

Madison Technologies Inc.  
Form 10-Q  
May 14, 2018

**United states**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

**☒ quarterly report under section 13 or 15(d) of the securities exchange act of 1934**

For the quarterly period ended **March 31, 2018**

**☐ transition report under section 13 or 15(d) of the securities exchange act of 1934**

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

**Commission file number 000-51302**

**madison technologies inc.**

(Exact name of registrant as specified in its charter)

Nevada 00-0000000  
(State or other jurisdiction of (I.R.S. Employer

incorporation or organization) Identification No.)

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4448 Patterdale Drive, North Vancouver, BC V7R 4L8  
(Address of principal executive offices) (Zip Code)

206-203-0474  
(Registrant's telephone number, including area code)

n/a  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (s. 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Larger accelerated filer ☐ Accelerated filer ☐  
Non-accelerated filer ☐ **Smaller reporting company** ☒  
(Do not check if a smaller reporting company)

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

☐ Yes ☒ No

**Applicable only to corporate issuers**

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State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date.

Class	Outstanding at May 14, 2018
Common Stock - \$0.001 par value	16,757.565

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**MADISON TECHNOLOGIES INC.**

**INTERIM Financial Statements**

**MARCH 31, 2018**

**(unaudited)**

**MADISON TECHNOLOGIES INC.**

**(UNAUDITED)**

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**MADISON TECHNOLOGIES INC.**

interim Balance Sheets

(Unaudited)

	March 31, 2018	December 31, 2017
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$6,653	\$3,281
Prepaid expenses	12,000	-
	18,653	3,281
Intangible asset, at amortized cost License agreement (Note 5)	11,510	17,760
Total Assets	\$30,163	\$21,041
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities	\$39,231	\$45,394
License fee payable (Note 5)	33,500	33,500
Demand notes and accrued interest payable (Note 6)	123,782	123,094
Convertible notes payable (Note 7) as restated (Note 10)	161,000	196,000
Related party advance (Note 8)	261	261
TOTAL LIABILITIES – as restated (Note 10)	357,774	398,249
<b>STOCKHOLDERS' DEFICIIT</b>		
Common Stock (Note 9)		
Par Value:\$0.001		
Authorized 500,000,000 shares		
Issued and outstanding: 16,757,565 shares (Dec 31, 2017–12,257,565 shares)	16,757	12,257
Additional Paid in Capital – as restated (Note 10)	119,145	88,645
Shares subscribed(Note 9)	30,000	-
Accumulated deficit – as restated (Note 10)	(493,513)	(478,110)

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Total stockholders' deficit – as restated (Note 10)	(327,611)	(377,208)
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Total liabilities and stockholders' deficit	\$30,163	\$21,041
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Note 2 Going concern

Note 10 Correction of prior period error

See Accompanying Notes to the Interim Financial Statements.



**MADISON TECHNOLOGIES INC.****INTERIM STATEMENTS of Operations****(Unaudited)**

	For the three Months ended March 31, 2018	For the three Months ended March 31, 2017
Revenues		
Sales	\$1,576	\$1,420
Cost of sales	(729 )	(557 )
Gross Margin	847	863
Operating expenses		
Amortization expense	6,250	6,250
General and administrative	8,462	6,550
	14,712	12,800
Loss before other expense	(13,865 )	(11,937 )
Other items Interest – as restated (Note 10)	(1,538 )	(1,530 )
Net loss and comprehensive loss – as restated (Note 10)	\$(15,403 )	\$(13,467 )
Net loss per share-Basic and diluted	\$(0.001 )	\$(0.001 )
Average number of shares of common stock outstanding	15,507,565	11,302,000

See Accompanying Notes to the Interim Financial Statements.

