



**TELCO CUBA, INC.**  
**Quarterly Report**  
**For the Period Ended February 28, 2017**

**1) Name of the issuer and its predecessors**

Current since June 15, 2015:

**Telco Cuba, Inc.**

Before January 7, 2015:

**American Mineral Group, Inc.**

Before April 23, 2013:

**Sungro Minerals, Inc.**

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

**Company Headquarters**

Address 1: **4960 Southwest 52 Street, Suite 404**

Address 2: **Davie, Florida 33314**

Telephone: **305-747-7647**

Facsimile: **954-374-6315**

Email: **info@telcocuba.com**

Website: **www.telcocuba.com**

Website: **www.amgentech.com**

**3) Security Information**

Trading Symbol: **QBAN**

Exact title and class of securities outstanding: **Common Shares**

CUSIP: **879209104**

Par or Stated Value: **\$0.001**

Total shares authorized: **2,000,000,000** as of: **02/28/2017**

Total shares outstanding: **226,871,231** as of: **02/28/2017**

Transfer Agent

Name: **Signature Stock Transfer, Inc.**

Address 1: **14673 Midway Road Suite 220**

Address 2: **Addison, TX 75001**

Address 3:

Phone: **972-612-4120**

Is the Transfer Agent registered under the Exchange Act?\*      Yes:       No:

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

List any restrictions on the transfer of security:

**None**



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

**None**

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

**None**

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

During the month of December 2016, the company issued 10,000,000 common shares in connection with the conversion of \$2,000.00 of convertible debentures and accrued interest. The conversions had an average price of \$0.0003

In February 2016, an officer converted a portion (\$1,344.00) of salary due to him into 2,240,000 common shares.

#### **5) Financial Statements**

**Financial Statements are incorporated by reference to the Quarterly Report for the Three Months ended February 28, 2017 filed on July 27, 2017 on the otcq.com website.**

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

**A. Financial Statements are incorporated by reference to the Quarterly Report for the Three Months ended February 28, 2017 filed on July 27, 2017 on the otcq.com website.**

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

**August 10, 2007, Nevada**

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

**4813**

D. the issuer's fiscal year end date;

**11/30**

E. principal products or services, and their markets;

**Infrastructure, telecommunication services.**

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

The Company occupies approximately 550 SF of space and pays a month on rent \$649.00.



## 8) Officers, Directors, and Control Persons

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

William J Sanchez, CEO, President, and Chairman of the Board

Maria B. Anez, Director/Secretary

JMZ Alliance Group, Inc. (Holds non-votable shares)

Frank Gerardi

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

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

**No**

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

**No**

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

**No**

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

**No**



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

Name and Address	Title of Class	Amount and Nature of Beneficial Ownership	Percentage of Class
William Sanchez <sup>(1)(3)</sup> Chief Executive Officer	Preferred B Series C	43,885 <sup>(1)</sup> 200,000 <sup>(1)</sup>	53.42% 100%
Maria Beatriz Anez <sup>(1)(3)</sup> Corporate Secretary	Preferred B Series C	43,885 <sup>(1)</sup> 200,000 <sup>(1)</sup>	53.42% 100%
JMZ Alliance Group	Preferred B <sup>(2)</sup> Common	19,856 <sup>(2)</sup> 5,600,000	24.17% 0.025%
Frank Gerardi	Series A	55,555	55.55%

1. This individual was appointed to their position on June 2015.
2. JMZ Alliance Group holds non-votable preferred B shares
3. Mr. Sanchez and Ms. Anez are husband and wife. The shares shown represent a combination of direct and beneficial ownership.

