MIDPOINT HOLDINGS LTD.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED MARCH 31, 2021

(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.

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MARCH 31, 2021

MIDPOINT HOLDINGS LTD.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT MARCH 31, 2021 AND JUNE 30, 2020
(Amounts in Canadian dollars)
(Unaudited)

	March 31, 2021	June 30, 2020
ASSETS		
CURRENT ASSETS		
Cash (note 3)	**$ 3,336,606**	$ 710,871
Prepaid expenses	**7,541**	61,724
Total current assets	**3,344,147**	772,595
EQUIPMENT	**4,475**	6,735
INVESTMENTS	**35,000**	35,000
TOTAL ASSETS	**$ 3,383,622**	$ 814,330
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	**$ 243,745**	$ 160,145
Current portion of settlement provision	**-**	123,524
Total current liabilities	**243,745**	283,669
SHAREHOLDERS' EQUITY		
Share capital (note 6)	**15,497,136**	13,553,017
Warrants and options reserve	**1,631,300**	412,900
Contributed surplus (note 6)	**1,408,873**	1,408,873
Accumulated other comprehensive loss	**(492,962)**	(502,163)
Accumulated deficit	**(14,904,470)**	(14,341,966)
Total shareholders' equity	**3,139,877**	530,661
	$ 3,383,622	$ 814,330

Nature of operations (note 1)

Commitments and contingent liabilities (note 7)

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

On behalf of the Board:

Signed: *"Corbin Comishin"*
Director

Signed: *"Derek Ivany"*
Director

MIDPOINT HOLDINGS LTD.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
FOR THE THREE AND NINE MONTHS ENDED MARCH 31, 2021 AND 2020
(Amounts in Canadian dollars)
(Unaudited)

	For the three months ended March 31, 2021	For the three months ended March 31, 2020	For the nine months ended March 31, 2021	For the nine months ended March 31, 2020
REVENUE	**$ 108,556**	$ 159,357	$ 280,581	$ 363,521
TRANSACTION COSTS	**47,793**	28,739	121,895	137,256
GROSS MARGIN	**60,763**	130,618	158,686	226,265
Grant income	**27,428**	-	76,937	-
Foreign exchange gain/(loss)	**(703)**	-	(7,701)	-
Total other income/(loss)	**26,725**	-	69,236	-
	87,488	130,618	227,922	226,265
EXPENSES				
Amortization and depreciation (note 4)	**-**	70,524	2,550	220,379
Filing fees and transfer fees	**11,567**	20,299	25,450	34,577
General and administrative expenses	**15,234**	37,944	54,333	99,879
Marketing	**14,010**	11,006	37,801	29,885
Professional & consulting fees	**120,104**	160,385	292,007	297,965
Rent	**15,488**	-	37,798	-
Software development and website costs	**47,258**	48,824	143,210	147,085
Value added tax recovery	**3**	-	710	(3,453)
Wages	**70,940**	58,649	196,567	183,891
Total expenses	**294,604**	407,631	790,426	1,010,208
NET INCOME/(LOSS) FOR THE PERIOD	**(207,116)**	(277,013)	(562,504)	(783,943)
FOREIGN CURRENCY TRANSLATION	**(1,216)**	15,084	9,201	16,895
NET INCOME/(LOSS) AND COMPREHENSIVE INCOME/(LOSS)	**$(208,332)**	$(261,929)	$(553,303)	$(767,048)
Basic weighted average shares outstanding	**41,744,361**	28,581,660	41,744,361	28,581,660
Basic and diluted net loss per share	**$ (0.0050)**	$ (0.0092)	$ (0.0133)	$ (0.0268)
Diluted weighted average shares outstanding	**57,358,777**	28,581,660	57,358,777	28,581,660
Diluted net loss per share	**(0.0036)**	(0.0092)	(0.0096)	(0.0268)

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

MIDPOINT HOLDINGS LTD.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED MARCH 31, 2021 AND 2019
(Amounts in Canadian dollars)
(Unaudited)

	March 31, 2021	March 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	**$(562,504)**	$(783,943)
Item not affecting cash		
Amortization	**2,550**	220,379
	(559,954)	(563,564)
Net changes in non-cash working capital items relating to operating activities		
Accounts receivable and prepaid expenses	**54,183**	(174,557)
Accounts payable and accrued liabilities	**83,600**	(32,523)
Net cash (used in) operating activities	**(422,171)**	(770,644)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net proceeds from issuance of shares	**3,162,519**	993,788
Repayment of settlement provision	**(123,524)**	(104,200)
Cash provided by financing activities	**3,038,995**	889,588
CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of intangible and tangible assets	**-**	8,779
Cash Provided By Investing Activities	**-**	8,779
NET (DECREASE) INCREASE IN CASH	**2,616,824**	127,723
CASH, BEGINNING OF PERIOD	**710,871**	811,971
EFFECT OF CHANGES IN FOREIGN EXCHANGE RATES	**8,911**	3,087
CASH, END OF PERIOD	**$ 3,336,606**	$ 942,781

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 NINE MONTHS ENDED MARCH 31, 2021
(Amounts in Canadian dollars)
(Unaudited)

