

OFFERING MEMORANDUM
PART II OF OFFERING STATEMENT (EXHIBIT A TO FORM C)

HempTech Corporation

10901 Roosevelt Boulevard, Suite C-1000,

St. Petersburg, Fl 33716

727-474-1810

<http://www.hemptechcorp.com/>



10,000,000 Shares of Common Stock at \$2.00 per Share available.

Minimum Investment: 1,000 Shares (\$2,000)

The Company is offering to sell to the public shares of the Company's voting common stock, which we refer to as the "Shares."

The Company is offering to sell up to a total of \$20,000,000 worth of Shares in the Offering.

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

THE OFFERING

[Target offering amount and the deadline to reach the target amount.]

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Minimum Investment: 1,000 Shares (\$2,000)

The Company is offering to sell to the public shares of the Company's voting common stock, which we refer to as the "Shares."

The Company is offering to sell up to a total of \$20,000,000 worth of Shares in the Offering.

We are offering shares of common stock for a purchase price of \$2.00 per Share with a minimum purchase requirement of 1000 shares (\$2,000). The maximum offering is \$ 20,000,000. We will have the unrestricted right to reject tendered subscriptions for any reason and to accept less than the minimum investment from a limited number of subscribers. In the event the shares available for sale are oversubscribed, they will be sold to those investors subscribing first, provided they satisfy the applicable investor suitability standards. See "INVESTOR SUITABILITY STANDARDS."

The estimated offering proceeds of \$20,000,000 shown (assuming maximum offering conditions) are before deducting organization and offering costs to us, which include legal, accounting, printing, due diligence, marketing, consulting, finders fees, selling and other costs incurred in the offering of the shares. These offering costs estimated to be (not including FundAmerica Securities, LLC and Crowdfunding portal): Accounting or Audit Fees of \$15,000.00, Legal Fees of \$10,000.00 Promoters Fees of \$745,000.00 and Blue Sky Compliance Fees of \$5,000.00. We estimate a net proceed of \$19,225,000 which does not reflect the anticipated charges by Crowdfunding portal, and FundAmerica. See "USE OF PROCEEDS" and "PLAN OF DISTRIBUTION."

[Statement with respect to whether the issuer will accept investment in excess of the target amount and the maximum it will accept. If the issuer accepts investments above the stated target, it must state the method it will use to allocate oversubscriptions.]

The maximum amount of offering available is 10,000,000 at \$2.00

THE COMPANY AND ITS BUSINESS

The company's business

[One paragraph on the company's current and planned business. There is no need to repeat the information that appears on the company's profile page on the StartEngine site at "Company" tab. This section should cover topics including Description of the business, Sales, supply chain & customer base, Liabilities and litigation and Competition.]

HempTech Corp, a Nevada corporation, is a provider of advanced Controlled Environment Agriculture (CEA) with sophisticated automation and analytical tools for the cultivators of legal industrial hemp and cannabis. We design and engineer specialized products using advanced sensors, process control techniques, big data aggregation, analytics and security solutions so cannabis growers can easily and effectively control every aspect of their operation. Through HempTech technologies, virtually every component of the plants' vegetative growth matrix and flower harvest is automated, documented and available in visible format both in real time and historically. This simplifies operations and ensures that the baselines set by the master grower are adhered to by the cultivation staff.

The Intelligent Automation Technology engineered for agricultural operations featuring CognetiX Cultivation Automation & Analytic Software drives improvement in productivity, efficiency, quality and sustainability. This industrial grade advanced Controlled Environment Agriculture (CEA) with analytical technology software, is being made available to small and large size cultivators that are not yet available in the Cannabis market. HempTech's goal is to provide cost effective and efficient cultivation of indoor cannabis through intelligent technologies and process control platforms.

Further information about the company and its business appears at the "Company" tab on the company's profile on StartEngine.com and as Exhibit C to the Form C of which this Offering Memorandum forms a part.

THE TEAM

Officers and directors

[List all officers and directors or persons performing similar roles, such as managers of LLCs. The term “officer” means a president, vice president, secretary, treasurer or principal financial officer, comptroller or principal accounting officer, and any person routinely performing similar functions. All these people should also appear in the “Team” tab in the StartEngine profile. Additionally, upload the bios below into “Finances and Risks/Background of Directors and Officers.”]:

Sam Talari	Founder, CEO & Director
John Verghese	COO
Terry N. Gardner	CTO
Kevin Defant	Sr. Product Development Engineer

[Sam Talari]

Sam is the founder and Chairman of the Board of Directors of HempTech Corp. Raised as an entrepreneur, found his calling in incubating exciting leading edge technology companies in private and public sector. Mr. Talari holds 20 years of experience in a wide array of endeavors business ownership and management with a focus predominantly in entrepreneurial-based activities involving start-ups and stabilization. Mr. Talari has been the founder, manager and investor of several “Start-up” companies listed below:

Founder, Chairman at Biotica Pharmaceuticals

January 2015 -Present (1 year 9 months) Biotica Pharmaceuticals, a biopharmaceutical company, together with its subsidiaries, will engage in discovering, developing, and commercializing cannabinoid based medicines. It will operate through three segments: 1) Commercial, 2) Drug delivery systems and methods such as hydrophobic, 3) Cannabinoids Research and Development for neuropathic pain, esophagitis, cancer, Parkinson's and immune enhancement.

Founder, Chairman at CB Scientific

May 2014 -Present (2 years 5 months) CB Scientific is a premier award winning developer and manufacturer of analytical tools and products for the detection of THC in blood, urine and food products and cannabinoids (CBD) for medical patients, care givers, government agencies and law enforcement around the world.

Founder, Chairman at HempTech Corp.

