

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 20-F

(Mark One)

Registration Statement Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934

OR

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended: **September 30, 2016**

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

OR

Shell Company Report Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Date of event requiring this shell company report.....

For the transition period from _____ to _____

Commission File Number: **000-30813**

UMeWorld, Limited

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

British Virgin Islands

(Jurisdiction of incorporation or organization)

31/F, Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong, China

(Address of principal executive offices)

Michael Lee, (86) 020-8923 7947, info@umeworld.com

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

<u>Title of Each Class</u>	<u>Name of Exchange on Which Registered</u>
Common Stock (\$0.0001 par value)	None

Securities registered or to be registered pursuant to Section 12(g) of the Act.

<u>(Title of Class)</u>	_____
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SEC 1852 (01-12) **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

Securities registered or to be registered pursuant to Section 15(d) of the Act.

<u>(Title of Class)</u>	_____
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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of September 30, 2016 there were 89,336,000 shares outstanding of the issuer's Common Stock.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

If the report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Security Exchange Act of 1934. YES NO

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Security Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Security Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

FORM 20-F

For the Year Ended September 30, 2016

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Pursuant to General Instruction E(b) of Form 20-F, this annual report includes the information specified in Parts I, II and III.

Pursuant to General Instruction E(c) of Form 20-F, the registrant has elected to provide the financial statements and related information specified in Item 18 in lieu of Item 17.

INTRODUCTION

In this annual report, except where the context otherwise requires and for purposes of this annual report only:

- “we,” “us,” “our company,” “the company” or “our” refers to UMeWorld Limited, its predecessor entities and subsidiaries;
- “China” or “PRC” refers to People’s Republic of China, and for the purpose of this annual report, excludes Taiwan, Hong Kong and Macau;
- “shares” or “common shares” refers to our common shares, par value US\$0.0001 per share;
- “RMB” or “Renminbi” refers to the legal currency of China, “HK\$” refers to the legal currency of Hong Kong and “\$,” “dollars,” “US\$” or “U.S. dollars” refers to the legal currency of the United States.
- “U.S. GAAP” refers to generally accepted accounting principles in the United States;
- “VIE” refers to Guangzhou XinYiXun Network Technology Co. Ltd., a domestic PRC company in which we do not have equity interests but its financial results have been consolidated into our consolidated financial statements in accordance with U.S. GAAP;
- “K-12” refers to the year before the first grade through the last year of high school; and
- “PRC GAAP” refers to generally accepted accounting principles in the People’s Republic of China.

Our financial statements are expressed in U.S. dollars, which is our reporting currency. Certain of our financial data in this annual report on Form 20-F are translated into U.S. dollars solely for the reader’s convenience. Unless otherwise noted, all convenient translations from Renminbi to U.S. dollars in this annual report on Form 20-F were made at a rate of RMB6.5525 to US\$1.00, the exchange rate set forth in the H.10 statistical release of the Federal Reserve Board on February 29, 2016. We make no representation that any Renminbi or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Renminbi, as the case may be, at any particular rate, at the rate stated above, or at all.

FORWARD-LOOKING INFORMATION

This annual report contains forward-looking statements that reflect our current expectations and views of future events. These forward looking statements are made under the “safe-harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by these forward-looking statements.

You can identify some of these forward-looking statements by words or phrases such as “may,” “will,” “expect,” “anticipate,” “aim,” “estimate,” “intend,” “plan,” “believe,” “is/are likely to” or other similar expressions. These forward-looking statements include statements relating to:

- our anticipated growth strategies;
- competition in the K-12 after-school tutoring market;
- our future business development, results of operations and financial condition;
- expected changes in our revenues and certain cost and expense items;
- our ability to increase student enrollments and course fees and expand course offerings;
- risks associated with the expansion of our geographic reach;
- the expected increase in spending on private education in China; and
- PRC laws, regulations and policies relating to private education and providers of after-school tutoring services.

We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. Although we believe that our expectations expressed in these forward-looking statements are reasonable, our expectations may later be found to be incorrect. You should read this annual report and the documents that we refer to in this annual report completely and with the understanding that our actual future results may be materially different from and/or worse than what we expect. We qualify all of our forward-looking statements with these cautionary statements.

The forward-looking statements made in this annual report relate only to events or information as of the date on which the statements are made in this annual report. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not Applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable.

ITEM 3. KEY INFORMATION

A. Selected Financial Data

As a “smaller reporting company”, we are not required to provide the information required by this Item.

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

Risks Related to Our Business and Industry

The recent ongoing adoption of online learning in established education markets makes it difficult for us to evaluate our current and future business prospects. If web-based education fails to achieve widespread acceptance by students, parents, teachers, schools and other institutions, our growth and profitability may suffer.

The China market for our services is still emerging and evolving rapidly, there may not be a market for our products or services. If market acceptance of our services declines or fails to grow, our revenue growth may slow or we may experience a decrease in revenues.

As the China market for our services is still emerging, our success will depend to a large extent on our ability to convince our clients that our technologies and services are valuable and that it is more cost-effective for them to utilize our services than for them to develop similar services in-house.

- We must address the following concerns, among others, with our clients as they decide to implement our online assessment and educational services and to use our technologies and services;
- concern over the commitment of time, personnel and funding necessary to implement our online assessment services;
- ability of clients to develop their own online assessment and educational services;
- possible perceived security and academic integrity risks associated with online assessment and educational services; and
- reluctance of the academic community to adopt online assessment and educational services.

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As the markets for our online assessment and education services are relatively new for us, we cannot assure you that we will succeed in adapting to client needs in these markets. It may be difficult for us to accurately predict demand for the service offerings we develop. Furthermore, the PRC government may enact unforeseen regulations and policies that could limit our ability to provide certain services, such as prohibitions on foreign-invested entities engaging in certain businesses. Additional risks that we face in this market include the following:

- we may underestimate the amount of capital, personnel and other resources required to carry out our marketing and distribution plans, which may affect the success of our product launch;
- if we are unsuccessful in the relevant new market, it may negatively affect our reputation and the status of our brand in our other markets; and
- we may fail to develop sufficient payment collection, technical support and other administrative capabilities necessary to successfully develop and manage our service offerings on an increasingly large scale.

If our new service offerings are ultimately unsuccessful or do not grow as rapidly as we expect, our net revenues and profitability will be adversely affected.

Changes in the policies, guidelines or practice of mobile network operators or the PRC government with respect to mobile applications and other content may negatively affect our business operations for mobile applications.

We rely on PRC mobile network operators, directly and indirectly, to distribute our products to our users. The mobile telecommunication business in China is highly concentrated and major mobile network operators, such as China Mobile, may from time to time issue new policies or change their business practices, requesting or stating their preferences for certain actions to be taken by all mobile service providers using their networks. In addition, the PRC government may also implement new policies or change existing policies regulating the mobile telecommunication business. Such new policies or changes may negatively affect our business operations for mobile applications.

A significant portion of our revenues will be dependent on market acceptance of our online assessment platform and other cloud-based testing technologies, and if we are unable to anticipate and meet our clients' technological needs and challenges from new technologies and industry standards, our products and services may lose market acceptance or become obsolete, and our margins and results of operations may be adversely affected.

Our advanced technologies for the creation and delivery of online tests and assessment, including our UMFun platform, are a key factor in growing and maintaining our relationships with educational institution clients and educational program content providers. Our future success depends on our ability to upgrade our systems, develop new technologies and anticipate and meet the technical needs of our clients on a regular basis. The emergence in the market of new test creation and delivery technologies or substitute products and services could reduce the competitiveness or result in the obsolescence of our current technologies and services. Moreover, if other companies develop similar technologies offering functionality comparable to that of our technologies, pricing pressure may increase and our margins and results of operations may be adversely affected. Additionally, industry standards such as standard interfaces and data exchange protocols may be developed for testing technologies, and if these industry standards are incompatible with our technologies, demand for our technologies, products and services may decline significantly. To the extent we are unable to maintain our market leadership position in key testing technologies or anticipate and respond to technological developments and changes in industry standards in a timely and cost-effective manner, our products and services may lose market acceptance or become obsolete.

Technical errors or failures in relation to cloud-based tests delivered through our delivery platform could result in negative publicity, loss of clients, liability claims and costly and disruptive litigation.

Due to the complexity of the technologies we have developed and use to create and deliver cloud-based learning and assessment services for our clients, there is a risk that technical errors or failures may occur in relation to these services. These may include errors, failures or bugs in our self-developed software applications and test security technologies, breakdowns or failures of our servers and computer networks, and connectivity failures between our networks. While we have not experienced major problems to date due to errors, breakdowns, failures, bugs or defects, we cannot assure you that we will not experience such problems in the future. If such a problem were to occur, it could disrupt or compromise the integrity of the test taking process or of test content and results, which could lead to negative publicity and loss of clients and may subject us to liability claims. Although we have established a formal crisis management system to respond to technical problems, it has never been tested in a real crisis situation. Any litigation or negative publicity resulting from an error or failure, with or without merit, could result in substantial costs and divert management's attention and resources from our business and operations.

If we fail to maintain a strong brand identity, our business may not grow and our financial results may be adversely impacted.

We believe that maintaining and enhancing the value of the "UMFun" brand is important to attracting clients. Our success in maintaining brand awareness will depend on our ability to consistently provide high quality, value-adding, user-friendly and secure products and services. To establish a significant recognition of our "UMFun" brand among schools, teachers, students and parents, we may need to spend significant resources on advertising. As we have limited experience with advertising and other activities required to establish a widely recognized brand, we cannot assure you that we will effectively allocate our resources for these activities or succeed in maintaining and broadening our brand recognition and appeal. If we fail to maintain a strong brand identity, our business may not grow and our financial results may be adversely impacted.

We have significant historical losses and may continue to incur losses in the future.

We have incurred annual operating losses since our inception. As a result, at September 30, 2016 we had an accumulated loss of approximately \$28,916,005. Our revenues for the years ended September 30, 2016, September 30, 2015 and September 30, 2014 were \$0, \$0 and \$0 respectively. Our revenues have not been sufficient to sustain our operations. In order to achieve profitability our revenue streams will have to increase and there is no assurance that revenues can increase to such a level. We may never be profitable. Our ability to achieve profitability is affected by various factors, including:

- growth of the online education market;
- the continued growth and maintenance of our user base;
- our efforts to sell and market our products through licensees, distributors and other partners;
- our ability to establish partnerships and licensing arrangements;
- the time and costs involved in obtaining regulatory approvals;
- our ability to control our costs and expenses; and
- the continued ability to source investments from our investors.

Many of these factors are beyond our control. We may continue to incur net losses in the future due to our continued investments in content, bandwidth and technology. If we cannot successfully offset our increased costs with an increase in net revenues, our gross margin, financial condition and results of operations could be materially and adversely affected. We may also continue to incur net losses in the future due to changes in the macroeconomic and regulatory environment, competitive dynamics and our inability to respond to these changes in a timely and effective manner.

We face significant competition, and if we fail to compete effectively, we may lose our market share or fail to gain additional market share, and our profitability may be adversely affected.

We operate in a highly competitive market subject to rapid technological changes, and increasing competition could lead to pricing pressures, reduced operating margins, loss of market share and increased capital expenditures. The markets for our products and services are highly competitive, and we expect increased competition in the future that could adversely affect our revenue and market share. Our current competitors include but are not limited to:

- providers of online and offline supplemental instructional materials for the core subject areas of English language, mathematics and Chinese studies for K-12 institutions;
- companies that provide K-12-oriented software and web-based educational assessment and remediation products and services to students, educators, parents and educational institutions;
- providers of online and offline test preparation materials;
- traditional print textbook and workbook companies that publish K-12 core subject educational materials, standardized test preparation materials or paper and pencil assessment tools;
- summative assessment companies, which traditionally assess student learning at the end of a class period, that have expanded their line to include products that provide periodic assessment in the classroom to gauge student learning and inform instruction, also known as formative assessment; and
- non-profit and membership educational organizations and government agencies that offer online and offline products and services, including in some cases at no cost, to assist individuals in standards mastery and test preparation.

Some of our competitors may have more resources than we do, and several of the largest K-12 educational publishers may have more experience, larger customer bases and greater brand recognition in the markets we serve. Further, larger established companies with high brand recognition and extensive experience providing various educational products to the K-12 market may develop online products and services that are competitive with our core products and services. These competitors may be able to devote greater resources than us to the development, promotion and sale of their services and respond more quickly than we can to new technologies or changes in customer requirements or preferences. We may not be able to compete effectively with current or future competitors, especially those with significantly greater resources or more established customer bases, which may materially adversely affect our sales and our business.

Our failure to protect our intellectual property rights may undermine our competitive position, and litigation to protect our intellectual property rights or defend against third party allegations of infringement may be costly and ineffective.

We believe that our copyrights, trademarks and other intellectual property are essential to our success. We depend to a large extent on our ability to develop and maintain the intellectual property rights relating to our technology and products. We have devoted considerable time and energy to the development and improvement of our websites, our online platform and educational materials.

We rely primarily on copyrights, trademarks, trade secrets and other contractual restrictions for the protection of the intellectual property used in our business. Nevertheless, these provide only limited protection and the actions we take to protect our intellectual property rights may not be adequate. Our trade secrets may become known or be independently discovered by our competitors. Third parties have, in the past, pirated our courses, books and other course materials and may in the future infringe upon or misappropriate our other intellectual property. Infringement upon, or misappropriation of, our proprietary technologies or other intellectual property could have a material adverse effect on our business, financial condition or operating results. Policing the unauthorized use of proprietary technology can be difficult and expensive. Also, litigation may be necessary to enforce our intellectual property rights, protect our trade secrets or determine the validity and scope of the proprietary rights of others. The outcome of such potential litigation may not be in our favor and any success in litigation may not be able to adequately protect our rights. Such litigation may be costly and divert management's attention away from our business. An adverse determination in any such litigation would impair our intellectual property rights and may harm our business, prospects and reputation. Enforcement of judgments in China is uncertain, and even if we are successful in litigation, it may not provide us with an effective remedy. In addition, we have no insurance coverage against litigation costs and would have to bear all costs arising from such litigation to the extent we are unable to recover them from other parties. The occurrence of any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

We have not registered copyrights for all of our products, which may limit our ability to enforce them.

We have not registered our copyrights in all of our software, written materials, website information, designs or other copyrightable works. Preventing others from copying our products, written materials and other copyrightable works is important to our overall success in the marketplace. In the event we decide to enforce any of our copyrights against infringers, we will first be required to register the relevant copyrights, and we cannot be sure that all of the material for which we seek copyright registration would be registrable in whole or in part, or that once registered, we would be successful in bringing a copyright claim against any such infringers.

We may be exposed to infringement claims by third parties or held liable for defamation or negligence to third parties for information displayed on, retrieved from or linked by our websites, for the content of the books and reference materials or marketing materials that we or our lecturers publish or distribute or for information delivered or shared through our services, which could disrupt our business and cause us to incur substantial legal costs, or damage our reputation.

We cannot assure you that our services and products do not or will not infringe any intellectual property rights held by third parties. We have in the past, in the ordinary course of business, experienced claims for intellectual property infringement, none of which has had a material effect on our business. We cannot assure you that in the future we will not receive claims of infringement of third parties' proprietary rights or claims for indemnification resulting from infringement arising from our services or products. We may also become subject to claims that content on our websites or in the books and reference materials or marketing materials that we or our lecturers publish or distribute is protected by third parties' copyrights or trademark.

In addition, as a provider of Internet content and other value-added telecommunications services, we may face liability for defamation, negligence and other claims based on the nature and content of the materials displayed on our websites or delivered or shared through our services. We could also be subject to claims based on content accessible on our websites or through our networks, such as content and materials posted by visitors on message boards, online communities, or emails. By providing hypertext links to third-party websites, we may be held liable for copyright or trademark violations by those third-party websites. Third parties could assert claims against us for losses incurred in reliance on any erroneous information distributed by us.

Royalty or licensing agreements, if required, may not be available on acceptable terms, if at all. A successful claim of infringement against us and our failure or inability to obtain a license to use the infringed or similar technology or content on commercially acceptable terms, or at all, could prevent us from producing and offering our services or products or cause us to incur great expense and delay in developing non-infringing services or products. Any of the above events could in turn have a material and adverse impact on our financial condition and results of operations. Any defamation or negligence claims against us, even if they do not result in liability to us, could cause us to incur significant costs in investigating and defending against these claims. We do not have general liability insurance to cover all potential claims to which we are exposed, and our insurance coverage may not be adequate to indemnify us from all liability that may be imposed.

Concerns about the security of our transaction systems and confidentiality of information on the Internet may reduce use of our services and impede our growth.

