



## **Blockchain Holdings Ltd.**

Unaudited Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2019 and 2018

(Expressed in United States dollars unless otherwise stated)

### **NOTICE TO READER**

Under National Instrument 51-102, 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 unaudited condensed interim financial statements have been prepared by management and were not reviewed by the Company's independent auditor.

**Blockchain Holdings, Ltd.**  
**Unaudited Condensed Consolidated Interim Statements of Financial Position**

(expressed in United States dollars)

	Notes	As at September 30, 2019	As at December 31, 2018
<b>Assets</b>			
Current assets:			
Cash		\$ 65,094	\$ 508,195
Prepayment		35,485	19,681
<b>Total current assets</b>		<b>100,579</b>	<b>527,876</b>
Non-current assets			
Investment in Airbeam	6	883,196	-
<b>Total non-current assets</b>		<b>883,196</b>	<b>-</b>
<b>Total assets</b>		<b>\$ 983,775</b>	<b>\$ 527,876</b>
<b>Liabilities and shareholders' equity</b>			
Current liabilities:			
Accounts payable and accrued liabilities	4	\$ 85,670	\$ 228,326
Due to related party	6	39,291	-
Share subscription deposit	6, 8	135,634	-
<b>Total current liabilities</b>		<b>260,595</b>	<b>228,326</b>
<b>Total liabilities</b>		<b>\$ 260,595</b>	<b>\$ 228,326</b>
<b>Shareholders' equity</b>			
Share capital	5	11,137,327	10,222,879
Other reserves	5	1,513,866	1,513,866
Accumulated Other Comprehensive Loss		(28,762)	(28,762)
Deficit		(11,899,251)	(11,408,433)
		723,180	299,550
<b>Total liabilities and shareholders' equity</b>		<b>\$ 983,775</b>	<b>\$ 527,876</b>

The notes to the condensed consolidated interim financial statements are an integral part of these statements.

signed on its behalf by:

signed "James Passin"  
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 Director

signed "Wayne Lloyd"  
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 Director

**Blockchain Holdings, Ltd.**  
**Unaudited Consolidated Statements of Comprehensive Loss**

(expressed in United States dollars)

	Notes	Three months ended September 30, 2019	Three months ended September 30, 2018	Nine months ended September 30, 2019	Nine months ended September 30, 2018
<b>Operating expenses</b>					
Bank charges		294	8,932	1,839	27,569
Development cost		-	27,751	-	112,707
General and administrative	7	18,102	21,744	57,575	40,644
Management fees	6	43,764	54,570	144,767	125,669
Professional fees	6	60,316	78,802	282,610	293,954
Regulatory and transfer agent fees		7,308	14,090	22,019	36,508
		<u>(129,784)</u>	<u>(205,889)</u>	<u>(508,810)</u>	<u>(637,051)</u>
Accretion expense		-	-	-	(30,267)
Foreign exchange loss		(866)	(1,632)	(2,191)	5,448
Gain on settlement of debt	6	-	-	20,183	-
Loss on dissolution of subsidiary		-	-	-	(80,841)
Recovery of payables		-	-	-	40,148
<b>Net loss and comprehensive loss for the year</b>		<u>\$ (130,650)</u>	<u>\$ (207,521)</u>	<u>\$ (490,818)</u>	<u>\$ (702,563)</u>
<b>Loss per common share:</b>					
Basic and diluted		<u>\$ (0.01)</u>	<u>\$ (0.03)</u>	<u>\$ (0.02)</u>	<u>\$ (0.11)</u>
Weighted average number of common shares outstanding:					
Basic and diluted		<u>22,238,031</u>	<u>6,530,235</u>	<u>22,240,445</u>	<u>6,530,235</u>

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**Blockchain Holdings, Ltd.**  
**Unaudited Condensed Consolidated Interim Statements of Changes in Equity**

(expressed in United States dollars)