## 9) Third Party Providers

### Legal Counsel

Name: **Andrew Coldicutt, ESQ**  
Firm: **Law Office of Andrew Coldicutt**  
Address 1: **1220 Rosecrans Street, PMB 258**  
Address 2: **San Diego, CA 92106**  
Phone: **619-228-4970**  
Email: **info@coldicuttlaw.com**

### Accountant or Auditor

Name: **Kenyon Fussell**  
Firm: **Fussell Accounting Solutions**  
Address 1: **3600 South State Road 7, #251**  
Address 2: **Miramar, FL 33023**  
Phone: **786-565-2273**  
Email: **info@fussellaccounting.com**



## 10) Issuer Certification

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

The certifications shall follow the format below:

I, William Sanchez certify that:

- 1) I have reviewed this Quarterly Report for the three months ended February 28, 2017 of Telco Cuba, Inc.;
- 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.

July 27, 2017

/s/ William J Sanchez  
Chief Executive Officer



TELCO CUBA, INC.

Quarterly Report

For the Three Months Ended

February 28, 2017



**Telco Cuba, Inc.**  
**Quarterly Report**  
**For the Period Ended February 28, 2017**

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**Item 1      Exact name of the issuer and the address of its principal executive offices.**

**The exact name of the issuer and its predecessor (if any).**

Current since June 15, 2015:	Telco Cuba, Inc.
Before January 7, 2015:	American Mineral Group, Inc.
Before April 23, 2013:	Sungro Minerals, Inc.

**The address of the issuer's principal executive offices.**

Telco Cuba, Inc.  
4960 Southwest 52 Street, Suite 404  
Davie, Florida 33314  
Telephone: 305-747-7647  
Facsimile: 954-374-6315  
Email: info@telcocuba.com  
Website: www.telcocuba.com  
Website: www.amgentech.com

**Item 2      Shares outstanding at February 28, 2017**

**Common Shares**

*Common Stock; par value \$0.001*

Period end date:	February 28, 2016
Number of Shares Outstanding:	226,871,231
Number of Shares Authorized:	2,000,000,000
Public Float:	approximately 195,588,041
Total Number of beneficial Shareholders:	0
Total Number of Shareholders of Record:	120

**Preferred Stock**

*Series A Convertible Preferred Stock*

Period end date:	February 28, 2017
Number of Shares Outstanding:	55,000
Number of Shares Authorized:	100,000
Public Float:	n/a
Total Number of beneficial Shareholders:	1
Total Number of Shareholders of Record:	1





### Series B Convertible Preferred Stock

Period end date:	February 28, 2017
Number of Shares Outstanding:	82,544
Number of Shares Authorized:	100,000
Public Float:	n/a
Total Number of beneficial Shareholders:	1
Total Number of Shareholders of Record:	11

### Series C Preferred Stock – Not Convertible

Period end date:	February 28, 2017
Number of Shares Outstanding:	200,000
Number of Shares Authorized:	200,000
Public Float:	n/a
Total Number of beneficial Shareholders:	1
Total Number of Shareholders of Record:	1

## **Item 3 Interim Unaudited Financial Statements**

Attached hereto as Exhibit A are the consolidated balance sheet, consolidated statement of income, consolidated statement of cash flows, consolidated statement of changes in stockholders' equity, and financial notes for the three months ending February 28, 2017 and February 29, 2016.

## **Item 4 Management Discussion and Analysis**

**THE FOLLOWING ANALYSIS OF THE RESULTS OF OPERATIONS AND FINANCIAL CONDITION OF THE COMPANY SHOULD BE READ IN CONJUNCTION WITH THE CONSOLIDATED FINANCIAL STATEMENTS, INCLUDING THE NOTES THERETO OF THE COMPANY, CONTAINED ELSEWHERE IN THIS REPORT.**

Forward-looking statements in this report may prove to be materially inaccurate. In addition to historical information, this report contains forward-looking information that involves risks and uncertainties. The words "may", "will", "expect", "anticipate", "continue", "estimate", "project", "intend" and similar expressions are intended to identify forward-looking statements. Actual results may differ materially from those included within the forward-looking statements as a result of factors, including the risks described above and factors described elsewhere in this report.