February 2014 -Present (2 years 8 months) HempTech is an agritech (Agricultural Technology) company born out of five years of R&D on sophisticated secure communication protocols, sensors and devices. HempTech has been successful in innovating the industry's only secure, automated, active modular communication sensors and devices with big data analytics and active controls. HempTech brings the agricultural industry into the age of the IoT.

Chairman & CEO at Veracis Technology

April 2011 -Present (5 years 6 months) For 16-years Veracis has been implementing comprehensive asset tracking software and asset management solutions for organizations within the public and private sectors, across many vertical markets throughout the world. Veracis provides focus throughout all aspects of the asset life lifecycle, with turn-key solutions comprised of; software, services and automatic data capture technologies including; bar code, RFID, GPS and biometrics.

Founder, Chairman & CEO at PowerCon Systems Inc.

July 2009 -Present (7 years 3 months) PowerCon Systems is a developer of a leading edge integrated secure communications and sensor management platform. Our secure smart sensor-of-everything platform, known as Secure Intelligent Devices (SID) TM, has its foundation in proprietary software developed by the scientists at Corning Labs, and owned by PowerCon Systems. Our Platform incorporates a communications transport management system, device and data security management, and ultimately secure intelligent devices and sensors. PowerCon ushers the IoT age by aggregating secure communications, smart sensors and big data analytics.

Founder, Chairman, CEO and CFO at Infrac Systems, Inc.

March 2006 -Present (10 years 7 months) INFRAX Systems, Inc. provides a series of interrelated operational management, communications, and energy grid related products and services which enable a comprehensive and unified solution for communications and applications management of the Smart Grid, municipal and telecommunications networks. Our Wireline, Wireless and Fiber Optics network management solutions offer proprietary state-of-the-art software, professional services and integrated systems. INFRAX Systems have been in use by companies seeking the best solution in managing their networks for the past 10 years. The company's software solutions automate all aspects of the physical and logical layer management, threat detection, fault isolation and delivery of information. The scalability of the software systems permits the Company to target large Utilities and telecom companies servicing millions of global customers to medium-sized companies.

[John Verghese]

John is Chief Operating Officer of HempTech Corporation. John is Chief Operating Officer of HempTech Corporation. He is a seasoned telecommunication expert with over 24 years of experience in building and operating local and wide area networks. He is experienced in all the functional areas of the telecom industry from planning, engineering and operations to sales and customer support.

John began his career in the US, working for Florida Power Corporation soon after receiving his MSEE from Florida Institute of Technology in Melbourne, Florida. When Progress Telecom was spun off from Florida Power Corporation in 1998, he was one of the first employees to move with the new company and run the planning group for the subsidiary. He has managed several significant projects while at Florida Power Corporation and was a key contributor to building the fiber optic network from Tallahassee to Tampa, facilitating the launch of Progress Telecom.

Over the eight years at Progress Telecom, John was the chief architect for building the broadband network that extended from Miami to New York, covering multiple cities along the route. With the sale of Progress Telecom to Level (3) communications, John joined Tower Cloud, Inc. in 2006 as VP of Engineering to plan and build fiber and microwave backhaul communication systems for wireless providers.

At Infrac systems, John took on the challenge of developing a smart card for electric residential utility meters. He managed the project using in-house engineers, local and overseas teams. He has a thorough understanding of the need for smart utility grids and the connectivity of devices creating Internet of Things. Mr. Verghese was COO of Infrac Systems from February 2010 until March 2014. Infrac Systems is a developer of Smart Grid related product and services.

As COO of HempTech Corp. he heads up the development and implementation of a variety of products and services for the Grow Industry that requires secure communication and controls. His deep technical and business skills along with his ability to hire and work with talented personnel are considered assets by the company. In addition to the technical areas, he also helps the senior leadership on contracts, mergers and acquisitions and funding activities.

[Terry N. Gardner]

Terry is Vice President of Engineering and Chief Technology Officer. He is responsible for the company's engineering and consulting services to the commercial grow industry. Terry comes to HempTech Corp with over 30 years of experience in the utility telecommunications and controls industry. After graduating with a BSEE from the University of South Florida in the early 80's, Terry embarked on an eighteen-year career

with Florida Power Corporation. There he quickly moved through the engineering levels in telecommunications where he managed large construction projects and pioneered the concept of a utility subsidiary to market telecommunications facilities through fiber optic cable construction on utility transmission lines.

Terry left Florida Power Corporation in the late 90's to work with Tampa Electric. Here he became a subject matter expert in distributive control systems and the Smart Grid. Terry's most recent work has involved automated control, sensors and security for industrial sites and the indoor agriculture grow industry. His background in building automation, controls systems and sensors, along with his interests in advanced aquarium and hydroponics systems give him a unique background to provide engineered solutions for industrial indoor grow facilities.

Mr. Gardner worked for TICO electric from 1998 until 2012. TICO is the electricity provider for the Florida Tampa bay area.

[Kevin Defant]

He started his career working for Pro-Tech Monitoring doing testing for GPS tracking technology, which was used by the Department of Corrections in the United States, Canada, England and Mexico.

After leaving Pro-Tech Monitoring in 2006 Kevin opened his own engineering consulting firm called Fidelity Engineering Group. His company provided services in various engineering disciplines including electrical and software engineering.

Mr. Defant left Fidelity Engineering Group to become VP of Engineering for Infrac Systems in 2011 prior to joining HempTech Corp. He is also certified in SCADA systems which focus on building automation technology and specialized in sensor technologies and designed and built sensors and control systems. This expertise has been instrumental in the success of HempTech Corp's products. Using his unique skillsets Kevin can integrate HempTech Corp's smart grow systems into existing grow environments. Kevin Defant has a Bachelor of Science in Physics from the University of Alabama.

Related party transactions

We currently sublease approximately 12,500 square feet of office space at 10901 Roosevelt Blvd, bldg. C, Suite 1000, Saint Petersburg, FL 33716, at \$2,000 per month on a three-year lease from our affiliate, FutureWorld Corp. FutureWorld is an investor of the company and former parent company.

