

MIDPOINT HOLDINGS LTD.

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2017 AND 2016**

(Unaudited)

(Expressed in Canadian Dollars)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited interim condensed consolidated financial statements of Midpoint Holdings Ltd. were prepared by management in accordance with International Financial Reporting Standards. The most significant of these standards are set out in the note 2 of these financial statements. Any applicable changes in accounting policies have also been disclosed in these unaudited interim condensed consolidated financial statements. Management acknowledges responsibility for the preparation and presentation of the unaudited interim consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances. The Board of Directors is responsible for ensuring management fulfills its financial reporting responsibilities and for reviewing and approving the unaudited interim financial statements together with other financial information. The Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the internal controls over the financial reporting process and the period end unaudited interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders. Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements; they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying financial statements of the Company have been prepared by and are the responsibility of the Company's management.

These financial statements are being re-filed to correct the presentation of the comparative information on the Statement of Shareholders' Equity on page 7 to include the missing prior period comparative figures. No other changes have been made to the statements.

**MIDPOINT HOLDINGS LTD.
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SEPTEMBER 30, 2017**

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MIDPOINT HOLDINGS LTD.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2017 AND JUNE 30, 2017
(Amounts in Canadian dollars)
(Unaudited)

	September 30, 2017	June 30, 2017
ASSETS		
CURRENT ASSETS		
Cash (note 3)	\$ 786,221	\$ 814,999
Accounts receivable and prepaid expenses	26,122	12,433
Share subscriptions receivable	-	10,000
Total current assets	812,343	837,432
EQUIPMENT	13,522	6,446
INTANGIBLES (note 4)	392,298	386,483
TOTAL ASSETS	\$ 1,218,163	\$ 1,230,361
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 308,240	\$ 221,608
Current portion of settlement provision	98,197	118,197
Total current liabilities	406,437	339,805
SETTLEMENT PROVISION (note 5)	150,040	150,040
Total liabilities	556,477	489,845
SHAREHOLDERS' EQUITY		
Share capital (note 6)	11,790,697	11,742,697
Warrants and options reserve	553,900	553,900
Contributed surplus (note 6)	852,974	852,974
Accumulated other comprehensive loss	(498,184)	(497,752)
Accumulated deficit	(12,037,701)	(11,911,303)
Total shareholders' equity	661,686	740,516
	\$ 1,218,163	\$ 1,230,361

Nature of operations (note 1)

Subsequent events (note 7)

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

On behalf of the Board:

Signed: "Corbin Comishin"
Director

Signed: "David Wong"
Director

MIDPOINT HOLDINGS LTD.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2017 AND 2016
(Amounts in Canadian dollars)
(Unaudited)

For the three months ended
September 30, September 30,
2017 2016

REVENUE	\$ 110,191	\$ 72,850
TRANSACTION COSTS	37,790	23,372
GROSS MARGIN	72,401	49,478
FOREIGN EXCHANGE LOSS	-	(14,342)
	72,401	35,136
EXPENSES		
Amortization and depreciation (note 4)	27,746	28,100
Filing fees and transfer fees	11,196	6,716
General and administrative expenses	21,482	22,166
Marketing	7,790	13,888
Professional & consulting fees	103,241	111,086
Wages	27,344	31,326
Total expenses	198,799	213,282
NET LOSS FOR THE PERIOD	(126,398)	(178,146)
FOREIGN CURRENCY TRANSLATION	(432)	(3,947)
NET LOSS AND COMPREHENSIVE LOSS	\$(126,830)	\$(182,093)
Basic and diluted weighted average shares outstanding	86,649,859	73,840,761
Basic and diluted net loss per share	\$ (0.001)	\$ (0.002)

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

MIDPOINT HOLDINGS LTD.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2017 AND 2016
(Amounts in Canadian dollars)
(Unaudited)

	September 30, 2017	September 30, 2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	\$(126,398)	\$(178,146)
Item not affecting cash		
Amortization	27,746	28,100
	(98,652)	(150,046)
Net changes in non-cash working capital items relating to operating activities		
Accounts receivable and prepaid expenses	(3,689)	215,897
Accounts payable and accrued liabilities	86,632	(39,512)
Net cash (used in) operating activities	(15,709)	26,339
CASH FLOWS FROM FINANCING ACTIVITIES		
Net proceeds from from issuance of shares	48,000	250,000
Repayment of settlement provision	(20,000)	(25,000)
Net cash provided by financing activities	28,000	225,000
CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of intangible and tangible assets	(40,637)	-
Cash Used For Investing Activities	(40,637)	-
NET (DECREASE) INCREASE IN CASH	(28,346)	251,339
CASH, BEGINNING OF PERIOD	814,999	411,370
EFFECT OF CHANGES IN FOREIGN EXCHANGE RATES	(432)	(3,944)
CASH, END OF PERIOD	\$ 786,221	\$ 658,765

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

MIDPOINT HOLDINGS LTD.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIENCY)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2017
(Amounts in Canadian dollars)
(Unaudited)

	Number of Shares issued	Amount	Contributed Surplus	Warrants Options Reserves	Accumulated Deficit	Accumulative Other Comprehensive Income	Total Shareholder's Deficit
Balance, June 30, 2016	69,258,589	\$ 11,135,109	\$ 627,974	\$ 628,100	\$(11,481,420)	\$(485,156)	\$ 424,607
Private placement	5,000,000	250,000	-	-	-	-	250,000
Net loss and comprehensive loss for the period	-	-	-	-	(178,146)	(3,947)	(182,093)
Balance as at September 30, 2016	74,258,589	\$ 11,385,109	\$ 627,974	\$ 628,100	\$(11,659,566)	\$ 489,103	\$ 492,514
Balance, June 30, 2017	85,689,859	\$ 11,742,697	\$ 852,974	\$ 553,900	\$(11,911,303)	\$(497,752)	\$ 740,516
Private placement	960,000	48,000	-	-	-	-	48,000
Net loss and comprehensive loss for the period	-	-	-	-	(126,398)	(432)	(126,830)
Balance as at September 30, 2017	86,649,859	\$ 11,790,697	\$ 852,974	\$ 553,900	\$(12,037,701)	\$(498,184)	\$ 661,686