## Business Development:

Telco Cuba, Inc. offers telecommunication services and equipment, including mobile phones, mobile voice service, and VoIP service. The services and devices initially offered will be for consumption solely in The United States of America. Telco Cuba, Inc. has positioned itself to offer low cost mobile cell phone service/plans in The United States. Telco Cuba, Inc. will offer prepaid service/plans that include predefined minute/unlimited minute plans. Telco Cuba, Inc. is positioning itself to enter the telecommunications market in Cuba once able to.

Telco Cuba is foremost a technology solutions service provider offering services under the brand names “Amgentech” and “Telco Cuba”.

Under the brand name “Telco Cuba”, the company is targeting the Cuban American demographic in the United States. The vast majority of Telco Cuba’s potential subscribers are currently customers of lower-end cellular providers such as Metro PCS, Boost and Simple Mobile. Telco Cuba plans to offer low cost international rates commensurate with that of lower end cellular providers on any of its prepaid all-you-can-talk/text with and without data plans. All of Telco Cuba’s calling plans will allow international calls at similar or lower rates than competitive landline rates. Additionally, as an MVNO of Sprint, Telco Cuba will offer direct text messaging and calling to the Country of Cuba. As part of a landmark deal, Telco Cuba will offer cell phone roaming services in Cuba. In Addition to its cell phone services, Telco Cuba offers digital home phone service and will be bundling its digital and cell phone service. Currently there is no provider of these services targeting the Cuban American demographic. Telco Cuba has already received a license with the FCC, allowing it to directly peer with telephone providers outside of the United States. This license fits into the long term plan Telco Cuba has of building out its own infrastructure. The company’s strategy is to offer different price plans targeted to U.S. based Cubans and travelers. The target market not only includes U.S.-based Cubans but also native Cubans worldwide. Telco Cuba has engaged IDT, the only American long distance carrier with a direct relationship with ETECSA and will be offering digital calling plans (calling cards, digital phone service, and Cell phone service) targeted to the Cuban market in the states with the largest Cuban demographic: Florida and New Jersey.

Under the brand name “Amgentech”, the company offers best of breed technology solutions which include, but are not limited to Software and Network architecture services, software development, web site development, hosting and colocation services, managed network and managed server services, voice over ip servers and bulk mailing services. Amgentech has been providing services since 2001, building out networks and services in the international markets of Costa Rica, Panama, Colombia, and Panama.



Amgentech, Inc. is a Florida based Corporation engaged in the business of providing technology solutions, integrating and building technology infrastructure and software and website development. Amgentech, Inc. also offers managed collocated and leased servers. Originally founded in 2001, Amgentech, Inc. has been providing Internet based solutions, VoIP infrastructure and consulting services for over 14 years to diverse clients in The United States of America, the countries of El Salvador, Nicaragua, Costa Rica, Panama, Colombia and Venezuela. Amgentech, Inc. continues to provide these same services, in addition to providing the technical and Internet know how to implement the technological vision that is envisioned for Telco Cuba, Inc., Amgentech will be the sole technical services provider.

On June 15, 2015, the Company effectuated an amendment to its articles of incorporation to change its name to Telco Cuba, Inc. following a share exchange with Amgentech, Inc. consummated on June 12, 2015 under which the shareholders of Amgentech became the majority shareholders of the company and Amgentech elected to become the successor issuer to the company.

At the present time, revenues are being generated solely through Amgentech, Inc.

## **Results of operations**

*Three months ended February 28, 2017 and February 29, 2016.*

### Revenue

Our revenue is primarily derived from our hosting, colocation, and software development services offered by our subsidiary, Amgentech, Inc.

For the period ended February 28, 2017, revenue decreased \$2,260 or 9.7% to \$20,923 as compared to \$23,183 for the year ended February 29, 2016.

The decrease in revenue was primarily due to reduced pricing and customer attrition.

