the ability to complete a timely and accurate analysis of revenue earned in a period. We believe that the nature of this process is such that recorded revenues are unlikely to be revised in future periods.

Derivative Financial Instruments

The fair value of an embedded conversion option that is convertible into a variable amount of shares and warrants that include price protection reset provision features are deemed to be “down-round protection” and, therefore, do not meet the scope exception for treatment as a derivative under ASC 815 “Derivatives and Hedging”, since “down-round protection” is not an input into the calculation of the fair value of the conversion option and warrants and cannot be considered “indexed to the Company’s own stock” which is a requirement for the scope exception as outlined under ASC 815.

The accounting treatment of derivative financial instruments requires that the Company record the embedded conversion option and warrants at their fair values as of the inception date of the agreement and at fair value as of each subsequent balance sheet date. Any change in fair value is recorded as non-operating, non-cash income or expense for each reporting period at each balance sheet date. The Company reassesses the classification of its derivative instruments at each balance sheet date. If the classification changes as a result of events during the period, the contract is reclassified as of the date of the event that caused the reclassification.

The Black-Scholes option valuation model was used to estimate the fair value of the embedded conversion options and warrants. The model includes subjective input assumptions that can materially affect the fair value estimates. The expected volatility is estimated based on the most recent historical period of time, of our common stock, equal to the weighted average life of the options.

Conversion options are recorded as debt discount and are amortized as interest expense over the life of the underlying debt instrument.

Fair Value of Financial Instruments

The Company’s financial instruments consist primarily of cash, accounts payable and accrued expenses, and debt. The carrying amounts of such financial instruments approximate their respective estimated fair value due to the short-term maturities and approximate market interest rates of these instruments.

The Company adopted ASC Topic 820, *Fair Value Measurements* (“ASC Topic 820”), which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The standard provides a consistent definition of fair value which focuses on an exit price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The standard also prioritizes, within the measurement of fair value, the use of market-based information over entity specific information and establishes a three-level hierarchy for fair value measurements based on the nature of inputs used in the valuation of an asset or liability as of the measurement date.

The three-level hierarchy for fair value measurements is defined as follows:

- Level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets; liabilities in active markets;
- Level 2 - inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability other than quoted prices, either directly or indirectly, including inputs in

markets that are not considered to be active; or directly or indirectly including inputs in markets that are not considered to be active;
- Level 3 - inputs to the valuation methodology are unobservable and significant to the fair value measurement

The following table summarizes fair value measurements by level at April 30, 2018 and January 31, 2018 for assets measured at fair value on a recurring basis:

Carrying Value at April 30, 2018

April 30, 2018	Level 1	Level 2	Level 3	Total
Marketable securities- available for sale	$ 43,500	$ -	$ -	$ 43,500
Derivative liabilities	$ -	$ -	$ 4,610,636	$ 4,610,636

Carrying Value at January 31, 2018

January 31, 2018	Level 1	Level 2	Level 3	Total
Marketable securities- available for sale	$ 33,600	$ -	$ -	$ 33,600
Derivative liabilities	$ -	$ -	$ 2,780,153	$ 2,780,153

NOTE 4 – NOTES PAYABLE

The Company had the following notes payable and notes payable – related party outstanding as of April 30, 2018 and January 31, 2018:

Notes Payable

	April 30, 2018	January 31, 2018
Dated – October 30, 2014	$ 10,000	$ 10,000
Dated – August 4, 2016	25,000	25,000
Dated – March 10, 2017	26,021	37,335
Dated – July 21, 2017	-	59,896
Dated – October 2, 2017	6,135	50,309
Dated – October 23, 2017	-	47,667
Dated – November 28, 2017	5,998	129,948
Dated – December 20 2017	-	169,623
Dated – January 17, 2018	-	97,930
Dated – January 30, 2018	-	277,801
Dated – February 9, 2018	145,000	-
Dated – February 20, 2018	14,574	-
Dated – March 5, 2018	104,850	-
Dated – March 12, 2018	46,400	-
Dated – March 20, 2018	148,979	-
Dated – March 26, 2018	123,250	-
Dated – March 29, 2018	65,620	-
Dated – April 9, 2018	94,936	-
Dated – April 9, 2018	227,330	-
Dated – April 26, 2018	365,753	-
Dated – April 27, 2018	144,743	-
Total notes payable	$ 1,554,589	$ 996,925
Less: debt discount and deferred financing fees	(476,382)	(309,697)
	1,078,207	687,228

Less: current portion of notes payable	1,078,207	687,228
Long-term notes payable	-	-

The Company recognized amortization expense related to the debt discount and deferred financing fees of $573,337 and $16,965 for the three months ended April 30, 2018 and 2017, respectively.