	Number of Shares issued	Amount	Contributed Surplus	Warrants Options Reserves	Accumulated Deficit	Accumulative Other Comprehensive-Loss	Total Shareholder's Deficit
Balance, June 30, 2019	103,906,642	$ 12,995,864	$ 1,408,873	$ -	$(13,183,899)	$(495,533)	$ 725,305
Private placement (note 6)	13,025,000	596,500	-	445,500	-	-	1,042,000
Shares issuance cost	-	(48,212)	-	-	-	-	(48,212)
Shares consolidation (note 6)	(77,929,982)	-	-	-	-	-	-
Net loss and comprehensive loss for the period	-	-	-	-	(783,943)	16,895	(767,048)
Balance as at March 31, 2020	39,001,660	$ 13,544,152	$ 1,408,873	$ 445,500	$(13,967,842)	$(478,638)	$ 952,045
Balance, June 30, 2020	39,001,660	$ 13,553,017	$ 1,408,873	$ 412,900	$ (14,341,966)	$(502,163)	$ 530,661
Private placements (note 6)	14,500,000	2,031,600	-	1,218,400	-	-	3,250,000
Share issuance costs (note 6)	-	(87,481)	-	-	-	-	(87,481)
Net loss and comprehensive loss for the period	-	-	-	-	(562,504)	9,201	(553,303)
Balance as at March 31, 2021	53,501,660	$ 15,497,136	$ 1,408,873	$ 1,631,300	$ (14,904,470)	$(492,962)	$ 3,139,877

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

1. NATURE OF OPERATIONS AND GOING CONCERN

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.

The policies applied in these interim condensed consolidated financial statements are based on IFRS issued and outstanding as of May 28, 2021, 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, 2020. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for period ending June 30, 2020 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, 2020.

3. CASH

At March 31, 2021 and June 30, 2020 the Company had cash of $3,336,606 and $710,871 respectively. The Company maintains cash in various banks including a bank in Canada and several in the United Kingdom.

4. INTANGIBLES

Patents & software	**March 31, 2021**	**June 30, 2020**
Cost		
Balance, at beginning of period	$ -	$ 1,244,910
Additions	-	-
Balance, at end of period	-	1,244,910
Accumulated Depreciation		
Balance, at beginning of period	-	958,117
Depreciation for period	-	286,793
Balance, at end of period	-	1,244,910
Net Book Value	$ -	$ -

5. SETTLEMENT PROVISION

On November 23, 2015 the CEO resigned from his duties with the Company. The Company 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 applied a discount factor of 18% to the $500,000 payable as at November 23, 2015 and 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 was accreted through the statement of operations until the liability ultimately extinguished. The Company recognized $54,326 for the year ended June 30, 2020 in accretion costs in relation to this item. In total 100% of the accretion expenses have been reported as expenses of the Company related to the initial $187,500 discount. No amount is remaining for future expense of the Company.

As at December 31, 2020, a cumulative total of $500,000 was designated repaid under the Agreement and the Company had paid $123,524 in the current year. As a result, a full release from the severance agreement has executed and settlement has been fully repaid.

6. SHARE CAPITAL AND CONTRIBUTED SURPLUS

Authorized

As at March 31, 2021, 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, March 31, 2021	53,501,660	$ 15,497,136	$ 1,408,873	$ 16,906,009

On March 25, 2021 The company completed a non-brokered private placement consisting of the sale of 12,000,000 units at twenty five cents per unit for gross proceeds of $3,000,000. Each unit consists one common share in the capital of the company and one half share purchase warrant exercisable at $0.35 for 24 months from closing.

Share issue costs of $87,481 were incurred.

The net proceeds from the financing were allocated proportionally based on the fair value of one common share (61%) and the fair value of one full common share purchase warrant (39%)

The fair value of the March 25, 2021 common share purchase warrants was estimated using the Black Scholes option pricing model and the following weighted average assumptions: Share price $0.25; exercise price - $0.35; expected life - 24 months; annualised volatility - 151%; quarterly dividend yield - 0%; risk-free-rate - 0.23%

On July 9, 2020 The company completed a non-brokered private placement consisting of the sale of 2,500,000 units at ten cents per unit for gross proceeds of $250,000. Each unit consists one common share in the capital of the company and one half share purchase warrant exercisable at $0.20 for 24 months from closing.

Share issue costs of $35,237 were incurred.

The net proceeds from the financing were allocated proportionally based on the fair value of one common share (62%) and the fair value of one full common share purchase warrant (38%)

The fair value of the July 9, 2020 common share purchase warrants was estimated using the Black Scholes option pricing model and the following weighted average assumptions: Share price $0.10; exercise price - $0.20; expected life - 24 months; annualised volatility - 151%; quarterly dividend yield - 0%; risk-free-rate - 0.28%

On January 28, 2020 the common shares of the company consolidated its capital on a one-new -for-four-old-basis. Prior period basic and diluted weighted average shares outstanding have been adjusted due to the consolidation on January 28, 2020 on a one-new-for-four-old-basis for comparative purposes.

On February 5, 2020 The company completed a non-brokered private placement consisting of the sale of 13,025,000 units at eight cents per unit for gross proceeds of $1,042,000. Each unit consists one common share in the capital of the company and one share purchase warrant exercisable at $0.20 for 36 months from closing.

Share issue costs of $48,212 were incurred.

The net proceeds from the financing were allocated proportionally based on the fair value of one common share (57%) and the fair value of one full common share purchase warrant (43%)

The fair value of the February 5, 2020 common share purchase warrants was estimated using the Black Scholes option pricing model and the following weighted average assumptions: Share price $0.08; exercise price - $0.20; expected life - 36 months; annualised volatility - 151%; quarterly dividend yield - 0%; risk-free-rate - 1.46%

7. COMMITMENTS AND CONTINGENT LIABILITIES

The Company's lease arrangement for the office space in London, United Kingdom ends in May 2021 and the annual lease commitment is approximately $54,836.