

Unaudited Condensed Consolidated Interim Financial Statements of

**UNIQUE BROADBAND SYSTEMS, INC.**

For the three months ended November 30, 2011 and 2010

# UNIQUE BROADBAND SYSTEMS, INC.

## Condensed Consolidated Interim Statements of Financial Position

(In thousands of Canadian dollars)

(Unaudited)

As at

	November 30, 2011	August 31, 2011	September 1, 2010
<b>Assets</b>			
Current assets			
Cash and cash equivalents (note 4)	\$ 948	\$ 945	\$ 4,332
Accounts receivable and other receivables (note 5)	79	237	3
Prepaid expenses and deposits (note 6)	952	948	608
	1,979	2,130	4,943
Restricted cash (note 4)	50	50	50
Investment in Look Communications Inc. (note 7)	11,107	11,405	12,564
	\$ 13,136	\$ 13,585	\$ 17,557

## Liabilities and Shareholders' Equity

Current liabilities			
Accounts payable	\$ 539	\$ 399	\$ 30
Accrued liabilities (note 8)	885	885	284
Accrued restructuring liabilities (note 9)	-	-	696
Accrued restructuring liabilities due to related parties (note 9)	4,033	4,003	5,369
Provisions (note 16(b))	150	150	150
Deferred revenue (note 13(a))	811	1,244	2,400
	6,418	6,681	8,929
Shareholders' equity			
Share capital (note 10)	58,139	58,139	58,139
Share option reserve	3,235	3,235	3,235
Deficit (note 19)	(54,656)	(54,470)	(52,746)
	6,718	6,904	8,628
	\$ 13,136	\$ 13,585	\$ 17,557

The accompanying notes are an integral part of the condensed consolidated interim unaudited financial statements.

Approved by the Board of Directors:

(Signed) – *Robert Ulicki*

Director

(Signed) - *Grant McCutcheon*

Director

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# UNIQUE BROADBAND SYSTEMS, INC.

## Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(In thousands of Canadian dollars, except per share amounts)

(Unaudited)

For the three months ended November 30,

	2011	2010
Revenue	\$ 433	\$ 600
Expenses		
Compensation (note 11)	111	147
General and administrative	182	295
Restructuring charges (note 9)	30	202
	323	644
Income (loss) before the undernoted	110	(44)
Interest income	2	5
Equity interest in Look's losses (note 7)	(298)	(446)
Loss and comprehensive loss for the period	\$ (186)	\$ (485)
Loss per share		
Basic and diluted	(0.002)	(0.005)
Weighted average number of shares outstanding		
Basic and diluted	102,748	102,748

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The accompanying notes are an integral part of the condensed consolidated interim unaudited financial statements.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

(In thousands of Canadian dollars)

(Unaudited)

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	Share Capital (Note 10)			Total
	Shares	Amount	Deficit	Shareholders' Equity
Balance, September 1, 2010	102,748	\$ 58,139	\$ (49,511)	\$ 8,628
Net loss and comprehensive loss for the period	-	-	(485)	(485)
Balance, November 30, 2010	102,748	\$ 58,139	\$ (49,996)	\$ 8,143
Balance, September 1, 2011	102,748	\$ 58,139	\$ (51,235)	\$ 6,904
Net loss and comprehensive loss for the period	-	-	(186)	(186)
<b>Balance, November 30, 2011</b>	<b>102,748</b>	<b>\$ 58,139</b>	<b>\$ (51,421)</b>	<b>\$ 6,718</b>

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*The accompanying notes are an integral part of the condensed consolidated interim unaudited financial statements.*

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# UNIQUE BROADBAND SYSTEMS, INC.

## Condensed Consolidated Interim Statements of Cash Flows

(In thousands of Canadian dollars)

(Unaudited)

For the three months ended November 30,

	2011	2010
Cash flows from operating activities		
Net loss for the period	\$ (186)	\$ (485)
Items not affecting cash		
Equity interest in Look's losses	298	446
Amortization of stock-based compensation	-	9
Change in non-cash operating assets and liabilities		
Accounts receivable and other receivables	158	(233)
Prepaid expenses and deposits	(4)	-
Accounts payable and accrued liabilities	140	50
Accrued restructuring liabilities	-	77
Accrued restructuring liabilities due to related party	30	41
Deferred revenue	(433)	-
Cash provided by (used in) operating activities	3	(95)
Increase (decrease) in cash and cash equivalents	3	(95)
Cash and cash equivalents, beginning of period	945	4,332
Cash and cash equivalents, end of period	\$ 948	\$ 4,237

The accompanying notes are an integral part of the condensed consolidated interim unaudited financial statements.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

*(Unaudited)*

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### 1. Nature of operation

Unique Broadband Systems, Inc. is a publicly listed Canadian company that, effective May 25, 2010, has a 39.2% fully diluted equity interest in Look Communications Inc. ("Look") and other financial assets. References to "UBS" and the "Company" include the legal entity Unique Broadband Systems, Inc. and its wholly owned subsidiary, UBS Wireless Services Inc. ("UBS Wireless").

In 2003, UBS transitioned from a technology company that designed, developed and manufactured broadband wireless equipment to a holding company when it acquired a controlling interest in Look, through share transactions and 7% secured convertible debentures issued by Look ("Debentures"), and sold its manufacturing business. This holding in Look's securities gave UBS a controlling 51.8% share of Look.

Following the announcement by Look in April 2010 that it intended to redeem all outstanding Debentures on May 25, 2010, the Debenture previously held by UBS Wireless was among the Debentures redeemed by Look and, as a result, effective May 25, 2010, UBS has a non-controlling 37.6% voting interest and a 39.2% economic interest in Look (note 7).

These condensed consolidated interim unaudited financial statements were approved for issue by the Board of Directors on February 21, 2012.

### 2. Summary of significant accounting policies

#### (a) Statement of compliance

These condensed consolidated interim unaudited financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"), using accounting policies consistent with International Financial Reporting Standards ("IFRS"). These are the Company's first consolidated interim financial statements prepared in accordance with IFRS. The accounting policies have been selected to be consistent with IFRS, as issued by the International Accounting Standards Board ("IASB"), as is expected to be effective on August 31, 2012, the Company's first annual IFRS reporting date. Previously, the Company prepared its interim and annual financial statements in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). These condensed consolidated interim unaudited financial statements should be read in conjunction with the audited August 31, 2011 consolidated financial statements.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

*(Unaudited)*

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### 2. Summary of significant accounting policies (continued)

#### (a) Statement of compliance (continued)

The adoption of IFRS resulted in changes to the accounting policies as compared with the most recent annual financial statements prepared under Canadian GAAP. The accounting policies set out below have been applied consistently to all periods presented. They also have been applied in the preparation of an opening IFRS statement of financial position as at September 1, 2010, as required by IFRS 1, First Time Adoption of International Financial Reporting Standards ("IFRS 1"). The impact of the transition from Canadian GAAP to IFRS is explained in note 19.

The standards and interpretations within IFRS are subject to change and accordingly, the accounting policies for the annual period that are relevant to these condensed consolidated interim unaudited financial statements will be finalized only when the first annual IFRS financial statements are prepared for the year ending August 31, 2012.

#### (b) Basis of presentation

These condensed consolidated interim unaudited financial statements have been prepared on a historical cost basis.