Dated – October 30, 2014

On October 30, 2014, the Company exercised the comprehensive acquisition agreement of Webrunner, LLC ("Webrunner") and in the acquisition the Company assumed the debt of RNC Media in the amount of $10,000. The Note does not have any interest payable and is due upon demand.

Dated – August 4, 2016

The note was issued to Mr. Doyle Knudson, are subject to annual interest of 15% and are secured by 250,000 shares of common stock. The note matured in February 2017. The total cash proceeds received from the note was $25,000

Dated – March 10, 2017

The Company entered into the revenue based factoring agreement with PIRS Capital, LLC. The principal amount of note is $291,900 and the note includes an original issue discount and financing fee of $86,499 and the Company received cash of $205,401. The Company is required to make weekly principal and interest payments of $5,657 for a period of 51 weeks through February 23, 2018.

Dated – July 21, 2017

The Company entered into the revenue based factoring agreement with PIRS Capital, LLC. The principal amount of note is $170,000 and the note includes an original issue discount and financing fee of $47,899 and the Company received cash of $122,101. The Company is required to make weekly principal and interest payments of $4,404 for a period of 39 weeks through April 20, 2018. During the three months ended April 30, 2018, the Company fully repaid the outstanding balance of $59,896

Dated – October 2, 2017

The Company entered into the revenue based factoring agreement with Powerup Lending Group, Ltd. The principal amount of note is $240,500 and the note includes an original issue discount and financing fee of $59,200 and the Company received cash of $181,300. The Company is required to make principal and interest payments of $6,135 twice a week.

Dated – October 23, 2017

The Company entered into the agreement with Prosperitas Capital, LLC. The principal amount of note is $143,000 and the note includes an original issue discount and financing fee of $44,895 and the Company received cash of $98,105. The Company is required to make daily principal and interest payments of $1,589 for a period of 90 days. During the three months ended April 30, 2018, the Company fully repaid the outstanding balance of $47,667

Dated – November 28, 2017

The Company entered into the agreement with Arcarius LLC. The principal amount of note is $199,920 and the note includes an original issue discount and financing fee of $69,693 and the Company received cash of $130,227. The Company is required to make daily principal and interest payments of $1,589 for a period of 90 days.

Dated – December 20, 2017

The Company entered into the agreement with Richmond Capital Group. The principal amount of note is $209,850 and the note includes an original issue discount and financing fee of $70,686 and the Company received cash of $139,164. The Company is required to make daily principal and interest payments of $1,749 for a period of 120 days. During the three months ended April 30, 2018, the Company fully repaid the outstanding balance of $169,623.

Dated – December 22, 2017

The Company entered into the agreement with GTR Source LLC. The principal amount of note is $111,920 and the note includes an original issue discount and financing fee of $36,920 and the Company received cash of $75,000. The Company is required to make daily principal and interest payments of $932 for a period of 120 days. During the three months ended April 30, 2018, the Company fully repaid the outstanding balance of $91,416.

Dated – January 17, 2018

The Company entered into the agreement with Richmond Capital Group. The principal amount of note is $111,920 and the note includes an original issue discount and financing fee of $36,918 and the Company received cash of $75,002. The Company is required to make daily principal and interest payments of $1,399 for a period of 120 days. During the three months ended April 30, 2018, the Company fully repaid the outstanding balance of $97,930.

Dated – January 30, 2018

The Company entered into the agreement with Midnight Advance Capital LLC. The principal amount of note is $279,800 and the note includes an original issue discount and financing fee of $94,481 and the Company received cash of $185,319. The Company is required to make daily principal and interest payments of $1,999 for a period of 140 days. During the three months ended April 30, 2018, the Company fully repaid the outstanding balance of $277,801.

Promissory Notes - Issued in fiscal year 2019

The total borrowings on notes payable during the three months ended April 30, 2018 was $2,047,060 and the note includes an original issue discount and financing fee of $740,022 and the Company received cash of $1,307,038. The Company is required to make daily or weekly principal and interest payments. During the three months ended April 30, 2018, the Company repaid $565,625.