**MADISON TECHNOLOGIES INC.****INTERIM StatementS of stockholders' DEFICIT**

(Unaudited)

	Common Shares	Amount	Additional Paid In Capital	Shares Subscribed	Accumulated Deficit	Total
Balance, December 31, 2016 as restated (Note 10)	11,302,009	\$ 11,302	\$ 44,600	\$ -	\$ (424,837 )	\$(368,935)
Debt converted to shares						
Converted at \$0.05 per share	400,000	400	19,600	-	-	20,000
Converted at \$0.045 per share	555,556	555	24,445	-	-	25,000
Net loss, December 31, 2017	-	-	-	-	(53,273 )	(53,273 )
Balance, December 31, 2017	12,257,565	12,257	88,645	\$ -	(478,110 )	(377,208)
Debt converted to shares - Note 7						
Converted at \$0.01 per share	2,500,000	2,500	22,500	-	-	25,000
Converted at \$0.005 per share	2,000,000	2,000	8,000	-	-	10,000
Shares subscribed at \$0.10 per share	-	-	-	30,000	-	30,000
Net loss, March 31, 2018	-	-	-	-	(15,403 )	(15,403 )
Balance, March 31, 2018	16,757,565	\$ 16,757	\$ 119,145	\$ 30,000	\$ (493,513 )	\$(327,611)

See Accompanying Notes to the Interim Financial Statements.

**MADISON TECHNOLOGIES INC.**

## INTERIM StatementS of cash flows

(Unaudited)

	For the three Months ended March 31, 2018	For the three Months ended March 31, 2017
Cash Flows from operating activities:		
Net loss for the year – as restated (Note 10)	\$(15,403)	\$(13,467)
Adjustments to reconcile net loss to cash used in operating activities:		
Amortization of license	6,250	6,250
Accrued interest on notes payable	1,538	1,530
Foreign exchange on notes payable	(850 )	366
Changes in assets and liabilities:		
Accounts payable and accruals	(6,163 )	3,335
Prepaid expenses	(12,000)	-
Net cash used in operating activities	(26,628)	(1,986 )
Cash Flows from financing activities:		
Shares subscribed	30,000	-
Net cash provided by financing activities	30,000	-
Net increase (decrease) in cash	3,372	(1,986 )
Cash, beginning of period	3,281	14,259
Cash, end of period	\$6,653	\$12,273

## SUPPLEMENTAL DISCLOSURE

Interest	\$1,538	\$1,530
Taxes paid	\$-	\$-

See Accompanying Notes to the Interim Financial Statements

**MADISON TECHNOLOGIES INC.**

**NOTES TO THE INTERIM FINANCIAL STATEMENTS**

**(Unaudited)**

**March 31, 2018**

**Note 1 Interim Reporting**

While the information presented in the accompanying interim three month financial statements is unaudited, it includes all adjustments, which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows for the interim periods presented in accordance with accounting principles generally accepted in the United States of America. These interim financial statements follow the same accounting policies and methods of their application as the Company's December 31, 2017 annual financial statements. All adjustments are of a normal recurring nature. It is suggested that these interim financial statements be read in conjunction with the Company's December 31, 2017 annual financial statements. Operating results for the three months ended March 31, 2018 are not necessarily indicative of the results that can be expected for the year ended December 31, 2018.

**Note 2 Nature and Continuance of Operations**

The Company was incorporated on June 15, 1998 in the State of Nevada, USA and the Company's common shares are publicly traded on the OTC Bulletin Board.

Up until fiscal 2014, the Company was in the business of mineral exploration. On May 28, 2014, the Company formalized an agreement whereby it purchased assets associated with a smokeless cannabis delivery system. The Company planned to develop this system for commercial purposes. On December 14, 2014, this asset purchase agreement was terminated.

On January 21, 2015, a majority of the Company's stockholders approved a consolidation of the issued and outstanding shares of common stock, on a 10 for 1 basis, thereby decreasing the issued and outstanding share capital from

113,020,000 to 11,302,000. On March 11, 2015, the Company changed its name from Madison Explorations, Inc. to Madison Technologies Inc. and effected the stock consolidation.