These condensed consolidated interim unaudited financial statements include the accounts of Unique Broadband Systems, Inc. and its wholly-owned subsidiary, UBS Wireless Services Inc. All inter-company transactions are eliminated on consolidation.

#### Going concern

The going concern basis of presentation assumes that UBS will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. There is significant doubt about UBS' use of the going concern assumption because as at November 30, 2011, UBS has a working capital deficiency of \$4,439 (August 31, 2011 - \$4,551 and September 1, 2010 - \$3,986). Furthermore, there is uncertainty regarding the timing and the quantum of cash distributions by Look to its shareholders, including UBS, and the outcomes of certain litigation (note 16). UBS will need to raise cash and/or monetize assets, and/or receive cash distributions from Look and/or reduce its outstanding commitments in order to meet the needs of its existing operations and commitments, giving rise to doubt about UBS' use of the going concern assumption.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

*(Unaudited)*

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### 2. Summary of significant accounting policies (continued)

#### (b) Basis of presentation (continued)

Notwithstanding the above, the condensed consolidated interim unaudited financial statements have been prepared on a going concern basis and do not include any adjustments to the carrying values and classifications of assets and liabilities and reported revenue and expenses that would be necessary if the going concern basis was not appropriate. Such adjustments could be material.

#### Investment in Look

UBS' actual share ownership in Look has fluctuated as Debentures previously issued by Look were converted into multiple and subordinate voting shares and interest obligations in connection with these Debentures were settled in subordinate voting shares. If all Debentures had been converted, UBS would have had the ability to control at least 51% of Look. As UBS had the ability to maintain control by converting these Debentures at any time, UBS consolidated its interest in Look.

However, following the redemption of Debentures by Look, UBS no longer had the ability to convert its Debentures and as from the effective date of the redemption of Look's Debentures, May 25, 2010, UBS accounts for its 39.2% interest in Look using the equity method that reports UBS' equity participation in Look through the "equity interest in Look's income or loss" in the statement of loss and comprehensive loss.

After the application of the equity method, the Company determines at each reporting date whether there is any objective evidence that the investment in Look is impaired and consequently whether it is necessary to recognize an additional impairment loss on the Company's investment in Look. If this is the case, the Company calculates the amount of impairment as the difference between the recoverable amount of Look and its carrying value and recognizes the amount in the consolidated statement of loss and comprehensive loss.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

(Unaudited)

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## 2. Summary of significant accounting policies (continued)

### (b) Basis of presentation (continued)

#### CCAA proceedings

On July 5, 2011, UBS announced that it and UBS Wireless have commenced proceedings under the *Companies' Creditors Arrangement Act* (the "CCAA"). The court has made an order staying all proceedings against UBS and its directors until March 30, 2012. Duff & Phelps Canada Limited (the "Monitor") (formerly RSM Richter Inc.) has been appointed as the Monitor of UBS. Further information with respect to the CCAA proceedings can be found on the Monitor's website at [www.duffandphelps.com](http://www.duffandphelps.com).

UBS has been successful in significantly reducing operating expenses, settling certain claims and obtaining the reversal of approximately \$1.8 million of awards granted by UBS' prior board in 2009. Notwithstanding these achievements, the approximately 18.2 million in termination and other payments being pursued in claims against UBS involving, among others, Jolian Investments Ltd. ("Jolian"), Mr. McGoey, DOL Technologies Inc. ("DOL") and Mr. Dolgonos (the "Plaintiff Group"), have precipitated the commencement of proceedings under the CCAA, which UBS views as the best course of action to preserve its assets.

The CCAA proceeding has been commenced to, among other things:

- (i) facilitate the determination and compromise or arrangement of creditor claims against UBS;
- (ii) permit UBS to propose a plan to realize value from its accumulated tax losses, public listing and other assets;
- (iii) avert an imminent liquidity crisis being caused by litigation-related expenses that will prevent UBS from continuing to carry on business for the benefit of its stakeholders and defending the proceedings brought by the Plaintiff Group;
- (iv) stay all payables owing by UBS; and
- (v) provide a process to determine the claims being asserted against UBS by the Plaintiff Group in a more cost effective and expeditious manner.

While under protection from its creditors, UBS' board of directors will continue to manage UBS. In addition, UBS will continue to provide certain services to Look, pursuant to the management services agreement between the parties. Should the stay period in the CCAA proceedings and any subsequent extensions thereof not be sufficient in duration or scope to allow UBS to complete its tasks as outlined above under the CCAA and should UBS lose the protection of the stay of proceedings, creditors may immediately enforce their rights and remedies against UBS and its assets which would in all likelihood lead to liquidation proceedings.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

*(Unaudited)*

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### 2. Summary of significant accounting policies (continued)

#### (c) Cash and cash equivalents

Cash and cash equivalents consist of cash on deposit with banks and highly liquid short-term interest-bearing investments with maturities of 90 days or less from the original date of acquisition. The Company had \$948 in cash and no cash equivalents as at November 30, 2011.

#### (d) Restricted cash

Restricted cash is held in an interest-bearing certificate with maturity of 90 days or less from the original date of acquisition, currently with an interest rate of 0.05%. Funds totaling \$50 are restricted to secure the Company's credit card.

#### (e) Revenue recognition

Service revenue is comprised of base fees and performance incentives received by UBS from Look pursuant to the management services agreement ("Look MSA") entered into between UBS and Look on May 19, 2004. Service revenues in connection with the Look MSA include base fees payable on a monthly basis from Look to UBS and any performance incentives recognised by Look in the form of cash bonus payments, the direct grant of treasury shares or options for the purchase of Look shares from treasury.

Deferred revenue includes payments received by UBS from Look in advance of future services pursuant to the Look MSA.

#### (f) Financial instruments

##### (i) Financial assets

Financial assets are classified as either financial assets at fair value through profit or loss ("FVTPL"), loans and receivables, held to maturity investments ("HTM"), or available for sale financial assets ("AFS"), as appropriate at initial recognition and, except in very limited circumstances, the classification is not changed subsequent to initial recognition. The classification is determined at initial recognition and depends on the nature and purpose of the financial asset. A financial asset is derecognized when its contractual rights to the asset's cash flows expire or if substantially all the risks and rewards of the asset are transferred.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

*(Unaudited)*

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### 2. Summary of significant accounting policies (continued)

#### (f) Financial instruments (continued)

##### (ii) Financial assets at FVTPL

A financial asset is classified as FVTPL when the financial asset is held for trading or it is designated upon initial recognition as an FVTPL. A financial asset is classified as held for trading if (1) it has been acquired principally for the purpose of selling or repurchasing in the near term; (2) it is part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short term profit taking; or (3) it is a derivative that is not designated and effective as a hedging instrument. Financial assets at FVTPL are carried in the condensed consolidated interim unaudited statements of financial position at fair value with changes in fair value recognized in the consolidated statements of loss and comprehensive loss. Transaction costs are expensed as incurred. The Company has no assets at FVTPL.

##### (iii) Loans and receivables

Trade receivables and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivable. Accounts receivable are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortized cost. Bad debts are written off during the period in which they are identified. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in the statements of loss and comprehensive loss when the receivables are derecognized or impaired, as well as through the amortization process. The Company has classified cash and cash equivalents, restricted cash, short-term investments, accounts receivable and due from related party as loans and receivables.

