Ubique Minerals Ltd.
Consolidated Financial Statements

For the years ended

July 31, 2017 and 2016

(Expressed in Canadian Dollars)

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Directors and Shareholders of Ubique Minerals Limited

We have audited the accompanying financial statements of Ubique Minerals Limited, which comprise the statement of financial position as at July 31, 2017, and the statements of comprehensive loss, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Ubique Minerals Limited as at July 31, 2017, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Emphasis of Matters

Without qualifying our opinion, we draw attention to Note 2 in the financial statements which describes certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about Ubique Minerals Limited's ability to continue as a going concern.

As disclosed in Note 16 in the financial statements, the statement of financial position as at July 31, 2017 has been restated.

Other Matter

The financial statements for the year ended July 31, 2016 were audited by another auditor who expressed an unmodified opinion on those statements on October 11, 2017.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada
June 18, 2018

Ubique Minerals Ltd
Statements of Financial Position
July 31, 2017
(Expressed in Canadian Dollars)

	Notes		**As at July, 31 2017 (Note 16)**		As at July, 31 2016
ASSETS					
Current assets					
Cash		**$**	**154,788**	$	3,246
Total current assets			**154,788**	$	3,246
Non-current assets					
Exploration and evaluation assets	7		**123,866**		84,667
Investment	8		**141,188**		-
Total non-current assets			**265,054**		84,667
Total assets		**$**	**419,842**	$	87,913
EQUITY AND LIABILITIES					
Current liabilities					
Accounts payable and other liabilities		**$**	**15,655**	$	35,443
Due to related parties	12		**10,757**		2,628
Total current liabilities			**26,412**		38,071
Shareholders' Equity					
Common share capital	9		**560,504**		202,168
Shares to be issued	15		**24,551**		-
Reserves for share-based payments	10		**76,055**		13,055
Deficit			**(267,680)**		(165,381)
Total shareholders' equity			**393,430**		49,842
Total liabilities and shareholders' equity		**$**	**419,842**	$	87,913

Nature of operations (note 1)
Going concern (note 2)
Events after reporting period (note 15)

Approved on behalf of the Board of Directors:
"Daniel Wettreich" (signed)
Director

The notes to the financial statements are an integral part of these statements.

Ubique Minerals Ltd
Statements of Comprehensive loss
July 31, 2017
(Expressed in Canadian Dollars)

	Notes		Year ended July 31, 2017		2016
Other income					
Dividend income	8	**$**	**4,294**	$	-
			4,294		-
Operating Expenses					
Consulting fees	12		**24,000**		18,000
Professonal and legal expenses			**14,129**		1,500
Bank charges			**94**		5
General expenses			**2,658**		4,014
Trasfer agent fees	12		**2,712**		-
Share-based payments	10		**63,000**		-
Write-off exploration and evaluation assets	7		**-**		37,500
			106,593		61,019
Net and comprehensive loss for the year		**$**	**(102,299)**	$	(61,019)
Basic and diluted net loss per share		**$**	**(0.01)**	$	(0.01)
Weighted average number of common shares outstanding - basic and diluted			**10,892,707**		8,859,196

The notes to the financial statements are an integral part of these statements.

Ubique Minerals Ltd
Statements of Cash Flows
July 31, 2017
(Expressed in Canadian Dollars)

	Year ended July 31, 2017		2016
Operating activities			
Net loss for the year	**$**	**(102,299)** $	(61,019)
Non-cash adjustments for:			
Share-based payments reserve		**63,000**	**-**
Write-down of exploration and evaluation assets		**-**	37,500
		(39,299)	(23,519)
Netchanges in non-cash working capital			
Deposits		**-**	4,400
Accounts payble and other liabilities		**32,712**	36,366
Net cash (used in) provided by operating activities		**(6,587)**	17,247
Investing activities			
Expenditures on exploration and evaluation assets		**-**	(16,009)
Net cash used in investing activities		**-**	(16,009)
Financing activities			
Due to related parties		**8,129**	-
Issuance of shares		**150,000**	-
Net cash provided by financing activities		**158,129**	**-**
Net change in cash		**151,542**	1,238
Cash, beginning of year		**3,246**	2,008
Cash, end of year	**$**	**154,788**	$ 3,246
Non-cash financing and investing activities			
Issuance of shares to settle exploration and evaluation expenditures	$	39,199	$ -
Issuance of shares for investment	$	141,188	$ -

The notes to the financial statements are an integral part of these statements.