### Selling, general and administrative expenses

General and administrative expenses consist primarily of:

Consulting, legal and accounting fees, travel and entertainment, and facility and office-related costs such as rent, insurance, maintenance and telephone.

For the three months February 28, 2017, these expenses decreased \$125,125 or 71% to \$50,180 from \$175,305 for the three months ended February 29, 2016.



The decrease in SG&A was primarily the result of decreased consulting fees. All other SG&A expenses were nominal year to year.

### Interest Expense

Interest expense consists of interest convertible notes payable, and the beneficial conversion feature on the convertible notes.

Interest expense decreased by \$248,783 to \$52,975 for the three months ended February 28, 2017 as compared to \$301,758 for the three months ended February 29, 2016.

The increase for the three month period is primarily attributable to the extinguishment of debt versus the prior year period.

### Net Income

For the three months ended February 28, 2017, the Company had a net income of \$1,181,335 as compared to a net income of \$494,655 for the three months ended February 29, 2016 and an increase of \$690,659 or 140%.

The significant difference for the year as compared to the same period last year is mainly due to the extinguishment of debt and the decrease of SG&A expense recorded during the current year.

### Income Taxes

No provision for federal and state income taxes has been recorded as the Company incurred net operating losses since January 1, 2008 (Inception). The net operating losses will be available to offset any future taxable income. Given the Company's operating history, losses incurred to date and the difficulty in accurately forecasting future results, management does not believe that the realization of the potential future benefits of these carry forwards meets the criteria for recognition of a deferred tax asset required by generally accepted accounting principles. Accordingly, a full 100% valuation allowance has been provided.

### **Liquidity and Capital Resources**

Cash and cash equivalents were \$9,362 at February 28, 2017. Net cash used in operating activities of \$12,052 was derived from net income from operations and the extinguishment of debt and offset by an increase in accounts payable and accrued expenses – predominately related to accrual of interest and other expenses.

At February 28, 2017, the Company had a working capital deficit of \$3,898,550. The Company made no capital expenditures during the three months ended February 28, 2017.

During the three months ended February 28, 2017 the company issued 12,240,000 restricted shares of which 10,000,000 shares were due to debenture note conversions and 2,240,000 were



due to an officer conversion. During the three months ended February 29, 2016 the company issued 17,225,192 restricted shares of which 16,025,192 shares were due to debenture note conversions and 1,200,000 were due to a preferred B shareholder conversion.

**Item 5. Legal proceedings**

The company settled with a debenture note holder in December, 2016. The note was settled for \$132,000.00. The resulting amended note has (0%) no discount rate, and a total monthly conversion restriction. The company is working with the note holder to convert the settled amount into stock of the company.

The company is actively litigating a debenture note originating in 2011. The case was filed in Broward County, Florida in 2014 by the note holder.

During the month of July, 2017 the company procured settlements with three note holders. The settlements include forgiveness of all default conversion features, forgiveness of default interests and enact a conversion standstill period.

**Item 6. Defaults upon senior securities**

Currently, all secured convertible debentures are in default. The Company continues to work with the debenture holders to provide conversion of the debt from time to time. The debenture holders are continuing to forbear as the Company works to restructure the business and increase revenue.

**Item 7. Other information**

None

**Item 8. Exhibits**

None



**Item 9. Certification of Chief Executive Officer**

I, William J Sanchez, certify that:

1. I have reviewed this Quarterly Disclosure Statement of Telco Cuba, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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.