On September 16, 2016, the Company entered into an exclusive distribution product license agreement with Tuffy Packs, LLC to distribute products into the United Kingdom and 43 other essentially European countries. The Company will be selling ballistic panels which are personal body armors, that conforms to the National Institute of Justice (NIJ) Level IIIA threat requirements. The Company's plan of operations and sales strategy include online and social media marketing, as well as attending various tradeshow and conferences. As the Company failed to make specified payments as required, the agreement was amended to a non-exclusive basis.

Effective December 31, 2016, the Company dissolved its wholly owned subsidiary, Scout Resources Inc. ("Scout") and assumed all the debt that Scout owed.

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next twelve months. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At March 31, 2018, the Company had not yet achieved profitable operations, had accumulated losses of \$493,513 since its inception and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances. That said, there is no assurance of additional funding being available.

**Note 3 Summary of Significant Accounting Policies**

There have been no changes in the accounting policies from those disclosed in the notes to the audited financial statements for the year ended December 31, 2017.

**Note 4 Recent Accounting Pronouncements**

The Company adopts new pronouncements relating to generally accepted accounting principles applicable to the Company as they are issued, which may be in advance of their effective date. Management does not believe that any pronouncement not yet effective but recently issued would, if adopted, have a material effect on the accompanying financial statements.

**Note 5 License Agreement**

The Company entered into an exclusive product license agreement on September 16, 2016 with Tuffy Packs, LLC, a Texas corporation, to sell Ballistic Panels in certain countries, essentially in Europe. The license is for a period of two years unless terminated and may be renewed for successive terms of two years each. The payment terms for the license is as follows:

1. \$10,000 payable within seven days after the effective date;
2. An additional \$15,000 payable within 30 days after the effective date; and
3. A final payment of \$25,000 payable within 90 days of the effective date.

At March 31, 2018, the Company had paid \$16,500 to the Licensor, leaving an unpaid balance of \$33,500. To date, the Company has recorded a total license amortization of \$38,490.

As a result of the failure to make payments as required under the agreement, the Company was informed on March 20, 2017, that going forward, the agreement would be on a non-exclusive basis.

**Note 6 Demand Notes and Accrued Interest Payable**

The Company has three notes payable. Each note is unsecured and payable on demand.

	March 31, 2018	December 31, 2017
Note payable bearing interest at 8%	\$25,000	\$ 25,000
Accrued interest there on	26,297	25,797
	51,297	50,797



	March 31, 2018	December 31, 2017
Note payable bearing interest at 5% (Debt is Canadian \$30,000)	23,256	23,809
Accrued interest there on	12,791	12,798
	36,047	36,607
 Note payable bearing at 12%	25,000	25,000
Accrued interest there on	11,438	10,690
	36,438	35,690
 Total debt and interest payable	\$ 123,782	\$ 123,094

Interest accrued on the note bearing 8% interest was \$500 as at Mar 31, 2018 (2017 - \$500).

Interest accrued on the note bearing 5% interest was \$291 as at Mar 31, 2018 (2017 - \$282).

Interest accrued on the note bearing 12% interest was \$748 as at Mar 31, 2018 (2017 - \$748).

#### **Note 7 Convertible Notes Payable**

As at March 31, 2017, there are seven convertible notes payable. Two notes were converted into shares during the year ended December 31, 2017 and two notes were converted into shares during the period ended March 31, 2018. All notes are non-interest bearing, unsecured and payable on demand. The remaining notes are convertible into common stock at the discretion of the holder at different conversion rates: \$0.01 debt to 1 common share, \$0.005 to 1 common share; \$0.15 to 1 common share; \$0.05 to 1 common share; and \$0.04 to 1 common share. The effect that conversion would have on earnings per share has not been disclosed due to the anti-dilutive effect. A recap of convertible debt outstanding based on conversion rates is as follow:

	March 31, 2018	December 31, 2017
Convertible at \$0.01 debt to 1 common share	\$85,000	\$ 110,000
Convertible at \$0.005 debt to 1 common share	10,000	20,000
Convertible at \$0.015 debt to 1 common share	25,000	25,000
Convertible at \$0.05 debt to 1 common share	21,000	21,000
Convertible at \$0.04 debt to 1 common share	20,000	20,000
	\$ 161,000	\$ 196,000

**Note 8 Related Party Advance**

In 2008, the current President advanced the Company \$561 repayable without interest or any other terms. The unpaid balance as at March 31, 2018 is \$261. There were no related party transactions during the period ended March 31, 2018 or the year ended December 31, 2017.