##### (iv) Impairment of financial assets

The Company assesses at the end of each reporting period whether a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

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

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

*(Unaudited)*

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### 2. Summary of significant accounting policies (continued)

#### (f) Financial instruments (continued)

The carrying amount of all financial assets, excluding accounts receivable, is directly reduced by the impairment loss. The carrying amount of trade receivables is reduced through the use of an allowance account. Associated allowances are written off when there is no realistic prospect of future recovery and all collateral has been realized or has been transferred to the Company. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in the statement of loss and comprehensive loss.

#### (v) Effective interest method

The effective interest method calculates the amortized cost of a financial instrument asset or liability and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial asset or liability, or where appropriate, a shorter period. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as FVTPL.

#### (vi) Financial liabilities

Financial liabilities are classified as financial liabilities at FVTPL, or other financial liabilities, as appropriate upon initial recognition. A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. Subsequent to the initial recognition, other financial liabilities are measured at amortized cost using the effective interest method. The Company's other financial liabilities include accounts payables, accrued restructuring liabilities, and accrued liabilities.

Financial liabilities are classified as FVTPL if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments (including separated embedded derivatives) unless they are designated as effective hedging instruments. Gains or losses on liabilities classified as FVTPL are recognized in the condensed consolidated interim unaudited statement of loss and comprehensive loss.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

*(Unaudited)*

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### 2. Summary of significant accounting policies (continued)

#### (g) Translation of foreign currencies

These condensed consolidated interim unaudited financial statements are presented in Canadian dollars (“\$”), which is the Company’s and its subsidiaries’ functional and presentation currency. Foreign currency monetary assets and liabilities are translated at current rates of exchange with the resulting gain or losses recognized in the consolidated statements of loss and comprehensive loss. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are recognized immediately in the condensed consolidated interim unaudited statements of loss and comprehensive loss. Non-monetary assets and liabilities are translated using the historical exchange rates. Non-monetary assets and liabilities measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

#### (h) Income taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute future tax assets and liabilities are measured at future anticipated tax rates which have been enacted or substantively enacted at the reporting date. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

With certain exceptions, deferred tax assets and liabilities are provided on all qualifying temporary differences at the end of the reporting period between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets are only recognized to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future and future taxable profit will be available against which the temporary difference can be utilized.

Deferred tax liabilities and assets are not recognized for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

*(Unaudited)*

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### 2. Summary of significant accounting policies (continued)

#### (i) Provisions and contingencies

Provisions are recognized when a legal or constructive obligation exists, as a result of past events, and it is probable that an outflow of resources that can be reliably estimated will be required to settle the obligation. Where the effect is material, the provision is discounted using an appropriate current market-based pre-tax discount rate. The increase in the provision due to passage of time is recognized as interest expense.

When a contingency substantiated by confirming events can be reliably measured and is likely to result in an economic outflow, a liability is recognized as the best estimate required to settle the obligation. A contingent liability is disclosed where the existence of an obligation will only be confirmed by future events, or where the amount of a present obligation cannot be measured reliably or will likely not result in an economic outflow. Contingent assets are only disclosed when the inflow of economic benefits is probable. When the economic benefit becomes virtually certain, the asset is no longer contingent and is recognized in the condensed consolidated interim unaudited financial statements.

#### (j) Basic and diluted loss per share

Basic loss per share is computed by dividing the net loss applicable by the weighted average number of shares outstanding during the reporting period. Diluted earnings per share is calculated in a similar manner, except that the weighted average number of common shares outstanding is increased to include potentially issuable common shares from the assumed exercise of common share purchase options and warrants, if dilutive. The number of additional shares included in the calculation is based on the treasury stock method for options and warrants.

#### (k) Share-based payments

Equity-settled share-based payments for directors, officers and employees are measured at fair value at the date of grant and recorded as compensation expense in the financial statements. The fair value determined at the grant date of the equity-settled share-based payments is expensed over the vesting period based on the Company's estimate of shares that will eventually vest. The number of forfeitures likely to occur is estimated on grant date. Any consideration paid by directors, officers and employees on exercise of equity-settled share-based payments is credited to share capital. Shares are issued from treasury upon the exercise of equity-settled share-based instruments.

Compensation expense on stock options granted to non-employees is measured at the date when the goods or services are received and is recorded as an expense in the same period as if the Company had paid cash for the goods or services received.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

*(Unaudited)*

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### 2. Summary of significant accounting policies (continued)

#### (k) Share-based payments (continued)

When the fair value of the goods or services received from non-employees in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a Black-Scholes option pricing model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations. No share-based payments were made during fiscal 2011 and the first quarter of 2012.

#### (l) Significant accounting judgments and estimates

The preparation of these condensed consolidated interim unaudited financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the end of the reporting period and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated condensed interim unaudited financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed consolidated interim unaudited financial statements, and may require accounting adjustments based on future occurrences.

Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### (m) Critical accounting estimates

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to management's assumption of no material provisions or obligations, based on the facts and circumstances that existed during the period.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

*(Unaudited)*

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### 3. Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Company:

IFRS 7 Financial Instruments: disclosures ("IFRS 7"). The Accounting Standards Board ["AcSB"] approved the incorporation of the IASB's amendments to IFRS 7 Financial Instruments: Disclosures and the related amendment to IFRS 1 First-time Adoption of International Financial Reporting Standards into Part I of the Handbook. These amendments were made to Part I in January 2011 and are effective for annual periods beginning on or after July 1, 2011. Earlier application is permitted. The amendments relate to required disclosures for transfers of financial assets to help users of the financial statements evaluate the risk exposures relating to such transfers and the effect of those risks on an entity's financial position. The Company is currently evaluating the impact of IFRS 7 on its consolidated financial statements.

IFRS 9 Financial Instruments ("IFRS 9") was issued by the IASB on November 12, 2009 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. The Company is currently evaluating the impact of IFRS 9 on its consolidated financial statements.

IFRS 10 Consolidated Financial Statements ("IFRS 10") establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. IFRS 10 supersedes IAS 27 "Consolidated and Separate Financial Statements" and SIC-12 "Consolidated – Special Purpose Entities" and is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

IFRS 11 Joint Arrangements ("IFRS 11") establishes principles for financial reporting by parties to a joint arrangement. IFRS 11 supersedes the current IAS 31 "Interests in Joint Ventures" and SIC-13 "Jointly Controlled Entities – Non-Monetary Contributions by Venturers" and is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

(Unaudited)

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### 3. Accounting standards issued but not yet effective (continued)

IFRS 12 Disclosure of Interests in Other Entities ("IFRS 12") applies to entities that have an interest in a subsidiary, a joint arrangement, an associate or an unconsolidated structured entity. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

IFRS 13 Fair Value Measurements ("IFRS 13") defines fair value, sets out in a single IFRS framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 applies to IFRS that require or permit fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements), except in specified circumstances. IFRS 13 is to be applied for annual periods beginning on or after January 1, 2013. Earlier application is permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

### 4. Cash and cash equivalents and restricted cash

#### (a) Cash and cash equivalents

At November 30, 2011, the Company held \$948 of cash (August 31, 2011 - \$945; September 1, 2010 - \$4,332) and no cash equivalents.