Notes Payable – related party

	April 30, 2018	January 31, 2018
Dated – April 23, 2015	$ 194,250	$ 194,250
Dated - December 21, 2016	350,932	350,932
Dated - December 12, 2018	25,000	25,000
Total notes payable	570,182	570,182
Less: current portion of notes payable	570,182	570,182
Long-term notes payable	$ -	$ -

The total principal repayment on related party note payable during the three months ended April 30, 2018 and 2017 was $0 and $95,709, respectively

Dated – April 23, 2015

On May 1, 2015, in connection with the acquisition of the assets of Net D Consulting, Inc. (“Net D”), the Company issued a $350,000 note which bears no interest and matures on October 7, 2016.

Dated – December 21, 2016

On December 21, 2016, the Company entered into the new agreement which the company issued a note payable of $574,252 for payment of the Note dated January 18, 2016. The Note bears interest rate of $7.29% for 1st 12 months and then 3.25% for 13 through 18 months. The Company is required to make monthly principal and interest payments of $226,985 for a period of 18 months through June 20, 2018.

Dated – December 12, 2017

The note was issued to Mr. Michael Shader, are subject to annual interest of 20% and are secured by 1 shares of Series D Preferred Stock. The note matured in June 13, 2018. The total cash proceeds received from the note was $25,000.

NOTE 5 – CONVERTIBLE NOTES PAYABLE

The Company had the following convertible notes payable outstanding as of April 30, 2018 and January 31, 2018:

	April 30, 2018	January 31, 2018
Promissory Note - Issued August 22, 2014, with a fixed conversion price of $0.10 per common share or 17,000,000 shares of common stock.	$ 1,700,000	$ 1,700,000
Promissory notes – Issued in fiscal year 2017, with variable conversion features.	588,728	588,728
Promissory notes – Issued in fiscal year 2018, with variable conversion features.	800,649	800,649
Promissory notes – Issued in fiscal year 2019, with variable conversion features.	121,167	-
Total convertible notes payable	3,210,544	3,089,377
Less: debt discount and deferred financing fees	(53,762)	-
	3,156,782	3,089,377
Less: current portion of convertible notes payable	3,156,782	3,089,377
Long-term convertible notes payable	$ -	$ -

The Company recognized amortization expense related to the debt discount and deferred financing fees of $7,405 and $403,817 for the three months ended April 30, 2018 and 2017, respectively.

Notes in Default

All convertible notes held by the company are currently in default. During the three months ended July 31, 2017, the Company did not maintain the covenant requiring the Company to be current with all financial filings. As a result of the breach, the convertible debentures are due on demand. No demand for payment has been made as at April 30, 2018. The terms of default for notes are as follows:

- Default interest rates ranging from 20% to 24 %
- The Conversion Price discount for certain notes shall be permanently increased by 10%
- The Company shall pay an amount equal to the greater of
  - (i) 150% times the sum of the outstanding principal amount of certain Notes plus accrued and unpaid interest on the unpaid principal amount of this Notes to the date of payment (the "Mandatory Prepayment Date") plus Default Interest.
  - (ii) the "parity value" of the Default Sum to be prepaid, where parity value means (a) the highest number of shares of Common Stock issuable upon conversion of or otherwise pursuant to such Default Sum treating the Trading Day immediately preceding the Mandatory Prepayment Date as the "Conversion Date" for purposes of determining the lowest applicable Conversion Price, unless the Default Event arises as a result of a breach in respect of a specific Conversion Date in which case such Conversion Date shall be the Conversion Date, multiplied by (b) the highest Closing Price for the Common Stock during the period beginning on the date of first occurrence of the Event of Default and ending one day prior to the Mandatory Prepayment Date

During the three months ended April 30, 2018, the Company recorded default penalty interest of $0 and during the year ended January 31, 2018, the Company recorded default penalty interest of $348,879.

Promissory Note - August 22, 2014

In connection with the settlement agreement entered into with Doyle Knudson, an investor, in 2014, the Company issued a $1.8 million convertible promissory note with a fixed conversion price of $0.10 per share or 18,000,000 shares of common stock. The note is subject to annual interest of 10%, matured in August 2015 and is currently past due. In May and December 2015, a total of $100,000 note principal was transferred to another lender.

The Company initially recorded a discount on the convertible note due to a beneficial conversion feature of $358,200 and fully amortized for the year ended January 31, 2016. Due to the variable conversion rates in the other convertible notes (see below), the $1,700,000 balance of the note became tainted and the embedded fixed conversion option was bifurcated and accounted for as a derivative liability.