**Note 9 Common Stock**

On March 2, 2018, the Company completed a private placement of 150,000 shares of common stock at a per share price of \$0.10 for gross proceeds of \$15,000. As of the date of this report, the shares have not been issued.

On February 16, 2018, the Company completed a private placement of 150,000 shares of common stock at a per share price of \$0.10 for gross proceeds of \$15,000. As of the date of this report, the shares have not been issued.

On January 25, 2018, two convertible notes were converted into shares. One note for \$25,000 was converted into 2,500,000 shares at \$0.01 per share and the other note for \$10,000 was converted into 2,000,000 shares at \$0.005 per share.

On July 14, 2017, two convertible notes were converted into shares. One note for \$25,000 was converted into 555,556 shares at \$0.045 per share and the other note for \$20,000 was converted to 400,000 shares at \$0.05 per share.

On January 21, 2015, a majority of the Company's stockholders approved a consolidation of the issued and outstanding shares of common stock, on a 10 for 1 basis, thereby decreasing the issued and outstanding share capital from 113,020,000 to 11,302,009. This was effected on March 11, 2015. This consolidation has been applied retroactively and all references to the number of shares issued reflect this consolidation.

On March 30, 2006, the Company entered into a private placement agreement whereby the Company issued 20,000 Regulation-S shares in exchange for \$50,000. (\$2.50 per share).

On June 7, 2004, the Company issued 5,907,000 in consideration of \$472 in cash. (\$.00008 per share.)

On June 14, 2001, the Company approved a forward stock split of 5,000:1.

On June 15, 1998, the Company authorized and issued 5,375,000 shares of its common stock in consideration of \$430 in cash. (\$.00008 per share.)

There are no shares subject to warrants or options as of March 31, 2018.

#### **Note 10 Correction of Previously Issued Financial Statements**

As described in Note 2 (i) Financial Instruments, of the Company's audited financial statements of the year ended December 31, 2017, the Company corrected the accounting for convertible debt by adopting the principles in FASB ASC Topic 470, "*Debt with Conversions and Other Options*," which requires that convertible debt with no beneficial conversion feature be allocated to debt and that no amount be allocated to equity. This change was applied retroactively to the financial statements.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION.**

The following discussion of Madison Technologies Inc.'s financial condition, changes in financial condition and results of operations for the three months ended March 31, 2018 should be read in conjunction with Madison's unaudited consolidated financial statements and related notes for the three months ended March 31, 2018.

**Forward Looking Statements**

This quarterly report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements involve risks and uncertainties, including statements regarding Madison's capital needs, business plans and expectations. Such forward-looking statements involve risks and uncertainties regarding Madison's ability to carry out its planned exploration programs on its mineral properties. Forward-looking statements are made, without limitation, in relation to Madison's operating plans, Madison's liquidity and financial condition, availability of funds, operating and exploration costs and the market in which Madison competes. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may", "will", "should", "expect", "plan", "intend", "anticipate", "estimate", "predict", "potential" or "continue", the negative of such terms or other comparable terminology. Actual events or results may differ materially. In evaluating these statements, you should consider various factors, including the risks outlined below, and, from time to time, in other reports Madison files with the SEC. These factors may cause Madison's actual results to differ materially from any forward-looking statement. Madison disclaims any obligation to publicly update these statements, or disclose any difference between its actual results and those reflected in these statements. The information constitutes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

**GENERAL**

Madison Technologies Inc. ("**Madison**") is a Nevada corporation that was incorporated on June 15, 1998. Madison was initially incorporated under the name "Madison-Taylor General Contractors, Inc." Effective May 24, 2004, Madison changed its name to "Madison Explorations, Inc." by a majority vote of the shareholders. Effective March 9, 2015, Madison changed its name to "Madison Technologies Inc.," by a majority vote of the shareholders. See Exhibit 3.3 – Certificate of Amendment for more details.