#### (b) Restricted cash

As at November 30, 2011, August 31, 2011 and September 1, 2010, UBS had restricted cash of \$50 which was held in interest-bearing certificates at 0.05%.

### 5. Accounts receivable and other receivables

Accounts receivable and other receivables balances at November 30, 2011, August 31, 2011 and September 1, 2010 are set out in the following table:

	November 30, 2011	August 31, 2011	September 1, 2010
GST/HST receivable	\$ 22	\$ 180	\$ -
Legal retainer receivable <sup>(1)</sup>	37	37	-
Other receivables	20	20	3
<b>Total</b>	<b>\$ 79</b>	<b>\$ 237</b>	<b>\$ 3</b>

<sup>(1)</sup> During the quarter ended February 28, 2011, as a result of a settlement agreement executed between the Company and a former director, \$37 in legal retainers were reallocated from Prepaid expenses and deposits (note 6) to Accounts receivable.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

(Unaudited)

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### 6. Prepaid expenses and deposits

The Company's prepaid expenses and deposits as at November 30, 2011, August 31, 2011 and September 1, 2010 are summarized in the following table:

	November 30, 2011	August 31, 2011	September 1, 2010
Indemnification retainers <sup>(1)</sup>	\$ 446	\$ 446	\$ 564
Legal retainer <sup>(2)</sup>	266	286	-
CCAA retainers <sup>(3)</sup>	61	100	-
Other	179	116	44
<b>Total</b>	<b>\$ 952</b>	<b>\$ 948</b>	<b>\$ 608</b>

<sup>(1)</sup> During June, 2010, the former Board of Directors of UBS received a letter signed by each of UBS' directors, officers and consultants advising UBS that they seek, and are entitled to, indemnification under their Indemnity Agreements and article 7 of the By-Laws of UBS for, among other things, ongoing legal expenses for lawyers that have been retained to advise them on indemnity matters. Subsequently \$570 was placed in trust by UBS with various legal firms. As at November 30, 2011, UBS estimates that the amounts in trust had been drawn down by a total of approximately \$68. \$19 was returned to UBS as a result of a settlement agreement executed between UBS and the former CFO. \$37 is due to be returned to UBS as a result of a settlement agreement executed between UBS and a former director and is reflected in accounts receivable and other receivables (note 5). As a result, approximately \$446 remained in trust at November 30, 2011.

<sup>(2)</sup> Funds totaling \$330 were placed in Trust with a legal firm on February 24, 2011 for, among other things, legal advice with regard to ongoing litigation. At November 30, 2011, approximately \$64 was expensed and \$266 remained in Trust.

<sup>(3)</sup> Funds totaling \$100 were placed in Trust with legal firms on June 27, 2011 for, among other things, legal advice with regard to UBS' commencement of proceedings under CCAA. At November 30, 2011, approximately \$39 was expensed and \$61 remained in Trust.

### 7. Investment in Look

#### (a) Investment in Look

At November 30, 2011, UBS Wireless held 24,864 Multiple Voting Shares and 29,921 Subordinate Voting Shares in Look representing a 39.2% economic interest and a 37.6% voting interest in Look. UBS acquired its shareholding in Look through a series of transactions and the receipt of shares in lieu of interest on its Debentures.

UBS' 39.2% interest in Look's equity of \$28,337 at November 30, 2011 amounted to \$11,107 (August 31, 2011 - \$29,096 and \$11,405 respectively; September 1, 2010 - \$32,053 and \$12,564 respectively) is set out in the table below:

	November 30, 2011
Investment in Look at September 1, 2010	\$ 12,564
Cumulative equity interest in Look's losses for fiscal 2011	(1,159)
Investment in Look at August 31, 2011	\$ 11,405
Cumulative equity interest in Look's losses for the first quarter of fiscal 2012	(298)
Investment in Look at November 30, 2011	\$ 11,107

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# UNIQUE BROADBAND SYSTEMS, INC.

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### 7. Investment in Look (continued)

#### (a) Investment in Look (continued)

An analysis of UBS' interest in the post acquisition income and losses of Look is as follows:

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Cumulative equity interest in Look's income at September 1, 2010	\$ 635
Equity interest in Look's losses for fiscal 2011	(1,159)
Equity interest in Look's losses for the first quarter of fiscal 2012	(298)
<hr/>	
Cumulative equity interest in Look's losses as at November 30, 2011	\$ (822)

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Look's consolidated balance sheets as at November 30, 2011, August 31, 2011 and September 1, 2010 are set out below:

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	November 30, 2011	August 31, 2011	September 1, 2010
<b>ASSETS</b>			
Total current assets	\$ 29,028	\$ 30,406	\$ 31,505
Property and equipment	-	-	1,738
<hr/>			
	\$ 29,028	\$ 30,406	\$ 33,243
<hr/>			
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Liabilities</b>			
Total current liabilities	\$ 691	\$ 1,310	\$ 1,190
<b>Shareholders' equity</b>			
Share capital	34,484	34,484	34,484
Deficit	(6,147)	(5,388)	(2,431)
<hr/>			
Total shareholders' equity	28,337	29,096	32,053
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	\$ 29,028	\$ 30,406	\$ 33,243

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Look's market capitalization, based on the closing share prices of its multiple and subordinate voting shares at November 30, 2011 of \$0.115 and \$0.125 respectively, was \$16,801 (August 31, 2011 - \$0.13 and \$0.13 respectively - \$18,161; September 1, 2010 - \$0.16 and \$0.17 respectively - \$23,100).

On June 3, 2011, Look sold its land and building in Milton, Ontario for aggregate consideration of \$3,050.

Look continues to pursue opportunities to realize the value of its tax attributes of approximately \$165,340.

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# UNIQUE BROADBAND SYSTEMS, INC.

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### 7. Investment in Look (continued)

#### (b) Change of Look to NEX listed company

On February 3, 2011, Look received notice from the TSX Venture Exchange (the "Exchange") that, in accordance with its Continued Listing Requirements outlined in Exchange Policy 2.5, Look no longer meets the tests related to having a significant interest in a business or primary asset used to carry on business. Effective May 9, 2011, the Exchange issued a bulletin reclassifying Look to Tier 2 and placed Look on notice to transfer to NEX, subject to Look making a submission that it meets all Tier 2 Continued Listing Requirements.

In accordance with TSX Venture Policy 2.5, Look has not maintained the requirements for a TSX Venture Tier 2 company. Therefore, effective November 25, 2011, Look's listing was transferred to NEX, Look's Tier classification changed from Tier 2 to NEX, and the Filing and Service Office changed from Montreal to NEX.

As of November 25, 2011, Look is subject to restrictions on share issuances and certain types of payments as set out in the NEX policies.

The trading symbol for Look's multiple voting shares changed from LOK to LOK.H. The trading symbol for Look's subordinate voting shares changed from LOK.A to LOK.K. There is no change in Look's name, no change in its CUSIP number and no consolidation of capital. The symbol extensions differentiate NEX symbols from Tier 1 or Tier 2 symbols within the TSX Venture market.

