SEAMLESS TECHNOLOGY CORPORATION AND SUBSIDIARIES CORPORATION

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

JUNE 30, 2018

Seamless Technology, Inc. and Subsidiaries

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SEAMLESS TECHNOLOGY , INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

	JUNE 30, 2018 -Unaudited-	DECEMBER 31, 2017
ASSETS		
CURRENT ASSETS:		
Cash	$ 128	$ 128
TOTAL CURRENT ASSETS	128	128
PROPERTY AND EQUIPMENT, net	-	-
	$ 128	$ 128
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 5,355	$ 4,232
Notes payable- Shareholders, current	5,000	5,000
TOTAL CURRENT LIABILITIES	10,355	9,232
NON-CURRENT LIABILITIES		
Notes payable- Shareholders	45,654	45,654
TOTAL NON-CURRENT LIABILITIES	45,654	45,654
TOTAL LIABILITIES	56,009	54,886
COMMITMENTS AND CONTINGENCIES	-	-
STOCKHOLDERS' EQUITY (DEFICIT):		
Series A voting, participating, convertible Preferred stock, $.001 par value, 1,000,000 shares authorized; -0- issued	-	-
Common stock, $.001 par value, 100,000,000 shares authorized; 88,089,867 shares outstanding March 31, 2018 and December 31,2017	88,091	88,091
Additional paid-in capital	10,087,068	10,087,068
Accumulated deficit	(10,231,042)	(10,229,917)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	(55,882)	(54,758)
	$ 128	$ 128

See the accompanying notes to the condensed consolidated financial statements.

SEAMLESS TECHNOLOGY, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
-Unaudited-

	For The Three Months Ended		For The Six Months Ended	
	June 30, 2018	June 30, 2017	June 30, 2018	June 30, 2017
REVENUES				
Net Sales	$ -	$ -	$ -	$ -
TOTAL REVENUES	-	-		
COST OF REVENUES	-	-	-	-
GROSS PROFIT	-	-	-	-
OPERATING EXPENSES				
General and administrative	-	-	-	-
	-	-	-	-
LOSS FROM OPERATIONS	-	-	-	-
OTHER INCOME (EXPENSE)				
Interest expense	(563)	(563)	(1,125)	(1,126)
Other income (expense)	-	-	-	-
TOTAL OTHER INCOME (EXPENSE)	(563)	(563)	(1,125)	(1,126)
NET LOSS	$ (563)	$ (563)	$ (1,125)	$ (1,126)
Basic loss per share attributable to Seamless Technology, Inc. common shareholders:				
NET LOSS PER SHARE	$ (0.00001)	$ (0.00001)	$ (0.00001)	$ (0.00001)
Weighted Average Shares Outstanding-Basic	88,089,867	88,089,867	88,089,867	88,089,867

See the accompanying notes to the condensed consolidated financial statements.

SEAMLESS TECHNOLOGY, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

-Unaudited-

	For the Six Months Ended	
	June 30, 2018	June 30, 2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (1,125)	$ (1,126)
Adjustments to reconcile net loss to net cash used in operations:		
Amortization and depreciation	-	-
Changes in assets and liabilities:		
Accounts payable and accrued expenses	1,123	1,126
	1,123	1,126
NET CASH (USED IN) OPERATING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net Borrowings from related party	-	98
Proceeds from stock sales	-	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	-	98
NET INCREASE (DECREASE) IN CASH	-	98
CASH - beginning of year	128	8
CASH - end of year	$ 128	$ 106
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	$ -	$ -
Taxes paid during the period	$ -	$ -

See the accompanying notes to the condensed consolidated financial statements.

NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS

Seamless Technology, Inc. (the "Company"), was incorporated on March 18, 2002 under the laws of the State of Florida and on July 30, 1996 under the laws of the State of Nevada. The Company is a public holding company for internet-based technology companies. It presently operates one Florida incorporated technology company Pinneast.com, Inc.

In November 2005, the Company merged with Fingerware, Inc. a publicly traded Nevada Corporation through a reverse merger. The surviving entity was Seamless Technology, Inc. a Nevada Corporation. The terms of the merger resulted in Seamless Technology exchanging 100% of its common shares outstanding for 76.5% of the outstanding common shares of Fingerware, Inc. and $700,000 cash injection.