Ubique Minerals Limited
Statements of Changes in Equity
(Expressed in Canadian Dollars, except number of shares)

	Share Capital					
	Number of Shares	Amount	Shares to be issued	Reserve for Share-based Payment	Accumulated Deficit	Total
Balance, July 31, 2015	**8,673,170**	**$ 186,159**	**$ -**	**$ 13,055**	**$ (104,362)**	**$ 94,852**
Issuance of common shares for services (note 9(i)(ii))	320,181	16,009	-	-	-	16,009
Net Loss for the year	-	-	-	-	(61,019)	(61,019)
Balance, July 31, 2016	**8,993,351**	**$ 202,168**	**$ -**	**$ -**	**$ (165,381)**	**$ 49,842**
Balance, July 31, 2016	**8,993,351**	**$ 202,168**	**$ -**	**$ 13,055**	**$ (165,381)**	**$ 49,842**
Issuance of common shares on private placement (note 9(vi))	3,750,000	150,000	-	-	-	150,000
Issuance of common shares for services (note 9(iii)(iv))	839,355	67,148	-	-	-	67,148
Issuance of common shares for investment (note 9(v)	5,294,534	141,188	-	-	-	141,188
Share-based payments (Note 10)	-	-	-	63,000	-	63,000
Shares to be issued for services (Note 15)	-	-	24,551	-	-	24,551
Net Loss for the year	-	-	-	-	(102,299)	(102,299)
Balance, July 31, 2017	**18,877,240**	**$ 560,504**	**$ 24,551**	**$ 76,055**	**$ (267,680)**	**$ 393,430**

The notes to the financial statements are an integral part of these statements.

1. Nature of operations

Ubique Minerals Limited ("Ubique" or the "Company") was incorporated on September 26, 2012 in the Province of Ontario, Canada and has been continued into British Columbia on July 11, 2017. The Company's primary business is the acquisition and exploration of exploration and evaluation assets and it is considered to be in the exploration stage.

The head office of the Company is located at 100 King Street West, Suite 5700, Toronto, Ontario M5X 1C7.

2. Going concern assumption

These financial statements have been prepared on the basis of accounting principles applicable to a going concern under International Financial Reporting Standards ("IFRS"). The use of these principles under IFRS assumes that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge its liabilities in the normal course of operations. The Company has not yet determined whether its exploration and evaluation assets contain economically recoverable ore reserves. The recovery of the amounts comprising exploration and evaluation assets are dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete the exploration and development of those reserves and upon future profitable production. As an exploration stage Company that has yet to commence active operations; it incurs operating losses, which casts significant doubt about the Company's ability to continue as a going concern.

There is no assurance that the Company will be able to obtain the external financing necessary to complete the exploration and development objectives. The Company has no proven history of profitability, which casts doubt as to whether the Company will be able to continue as a going concern should it not be able to obtain the necessary financing to fund working capital and capital expenditures. The ability of the Company to arrange such financing in the future depends in part upon the prevailing capital market conditions as well as the business performance of the Company. If additional financing is raised by the issuance of shares from the treasury of the Company existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to terminate its operations.

As at July 31, 2017, the Company has yet to generate revenues from operations and had an accumulated deficit of $267,680. The Company is actively seeking additional sources of financing. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern that these material uncertainties are material and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and discharge its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. These adjustments could be material.

3. Statement of compliance and basis of presentation

(a) Statement of compliance

These financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee ("IFRIC"). The accounting policies set out in Note 4 have been applied consistently in these financial statements.

The financial statements were approved by the Board of Directors on October 11, 2017, except for the restatement disclosed in Note 16 which was approved on June 18, 2018.

3. Statement of compliance and basis of presentation (continued)

(b) Basis of presentation

These financial statements have been prepared on a going concern basis, under the historical cost convention, except for certain financial instruments which may be measured at fair value in subsequent periods, and have been prepared using the accrual basis of accounting except for cash flow information.

(c) Functional and presentation currency

The financial statements are presented in Canadian dollars, which is the functional currency.

(d) Use of estimates and critical judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are limited to, the following:

(i) Going concern
Going concern assumption - going concern presentation of the financial statements which assumes that the Company will continue in operation for the forseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. Refer to note 2.

