Ubiquitech Software Corp. and Subsidiary
Notes to Consolidated Financial Statements
For The Period Ending November 30, 2016

(1) Organization and Business Description

Ubiquitech Software Corporation, incorporated in the State of Colorado on January 11, 2007, ("UBQU" or the "Company")), recently acquired Blue Crush Marketing Group LLC ("BC" or "Blue Crush") in July 2013, which is a subsidiary of UBQU. Blue Crush is a dynamic multimedia, multi-faceted corporation utilizing state-of-the-art global Internet marketing, plus Direct Response (DRTV) Television, Radio, and traditional Internet marketing to drive traffic to new and emerging industries and subsidiaries.

The Hemp Life Today™ acquisition ("HLT") was created by a group of highly motivated, skilled, and health minded people. Who have learned that Hemp, and Hemp related products, can be a great source of increased health, vitality, and overall wellbeing in our lives. We also believe that high grade CBD (Canabidiol), could very well be the miracle supplement the world has been waiting for as more and more people discover the health benefits of this remarkable extract.

HempLifeToday.com™ has developed two award winning lines of Cannaz*ALL*™ CBD Oil. Our first line is the purest CBD you can get, our domestic blend grown in Colorado, USA which is a premium Hemp strain approved by the Colorado State Agriculture Department. The second line is our European CBD Oils which are grown with non-GMO plants at specific latitudes in specially chosen locations of Northern Europe.

(2) Financial Statements

The accompanying unaudited financial statements of Ubiquitech Software Corp. (the "Company") have been prepared by management in accordance with accounting principles generally accepted in the United States of America for financial information and pursuant to rules and regulations of the Securities and Exchange Commission ("SEC). In the opinion of management, all adjustments considered necessary for a fair presentation have been included.

The results of operations for the periods ended November 30, 2016 are not necessarily indicative of future results. The accompanying unaudited financial statements should be read in conjunction with the Company's financial statements and notes related to for the year ended November 30, 2015.

(3) Summary of Significant Accounting Policies

Principles of Consolidation – The consolidated financial statements include the accounts of UBQU from November 30, 2015 through November 30, 2016 and its wholly owned subsidiaries HLT and BC. All significant intercompany balances and transactions are eliminated in consolidation.

Use of estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses for the periods presented. Actual results could differ from those estimates.

Fair value of Financial Instruments – The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued expenses, and notes payable to investor entities. The fair value of these financial instruments approximate their carrying amounts reported on the balance sheet.

Debt approximates fair value due to the short-term maturity of these instruments.

ASC Topic 820, “Fair Value Measurements and Disclosures,” requires disclosure of the fair value of financial instruments held by the Company. ASC Topic 825, “Financial Instruments,” defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the balance sheets for liabilities qualifies as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The three levels of valuation hierarchy are defined as follows:

- Level 1 Observable inputs such as quoted prices in active markets;
- Level 2 Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly;
- Level 3 Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The following presents the gross value of assets and liabilities that were measured and recognized at fair value.

- Level 1 none;
- Level 2 None
- Level 3 None

Cash and Cash Equivalents – For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents. There is $156,501 in cash and no cash equivalents as of November 30, 2016.

Property and Equipment - Property and equipment are stated at cost less accumulated depreciation and amortization expense based on the respective useful lives on a straight line basis over 5 to seven years. The cost of assets sold or retired and the related amounts of accumulated depreciation are removed from the accounts in the year of disposal. Any resulting gain or loss is reflected in current operations. Expenditures for maintenance and repairs are charged to operations as incurred.

Revenue Recognition – Sales of products are recognized when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred, (iii) the price is fixed or determinable and (iv) collectability is reasonably assured. These terms are typically met upon closing of the sale.

Stock-Based Compensation - Stock-based compensation is accounted for at fair value in accordance with FASB ASC 718, “Compensation – Stock Compensation”. The Company recognizes stock-based compensation expense for the fair value of all shares and stock options that are ultimately expected to vest over the requisite service period of the respective awards. To date, the Company has not granted any stock options.

Income Taxes - The Company accounts for income taxes under the provisions of Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 740 "*Income Tax*". ASC 740 requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statement carrying amounts and tax bases of certain assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The Company has adopted the provisions of FASB ASC 740-10-05 "Accounting for Uncertainty in

Income Taxes". The ASC clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. The ASC prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The ASC provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. At November 30, 2016, the Company had no material unrecognized tax benefits.

Earnings Per Common Share - Basic earnings per share is computed by dividing the net earnings attributable to the common stockholders by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if potentially dilutive common share equivalents (such as stock options and convertible securities) had been issued and if the additional common shares were dilutive.

Recent Accounting Pronouncements - Management does not believe that any recently issued, but not yet effective, accounting standard if currently adopted would have a material effect on the accompanying financial statements.

(5) Property and Equipment, Net/ Fixed Assets

At November 30, 2016, Property and Equipment, Net of accumulated depreciation was $53,042;

Property and equipment are recorded at cost. Depreciation is computed using the straight-line method over useful lives of 5 to 7 years. The cost of assets sold or retired and the related amounts of accumulated depreciation are removed from the accounts in the year of disposal. Any resulting gain or loss is reflected in current operations. Expenditures for maintenance and repairs are charged to operations as incurred.

Revenue Recognition

Sales of handsets and related costs of that handset sold are recognized when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred, (iii) the price is fixed or determinable and, (iv) collectability is reasonably assured. These terms are typically met upon closing of the sale.

(6) Inventory

At November 30, 2016, the Company had $297,815 in current inventory.