The Company owns 100% of its subsidiary Pinneast.com, Inc. (“Pinneast”). Pinneast provides web-based course management learning systems and E-learning technical support. Its products include both customized and prepackaged software solutions to a wide range of customers which includes various government, military and private sector users.

From 2002 to 2015 the Company operated several ventures and acquisitions which have subsequently been closed and disposed due to economic changes in business and outdated technologies. From 2016 to present the management of the Company has been focusing on a search for potential candidate target technology companies; as well as intellectual properties for their potential acquisition.

On September 24, 2018, the Company merged with HUBB UCS CORP (“HUBB”), a Florida corporation (“HUBB”), partially owned (18.6% percent) by the Company, through a reverse merger. The surviving entity was Seamless Technology, Inc. which is in the process of changing its name to HUBB VENTURES, Inc. The terms of the merger resulted in HUBB exchanging 96.3% of its common shares outstanding for 37,887,502 post-split common stock shares of the Company. HUBB is a Florida based company founded in 2017 focusing on the development and operation of IP application services for Micro, Small & Medium enterprise companies. (Refer to Note 10).

The Company maintains its accounts on a calendar year basis.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of *Consolidation and Basis of Presentation*

The Company's consolidated financial statements have been prepared in conformity with U. S. generally accepted accounting principles (“GAAP”) and include the accounts of the Company and its subsidiary, Pinneast.com, Inc. All material inter-company transactions and balances have been eliminated in consolidation.

Going Concern

The financial statements have been prepared on a going concern basis, and do not reflect any adjustments related to the uncertainty surrounding the Company's development stage losses.

The Company currently has no revenues and has incurred losses since inception. As of date of these financial statements, the Company has yet to recommence substantial operations. In the course of its activities for the search of viable acquisitions and/or joint ventures, the Company has sustained operating losses and expects to incur operating losses in 2018. These principal factors raise substantial doubt concerning the Company's ability to continue as a going concern. Management has financed the Company's operations principally through loans from its President who is also a principal shareholder and provides third party financing. It is the Company's intent to continue to raise funds in this manner and to raise funds through the sale of equity securities until the Company attains profitability. However, management cannot provide any assurance that the Company will be successful in accomplishing any of its plans.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plan described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturity of three months or less when purchased to be cash equivalents.

Property and Equipment

Property and Equipment are stated at historical cost. Depreciation and amortization are computed using the straight-line method over the estimated useful life of the asset. Leasehold improvements are amortized over the term of their estimated useful lives or the related leases, whichever is shorter.

Revenue Recognition

The Company has adopted SEC *Staff Accounting Bulletin (SAB) No. 101 - Revenue Recognition*, which defines that revenue is both earned and realizable when the following four conditions are met:

- Persuasive evidence of an arrangement exists
- The selling price to the buyer is fixed or determinable
- Delivery or performance has occurred
- Collectability is reasonably assured

The Company has also adopted *EITF* 99-19 (ASC 605-45), *Reporting Revenue* Gross as *a Principal versus Net* as *an Agent*, as its formal guidelines for the recognition of revenue in its financial statements. All sales are completed through the Company and liability for product purchases is paid by the Company. Therefore, the Company recognizes the Gross Sales Price as its Revenue.

Income Taxes

The Company accounts for income taxes under the asset and liability method. This approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. In June 2006, the FASB issued ASC Topic 740, Income Taxes (“ASC Topic 740”) (formerly FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes – an Interpretation of FASB Statement No. 109), which prescribes a two-step process for the financial statement recognition and measurement of income tax positions taken or expected to be taken in an income tax return. The first step evaluates an income tax position in order to determine whether it is more likely than not that the position will be sustained upon examination, based on the technical merits of the position. The second step measures the benefit to be recognized in the financial statements for those income tax positions that meet the more likely than not recognition threshold. ASC Topic 740 also provides guidance on de-recognition, classification, recognition and classification of interest and penalties, accounting in interim periods, disclosure and transition. In May 2007, the FASB issued an amendment of ASC Topic 740 to provide guidance that a Company may recognize a previously unrecognized tax benefit if the tax position is effectively (as opposed to “ultimately”) settled through examination, negotiation, or litigation.