Public concerns over the security and privacy of electronic settlement, online transmittal and communications have to some extent constrained the rapid development and expansion of online transactions. If these concerns are not adequately addressed, they will restrict the growth of value-added telecommunications services generally and in particular the use of the Internet as a means of conducting commercial transactions. If a well-publicized breach of security were to occur, general usage of value-added telecommunications services could decline, which could reduce our visitor traffic and the number of course participants, and impede our growth. We are continuously vigilant about protecting and improving our cyber security and have not experienced any material cyberattacks on our information technology systems. We cannot assure you, however, that our current security measures will be adequate or sufficient to prevent any theft or misuse of personal data of our course participants. Further, security breaches could expose us to litigation and possible liability for failing to secure confidential customer information, and could harm our reputation and ability to attract or retain course participants. In addition, we do not have any cyber security insurance coverage for our operations, and any material cyberattack on our information technology systems and our online education websites could expose us to substantial costs and losses.

We are subject to currency fluctuations, which may affect our results

The majority of our expenses and some of our debt are in Chinese Yuan, Canadian dollars and U.S. dollars, while our revenues are primarily Chinese Yuan. We also incur expenses in Hong Kong dollars related to our Hong Kong subsidiaries. The fluctuation of the Canadian dollar, Hong Kong dollar and U.S. dollar vis-a-vis the Chinese Yuan could materially impact our operating results and financial position.

We will require additional financing to sustain our operations, and our ability to secure additional financing is uncertain.

We may be unable to raise on acceptable terms, if at all, the substantial capital resources necessary to conduct our operations. If we are unable to raise the required capital, we may be forced to curtail business development activities and, ultimately, cease operations. At September 30, 2016, we had working capital deficiency of \$1,062,664 as compared to working capital deficiency of \$601,434 as at September 30, 2015 and to a working capital of \$40,775 as at September 30, 2014. The independent auditors' report for the year ended September 30, 2016 includes an explanatory paragraph stating that our recurring losses from operations and working capital levels raise substantial doubt about our ability to continue as a going concern.

We may be unable to retain key employees or recruit additional qualified personnel.

Because of the specialized educational nature of our business, we are highly dependent upon qualified educational, technical, and managerial and marketing personnel. There is competition for qualified personnel in our business. Therefore, we may not be able to attract and retain the qualified personnel necessary for the development of our business. The loss of the services of existing personnel, as well as the failure to recruit additional key educational, technical, and managerial personnel in a timely manner would harm our research and development programs and our business.

Risks Relating to Our Corporate Structure and Restrictions on Our Industry

Substantial uncertainties and restrictions exist with respect to the interpretation and application of PRC laws and regulations relating to the distribution of Internet content in China. If the PRC government finds that the structure we have adopted for our business operations does not comply with PRC laws and regulations, we could be subject to severe penalties, including the shutting down of our websites.

Foreign ownership of Internet-based businesses is subject to significant restrictions under current PRC laws and regulations. The PRC government regulates Internet access, the distribution of online information and the conduct of online commerce through strict business licensing requirements and other government regulations. These laws and regulations also include limitations on foreign ownership in PRC companies that provide Internet content distribution services. Specifically, foreign investors in most areas of the PRC (including the areas where we have operations) are not allowed to own more than 50% equity interests in any entity conducting Internet content distribution business.

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Because we are a British Virgin Islands company and we hold the equity interests of our PRC subsidiaries indirectly through various Hong Kong companies, our PRC subsidiaries are treated as foreign invested enterprises under PRC laws and regulations. To comply with PRC laws and regulations, we conduct our operations in China through a series of contractual arrangements entered into among our Hong Kong and PRC subsidiaries.

The relevant PRC regulatory authorities have broad discretion in determining whether a particular contractual structure is in violation of law. For example, on July 13, 2006, MIIT issued the Notice on Intensifying the Administration of Foreign Investment in Value-added Telecommunications Services, or the MIIT Notice. The MIIT Notice prohibits a domestic telecommunications service provider from leasing, transferring or selling telecommunications business operating licenses to any foreign investor in any form, or providing any resources, sites or facilities to any foreign investor for its illegal operation of a telecommunications business in China. According to the MIIT Notice, either the holder of a value-added telecommunications service license or its shareholders must directly own the domain names and trademarks used by such license holder in its provision of value-added telecommunications services. The MIIT Notice also requires each license holder to have the necessary facilities, including servers, for its approved business operations and to maintain such facilities in the regions covered by its license. If our ownership structure, contractual arrangements and businesses of our company, our PRC subsidiaries, are found to be in violation of any existing or future PRC laws or regulations, the relevant regulatory authorities would have broad discretion in dealing with such violations, including:

- revoking the business and operating licenses of our PRC subsidiaries;
- levying fines;
- confiscating our income, the income of our PRC subsidiaries;
- shutting down our servers or blocking our websites;
- discontinuing or restricting our operations or the operations of our PRC subsidiaries;
- requiring us and our PRC subsidiaries to restructure our relevant ownership structure, operations or contractual arrangements; and
- taking other regulatory or enforcement actions that could be harmful to our business.

If the regulatory authorities take any of the above-mentioned measures against us, we may have to cease our business operations and our reputation will be severely damaged, which in turn will materially and negatively affect our financial condition and results of operations.

Our contractual arrangements may be subject to national security review under PRC laws and regulations and, thus, be challenged by relevant regulatory authorities.

On February 3, 2011, the General Office of the State Council issued the Circular of the General Office of the State Council on the Establishment of Security Review System for Foreign Investors' Merger and Acquisition of Domestic Enterprises (the "Circular on the Establishment of Security Review"), which became effective on March 4, 2011. Among other things, the Circular on the Establishment of Security Review stipulates that the scope of the security review lies in foreign investors' acquisition of domestic military enterprises, military-related enterprises, enterprises involving sensitive military facilities and other enterprises that impact national defense security; foreign investors' acquisition of domestic enterprises which may provide foreign investors with de facto control over industries relating to national security, such as important agricultural products, energy and natural resources, infrastructures, transportation services, technologies and major equipment manufacturing. On August 25, 2011, the Ministry of Commerce issued the Circular of the Ministry of Commerce on the Implementation of Security Review System for Foreign Investors' Merger and Acquisition of Domestic Enterprises (the "Circular on the Implementation of Security Review"), which became effective on September 1, 2011. Among other things, the Circular on the Implementation of Security Review further specifies that whether a foreign investors' acquisition of domestic enterprises falls within the scope of the security review depends on the said transaction's substantive content and practical influence. Foreign investors shall not circumvent the security review through any arrangements or schemes, including but not limited to trust, lease and/or contractual arrangements.

According to our PRC counsel, as our contractual arrangements were established in 2013, the new security review system shall not apply to our contractual arrangements. We cannot guarantee, however, that the Ministry of Commerce will not promulgate additional implementing rules or new rules that will bring our contractual arrangements under the scope of the security review system. Moreover, according to a press conference held by the Ministry of Commerce on September 20, 2011, there are no specific laws or regulations governing contractual arrangements like the ones that we employ, but the Ministry of Commerce together with other authorities would study how to regulate them in the future. Hence, we cannot assure you that our contractual arrangements will not be subject to new regulations that will be issued by relevant regulatory authorities and that such new regulations will not have a material adverse effect on our existing structure.

We rely on the VIE Contractual Arrangements for our PRC operations, which may not be as effective in providing operational control as direct ownership

We have relied and expect to continue to rely on the VIE Contractual Arrangements to operate our education business in China. See “Item 4.C. - Information on the Company - Organizational Structure - VIE Contractual Arrangements.” The VIE Contractual Arrangements may not be as effective in providing us with control over our Consolidated Affiliated Entities as direct ownership. If we had direct ownership of the Consolidated Affiliated Entities, we would be able to exercise our rights as a shareholder to effect changes in the board of directors of these entities, which in turn could effect changes, subject to any applicable fiduciary obligations, at the management level. However, under the VIE Contractual Arrangements, we rely on the performance by our Consolidated Affiliated Entities and their respective shareholders of their obligations under the contracts to exercise control over and receive economic benefits from our Consolidated Affiliated Entities.

Any changes in the PRC foreign investment legal regime may materially and adversely affect our operations and the contractual arrangements.

On January 19, 2015, the Ministry of Commerce of the People’s Republic of China (“MOFCOM”) circulated the “Foreign Investment Law of the People’s Republic of China (Draft for Comment)” (“Draft Foreign Investment Law”) and “Notes to the Foreign Investment Law of the People’s Republic of China (Draft for Comment)” (“Notes”), which proposed changes to the PRC foreign investment legal regime and the treatment of the variable interest entity structure, and invited comments from the general public on the Draft Foreign Investment Law. The New Foreign Investment Law (“New Foreign Investment Law”), if finally adopted, may have material impact on the PRC foreign investment legal regime.

As there are substantial uncertainties regarding the future development of the PRC foreign investment legal regime, we cannot assure that the PRC regulatory authorities will not determine that our corporate structure and the contractual arrangements violate PRC laws, rules or regulations. We cannot rule out the possibility that there may be amendments to the Draft Foreign Investment Law and the Notes before promulgation and implementation of the New Foreign Investment Law which may have a material adverse impact on our Group at the time when they take effect. If any of Guangzhou XinYiXun Network Technology Co., Ltd. or its future subsidiaries are found to be in violation of any future PRC foreign investment laws or regulations and/or any other laws or regulations, the relevant PRC regulatory authorities would have broad discretion in dealing with such violations and impose penalties which may result in material adverse effect on our ability to conduct our business. In addition, if the imposition of any of these penalties causes us to lose the rights to direct the activities of Guangzhou XinYiXun Network Technology Co., Ltd. or our right to receive its economic benefits, we would no longer be able to consolidate this entity.

Risks Related to Our Common Stock

The market price of our Common Stock is volatile.

The market price of our Common Stock has been, and we expect it to continue to be, highly unstable. Factors, including our announcement of technological improvements or announcements by other companies, regulatory matters, research and development activities, new or existing products or procedures, signing or termination of licensing agreements, concerns about our financial condition, operating results, litigation, government regulation, developments or disputes relating to agreements, patents or proprietary rights, and public concern over the safety of activities or products have had a significant impact on the market price of our stock. We expect such factors to continue to impact our market price for the foreseeable future.

Our Common Stock is classified as a "penny stock" under SEC rules which may make it more difficult for our stockholders to resell our Common Stock.

Our Common Stock is traded on the OTC Market. As a result, the holders of our Common Stock may find it more difficult to obtain accurate quotations concerning the market value of the stock. Stockholders also may experience greater difficulties in attempting to sell the stock than if it was listed on a stock exchange or quoted on the Nasdaq National Market or the Nasdaq Small-Cap Market. Because our Common Stock is not traded on a stock exchange or on Nasdaq, and the market price of the Common Stock is less than \$5.00 per share, the Common Stock is classified as a "penny stock." Rule 15g-9 of the Securities Exchange Act of 1934 imposes additional sales practice requirements on broker-dealers that recommend the purchase or sale of penny stocks to persons other than those who qualify as an "established customer" or an "accredited investor." This includes the requirement that a broker-dealer must make a determination that investments in penny stocks are suitable for the customer and must make special disclosures to the customer concerning the risks of penny stocks. Application of the penny stock rules to our Common Stock could adversely affect the market liquidity of the shares, which in turn may affect the ability of holders of our Common Stock to resell the stock. We have a significant number of options and warrants outstanding that could be exercised in the future. Subsequent resales of these and other shares could cause the Company’s stock price to decline. This could also make it more difficult to raise funds at acceptable levels, via future securities offerings.

Our disclosure controls & procedures and internal control over financial reporting were ineffective

Section 404 of the Sarbanes-Oxley Act of 2002 requires companies to conduct a comprehensive evaluation of their disclosure controls & procedures and internal control over financial reporting. At the end of each fiscal year, we must perform an evaluation of our disclosure controls & procedures and internal control over financial reporting, include in our annual report the results of the evaluation, and have our external auditors publicly attest to such evaluation. If material weaknesses were found in our disclosure controls & procedures and internal controls in the future, if we fail to complete future evaluations on time, or if our external auditors cannot attest to our future evaluations, we could fail to meet our regulatory reporting requirements and be subject to regulatory scrutiny and a loss of public confidence in our disclosure and internal controls, which could have an adverse effect on our stock price. In connection with management's assessment of the Company's disclosure controls & procedures and internal control over financial reporting, we identified the following material weakness in our disclosure controls & procedures and internal control over financial reporting as of September 30, 2016.

Segregation of Duties: We did not maintain adequate segregation of duties related to job responsibilities for initiating, authorizing, and recording of certain transactions. Due to this material weakness, there is a risk that a material misstatement in the financial statements would not be prevented or detected on a timely basis.

Lack of Independent Directors

We cannot guarantee that our Board of Directors will have a majority of independent directors in the future. In the absence of a majority of independent directors, our executive officers, which are also principal stockholders and directors, could establish policies and enter into transactions without independent review and approval thereof. This could present the potential for a conflict of interest between the Company and its stockholders generally and the controlling officers, stockholders or directors.

Ownership of our Common Stock by Current Officers and Directors

The present officers and directors own approximately 6.15% of the outstanding shares of Common Stock, and are therefore no longer in a position to elect all of our Directors and otherwise control the Company. As of September 30, 2016, Vago International Limited controlled by Yee Chu beneficially owned approximately 62.68% of our outstanding capital stock. Chu therefore has significant influence over management and affairs and over all matters requiring stockholder approval, including the election of directors and significant corporate transactions, such as a merger or other sale of our company or our assets, for the foreseeable future. This concentrated control limits or severely restricts our stockholders' ability to influence corporate matters and, as a result, we may take actions that our stockholders do not view as beneficial. As a result, the market price of our common stock could be adversely affected.

We do not expect to pay dividends, and any return on your investment will likely be limited to the appreciation of our common stock.

We currently intend to retain our future earnings, if any, for the foreseeable future, to repay indebtedness and to fund the development and growth of our business. We do not intend to pay any dividends to holders of our common stock and the agreements governing our credit facility significantly restrict our ability to pay dividends. As a result, capital appreciation in the price of our common stock, if any, will be your only source of gain or income on an investment in our common stock.

Certain judgments obtained against us by our shareholders may not be enforceable.

We are a British Virgin Islands company and substantially all of our assets are located outside of the United States. Nearly all of our current operations are conducted in China. In addition, most of our directors and officers are nationals and residents of countries other than the United States. A substantial portion of the assets of these persons are located outside the United States. As a result, it may be difficult to effect service of process within the United States upon these persons. It may also be difficult to enforce in U.S. court judgments obtained in U.S. courts based on the civil liability provisions of the U.S. federal securities laws against us and our officers and directors, most of whom are residents of countries other than the United States and the substantial majority of whose assets are located outside of the United States. In addition, there is uncertainty as to whether the courts of the British Virgin Islands or China would recognize or enforce judgments of U.S. courts against us or such persons predicated upon the civil liability provisions of the securities laws of the United States or any state. In addition, there is uncertainty as to whether such British Virgin Islands or PRC courts would be competent to hear original actions brought in the British Virgin Islands or China against us or such persons predicated upon the securities laws of the United States or any state.

ITEM 4. INFORMATION OF THE COMPANY

A. History and Development of the Company

Introduction and History

UMeWorld (the “Company”) was incorporated in August 8, 1997 in Delaware under its prior name AlphaRx Inc. The Company was re-domiciled to BVI and continued as a BVI registered company in January, 2013. On March 8, 2013, AlphaRx Inc. changed its name to UMeWorld Limited.

AlphaRx was a specialty pharmaceutical company dedicated to developing therapies to treat and manage pain. Prior to November, 2011, the business of the Company was focused on reformulating FDA approved and marketed drugs using its proprietary site-specific nano drug delivery technology. From 2000 until June 2011, substantial efforts and resources were devoted to understanding our nano drug delivery technology and establishing a product development pipeline that incorporated this technology with selected molecules. On November 4, 2011, the Company ceased all operations on its drug development business and adopted a new corporate development strategy that changed the business operation of the Company to digital media and digital education with an intense focus on China. On August 30, 2012, the Company acquired all of the issued and outstanding shares of UMeLook Holdings Limited (“UMeLook”), a digital media startup with an intense focus on China. The acquisition of UMeLook was completed as a share exchange through the issuance of 70,000,000 common shares of AlphaRx Inc. to the shareholders of UMeLook at a deemed price of \$0.30 per share in exchange for all of the issued and outstanding shares in the capital of UMeLook. There were no changes of control of our officers and Board of Directors as a result of the Transaction.

B. Business Overview

UMeWorld is an internet technology company with a focus on the K-12 education market in China. UMFun, the Company’s K-12 flagship product, is a cloud-based, patent-pending, adaptive learning and assessment platform that can intelligently analyze and adapt to a student’s performance and personalizes the delivery of proprietary educational items in accordance with the student’s learning needs. UMFun’s off-school version is made available to Chinese K-12 students through China Mobile, the world’s largest mobile service provider by network scale and subscriber base, serving over 801,000,000 customers.

UMFun is currently available to China Mobile’s subscription-based “AND! Education” platform in the Shanxi, Guangxi, Guizhou and Guangdong provinces, servicing over 16,000,000 paid subscribers. Established in 2003, China Mobile’s “AND! Education” K-12 subscription-based communication plat-form is the largest of its' kind in the world, used primarily by teachers, students, parents and schools through the provinces that China Mobile services. Currently, this platform has over 90,000,000 paid subscribers system-wide and generates over US\$2.1 billion in sales annually.