On March 30, 2016, HempTech Corp completed a purchase agreement with Infrac Systems to buy certain assets of the company which are as follows; 52

Asset*		Purchase Price
Computer Equipment	\$	41,153.50
Computer Software	\$	2,750.00
Furniture & Fixtures	\$	26,500.00
Telephone Equipment	\$	2,172.00
Propriety Software	\$	180,020.00
Trimax Intellectual property	\$	500,000.00
Total	\$	752,595.50

RISK FACTORS

[The SEC requires the company to identify risks that are specific to its business and its financial condition. The company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently more risky than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.]

Risks can include but are not limited the following (Note, each included risk should include a paragraph explanation):

(Below this section)

- Is your company operational yet? Is there a “going concern” paragraph in the audit opinion (if your financials are audited) or in your financial footnotes?
- Do you only have one product?
- Is the product or service new?
- Do you have a very small team, or team members who have other responsibilities (like a full-time job)?
- Is the company completely reliant on one person or a couple of people?
- Is the company a “money pit”?
- Competition.
- Are you dependent on another entity?
- Who set the valuation of your company?
- Rights of investors.
- Where is the money going?
- Do you have unprotected intellectual property?
- Everyone can be hacked.
- Projected financial data is frequently inaccurate.

These are the principal risks that relate to the company and its business:

[List risks.]

Risk Factors (All)

Investing in our common shares is speculative and involves substantial risks. You should purchase these securities only if you can afford a complete loss of your investment. See “Risk Factors” beginning on page 13 to read about the more significant risks you should consider before buying our common shares. These risks include the following:

Cautionary Statements

The discussions and information in this Offering Circular may contain both historical and forward-looking statements. To the extent that the Offering Circular contains forward-looking statements regarding our business, please be advised that our actual financial condition, operating results, and business performance may differ materially from that projected or estimated by us in forward-looking statements. We have attempted to identify, in context, certain of the factors we currently believe may cause actual future

experience and results to differ from our current expectations. The differences may be caused by a variety of factors, including but not limited to:

- Our research and development of Cannabis related agricultural grow technology may not result in commercial products available for sale by us in the future.
- Lack of market acceptance of our grow.droid and GrowComm products and services.
- Inability to sell our grow.droid and GrowComm.
- Heavy research and development expenditures by us, resulting in substantial operating deficits, especially in the early years of operation.
- Intense competition, including entry of new competitors.
- Falling demand for Cannabis for medical or recreational use.
- Adverse federal, state, and local government regulation.
- Failure of new markets for Cannabis to become legal and available.
- Unexpected costs and operating deficits.
- Lower sales and revenue than forecast.
- Default on leases or other indebtedness.
- Loss of suppliers and supply.
- Price increases for capital, supplies and materials.
- Inadequate capital and financing.
- Failure to obtain customers, loss of customers and failure to obtain new customers.
- The risk of litigation and administrative proceedings involving us or our employees.
- Loss of or inability to obtain government licenses and permits.
- Adverse publicity and news coverage.
- Inability to carry out marketing and sales plans.
- Loss of key executives.
- Losses from theft that cannot be recovered.
- Other specific risks that may be alluded to in this Offering Circular or in other reports issued by us or third party publishers.

Industry Related Risks

The Cannabis industry is extremely speculative and its legality is uncertain. The possession, consumption, production and sale of Cannabis has historically been, and continues to be, illegal under federal law and in virtually all state and local jurisdictions, other than certain exceptions such as recent legalization in the States of Colorado, Washington, Oregon, Alaska and Washington D.C., and for medical purposes in certain states such as California. While management believes that legalization trends are favorable and create a compelling business opportunity for early movers, there is no assurance that those trends will continue and be realized, that existing limited markets will continue to be available or that any new markets for Cannabis will emerge for the Company. Our business plan is based on the premise that Cannabis legalization will expand, that consumer demand for Cannabis will continue to exceed supply for the foreseeable future, and that consumer demand for Cannabis for medical and recreational uses will grow as it becomes legal to possess and consume it. There is no assurance that this premise will prove to be correct or that we will be profitable in the future. There is no assurance that our grow technology for the Cannabis industry will be accepted by the medical and recreational growers in legal states in the foreseeable future. Investors in this Company may lose their investment in it.

Government Regulation. The Cannabis industry is subject to intense government regulation at the federal, state and local levels. Cannabis is still categorized as a Schedule 1 drug by the federal government. Consequently, the possession, use, consumption, production, transport and sale of Cannabis are illegal under federal law and in most state jurisdictions, except for four states (i.e. Colorado, Washington, Oregon, Alaska and Washington D.C.) There is no assurance that the government regulations and prohibitions applicable to the Cannabis industry in the United States will ease so that new and larger markets can become available to the Company in the future. In fact, there is no assurance that the current legalization trend will not reverse and restrict the legal market for Cannabis more in the future, adversely affecting the operating results, financial condition and business performance of the Company.

Financial Related Risks

Financial projections included with this Offering Circular may prove to be inaccurate. Financial projections concerning our estimated operating results may be included with the Offering Circular. Any projections would be based on certain assumptions which could prove to be inaccurate and which would be subject to future conditions, which may be beyond our control, such as general industry conditions. We may experience unanticipated costs, or anticipated revenues may not materialize, resulting in lower operating results than forecasted. We cannot assure that the results illustrated in any financial projections will in fact be realized by us.