(ii) Economic recoverability and probability of future economic benefits of exploration and evaluation assets
Management has determined that acquisition costs which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

(iii) Valuation of share-based compensation.
The Company uses the Black-Scholes Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

4. Significant accounting policies

These financial statements have been prepared by management in accordance with IFRS and IFRIC. Outlined below are those policies considered particularly significant:

4. Significant accounting policies (continued)

Related party disclosures
Parties are considered to be related if one party has the ability to directly or indirectly control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be Individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Income taxes
Income tax expense consisting of current and deferred tax expense is recognized in the statement of loss and comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable with regard to previous years.

Deferred income taxes are provided using the liability method on temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

- Deferred income tax liabilities are recognized for all taxable temporary differences, except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- Taxable temporary differences associated with investments in associates and interests in joint ventures, where the timing in the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date of the statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each reporting date of the statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is expected to be realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position. Deferred income taxes relating to items recognized directly in equity are recognized in equity and not in the statement of comprehensive income.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

4. Significant accounting policies (continued)

Equity Settled Transactions
The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled and vested, ending on the date on which the relevant employees become fully entitled to the award (“the vesting period or date”). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company’s best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in share based compensation reserve.

When the share-based payment arrangement has been cancelled or the terms have expired the fair value assigned to the share-based payment arrangement is transferred to contributed surplus.

Provisions
A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. The amount of a provision is the best estimate of the consideration at the end of the reporting period. Provisions measured using estimated cash flows required to settle the obligation are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The Company has no material provisions as at July 31, 2017.

Impairment of financial assets
Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

Objective evidence of impairment could include the following:

- Significant financial difficulty of the issuer or counterparty;
- Default or delinquency in interest or principal payments; or
- It has become probable that the borrower will enter bankruptcy or financial reorganization.

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset’s carrying amount and the present value of the estimated future cash flows, discounted at the financial asset’s original effective interest rate.

Loss Per Share
Loss per share is calculated based on the weighted average number of common shares issued and outstanding during the period. In the years when the Company reports a net loss, the effect of potential issuances of common shares are anti-dilutive, therefore, basic and fully diluted loss per common share is the same. The diluted loss per share reflects the potential dilution of common share equivalents, such as the conversion of outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the year, if dilutive. The treasury stock method is used for the assumed proceeds upon exercise of the options and warrants.

4. Significant accounting policies (continued)

Financial instruments

Fair value through profit or loss (FVTPL)
Financial assets that are held with the intention of generating profits in the near term are classified as held for trading within FVTPL. In addition, any other financial assets can be designated by the Company upon initial recognition as held for trading. These instruments are subsequently re-measured at fair value with the change in the fair value recognized as gain or loss in the statement of loss during the period.

Available-for-sale financial assets
Available-for-sale financial assets are non-derivative financial assets that are either designated as such by management or not classified in any of the other categories. Available-for-sale financial assets are measured at fair value with changes recognized in other comprehensive loss. Upon sale or impairment, the accumulated fair value adjustments recognized in other comprehensive income are recorded in the statements of loss.

Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate method ("EIR"), less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of loss. The losses arising from impairment are recognized in the statement of loss.

Other financial liabilities
Other financial liabilities are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost. The effective interest rate (or amortized cost method) is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or (where appropriate) to the net carrying amount on initial recognition. Other financial liabilities are de-recognized when the obligations are discharged, cancelled or expired.

The Company's financial instruments are classified and subsequently measured as follows:

Asset / liability	**Classification**	**Subsequent measurement**
Cash	Loans and receivables	Amortized cost
Investment	Loans and receivables	Amortized cost
Amounts payable and other liabilities	Other financial liabilities	Amortized cost
Due to related parties	Other financial liabilities	Amortized cost

Financial instruments recorded at fair value
Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1:Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2:Valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3:Valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The company's cash is considered Level 1 in the hierarchy.

4. Significant Accounting Policies (continued)

Future accounting policies
At the date of authorization of these financial statements, the IASB has issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting period.

(i) IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in November 2009 and IFRS 9, Financial Instruments (“IFRS 9”) was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39, Financial Instruments – Recognition and Measurement ("IAS 39") for debt instruments with a new mixed measurement model having only two categories; amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income. IFRS 9 will be effective for accounting periods beginning on January 1, 2018. The Company is in the process of assessing the impact of this pronouncement. The extent of impact has not yet been determined.