Promissory Notes - Issued in fiscal year 2017

During the year ended January 31, 2017, the Company issued a total of $1,266,417 notes with the following terms:

- Terms ranging from 9 months to 20 months
- Annual interest rates ranging from 8% to 12%
- Convertible at the option of the holders either at issuance or 180 days from issuance.
- Conversion prices are typically based on the discounted (50% to 60% discount) lowest trading prices of the Company's shares during various periods prior to conversion. Certain notes allow for the conversion price to be a floor of $0.0005 and $0.00005 per share.

Certain notes allow the Company to redeem the notes at rates ranging from 118% to 150% depending on the redemption date provided that no redemption is allowed after the 180th day. Likewise, certain notes include original issue discounts and deferred financing cost totaling to $146,976. The Company received cash of $785,858. During the year ended January 31, 2017, the Company repaid notes with principal amounts totaling to $33,333 and a total of $5,517 accrued interest was also added to principal.

The Company determined that the conversion feature met the definition of a liability in accordance with ASC Topic No. 815 - 40, Derivatives and Hedging - Contracts in Entity's Own Stock and therefore bifurcated the embedded conversion option once the note becomes convertible and accounted for it as a derivative liability. The fair value of the conversion feature was recorded as a debt discount and amortized to interest expense over the term of the note.

The Company valued the conversion feature using the Black Scholes valuation model. The fair value of the derivative liability for all the notes that became convertible, including the notes issued in prior years, during the year ended January 31, 2017 amounted to $3,245,991. $1,356,692 of the value assigned to the derivative liability was recognized as a debt discount to the notes while the balance of $1,889,299 was recognized as a "day 1" derivative loss.

Promissory Notes - Issued in fiscal year 2018

During the year ended January 31, 2018, the Company issued a total of $556,822 of promissory notes with the following terms:

- Terms ranging from 9 months to 12 months
- Annual interest rates ranging from 10% to 12%
- Convertible at the option of the holders either at issuance.
- Conversion prices are typically based on the discounted (40% to 50% discount) lowest trading prices of the Company's shares during various periods prior to conversion.

Certain notes allow the Company to redeem the notes at rates ranging from 120% to 150% depending on the redemption date provided that no redemption is allowed after the 180th day. Likewise, certain notes include original issue discounts totaling to $20,600 and the Company received cash of $144,500 and replaced old notes and accrued interest of $283,063.

The Company determined that the conversion feature met the definition of a liability in accordance with ASC Topic No. 815 - 40, Derivatives and Hedging - Contracts in Entity's Own Stock and therefore bifurcated the embedded conversion option once the note becomes convertible and accounted for it as a derivative liability. The fair value of the conversion feature was recorded as a debt discount and amortized to interest expense over the term of the note.

The Company valued the conversion feature using the Black Scholes valuation model. The fair value of the derivative liability for all the notes that became convertible during the year ended January 31, 2018 amounted to $1,254,497. $536,222 of the value assigned to the derivative liability was recognized as a debt discount to the notes, $240,659 was recognized as a "day 1" derivative loss and $166,975 was recognized as gain on settlement of debt and $644,591 offset the fair value of the derivative liability that related to the notes that were replaced by the new notes.

Promissory Notes - Issued in fiscal year 2019

During the three months ended April 30, 2018, the Company issued a total of $121,167 of promissory notes with the following terms:

- Term 9 months
- Annual interest rates ranging from 10% to 12%
- Convertible at the option of the holders either at issuance or180 days from issuance.
- Conversion prices are typically based on the discounted (40% discount) lowest trading prices of the Company's shares during various periods prior to conversion.

Certain notes allow the Company to redeem the notes at rates ranging from 120% to 145% depending on the redemption date provided that no redemption is allowed after the 180th day. Likewise, certain notes include original issue discounts totaling to $11,333 and the Company received cash of $109,834 and replaced old notes and accrued interest of $283,063.

The Company determined that the conversion feature met the definition of a liability in accordance with ASC Topic No. 815 - 40, Derivatives and Hedging - Contracts in Entity's Own Stock and therefore bifurcated the embedded conversion option once the note becomes convertible and accounted for it as a derivative liability. The fair value of the conversion feature was recorded as a debt discount and amortized to interest expense over the term of the note.

The Company valued the conversion feature using the Black Scholes valuation model. The fair value of the derivative liability for all the notes that became convertible during the three months ended April 30, 2018 amounted to $163,584. $49,834 of the value assigned to the derivative liability was recognized as a debt discount to the notes, $113,750 was recognized as a "day 1" derivative loss.