	Number of common shares (#)	Share Capital	Reserves			Accumulated Other Comp Income (Loss)	Deficit	Attributable to Equity Holders of the Parent	Non - Controlling Interest	Shareholders' equity
			Share based payment reserve	Loans						
<b>Balance at December 31, 2017</b>	<b>6,530,163</b>	<b>\$ 8,049,254</b>	<b>\$ 1,333,619</b>	<b>\$ 79,987</b>	<b>\$ (28,762)</b>	<b>\$ (9,975,943)</b>	<b>\$ (527,202)</b>	<b>\$ (355,632)</b>	<b>\$ (882,834)</b>	
Amortization of imputed interest	-	-	-	-	-	-	(14,006)	-	(14,006)	
Share subscription receipts	-	392,680	-	-	-	-	-	-	392,680	
Sale of AMZ	-	-	-	-	-	-	-	355,632	355,632	
Total comprehensive loss for the period	-	-	-	-	-	(702,563)	(702,563)	-	(702,563)	
<b>Balance at September 30, 2018</b>	<b>6,530,163</b>	<b>\$ 8,441,934</b>	<b>\$ 1,333,619</b>	<b>\$ 79,987</b>	<b>\$ (28,762)</b>	<b>\$ (10,678,506)</b>	<b>\$ (1,243,771)</b>	<b>\$ -</b>	<b>\$ (851,091)</b>	
<b>Balance at December 31, 2018</b>	<b>19,784,875</b>	<b>\$ 10,222,879</b>	<b>\$ 1,513,866</b>	<b>\$ -</b>	<b>\$ (28,762)</b>	<b>\$ (11,408,433)</b>	<b>\$ 299,550</b>	<b>\$ -</b>	<b>\$ 299,550</b>	
Private placement	443,156	168,151	-	-	-	-	168,151	-	168,151	
Private placement	2,010,000	746,297	-	-	-	-	746,297	-	746,297	
Total comprehensive loss for the period	-	-	-	-	-	(490,818)	(490,818)	-	(490,818)	
<b>Balance at September 30, 2019</b>	<b>22,238,031</b>	<b>\$ 11,137,327</b>	<b>\$ 1,513,866</b>	<b>\$ -</b>	<b>\$ (28,762)</b>	<b>\$ (11,899,251)</b>	<b>\$ 723,180</b>	<b>\$ -</b>	<b>\$ 723,180</b>	

The notes to the condensed consolidated interim financial statements are an integral part of these statements.

**Blockchain Holdings, Ltd.**  
**Unaudited Condensed Consolidated Interim Statements of Cash Flows**

(expressed in United States dollars)	Note	Nine months ended September 30, 2019	Nine months ended September 30, 2018
<b>Cash flow from operating activities</b>			
Loss for the period		\$ (490,818)	\$ (702,562)
Adjustments to reconcile loss to net cash used in operating activities:			
Accretion		-	30,267
Recovery of accounts payable		-	(40,148)
Interest expense		-	24,414
Loans for services provided		-	16,483
Gain on settlement of debt	6	(20,182)	-
Sale of AMZ		-	80,841
Unrealized foreign exchange		-	(5,448)
Change in non-cash working capital balances:			
Prepayments		(15,804)	(32,231)
Deposits received		-	(8,050)
Accounts payable and accrued liabilities		(122,474)	3,528
Due to related party	6	39,291	-
Short term debt		-	21,002
<b>Total cash used in operating activities</b>		<b>(609,987)</b>	<b>(611,904)</b>
<b>Cash flows from financing activities</b>			
Proceeds from sale of subscription receipts		-	392,680
Share subscription deposits	6 and 8	135,634	-
Issuance of shares	5	914,448	-
<b>Total cash provided from financing activities</b>		<b>1,050,082</b>	<b>392,680</b>
<b>Cash flows from investing activities</b>			
Investment in Airbeam	6	(883,196)	-
<b>Total cash used in investing activities</b>		<b>(883,196)</b>	<b>-</b>
<b>Effect of foreign exchange on cash</b>		<b>-</b>	<b>-</b>
<b>Total decrease in cash during the period</b>		<b>\$ (443,101)</b>	<b>\$ (219,224)</b>
<b>Cash and cash equivalents - Beginning of the period</b>		<b>508,195</b>	<b>223,086</b>
<b>Cash and cash equivalents - End of the period</b>		<b>\$ 65,094</b>	<b>\$ 3,862</b>
<b>Cash interest payments made during the period</b>		<b>\$ -</b>	<b>\$ -</b>

The notes to the condensed consolidated interim financial statements are an integral part of these statements.