Various other accounting pronouncements (such as IFRS 14, and the various annual improvements) that have no material impact to the Company are not included above. The Company has not early adopted these standards.

5. Financial Risk Management

Financial Risk Management Objectives and Policies
The Company is exposed to various financial risks resulting from its operations. The Company's management, with the Board of Directors oversight, manages financial risks. Where material, these risks will be reviewed and monitored by the Board of Directors. The Company does not enter into financial instrument agreements including derivative financial instruments for speculative purposes.

Financial Risks
The Company's main financial risk exposure and its financial risk management policies are as follows:

Credit risk
Credit risk is the risk of loss associated with a counter-party’s inability to fulfill its payment obligations. The credit risk is limited to the carrying value amount carried on the statement of financial position. The Company has no assets that are susceptible to credit risk.

Market and other risk
Market risk is the risk of uncertainty arising primarily from possible movements in the market in which the Company is in and their impact on the future economic viability of the Company’s operation and ability of the Company to raise capital. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis and adjusting operating and budgets accordingly.

(Expressed in Canadian Dollars)

5. Financial Risk Management (continued)

Financial Risks (continued)

Liquidity risk

Liquidity risk is the risk the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity needs by carefully monitoring cash outflows due in day-to-day business. Currently, the Company does not have sufficient funds and will require financing to carry out its operating objectives and meet general and administrative expenses for the next twelve months.

6. Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to ensure it continues as a going concern. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's managements to sustain future development of the business.

The Company defines its capital as its shareholders' equity. The Company will require additional financing in order to provide working capital to fund costs for the current year. These financing activities may include issuances of additional debt or equity securities.

The Company's capital management objectives, policies and processes have remained unchanged during the year ended July 31, 2017. The Company is not subject to any capital requirements imposed by a lending institution.

7. Exploration and evaluation assets

	Buchans Claims	Daniels Claims	Total
Balance, July 31, 2015	**$ 106,158**	**$ -**	**$ 106,158**
Additions:			
Staking and drilling costs	3,232	12,777	16,009
Write-off/ impairment	(37,500)	-	(37,500)
Balance, July 31, 2016	**$ 71,890**	**$ 12,777**	**$ 84,667**
Additions:			
Staking and drilling costs	17,073	22,126	39,199
Balance, July 31, 2017	**$ 88,963**	**$ 34,903**	**$ 123,866**

Buchans Claims

On October 22, 2012, the Company entered into an agreement with Larry Quinlan and Paul Cullingham, to purchase staked licence to 66 and 42 claims respectively in the Buchans areas of Newfoundland and Labrador. The Board of directors approved and issued 750,000 common shares of the company each to Larry Quinlan and Paul Cullingham at $0.05 per share as consideration for the purchase.

In November 2013, the Company staked licence to an additional 6 claims in the Buchans area of Newfoundland and Labrador.

7. Exploration and evaluation assets (continued)

Buchans Claims (continued)

During the year ended July 31, 2016 an amount of $37,500 representing the purchase price of 66 claims were written-off, since these claims were cancelled.

Daniels Claims

During the year ended July 31, 2016, the Company staked licence to 8 claims in the Daniels Harbour area of Newfoundland and Labrador.

During the year ended July 31, 2017, the Company staked licence to additional 41 claims in the Daniels Harbour area of Newfoundland and Labrador.

8. Investment

On May 18, 2017, the Company received 423,563 Non-voting 5% Preference shares Series B (“Preference Shares”) of GreenBank Capital Inc. ("GreenBank") at $1 per share. This was received based on a Share Exchange Agreement entered into with GreenBank as consideration for GreenBank subscribing to 5,294,534 Ubique shares, representing 35% of Ubique's issued and outstanding share capital. The Preferred Shares and the Ubique shares were recorded based on the estimated fair value of the Preferred Shares at initial recognition. The fair value of the Preference Shares was determined to be $141,188 by discounting future dividend payments using an estimated market rate of 15%.

On July 31, 2017, GreenBank declared and paid a dividend of 5% per annum, pro-rata commencing on the date of issuance of the Preference shares to July 31, 2017 amounting to $4,294 reported as dividend income on the Statement of Comprehensive Loss.