(7) Related Party Transactions

None

(9) Notes Payable To Related Party

None

(10) Notes Payable

As of November 30, 2016 the company had $901,506 of long term debt. $343,692 of this debt is owed to R Holdings 9 originally dated August 30, 2011, representing money advanced to James Ballas, the company president, Blue Crush Marketing Group and or its subsidiaries. $557,814 of this debt in the form of several notes originally dated during 2013 and 2014 totaling are owed to Common Sense Holdings, LLC representing money advanced to James Ballas, the company president, during the period covering September 1, 2013 to August 31, 2014 for expenses of the company. The Promissory Notes provide for interest at rates between 8% and 10% per annum that are payable on maturity dates in 2017 and 2018. These notes contain a conversion features whereby the notes are convertible in whole or in part, at the sole discretion of the holder, into shares of common stock at a conversion price of $.001 per share or the company "par" value.

(11) Capital Stock

The Company issued 1,000,000 preferred convertible shares to Mr. Chang, the Company's former President and CEO, as part of his compensation package on February 1, 2013. The issuance of these convertible shares was subsequently canceled.

On April 15, 2014 Chih-Wei Chang assigned 8,500,000 shares of common stock to Blue Crush Marketing Group pursuant to an acquisition agreement which became effective on that same day. These shares were then returned to treasury.

On April 16, 2014 the company issued 25,500,000 shares of common stock to Blue Crush Marketing Group for consulting services. The shares are valued at $.008 per share.

During April 2014 the company issued 4,000,000 shares of common stock for conversion of debt, valued at $.001 per share.

During May 2015 the company issued 4,500,000 shares of common stock for conversion of debt, valued at $.001 per share.

During June 2015 the company issued 6,750,000 shares of common stock for conversion of debt, valued at $.001 per share.

During January 2016 the company issued 6,500,000 shares of common stock for conversion of debt, valued at $.001 per share.

During May 2016 the company issued 6,850,000 shares of common stock for conversion of debt, valued at $.001 per share.

During June 2016 the company issued 6,500,000 shares of common stock for conversion of debt, valued at $.001 per share.

During July 2016 the company issued 4,000,000 shares of common stock for conversion of debt, valued at $.001 per share.

During August 2016 the company issued 13,800,000 shares of common stock for conversion of debt, valued at $.001 per share.

During September 2016 the company issued 45,600,000 shares of common stock for conversion of debt, valued at $.001 per share.

During October 2016 the company issued 30,000,000 shares of common stock for conversion of debt, valued at $.001 per share.

During November 2016 the company issued 15,000,000 shares of common stock for conversion of debt, valued at $.001 per share.

(12) Subsequent Events

None

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

As used in these Notesto Financials, references to "Ubiquiteh Software," "HLT," the "Company," "we," "our" or "us" refer to Ubiquitech Software Corp. unless the context otherwise indicates.

Forward-Looking Statements

The following discussion and analysis and results of operations should be read in conjunction with our unaudited financial statements and accompanying notes and the other financial information which are included elsewhere in these Notes to Financialss (the "Report"). This Report contains forward-looking statements which relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. We assume no obligation to update forward-looking statements, except as otherwise required under the applicable federal securities laws.

Business Overview

Ubiquitech Software Corporation, a Colorado corporation, ("UBQU" or the "Company")), recently acquired Blue Crush Marketing Group LLC ("BC" or "Blue Crush") in July 2013, which is a subsidiary of UBQU.

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Recent Developments

None

Results of Operations

For The Period Ending November 30, 2016

Revenues

Revenues for the period totaled $3,493,113.

General and Administrative Expenses

General and administrative expenses for the period were $1,446,247.

Depreciation and Amortization

Depreciation, and Amortization charges for the period were $154, 809.

Income from Operations

The above resulted in income from operations for the period of $413,718.

Other Income (Expenses)

Includes interest expense during the period of ($79,368).

Liquidity and Capital Resources

As of November 30, 2016, the Company had a cash balance of $156,501 and working capital of $1,087,593.

For the period ending November 30, 2016, the Company had a net profit of $334,350.

We currently have no other commitments with any person for any capital expenditures.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

LKS & Associates are our accountants. There have not been any changes in or disagreements with accountants on accounting and financial disclosure or any other matter.

Item 3. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this report (the "Evaluation Date"). Based on this evaluation, our principal executive officer and principal financial officer concluded as of the Evaluation Date that our disclosure controls and procedures were effective such that the information relating to us required to be disclosed in our Financial reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (ii) is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Based on our evaluation, management concluded that our internal control over financial reporting was effective as of November 31, 2014.

Changes in Control Over Financial Reporting

During our most recent fiscal quarter, there has not occurred any change in our internal control over financial reporting (as such term is defined in Rule 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

There are no pending legal proceedings to which the Company is a party or in which any director, officer or affiliate of the Company, any owner of record or beneficially of more than 5% of any class of voting securities of the Company, or security holder is a party adverse to the Company or has a material interest adverse to the Company. The Company's property is not the subject of any pending legal proceedings.

Item 1A. Risk Factors.

As a "smaller reporting company" as defined by Rule 229.10(f)(1), we are not required to provide the information required by this Item 1A.

Purchases of equity securities by the issuer and affiliated purchasers.

None.

Item 2. Unregistered Sale of Securities and Use of Proceeds.

None.

Item 3. Defaults upon Senior Securities.

None.

Item 4. Other information.

N/A.

Ubiquitech Software Corp. and Subsidiary
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For The Period Ending November 30, 2016

SIGNATURES

Pursuant to the requirements of the OTC Markets, the Corporation has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UBIQUITECH SOFTWARE INC.

Dated: January 25, 2016

By: */s/ James Ballas*
Name: James Ballas
Title: President (principal executive officer) and Director