Our independent auditor's report from inception to the fiscal years ended March 31, 2016 and 2015 is qualified as to our ability to continue as a going concern. Due to the uncertainty of our ability to meet our current operating and capital expenses, in our audited annual financial statements as of and for the year ended March 31, 2016 and March 31, 2015, our independent auditors included a note to our financial statements regarding concerns about our ability to continue as a going concern. Recurring losses from operations raise substantial doubt about our ability to continue as a going concern. The presence of the going concern note to our financial statements may have an adverse impact on the relationships we are developing and plan to develop with third parties as we continue the commercialization of our products and could make it challenging and difficult for us to raise additional financing, all of which could have a material adverse impact on our business and prospects and result in a significant or complete loss of your investment.

Controls and Procedures. As of March 31, 2016 and 2015, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. This evaluation was done under the supervision and with the participation of our management, including our President and Chief Financial Officer. Based on this evaluation of our disclosure controls and procedures (as defined in the Exchange Act Rule 13a-15e), our President and Chief Financial Officer have concluded that as of March 31, 2015 such disclosure controls and procedures were not effective.

Business Related Risks

We have a limited operating history and have yet to earn a profit because we have earned little revenue, which makes it difficult to accurately evaluate our business prospects. HempTech Corp is a development stage company is involved in product research, development, and testing, as well as establishing vendor relations and developing software to integrate the various mechanical components commonly used in grow houses. Now, having completed a scalable suite of products, specifically designed for the cannabis industry but equally applicable to other agricultural pursuits, the company has entered the start-up stage and is launching its business. We have yet to earn significant revenue. During its development stage, its sister companies and its holding company, FutureWorld Corporation, invested in and worked on the development and packaging of its various technologies, established trademarks and trade names, hired experienced key personnel, established their sales and marketing strategies, and attended to all other aspects associated with its development stage in preparation launching its business as a start-up. As a result, we will incur operating losses until we earn sufficient revenue from the sale of our products.

Our business plan is speculative. Our planned businesses are speculative and subject to numerous risks and uncertainties. The research and development of our grow related systems and technology including our environment controlled grow automation system may not succeed in creating any commercial products or revenue due to functional failure, lack of acceptance or demand from the marketplace, technological inefficiencies, competition, or for other reasons. The burden of government regulation on Cannabis industry participants, including growers, suppliers and consumers, is uncertain and difficult to quantify. There is no assurance that we will ever earn revenue or a profit.

There is no assurance that any of our research and development activities will result in any proprietary technology or commercial products. As discussed, we have developed new proprietary products and services for the Cannabis industry, including grow.droid and GrowComm, our advanced agricultural automation system.

The development efforts for these products may fail to result in any more commercial technology, products or services, or any other proprietary or patentable technology. The products may not work, competitors may develop and sell superior products performing the same function, or industry participants may not accept or desire those products. We may not be able to protect our proprietary rights, if any, from infringement or theft by third parties. Government regulation may suppress or prevent marketing and sales of those products, even if they can be commercialized. We may have inadequate capital to successfully execute this aspect of our business plan.

We may not be able to successfully compete against companies with substantially greater resources. The industries in which we operate in general are subject to intense and increasing competition. Some of our competitors may have greater capital resources, facilities, and diversity of product lines, which may enable them to compete more effectively in this market. Our competitors may devote their resources to developing and marketing products that will directly compete with our product lines. Due to this competition, there is no assurance that we will not encounter difficulties in obtaining revenues and market share or in the positioning of our products. There are no assurances that competition in our respective industries will not lead to reduced prices for our products. If we are unable to successfully compete with existing companies and new entrants to the market this will have a negative impact on our business and financial condition.

We cannot assure that we will earn a profit or that our products will be accepted by consumers. Our business is speculative and dependent upon acceptance of our grow technology and other potential branded and non-branded products by consumers and commercial Cannabis growers. Our operating performance will be heavily dependent on whether or not we are able to earn a profit on the sale of our products and the products of other manufacturers from which we supply or distribute commercial goods. We may not be allowed to advertise any of our Cannabis products or such advertising may be severely limited under applicable federal, state and local law. We cannot assure that we will be successful or earn any revenue or profit, or that investors will not lose their entire investment.

If we were to lose the services of our key personnel, we may not be able to execute our business strategy. Our success is substantially dependent on the performance of our executive officers and key employees. The loss of any of our officers or directors would have a material adverse impact on us. We will generally be dependent upon Sam Talari and John Verghese for the direction, management and daily supervision of our operations.

Shareholder Related Risks

There is no minimum capitalization required in this offering. We cannot assure that all or a significant number of shares of common stock will be sold in this offering. Investors' subscription funds will be used by us as soon as they are received, and no refunds will be given if an inadequate amount of money is raised from this offering to enable us to conduct our business. Management has no obligation to purchase shares of common stock. If we raise less than the entire amount that we are seeking in the offering, then we may not have sufficient capital to meet our operating requirements. We cannot assure that we could obtain additional financing or capital from any source, or that such financing or capital would be available to us on terms acceptable to us. Under such circumstances, investors in our common stock could lose their investment in us. Furthermore, investors who subscribe for shares in the earlier stages of the offering will assume a greater risk than investors who subscribe for shares later in the offering as subscriptions approach the maximum amount.

If we issue additional shares of our stock, shareholders may experience dilution in their ownership of us. We are authorized to issue up to 400,000,000 shares of common stock, par value \$0.001 per share, and 100,000,000 shares of preferred stock, par value \$0.001 per share. We have the right to raise additional capital or incur borrowings from third parties to finance our business. Our board of directors has the authority, without the consent of any of our stockholders, to cause us to issue more shares of our common stock and preferred stock. Consequently, shareholders may experience more dilution in their ownership of us in the future. Our board of directors and majority shareholders have the power to amend our certificate of incorporation in order to effect forward and reverse stock splits, recapitalizations, and similar transactions without the consent of our other shareholders. We may also issue net profits interests in HempTech. The issuance of additional shares of capital stock or net profits interests by us would dilute shareholders' ownership in us.