9. Share capital

a) Authorized share capital

The Company is authorized to issue an unlimited number of common shares. The common shares have no par value.

b) Common shares

At July 31, 2017, the Company has 18,877,240 common shares (July 31, 2016 – 8,993,351) issued and outstanding.

i) On December 4, 2015, the Company issued 64,636 common shares at $0.05 per share for settlement of invoice amounting to $3,232 for services rendered.

ii) On January 8, 2016, the Company issued 255,545 common shares at $0.05 per share for settlement of invoice amounting to $12,777 for services rendered.

iii) On April 10, 2017, the Company issued 301,855 common shares at $0.08 per share for providing certain services, including making license claims expenditures, drawing plans, interpretation of data relating to the Buchans area and Daniels Harbour area claims amounting to $24,148.

iv) On April 25, 2017, the Company issued 31,250 common shares at $0.08 per share for settlement of advisory services provided amounting to $2,500. The Company also issued 506,250 common shares to compensate Paul Cullingham in the amount of $1,500 per month for acting as President and Chief Executive Officer of the Company since December 2014 for a period of 27 months, amounting to $40,500.

(Expressed in Canadian Dollars)

9. Share capital (continued)

b) Common shares (continued)

v) On April 25, 2017, the Company entered into a Share Exchange Agreement with GreenBank and issued 5,294,534 common shares at $0.08 per share pursuant to the terms and conditions contained in the Share Exchange Agreement. See note 8.

vi) On July 6, 2017, the Company completed a non-brokered private placement of 3,750,000 common shares at a price of $0.04 per share for aggregate gross proceeds of $150,000. The private placement was fully subscribed by Daniel Wettreich, Director and Chairman of the board of directors of the Company.

10. Share based payments

The Company has a stock option plan (the "Plan"), the purpose of which is to attract, retain and compensate qualified persons as directors, senior officers and employees of, and consultants to the Company by providing such persons with the opportunity, through share options, to acquire an increased proprietary interest in the Company. The number of shares reserved under the Plan cannot be more than a maximum of 10% of the issued and outstanding shares at the time of any grant of options. The period for exercising an option shall not extend beyond a period of ten years following the date the option is granted. The exercise price of options granted under the Plan shall be as determined by the Board of Directors when such option is granted.

Share based payment transactions for the periods presented are as follows:

	Fair value	Number of stock options	Weighted average exercise price ($)
Balance, July 31, 2015 and 2016	$ 13,055	350,000	0.05
Granted [1]	63,000	1,500,000	0.08
Balance, July 31, 2017	**$ 76,055**	**$ 1,850,000**	**0.07**

The weighted average grant date fair value of options granted during the year ended July 31, 2017 was $0.04 (July 31, 2016 - $nil).

[1] On June 19, 2017, the Company granted 1,500,000 options to directors with an exercise price of $0.08 per share. The options will vest on the date of grant. The options have a term of two years with an expiry date of June 19, 2019 and will be governed by the provisions of Ubique's stock option plan. The estimated fair value of these options at the grant date was $63,000 using the Black-Scholes valuation model. The value of the services provided could not be reasonably measured, therefore the Black-Scholes value was used. The underlying weighted average assumptions used in the estimation of fair value in the Black-Scholes valuation model are as follows:

- Risk free rate: 0.94%;
- Expected life: 2 years;
- Expected volatility: 100% based on historical trends;
- Forfeiture rate: nil;
- Expected dividend yield: 0%; and
- Weighted average share price: $0.08.

(Expressed in Canadian Dollars)

10. Share based payments (continued)

The following table reflects the stock options issued and outstanding as of July 31, 2017:

Expiry date	Weighted average exercise price ($)	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)	Number of options unvested
June 19, 2019	0.08	1.89	1,500,000	1,500,000	-
July 23, 2019	0.05	1.98	350,000	350,000	-
	0.07	**1.90**	**1,850,000**	**1,850,000**	**-**

11. Net loss per common share

The calculation of basic and diluted loss per share for the year ended July 31, 2017 was based on the loss attributable to common shareholders of $102,299 (year ended July 31, 2016 - $61,019) and the weighted average number of common shares outstanding of 10,892,707 (year ended July 31, 2016 - 8,859,196). Diluted loss per share did not include the effect of 1,850,000 options (July 31, 2016 - 350,000 options) as they are anti-dilutive. There were no warrants outstanding as of July 31, 2017.