The kindergarten-to-grade-12 (K-12) educational system in China is the largest in the world, comprising approximately 200 million students. UMeWorld is on track to becoming a leading educational service provider in China.

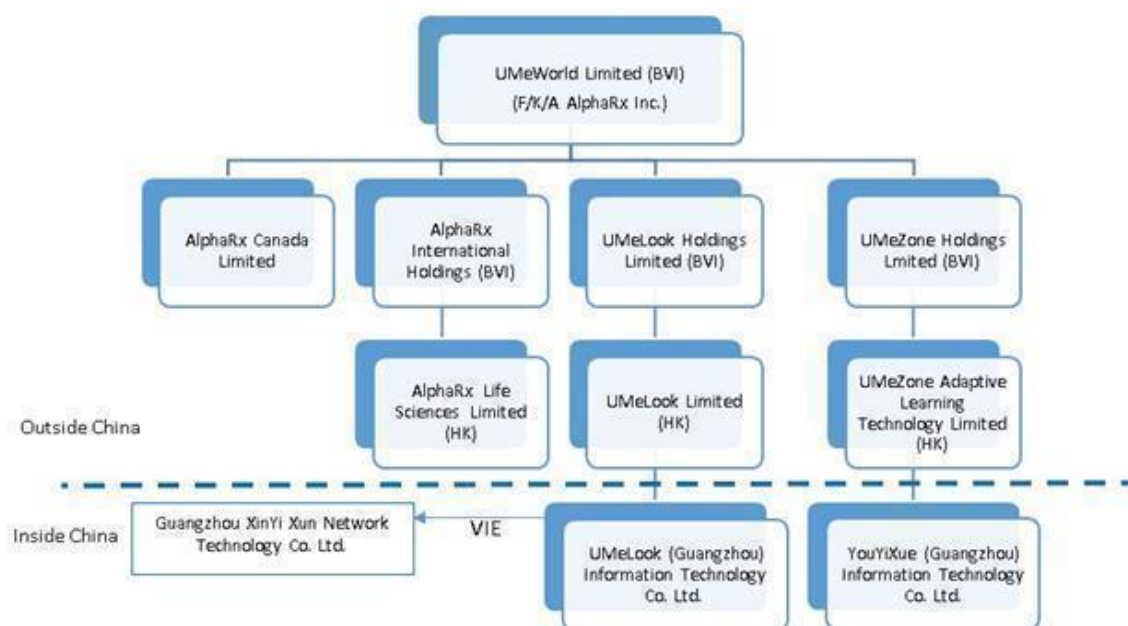
Our objective is to become the leading kindergarten to grade 12 education services platform, content provider and social networking system in China’s education sector. We intend to provide a range of services to government education authorities, schools, teachers, students and their parents. We have developed the UMFun Formative Assessment Item Bank, one of the most robust and comprehensive item banks available, is a repository of high-quality, standards-based item designed for us on district and classroom formative assessments to monitor and track student progress toward mastering standards. Using our item bank educators can:

- Evaluate student skills for placement early in the year
- Measure student progress toward provincial standards
- Provide targeted testing to identify students having difficulty with specific concepts
- Give students valuable test experience in preparation for provincial and national tests
- Assess student readiness for end-of-course or national tests

Our formative item bank consists of nearly 1,000,000 high-quality multiple choice and constructed response items aligned to provincial standards. The items in the bank cover the core subject areas of Chinese Language Arts, English Language and Mathematics.

C. Organizational Structure

The following diagram sets out details of our significant subsidiaries and Consolidated Affiliated Entity as of September 30, 2016:



Contractual Arrangements with Our Consolidated Affiliated Entity

We have been, and expect to continue to be, dependent on our PRC subsidiaries and consolidated affiliated entity to conduct our core businesses in China. Through one of our subsidiaries, we have entered into a series of contractual arrangements with our consolidated affiliated entity and its shareholders that are intended to provide us with the control over, and the economic benefits enjoyed by, our PRC-affiliated entity. Pursuant to the terms of these contractual arrangements:

- we effectively control our consolidated affiliated entity and its respective subsidiaries;
- substantially all of the economic benefits of our consolidated affiliated entity are transferred to us; and
- our PRC subsidiaries or their respective designees have an exclusive option to purchase all or substantially all of the equity interests in our consolidated affiliated entity, to the extent permitted under PRC law.

We believe the structure for operating our business in China (including our corporate structure and our contractual arrangements with our consolidated affiliated entity) complies with all applicable PRC laws, rules and regulations, and does not violate, breach, contravene or otherwise conflict with any applicable PRC laws, rules or regulations.

However, there are uncertainties regarding the interpretation and application of the relevant PRC laws, rules and regulations. Accordingly, there can be no assurance that the PRC regulatory authorities will not take a view that is contrary to our opinion. If a PRC government authority determines that our corporate structure, the contractual arrangements or the reorganization to establish our current corporate structure violates any applicable PRC laws, rules or regulations, the contractual arrangements will become invalid or unenforceable, and we could be subject to severe penalties and required to obtain additional governmental approvals from the PRC regulatory authorities.

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The following table sets out the details of our principal subsidiaries as of the date of this annual report:

Subsidiaries	Jurisdiction	Ownership Interest
UMeLook Holdings Limited	British Virgin Islands	100%
UMeZone Holdings Limited	British Virgin Islands	100%
AlphaRx International Holdings	British Virgin Islands	80%
AlphaRx Canada Limited	Canada	100%
AlphaRx Life Science Limited	Hong Kong	80%
UMeLook Limited	Hong Kong	100%
UMeZone Adaptive Learning Technology Limited	Hong Kong	100%
UMeLook (Guangzhou) Information Technology Co. Ltd.	China	100%
YouYiXue (Guangzhou) Information Technology Co. Ltd.	China	100%
Affiliated Entity Consolidated in our Financial Statements	Jurisdiction	
Guangzhou XinYiXun Network Technology Co. Ltd.	China	100%

D. Properties, Plants & Equipment

Our headquarters is located in Hong Kong SAR. We also leased additional office space in the city of Guangzhou and the city of Guiyang in China. Our principal executive offices are currently located at 31/F, Tower One, Times Square, Causeway Bay, Hong Kong. We lease our premises from unrelated third parties under non-cancelable operating lease agreements. Our leases typically have terms of one or two, although there are a few leases which have terms of three to four years, including the lease of our principal executive offices. The majority of our leases are due to expire during 2019.

Our servers are primarily hosted at internet data centers owned by major domestic internet data center providers. The hosting services agreements typically have terms of one year. We believe that we will be able to obtain adequate facilities, principally through leasing, to accommodate our future expansion plans.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with the consolidated financial statements and the related notes included elsewhere in this annual report on Form 20-F. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results and the timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under “Item 3.D. Key Information—Risk Factors” and elsewhere in this annual report on Form 20-F.

Overview of Results of Operations

The following tables summarize the results of operations for the years ended September 30, 2016 and 2015 and the quarterly results of operations for the past two years:

Year Ended September 30	2016		2015	
	\$		\$	
Net Sales	0		0	
Net Loss	(1,768,697)		(1,369,056)	
Net Loss Per Share	(0.0198)		(0.0154)	

Three Months Ended	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31
	2016		2016		2015		2015	
	\$		\$		\$		\$	
Net Sales	0	0	0	0	0	0	0	0
Net Income (Loss)	(528,475)	(598,860)	(396,142)	(245,220)	(384,775)	(474,750)	(296,594)	(212,937)
Net Income (Loss) per Share (1)	(0.0059)	(0.0067)	(0.0044)	(0.0028)	(0.0043)	(0.0054)	(0.0033)	(0.0024)

NOTE

(1) Net Loss per share on a quarterly basis does not equal net Loss per share for the annual periods due to rounding.

RESULTS OF OPERATIONS

Year ended September 30, 2016 as compared to year ended September 30, 2015

Revenues

Revenues totaled \$0 for the year ended September 30, 2016 as compared to \$0 generated for the year ended September 30, 2015.

General and Administrative Expenses

General and administrative expenses were \$1,034,608 for the year ended September 30, 2016 as compared to \$765,691 incurred for the same period a year ago, an increase of \$268,917 or about 35.12%. This increase primarily resulted from increases in stock based compensation and marketing expenses.

Stock based compensation was \$566,760 for the year ended September 30, 2016 as compared to \$485,912 in 2015, an increase of \$80,848 or 16.64%. There are no further amounts remaining to be amortized related to warrants or options as at September 30, 2016. We anticipate issuance of additional options and warrants in the future, which may result in stock based compensation expense and warrant amortization expense.

General and administrative salary and consulting fees totaled \$585,239 for the year ended September 30, 2016 as compared to \$550,798 incurred for the same period a year ago, an increase of \$34,441 or about 6.25%, due mainly to the increase of headcount-related expenses.

We incurred \$10,079 in investor relations expenses for the year ended September 30, 2016 as compared to \$15,382 incurred in the same period a year ago, a decrease of \$5,303 or about 34.48%.

We realized a foreign exchange loss of \$25,434 for the year ended September 30, 2016 as compared to a foreign exchange gain of \$160,312 generated during the same period a year ago, a decrease of \$185,746 between years. The increase was due to the depreciation of CAD against USD for the year ended September 30, 2016.

We incurred travel expenses of \$53,067 for the year ended September 30, 2016 as compared to \$45,093 incurred during the same period a year ago, an increase of \$7,974 or about 17.68%.

Goodwill Impairment

We recorded no non-cash or goodwill impairment charge for the fiscal year ended September 30, 2016 and 2015.

Depreciation Expense

Depreciation expense totaled \$4,577 for the year ended September 30, 2016 as compared to \$4,793 incurred for the same period a year ago, a decrease of \$216 or about 4.5%.

Interest Expense

We incurred \$146,605 in net interest expense during 2016 as a result of our borrowings and the issuance of promissory notes yielding interest ranging from 10% - 12% per annum. This compares to \$119,102 incurred during 2015 an increase of \$27,503 or about 23.09%. We will continue to seek funding in the form of Promissory Notes, which will result in ongoing interest expense until more permanent equity financing or other forms of funding are sourced.

Loss from Continuing Operations and Net Loss

As a result of the above revenues and expenses, we incurred a loss from continuing operations of \$1,768,095 for the year ended September 30, 2016 as compared to \$1,370,750 incurred loss for the same period a year ago, an increase of \$397,345 or about 28.99%.

Cumulative Translation Adjustment and Comprehensive Loss

The cumulative translation adjustment (“CTA”) stems from unrealized foreign exchange gains and losses resulting from translation of foreign currency subsidiaries into U.S. dollars. Although the CTA is reflected in the statement of operations, it is reflected after the net loss and flows into stockholders’ equity/ (deficiency) directly. The CTA was a \$752 loss for the year ended September 30, 2016 as compared to a gain of \$2,118 for the year ended September 30, 2015. Netting the CTA against the Net Loss for the year results in comprehensive loss of \$1,768,847 for the year ended September 30, 2016 as compared to a comprehensive loss of \$1,368,632 incurred for the year ended September 30, 2015.

Liquidity And Capital Resources

At September 30, 2016, we had working capital deficiency of approximately \$1,062,664 as compared to a working capital deficiency of \$601,434 as at September 30, 2015. Since inception, we have financed operations primarily from the issuance of Common Stock. We expect to continue Common Stock issuances and issuance of promissory notes to fund our ongoing activities.

We currently do not have sufficient resources to carry out our entire business strategy. Therefore, we will need to raise additional capital to fund our operations sometime in the future. We cannot be certain that any financing will be available when needed. Any additional equity financings will be dilutive to our existing stockholders, and debt financing, if available, may involve restrictive covenants on our business and also the issuance of warrants or conversion features which may further dilute our existing stockholders.

We expect to continue to spend capital on:

1. development, sales and marketing activities related to UMFun, our digital education platform;
2. expansion into the private tutoring business; and
3. expansion into the English language training & test prep business.

The inability to raise capital would have a material adverse effect on the Company.

Off Balance Sheet Arrangements

We do not have any off balance sheet arrangements that are material and which, in our opinion, could become material in the future.

Contractual Obligations and Commitments

Excluding accounts payable and accrued liabilities, the Company is committed to the following contractual obligations and commitments.

	2013	2014	2015	2016	2017
Operating Lease Obligations	\$ 10,288	\$ 9,818	\$ 28,900	\$ 13,583	13,583
Notes Payable (1)	941,616	1,328,516	1,556,318	2,112,101	2,112,101
Total	\$ 951,904	\$ 1,338,334	\$ 1,585,218	\$ 2,125,684	2,125,684

(1) These notes are unsecured and include accrued interest accruing at rates ranging from 8% -12% per annum.

Certain Factors that may Affect Future Results

Certain of the information contained in this document constitutes “forward-looking statements”, including but not limited to those with respect to the future revenues, our development strategy, involve known and unknown risks, uncertainties, and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the risks and uncertainties associated with a drug delivery company including a history of net losses, unproven technology, lack of manufacturing experience, current and potential competitors with significant technical and marketing resources, need for future capital and dependence on collaborative partners and on key personnel. Additionally, we are subject to the risks and uncertainties associated with all drug delivery companies, including compliance with government regulations and the possibility of patent infringement litigation, as well as those factors disclosed in our documents filed from time to time with the United States Securities and Exchange Commission.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

The following table sets forth the names and ages of our current directors and executive officers, their positions and the date each such person became a director or executive officer. Executive officers are elected annually by our Board of Directors. Each executive officer holds his office until he resigns, is removed by the Board or his successor is elected and qualified. Directors are elected annually by our stockholders at the annual meeting. Each director holds his office until his successor is elected and qualified or his earlier resignation or removal.

The following persons are the directors and executive officers of our company:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Term</u>
Michael M. Lee	53	Chairman of the Board of Directors, Chief Executive Officer	Since 8/8/1997
Sandro Persia	45	Secretary/Treasurer	Since 8/8/1997
Dr. David Milroy	64	Director	Since 4/15/2003
Dr. Ford Moore	64	Director	Since 4/15/2003

Michael M. Lee: Mr. Lee is a founder of the Company. Mr. Lee has over 15 years of business experience in the areas of high tech development, marketing and corporate finance. Mr. Lee holds a B.Sc. in Applied Mathematics from the University of Western Ontario. Mr. Lee founded the company in August 1997.

Sandro Persia: Mr. Persia joined Logic Tech Corp. in 1989 as Marketing Manager and promoted to Vice President in 1996. Mr. Persia has extensive business experience in high tech marketing and sales. Mr. Persia holds a diploma in business administration from Seneca College based in Toronto.

David Milroy, D.D.S. M.R.C.D. (C): Dr. Milroy is a Certified Oral & Maxillofacial Surgeon and has been in private practice in Richmond Hill, Woodbridge, and Port Hope, Ontario for the past twenty years. He graduated from the University of Toronto, Faculty of Dentistry with a Doctor of Dental Surgery degree in 1976 and a Residency in Oral & Maxillofacial Surgery at the University of Toronto, Toronto General and Toronto Doctor's Hospitals in 1982.

Ford Moore, D.D.S. F.R.C.D. (C): Dr. Moore is a certified Oral & Maxillofacial Surgeon, is engaged in a full-time private practice in Newmarket, Ontario that he established in 1981. Dr. Moore graduated from the University of Toronto with a Doctor of Dental Surgery degree in 1976, and completed a hospital Residency in Oral Surgery and Anesthesia at Toronto General Hospital, Toronto Doctor's Hospital and the University of Toronto in 1980.

All directors will hold office until the next annual stockholder's meeting and until their successors have been elected or qualified or until their death, resignation, retirement, removal, or disqualification. Vacancies on the board will be filled by a majority vote of the remaining directors. Officers of the Company serve at the discretion of the board of directors.

B. Compensation of Directors and Executive Officers

Our directors did not receive any compensation for the year ended September 30, 2016 or 2015. Directors are reimbursed for direct out-of-pocket expenses for attendance at meetings of the Board of Directors and for expenses incurred for and on behalf of the Company.

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Summary of Executive Compensation

The table below summarizes the compensation received by the Company's Chief Executive Officer for the fiscal years ended September 30, 2016, 2015 and 2014 and any other executive officer of the Company who received compensation in excess of \$40,000 for services rendered during any of those years ("named executive officers").

<u>NAME AND PRINCIPAL POSITION</u>	<u>YEAR</u>	<u>SALARY (\$)</u>	<u>BONUS (\$)</u>	<u>LONG TERM COMPENSATION SECURITIES UNDERLYING OPTION (#)</u>
Michael M. Lee	2016	120,000	0	0
President & C.E.O.	2015	120,000	0	0
	2014	120,000	0	4,000,000

Summary of Stock Plans

2013 Share Incentive Plan

Our board of directors adopted the 2013 Share Incentive Plan, or the 2013 Plan, which became effective in July 2013. A total of 17,000,000 common shares of our company are reserved for issuance under the 2013 Plan. A general description of the terms of the 2013 Plan is set forth below:

Plan Administration. Our board of directors or one or more committees appointed by our board acts as of the administrator of the 2013 Plan.