### 8. Accrued liabilities

The Company's accrued liabilities as at November 30, 2011, August 31, 2011 and September 1, 2010 are summarized in the following table:

	November 30, 2011	August 31, 2011	September 1, 2010
Plaintiff Group legal expenses <sup>(1)</sup>	\$ 750	\$ 750	\$ -
Professional expenses <sup>(2)</sup>	114	114	113
Settlement accruals <sup>(3)</sup>	-	-	150
Board fees <sup>(4)</sup>	21	21	21
<b>Total</b>	<b>\$ 885</b>	<b>\$ 885</b>	<b>\$ 284</b>

<sup>(1)</sup> Legal costs include an estimate of the costs relating to the claims of certain members of the Plaintiff Group for payments under certain management services agreements and are subject to determination in the CCAA claims process currently underway (note 2(b)).

<sup>(2)</sup> Includes costs associated with the Company's audit, tax reporting and Annual General Meeting requirements.

<sup>(3)</sup> Includes accrued expenses in connection with the settlement of leased premises (note 16(b(ii))).

<sup>(4)</sup> Includes accrued board fees payable to certain members of the Plaintiff Group which are subject to determination in the CCAA claims process.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

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(Unaudited)

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### 9. Restructuring

As a result of Look's sale of its spectrum and broadcast licence to Inukshuk Wireless Partnership and the resulting restructuring of its business, UBS has recorded and paid restructuring costs as set out in the following table:

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<b>Accrued restructuring liabilities</b>	Contract termination, special meeting and legal charges	Human resource restructuring charges	Total restructuring amounts
Balance at September 1, 2010	\$ 664	\$ 32	\$ 696
Expensed in fiscal 2011	154	-	154
Paid in fiscal 2011	(818)	(32)	(850)
Balance at August 31, 2011 and November 30, 2011	\$ -	\$ -	\$ -

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<b>Accrued restructuring liabilities due to related parties<sup>(1)</sup></b>	Legal charges	Human resource restructuring charges	Total restructuring amounts
Balance at September 1, 2010	\$ -	\$ 5,369	\$ 5,369
Expensed in fiscal 2011	7	130	137
Paid in fiscal 2011	(7)	(199)	(206)
Reversal of accrual fiscal 2011	-	(1,297)	(1,297)
Balance at August 31, 2011	\$ -	\$ 4,003	\$ 4,003
Expensed in first quarter of fiscal 2012	-	30	30
Balance at November 30, 2011	\$ -	\$ 4,033	\$ 4,033

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<sup>(1)</sup> See note 13.

During the first quarter of fiscal 2012, \$30 in accrued interest on the awards due to related parties was expensed to restructuring charges.

During the year ended August 31, 2011, UBS expensed \$291, paid \$1,056 and recovered \$1,297 of restructuring charges. Of the \$291 expensed in fiscal 2011, \$161 related primarily to professional fees and consulting expenses and the balance related mainly to accrued interest on the awards due to related parties.

On January 6, 2011, UBS settled the accrued restructuring award granted to the former Chief Financial Officer ("CFO") by the former Board of Directors and any other amount due under his employment agreement, for \$330, which resulted in a reversal of \$833 to restructuring charges.

On February 16, 2011, UBS settled the accrued restructuring award granted to a former director of UBS, which resulted in, among other things, a full reversal of the restructuring award originally granted in June 2009 and accrued interest, totaling \$464, to restructuring charges.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

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*(Unaudited)*

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### 10. Share capital

#### (a) Authorized

Unlimited common shares

Unlimited Class A non-voting shares

#### (b) Issued and outstanding

As at November 30, 2011, August 31, 2011 and September 1, 2010, UBS had 102,748 common shares and no Class A non-voting shares issued and outstanding, totaling \$58,139.

#### (c) Share appreciation rights plan

As a result of the restructuring process, there were no SAR units outstanding at August 31, 2010 and on November 24, 2010 UBS' Board of Directors cancelled the SAR Plan.

#### (d) Stock option incentive plan

UBS' stock option plan (the "Option Plan") provides for the granting of stock options to employees, directors and consultants of UBS. Under the Option Plan, up to 19,765 common shares may be issued from treasury. The exercise price of the options is determined by the Board of Directors at the time of the grant of an option, but cannot be lower than the closing market price of UBS' shares on the TSX Venture Exchange on the business day immediately preceding the day on which an option is granted. In the absence of terms specifying otherwise, options vest annually over a three-year period and are exercisable during a period not to exceed 10 years from such grant.

The following table reflects activity under the Option Plan:

	Number of options	Weighted average exercise price
Outstanding, September 1, 2010	12,616	\$ 0.27
Expired, fiscal 2011	(2,174)	0.19
Balance, August 31, 2011 and November 30, 2011	10,442	\$ 0.31

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# UNIQUE BROADBAND SYSTEMS, INC.

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(Unaudited)

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### 10. Share capital (continued)

#### (d) Stock option incentive plan (continued)

A summary of the status of the Option Plan as at November 30, 2011 is as follows:

Exercise price	Options outstanding and exercisable November 30, 2011 (in thousands)	Weighted average remaining contractual life
\$ 0.28	20	0.46 years
\$ 0.44	86	1.65 years
\$ 0.44	86	1.65 years
\$ 0.16	100	1.98 years
\$ 0.16	100	1.98 years
\$ 0.16	100	1.98 years
\$ 0.40	150	0.32 years
\$ 0.40	150	0.32 years
\$ 0.40	150	0.32 years
\$ 0.15	250	7.76 years
\$ 0.16	250	1.98 years
\$ 0.15	1,000	7.76 years
\$ 0.32	1,000	2.45 years
\$ 0.44	1,000	1.65 years
\$ 0.48	1,000	0.12 years
\$ 0.48	1,000	0.12 years
\$ 0.15	2,000	7.76 years
\$ 0.34	2,000	2.45 years
	10,442	3.44 years

No stock options were granted or expired during the three months ended November 30, 2011. As at November 30, 2011 and August 31, 2011, there were 10,442 options outstanding (September 1, 2010 – 12,616).

During the year ended August 31, 2011, there were no stock options granted and 2,174 options expired. UBS recorded stock-based compensation expense related to options issued to employees of \$5 and credited \$5 related to options issued to non-employees in the year ended August 31, 2011, resulting in a total expense of nil.

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options that are fully transferable and have no vesting restrictions. The Company's stock options are not transferable and cannot be traded, thus the Black-Scholes model may over-estimate the actual value of the options that the Company has granted. The Black-Scholes model also requires an estimate of expected volatility. The Company uses historical volatility rates of the Company to arrive at an estimate of expected volatility. Changes in the subjective input assumptions can impact the fair value estimate.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

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*(Unaudited)*

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### 11. Compensation

During the three months ended November 30, 2011, the Company expensed \$111 in compensation (2010 - \$147), which included \$68 in key management compensation (2010 - \$90).

### 12. Segment disclosure

As a result of the sale of Look's spectrum and broadcast licence, UBS has only one segment for the three months ended November 30, 2011 and 2010. The recorded revenues for the three months ended November 30, 2011 and 2010 are pursuant to the Look MSA (note 13) and are drawn down from Deferred revenue and recognized as follows:

	Three months ended November 30, 2011	Three months ended November 30, 2010
Look MSA fees	\$ 433	\$ 600

All of the Company's revenue was generated in Canada and all of its assets are located in Canada.