Our principal shareholders own voting control of HempTech. Our current officers, directors, founders and principal shareholders currently own 52,103,058 shares of our common stock or approximately 97.5% of the total issued and outstanding capital stock of the Company. Our principal shareholders will own approximately 75% of the outstanding votes assuming that 10,000,000 shares of common stock are issued pursuant to this offering. These shareholders are able to exercise significant control over all matters requiring shareholder approval, including the election of directors and approval of significant corporate transactions. This concentration of ownership may have the effect of delaying or preventing a change in control and might adversely affect the market price of our common stock. This concentration of ownership may not be in the best interests of all of our shareholders.

We cannot assure that our public trading market for our common stock will continue or be successful. At present, our common stock has a ticker symbol of HTCO, trading on OTC Pink Sheets. The OTC Pink Sheets provide significantly less liquidity than the NASD's automated quotation system, or NASDAQ Stock Market.

Prices for securities traded solely on the Pink Sheets may be difficult to obtain and holders of common stock may be unable to resell their securities at, near their original price, or at any price. In any event, no shares could be sold under Rule 144 or otherwise until we become a current public reporting company with the Securities and Exchange Commission or otherwise are current in our business, financial and management information reporting, and applicable holding periods have been satisfied.

OWNERSHIP AND CAPITAL STRUCTURE; RIGHTS OF THE SECURITIES

Ownership

Sam Talari	77.8%
FutureWorld Corp.	12.3%
John F. Graham SR	3.5%

The stocks owned indirectly through Talari Industries LLC. Mr. Talari is the sole director of Talari Industries LLC. Mr. Talari is the CEO of FutureWorld Corp. 53

Since April 1, 2016 and June 30, 2016 the Company has sold 273,666 shares of Preferred Series A1, at a price of \$.30 per share, under the April 1, 2016 a private placement memorandum. The Company received net proceeds of \$82,000.

Classes of securities

Our articles of incorporation authorize our board of directors to issue a class of preferred stock commonly known as a "blank check" preferred stock. Specifically, the preferred stock may be issued from time to time by the board of directors as shares of one (1) or more classes or series. Our board of directors, subject to the provisions of our Articles of Incorporation and limitations imposed by law, is authorized to adopt resolutions; to issue the shares; to fix the number of shares; to change the number of shares constituting any series; and to provide for or change the following: the voting powers; designations; preferences; and relative, participating, optional or other special rights, qualifications, limitations or restrictions, including the following: dividend rights, including whether dividends are cumulative; dividend rates; terms of redemption, including sinking fund provisions; redemption prices; conversion rights and liquidation preferences of the shares constituting any class or series of the preferred stock. 33

In each such case, we will not need any further action or vote by our shareholders. One of the effects of undesignated preferred stock may be to enable the board of directors to render more difficult or to discourage an attempt to obtain control of us by means of a tender offer, proxy contest, merger or otherwise, and thereby to protect the continuity of our management. The issuance of shares of preferred stock pursuant to the board of director's authority described above may adversely affect the rights of holders of common stock. For example, preferred stock issued by us may rank prior to the common stock as to dividend rights, liquidation preference or both, may have full or limited voting rights and may be convertible into shares of common stock. Accordingly,

the issuance of shares of preferred stock may discourage bids for the common stock at a premium or may otherwise adversely affect the market price of the common stock.

What it means to be a minority holder

Being a minority shareholder may subject the shareholder to situations in which he/she may not agree with decisions which management and executive officers choose. As the executive officers, directors and management control the business after the offering, the shareholders may be subject to such conditions.

Dilution

If we issue additional shares of our stock, shareholders may experience dilution in their ownership of us. Any kind of associated risks discussed above may put any shareholder in the risk of dilution.

Transferability of securities

For a year, the securities can only be resold:

- In an IPO;
- To the company;
- To an accredited investor; and
- To a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

FINANCIAL STATEMENTS AND FINANCIAL CONDITION; MATERIAL INDEBTEDNESS

Financial statements

Our financial statements for the period ending **[March 31, 2016]** can be found in Exhibit B to the Form C of which this Offering Memorandum forms a part.

Financial condition

Results of operations

- Developed many different products to be used as industrial grade products to help grow in the commercial space.
- In July 2016, the Company has filed for multiple patents related to grow-droid I, grow.droid II, CognetiX and our smart water and energy applications.
- Grown as company since inception

The period of March 01, 2014 (date of inception) to March 31, 2015

Revenue. We had no revenue for this period.

Operating Expenses. Operating expenses for the period of March 01, 2014 (date of inception) to March 31, 2015 were \$ 23,178. Operating expenses for the period were comprised of organization costs as well as attorney fees, accounting fees, and other administrative expenses associated with setting up our operations.

Net Loss. Net loss for the period of March 01, 2014 (date of inception) to March 31, 2015 was (\$ 23,178). This net loss was the result of organization costs, consulting fees, accounting fees, and administrative costs associated with setting up our operations. Currently operating costs exceed revenue because we do not have sales. We cannot assure when or if revenue will exceed operating costs.

The period of April 1, 2015 to September 30, 2015

Revenue. Total revenue for the period of April 1, 2015 to September 30, 2015 was \$50,100. We anticipate that in the third quarter of 2016, our earnings will commence from expected sale of grow.droid I and II.

Operating Expenses. Operating expenses for the period of April 1, 2015 to September 30, 2015 were 209,460. Operating expenses for the period were comprised of research and development expenses for cultivation and technology research, marketing costs to promote the Company's new pending website, general and administrative expenses and professional outside service fees incurred in operating the R&D and manufacturing facility.

Net Loss. Net loss for the period of April 1, 2015 to September 30, 2015 was (\$159,360). This net loss was the result of 50,100 consulting revenue and \$159,360 of operating expenses. Currently operating costs exceed revenue because we do not have consistent sales. We cannot assure when or if revenue will exceed operating costs.