Award Document. Awards granted under the 2013 Plan are evidenced by an award document that sets forth the terms and conditions applicable to each of these awards, as determined by the administrator in its sole discretion.

Termination of the 2013 Plan. Without further action by our board of directors, the 2013 Plan will terminate in July 2023. Our board of directors may amend, suspend or terminate the 2013 Plan at any time, provided, however, that our board of directors must first seek the approval of the participants of the 2013 Plan if such amendment, suspension or termination would materially adversely affect the rights of participants with respect to any of their existing awards.

Granted Options. As of September 30, 2016, we had granted options to purchase an aggregate of 14,750,000 ordinary shares to our directors, officers and employees, all granted options are outstanding. Among these options:

- Options to purchase 2,000,000 ordinary shares have an exercise price of \$0.20 per share and are subject to a two-year vesting schedule, with 50% vesting on July 22, 2015 and 2016, respectively;
- Options to purchase 12,750,000 ordinary shares have an exercise price of \$0.15 per share and are subject to a four-year vesting schedule, with 25% vesting on July 22, 2015, 2016, 2017 and 2018, respectively.

C. Board Practices

Duties of Directors

Under British Virgin Islands Law, our directors have a statutory duty of loyalty to act honestly in good faith with a view to our best interests. Our directors also have a duty to exercise the care, diligence and skills that a reasonably prudent person would exercise in comparable circumstances. In fulfilling their duty of care to us, our directors must ensure compliance with our amended and restated memorandum and articles of association. A shareholder has the right to seek damages if a duty owed by our directors is breached.

The functions and powers of our board of directors include, among others:

- convening shareholders' annual general meetings and reporting its work to shareholders at such meetings;
- issuing authorized but unissued shares;
- declaring dividends and distributions;
- exercising the borrowing powers of our company and mortgaging the property of our company;
- approving the transfer of shares of our company, including the registering of such shares in our share register; and
- exercising any other powers conferred by the shareholders' meetings or under our amended and restated memorandum and articles of association.

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Board of Directors Committees

We were not able to attract an independent director with financial experience to sit on our board. Based on the size of the organization, however, effective controls over financial reporting and internal financial controls can still be effectively maintained without an audit committee. The board of directors has not yet established a compensation committee.

Audit Committee

Although its By-laws provide for the appointment of one, the Company is not yet required to have an Audit Committee as a result of the fact that our common stock is not considered a “listed security” as defined in Rule 10A-3 of the Exchange Act. There are currently no audit committee members that meet the criteria of “Financial Expert”, however the company is actively working to appoint a “Financial Expert” in the current year.

Terms of Directors and Officers

Our officers are elected by and serve at the discretion of the board of directors. Our directors are not subject to a term of office and hold office until such time as they resign or are removed from office by ordinary resolution or the unanimous written resolution of all shareholders. A director will be removed from office automatically if, among other things, the director (1) becomes bankrupt or makes any arrangement or composition with his creditors; or (2) dies or is found by our company to be or becomes of unsound mind.

D. Employees

We have 33 full time employees. None of our staff is represented by a collective bargaining agreement, nor have we experienced any work stoppage. We believe that our relations with our staff are good.

E. Share Ownership

The following table sets forth information with respect to ownership of the Company’s securities by its officers and directors and by any person (including any “group”) who is the beneficial owner of more than 5% of the Company’s Common Stock. The total number of shares authorized is 250,000,000 shares of Common Stock, each of which has a par value of \$0.0001. As of September 30, 2016 there were 89,336,000 shares of Common Stock issued and outstanding.

Name	Shares Beneficially Owned	
	Number	Percentage
Directors & Executive Officers		
Michael Lee	3,876,774	4.34%
Ford Moore	911,636	1.02%
David Milroy	700,000	0.78%
Sandro Persia	3,600	0.004%
All Directors and Executive Officers as a group	5,492,010	6.15%
5% or More Beneficial Owner		
Vago International Limited(1)	56,000,000	62.68%
Yan Zeng	5,500,000	6.16%

(1) Vago International Limited is owned by Yee W. Chu

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTION

A. Major Shareholders

Please refer to Item 6E. “Share Ownership.”

B. Related Party Transactions

Contractual Arrangements with Respect to Our Consolidated Affiliated Entities

We conduct our operations in China principally through contractual arrangements with our PRC subsidiary, our consolidated affiliated entity in China, and their respective shareholders. See Item 4.C. “Organizational Structure.”

Loans from our CEO & directors

Mr. Lee, CEO and directors loaned us \$155,429 during the year ended September 30, 2016. Interest accrued on all loans outstanding to Mr. Lee totaled \$37,863 as of September 30, 2016.

Except as disclosed above, during the past two years, there have been no other material transactions, series of similar transactions or currently proposed transactions, to which the Company was or is to be a party, and in which any director or executive officer, or any security holder who is known to the Company to own of record or beneficially more than five percent of the Company’s Common Stock, or any member of the immediate family of any of the foregoing persons, had a material interest.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

See Item 18 “Financial Statements.”

Dividend Policy

Since the incorporation of our company, we have not declared or paid any dividends on our common shares. We have no present plan to declare or pay any dividends on our common shares in the foreseeable future. We currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business.

We are a holding company incorporated in the British Virgin Islands. Although we have not received any to date, we may in the future rely on dividends from our subsidiaries in the PRC. Current PRC regulations permit our subsidiaries to pay dividends to us only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, our subsidiaries in the PRC are required to set aside a certain amount of their accumulated after-tax profits each year, if any, to fund certain statutory reserves. These reserves may not be distributed as cash dividends. Further, if our subsidiaries in the PRC incur debt on their own behalf, the instruments governing the debt may restrict their ability to pay dividends or make other payments to us.

Under the previous PRC tax law, dividend payments to foreign investors made by FIEs, such as our PRC subsidiaries, were exempt from PRC withholding tax. Pursuant to the EIT Law that became effective on January 1, 2008, as well as the related implementation rules and other recently issued regulations, dividends payable by an FIE to its foreign investors are subject to a 10% withholding tax (unless the foreign investor’s jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement). Distributions made from pre-January 1, 2008 retained earnings will not be subject to the withholding tax.

Our board of directors has complete discretion as to whether to distribute dividends, subject to the approval of our shareholders. Even if our board of directors decides to pay dividends, the form, frequency and amount will depend upon our future operations and earnings, capital requirements and surplus, our general financial condition, contractual restrictions and other factors that the board of directors may deem relevant. Cash dividends on our common shares, if any, will be paid in U.S. dollars.

Legal Proceedings

We are currently not a party to, and we are not aware of any threat of, any legal, arbitral or administrative proceedings, which, in the opinion of our management, is likely to have a material and adverse effect on our business, financial condition or results of operations. We may from time to time become a party to various legal, arbitral or administrative proceedings arising in the ordinary course of our business.

B. Significant Changes

Except as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

ITEM 9. THE OFFER AND LISTINGS

A. Offering and Listing Details

See “—C. Markets”

B. Plan of Distribution

Not applicable.

C. Markets

Our Common Stock is traded over-the-counter and its quotations are carried by the OTC Market Group.

The following table sets forth the range of high and low bid quotations for our Common Stock for the periods indicated from sources we deem reliable.

		<u>High \$</u>	<u>Low \$</u>
Fourth Quarter	(Ended September 30, 2016)	0.42	0.30
Third Quarter	(Ended June 30, 2016)	0.42	0.25
Second Quarter	(Ended March 31, 2016)	0.33	0.25
First Quarter	(Ended December 31, 2015)	0.49	0.31
Fourth Quarter	(Ended September 30, 2015)	0.49	0.30
Third Quarter	(Ended June 30, 2015)	0.45	0.27
Second Quarter	(Ended March 31, 2015)	0.32	0.24
First Quarter	(Ended December 31, 2014)	0.28	0.18

The foregoing quotations reflect inter-dealer prices without retail mark-up, markdown or commissions and may not necessarily represent actual transactions. Records of our stock transfer agent indicate that as of September 30, 2016 there were approximately 63 record holders of our Common Stock. This does not include an indeterminate number of stockholders who may hold their shares in "street name" or in nominee form.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

We are a British Virgin Islands company and our affairs are governed by our memorandum and articles of association, the Companies Law of the British Virgin Islands, or the Companies Law, and the common law of the British Virgin Islands.

C. Material Contracts

We have not entered into any material contracts other than in the ordinary course of business and other than those described in “Item 4. Information of the Company” or elsewhere in this annual report.

D. Exchange Controls

Regulation of Foreign Exchange

China’s government imposes restrictions on the convertibility of the Renminbi and on the collection and use of foreign currency by Chinese entities. Under current regulations, the Renminbi is convertible for current account transactions, which include dividend distributions, interest payments, and the import and export of goods and services. Conversion of Renminbi into foreign currency and foreign currency into Renminbi for capital account transactions, such as direct investment, portfolio investment and loans, however, is still generally subject to the prior approval of the PRC State Administration of Foreign Exchange, or SAFE.

Under current Chinese regulations, Foreign-Invested Enterprises such as our Chinese subsidiaries are required to apply to SAFE for a Foreign Exchange Registration Certificate for Foreign-Invested Enterprise. With such a foreign exchange registration certificate (which is subject to review and renewal by SAFE on an annual basis), a foreign-invested enterprise may open foreign exchange bank accounts at banks authorized to conduct foreign exchange business by SAFE and may buy, sell and remit foreign exchange through such banks, subject to documentation and approval requirements. Foreign-invested enterprises are required to open and maintain separate foreign exchange accounts for capital account transactions and current account transactions. In addition, there are restrictions on the amount of foreign currency that foreign-invested enterprises may retain in such accounts.

The value of the Renminbi against the U.S. dollar and other currencies is affected by, among other things, changes in China’s political and economic conditions and China’s foreign exchange policies. The People’s Bank of China regularly intervenes in the foreign exchange market to limit fluctuations in Renminbi exchange rates and achieve policy goals.

Dividend Distributions

We have adopted a holding company structure, and our holding companies may rely on dividends and other distributions on equity paid by our current and future Chinese subsidiaries for their cash requirements, including the funds necessary to service any debt we may incur or financing we may need for operations other than through our Chinese subsidiaries. Chinese legal restrictions permit payments of dividends by our Chinese subsidiaries only out of their accumulated after-tax profits, if any, determined in accordance with Chinese accounting standards and regulations. Our Chinese subsidiaries are also required under Chinese laws and regulations to allocate at least 10% of their after-tax profits determined in accordance with PRC GAAP to statutory reserves until such reserves reach 50% of the company’s registered capital. Allocations to these statutory reserves and funds can only be used for specific purposes and are not transferable to us in the form of loans, advances or cash dividends.

E. Taxation

British Virgin Islands Taxation

In the BVI there are no taxes on profits, income or dividends, nor is there any capital gains tax, estate duty or death duty. Profits can be accumulated and it is not obligatory for a company to pay dividends. Stamp duty is not chargeable in respect of the incorporation, registration or licensing of an exempted company, nor, subject to certain minor exceptions, on their transactions.

People's Republic of China Taxation

On March 16, 2007, the National People's Congress, the PRC legislature, enacted the Enterprise Income Tax Law, or the New EIT Law which became effective on January 1, 2008, and on December 6, 2007, the State Council promulgated the Implementation Rules to the Enterprise Income Tax Law, or the Implementation Rules, which also became effective on January 1, 2008. Under the New EIT Law and its Implementation Rules, foreign-invested enterprises and domestic companies are subject to a uniform enterprise income tax rate of 25%, unless otherwise specified.

In addition, dividends payable to foreign investors by PRC resident enterprises are subject to a PRC withholding tax at the rate of 10% unless the foreign investor's jurisdiction of incorporation has a tax treaty with the PRC that provides for a preferential withholding arrangement. Pursuant to the Double Taxation Arrangement (Hong Kong), which became effective on December 8, 2006, the withholding tax may be lowered to 5% if the PRC enterprise is at least 25% directly held by a Hong Kong enterprise. According to Circular 601, non-resident enterprises that cannot provide valid supporting documents as to "beneficial ownership" may not be approved to enjoy tax treaty benefits, and the term "beneficial owners" refers to individuals, companies or other organizations normally engaged in substantive operations. These rules also expressly exclude a "conduit company," or a company established for the purposes of avoiding or reducing tax obligations or transferring or accumulating profits and not engaged in substantive operations, such as manufacturing, sales or management, from being deemed a beneficial owner. As a result, dividends from our PRC subsidiaries paid to us through our Hong Kong subsidiaries may be subject to a reduced withholding tax rate of 5% if our Hong Kong subsidiaries are determined to be Hong Kong tax residents and beneficial owners under the Double Taxation Arrangement (Hong Kong).

Under the New EIT Law, enterprises organized under the laws of jurisdictions outside China with their "de facto management bodies" located within China may be considered PRC resident enterprises and therefore subject to PRC enterprise income tax at the rate of 25% on their worldwide income. The Implementation Rules define the term "de facto management body" as the management body that exercises substantial and overall control and management over the business, personnel, accounts and properties of an enterprise. Circular 82 sets out certain specific criteria for determining the location of the "de facto management bodies" of an enterprise registered outside of the PRC and funded by Chinese enterprises as controlling investors, or a Chinese Controlled Enterprise. Under Circular 82, a Chinese Controlled Enterprise shall be considered a resident enterprise if all of the following applies:

- 1) the Chinese Controlled Enterprise's major management department and personnel who are responsible for carrying out daily operations are located in the PRC;
- 2) the department or the personnel who have the right to decide or approve the Chinese Controlled Enterprise's financial and human resource matters are located in the PRC;
- 3) the major assets, account book, company seal and meeting minutes of the Chinese Controlled Enterprise are located or stored in the PRC; and
- 4) the directors or management personnel holding no less than 50% voting rights of the Chinese Controlled Enterprise habitually reside in the PRC.

Since the Company is not controlled by a PRC enterprise or a PRC enterprise group, it remains unclear whether the standards set out in the SAT Circular 82 will apply or be cited for reference when considering whether the "de facto management bodies" of the Company and its overseas subsidiaries are in the PRC or not. Furthermore, we do not believe that any of our offshore entities meet all of the conditions detailed above, as the key assets and records for these entities, including the resolutions of their respective board of directors and the resolutions of their respective shareholders, are located and maintained outside of the PRC. While we do not currently consider our company or any of our overseas subsidiaries to be a PRC resident enterprise, there is a risk that the PRC tax authorities may deem our company or any of our overseas subsidiaries as a PRC resident enterprise since a substantial majority of the members of our management team as well as the management team of some of our offshore holding companies are located in China. If the PRC tax authorities determine that our British Virgin Islands holding company is a "resident enterprise" for PRC enterprise income tax purposes, a number of unfavorable PRC tax consequences could follow. For example, a 10% withholding tax may be imposed on dividends we pay to our non-PRC enterprise shareholders and, with respect to gains derived by our non-PRC enterprise shareholders, from transferring our shares. It is unclear whether, if we are considered a PRC resident enterprise, holders of our shares would be able to claim the benefit of income tax treaties or agreements entered into between China and other countries or areas.

Pursuant to the New EIT Law, if a non-resident enterprise derives China-sourced income, such as dividends or capital gains, that income is subject to EIT, in the form of a withholding tax. The SAT issued the Interim Measures for Administration of Withholding EIT for Non-Resident Enterprise, effective from January 1, 2009. According to the measures, the entity or individual with the legal or contractual obligation to remit income to the non-resident enterprise is deemed as a withholding agent. The withholding agent must withhold the EIT at the time the relevant payment is made or due to be made and pay the tax within seven days from the date of withholding. Noncompliance with the prescribed procedures by a PRC withholding agent and failure of the non-resident enterprise to pay the applicable EIT must be rectified within a designated period and could result in a fine.

F. Dividends and Paying Agents

Not Applicable.

The future sale of presently outstanding "unregistered" and "restricted" Common Stock of the Company by present members of management and persons who own more than five percent of the outstanding voting securities of the Company may have an adverse effect on the public market for our Common Stock.

G. Statement by Experts

Not Applicable

H. Documents on Display

We are subject to the periodic reporting and other informational requirements of the Exchange Act. Under the Exchange Act, we are required to file reports and other information with the SEC. Specifically, we are required to file annually a Form 20-F within four months after the end of each fiscal year. Copies of reports and other information, when so filed, may be inspected without charge and may be obtained at prescribed rates at the public reference facilities maintained by the SEC at Judiciary Plaza, 100 F Street, N.E., Washington, D.C. 20549, and at the regional office of the SEC located at Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. The public may obtain information regarding the Washington, D.C. Public Reference Room by calling the Commission at 1-800-SEC-0330. The SEC also maintains a web site at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

I. Subsidiary Information

For a listing of our subsidiaries, see "Item 4. Information of the Company - C. Organizational Structure."

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have not entered into market risk sensitive instruments for any purposes.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

Not applicable.

PART II

ITEM 13. DEFAULT, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITIES HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our “disclosure controls and procedures,” as such term is defined in Rules 13a-15e promulgated under the Exchange Act as of this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were ineffective as of the end of the period covered by this report to provide reasonable assurance that material information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms.