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The board of directors of Madison currently consists of Joseph Gallo as the Chief Executive Officer, the Corporate Secretary and, the Chief Financial Officer of Madison. Please see Item 5.02 of the Form 8-K filed on September 8, 2016, May 31, 2017 and March 7, 2018 for information relating to these director and officer changes

On September 16, 2016 Madison entered into a material definitive agreement with Tuffy Packs, LLC to acquire an exclusive licensing agreement for the distribution of Tuffy Pack's product line into the United Kingdom and 43 European countries. According to the terms and conditions of the product license agreement Madison will pay an aggregate amount of \$50,000 for the exclusive license to distribute Tuffy Packs' product line. Tuffy Packs manufactures a line of custom inserts that provide a level of personal protection from ballistic threats similar to what law enforcement officers wear daily as bulletproof vests. The ballistic panels conform to the National Institute of Justice (NIJ) Level IIIA threat requirements.

Please see Item 1.01 of the Form 8-K filed on September 19, 2016 for information relating to the Product License Agreement as well please see Item 1.01 and Item 2.01 of the Form 8-K filed on September 23, 2016 for information relating to the Product License Agreement and for a description of Madison's business.

On September 26, 2016, Thomas Brady and Steven Cozine entered into a share purchase agreement for the purchase and sale of 3,088,500 shares in the capital of Madison for the purchase price of \$1,000.00. Please see Item 5.01 of the Form 8K filed on October 3, 2016 and see Exhibit 10.1 – Share Purchase Agreement for information relating to the change in control of the registrant.

On October 12, 2016, Madison Technologies Inc. ("Madison") received approval from Amazon Europe to begin sales of its Tuffy Pack line of products in the United Kingdom through the Amazon Marketplace. On October 14, 2016, Madison received approval from Amazon Europe to begin sales of its Tuffy Pack line of products in Germany, Italy, Spain and France through the Amazon Marketplace. As of October 21, 2016, Madison had completed its first sale through the Amazon Marketplace also on October 21, 2016 Madison ceased to be a shell company as defined in Rule 12b-2 of the Exchange Act. Please see Item 5.06 of the Form 8-K filed on October 21, 2016 for information relating to the change in shell status.

On May 26, 2017, Joseph Gallo consented to and was appointed as an additional director of Madison. Also, on May 26, 2017, Mr. Gallo consented to and was appointed the Chief Financial Officer of Madison by the board of directors. Please see item 5.02 of the Form 8-K filed on May 31, 2017 for information relating to the director and officer changes

On March 3, 2018 Thomas Brady passed away and Joseph Gallo consented to and was appointed the President and Chief Executive Officer of Madison by the board of directors. Please see item 5.02 of the Form 8-K filed on March 7, 2018 for information relating to the director and officer changes.



## RESULTS OF OPERATIONS

Our financial statements have been prepared assuming that we will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should we be unable to continue in operation. We expect we will require additional capital to meet our long term operating requirements. We expect to raise additional capital through, among other things, the sale of equity or debt securities.

### **Three months ended March 31, 2018 and March 30, 2017**

Our net loss for the three-month period ended March 31, 2018 was \$15,403 (2017: \$13,467), which consisted of general and administration expenses and amortization. We generated \$1,576 in revenue during three-month period in fiscal 2018 compared to 1,420 during the three-month period in 2017. The increase in expenses in the current fiscal year relate to an increase in both general and administrative expense and cost of sales related to our online store operations and the amortization of our Tuffy Pack license agreement obligations.