NOTE 6 – DERIVATIVE LIABILITIES

The Company analyzed the conversion option for derivative accounting consideration under ASC 815, Derivatives and Hedging, and hedging, and determined that the instrument should be classified as a liability since the conversion option becomes effective at issuance resulting in there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion options.

ASC 815 requires we assess the fair market value of derivative liability at the end of each reporting period and recognize any change in the fair market value as other income or expense item.

The Company determined our derivative liabilities to be a Level 3 fair value measurement and used the Black-Scholes pricing model to calculate the fair value as of April 30, 2018. The Black-Scholes model requires six basic data inputs: the exercise or strike price, time to expiration, the risk-free interest rate, the current stock price, the estimated volatility of the stock price in the future, and the dividend rate. Changes to these inputs could produce a significantly higher or lower fair value measurement. The fair value of each convertible note is estimated using the Black-Scholes valuation model. The following weighted-average assumptions were used in the April 30, 2018 and January 31, 2018:

	Three Months Ended April 30, 2018	**Year Ended January 31, 2018**
Expected term	0.04 years	0.01 - 0.88 years
Expected average volatility	831% - 1295%	0% - 483%
Expected dividend yield	-	-
Risk-free interest rate	1.65% - 2.10%	0.51% - 1.46%

At April 30, 2018, the estimated fair values of the liabilities measured on a recurring basis are as follows:

April 30, 2018	Level 1	Level 2	Level 3	Total
Promissory Note – Issued August 22, 2014	$ -	$ -	$ 1,703,400	$ 1,703,400
Promissory Notes – Issued in fiscal year 2017	-	-	1,179,993	1,179,993
Promissory Notes – Issued in fiscal year 2018	-	-	1,613,582	1,613,582
Promissory Notes – Issued in fiscal year 2019	-	-	113,661	113,661
Total liabilities	$ -	$ -	$ 4,610,636	$ 4,610,636

The following table summarizes the changes in the derivative liabilities during the three months ended April 30, 2018:

Fair Value Measurements Using Significant Observable Inputs (Level 3)		
Balance - January 31, 2018	$	2,780,153
Addition of new derivatives recognized as debt discounts		49,834
Addition of new derivatives recognized as loss on derivatives		113,750
Loss on change in fair value of the derivative		1,666,899
Balance - April 30, 2018	$	4,610,636

The following table summarizes the loss on derivative liability included in the income statement for the three months ended April 30, 2018 and 2017, respectively.

	Three months ended April 30,			
	2018		2017	
Day one loss due to derivative liabilities on convertible notes	$	113,750	$	160,000
(Gain) loss on change in fair value of the derivative liabilities		1,666,899		(576,784)
(Gain) loss on change in the fair value of derivative liabilities	$	1,780,649	$	(416,784)

NOTE 7 – EQUITY

Preferred Stock

Series A Preferred Stock

There were no issuances of the Series A Preferred Stock during the three months ended April 30, 2018.

As of April 30, 2018 and January 31, 2018, 1,000 shares of Series A Preferred Stock were issued and outstanding, respectively.

Series B Convertible Preferred Stock

There were no issuances of the Series B Preferred Stock during the three months ended April 30, 2018.

As of April 30, 2018 and January 31, 2018, 75,187,500 shares of Series B Preferred Stock were issued and outstanding, respectively.

Series C Convertible Preferred Stock

There were no issuances of the Series C Preferred Stock during the three months ended April 30, 2018.

As of April 30, 2018 and January 31, 2018, 16 shares of Series C Preferred Stock were issued and outstanding, respectively.

The Company determined the Series C Convertible Preferred Stock is considered to be contingently redeemable convertible and as a result, has been classified as mezzanine equity in the Company's balance sheet, as of April 30, 2018 and January 31, 2018.

Series D Convertible Preferred Stock

There were no issuances of the Series D Preferred Stock during the three months ended April 30, 2018.

As of April 30, 2018 and January 31, 2018, 31 shares of Series D Preferred Stock were issued and outstanding, respectively.

The Company determined the Series D Convertible Preferred Stock is considered to be contingently redeemable convertible and as a result, has been classified as mezzanine equity in the Company's balance sheet, as of April 30, 2018 and January 31, 2018.

Common stock

The Company is authorized to issue 14,900,000,000 shares of common stock at a par value of $0.001.

During the three months ended April 30, 2018, the Company issued common shares, as follows:

- 535 common shares were issued for the adjustment of reverse stock split

As of April 30, 2018, and January 31, 2018, 2,537,754 and 2,537,219 shares of common stock were issued and outstanding, respectively.