Management is aware that there is a lack of segregation of certain duties at the Company due to the small number of employees with responsibility for general administrative and financial matters. This constitutes a deficiency in financial reporting. However, at this time, management has decided that considering the employees involved and the control procedures in place, the risks associated with such lack of segregation of duties are insignificant and the potential benefits of adding additional employees to clearly segregate duties do not justify the additional expenses associated with such increases. Management will periodically reevaluate this situation. If the volume of business increases and sufficient capital is secured, it is the Company’s intention to further increase staffing to mitigate the current lack of segregation of duties within the general, administrative and financial functions.

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f), and for the assessment of the effectiveness of internal control over financial reporting. As defined by the Securities and Exchange Commission, internal control over financial reporting is a process designed by, or under the supervision of, our principal executive officer and principal financial officer and effected by our Board, management, and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements in accordance with U.S. generally accepted accounting principles.

Our internal control over financial reporting is supported by policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the consolidated financial statements in accordance with U.S. generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the consolidated financial statements.

Management’s Annual Report on Internal Control over Financial Reporting

Management assessed our internal control over financial reporting as of September 30, 2016, the end of our fiscal year. Management based its assessment on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Management’s assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of those controls.

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Based on this assessment, management has concluded that as of September 30, 2016, our internal control over financial reporting was ineffective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Our report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only Management's report in this Form 20-F.

Management is aware that we have a lack of segregation of certain duties due to the small number of employees with responsibility for general administrative and financial matters. This constitutes a deficiency in financial controls. However, at this time, management has decided that considering the employees involved and the control procedures in place, the risks associated with such lack of segregation of duties are insignificant and the potential benefits of adding additional employees to clearly segregate duties do not justify the expenses associated with such increases. Management will periodically reevaluate this situation. If the volume of business increases and sufficient capital is secured, it is our intention to further increase staffing to mitigate the current lack of segregation of duties within the general, administrative and financial functions.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected. Such limitations include the fact that human judgment in decision-making can be faulty and that breakdowns in internal control can occur because of human failures, such as simple errors or mistakes or intentional circumvention of the established process.

Changes in Internal Control over Financial Reporting

During the year ended September 30, 2016, there were no changes in our internal controls over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that was conducted during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16. [RESERVED]

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors does not have a member that qualifies as an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K.

ITEM 16B. CODES OF ETHICS

We have not adopted a formal code of ethics at this time, as our focus has been on our product development and enhancement. We do follow what are considered proper business ethics and labour law in China and Hong Kong ensures that our employees are treated with a minimum standard of care and consideration.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees: For the year ended September 30, 2016 we incurred \$30,000 in external audit fees, and quarterly reviews in connection with statutory and regulatory filings to our principal accountants as compared to approximately \$45,000 for the year ended September 30, 2015.

Audit-Related Fees: For the years ended September 30, 2016 and 2015 we incurred no fees for assurance and related services by the principal accountant.

Tax Fees: For the year ended September 30, 2016 and September 30, 2015 we incurred NIL tax fees with our principal accountants.

All Other Fees: For the year ended September 30, 2016 we incurred NIL in other fees with our principal accountants.

Audit Committee's Pre-Approval Policies and Procedures: The Company currently does not have a designated Audit Committee, and accordingly, the Company's Board of Directors policy is to pre-approve all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services and other services. The independent auditors and management are required to periodically report to the Company's Board of Directors regarding the extent of the services to be provided. Pre-approval is generally provided prior to the service commencing.

ITEM 16D. EXEMPTION FROM THE LISTING STANDARDS FOR AUDIT COMMITTEE

Not Applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

None.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

On January 19, 2017, UMeWorld Limited (“the Company”) engaged Anthony Kam & Associates Ltd. (“AKAM”) as the Company’s independent registered public accounting firm for the Company’s fiscal years ended September 30, 2014, 2015 and 2016, and dismissed Centurion ZD CPA Limited (formerly known as DCAW (CPA) Limited and successor of AWC (CPA) Limited) (“Centurion”) as the Company's independent registered public accounting firm.

The audit reports of Centurion and its predecessor on the consolidated financial statements of the Company for the years ended September 30, 2015, and 2014 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles except that the reports for both years indicated that the Company has suffered recurring operating losses, and is dependent upon its stockholders to provide sufficient working capital to meet its obligations and sustain its operations. Accordingly, such reports indicated that there was substantial doubt as to the Company’s ability to continue as a going concern and that the financial statements did not include any adjustments that might result from the outcome of this uncertainty.

In connection with the audits of the Company’s consolidated financial statements for the fiscal years ended September 30, 2015 and 2014 and through the date of this Current Report on Form 6K, there were (i) no disagreements between the Company and Centurion on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, any of which, if not resolved to Centurion’s satisfaction, would have caused Centurion to make reference thereto in their reports, and (ii) no “reportable events” requiring disclosure pursuant to Item 16F(a)(1)(v) of the instructions to Form 20F in connection with the Company’s annual report on Form 20F.

During the Company’s most recent two fiscal years and through the subsequent interim period on or prior to January 19, 2017, neither the Company nor anyone on its behalf has consulted with AKAM on either (a) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company’s financial statements, or (b) any matter that was the subject of a disagreement, as that term is defined in Item 16F(a)(1)(iv) of Form 20F (and the related instructions thereto) or a reportable event as set forth in Item 16F(a)(1)(v) (A) through (D) of Form 20F.

ITEM 16G. CORPORATE GOVERNANCE

Not Applicable.

ITEM 16H. MINE SAFETY DISCLOSURE

Not Applicable.

PART III

ITEM 17. FINANCIAL STATEMENTS

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

The consolidated financial statements of UMeWorld Limited, its subsidiaries and its variable interest entity are included at the end of this annual report.

ITEM 19. EXHIBITS

The following exhibits are incorporated by reference.

Exhibit No.	Description of Document
3(i)(a)	Memorandum of Association and Articles of Association of AlphaRx, Inc., a BVI Corporation (incorporated by reference to the Form 8-K filed on April 15, 2013).
3(i)(b)	Certificate of Name Change to UMeWorld Limited (incorporated by reference to the Form 8-K filed on April 15, 2013).
3(i)(c)	Amended Memorandum and Articles of Association of UMeWorld Limited (incorporated by reference to the Form 6-K filed on May 24, 2013).
3(i)(d)	Certificate of Name Change to UMeWorld Limited (incorporated by reference to the Form 6-K filed on May 25, 2013).
10.4	2013 Share Incentive Plan adopted July 1, 2013 (incorporated by reference to the Form 6-K filed on August 19, 2013)
10.5	2013 Incentive Bonus Plan adopted July 1, 2013 (incorporated by reference to the Form 6-K filed on August 19, 2013)
12.1	Certification of C.E.O. Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2	Certification of Interim C.F.O. Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1	Certification of Michael Lee pursuant to Section 1350 of Chapter 63 of Title 18 United States Code.
13.2	Certification of Michael Lee pursuant to Section 1350 of Chapter 63 of Title 18 United States Code.
101.INS **	XBRL Instance Document
101.SCH **	XBRL Taxonomy Extension Schema Document
101.CAL **	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF **	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB **	XBRL Taxonomy Extension Label Linkbase Document
101.PRE **	XBRL Taxonomy Extension Presentation Linkbase Document

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UMEWORLD LIMITED

DATED: February 13, 2017

By: /s/ Michael M. Lee
Michael M. Lee
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant, in the capacities, and on the dates, indicated.

UMEWORLD LIMITED

Directors:

DATED: February 13, 2017

By: /s/ Michael M. Lee
Michael M. Lee
Director and Chairman of the Board

By: /s/ David Milroy
David Milroy
Director

By: /s/ Ford Moore
Ford Moore
Director

UMEWORLD LIMITED
CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2016, 2015 AND 2014

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
UMeWorld Limited (“the Company”)

We have audited the accompanying consolidated balance sheets of UMeWorld Limited (incorporated in the State of Delaware and re-domiciled to the British Virgin Islands), formerly known as AlphaRx Inc., as at September 30, 2016, 2015 and 2014, and the related consolidated statements of operations and comprehensive loss, cash flows and stockholders’ deficiency for the years then ended. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of UMeWorld Limited as at September 30, 2016, 2015 and 2014, and the results of its operations and its cash flows for the years then ended in accordance with generally accepted accounting principles in the United States of America.

The company is not required to have nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company’s internal controls over financial reporting. Accordingly, we express no such opinion.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has suffered recurring losses from operations that raise substantial doubt about its ability to continue as a going concern. Management’s plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Should the Company be unable to continue as a going concern, certain assets and liabilities will have to be adjusted to their liquidation values.

Hong Kong, China
February 10, 2017

Anthony Kam & Associates Limited
Certified Public Accountants

UMEWORLD LIMITED
CONSOLIDATED BALANCE SHEETS
AS AT SEPTEMBER 30, 2016, 2015 AND 2014
(All amounts in US Dollars)

	<u>2016</u>	<u>2015</u>	<u>2014</u>
CURRENT ASSETS			
Cash and Cash Equivalents	\$ 46,301	\$ 351,058	\$ 845,084
Accounts Receivable (Note 3)	265	262	440
Deposit	8,749	9,357	10,286
Prepayment	27,472	30,842	1,428
TOTAL CURRENT ASSETS	<u>82,787</u>	<u>391,519</u>	<u>857,238</u>
NON-CURRENT ASSETS			
Property, Plant and Equipment, net (Note 4)	5,879	10,874	15,706
Loan Receivable	-	-	1,016
Deferred Charges (Note 5)	348,913	423,380	496,166
TOTAL NON-CURRENT ASSETS	<u>354,792</u>	<u>434,254</u>	<u>512,888</u>
TOTAL ASSETS	<u>\$ 437,579</u>	<u>\$ 825,773</u>	<u>\$ 1,370,126</u>
CURRENT LIABILITIES			
Accounts Payable and Accrued Liabilities (Note 6)	769,405	598,229	490,433
Unearned Revenue	376,046	394,724	407,580
TOTAL CURRENT LIABILITIES	<u>1,145,451</u>	<u>992,953</u>	<u>898,013</u>
NON-CURRENT LIABILITIES			
Notes Payable (Note 7)	2,112,101	1,556,318	1,328,516
TOTAL LIABILITIES	<u>\$ 3,257,552</u>	<u>\$ 2,549,271</u>	<u>\$ 2,226,529</u>
Going Concern (Note 1)			
Commitments (Note 9)			
Related Party Transactions (Note 14)			
STOCKHOLDERS' DEFICIENCY			
Common Stock: \$ 0.0001 par value, Authorized: 250,000,000 shares; Issued and outstanding September 30, 2016: 89,336,000, 2015 and 2014: 89,036,000 (Notes 10,12,13)	8,934	8,904	8,904
Additional Paid-in Capital	25,870,095	25,213,365	24,727,453
Deficit	(28,916,005)	(27,147,910)	(25,777,160)
Accumulated Other Comprehensive Loss	(1,888)	(1,286)	(2,980)
Non-Controlling Interest (Note 7)	218,891	203,429	187,380
TOTAL STOCKHOLDERS' EQUITY / (DEFICIENCY)	<u>(2,819,973)</u>	<u>(1,723,498)</u>	<u>(856,403)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY/DEFICIENCY	<u>\$ 437,579</u>	<u>\$ 825,773</u>	<u>\$ 1,370,126</u>

Signed: Michael Lee

Director

Signed: Dr. Ford Moore

Director

The accompanying notes are an integral part of these consolidated financial statements

UMEWORLD LIMITED
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
FOR THE YEARS ENDED SEPTEMBER 30, 2016, 2015 AND 2014
(All amounts in US Dollars)

	<u>2016</u>	<u>2015</u>	<u>2014</u>
License Fees and Royalties	\$ -	\$ -	\$ -
TOTAL REVENUES	-	-	-
General and Administrative Expenses	1,034,608	765,691	1,076,086
Goodwill impairment (Note 16)	-	-	-
Stock-based Compensation	566,760	485,912	2,692,960
Depreciation	4,577	4,793	4,804
LOSS FROM OPERATIONS	(1,605,945)	(1,256,396)	(3,773,850)
OTHER INCOME			
Other income	-	20,227	13,364
Interest income	67	146	409
OTHER EXPENSES			
Interest Expense, net	(146,605)	(119,102)	(96,670)
LOSS BEFORE INCOME TAXES	(1,752,483)	(1,355,125)	(3,856,747)
INCOME TAX (Note 11)	-	-	-
Net Loss	(1,752,483)	(1,355,125)	(3,856,747)
Net (Income)/Loss attributable to Non-Controlling interests	(15,612)	(15,625)	(15,624)
Net Gain/(Loss) attributable to UMeWorld Limited Stockholders	(1,768,095)	(1,370,750)	(3,872,371)
Comprehensive Loss			
Net Gain/(Loss)	(1,768,095)	(1,370,750)	(3,872,371)
Translation Adjustment	(752)	2,118	(1,174)
Comprehensive Gain/(Loss)	(1,768,847)	(1,368,632)	(3,873,545)
Comprehensive Income/(Loss) Attributable to Non-Controlling Interests	150	(424)	235
Comprehensive Gain/(Loss) Attributable to UMeWorld Limited Stockholders	(1,768,697)	(1,369,056)	(3,873,310)
Per Share Data			
Net Loss Per Share, basic and diluted	\$ (0.0198)	\$ (0.0154)	\$ (0.0435)
Weighted Average Number of Common Shares Outstanding	89,261,000	89,036,000	89,036,000

The accompanying notes are an integral part of these consolidated financial statements

UMEWORLD LIMITED
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIENCY
FOR THE YEARS ENDED SEPTEMBER 30, 2016, 2015 AND 2014
(All amounts in US Dollars)

<u>Common Stock</u>								
<u>Number of</u>	<u>Amount</u>	<u>Additional</u>	<u>Accumulated</u>	<u>Other</u>	<u>UMeWorld</u>	<u>Non-</u>	<u>Total Gain/</u>	
<u>Shares</u>		<u>Paid in</u>	<u>Comprehensive</u>	<u>Loss</u>	<u>Stockholders'</u>	<u>Controlling</u>	<u>(Deficiency)</u>	<u>(Deficiency)</u>
		<u>Capital</u>			<u>Limited</u>	<u>Interest</u>		
					<u>Deficiency</u>			
Balance of								
September								
30, 2014	89,036,000	\$ 8,904	\$24,727,453	\$ (2,980)	\$(25,777,160)	(1,043,783)	\$ 187,380	\$ (856,403)
Warrants issued			485,912			485,912		485,912
Foreign Currency Translation				1,694		1,694	424	2,118
Non-Controlling Interest							15,625	15,625
Net Loss for the year					(1,370,750)	(1,370,750)		(1,370,750)
Balance of								
September								
30, 2015	89,036,000	\$ 8,904	\$25,213,365	\$ (1,286)	\$(27,147,910)	(1,926,927)	\$ 203,429	\$ (1,723,498)
Warrants issued			566,760			566,760		566,760
Stock issued for Services	300,000	30	89,970			90,000		90,000
Foreign Currency Translation				(602)		(602)	(150)	(752)
Non-Controlling Interest							15,612	15,612
Net Gain/(loss) for the year					(1,768,095)	(1,768,095)		(1,768,095)
Balance of								
September								
30, 2016	89,336,000	\$ 8,934	\$25,870,095	\$ (1,888)	\$(28,916,005)	(3,038,864)	\$ 218,891	\$ (2,819,973)

The accompanying notes are an integral part of these consolidated financial statements

UMEWORLD LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED SEPTEMBER 30, 2016, 2015 AND 2014
(All amounts in US Dollars)

	<u>2016</u>	<u>2015</u>	<u>2014</u>
CASH FLOW FROM OPERATING ACTIVITIES			
Net Loss	\$(1,752,483)	\$(1,355,125)	\$(3,856,747)
Noncash item:			
Goodwill impairment	-	-	-
Non-Controlling Interest	15,462	16,049	15,389
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Depreciation and amortization	4,577	4,793	66,668
Stock based compensation	656,760	485,912	2,692,960
Changes in assets and liabilities:			
Decrease/(Increase) in Prepayment	3,370	(29,414)	14,751
Decrease/(Increase) in Deferred Charges	74,467	72,786	47,914
Decrease/(Increase) in Accounts Receivable	(3)	178	162,099
Decrease/(Increase) in Loans Receivable	-	1,016	(1,016)
(Decrease)/Increase in Accounts Payable and Accruals Liabilities	171,176	107,796	154,532
(Decrease)/Increase in Accrued Interest and Notes Payable	57,834	48,290	67,977
Decrease/(Increase) in Deposit	608	929	(551)
Machinery & Equipment written off	-	-	-
NET CASH USED IN OPERATING ACTIVITIES	<u>\$ (768,232)</u>	<u>\$ (646,790)</u>	<u>\$ (636,024)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
(Purchase)/Sale of Machinery and Equipment	-	(307)	(14,291)
NET CASH USED IN INVESTING ACTIVITIES	<u>\$ -</u>	<u>\$ (307)</u>	<u>\$ (14,291)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Additional Paid-in Capital	-	-	(79,029)
Issuance (repayment) of Notes Payable, net	391,158	276,349	318,923
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>\$ 391,158</u>	<u>\$ 276,349</u>	<u>\$ 239,894</u>
Effect of exchange rate changes on cash and cash equivalents	72,317	(123,278)	5,521
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	<u>(304,757)</u>	<u>(494,026)</u>	<u>(404,900)</u>
CASH and cash equivalents, beginning of year	351,058	845,084	1,249,984
CASH and cash equivalents, end of year	<u>\$ 46,301</u>	<u>\$ 351,058</u>	<u>\$ 845,084</u>
SUPPLEMENTARY DISCLOSURE:			
Income Tax Paid	\$ -	\$ -	\$ -
Interest Paid	\$ 154,730	\$ 48,029	\$ 67,977

The accompanying notes are an integral part of these consolidated financial statements

UMEWORLD LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2016, 2015 AND 2014
(All amounts in US Dollars)

NOTE 1. NATURE OF BUSINESS AND GOING CONCERN

UMeWorld (the “Company”) was incorporated under the laws of the State of Delaware on August 8, 1997 under its prior name AlphaRx Inc. The Company was re-domiciled to the British Virgin Islands (“BVI”) and continued as a BVI registered company in January 7, 2013. On March 8, 2013, AlphaRx Inc. changed its name to UMeWorld Limited. AlphaRx Inc. was a pharmaceutical company specializing in the formulation of therapeutic products using proprietary drug delivery technologies. On November 4, 2011, the Company ceased all operations on its drug development business and adopted a new corporate development strategy that changed the business operation of the Company to digital media and digital education.