The weighted average number of shares outstanding was 15,507,000 for the three-month period ended March 31, 2018 and 11,302,000 for the three-month period ended March 30, 2017.

## **Liquidity and Capital Resources**

### **Cash and Working Capital**

As at March 31, 2018, Madison had cash of \$6,653 and a working capital deficit of \$339,121, compared to cash of \$3,281 and working capital deficit of \$394,968 as at December 31, 2017.

There are no assurances that Madison will be able to achieve further sales of its common stock or any other form of additional financing. If Madison is unable to achieve the financing necessary to continue its plan of operations, then Madison will not be able to continue and its business will fail.

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The officers and directors have agreed to pay all costs and expenses of having Madison comply with the federal securities laws (and being a public company, should Madison be unable to do so). Madison's officers and directors have also agreed to pay the other expenses of Madison, should Madison be unable to do so. To continue its business plan, Madison will need to secure financing for its business development. Madison currently has no source for funding at this time.

If Madison is unable to raise additional funds to satisfy its reporting obligations, investors will no longer have access to current financial and other information about its business affairs



### **Net Cash Used in Operating Activities**

Madison used cash of \$26,628 in operating activities during the first three months of fiscal 2018 compared to cash used of \$1,986 in operating activities during the same period in the previous fiscal year. The increase in the operating activities was principally a result of an increase in operating expenses.

### **Net Cash Provided (Used in) Investing Activities**

Net cash used in investing activities was nil for the first three months of fiscal 2018 as compared with cash flow from investing activities of nil for the same period in the previous fiscal year.

### **Net Cash Provided by Financing Activities**

Net cash flows provided by financing activities were \$30,000 for the first three months of fiscal 2018, from proceeds of a convertible note payable. Madison generated nil from financing activities during the first three months of fiscal 2017.

### **Plan of Operation**

Our plan of operation is to continue to deliver the Tuffy Pack licensed products into the European and UK retail and wholesale markets via the use of online market and fulfillment services including but not limited to Amazon.eu, Ebay and Ecwid. By implementing these companies' services Madison will be able to establish a reliable supply chain that will receive delivery of the Licensed Products, warehouse the Licensed Products, package the Licensed Package as per each customer order, and ship the Licensed Products to the customer efficiently and cost effectively.

Management expects to implement Madison's sales distribution strategy beginning in May 2018 and to be operational by September 2018, this includes the following components:

1. Initial inventory with an estimated cost of \$10,000

2. Social media and online advertising of \$10,000

3. Payments to be made under Product License Agreement of \$33,500

Payments to be made under Product License Agreement of \$50,000. At the date of this filing Madison has paid \$16,500 of the \$50,000.

Madison sales strategy is to develop online exposure through the use of social media marketing and sending demo packs of the Licensed Products to both online bloggers and established gun owner clubs. The demo packs will include both new products as well as examples of the products that have been tested and exposed to gunfire to demonstrate the products effectiveness.

### **Off-balance Sheet Arrangements**

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

### **Going Concern**

Madison has not attained profitable operations and is dependent upon obtaining financing to pursue any extensive business activities. For these reasons, Madison's auditors stated in their report that they have substantial doubt Madison will be able to continue as a going concern.

### **Future Financings**

Management anticipates continuing to rely on equity sales of Madison's common stock in order to continue to fund its business operations. Issuances of additional common stock will result in dilution to Madison's existing stockholders. There is no assurance that Madison will achieve any additional sales of its common stock or arrange for debt or other financing to fund its planned activities.

### **Material Commitments for Capital Expenditures**

At March 31, 2018 Madison had an outstanding liability of \$33,500 owing to Tuffy Packs LLC for the purchase of the Product Licensing agreement. As of the date of this filing Madison is in arrears \$33,500 according to the Product Licensing Agreement. Please see Exhibit 10.5 Product License Agreement dated March 16, 2016 between Tuffy Packs, LLC and Madison Technologies Inc.

### **Tabular Disclosure of Contractual Obligations**

Madison is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and is not required to provide the information required under this item.