### 13. Related party transactions

#### (a) Management Services Agreement with Look

Under the terms of the Management Service Agreement entered into between UBS and Look on May 19, 2004, Look had been required to pay an annual fee of \$2,400 to UBS. In September 2007, Look advanced \$2,400 to UBS and, on a 12-month rolling basis, thereafter maintained this advance as a prepaid annual fee. On April 22, 2010, Look's Board of Directors notified UBS that it would not be recommending the Look MSA on May 19, 2010 such that the Look MSA expires at the end of its current term being May 19, 2012 or such earlier date that is mutually agreed to by Look and UBS.

On December 3, 2010, Look and UBS agreed that, with effect from January 1, 2011, Look will no longer maintain the prepaid annual fee of \$2,400 on a monthly basis and that this amount will be drawn down at approximately \$145 per month over the remaining term of the Look MSA, being January 1, 2011 through May 19, 2012. UBS will continue to provide services to Look, where still applicable pursuant to the Look MSA, and all other terms and conditions of the Look MSA will remain in effect until May 19, 2012. The cash flow impact of this amendment is a reduction of approximately \$900 in fees from Look to UBS over the remaining term of the Look MSA.

The base fee pursuant to the Look MSA earned by UBS during the three months ended November 30, 2011 amounted to \$433 (2010 - \$600) and is reported as revenue (note 12).

# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

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### 13. Related party transactions (continued)

#### (b) Rent of Milton premises

During the three months ended November 30, 2011, UBS subleased a portion of Look's premises in Milton for \$6 (2010 - \$19). On June 3, 2011, Look sold the Milton facility for aggregate consideration of \$3,050. UBS continues to operate from the premises as a tenant on a month-to-month basis.

#### (c) Accrued restructuring liabilities due to related parties

UBS recorded related party transactions as follows:

	Accrued Restructuring Liabilities						
	Balance at September 1, 2010	Interest accrued fiscal 2011 <sup>(3)</sup>	Awards and interest reversed fiscal 2011 <sup>(4)</sup>	Awards paid fiscal 2011 <sup>(4)</sup>	Balance at August 31, 2011	Interest accrued fiscal 2012 <sup>(3)</sup>	Balance at November 30, 2011 <sup>(5)</sup>
Jolian Investments Ltd. /McGoey <sup>(1)</sup>	\$ 1,843	\$ 56	\$ -	\$ -	\$ 1,899	\$ 14	\$ 1,913 <sup>(6)</sup>
DOL Technologies Inc. /Dolgonos <sup>(2)</sup>	1,566	48	-	-	1,614	12	1,626 <sup>(6)</sup>
Former director – Douglas Reeson	476	14	-	-	490	4	494
Former UBS director and CFO - settled	1,484	12	(1,297)	(199)	-	-	-
<b>Total</b>	<b>\$ 5,369</b>	<b>\$ 130</b>	<b>\$ (1,297)</b>	<b>\$ (199)</b>	<b>\$ 4,003</b>	<b>\$ 30</b>	<b>\$ 4,033</b>

<sup>(1)</sup> Jolian is a company controlled by Mr. McGoey, the former Chairman of the Board of Directors and former CEO of UBS.

On July 5, 2010, the former Board of Directors, including Mr. McGoey, were removed by shareholders at a special meeting, which resulted in Jolian alleging a Company Default pursuant to the Jolian Management Services Agreement with UBS ("Jolian MSA") and a subsequent claim for, among other things, payment for termination of services and the outstanding accrued restructuring liability to Jolian (note 16).

During the year ended August 31, 2011, 1,500 options granted to Mr. McGoey or Jolian expired.

<sup>(2)</sup> DOL is a company controlled by Mr. Dolgonos, the former Chief Technology Consultant of UBS.

On July 5, 2010, the former Board of Directors were removed by shareholders at a special meeting, which resulted in DOL alleging that its agreement with UBS ("Technology Agreement") had been terminated for "Good Reason following Change-in-Control" and a subsequent claim for, among other things, payment for termination of services and the outstanding accrued restructuring liability to DOL (note 16).

<sup>(3)</sup> The interest on accrued restructuring liabilities due to related parties is charged to restructuring charges.

<sup>(4)</sup> On January 6, 2011, UBS settled the accrued restructuring award granted to the former CFO by the former Board of Directors and any other amount due under his employment agreement, for \$330, which resulted in a reversal of \$833 to restructuring charges in the second quarter of fiscal 2011. On February 16, 2011, UBS settled with a former director of UBS, which resulted in, among other things, a full reversal of his restructuring award, originally granted in June 2009 and accrued interest, totaling \$464, to restructuring charges.

<sup>(5)</sup> The accrued restructuring liabilities due to related parties as at November 30, 2011 are payable upon, among other things, adequate cash resources being received by UBS. Payment of these amounts will be determined in the CCAA claims process.

<sup>(6)</sup> These amounts, among others, are included in the claims filed against UBS by Jolian and DOL on July 12, 2010. Counterclaims filed by UBS against Jolian, Mr. McGoey and certain former directors and against DOL, Mr. Dolgonos, and certain former directors are detailed in the 2010 annual financial statements.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

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### 13. Related party transactions (continued)

#### (d) Indemnity agreements

The former Board of Directors of UBS resolved that the Company's directors, officers and consultants (the "Indemnitees") were entitled to retain legal counsel pursuant to their Indemnity Agreements. Subsequently \$570 was placed in trust by UBS with various legal firms. As at November 30, 2011, UBS estimates that the amounts in trust had been drawn down by a total of approximately \$68. \$19 was returned to UBS as a result of a settlement agreement executed between UBS and the former CFO. \$37 is due to be returned to UBS as a result of a settlement agreement executed between UBS and a former director and is reflected in accounts receivable and other receivables. As a result, approximately \$446 remained in trust at November 30, 2011 (note 6).

#### (e) Special shareholders meeting

It was stated in the information circular prepared in connection with the July 5, 2010 special meeting of shareholders that the costs incurred in the preparation and mailing of the circular and the solicitation would be borne by certain concerned shareholders who would seek reimbursement from UBS of their out-of-pocket expenses, including proxy solicitation expenses and legal fees, incurred in connection with the meeting. In this regard, UBS has reimbursed \$533 to the concerned shareholders, some of whom are directors of UBS.

### 14. Income taxes

UBS has the following federal non-capital income tax losses, which may be carried forward to reduce future year's taxable income. These losses will expire in the calendar years ending May 31 as follows:

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2014	\$ 9,078
2015	1,001
2027	2,215
2028	423
2029	1,626
2030	1,656
2031	3,014
	<hr/>
	\$ 19,013

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At August 31, 2011, following certain amendments to prior tax returns to maximize UBS' tax attributes, UBS had \$19,013 in non-capital income tax losses with expiry dates between 2014 and 2031, allowable gross capital losses of \$22,555 with an unlimited expiration period and investment tax credits available for carry forward totaling approximately \$3,092.

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# UNIQUE BROADBAND SYSTEMS, INC.

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### 15. Discontinued operations

#### (a) GPV Elbau Electronics A/S vs UBS

Certain claims were filed against UBS in connection with UBS Technologies A/S (formerly ProTeleVision Technologies A/S), its Danish subsidiary that was petitioned into bankruptcy in early 2003. On June 17, 2011, judgment was given in favour of UBS and GPV Elbau Electronics A/S has paid legal costs to UBS in the amount of DKK 100 (approximately \$19).