July 27, 2017

*/s/ William J Sanchez*  
Chief Executive Officer



Exhibit A

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Exhibit A

Telco Cuba, Inc.  
CONSOLIDATED BALANCE SHEET  
unaudited

<b>ASSETS</b>	<b>February 28, 2017</b>	<b>November 30, 2016</b>
<b>CURRENT ASSETS:</b>		
Cash	\$ 9,362	\$ 21,414
Accounts receivable (net of allowance of \$0)	3,609	3,258
Inventories	-	-
Prepaid expenses	52,445	50,000
<b>TOTAL CURRENT ASSETS</b>	<b>65,416</b>	<b>74,672</b>
<b>MINERAL RIGHTS and PROPERTIES</b>		
Working Interest in Grand Chenier oil & gas prospect	-	-
Oil field equipment	-	-
Fixed Assets, Net	17,199	20,188
<b>TOTAL MINERAL AND FIXED ASSETS</b>	<b>17,199</b>	<b>20,188</b>
<b>OTHER ASSETS</b>	<b>1,500</b>	<b>2,448</b>
<b>TOTAL ASSETS</b>	<b>88,115</b>	<b>97,308</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 166,984	\$ 160,043
Accrued expenses	752,762	706,454
Accrued payroll	-	1,297,949
Convertible debentures (net of debt discount of \$13,333 and \$20,000)	577,010	572,343
Notes payable (net of debt discount of \$0 and \$0)	2,170,000	2,170,000
Due to former CEO	16,022	17,406
Due to officers	104,199	105,543
Derivative liability	176,979	132,100
<b>TOTAL CURRENT LIABILITIES</b>	<b>\$ 3,963,966</b>	<b>\$ 5,161,838</b>





Exhibit A

<b>STOCKHOLDERS' DEFICIT:</b>		
Preferred A stock, \$.001 par value; authorized shares - 100,000 shares; 55,555 and 55,555 issued and outstanding	56	56
Preferred B stock, \$.001 par value; authorized shares - 100,000 shares; 82,544 and 82,544 issued and outstanding	82	82
Preferred C stock, \$.001 par value; authorized shares - 200,000 shares; 100,000 and 200,000 issued and outstanding	20	20
Common stock, \$.001 par value; authorized shares - 2,000,000,000 shares; 226,871,231 and 214,631,231 shares issued and outstanding		214,631
Additional paid-in capital	94,214	103,110
Accumulated deficit	(4,201,094)	(5,382,429)
<b>TOTAL STOCKHOLDERS' DEFICIT</b>	<b>(3,879,851)</b>	<b>(5,064,530)</b>
<b>TOTAL LIABILITIES &amp; STOCKHOLDERS' DEFICIT</b>	<b>\$ 88,115</b>	<b>\$ 97,308</b>

The accompanying notes are an integral part of these financial statements



Exhibit A  
Telco Cuba, Inc.  
CONSOLIDATED STATEMENT OF OPERATIONS  
unaudited

	For the three months ending	
	February 28, 2017	February 29, 2016
<b>REVENUES AND COST OF SALES:</b>		
Sales	\$ 31,679	\$ 38,149
Cost of sales	2,983	2,340
<b>GROSS PROFIT</b>	<b>\$ 28,696</b>	<b>\$ 35,809</b>
<b>OPERATING EXPENSES:</b>		
General and administrative	\$ 54,159	\$ 175,305
Bank charges and interest	-	-
Foreign exchange (gain) loss	-	-
Mineral claim maintenance and geological costs	-	-
<b>TOTAL OPERATING EXPENSES</b>	<b>\$ 50,180</b>	<b>\$ 175,305</b>
<b>OPERATING (LOSS) INCOME</b>	<b>\$ (25,463)</b>	<b>\$ 139,496</b>
INTEREST EXPENSE	52,975	301,758
CHANGE IN FAIR VALUE OF DERIVATIVE LIABILITY	44,889	(721,873)
EXTINGUISHMENT OF DEBT	(1,304,662)	(214,036)
<b>NET INCOME (LOSS)</b>	<b>\$ 1,181,335</b>	<b>\$ 494,655</b>
<b>DILUTED - INCOME (LOSS) PER SHARE</b>	-	-
<b>BASIC - INCOME (LOSS) PER SHARE</b>	<b>\$ 0.01</b>	<b>\$ 0.01</b>
<b>WEIGHTED AVERAGE COMMON SHARES OUTSTANDING</b>		
Diluted	0	0
Basic	218,711,231	128,847,770