Warrants and Options

Warrants

As of April 30, 2018, and January 31, 2018, there are no warrants outstanding.

Options

The Company has 9,100,000 options issued in connection with the acquisition of Webrunner.

The following table summarizes information relating to outstanding and exercisable stock options as of April 30, 2018:

	Options Outstanding		
	Shares		**Weighted Average Exercise Price**
Outstanding, January 31, 2018	9,100,000	$	0.10
Granted	-		-
Exercised	-		-
Forfeited/canceled	-		-
Outstanding, April 30, 2018	9,100,000	$	0.10

Options Outstanding				**Options Exercisable**		
Number of Shares	**Weighted Average Remaining Contractual life (in years)**	**Weighted Average Exercise Price**		**Number of Shares**	**Weighted Average Exercise Price**	
9,100,000	1.50	$	0.10	9,100,000	$	0.10

The options have intrinsic value of $1,820 at April 30, 2018.

NOTE 8 – CONTINGENCIES

The Company is a party to various legal claims which have arisen in the normal course of business, none of which are expected to have a material adverse effect on the financial position, results of operations, or cash flows of the Company.

NOTE 9 – RELATED PARTY TRANSACTIONS

During the three months ended April 30, 2018 and 2017, the Company paid a total of $0 and $72,200 consulting fees to the company's officers.

As of April 30, 2018, and January 31, 2018, the amount owed to the company's officers was $229,289 and $229,289, respectively.

As of April 30, 2018, and January 31, 2018, the Company has outstanding notes payable to Net D totaling to $545,182 and $545,182, respectively, in connection with the Company's acquisition of Connexum and certain assets of Net D (see Note 5). The sole owner of Net D is a director the Company. Net D also performs certain services for the Company in connection with the latter's Carrier

Services business. During the three months ended April 30, 2018, the Company incurred total fees in connection with such services of $2,854. As of April 30, 2018, and January 31, 2018, the Company has an outstanding payable to Net D of $10,498 and $227,284, respectively.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

GAWK, Inc. offers a suite of cloud communications, cloud connectivity, cloud computing, and managed cloud-based applications solutions to small, medium, and large businesses; and offers domestic and international voice services to communications carriers worldwide. It offers a suite of advanced data center and cloud-based services, including fault tolerant, high availability cloud servers, which comprise platform as a service, infrastructure as a service, and a content delivery network; managed network services that converge voice and data applications, structured cabling, wireless, and security services, as well as include Internet access via Ethernet or fiber at speeds ranging from 10 Mbps to 10 Gbps; and data center solutions, including cloud services, colocation services, and business continuity services, such as storage and security. www.gawk.com

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

______

C. Describe the issuers' principal products or services, and their markets

Telecommunications

6) 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.

THE ISSUER LEASES AN EXECUTIVE OFFICE SPACE ON A MONTH TO MONTH BASIS WHICH IS ADEQUATE FOR ITS CURRENT NEEDS

7) 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 or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% of more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Scott Kettle	Officer/Director	c/o Gawk	33,200	Common Stock	1.31%	-
-	-	5300 Melrose Avenue, Suite 42	500	Series A Preferred Stock	50%	-
-	-	Los Angeles, CA 90038	25,000,000	Series B Preferred Stock	33.25%	-
-	-	-	5	Series C Preferred Stock	31.25%	-
-	-	-	-	-	-	-
Chris Hall	Officer/Director	c/o Gawk	3,200	Common Stock	0.13%	-
-	-	5300 Melrose Avenue, Suite 42	500	Series A Preferred Stock	50%	-
-	-	Los Angeles, CA 90038	25,000,000	Series B Preferred Stock	33.25%	-
-	-	-	4	Series C Preferred Stock	25%	-

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 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);

None

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;

None

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

None

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.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

N/A

Accountant or Auditor

N/A

Investor Relations Consultant

N/A

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

N/A

10) Issuer Certification

Principal Executive Officer:

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:

I, Scott Kettle Chairman and CEO certify that:

1. I have reviewed this Quarterly Report of Gawk Incorporated;

2. Based on my 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 my 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.

March 11, 2019

/s/ Scott Kettle

Chairman/CEO

Principal Financial Officer:

I, Christopher G. Hall certify that:

1. I have reviewed this Quarterly Report of Gawk Incorporated;

2. Based on my 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 my 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.

March 11, 2019

/s/ Christopher G. Hall

CFO