Effective June 30, 2006, AlphaRx International Holdings Limited (a British Virgin Islands company and an 80% owned subsidiary of AlphaRx Inc.) (“AIH”) acquired 100% of Alpha Life Sciences Ltd. (“ALS”) for a nominal amount and the assumption of approximately \$63,000 of related party liabilities. ALS is primarily involved in research and development of drugs in the Asian market. Effective June 22, 2006, New Super Limited, an independent Hong Kong based corporation, subscribed for 1,500 shares of Common Stock of AIH, previously a wholly-owned subsidiary of the Company.

On August 30, 2012, the Company acquired all of the issued and outstanding shares of UMeLook Holdings Limited (“UMeLook”), a digital media startup with an intense focus on China. The acquisition of UMeLook was completed as a share exchange through the issuance of 70,000,000 common shares of AlphaRx Inc. to the shareholders of UMeLook at a deemed price of \$0.30 per share in exchange for all of the issued and outstanding shares in the capital of UMeLook.

The consolidated financial statements reflect the activities of the Company, 100% of AlphaRx Canada Limited, 80% of AIH and ALS (AIH’s wholly-owned subsidiary), and 100% of UMeLook accounted for on a self-sustained basis. All material inter-company accounts and transactions have been eliminated. Where the Company owns less than 100% of a consolidated entity the net assets belonging to the minority owners are accounted for as a non-controlling interest.

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Accordingly, they do not include any adjustments relating to the realization of the carrying value of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Factors relating to going concern issues include working capital deficiency, operating losses, stockholders’ deficit, and continued reliance on external funding sources. Continuance of the Company as a going concern is dependent on its future profitability and on the on-going support of its stockholders, affiliates and creditors. In order to mitigate the going concern issues, the Company is constantly pursuing new business arrangements and striving to achieve profitability, and seeking capital funding on an ongoing basis via the issuance of Promissory Notes, and private placements.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies is presented to assist in understanding the Company’s consolidated financial statements. The consolidated financial statements and notes are representations of the Company’s management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles in the United States of America and have been consistently applied in the preparation of the consolidated financial statements.

2.1 Reporting Entities

Subsidiaries	Place of incorporation	Percentage of interest	Principal activities
UMeLook Holdings Limited	British Virgin Islands	100% (2015:100%;2014:100%) directly	Investment holding
UMeZone Holdings Limited	British Virgin Islands	100% (2015:100%;2014:100%) directly	Investment holding
AlphaRx International Holdings	British Virgin Islands	80% (2015:80%;2014:80%) directly	Dormant
AlphaRx Canada Limited	Canada	100% (2015:100%;2014:100%) directly	Dormant
AlphaRx Life Science Limited	Hong Kong	80% (2015:80%;2014:80%) indirectly	Dormant
UMeLook Limited	Hong Kong	100% (2015:100%;2014:100%) indirectly	Dormant
UMeZone Adaptive Learning Technology	Hong Kong	100%	Dormant

Limited				(2015:100%;2014:100%) indirectly	
UMeLook Technology Co. Ltd.	(Guangzhou)	Information	China	100% (2015:100%;2014:100%) indirectly	Dormant
YouYiXue Technology Co. Ltd.	(Guangzhou)	Information	China	100% (2015:100%;2014:100%) indirectly	Dormant
Name of variable interest entity			Place of incorporation	Percentage of interest	Principal activities
Guangzhou Technology Co. Ltd.	XinYiXun	Network	China	100% (2015:100%;2014:100%) indirectly	Provision for online teaching activities

2.2 Cash and Cash Equivalents

Cash includes cash on hand, and amounts on deposit with banks. Cash equivalents include any other highly liquid cash investments purchased with maturity of three months or less which are readily convertible to cash. The carrying amount approximates fair value because of the immediate liquidity or short maturity of these instruments. As at September 30, 2016, 2015 and 2014 the Company had only cash on deposit and petty cash on hand.

2.3 Accounts Receivable

The Company segregates trade receivables resulting from revenues generated from non-trade or other receivables. An allowance for bad debts is estimated for each type of receivable on a periodic basis based on experience with the respective parties.

2.4 Financial Instruments

a) Fair Value

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of judgment, they cannot be determined with complete accuracy. Changes in assumptions can significantly affect estimated fair values. The carrying values of cash, accounts receivable, notes payable, accounts payable, and accrued liabilities approximate their fair values because of the short-term nature of these instruments.

b) Interest rate, currency and credit risk

The Company is not subject to significant credit and interest risks arising from these financial instruments. The Company may be subject to significant currency risk as some of the external promissory notes are denominated in Canadian dollars or Hong Kong dollars.

2.5 Long-Term Financial Instruments

The fair value of each of the Company's long-term financial assets is based on the amount of future cash flows associated with each instrument discounted using an estimate of what the Company's current borrowing rate for similar instruments of comparable maturity would be.

It is of the management's opinion that the Company is not exposed to significant interest rate risk, credit risk or currency risks arising from these financial instruments.

2.6 Foreign Currency Translation

The Company maintains the books and records of AlphaRx Canada Ltd. in Canadian dollars, and the books and records of Alpha Life Sciences Ltd. and AlphaRx International Holdings Ltd. in Hong Kong dollars, their respective functional currencies. The records of these companies are converted to US dollars, the reporting currency. The translation method used is the current rate method. Under the current rate method all assets and liabilities are translated at the current rate, stockholders' equity accounts are translated at historical rates and revenues and expenses are translated at average rates for the year. Cumulative net translation adjustments related to equity accounts are included as a separate component of stockholders' deficiency.

	September 30, 2016	September 30, 2015	September 30, 2014
Year-end CAD: USD exchange rate	0.7610	0.7458	0.8964
Average Yearly CAD: USD exchange rate	0.7545	0.8145	0.9239
Year-end RMB: USD exchange rate	0.1499	0.1574	0.1625
Average Yearly RMB: USD exchange rate	0.1531	0.1625	0.1629

2.7 Earnings or Loss Per Share

Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding for the year. Diluted earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding plus Common Stock equivalents (if dilutive) related to stock options and warrants for each year.

2.8 Income Taxes

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statement or tax returns. Deferred income taxes are provided using the liability method. Under the liability method, deferred income taxes are recognized for all significant temporary differences between the tax and financial statement bases of assets and liabilities. Effects of changes in enacted tax laws on deferred tax assets and liabilities are reflected as adjustments to tax expense in the period of enactment. Deferred tax assets may be reduced, if deemed necessary based on a judgmental assessment of available evidence, by a valuation allowance for the amount of any tax benefits which are more likely, based on current circumstances, not expected to be realized.

2.9 Property Plant and Equipment

Property plant and equipment are stated at cost. Depreciation is calculated by using the Modified Accelerated Cost Recovery System Method for financial reporting as well as for income tax purposes at rates based on the following estimated useful lives:

Furniture and Fixtures	5 - 7 years
Machinery and Equipment	3 - 7 years

The Company capitalizes expenditures that materially increase assets' lives and expenses ordinary repairs and maintenance to operations as incurred. When assets are sold or disposed or otherwise fully depreciated, the cost and related accumulated depreciation is removed from the accounts and any gain or loss is included in the statement of income and retained earnings.

2.10 Deferred charges

Costs associated with the consultancy fees are referred to as deferred charges. These costs include advertising expenses, media communication fee, technical service fees and other administrative costs. Such costs are capitalised where they relate to the development of existing business, are presented as deferred charges, and are amortised on the same basis as the over the period of 10 years. The balance of the deferred acquisition costs at the reporting date represents the capitalised deferred acquisition costs less than accumulated amortization costs.

2.11 Revenue Recognition

Revenues related to license fees and royalties are recognized when persuasive evidence of an arrangement exists, the fee is fixed or determinable, and collectability is probable. Should there be any future obligations or deliverables related to the license fees, revenue is deferred and recognized only when those obligations and or deliverables have been satisfied. Any advance payments or deposits received in relation to license fees and other fees are deferred until those obligations or deliverables have been satisfied. Royalty payments are not received in advance but rather, are paid to the Company based on previous period sales by licensees. Royalty revenue is accrued in the period earned based on estimates or actual licensed sales during the period in question. Consulting revenues are recognized as the services are rendered to the customer, and invoiced on a periodic basis or upon completion of the consulting services depending on contract terms and conditions.

Sales represent the invoiced value of goods supplied to customers. Revenues are recognized upon the passage of title to the customers, provided that the collection of the proceeds from sales is reasonably assured. A reserve for returns is considered periodically based on actual or anticipated returns from customers. The Company no longer sells any products directly to end-users.

2.12 Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates in amounts that may be material to the consolidated financial statements. Management believes that these estimates and assumptions used are reasonable. These estimates are reviewed periodically and as adjustments become necessary, they are reported in earnings in the period in which they become known. Estimates were used in determining the amounts of accrued liabilities, useful lives of property plant and equipment, stock based compensation, and valuation allowances.

2.13 Long-Lived Assets

The Company reviews long-lived assets to be held and used for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. During the year management determined that an impairment test was necessary and used its best estimate of the undiscounted cash flows to evaluate the carrying amount and have determined that no impairment has occurred.

2.14 Variable Interest Entity

A variable interest entity (“**VIE**”) is an entity (investee) in which the investor has obtained less than a majority interest, according to the Financial Accounting Standards Board (FASB). A VIE is subject to consolidation if a VIE meets one of the following three criteria as elaborated in ASC Topic 810-10, Consolidation:

- (a) equity-at-risk is not sufficient to support the entity’s activities;
- (b) as a group, the equity-at-risk holders cannot control the entity; or
- (c) the economics do not coincide with the voting interest.

If a firm is the primary beneficiary of a VIE, the holdings must be disclosed on the balance sheet. The primary beneficiary is defined as the person or company with the majority of variable interests. A corporation formed, owned, and operated by two or more businesses (ventures) as a separate and discrete business or project (venture) for their mutual benefit is defined as a joint venture.

2.15 Concentrations of Credit Risks and Revenues

The Company’s receivables are unsecured and are generally due in 30 Days. Reserves for uncollectible receivables are determined by the Company periodically based on best estimates available and historical data, as well as the economic and financial status of its debtors. Investment in marketable securities carry normal market risk of fluctuation in the price of securities traded on recognized stock exchanges as well as liquidity and foreign exchange risks.

Currently, the Company does not have a diverse customer base. The Company relies on one licensee for all of its royalty revenues and has another licensee attempting to commercialize one of its product candidates. Should these licensees discontinue sales of our products, or should commercialization efforts of our product candidates be curtailed, our revenues could be adversely impacted.

2.16 Stock Based Compensation

The Company recognizes compensation cost for third party and employee services rendered in exchange for an equity instrument award based on the fair value of the award on the date of grant. The Company uses the Black-Sholes option-pricing model in determining the fair value of options and warrants. In determining the expected volatility, the Company bases this assumption on the historical volatilities of the Company’s common stock over the expected life of the stock acquisition rights.

2.17 Comprehensive Income

Comprehensive income is net income plus certain items that are recorded directly to stockholders’ equity, bypassing net income. With the exception of foreign exchange gains and losses, the Company has no other components in its comprehensive income (loss) accounts.

2.18 Recent Issued Standards

The FASB has issued Accounting Standards Update (ASU) No. 2015-01, Income Statement - Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items.

The FASB issued this ASU as part of its initiative to reduce complexity in accounting standards. The objective of the simplification initiative is to identify, evaluate, and improve areas of U.S. GAAP for which cost and complexity can be reduced while maintaining or improving the usefulness of the information provided to the users of financial statements.

This ASU eliminates from U.S. GAAP the concept of extraordinary items. Subtopic 225-20, Income Statement - Extraordinary and Unusual Items, required that an entity separately classify, present, and disclose extraordinary events and transactions. Presently, an event or transaction is presumed to be an ordinary and usual activity of the reporting entity unless evidence clearly supports its classification as an extraordinary item.

If an event or transaction meets the criteria for extraordinary classification, an entity is required to segregate the extraordinary item from the results of ordinary operations and show the item separately in the income statement, net of tax, after income from continuing operations. The entity also is required to disclose applicable income taxes and either present or disclose earnings-per-share data applicable to the extraordinary item.

The FASB heard from stakeholders that the concept of extraordinary items causes uncertainty because it is unclear when an item should be considered both unusual and infrequent. Additionally, some stakeholders said that although users find information about unusual or infrequent events and transactions useful, they do not find the extraordinary item classification and presentation necessary to identify those events and transactions. Other stakeholders noted that it is extremely rare in current practice for a transaction or event to meet the requirements to be presented as an extraordinary item.

This ASU will also align more closely U.S. GAAP income statement presentation guidance with IAS 1, Presentation of Financial Statements, which prohibits the presentation and disclosure of extraordinary items.

The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. A reporting entity may apply the amendments prospectively. A reporting entity also may apply the amendments retrospectively to all prior periods presented in the financial statements. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. The effective date is the same for both public business entities and all other entities.

The FASB has issued an Accounting Standards Update (ASU) No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis, which is intended to improve targeted areas of consolidation guidance for legal entities such as limited partnerships, limited liability corporations, and securitization structures (collateralized debt obligations, collateralized loan obligations, and mortgage-backed security transactions).

The ASU focuses on the consolidation evaluation for reporting organizations (public and private companies and not-for-profit organizations) that are required to evaluate whether they should consolidate certain legal entities.

In addition to reducing the number of consolidation models from four to two, the new standard simplifies the FASB Accounting Standards Codification™ and improves current GAAP by:

- Placing more emphasis on risk of loss when determining a controlling financial interest. A reporting organization may no longer have to consolidate a legal entity in certain circumstances based solely on its fee arrangement, when certain criteria are met.
- Reducing the frequency of the application of related-party guidance when determining a controlling financial interest in a variable interest entity (VIE).
- Changing consolidation conclusions for public and private companies in several industries that typically make use of limited partnerships or VIEs.

The ASU will be effective for periods beginning after December 15, 2015, for public companies. For private companies and not-for-profit organizations, the ASU will be effective for annual periods beginning after December 15, 2016; and for interim periods, beginning after December 15, 2017. Early adoption is permitted, including adoption in an interim period.

The FASB has issued Accounting Standards Update (ASU) No. 2015-03, Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. The amendments in this ASU require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this ASU.

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For public business entities, the amendments are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. For all other entities, the amendments are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within fiscal years beginning after December 15, 2016.

Early adoption of the amendments is permitted for financial statements that have not been previously issued.

The amendments should be applied on a retrospective basis, wherein the balance sheet of each individual period presented should be adjusted to reflect the period-specific effects of applying the new guidance. Upon transition, an entity is required to comply with the applicable disclosures for a change in an accounting principle. These disclosures include the nature of and reason for the change in accounting principle, the transition method, a description of the prior-period information that has been retrospectively adjusted, and the effect of the change on the financial statement line items (i.e., debt issuance cost asset and the debt liability).

The FASB has issued Accounting Standards Update (ASU) No. 2015-04, Compensation - Retirement Benefits (Topic 715): Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets. For an entity with a fiscal year-end that does not coincide with a month-end, the amendments in this ASU provide a practical expedient that permits the entity to measure defined benefit plan assets and obligations using the month-end that is closest to the entity's fiscal year-end and apply that practical expedient consistently from year to year. The practical expedient should be applied consistently to all plans if an entity has more than one plan. Employee benefit plans are not within the scope of the amendments.