## **Critical Accounting Policies**

Madison's financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles in the United States. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. Management believes that understanding the basis and nature of the estimates and assumptions involved with the following aspects of Madison's financial statements is critical to an understanding of Madison's financial statements.

### *Use of Estimates*

The preparation of financial statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses in the reporting period. Madison regularly evaluates estimates and assumptions related to the recovery of long-lived assets, donated expenses and deferred income tax asset valuation allowances. Madison bases its estimates and assumptions on current facts, historical experience and various other factors that management believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by Madison may differ materially and adversely from Madison's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

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

Madison is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and is not required to provide the information required under this item.

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

#### **Evaluation of Disclosure Controls and Procedures**

Management maintains "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "**Exchange Act**"), that are designed to ensure that information required to be disclosed in Madison's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to management, including Madison's President and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

In connection with the preparation of this quarterly report on Form 10-Q, an evaluation was carried out by management, with the participation of the President and the Chief Financial Officer, of the effectiveness of Madison's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of March 31, 2018.

Based on the evaluation and the identification of the material weaknesses in Madison's internal control over financial reporting, as described in its Form 10-K for the year ended December 31, 2009, the President and the Chief Accounting Officer concluded that, as of March 31, 2018, Madison's disclosure controls and procedures were effective.

#### **Changes in Internal Controls over Financial Reporting**

There were no changes in Madison's internal controls over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the quarter ended March 31, 2018, that materially affected, or are reasonably likely to materially affect, Madison's internal control over financial reporting.

#### **Limitations on the Effectiveness of Controls and Procedures**

Management, including our President and Chief Financial Officer, does not expect that Madison's controls and procedures will prevent all potential error and fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

**Part II – Other Information**

**ITEM 1. LEGAL PROCEEDINGS.**

Madison is not a party to any pending legal proceedings and, to the best of Madison's knowledge, none of Madison's property or assets are the subject of any pending legal proceedings.

**ITEM 1A. RISK FACTORS**

Madison is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and is not required to provide the information required under this item.

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

During the three months ended March 31, 2018, the Company received \$30,000 from two investors for 300,000 common shares of the Company valued at \$0.10 per share. The proceeds from this offering were used for continuing operations.

These shares have not yet been issued.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

No report required.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

No report required.

**ITEM 5. OTHER INFORMATION**

No report required.



**ITEM 6. EXHIBITS****(a) Index to and Description of Exhibits**

All Exhibits required to be filed with the Form 10-Q are included in this quarterly report or incorporated by reference to Madison's previous filings with the SEC, which can be found in their entirety at the SEC website at [www.sec.gov](http://www.sec.gov) under SEC File Number 000-51302.

<b>Exhibit</b>	<b>Description</b>	<b>Status</b>
<b>3.3</b>	<u>Certificate of Amendment dated March 9, 2015, filed as an Exhibit to Madison's current report on Form 8-K filed March 11, 2015, and incorporated herein by reference</u>	Filed
<b>10.5</b>	<u>Product License Agreement dated September 16, 2016 between Tuffy Packs, LLC and Madison Technologies Inc. filed as an exhibit to Madison's Form 8-K (Current Report) filed on September 19, 2016, and incorporated herein by reference</u>	Filed
<b>10.1</b>	<u>Share Purchase Agreement dated September 26, 2016 between Thomas Brady and Steve Cozine filed as an exhibit to Madison's Form 8-K filed on October 3, 2016, and incorporated herein by reference.</u>	Filed
<b>31.1</b>	<u>Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>	Included
<b>32.1</b>	<u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>	Included

**Signatures**

In accordance with the requirements of the Securities Exchange Act of 1934, Madison Technologies, Inc. has caused this report to be signed on its behalf by the undersigned duly authorized person.

**Madison Technologies, Inc.**

Dated: **May 14, 2018** By: */s/ Joseph Gallo*  
Name: **Joseph Gallo**  
Title: **President**  
**(Principal Executive Officer)**

