MIDPOINT HOLDINGS LTD.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015

(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.
INDEX TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2016

MIDPOINT HOLDINGS LTD.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2016 AND JUNE 30, 2016
(Amounts in Canadian dollars)
(Unaudited)

	September 30, 2016	June 30, 2016
ASSETS		
CURRENT ASSETS		
Cash (note 3)	**$ 658,765**	$ 411,370
Accounts receivable and prepaid expenses	**9,245**	225,142
Total current assets	**668,010**	636,512
EQUIPMENT	**6,382**	6,739
INTANGIBLES (note 4)	**392,362**	420,108
TOTAL ASSETS	**$ 1,066,754**	$ 1,063,359
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	**$ 311,926**	$ 351,438
Current portion of settlement provision	**84,746**	84,746
Total current liabilities	**396,672**	436,184
SETTLEMENT PROVISION (note 5)	**177,568**	202,568
Total liabilities	**574,240**	638,752
SHAREHOLDERS' EQUITY		
Share capital (note 6)	**11,385,109**	11,135,109
Warrants and options reserve	**628,100**	628,100
Contributed surplus (note 6)	**627,974**	627,974
Accumulated other comprehensive loss	**(489,103)**	(485,156)
Accumulated deficit	**(11,659,566)**	(11,481,420)
Total shareholders' equity	**492,514**	424,607
	$ 1,066,754	$ 1,063,359

Nature of operations (note 1)

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, 2016 AND 2015
(Amounts in Canadian dollars)
(Unaudited)

	For the three months ended	
	September 30, 2016	September 30, 2015
REVENUE	**$ 72,850**	$ 57,068
TRANSACTION COSTS	**23,372**	43,185
GROSS MARGIN	**49,478**	13,883
OTHER INCOME		
Interest income	**-**	15
Foreign exchange gain/(loss)	**(14,342)**	(515)
Total other income/(loss)	**(14,342)**	(500)
	35,136	13,383
EXPENSES		
Amortization and depreciation (note 4)	**28,100**	7,506
Filing fees and transfer fees	**6,716**	4,659
General and administrative expenses	**22,166**	36,884
Marketing	**13,888**	50,710
Professional & consulting fees	**111,086**	66,582
Wages	**31,326**	167,274
Website operating costs	**-**	7,544
Total expenses	**213,282**	341,159
NET LOSS FOR THE PERIOD	**(178,146)**	(327,776)
FOREIGN CURRENCY TRANSLATION	**(3,947)**	8,842
NET LOSS AND COMPREHENSIVE LOSS	**$(182,093)**	$(318,934)
Basic and diluted weighted average shares outstanding	**73,840,761**	60,294,582
Basic and diluted net loss per share	**$ (0.002)**	$ (0.005)

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, 2016 AND 2015
(Amounts in Canadian dollars)
(Unaudited)

	September 30, 2016	September 30, 2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	$(178,146)	$(327,776)
Item not affecting cash		
Amortization	28,100	7,506
	(150,046)	(320,270)
Net changes in non-cash working capital items relating to operating activities		
Accounts receivable and prepaid expenses	215,897	(790)
Accounts payable and accrued liabilities	(39,512)	(13,121)
Net cash (used in) operating activities	26,339	(334,181)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net proceeds from from issuance of shares	250,000	-
Repayment of settlement provision	(25,000)	-
Net cash provided by financing activities	225,000	-
CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of intangible assets	-	(35,570)
Reduction of intangible assets	-	108,493
Cash Provided By Investing Activities	-	81,676
NET (DECREASE) INCREASE IN CASH	251,339	(252,505)
CASH, BEGINNING OF PERIOD	411,370	382,332
EFFECT OF CHANGES IN FOREIGN EXCHANGE RATES	(3,944)	8,753
CASH, END OF PERIOD	$ 658,765	$ 129,827

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, 2016
(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, 2015	60,294,582	$ 10,370,309	$ 627,974	$ 375,000	$(10,319,594)	$(431,896)	$ 621,793
Net loss and comprehensive loss for the period	-	-	-	-	(327,776)	8,842	(318,934)
Balance as at September 30, 2015	60,294,582	$ 10,370,309	$ 627,974	$ 375,000	$(10,647,370)	$(423,054)	$ 302,859
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

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Midpoint Holdings Ltd. (the "Company" or "Midpoint") was incorporated under the Business Corporations Act (B.C.) on April 15, 2010. The Company 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 and its wholly-owned subsidiary Midpoint & Transfer Ltd. ("Midpoint") receive fees from all parties for matching the currency exchanges and transferring the funds. The Company does not take part in any of the business that its users may enter into.

Going concern

The ability of the Company to obtain necessary financing to market its platform, fund unmatched trades and recover administrative expenses is uncertain. The ability of the Company to generate revenue to offset the expenses and obtain profitability is also uncertain. The Company had a net loss of $178,146 for the three months ended September 30, 2016 (2015 - $327,776). The Company will require additional financing from time to time, which it intends to obtain through the issuances of common shares. While the Company has been successful in raising equity financing through the issuances of common shares in the past, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be available on acceptable terms. These material uncertainties cast significant doubt on the Company’s ability to continue as a going concern. These consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern.

As of September 30, 2016, the Company had cash and cash equivalents of $658,765 (representing an increase of $247,395 from June 30, 2016).

As of September 30, 2016, the Company had working capital of $271,338 as compared to working capital of $200,328 as at June 30, 2016.

The Company plans to manage future liquidity risk by generating cash flow from operations and limiting expenses until the operations are profitable. These proceeds will reduce liquidiy risk of the comany for the near future.

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.

The policies applied in these interim condensed consolidated financial statements are based on IFRS issued and outstanding as of November 21, 2016, 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, 2016. Any subsequent changes to IFRS that are given effect in the Company’s annual financial statements for period ending June 30, 2016 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, 2016.

3. CASH

At September 30, 2016 and June 30, 2016 the Company had cash of $658,765 and $411,370 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, 2016	June 30, 2016
Cost		
Balance, at beginning of period	**$ 848,642**	$ 888,577
Additions	**-**	82,269
Reductions	**-**	(122,204)
Balance, at end of period	**848,642**	848,642
Accumulated Depreciation		
Balance, at beginning of period	**428,534**	317,548
Depreciation for period	**27,746**	110,986
Balance, at end of period	**456,280**	428,534
Net Book Value	**$ 392,362**	$ 420,108

It is the companies policy to capitalize expenses related to software as software assets. In the three months ended September 30, 2016, there were no 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 $35,590 in accretion costs during the June 30, 2016 year in relation to this item.

As a result of the March 31, 2016 and May 12, 2016 financings, which raised gross proceeds of $607,760, the Company has paid $60,776 of the settlement provision. In addition to the provision the company has paid a total of interest of $2,243 related to the payment.

As a result of the July 8, 2016 and July 19, 2016 financings, which raised gross proceeds of $250,000, the Company has paid $25,000 of the settlement provision.

6. SHARE CAPITAL AND CONTRIBUTED SURPLUS

Authorized

As at September 30, 2016, 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, 2016	74,258,589	$ 11,385,109	$ 627,974	$ 12,013,083