12. Related party balances and transactions

During the years ended July 31, 2017 and July 31, 2016, the Company had the following related party transactions:

a) At July 31, 2017, the due to related parties included an amount of $2,628 (July 31, 2016 - $2,628) due to Paul Cullingham that was made to provide for working capital. Also included is an amount of $8,129 (July 31, 2016 - $nil) due to GreenBank Capital Inc., a company in which Daniel Wettreich is a director and shareholder, that was made to provide for maintaining the licenses on the exploration assets.

b) During the year ended July 31, 2017, the Company incurred transfer agent fees of $2,712 (Year ended July 31, 2016 - $nil) to Reliable Stock Transfer Inc., a company owned by Daniel Wettreich for the provision of share transfer services. As at July 31, 2017, amount owed to Reliable Stock Transfer Inc. is $2,712 (July 31, 2016 - $nil). This amount is included in the amounts payable and other liabilities.

Key management compensation

During the year ended July 31, 2017, the Company incurred consulting fees to various directors in the amount of $21,500 (Year ended July 31, 2016 - $18,000) for providing management services.

During the year, the Company granted 1,500,000 options to directors and they were assigned a fair value of $63,000. No options were granted to directors for the year ended July 31, 2016.

The related party transactions were recorded at the exchange amount, which is the amount agreed to by the related parties.

(Expressed in Canadian Dollars)

13. Income taxes

The Company's income tax provision differs from the amount resulting from the application of the Canadian statutory income tax rate. A reconciliation of the combined Canadian federal and provincial income tax rates with the Company's effective tax rate is as follows:

		2017		**2016**
Loss before income taxes	$	(102,299)	$	(61,019)
Combined statutory rate		26.5%		26.5%
Expected income tax recovery		(27,109)		(16,170)
Non-deductible expenses		-		9,938
Share-based compensation		16,695		-
Benefit of tax losses not recognized		10,414		6,232
Income tax recovery	$	-	$	-

As at July 31, 2017, the Company has Canadian non-capital losses of approximately $172,387 (2016 - $133,088) available for deduction against future Canadian taxable income, the balances of which will expire as follows:

The loss carry-forward amounts have not been recognized for accounting purposes.

2033	$	34,040
2034		55,513
2035		20,015
2036		23,520
2037		39,299
	$	172,387

Deferred income tax assets
The tax effects of temporary differences that give rise to significant portions of deferred tax assets are as follows:

		2017		**2016**
Benefit of non-capital losses	$	45,682	$	35,268
Mineral property exploration expenditures		16,695		9,938
Less: Valuation allowance (100% impairment on tax asset)		(55,620)		(45,206)
	$	-	$	-

Deferred income tax assets have been impaired in respect of these items because it is not probable that future profit will be available against which the Company can utilize the benefits therefrom.

14. Segmented information

The Company's mineral property claims is located in Canada. The Company operates one reportable operating segment, being mineral exploration and evaluation in Canada. As the operations comprise a single reporting segment, amounts disclosed in the financial statements also represent segment amounts.

15. Subsequent event

On August 31, 2017, the Board of Directors approved the issuance of 363,128 common shares at $0.08 per share in settlement of fees and expenses to directors in the amount of $29,051. This included 306,878 common shares for settlement of management fees and expenses amounting to $24,551 for services provided for the year ended July 31, 2017 which is reported as Shares to be issued in the Statements of Financial Position as at July 31, 2017.

16. Restatement

As disclosed in Note 8 to the financial statements, the Company received 423,563 Preference Shares of GreenBank at $1 per share in exchange for the issuance of 5,294,534 Ubique shares. The Preferred Shares require GreenBank to pay an annual dividend at 5%. The Preferred Shares are not convertible into common shares of GreenBank and the Company's return on this investment will be the annual dividend payment.

The Company originally recorded the Preferred Shares at their face value. However, the dividend rate of 5% is less than what the market rate of interest would be on a similar debt instrument issued by GreenBank. Management has estimated that the appropriate market discount rate is 15%. The revised fair value of the Preference Shares was determined to be $141,188 by discounting future dividend payments at the rate of 15%.

This impact of this adjustment was a decrease in assets (investment) and equity (share capital) in the amount of $282,375 as at July 31, 2017. There was no impact to comprehensive loss or cash flows.