If a contribution or significant event (such as a plan amendment, settlement, or curtailment that calls for a remeasurement in accordance with existing requirements) occurs between the month-end date used to measure defined benefit plan assets and obligations and an entity's fiscal year-end, the entity should adjust the measurement of defined benefit plan assets and obligations to reflect the effects of those contributions or significant events. However, an entity should not adjust the measurement of defined benefit plan assets and obligations for other events that occur between the month-end measurement and the entity's fiscal year-end that are not caused by the entity (e.g., changes in market prices or interest rates).

If an entity applies the practical expedient and a contribution is made between the month-end date used to measure defined benefit plan assets and obligations and the entity's fiscal year-end, the entity should not adjust the fair value of each class of plan assets for the effects of the contribution. Instead, the entity should disclose the amount of the contribution to permit reconciliation of the total fair value of all the classes of plan assets in the fair value hierarchy to the ending balance of the fair value of plan assets.

An entity is required to disclose the accounting policy election and the date used to measure defined benefit plan assets and obligations in accordance with the amendments in this ASU.

The amendments are effective for public business entities for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. For all other entities, the amendments are effective for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. Earlier application is permitted. The amendments should be applied prospectively.

IFRS does not have a practical expedient that permits an entity to measure defined benefit plan assets and obligations as of the month-end that is closest to the entity's fiscal year-end (or the month-end that is closest to the date of a significant event that occurred in an interim period), whereas the amendments in this Update provide that practical expedient.

The FASB has issued Accounting Standards Update No. 2015-05, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement. Existing GAAP does not include explicit guidance about a customer's accounting for fees paid in a cloud computing arrangement. Examples of cloud computing arrangements include: (a) software as a service; (b) platform as a service; (c) infrastructure as a service; and (d) other similar hosting arrangements.

The amendments add guidance to Subtopic 350-40, Intangibles - Goodwill and Other - Internal-Use Software, which will help entities evaluate the accounting for fees paid by a customer in a cloud computing arrangement. The guidance already exists in the FASB Accounting Standards Codification™ in paragraphs 985-605-55-121 through 55-123, but it is included in a Subtopic applied by cloud service providers to determine whether an arrangement includes the sale or license of software.

The amendments provide guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The amendments do not change the accounting for a customer's accounting for service contracts. As a result of the amendments, all software licenses within the scope of Subtopic 350-40 will be accounted for consistent with other licenses of intangible assets.

For public business entities, the amendments will be effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015. For all other entities, the amendments will be effective for annual periods beginning after December 15, 2015, and interim periods in annual periods beginning after December 15, 2016.

Early adoption is permitted for all entities.

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An entity can elect to adopt the amendments either: (1) prospectively to all arrangements entered into or materially modified after the effective date; or (2) retrospectively. For prospective transition, the only disclosure requirements at transition are the nature of and reason for the change in accounting principle, the transition method, and a qualitative description of the financial statement line items affected by the change. For retrospective transition, the disclosure requirements at transition include the requirements for prospective transition and quantitative information about the effects of the accounting change.

The FASB has issued ASU No. 2015-06, Earnings Per Share (Topic 260): Effects on Historical Earnings per Unit of Master Limited Partnership Dropdown Transactions (a consensus of the FASB Emerging Issues Task Force). The amendments apply to master limited partnerships subject to the Master Limited Partnerships Subsections of Topic 260, Earnings per Share, that receive net assets through a dropdown transaction.

The amendments specify that for purposes of calculating historical earnings per unit under the two-class method, the earnings (losses) of a transferred business before the date of a dropdown transaction should be allocated entirely to the general partner. In that circumstance, the previously reported earnings per unit of the limited partners (which is typically the earnings per unit measure presented in the financial statements) would not change as a result of the dropdown transaction.

Qualitative disclosures about how the rights to the earnings (losses) differ before and after the dropdown transaction occurs for purposes of computing earnings per unit under the two-class method also are required.

Current GAAP does not contain guidance for master limited partnerships that specifies how historical earnings per unit should be affected when a dropdown transaction occurs that is accounted for as a transaction between entities under common control.

The amendments are effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Earlier application is permitted. The amendments should be applied retrospectively for all financial statements presented.

The FASB has issued Accounting Standards Update 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent). The amendments apply to reporting entities that elect to measure the fair value of an investment using the net asset value per share (or its equivalent) practical expedient.

Topic 820, Fair Value Measurement, permits a reporting entity, as a practical expedient, to measure the fair value of certain investments using the net asset value per share of the investment. Currently, investments valued using the practical expedient are categorized within the fair value hierarchy on the basis of whether the investment is redeemable with the investee at net asset value on the measurement date, never redeemable with the investee at net asset value, or redeemable with the investee at net asset value at a future date. For investments that are redeemable with the investee at a future date, a reporting entity must consider the length of time until those investments become redeemable to determine the classification within the fair value hierarchy.

The amendments remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient.

The amendments are effective for public business entities for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. A reporting entity should apply the amendments retrospectively to all periods presented. The retrospective approach requires that an investment for which fair value is measured using the net asset value per share practical expedient be removed from the fair value hierarchy in all periods presented in an entity's financial statements. Earlier application is permitted.

The FASB has issued ASU No. 2015-08, Business Combinations (Topic 805): Pushdown Accounting-Amendments to SEC Paragraphs Pursuant to Staff Accounting Bulletin No. 115. This ASU amends various SEC paragraphs of the FASB Accounting Standards Codification™ pursuant to the issuance of SEC Staff Accounting Bulletin No. 115.

The FASB has issued Accounting Standards Update (ASU) No. 2015-10, Technical Corrections and Improvements. The amendments cover a wide range of Topics in the FASB Accounting Standards Codification™ (Codification). The amendments generally fall into one of the types of amendments listed below.

1. Amendments Related to Differences between Original Guidance and the Codification. These amendments arose because of differences between original guidance (e.g., FASB Statements, EITF Issues, and so forth) and the Codification. These amendments principally carry forward pre-Codification guidance or subsequent amendments into the Codification. Many times, either the writing style or phrasing of the original guidance did not directly translate into the Codification format and style. As a result, the meaning of the guidance might have been unintentionally altered. Alternatively, amendments in this section may relate to guidance that was codified without some text, references, or phrasing that, upon review, was deemed important to the guidance.

2. Guidance Clarification and Reference Corrections. These amendments provide clarification through updating wording, correcting references, or a combination of both. In most cases, the feedback suggested that, without these enhancements, guidance may be misapplied or misinterpreted.

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3. Simplification. These amendments streamline or simplify the Codification through minor structural changes to headings or minor editing of text to improve the usefulness and understandability of the Codification.

4. Minor Improvements. These amendments improve the guidance and are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities.

The amendments represent changes to clarify the Codification, correct unintended application of guidance, or make minor improvements to the Codification that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. In addition, some of the amendments will make the Codification easier to understand and easier to apply by eliminating inconsistencies, providing needed clarifications, and improving the presentation of guidance in the Codification.

Transition guidance varies based on the amendments. The amendments that require transition guidance are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted, including adoption in an interim period. All other amendments will be effective upon issuance.

The FASB has issued Accounting Standards Update (ASU) No. 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory.

Topic 330, Inventory, currently requires an entity to measure inventory at the lower of cost or market. Market could be replacement cost, net realizable value, or net realizable value less an approximately normal profit margin.

The amendments do not apply to inventory that is measured using last-in, first-out (LIFO) or the retail inventory method. The amendments apply to all other inventory, which includes inventory that is measured using first-in, first-out (FIFO) or average cost.

An entity should measure in scope inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method.

The amendments more closely align the measurement of inventory in GAAP with the measurement of inventory in International Financial Reporting Standards.

For public business entities, the amendments are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. The amendments should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period.

The FASB has issued Accounting Standards Update (ASU) No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date. In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). The amendments in ASU 2015-14 defer the effective date of ASU 2014-09 for all entities by one year. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. All other entities should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual reporting periods beginning after December 15, 2019. All other entities may apply the guidance in ASU 2014-09 earlier as of an annual reporting period beginning after December 15, 2016, including interim reporting periods within that reporting period. All other entities also may apply the guidance in ASU 2014-09 earlier as of an annual reporting period beginning after December 15, 2016, and interim reporting periods within annual reporting periods beginning one year after the annual reporting period in which the entity first applies the guidance in ASU 2014-09.

The Company has considered all new accounting pronouncements and has concluded that there are no new pronouncements that may have a material impact on results of operations, financial condition, or cash flows, based on current information.

NOTE 3. ACCOUNTS RECEIVABLE

	2016	2015	2014
Trade Accounts Receivable	\$ -	\$ -	\$ -
Other Accounts Receivable	265	262	440
	<u>\$ 265</u>	<u>\$ 262</u>	<u>\$ 440</u>

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The Company carries accounts receivable at the amounts it deems to be collectible. Accordingly, the Company provides allowances for accounts receivable it deems to be uncollectible based on management's best estimates. Recoveries are recognized in the period they are received. The ultimate amount of accounts receivable that becomes uncollectible could differ from those estimated. No reserve for bad debts was established as at September 30, 2016, 2015 and 2014 as all amounts were deemed collectible.

NOTE 4. PROPERTY, PLANT & EQUIPMENT

	2016	2015	2014
Furniture and Fixtures	\$ 6,102	\$ 6,404	\$ 6,612
Machinery and Equipment	16,307	17,117	17,357
COST	22,409	23,521	23,969
Less: Accumulated depreciation/amortization			
Furniture and Fixtures	4,170	3,096	1,873
Machinery and Equipment	12,360	9,551	6,390
	16,530	12,647	8,263
NET	\$ 5,879	\$ 10,874	\$ 15,706

During the years ended September 30, 2014, 2015 and 2016, the Company recorded depreciation of \$4,804, \$4,793 and \$4,577 respectively.

NOTE 5. DEFERRED CHARGES

	2016	2015	2014
Deferred technical services fee	\$ 577,062	\$ 595,856	\$ 595,856
Exchange adjustment	(27,306)	(18,794)	-
COST	549,756	577,062	595,856
Less: Accumulated amortization			
Deferred technical service fee	200,843	153,682	99,690
	-	-	-
	200,843	153,682	99,690
NET	\$ 348,913	\$ 423,380	\$ 496,166

NOTE 6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities are comprised of the following:

	2016	2015	2014
Accounts Payable	\$ 596,712	\$ 432,467	\$ 404,986
Professional services (legal, audit, financial)	28,000	45,000	15,000
Other	144,693	120,762	70,447
TOTAL	\$ 769,405	\$ 598,229	\$ 490,433

Included in accounts payable is \$414,615 owing to Michael Lee – CEO as at September 30, 2016. (As at September 30, 2015, accounts payables owing to Mr. Lee totaled \$318,675. As at September 30, 2014, accounts payables owing to Mr. Lee totaled \$210,139.). Also, included in account payables is \$160,714 owing to the shareholders as at September 30, 2016. (As at September 30, 2015, accounts payables owing to the shareholders totaled \$129,514. As at September 30, 2014, account payables owing to the shareholders totaled \$125,516. See also Note 13.

NOTE 7. NOTES PAYABLE

The Company and its subsidiaries issued \$376,625, \$311,297, \$318,923 and repaid \$0, \$35,000, \$7,000 in promissory notes, net of repayments during the years ended September 30, 2016, 2015 and 2014 respectively. The newly issued and existing promissory notes bear interest at rates of 8% - 12% per annum and are repayable on or before the first anniversary date of issuance. Included in Promissory Notes payable is \$193,292 including accrued interest of \$37,863 to Michael Lee – CEO at September 30, 2016. (As at September 30, 2015 Notes Payable plus accrued interest of \$29,866 owing to Mr. Lee totaled \$97,020. As at September 30, 2014 Notes Payable plus accrued interest of \$29,829 owing to Mr. Lee totaled \$67,117.). See also Related Party Transactions Note 13.

September 30,	2016	2015	2014
Promissory Notes Issued and outstanding, net of repayments and conversions:	\$ 1,497,576	\$ 1,096,523	\$ 916,750
Interest accrued	614,525	459,795	411,766
Promissory Notes Payable	<u>\$ 2,112,101</u>	<u>\$ 1,556,318</u>	<u>1,328,516</u>

NOTE 8. NON-CONTROLLING INTEREST

On June 22, 2006, AlphaRx International Holdings Ltd. (“AIH”), previously a wholly-owned subsidiary of the Company issued 1,500 shares of its Common Stock to New Super Limited (“NSL”), an independent Hong Kong based corporation, at a price of approximately HK\$ 6,667 per share or HK\$ 10 million in cash (US\$1,288,826). As a result, AIH’s issued and outstanding shares were increased to 10,000 and the Company’s interest in AIH was reduced to 80%. With the consolidation of only 80% of AIH, a non-controlling interest was established, representing amounts owing to the minority shareholder. The capital infusion into AIH is accounted for as additional paid in capital on the consolidated financial statements of the Company.

NOTE 9. COMMITMENTS

The Company leases an automobile all on an operating lease basis. The aggregate minimum annual and total payments due under these operating leases are as follows:

As of September 30,	2016	2015	2014
Car Lease	\$ 13,583	28,900	4,534
TOTAL	<u>\$ 13,583</u>	<u>28,900</u>	<u>4,534</u>

NOTE 10. COMMON STOCK

The Company is authorized to issue up to 250,000,000 shares of Common Stock. As of September 30, 2016, there were 89,336,000 shares of Common Stock issued and outstanding, with a stated par value of \$0.0001 per share.

For the year ended September 30, 2016, the Company issued 300,000 restricted shares to LP Funding LLC pursuant to a consulting agreement.

Net loss per share of Common Stock is not based on diluted shares since the effect would be anti-dilutive. The Company has warrants outstanding to purchase 3,410,280 shares of Common Stock and 14,750,000 options outstanding to purchase shares of Common Stock as at September 30, 2016. On a fully diluted basis there would be 107,496,280 shares of Common Stock issued and outstanding if all warrants and all options were to be exercised. Refer to Notes 11 and 12 respectively for more details on options and warrants. (As at September 30, 2015 and 2014 there would have been 105,460,655 and 104,734,030 shares outstanding on a diluted basis respectively if all outstanding warrants and options were exercised).

NOTE 11. INCOME TAXES

The regional sources of tax losses for the years ended September 30, 2016, 2015 and 2014 were as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
North America	\$(1,183,699)	\$ (813,409)	\$(3,141,208)
Outside North America	(568,784)	(527,184)	(716,713)
	<u>\$(1,752,483)</u>	<u>\$(1,340,593)</u>	<u>\$(3,857,921)</u>

Tax losses by year of origin and year of expiry are as follows:

Year of Origin	United States	Year of Expiry	Canada	Year of Expiry	Outside North America	Year of Expiry
1998	212,899	2018				
1999	795,878	2019				
2000	6,179	2020				
2001	292,351	2021				
2002	1,017,792	2022				
2003	1,189,476	2023				
2004	790,108	2024				
2005	2,166,634	2025	\$ 732,448	2015		
2006	1,764,202	2026	682,619	2016		
2007	1,530,976	2027			293,528	2014
2008	1,266,180	2028			99,852	2015
2009	208,940	2029	97,040	2019	78,953	2016
2010	477,350	2030	54,697	2020	27,267	2017
2011	77,922	2031	184,138	2021		
2012	38,979	2032	90,950	2022		
2013	3,502	2033	123,867	2023	631,107	2020
2014	3,060,847	2034	80,361	2024	716,713	2021
2015	813,409	2035			527,184	2022
2016	1,035,805	2036	147,894	2026	568,784	2023
TOTAL	\$16,749,429		\$ 2,194,014		\$ 2,943,388	
CONSOLIDATED TAX LOSSES					\$21,886,831	

The tax effect of material temporary differences representing deferred tax assets is estimated as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Deferred tax assets:			
North America	\$ 6,047,290	\$ 5,874,417	\$ 5,846,486
Outside North America	370,658	297,184	232,634
Sub-total	<u>6,417,948</u>	<u>6,171,601</u>	<u>6,079,120</u>
Less Valuation allowance	<u>(6,417,948)</u>	<u>(6,171,601)</u>	<u>(6,079,120)</u>
Net deferred tax assets	<u>-</u>	<u>-</u>	<u>-</u>

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The valuation allowance as of September 30, 2016, 2015 and 2014 totaled \$6,417,948, \$6,171,601 and \$6,079,120 respectively which consisted primarily of established reserves for deferred tax assets on non-capital operating loss carry forwards for our entities in United States and our foreign entities. The tax rates being used to determine deferred tax assets are estimated at 34.5% for North America and 15% for outside North America. The consolidated effective tax (benefit) rate as a percentage of income (loss) before income taxes is as follows.

	2016	2015	2014
Combined Statutory Rates	31.3%	31.3%	31.3%
Non-deductible expenses	(9)	(9)	(9)
Change in valuation allowance	(22.3)	(22.3)	(22.3)
Effective tax rate	<u>0%</u>	<u>0%</u>	<u>0%</u>

As of September 30, 2016, 2015 and 2014 the Company had no unrecognized tax benefits and as such required no adjustments to the financial statements. The Company records any interest and penalties related to tax matters within general and administrative expenses on the accompanying consolidated statements of operations and comprehensive loss. These amounts are not material to the consolidated financial statements for the periods presented. The Company's US and Canadian tax returns are subject to examination by respective tax authorities. Generally, tax years 2007 – 2015 remain open to examination by those respective tax authorities. (IRS in the United States and Canada Customs and Revenue Agency in Canada).