### 16. Provisions and contingencies

#### (a) Provisions

##### (i) Third party claim from an investment dealer

On June 8, 2005, an investment dealer filed a third party claim against UBS for indemnity for, amongst other things, costs of defending certain claims against it, resulting from litigation against that investment dealer by two shareholders of UBS. At a pre-trial conference on October 1, 2010, the parties to the main action and the third party claim settled all the claims with a contribution from UBS of \$150 which was provided for at September 1, 2010 and paid during the first quarter of fiscal 2011.

##### (ii) Leased premises

On May 24, 2011, UBS settled the action that was brought against UBS in respect of certain repairs to premises under a lease entered into by UBS in 1999.

Under the terms of the settlement, UBS agreed to pay the plaintiff damages totaling \$600 in two installments. \$450 was paid on May 24, 2011 and \$150 was payable on January 15, 2012, and is subject to the claims process to be determined under CCAA. Under a counterclaim filed, UBS was awarded \$85 on May 24, 2011 and received the funds on May 30, 2011. The net cash flow impact in fiscal 2011 totaled \$365. Both the original action and the third party claim were dismissed without costs.

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# UNIQUE BROADBAND SYSTEMS, INC.

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### 16. Provisions and contingencies (continued)

#### (b) Contingencies

- (i) On July 12, 2010 Jolian served a statement of claim on UBS seeking approximately \$8,610 plus applicable taxes and interest in respect of the Jolian management services agreement with UBS and certain contingent payments approved by the previous directors in 2009 (the "Jolian Claims"). Also on July 12, 2010 DOL served a statement of claim on UBS seeking approximately \$7,545 plus interest in respect of the DOL management services agreement with UBS and certain contingent payments approved by the previous directors in 2009 (the "DOL Claims").

UBS disputes the Jolian and DOL claims and has served statements of defence and counterclaims, including against former director Douglas Reeson.

- (ii) On December 23, 2010, a registered shareholder of UBS, 2064818 Ontario Inc. which is a corporation controlled by Alex Dolgonos, served a statement of Claim on UBS and each of Grant McCutcheon, Robert Ulicki and Henry Eaton (the "206 Claims"). These claims seek various relief including the removal of the directors of UBS from its board of directors, the setting aside of the amendment to the Look MSA, or in lieu thereof, damages in the amount of \$900, and restrictions on dilutive financing.

Greater particulars of the DOL, Jolian and 206 Claims as well as the defences and counterclaims of UBS can be found in past financial statements, on SEDAR, and on the UBS website.

- (iii) On July 5, 2011, the Ontario Superior Court made an Order under the CCAA and a subsequent Order on August 4, 2011, which amongst other things, provide for a comprehensive stay of proceedings against UBS and that all disputed claims are to be determined in the CCAA proceedings. Subsequently the Monitor received proofs of claims from Jolian for \$10,112, from DOL for \$8,042, and from former director Douglas Reeson for \$585. Reference is made to the website of the Court Appointed Monitor supervising the CCAA proceedings [www.duffandphelps.com](http://www.duffandphelps.com) (see "restructuring cases").
- (iv) In the normal course of its operations, the Company may be subject to other litigation and claims.
- (v) The Company indemnifies its directors, officers, consultants, and employees against claims and costs reasonably incurred and resulting from the performance of their services to the Company, and maintains liability insurance for its directors and officers.

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# UNIQUE BROADBAND SYSTEMS, INC.

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### 17. Management of capital

The Company determines capital to include shareholders' equity. The Company's overall strategy with respect to management of capital is to hold low-risk highly-liquid cash accounts and short-term investments.

The Company currently does not use other sources of financing that require fixed payments of interest and principal due to the lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

### 18. Financial instruments and risk management

The Company's activities may expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and commodity and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

#### Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk at the end of the reporting period under its financial instruments is summarized as follows:

	November 30, 2011	August 31, 2011	September 1, 2010
<u>Accounts and other receivables</u>			
Currently due	\$ 50	\$ 4	\$ 3
Past due by 90 days or less and not impaired	11	17	-
Past due by greater than 90 days and not impaired	18	216	-
	<u>\$ 79</u>	<u>\$ 237</u>	<u>\$ 3</u>

All of the Company's cash is held with a major financial institution in Canada, and management believes the exposure to credit risk with this institution is not significant. The Company's maximum exposure to credit risk as at November 30, 2011, August 31, 2011 and September 1, 2010, is the carrying value of its accounts receivable and other receivables.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

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### 18. Financial instruments and risk management (continued)

#### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements. The Company coordinates this planning and budgeting process with its financing activities through the capital management process described in note 17, in normal circumstances.

The Company's financial liabilities are comprised of its accounts payable, accrued liabilities, accrued restructuring liabilities, accrued restructuring liabilities due to related parties and provisions, the contractual maturities of which are not determinable because it depends on the outcome of the CCAA claims process currently underway.

- Interest rate risk

The Company had no significant exposure at November 30, 2011, August 31, 2011 and September 1, 2010 to interest rate risk through its financial instruments.

- Price risk

The Company is exposed to price risk with respect to equity prices on its investment in Look. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

- Currency risk

The Company is not exposed to currency risk as all its operations are in Canadian dollars.

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# UNIQUE BROADBAND SYSTEMS, INC.

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### 19. IFRS transition

As stated under Summary of Significant Accounting Policies (note 2), these are the Company's first financial statements prepared in accordance with IFRS (International Financial Reporting Standards) as issued by the IASB. The policies set out in the Significant Accounting Policies section have been applied in preparing the financial statements for the three months ended November 30, 2011, the comparative information presented in these interim unaudited financial statements for the three months ended November 30, 2010 and the year ended August 31, 2011 and in the preparation of an opening IFRS statement of financial position at September 1, 2010 (the Company's date of transition).

The Company has followed the recommendations in IFRS-1 First-time adoption of IFRS, in preparing its transitional statements.

#### (a) IFRS exemptions and choices

The adoption of IFRS requires the application of IFRS 1, which provides guidance for an entity's initial adoption of IFRS. IFRS 1 generally requires retrospective application of IFRS as effective at the end of its first annual IFRS reporting period. However, IFRS 1 also provides certain optional exemptions and mandatory exceptions to this retrospective treatment. The Company has not adopted any optional exemptions.

In preparing its opening IFRS statement of financial position, the Company has adjusted amounts reported previously in financial statements prepared in accordance with Canadian GAAP. An explanation of how the transition from Canadian GAAP to IFRS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and the additional notes that accompany the tables.

#### Mandatory exceptions to retrospective application

Estimates: Hindsight was not used to create or revise estimates and accordingly the estimates previously made by the Company under Canadian GAAP are consistent with their application under IFRS.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

(Unaudited)

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### 19. IFRS transition (continued)

#### (b) Reconciliation from Canadian GAAP to IFRS

The adoption of IFRS has had no material impact on the cash flows of the Company, and as such, no reconciliation of prior period cash flow statements has been presented.