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

**MIDPOINT HOLDINGS LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AS AT SEPTEMBER 30, 2017**

1. NATURE OF OPERATIONS

Midpoint Holdings Ltd. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on April 15, 2010 and was classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSXV") Policy 2.4. The principal business of the Company was to negotiate an acquisition or participation in a business subject to acceptance by regulatory authorities and, in certain cases, shareholder approval (the "Qualifying Transaction") which it completed on April 11, 2012.

The Company now operates through its wholly owned subsidiary in the United Kingdom, Midpoint & Transfer Ltd. ("MPNT"). Its business is a web based enterprise that matches buyers and sellers of foreign currency and transfers the funds to their desired location through an intermediary third-party payment provider. The Company receives fees from all parties for matching the currency exchanges and transferring the funds.

The Company's head office is 505 Kootenay Street, Nelson British Columbia, V1L 1K9.

2. SIGNIFICANT ACCOUNTING POLICIES

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC. They are presented in Canadian dollars.

The policies applied in these interim condensed consolidated financial statements are based on IFRS issued and outstanding as of November 27, 2017, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these interim condensed consolidated financial statements as compared with the most recent annual financial statements as at and for the period ended June 30, 2017. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for period ending June 30, 2017 could result in restatement of these condensed interim financial statements.

New standards not yet adopted and interpretations issued but not yet effective.

There are no relevant changes in accounting standards applicable to future periods other than as disclosed in the most recent annual consolidated statements as at and for the period ended June 30, 2017.

MIDPOINT HOLDINGS LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
AS AT SEPTEMBER 30, 2017

3. CASH

At September 30, 2017 and June 30, 2017 the Company had cash of \$786,221 and \$814,999 respectively. The Company maintains cash in various banks including a bank in Canada and several in the United Kingdom.

4. INTANGIBLES

Patents & software

	September 30, 2017	June 30, 2017
Cost		
Balance, at beginning of period	\$ 926,002	\$ 848,642
Additions	33,561	77,360
Balance, at end of period	959,563	926,002
Accumulated Depreciation		
Balance, at beginning of period	539,519	428,534
Depreciation for period	27,746	110,985
Balance, at end of period	567,265	539,519
Net Book Value	\$ 392,298	\$ 386,483

It is the companies policy to capitalize expenses related to software as software assets. In the three months ended September 30, 2017, there were \$33,561 of additions added as software assets.

5. SETTLEMENT PROVISION

On November 23, 2015 the CEO resigned from his duties with the Company. The Company has entered into an agreement to pay GBP \$18,500 on signing (paid) and an additional CAD 500,000 to the former CEO. The timing of the remaining settlement payments are based on the Company's future capital or debt raises; a minimum of 10% of all amounts to be raised in capital or debt are designated to pay the requirements of the severance until the amount is extinguished. After a financing is completed, interest of 8% per annum will accrue on the payable portion.

The Company has applied a discount factor of 18% to the \$500,000 payable as at November 23, 2015 and has assumed a repayment of \$100,000 per year (implying an assumption of \$1,000,000 per year in financing). An initial discount of \$187,500 was recognized based on these assumptions and will be accreted through the statement of operations until the liability is ultimately extinguished. The Company recognized \$61,623 for the year ended June 30, 2017 (2016 - \$35,590) in accretion costs during the year in relation to this item. In total \$97,213 of accretion expenses have been reported as expenses of the Company related to the initial \$187,500 discount resulting in \$90,287 to be reported still in the future as an expense of the Company.

As a result of the June 30, 2017 and July 14, 2017 financing, which raised gross proceeds of \$200,000, the Company has paid \$20,000 of the settlement provision in this quarter.

6. SHARE CAPITAL AND CONTRIBUTED SURPLUS

Authorized

As at September 30, 2017, the Company had authorized unlimited common shares.

Issued and outstanding

A summary of share transactions and shares issued and outstanding is as follows:

	Number of Shares	Share Capital	Contributed Surplus	Total
Balance, September 30, 2017	86,649,859	\$ 11,790,697	\$ 852,974	\$ 12,643,671

7. SUBSEQUENT EVENTS

On October 24, 2017, the Company completed a private placement for a total of 16,000,000 shares at a price of \$0.075 per share for total proceeds of \$1,200,000. No warrants were issued with this placement. 956,783 additional shares were issued as a finder fee related to this private placement at the same \$0.075 per share.

On October 20, 2017, the Company was served with a notice of civil claim from John Booth, a former CEO and director of the Company. At the Company's annual general meeting held on September 15, 2017, Mr. Booth was not elected a director of the Company. In the civil claim, Mr. Booth alleges that he was improperly removed as a director at the AGM. Mr. Booth has made a claim for damages and has asked for an order of specific performance of the terms of a severance agreement, dated November 24, 2015, Mr. Booth signed with the Company; the effect of which would be to order that Mr. Booth be deemed one of the management nominees elected to the Board of Directors. The board of directors is the process of retaining counsel to provide the Company with recommendations in response to the civil claim which the Company believes is without merit and which the Company plans to aggressively defend.