The accompanying notes are an integral part of these financial statements



Exhibit A  
Telco Cuba, Inc.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
unaudited

	<b>For the three months ending</b>	
	February 28	February 29
	2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Income	\$ 1,181,335	\$ 494,655
<b>Adjustments to reconcile net (loss) income to net cash used in operating activities:</b>		
Depreciation	2,989	\$ 0
<b>Bad Debt Expense</b>		0
Amortization of debt discount	6,667	-
Extinguishment of Debt	(1,304,662)	(214,036)
Change in fair value of derivative	44,889	(365,730)
<b>Changes in assets and liabilities:</b>		
Prepaid expenses and other assets	(1,497)	(5,000)
Accounts Receivables	(351)	(2,780)
Accounts payable and accrued expenses	55,578	54,254
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(12,052)</b>	<b>(38,637)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	-	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	-	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from Note Payables	-	39,657
Borrowings from Officer	-	(5,683)
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	-	33,974
<b>NET DECREASE IN CASH</b>	<b>(12,052)</b>	<b>(4,663)</b>
<b>CASH - BEGINNING OF PERIOD</b>	<b>21,414</b>	<b>7,592</b>
<b>CASH - END OF PERIOD</b>	<b>\$ 9,362</b>	<b>\$ 2,929</b>



Exhibit A

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**SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:**

Cash paid for interest	-	-
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**NON-CASH INVESTING AND FINANCING ACTIVITIES:**

Stock issued in connection with conversion of debentures	\$ 2,000	\$ 7,987
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The accompanying notes are an integral part of these financial statements



## Exhibit A

### **Footnotes to the Unaudited Statements for the annual period ending February 28, 2017**

#### **Accounting Principles and Basis of Presentation**

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("US GAAP") and are expressed in U.S. dollars. All inter-company accounts and transactions have been eliminated. The Company's fiscal year end is November 30.

These statements should be read in conjunction with our Annual Report

#### **The significant accounting policies followed are:**

##### **Principles of Consolidation**

The consolidated financial statements include the accounts of Telco Cuba, Inc. (parent) and Amgentech, Inc., our wholly owned subsidiary which has common ownership and management. All intercompany balances and transactions have been eliminated.

##### **Use of Estimates**

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The Company regularly evaluates estimates and assumptions related to the deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it 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 the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected. Included in these estimates are assumptions about collection of accounts receivable, impairment of intangibles, useful life of property and equipment, stock based compensation, beneficial conversion of convertible notes payable, deferred income tax asset valuation allowances, and valuation of derivative liabilities.

##### **Cash and Cash Equivalents**

For purposes of the statement of cash flows, cash includes demand deposits, saving accounts and money market accounts. The Company considers all highly liquid instruments with maturities of three months or less when purchased to be cash equivalents.

Cash is maintained at financial institutions and, at times, balances may exceed federally insured limits. We have never experienced any losses related to these balances. All our non-interest



## Exhibit A

bearing cash balances were fully insured at February 28, 2017 and November 30, 2016. At February 29, 2016, there were no amounts held in excess of federally insured limits.

### **Accounts receivable and concentration of credit risk**

The Company does not currently have a trade accounts receivable as all sales are either cash or credit card for services or products and collected contemporaneously with the sale. Therefore, the Company has not recorded an allowance for doubtful accounts. The Company does have a large percentage of total sales with a single customer.

### **Related Party Transactions**

Parties are considered to be related to the Company if the parties that, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all related party transactions.

All transactions shall be recorded at fair value of the goods or services exchanged. Property purchased from a related party is recorded at the cost to the related party and any payment to or on behalf of the related party in excess of the cost is reflected as a distribution to the related party.