Financial milestones

The Company recognizes revenue when services are realized or realizable and earned less estimated future doubtful accounts. The Company considers revenue realized or realizable and earned when all of the following criteria are met:

- (i) persuasive evidence of an arrangement exists,
- (ii) the services have been rendered and all required milestones achieved,
- (iii) the sales price is fixed or determinable, and
- (iv) Collectability is reasonably assured.

Liquidity and capital resources

Liquidity and Capital Resources

We had net cash of \$0 at April 1, 2015 and \$ 0 at September 30, 2015, primarily from loans given by our parent company, FutureWorld Corp. Since inception of March 01, 2014 till March 2016, our capital needs have primarily been met by our parent company, FutureWorld Corp. We will have additional capital requirements during 2016. We do not expect to be able to satisfy our cash requirements through online sales, and therefore we will attempt to raise additional capital through the sale of our common stock. We cannot assure that we will have sufficient capital to finance our growth and business operations or that such capital will be available on terms that are favorable to us or at all. We are currently incurring operating deficits that are expected to continue for the foreseeable future.

Indebtedness

Total is \$940,581

Recent offerings of securities

Private Placement of \$80,000

Valuation

Current valuation is at \$4.00/share and total market cap of \$217,602,166

USE OF PROCEEDS

USE OF PROCEEDS

The maximum gross proceeds from the sale of the shares of our common stock are \$20,000,000. The net proceeds from the offering are expected to be approximately \$19,225,000, after the payment of offering costs including printing, mailing, legal and accounting costs, and potential selling commissions and consulting fees that may be incurred. The estimate of the budget for offering costs is an estimate only and the actual offering costs may differ from those expected by management. The net proceeds from the placement of the shares will be used to provide capital for us to manage our recent contract to supply up to 1,000 grow-droid grow tents to American Indians, increase capacity of our manufacturing and production facility, retaining electrical and mechanical engineers, for sales and marketing human resources, equipment and for general working capital purposes.

HempTech Corp. is planning to utilize the estimated net proceeds of approximately \$19,225,000 in the following manner throughout Fiscal 2016 and Fiscal 2017 (i.e., calendar years 2016 and 2017), in the following order of priority:

- (1) Build an excellent team: It is imperative that to be successful an innovative and productive team across the board need to be built. Over the next two years, it is critical that high-level staff needs to be added in sales and marketing, customer support IT and R&D. A Network Operating Center (NOC) needs to be built in 2017 and staffed on a 7x24 basis to provide complete remote support to the growers and operators of the grow facilities spread across the US. Our projected expenditure through the addition of staff and buildout of the NOC is around \$5MM through 2017.
- (2) Capital requirement to service the MVA: In March 2016, we signed an agreement with a consulting company in New York to be the exclusive provider of our grow.droid II (container-based grow facility) for the Indian Reservations in the continental US, Alaska and Greater Canada. The multi-year agreement for 1000 units requires HempTech to fund the purchase and installation of the grow.droids until first harvest. Although HempTech will be fully compensated from the first money, it is imperative that the company maintain sufficient capital to service the contract. Assuming that later orders can be funded through organic growth, we are expecting that funds of around \$6.5 MM be reserved for procuring and implementing the first 100 units.
- (3) Colorado Plan: In 2014, one of HempTech's sister company acquired 240 acres of land in Pueblo, Colorado with the purpose of leasing it out to growers holding a license. As leases finalized, HempTech will be the preferred provider of complete services from consulting to building and equipping grow facilities. HempTech is also evaluating the opportunity of providing multiple container-based, self-contained grow systems (grow.droid II) for license holders. Funding required for grow.droid II between mid-2016 and end 2017 is about \$1MM.
- (4) Expansion of the team: Over the next year, based on projections, HempTech is expected to add significant resources to the team in several areas. On a conservative note, 16 new members expected to be added. In addition, a fully equipped laboratory with all the required hardware and software is planned to ensure new products and fully tested in-house before it is deployed in the field. Total expected cost over 2 years is around \$2MM.
- (5) Reserve for potential Acquisition/Merger: While a lot of organic growth is expected, to grow the company rapidly and become the leader, it will be necessary to collaborate with a whole host of ancillary suppliers in addition for selective merger or acquisition in part or whole of similar companies in this space. These acquisition/mergers will be done through a combination of common stock and cash. We are reserving \$2MM towards this endeavor. Potential targets are lighting companies, sensor manufacturers and niche companies providing chiller/ac units.

- (6) General and administrative costs, including management compensation. As HempTech grows, we will at some point need our satellite offices in all legal states for our sales force and support components such as more employees and equipment. We anticipate that in the second half of 2016 our management team (our CEO, President, CFO, and COO) will begin taking moderate salaries (as it has been deferred up to this point), and we will hire personnel such as marketing, sales, engineers, software developer, hardware developers, administrative assistants and clerical staff. The salary component including benefits, along with general and administrative costs, is anticipated to be approximately \$1.0 million in 2016. To the extent less offering proceeds than expected are available, this category will be reduced and allocated less funds.
- (7) Legal compliance costs. This category includes attorneys, accountants, annual filing fees, and exchange related fees. They are anticipated to be approximately \$250,000 in 2016 and \$500,000 in 2017.
- (8) General working capital. Our working capital requirements will vary depending on the rate of growth that HempTech experiences. We anticipate that our allocation of net proceeds for general working capital to be approximately \$2.0 million throughout 2016 and 2017, subject to the availability of funds.

These are our best estimates of our financial requirements and plans for fiscal years 2016 and 2017. The balance of our current fiscal year (ending on March 31, 2016) funding requirements will be through our cash on hand plus capital raised under our current private placement pursuant to Regulation D, Rule 506(c), which will cease once this offering commences.