NOTE 12. STOCK OPTION PLANS

Zero options were granted during the years ended September 30, 2016. There were 14,750,000 options outstanding to purchase shares of Common Stock as of September 30, 2016. The board of directors adopted the 2013 Share Incentive Plan, or the 2013 Plan, which became effective in July 2013. A total of 17,000,000 common shares of our company are reserved for issuance under the 2013 Plan.

Issue Date	No. of Options Issued	Exercise Price (\$)	Share Price on Grant Date (\$)	Expiry Date	Remaining Contractual Life (Years)
5/29/2014	12,750,000	0.15	0.18	5/29/2024	7.67
5/29/2014	2,000,000	0.20	0.18	5/29/2019	2.67
				Weighted Average Contractual Life (Years)	
Balance as at September 30 2016	14,750,000			6.99	

NOTE 13. WARRANTS

On April 12, 2010, the Company issued 748,030 warrants to purchase 748,030 shares of Common Stock at \$0.085 per share expiring on April 11, 2015. The warrants were issued in exchange for financial advisory services to be provided from the period from April 11, 2010 until Sep 30, 2010. The total fair value of the warrants has been estimated to be \$262,090 using Black-Scholes option pricing model based on the following assumptions: dividend yield of 0%, expected volatility of 103.86%, risk-free interest rate of 3%, and an expected life of 5 years. The company recorded \$262,090 in stock based compensation for the year ended September 30, 2010 (2009- \$73,725). No income tax benefit has been realized as a result of warrant amortization expenses during 2010 and 2009. Stock based compensation is included in general and administrative expenses seen on the consolidated statement of operations and comprehensive loss. As at September 30, 2013 there were 1,508,030 (were 7,540,150 before 1 for 5 reverse split) warrants issued and outstanding.

On January 9, 2012, the Company issued 30,000 warrants to purchase 30,000 shares of Common Stock at \$0.075 per share expiring on June 30, 2014. On September 13, 2011, the Company issued 50,000 warrants to purchase 50,000 shares of Common Stock at \$0.075 per share expiring on June 30, 2014.

On September 24, 2014 and September 25 2014, the Company issued 200,000 warrants to purchase 200,000 shares of Common Stock at \$0.25 per share expiring on September 24 and 25, 2016 respectively. The total fair value of the warrants has been estimated to be \$39,969 using Black-Scholes option pricing model based on the following assumptions: dividend yield of 0%, expected volatility of 479.35%, risk-free interest rate of 1.08% and 1.03% respectively, and an expected life of 2 years. Stock based compensation is included in general and administrative expenses seen on the consolidated statement of operations and comprehensive loss.

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On October 7, 2014 the Company issued 100,000 warrants to purchase 100,000 shares of Common Stock at \$0.25 per share expiring on October 7, 2016. The total fair value of the warrants has been estimated to be \$19,984 using Black-Scholes option pricing model based on the following assumptions: dividend yield of 0%, expected volatility of 479.35%, risk-free interest rate of 0.98%, and an expected life of 2 years. Stock based compensation is included in general and administrative expenses seen on the consolidated statement of operations and comprehensive loss.

On January 20, 2015, January 29, 2015 and February 3, 2015, the Company issued 335,850 warrants to purchase 335,850 shares of Common Stock at \$0.25 per share expiring on January 20, 2018 and February 3, 2018 respectively. The total fair value of the warrants has been estimated to be \$101,694 using Black-Scholes option pricing model based on the following assumptions: dividend yield of 0%, expected volatility of 392.60%, risk-free interest rate of 0.85%, 0.84% and 0.85% respectively, and an expected life of 3 years. Stock based compensation is included in general and administrative expenses seen on the consolidated statement of operations and comprehensive loss.

On April 21, 2015 the Company issued 629,030 warrants to purchase 629,030 shares of Common Stock at \$0.25 per share expiring on April 21, 2018. The total fair value of the warrants has been estimated to be \$220,058 using Black-Scholes option pricing model based on the following assumptions: dividend yield of 0%, expected volatility of 398.43%, risk-free interest rate of 0.86%, and an expected life of 3 years. Stock based compensation is included in general and administrative expenses seen on the consolidated statement of operations and comprehensive loss.

On August 4, 2015, September 17, 2015, September 25, 2015 and September 29, 2015, the Company issued 409,775 warrants to purchase 409,775 shares of Common Stock at \$0.30 per share expiring on August 4, September 17, 25 and 29, 2018 respectively. The total fair value of the warrants has been estimated to be \$144,176 using Black-Scholes option pricing model based on the following assumptions: dividend yield of 0%, expected volatility of 393.93%, 334.50%, 333.91%, 332.95%, risk-free interest rate of 1.08%, 1.00%, 1.00% and 0.92% respectively, and an expected life of 3 years. Stock based compensation is included in general and administrative expenses seen on the consolidated statement of operations and comprehensive loss.

On November 12, 2015, the Company issued 15,000 warrants to purchase 15,000 shares of Common Stock at \$0.3 per share expiring on November 12, 2018. The total fair value of the warrants has been estimated to be \$5,830 using Black-Scholes option pricing model based on the following assumptions: dividend yield of 0%, expected volatility of 333.42%, risk-free interest rate of 1.24%, and an expected life of 3 years. Stock based compensation is included in general and administrative expenses seen on the consolidated statement of operations and comprehensive loss.

On February 8, 2016, February 11, 2016, and February 23, 2016, the Company issued 215,000 warrants to purchase 215,000 shares of Common Stock at \$0.28 per share expiring on February 8, 11, and 23, 2019 respectively. The total fair value of the warrants has been estimated to be \$69,052 using Black-Scholes option pricing model based on the following assumptions: dividend yield of 0%, expected volatility of 296.48%, 296.52%, 297.93%, risk-free interest rate of 0.83%, 0.81%, and 0.90% respectively, and an expected life of 3 years. Stock based compensation is included in general and administrative expenses seen on the consolidated statement of operations and comprehensive loss.

On April 5, 2016, the Company issued 193,415 warrants to purchase 193,415 shares of Common Stock at \$0.3 per share expiring on April 5, 2019. The total fair value of the warrants has been estimated to be \$45,065 using Black-Scholes option pricing model based on the following assumptions: dividend yield of 0%, expected volatility of 191.15%, risk-free interest rate of 0.85%, and an expected life of 3 years. Stock based compensation is included in general and administrative expenses seen on the consolidated statement of operations and comprehensive loss.

On May 3, 2016, May 9, 2016, and May 13, 2016, the Company issued 277,645 warrants to purchase 277,645 shares of Common Stock at \$0.30 per share expiring on May 3, 9, and 13, 2019 respectively. The total fair value of the warrants has been estimated to be \$74,331 using Black-Scholes option pricing model based on the following assumptions: dividend yield of 0%, expected volatility of 179.30%, 174.31%, 174.49%, risk-free interest rate of 0.92%, 0.86%, and 0.91% respectively, and an expected life of 3 years. Stock based compensation is included in general and administrative expenses seen on the consolidated statement of operations and comprehensive loss.

On June 3, 2016, June 10, 2016, and June 16, 2016, the Company issued 440,000 warrants to purchase 440,000 shares of Common Stock at \$0.30 per share expiring on June 3, 10, and 16, 2019 respectively. The total fair value of the warrants has been estimated to be \$122,966 using Black-Scholes option pricing model based on the following assumptions: dividend yield of 0%, expected volatility of 172.45%, 172.57%, 172.16%, risk-free interest rate of 0.92%, 0.87%, and 0.81% respectively, and an expected life of 3 years. Stock based compensation is included in general and administrative expenses seen on the consolidated statement of operations and comprehensive loss.

On July 11, 2016, July 12, 2016, and July 15, 2016, the Company issued 258,135 warrants to purchase 258,135 shares of Common Stock at \$0.30 per share expiring on July 11, 12, and 15, 2019 respectively. The total fair value of the warrants has been estimated to be \$90,583 using Black-Scholes option pricing model based on the following assumptions: dividend yield of 0%, expected volatility of 168.80%, 168.80%, 168.80%, risk-free interest rate of 0.77%, 0.81%, and 0.87% respectively, and an expected life of 3 years. Stock based compensation is included in general and administrative expenses seen on the consolidated statement of operations and comprehensive loss.

On August 9, 2016, August 10, 2016, and August 16, 2016, the Company issued 259,775 warrants to purchase 259,775 shares of Common Stock at \$0.30 per share expiring on August 9, 10, and 16, 2019 respectively. The total fair value of the warrants has been estimated to be \$76,138 using Black-Scholes option pricing model based on the following assumptions: dividend yield of 0%, expected volatility of 167.16%, 167.09%, 165.14%, risk-free interest rate of 0.84%, 0.80%, and

0.87% respectively, and an expected life of 3 years.

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On September 12, 2016, September 20, 2016, September 23, 2016, September 26, 2016, and September 30, 2016, the Company issued 276,655 warrants to purchase 276,655 shares of Common Stock at \$0.30 per share expiring on September 12, 20, 23, 26 and 30, 2018 respectively. The total fair value of the warrants has been estimated to be \$82,795 using Black-Scholes option pricing model based on the following assumptions: dividend yield of 0%, expected volatility of 161.47%, 161.18%, 161.32%, 161.36%, 161.23%, risk-free interest rate of 0.92%, 0.93%, 0.90%, 0.87% and 0.88% respectively, and an expected life of 3 years. Stock based compensation is included in general and administrative expenses seen on the consolidated statement of operations and comprehensive loss.

Additional details regarding warrant activity and warrants outstanding as of September 30, 2016, 2015 and 2014 are seen in the table below.

<u>Issue Date</u>	<u>No. of Warrants Issued</u>	<u>Exercise Price (\$)</u>	<u>Share Price on Grant Date (\$)</u>	<u>Expiry Date</u>	<u>Remaining Contractual Life (Years)</u>
4/1/2009	600,000	0.03	0.020	3/31/2014	0
4/12/2010	748,030	0.085	0.050	4/11/2015	0
8/3/2011	80,000	0.075	0.040	6/30/2014	0
9/13/2011	50,000	0.075	0.050	6/30/2014	0
1/9/2012	30,000	0.075	0.050	6/30/2014	0
				Weighted Average Contractual Life (Years)	0
Balance as at September 30, 2012 and 2013	1,508,030				0
9/24/2014	100,000	0.25	0.20	9/24/2016	0
9/25/2014	100,000	0.25	0.20	9/25/2016	0
				Weighted Average Contractual Life (Years)	0
Balance as at September 30, 2014	948,030				0
10/7/2014	100,000	0.25	0.20	10/7/2016	0.02
1/20/2015	50,000	0.25	0.32	1/20/2018	1.30
1/29/2015	160,850	0.25	0.30	1/29/2018	1.33
2/3/2015	125,000	0.25	0.30	2/3/2018	1.34
4/21/2015	629,030	0.25	0.35	4/21/2018	1.55
8/4/2015	9,775	0.30	0.35	8/4/2018	1.83
9/17/2015	125,000	0.30	0.30	9/17/2018	1.96
9/25/2015	125,000	0.30	0.35	9/25/2018	1.98
9/29/2015	150,000	0.30	0.40	9/29/2018	1.99
				Weighted Average Contractual Life (Years)	2.33
Balance as at September 30, 2015	1,674,655				2.33
11/12/2015	15,000	0.30	0.39	11/12/2018	2.11
2/08/2016	15,000	0.28	0.28	2/08/2019	2.38
2/11/2016	150,000	0.28	0.33	2/11/2019	2.38
2/23/2016	50,000	0.28	0.32	2/23/2019	2.40
4/05/2016	193,415	0.30	0.26	4/05/2019	2.54
5/03/2016	56,500	0.30	0.30	5/03/2019	2.55
5/09/2016	206,145	0.30	0.31	5/09/2019	2.55
5/13/2016	15,000	0.30	0.28	5/13/2019	2.62
6/03/2016	140,000	0.30	0.28	6/03/2019	2.67
6/10/2016	180,000	0.30	0.34	6/10/2019	2.67
6/16/2016	120,000	0.30	0.34	6/16/2019	2.68
7/11/2016	193,355	0.30	0.40	7/11/2019	2.80
7/12/2016	25,780	0.30	0.40	7/12/2019	2.80
7/15/2016	39,000	0.30	0.40	7/15/2019	2.80
8/09/2016	193,380	0.30	0.34	8/09/2019	2.88
8/10/2016	12,895	0.30	0.34	8/10/2019	2.88
8/16/2016	53,500	0.30	0.34	8/16/2019	2.89
9/12/2016	51,565	0.30	0.37	9/12/2019	2.96
9/20/2016	167,590	0.30	0.35	9/20/2019	2.98
9/23/2016	7,500	0.30	0.32	9/23/2019	2.98
9/26/2016	15,000	0.30	0.32	9/26/2019	2.99
9/30/2016	35,000	0.30	0.35	9/30/2019	3.00
				Weighted	

Balance as at September 30, 2016	3,410,280	Average Contractual Life (Years)	2.18
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NOTE 14. RELATED PARTY TRANSACTIONS

The Company sourced some of its funding from its CEO and director - Mr. Lee, CEO and Dr. Ford Moore. Interest accrued on all loans outstanding to Mr. Lee and Dr. Moore totaled \$53,043 as of September 30, 2016. The total loan amounts including accrued interest owing to Mr. Lee as and Dr. Moore of September 30, 2016, 2015, and 2014 were \$346,335, \$171,500, and \$89,564, and owing to Dr. Moore as of September 30, 2016 were \$115,180. Account payables owing to Mr. Lee as of September 2016, 2015 and 2014 were \$414,615, \$318,675 and \$210,139. Account payables owing to shareholders as of September 2016, 2015 and 2014 were \$160,714, \$129,514 and \$125,516.

NOTE 15. SEGMENTED INFORMATION

On November 4, 2011, the Company ceased all operations on its drug development business and adopted a new corporate development strategy that changed the business operation of the Company to digital media and digital education with an intense focus on China. Results of operations are reported on a consolidated basis for segment reporting purposes. Consolidated disclosures about revenue streams and long-lived assets by geographic area are seen below.

Revenues

The Company did not generate revenue for the years 2016, 2015 and 2014. The Company derived revenues from royalties and from consulting services for the years ended September 30, 2014 and 2013.

Revenue Stream	Years ended September 30,		
	2016	2015	2014
Disposal of Indaflex rights (Mexico Only)	\$ 0	\$ 0	\$ 0
Consulting Fees (North America)	-	-	-
Gross Operating Revenue	<u>0</u>	<u>0</u>	<u>0</u>
Other non-operating revenue:			
Forgone Accounts Payable	-	20,227	13,364
Gain from disposal of fixed assets	-	-	-
Legal Settlement	-	-	-
Interest Income	<u>67</u>	<u>416</u>	<u>409</u>
Total Revenues and Non-Operating Revenues	\$ 67	\$ 20,373	\$ 13,773

Long Lived Assets	As of September 30,		
	2016	2015	2014
North America	\$ -	\$ -	\$ -
Asia	<u>5,879</u>	<u>10,874</u>	<u>15,706</u>
Total Long Lived Assets	\$ 5,879	\$ 10,874	\$ 15,706

NOTE 16. GOODWILL

During the fourth quarter of fiscal 2013, the Company completed its annual impairment review of goodwill and indefinite-lived intangible assets. As a result of the impairment review performed, the Company recorded a non-cash impairment charge of approximately \$19,425,346 for the fiscal year ended September 30, 2013 mainly consisted of a write-down of goodwill against the acquisition of UMeLook Holdings Limited.

NOTE 17. RECLASSIFICATIONS

Certain amounts from prior year have been reclassified to conform to current year's presentation.

NOTE 18. SUBSEQUENT EVENTS

None

**Certification by the Principal Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Michael Lee, certify that:

1. I have reviewed this annual report on Form 20-F of UMeWorld Limited;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15 (f) and 15d-15(f)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent function):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: February 13, 2017

By: /s/ Michael Lee

Name: Michael Lee

Title: Chief Executive Officer

**Certification by the Principal Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Michael Lee, certify that:

1. I have reviewed this annual report on Form 20-F of UMeWorld Limited;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15 (f) and 15d-15(f)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent function):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: February 13, 2017

By: /s/ Michael Lee

Name: Michael Lee

Title: Interim Chief Financial Officer

**Certification by the Principal Executive Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of UMeWorld Limited (the "Company") on Form 20-F for the year ended September 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael Lee, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 13, 2017

By: /s/ Michael Lee

Name: Michael Lee

Title: Chief Executive Officer

**Certification by the Principal Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of UMeWorld Limited (the "Company") on Form 20-F for the year ended September 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael Lee, Interim Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 13, 2017

By: /s/ Michael Lee

Name: Michael Lee

Title: Interim Chief Financial Officer