Advertising Costs

The Company’s policy for reporting advertising expenditures is to expense them as they are incurred. Advertising expense has not been material to date.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Net Earnings (Loss) per Share

The Company presents basic net income (loss) per common share and, if applicable, diluted net income (loss) per share. Basic income (loss) per common share is based on the weighted average number of common shares outstanding during the year and after preferred stock dividends. The calculation of diluted income (loss) per common share assumes that any dilutive convertible preferred shares outstanding at the beginning of each year or the date issued were convertible at those dates, with preferred stock dividend requirements and outstanding common shares adjusted accordingly.

Use of Estimates

The consolidated financial statements have been prepared in accordance with GAAP. The preparation of these financial statements requires managements' estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities in the consolidated financial statements and accompanying notes. The estimates are based on historical experience and on other assumptions that are believed to be reasonable under the circumstances. However, estimates inherently relate to matters that are uncertain at the time the estimates are made, and are based upon information presently available. Actual results may differ significantly from these estimates under different assumptions, judgments, or conditions.

Recently Issued and Other Applicable Accounting Pronouncements

There are no new accounting pronouncements during the period ended March 31, 2018 other than those described below that potentially could affect the consolidated financial position of the Company or the results of its operations. Accounting Standard Updates which are not effective until after December 31, 2017, and the potential effects on the Company's consolidated financial position or results of its' operations are discussed below.

ASU 2018-07:

In June 2018, the FASB issued ASU 2018-07*"Compensation – Stock Compensation (Topic 718)"*. This update is intended to reduce cost and complexity and to improve financial reporting for share-based payments issued to non-employees (for example, service providers, external legal counsel, suppliers, etc.). The ASU expands the scope of Topic 718, Compensation—Stock Compensation, which currently only includes share-based payments issued to employees, to also include share-based payments issued to non-employees for goods and services. Consequently, the accounting for share-based payments to non-employees and employees will be substantially aligned. This standard will be effective for financial statements issued by public companies for the annual and interim periods beginning after December 15, 2018. Early adoption of the standard is permitted. The standard will be applied in a retrospective approach for each period presented. Management currently does not plan to early adopt this guidance and is evaluating the potential impact of this guidance on the consolidated financial statements as well as transition methods.

NOTE 3 – FIXED ASSETS

Fixed Assets are stated at cost less accumulated depreciation. Expenditures for ordinary maintenance and repairs are charged to operations as incurred. Major additions and improvements are capitalized using the straight-line method over the estimated useful lives of the asset. The Company elected to capitalize outside development costs related to the development of its software following the guidelines of the Statement of Position 98-1 of the American Institute of Certified Public Accountants which states that application and development costs associated with the purchase and development of software that is for the internal use of a company shall be capitalized and depreciated over the estimated useful life of the software.

	2018	2017	Estimated Life
Software and Development	$ 2,369,143	$2,369,143	5 Years
Computers and Peripherals	94,737	94,737	3 Years
Furniture	16,414	16,414	7 Years
	2,480,294	2,480,294	
Less: Accumulated Depreciation	(2,480,294)	(2,480,294)	
Net Fixed Assets	$ -0-	$ -0-	

All fixed assets of the Company have been fully depreciated and retired.

NOTE 4 -INCOME TAXES

No provisions for income taxes have been made because the Company has a current year loss and has sustained cumulative losses since the commencement of operations. As of December 31, 2017, and 2016, the Company has a net operating loss carryforward of approximately $10,000,000 which will be available to reduce future taxable income and expense through 2033, subject to limitations pursuant to IRC Section 382 in the event of a more than fifty percent change of ownership.

The effective tax rate varies from the U.S. Federal statutory tax rate are as follows:

	2018	2017
U.S. statutory tax rate	34.0%	34.0%
State and local taxes, net of federal benefit	-	-
Permanent differences	(34.0)	(34.0)
Valuation allowance	(0.0)	(0.0)
Effective rate	0.0%	0.0%

As a result of the Company's history of incurring operating losses a full valuation allowance against the net deferred tax asset has been recorded at December 31, 2017 and 2016**.**

On December 22, 2017, the United States enacted the Tax Cuts and Jobs Act (Act). The Act makes significant modifications to the provisions of the Internal Revenue Code, including but not limited to, a corporate tax rate decrease to 21% effective as of January 1, 2018.