The Company considers all officers, directors, senior management personnel, and senior level consultants to be related parties to the Company.

### **Furniture, equipment, and long-lived assets**

Furniture and equipment are recorded at cost and depreciated on a straight-line basis over their estimated useful lives, principally three to five years. Accelerated methods are used for tax depreciation. Maintenance and repairs are charged to operations when incurred. Betterments and renewals are capitalized. When furniture and equipment are sold or otherwise disposed of, the asset account and related accumulated depreciation account are relieved, and any gain or loss is included in operations.

The Company evaluates the recoverability of its long-lived assets or asset groups whenever adverse events or changes in business climate indicate that the expected undiscounted future cash flows from the related assets may be less than previously anticipated. If the net book value of the related assets exceeds the undiscounted future cash flows of the assets, the carrying amount would be reduced to the present value of their expected future cash flows and an impairment loss would be recognized.



## Exhibit A

### **Revenue recognition**

The Companies follow the guidance of the FASB ASC 605-10-S99 “Revenue Recognition Overall – SEC Materials”. The Companies record revenue when persuasive evidence of an arrangement exists, product delivery has occurred, the sales price to the customer is fixed or determinable, and collectability is reasonably assured. Revenues consist primarily of product sales.

### **Contingencies**

The Company follows ASC 450-20, *Loss Contingencies*, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. There were no commitments or contingencies as of February 28, 2017 and November 30, 2016, respectively.

### **Share Based Compensation**

The Company recognizes all share-based payments to employees, including grants of employee stock options, as compensation expense in the financial statements based on their fair value. That expense will be recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period). There were no grants awarded in 2016 and 2015.

The Company issues common stock and common stock options and warrants to consultants for various services. For these transactions, the Company follows the guidance in FASB ASC Topic 505. Costs for these transactions are measured at the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The value of the common stock is measured at the earlier of (i) the date at which a firm commitment for performance by the counterparty to earn the equity instrument is reached or (ii) the date at which the counterparty's performance is complete.

### **Financial Instruments**

Pursuant to ASC 820, Fair Value Measurements and Disclosures, an entity is required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

1. Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.
2. Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with



#### Exhibit A

insufficient volume or infrequent transactions (less active markets); or model derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

3. Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities. The Company's financial instruments consist principally of cash, accounts receivable, inventory, accounts payable and accrued liabilities notes payable, convertible promissory notes, and amounts due to related parties. Pursuant to ASC 820, the fair value of our cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. We believe that the recorded values of all of our other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

### **Convertible Instruments**

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for "Accounting for Derivative Instruments and Hedging Activities". Professional standards generally provide three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as "The Meaning of "Conventional Convertible Debt Instrument". The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments." Accordingly, the Company records, when necessary, discounts to Convertible Debentures for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.





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ASC 815-40 provides that, among other things, generally, if an event is not within the entity's control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

### **Derivative Liabilities**

The Company assessed the classification of its derivative financial instruments as of November 30, 2016, which consist of convertible instruments and rights to shares of the Company's common stock, and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

### **Change in Reporting Requirements**

Effective in November 2015, the Company filed a Form 15g with the SEC withdrawing from the obligation to file reports going forward.

On April 2017, the Company filed for reporting on the OTC Markets Alternative News and Reporting Service.

### **Debt transactions:**

During the month of December 2016, the company issued 10,000,000 common shares in connection with the conversion of \$2,000.00 of convertible debentures and accrued interest. The conversions had an average price of \$0.0003

In February 2017, an officer converted a portion (\$1,344.00) of salary due to him into 2,240,000 common shares.

During the month of February 2017, the company wrote off accrued expenses and payroll former officers which resulted in a 1.3 million gain, which is reported in the statements of operations as other income.

### **Subsequent Events**

There were no subsequent events from February 28<sup>th</sup>, 2017 through the date this filing was completed.