- (i) The reconciliation between Canadian GAAP and IFRS consolidated statement of financial position as at September 1, 2010 (date of transition to IFRS) is provided below:

	September 1, 2010		
	Canadian GAAP	Effect of Transition	IFRS
<b>Assets</b>			
Current assets			
Cash and cash equivalents	\$ 4,332	\$ -	\$ 4,332
Accounts receivable and other receivables	3	-	3
Prepaid expenses and deposits	608	-	608
	4,943	-	4,943
Restricted cash	50	-	50
Investment in Look Communications Inc.	12,564	-	12,564
	\$ 17,557	\$ -	\$ 17,557

#### Liabilities and Shareholders' Equity

Current liabilities			
Accounts payable	\$ 30	\$ -	\$ 30
Accrued restructuring liabilities	696	-	696
Accrued restructuring liabilities due to related party	5,369	-	5,369
Accrued liabilities <sup>(1)</sup>	434	(150)	284
Provisions <sup>(1)</sup>	-	150	150
Deferred revenue	2,400	-	2,400
	8,929	-	8,929
Shareholders' equity			
Share capital	58,139	-	58,139
Share option reserve <sup>(2)</sup>	-	3,235	3,235
Contributed surplus <sup>(2)</sup>	3,235	(3,235)	-
Deficit	(52,746)	-	(52,746)
	8,628	-	8,628
	\$ 17,557	\$ -	\$ 17,557

<sup>(1)</sup> IFRS transition requires provisions to be reallocated from accrued liabilities. The \$150 provision at September 1, 2010 pertained to the third party settlement (note 16(b)(i)).

<sup>(2)</sup> On transition to IFRS, the Company reallocated the value of contributed surplus arising from expired and fully vested options to Share option reserve.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

(Unaudited)

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### 19. IFRS transition (continued)

#### (b) Reconciliation from Canadian GAAP to IFRS (continued)

(ii) The reconciliation between Canadian GAAP and IFRS consolidated statement of financial position as at November 30, 2010 is provided below:

November 30, 2010			
	Canadian GAAP	Effect of Transition	IFRS
<b>Assets</b>			
Current assets			
Cash and cash equivalents	\$ 4,237	\$ -	\$ 4,237
Accounts receivable and other receivables	236	-	236
Prepaid expenses and deposits	608	-	608
	5,081	-	5,081
Restricted cash	50	-	50
Investment in Look Communications Inc.	12,118	-	12,118
	\$ 17,249	\$ -	\$ 17,249
<b>Liabilities and Shareholders' Equity</b>			
Current liabilities			
Accounts payable	\$ 155	\$ -	\$ 155
Accrued restructuring liabilities	773	-	773
Accrued restructuring liabilities due to related party	5,410	-	5,410
Accrued liabilities	359	-	359
Deferred revenue	2,400	-	2,400
	9,097	-	9,097
Shareholders' equity			
Share capital	58,139	-	58,139
Share option reserve <sup>(1)</sup>	-	3,244	3,244
Contributed surplus <sup>(1)</sup>	3,244	(3,244)	-
Deficit	(53,231)	-	(53,231)
	8,152	-	8,152
	\$ 17,249	\$ -	\$ 17,249

<sup>(1)</sup> On transition to IFRS, the Company reallocated the value of contributed surplus arising from expired and fully vested options to Share option reserve.

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# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

(Unaudited)

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### 19. IFRS transition (continued)

#### (b) Reconciliation from Canadian GAAP to IFRS (continued)

(iii) The reconciliation between Canadian GAAP and IFRS consolidated statement of financial position as at August 31, 2011 is provided below:

August 31, 2011			
	Canadian GAAP	Effect of Transition	IFRS
<b>Assets</b>			
Current assets			
Cash and cash equivalents	\$ 945	\$ -	\$ 945
Accounts receivable and other receivables	237	-	237
Prepaid expenses and deposits	948	-	948
	2,130	-	2,130
Restricted cash	50	-	50
Investment in Look Communications Inc.	11,405	-	11,405
	\$ 13,585	\$ -	\$ 13,585
<b>Liabilities and Shareholders' Equity</b>			
Current liabilities			
Accounts payable	\$ 399	\$ -	\$ 399
Accrued restructuring liabilities due to related party	4,003	-	4,003
Accrued liabilities <sup>(1)</sup>	1,035	(150)	885
Provisions <sup>(1)</sup>	-	150	150
Deferred revenue	1,244	-	1,244
	6,681	-	6,681
Shareholders' equity			
Share capital	58,139	-	58,139
Share option reserve <sup>(2)</sup>	-	3,235	3,235
Contributed surplus <sup>(2)</sup>	3,235	(3,235)	-
Deficit	(54,470)	-	(54,470)
	6,904	-	6,904
	\$ 13,585	\$ -	\$ 13,585

<sup>(1)</sup> IFRS transition requires Provisions to be reallocated from Accrued liabilities. The \$150 provision at August 31, 2011 pertained to the settlement of leased premises (note 16(b)(ii)).

<sup>(2)</sup> On transition to IFRS the Company reallocated the value of contributed surplus arising from expired and fully vested options to Share option reserve.

# UNIQUE BROADBAND SYSTEMS, INC.

## Notes to Condensed Consolidated Interim Financial Statements

(In thousands of Canadian dollars, except per share amounts)

November 30, 2011

(Unaudited)

### 19. IFRS transition (continued)

#### (b) Reconciliation from Canadian GAAP to IFRS (continued)

- (iv) The reconciliation between Canadian GAAP and IFRS consolidated statement of loss and comprehensive loss for the three months ended November 30, 2010 is provided below:

November 30, 2010			
	Canadian GAAP	Effect of Transition	IFRS
Revenue	\$ 600	\$ -	\$ 600
Expenses			
Compensation <sup>(1)</sup>	-	147	147
General and administrative	442	(147)	295
Restructuring charges	202	-	202
	644	-	644
Loss before the undernoted	(44)	-	(44)
Interest income	5	-	5
Equity interest in Look's losses	(446)	-	(446)
Loss and comprehensive loss for the period	\$ (485)	\$ -	\$ (485)

<sup>(1)</sup> On conversion to IFRS, compensation was reallocated from general and administrative expenses. During the three months ended November 30, 2010, the Company expensed \$147 in compensation, which included \$68 in key management expense.

- (v) The reconciliation between Canadian GAAP and IFRS consolidated statement of loss and comprehensive loss for the year ended August 31, 2011 is provided below:

August 31, 2011			
	Canadian GAAP	Effect of Transition	IFRS
Revenue	\$ 1,956	\$ -	\$ 1,956
Expenses			
Compensation <sup>(1)</sup>	-	731	731
General and administrative	3,036	(731)	2,305
Restructuring charges (recovery)	(1,006)	-	(1,006)
	2,030	-	2,030
Loss before the undernoted	(74)	-	(74)
Interest income	24	-	24
Equity interest in Look's losses	(1,159)	-	(1,159)
Loss for the year from continuing operations	(1,209)	-	(1,209)
Loss for the year from discontinued operations	(515)	-	(515)
Loss and comprehensive loss for the year	\$ (1,724)	\$ -	\$ (1,724)

<sup>(1)</sup> On conversion to IFRS, compensation was reallocated from General and administrative expenses to Compensation. During the year ended August 31, 2011, the Company expensed \$731 in compensation, which included \$477 in key management expense.