NOTE 5 - NOTES PAYABLE -THIRD PARTY

On October 20, 2016, the Company issued a convertible note to a third party for a principal balance due in the amount of $5,000 as at June 30, 2018 and December 31, 2017, respectively, payable at 8% interest and due October 20, 2017. The note is convertible into 3,575 shares of the Company's common stock to be provided as follows: (i) 2,325 common stock shares; and (ii) 1,250 of Senior Convertible Preferred Stock to be issued upon consummation of a planned merger with HUBB UCS Corp, a Florida corporation. As of date of these financial statements, the 3,575 shares of common stock have not been issued, and the common shares could be subject to be adjusted to provide for a one percent (1%) ownership.

Additionally, no demand for payment has been made on the note, so it is being handled as current in these financial statements.

NOTE 6 - NOTES PAYABLE - RELATED PARTY

On December 31, 2015, the Company issued an unsecured note payable to the son of its Chief Executive Officer with a principal balance due in the amount of $45,654 at June 30, 2018 and December 31, 2017, respectively, payable at 4% interest annually and maturing December 31, 2019. On November 1, 2018, the Company agreed to settle the note in exchange for preferred stock of the Company (see Note 10).

NOTE 7 - STOCKHOLDERS' EQUITY

Common stock:
The Company has authorized 100,000,000 shares of $.001 par value common stock and as of June 30, 2018 and December 31, 2017, the Company had 88,089,867 shares of common stock issued and outstanding.

Preferred Stock:
The Company has authorized 1,000,000 shares of Series A voting convertible, $.001 par value preferred stock. The Company has no preferred stock issued and outstanding.

NOTE 8- COMMITMENTS AND CONTINGENCIES

Rental
The Chief Executive Officer operates from his home residence in Doral, Florida and is reimbursed for his home office usage. The officer waived his home office reimbursement for years 2017 and 2018.

NOTE 8- COMMITMENTS AND CONTINGENCIES (continued)

Employment

On July 21, 2009 the Company entered into a one-year employment agreement with Mr. Borys Rafalowicz to serve as its Chief Executive Officer (CEO) of Seamless Technology, Inc. The terms of the agreement provide for automatic one-year renewals after the initial term and annual compensation of $120,000 (subsequently mutually agreed to temporarily reduce to $75,000 in 2014). Mr. Rafalowicz is also entitled to receive an annual performance bonus, monthly car allowance as well as participate in any equity incentive plan the Company may adopt. Mr. Rafalowicz had waived his annual compensation for 2018 and 2017.

Legal

To the best of our knowledge and belief, no material legal proceedings of merit are currently pending or threatened.

NOTE 9 - RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability to control or exercise significant influence over the other party in making financial and operating decisions. Details of transactions between the Company and related parties are disclosed below:

The following have been identified as related parties:

Borys Rafalowicz	Chief Executive Officer, Director and greater than 10% shareholder
Michael Rafalowicz	Director and Holder of Promissory Note of $45,654 as of June 30, 2018

The following balances existed with related parties:

	June 30, 2018	December 31, 2017
Balance sheet:		
Notes Payable	$45,654	$45,654
Accrued Interest	$ 4,878	$ 3,753
Income Statement		
Interest expense	$ 563	$ 1,850

NOTE 10 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events through December 10, 2018, which is the date the financial statements were issued, and has concluded that no such events or transactions took place which would require adjustment to or disclosure in the financial statements, except for the following.

Private Securities Stock Offering

On May 15, 2018 the Company offered to certain "Friends and Family" a private limited sale of stock of the Company, offering Stock Units (the "Units") at a price of $5,000 per Unit to accredited investors only. Each Unit represents ownership of 1% of the Company which equals as follows: (i) 70,471 common stock shares; and (ii) 5,000 shares of the Company's Series A Preferred Stock, to be issued upon consummation of a planned merger with HUBB UCS Corp, a Florida corporation as discussed in the foregoing. The total aggregate offering (the "Offering") amount is $50,000 (10 Units), plus allotment of 3 units. As of date of these financial statements the Company received $65,000 in sales of these Units resulting in 916,123 common stock shares and 60,000 preferred stock shares subscribed.