## **Blockchain Holdings Ltd.**

Notes to the Unaudited Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2019 and 2018  
(Expressed in United States dollars)

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### **1. CORPORATE INFORMATION**

Blockchain Holdings Ltd. [the “Company”] is listed on the Canadian Securities Exchange (the “CSE”) under the symbol “BCX”. The Company is currently developing broad-based indexing products and blockchain tracking.

The registered office of the Company is Sea Meadow House, Blackburne Highway, PO Box 116, Road Town, Tortola, British Virgin Islands.

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### **2. BASIS OF PREPARATION**

#### **(a) Statement of compliance**

These Financial Statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting. The Financial Statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these Financial Statements have been prepared using the accrual basis of accounting except for cash flow information.

Certain comparative figures have been reclassified to conform to the restated financial statement presentation for the current period. Since the unaudited Financial Statements do not include all disclosures required by IFRS for annual consolidated financial statements, they should be read in conjunction with the Company’s audited annual consolidated financial statements for the year ended December 31, 2018.

The policies set out were consistently applied to all the periods presented unless otherwise noted below. The preparation of condensed interim consolidated financial statements in accordance with IAS 1 requires the use of certain critical accounting estimates, judgments, and assumptions that affect the application of policies and reported amounts of assets and liabilities, profit and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

These Financial Statements were authorized for issue by the Board of Directors on November 27, 2019 and have been prepared under the historical cost convention, except for certain financial instruments. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Certain comparative figures have been reflected to conform to the restated financial statement presentation for the current period.

## Blockchain Holdings Ltd.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2019 and 2018  
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### 2. BASIS OF PREPARATION (continued)

#### (b) Going concern

The assessment of the Company's ability to continue as a going concern and ability to fund potential projects, involves significant judgements based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

The Company's business involves a high degree of risk and there can be no assurance that current business development activity will ultimately result in profitable operations. The Company's continued existence is dependent upon its ability to secure future customers and the achievement of profitable operations, or the ability of the Company to raise additional financing.

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### 3. STANDARDS, AMENDMENTS AND INTERPRETATIONS

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for annual periods beginning after January 1, 2018, or later periods.

The following new IFRSs will not have a material effect on the Company's future results and financial position.

- IFRS 9 *Financial Instruments (New; to replace IAS 39, IFRIC 9 and earlier versions of IFRS 9;*
- IFRS 15 *Revenue from Contracts with Customers (New; to replace IAS 11, IAS 18, IFRIC 13, IFRIC 15, IFRIC 18 and SIC 31); and*
- IFRS 16 *Leases (New, to replace IAS 17, IFRIC 4, SIC 15 and SIC 27).*

Other accounting standards or amendments to existing accounting standards that have been issued but have future dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

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### 4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2019	December 31, 2018
	\$	\$
Trade payables	51,958	123,062
Accrued liabilities	33,712	105,264
	<u>85,670</u>	<u>228,326</u>

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## Blockchain Holdings Ltd.

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### 5. SHARE CAPITAL

#### Authorized share capital

The authorized capital of the company consists of unlimited common shares without par value.

#### Issued share capital

On February 19, 2019, the Company completed a private placement of 443,156 common shares at a price of \$0.379 per share for total proceeds of \$168,151.

On May 13, 2019, the Company completed a private placement of 2,010,000 common shares at a price of \$0.371 per share for total proceeds of \$746,297.

#### Stock options

The continuity of the number of share purchase options outstanding is as follows:

	Number	Weighted average exercise price
Balance, December 31, 2017	250,000	2.40
Cancelled	(102,500)	2.40
Forfeited	(65,000)	2.40
Granted	1,500,000	0.15
Outstanding, December 31, 2018	1,582,500	\$ 0.27
Expired	(70,000)	2.50
<b>Outstanding, September 30, 2019</b>	<b>1,512,500</b>	<b>0.21</b>

On January 8, 2019, the 70,000 options exercisable at \$2.50 per share expired unexercised.