We may reallocate the estimated use of proceeds among the various categories or for other uses if management deems such a reallocation to be appropriate. We cannot assure that the capital budget will be sufficient to satisfy our operational needs, or that we will have sufficient capital to fund our business. See "BUSINESS" and "RISK FACTORS."

Irregular Use of Proceeds

[Irregular Use of Proceeds include but are not limited to the following (Only if expense could be over \$10K): Vendor payments and salary made to one's self, a friend or relative; Any expense labeled "Administration Expenses" that is not strictly for administrative purposes; Any expense labeled "Travel and Entertainment"; Any expense that is for the purposes of inter-company debt or back payments; Any participation in a StartEngine Marketing Fund Advance Program.]

REGULATORY INFORMATION

Disqualification

No “Bad Acts” or “Bad Actors”

Annual reports

For tax and accounting purposes, our fiscal year will end on March 31 of each year and all financial information will be prepared in accordance with the accrual method of accounting. The books and records of account will be kept at our address. We will furnish each shareholder, within 120 days after the end of each fiscal year, our audited financial statements in an Annual Report on Form 1-K filed with the Securities Exchange Commission, and within 90 days after the 30th of September of each fiscal year, our unaudited financial statements in a Semi-Annual Report on Form 1-S, also filed with the Securities Exchange Commission.

Compliance failure

Hasn't filed under Reg CF therefore no compliance issues.

INVESTING PROCESS

See Exhibit E to the Offering Statement of which this Offering Memorandum forms a part.

Updates

Information regarding the progress of the offering appears on the company's profile page on StartEngine.com.

[END OF EXHIBIT A]

EXHIBIT B TO FORM C

FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW FOR [COMPANY]

**Please send financial statements - Balance Sheet, Income Statements, Statement of Cash Flow, Statement of Changes in Equity For Past 2 Years and independent accountant's' review in PDF format. StartEngine will add these items to the offering memorandum.*

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders

HempTech Corp.

We have audited the accompanying consolidated balance sheets of HempTech Corp. (the "Company"), as of March 31, 2016 and 2015 and the related consolidated statements of operations, changes in stockholders' equity (deficit), and cash flows (the financial statements) for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these 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 financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits 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 control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the 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 financial statements referred to above present fairly, in all material respects, the consolidated financial position of HempTech Corp. as of March 31, 2016 and 2015 and the results of its consolidated operations and cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 10 to the financial statements, the Company requires a substantial amount of additional financing in order to operate and grow its business, which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in

Note 10. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Turner, Stone & Company, L.L.P.

Certified Public Accountants

Dallas, Texas

August 2, 2016

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HEMPTECH CORP.
Consolidated Balance Sheets
For the Years Ended March 31, 2016 and 2015

	As of March 31,	
	2016	2015
Current Assets		
Cash in Banks	\$ 239	\$ 0
Accounts Receivable from Related Party (Note 7)	50,100	0
Prepaid expenses	0	0
Total Current Assets	50,339	0
Property and Equipment		
Office Furniture and Equipment (Net)	141,974	554
Total Property and Equipment, Net of Depreciation	141,974	554
Other Assets		
Intangible Assets (Note 4)	680,285	275

Provisional Goodwill	0	0
Total Other Assets	680,285	275
Total Assets	\$ 872,598	\$ 829

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

Current Liabilities

Accounts Payable	\$ 16,232	\$ 2,428
Accrued Salaries	253,417	15,250
Notes Payable	139	139
Amortization-Notes Payable	0	0
Total Current Liabilities	269,788	17,817

Long Term Liabilities

Notes Payable due to Related Party (Note 7)	752,596	0
Security Deposits	0	0
Related Party Loans	187,985	5,415
Total Long Term Liabilities	940,581	5,415

Total Liabilities	1,210,369	23,232
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Stockholders' Equity (Deficit)

Preferred stock, \$.001 par value, 100,000,000 shares authorized, 0 and 0 shares issued and outstanding	0	0
Common stock, \$.001 par value, 400,000,000 shares authorized, 52,103,058 and 111,274 shares issued and outstanding	52,103	111

Additional Paid-in Capital	60,677	664
Accumulated Deficit	(398,448)	(23,178)
Total Stockholders' Equity (Deficit)	(337,771)	(21,739)

Total Liabilities & Stockholders' Equity (Deficit) \$ **872,598** \$ **1,493**

The accompanying notes are an integral part of this financial statement.

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HEMPTECH CORP.
Consolidated Statements of Operations
For the Years Ended March 31, 2016 and 2015
For the Years Ended March
31,

	2016	2015
Operating Revenues		
Income from Product Sales	\$ 0	\$ 0
Consulting Income from Related Party (Note 7)	50,100	0
Cost of Goods Sold	0	0
Total Operating Revenue	50,100	0
Operating Expenses		
Salaries and Benefits	352,667	15,250
Professional Fees	15,531	1,100
Other Administrative Expenses	57,172	6,828
Total Operating Expenses	425,370	23,178
Loss from Operations	(375,270)	(23,178)

Other Income and (Expenses)

Amortization Expenses	0	0
Interest expense		0
Total Other Income & Expense	0	0

Net Loss For the Year	\$ (375,270)	\$ (23,178)
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Average Number of Shares Outstanding	4,665,934	95,494
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Basic

Net Loss Per Common Share

Basic	\$ (0.08)	\$ (0.24)
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The accompanying notes are an integral part of this financial statement.