Plan of Merger and Reorganization

On August 31, 2018, the majority shareholders of Seamless Technologies, Inc. agreed to enter into a Plan of Merger and Reorganization (the "Merger Agreement") with HUBB UCS CORP, a Florida corporation ("HUBB") partially owned (18.6% percent) by the Company. The conditions of this Merger Agreement include the exchange of shares between the Company and HUBB; the HUBB shareholders shall receive shares of Common Stock of the Company, and the Company shall receive all the outstanding common stock of HUBB. The Company shall continue as the surviving corporation with HUBB as a wholly owned subsidiary. Additionally, in connection with the reorganization all shareholders of the Company will receive 500,000 shares of the Company's Series A Preferred Stock.

HUBB is a Florida based company founded in 2017 focusing on the development and operation of IP application services for Micro, Small & Medium enterprise companies. HUBB's primary product offerings are its E-Commerce Multivendor Platform and its Integrated Multi Application Platform (IMAP) capable of quickly deploying a complete proprietary array of IP-application platforms that provide Unified Communications, CRM solutions, E-Marketing & social Media Services, Events and B2B Matchmaking Platform as well as, Business Productivity Tools/ERP products to domestic and international enterprise customers. HUBB commenced limited operations in 2017.

On September 24, 2018 the Merger Agreement was effectuated and pursuant to the Merger Agreement all shares of HUBB's Common Stock issued and outstanding immediately prior to the Closing Date (1,250,000 shares) were transferred and assigned to the Company in consideration for the issuance of 37,887,502 post-split shares of the Company's Common Stock. Pursuant to the terms of the agreement and consent of the Board of Directors the consolidation of the merged entities is to take effect October 1, 2018.

NOTE 10 – SUBSEQUENT EVENTS (continued)

Restricted Stock Purchase

On August 24, 2018 the Company entered into a Restricted Stock Purchase Agreement ("Stock Purchase Agreement") pursuant to which (i) Mr. Jose F. Matto ("Matto"), a former technology officer of the Company, will exchange 58,125 shares of common stock of HUBB UCS CORP, a privately held Florida corporation ("HUBB") for 1,761,898 post-split common stock shares of the Company and, (ii) additionally the Company's CEO will exchange 174,375 shares of common stock of HUBB owned personally for 5,285,398 post-split common stock shares of the Company. HUBB is owned five percent (5%) and fourteen percent 14% by Matto and by the CEO of the Company, respectively. The Stock Purchase Agreement to take effect August 24, 2018 with the share exchange pending the company's reverse split.

Reverse split

On August 29, 2018, the Company received (i) a written consent in lieu of a meeting of Stockholders (the "Written Consent") from holders of shares of voting securities representing approximately 60% of the total issued and outstanding shares of voting stock of the Company; and (ii) a unanimous written consent of the Board to approve to effect a reverse stock split of the Company's common stock at a ratio of 1 for 50, such ratio resultant in the company's existing 88,089,867 shares of common stock outstanding to be reduced to 1,761,798 shares of common stock. As of the date of these financial statements, the Company had not effected the reverse stock split of common stock.

Increase in authorized shares

On September 24, 2018, the Board of Directors authorized to (a) increase the number of authorized common stock from 100,000,000 shares to 250,000,000 shares and to (b) increase the number of authorized preferred stock from 1,000,000 shares to 2,000,000 shares.

Notes Receivable

From August 2018 to September 2018, the Company loaned a total of $65,000 to HUBB UCS CORP., a recently merged majority owned subsidiary effective on October 1, 2018 . On September 30, 2018, the Company formalized the loans into a single Master Convertible Promissory Note, maturing September 30, 2019. The notes are non-interest bearing, but carry an implied interest rate of 8%. No periodic interest payments will be made, however upon maturity the principal balance and the accrued interest will be paid unless converted to equity. The notes are convertible at any time by the Company into 48,000 common stock shares of HUBB. On November 20, 2018, the Company exercised its right to convert the total notes into 48,000 common stock shares of HUBB, thereby owning 100% of HUBB.

Related Party

On November 1, 2018 the Company agreed to settle its note payable to a related party with a principal balance of $45,754 at September 30, 2018, plus unpaid accrued interest in exchange for 133,580 shares of the Company's preferred stock at the purchase price of $0.35 per share.