As at September 30, 2019, the following options were outstanding:

Number of options	Expiry date	Exercise price	Weighted remaining contractual life (years)
<i>Outstanding</i> 12,500	December 3, 2020	\$ 2.00	1.93
<i>Exercisable</i> 1,500,000	October 15, 2023	\$ 0.20	4.76
<b>1,512,500</b>			

## Blockchain Holdings Ltd.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements  
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### 6. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The Company incurred the following transactions with directors and key management personnel during the periods ended September 30, 2019 and 2018 was as follows:

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	September 30, 2019		September 30, 2018	
Management fees	\$	144,767	\$	181,147
Professional fees		40,189		
	\$	184,956	\$	181,147

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As at September 30, 2019, there is a balance of \$28,000 (September 30, 2018: \$nil) accrued as payable to the Directors of the Company.

As at September 30, 2019, there is a balance of \$7,552 (September 30, 2018: \$nil) accrued as payable to the Company's Chief Executive Officer and \$nil (September 30, 2018: \$106,812) accrued or payable to the Company's former Chief Executive Officer.

As at September 30, 2019, there is a balance of \$3,738 (September 30, 2018: \$1,610) accrued as payable to the Company's Chief Financial Officer ("CFO") and \$nil (September 30, 2018: \$15,834) accrued as payable to the Company's former CFO.

On February 22, 2019, the Company settled debts of \$15,834 and \$106,812 through cash payments of \$11,083 and \$76,169 respectively pursuant to debt settlement agreements with the former CFO and CEO.

On February 27, 2019, the Company entered into a share purchase to purchase 21,000,000 shares of Airbeam 60 GHz Holdings Ltd. ("Airbeam") including its 60-gigahertz portfolio of gigabit-class wireless infrastructure assets for a total purchase price of \$2,520,000. As at the September 30, 2019, the Company had paid \$883,196 towards the purchase price. Airbeam is related due to a director in common.

As at September 30, 2019, a director provided CAD\$50,000 to the Company which is intended to be part of the proposed debenture financing (see note 8).

Related parties include the Board of Directors, close family members, key management personnel, significant shareholders and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

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## Blockchain Holdings Ltd.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements  
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### 7. GENERAL AND ADMINISTRATIVE EXPENSES

	September 30, 2019		September 30, 2018	
Insurance	\$	33,469	\$	18,727
Meals and entertainment		646		469
Office supplies		16,063		5,353
Travel		7,397		16,095
	\$	57,575	\$	40,644

### 8. PROPOSED FINANCING

On September 13, 2019, the Company announced a non-brokered private placement for aggregate principal amount of up to CAD\$500,000 for non-transferable, unsecured convertible debentures. Each debenture is proposed to mature 12 months from the closing date and bear interest at 6.5% per annum.

The debentures are proposed to be convertible at the option of the holder into shares at a price of CAD\$0.60 per share except, in the event that the Company completes a private placement or public offering of equity securities during the term at prices lower than CAD\$0.60, the conversion price becomes the lowest price of such equity securities under such private placement or public offering, subject to the approval of the Canadian Securities Exchange (“CSE” or “Exchange”), provided, however, that such price shall not, in any event, be less than the 5-day volume weighted average trading price of the Company’s Shares on the CSE immediately prior to the date of issuance of the Debentures (the “Conversion Price”).

If the Company’s Shares trade on the CSE at a price of CAD\$0.90 per share or greater for five or more consecutive trading days at any time during the Term, the Company will have the right (but not the obligation) at any time thereafter to require debenture holders to convert their debentures into shares.

The financing had not closed as at the date of these unaudited condensed consolidated interim financial statements.

### 9. SUBSEQUENT EVENTS

On November 12, 2019, the Company, through its wholly-owned subsidiary Wishland Properties Limited, closed its investment in Airbeam Wireless Technologies Inc. (“Airbeam”), parent company of Airbeam 60Ghz Holdings Ltd. as previously announced on February 27, 2019; consisting of 9,876,191 Class A Voting Common Shares at a price of \$0.08942 per share for a total investment of \$883,196.