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HEMPTECH CORP.
Consolidated Statement of Changes in Stockholders Equity (Deficit)
For the Years Ended March 31, 2016 and 2015

25

	Common Stock		Additional	Accumulated	Stockholders'
	Shares	Amount	Paid-in	Deficit	Equity
			Capital	(Deficit)	(Deficit)
<u>Common Stock</u>					
Balance March 31, 2014	255,094,082	\$ 255,094	\$(255,094)	\$	\$ 0
Effect of 1 for 5,000 reverse split on March 31, 2016					
	(255,043,063)	(255,043)	255,043		0
As restated March 31, 2014	51,019	51	51		0
Effect of capital transactions (BLDW)					
Shares issued for Debt Conversion	57,891	58	58		58
Shares issued for Cash	1,364	1	1		1
Shares issued for Services	1,000	1	1		1
Effect of capital transactions (HTCO)					
Shares issued for Cash			775		775
Net Loss March 31, 2015				(23,178)	(23,178)
Equity Balance at March 31, 2015	111,274	\$ 111	\$ 835	\$(23,178)	\$(22,343)
Effect of capital transactions (BLDW)					

Shares issued for Debt Conversion	108,500	109	109	109
Shares issued for Services	120,000	120	120	120
Effect of reverse acquisition				
Shares issued to HempTech Corp	45,575,690	45,576	45,576	45,576
Shares issued to Graham	6,187,594	6,187	6,187	6,187
Effect of reverse acquisition				
assumed liabilities			7,850	7,850
Net Loss March 31, 2016			(375,270)	(375,270)
Equity Balance at March 31, 2016				
	52,103,058	\$ 52,103	\$ 60,677	(398,448)
)	\$ (337,771)

The accompanying notes are an integral part of this financial statement

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HEMPTECH CORP.
Consolidated Statements of Cash Flow
For the Years Ended March 31, 2016 and 2015

	For the Years Ended March 31,	
	2016	2015
Cash Flows From Operating Activities		
Net Loss	\$ (375,270)	\$ (23,178)
Adjustments to reconcile net loss from operations to net cash used in operating activities:		
Depreciation & amortization	183	13

Changes in working capital components:		
Accounts Receivable	(50,100)	0
Inventory Purchases	0	(567)
Accounts payable	13,803	2,428
Accrued salaries	238,167	15,250
Current liabilities (due to Sam Talari)	62,455	139
Net Cash Used by Operations	\$ (110,762)	\$ (5,915)

Cash Flows from Investing Activities		
Increase in tangible properties	(73,851)	(275)
Net Cash used by Investing Activities	(73,851)	(275)

Cash Flows from Financing Activities		
Deposit held	0	0
Proceeds from Issuance of Notes Payable	0	775
Related Party Loans	177,146	5,415
Net Cash Provided by Financing Activities	177,146	6,190

Net Increase (Decrease) in Cash	239	
Cash Balance, Beginning of the Year	0	0
Cash Balance, Beginning of the Year	0	0
Interest paid for the year end	0	0
Income taxes paid for the year end	0	0
Supplemental Schedule of Non-Cash Investing and Financing Activities:		
Conversion of debt into common stock	0	0

The accompanying notes are an integral part of this financial statement.

<u>Non-cash investing and financing activities (Note 6)</u>	Amount
Purchase of Trimax IP, Proprietary Software and Computer & Furniture from Infrac Systems	\$752,596

EXHIBIT C TO FORM C

INFORMATION ABOUT THE COMPANY'S BUSINESS FROM STARTENGINE WEBSITE (SCREENSHOTS)

**To be done by StartEngine*

EXHIBIT D TO FORM C

VIDEO TRANSCRIPT FOR [COMPANY]

[Insert Transcript]

N\A

EXHIBIT E TO FORM C

STARTENGINE SUBSCRIPTION PROCESS

Platform Compensation

- As compensation for the services provided hereunder by StartEngine Capital, Issuer shall pay to StartEngine Capital at the conclusion of the offering a fee consisting of a 5% (five percent) commission based on the amount of investments raised in the Offering and paid upon disbursement of funds from escrow at the time of a closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of StartEngine Capital and reimbursement of certain expenses related to the Offering. The securities paid to the Site, if any, will be of the same class and have the same terms, conditions and rights as the securities being offered and sold by the Issuer on the Site.

Information Regarding Length of Time of Offering

- Investment Cancellations: Investors will have up to 48 hours prior to the end of the offering period to change their minds and cancel their investment commitments for any reason. Once the offering period is within 48 hours of ending, investors will not be able to cancel for any reason, even if they make a commitment during this period.
- Material Changes: Material changes to an offering include but are not limited to: A change in minimum offering amount, change in security price, change in management, etc. If an issuing company makes a material change to the offering terms or other information disclosed, including a change to the offering deadline, investors will be given five business days to reconfirm their investment commitment. If investors do not reconfirm, their investment will be cancelled and the funds will be returned.

Hitting The Target Goal Early & Oversubscriptions

- StartEngine Capital will notify investors by email when the target offering amount has hit 25%, 50% and 100% of the funding goal. If the issuing company hits its goal early, and the offering minimum of 21 days has been met, the issuing company can create a new target deadline at least 5 business days out. Investors will be notified of the new target deadline via email and will then have the opportunity to cancel up to 48 hours before new deadline.
- Oversubscriptions: We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach \$1M in investments.
- If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment

commitments will be cancelled and committed funds will be returned.

- If a StartEngine issuer reaches their target offering amount prior to the deadline, they may conduct an initial closing of the offering early if they provide notice about the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

Minimum and Maximum Investment Amounts

- In order to invest, to commit to an investment or to communicate on our platform, users must open an account on StartEngine Capital and provide certain personal and non-personal information including information related to income, net worth, and other investments.
- Investor Limitations: Investors are limited in how much they can invest on all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than \$100,000, then during any 12-month period, they can invest up to the greater of either \$2,000 or 5% of the lesser of their annual income or net worth. If both their annual income and net worth are equal to or more than \$100,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is less, but their investments cannot exceed \$100,000.

EXHIBIT F TO FORM C

OTHER INFORMATION