

**CURRENCY EXCHANGE INTERNATIONAL, CORP.**

**MANAGEMENT'S DISCUSSION AND  
ANALYSIS**

**FOR THE THREE AND SIX MONTH  
PERIODS ENDED APRIL 30, 2017  
AND 2016**



**CURRENCY EXCHANGE  
INTERNATIONAL**

Management Discussion and Analysis  
(All amounts expressed in U.S. Dollars unless otherwise noted)  
For the three and six month periods ended April 30, 2017 and 2016

### *Scope of Analysis*

This Management Discussion and Analysis (“**MD&A**”) covers the results of operations, and financial condition of Currency Exchange International, Corp. and its subsidiaries (the “**Company**,” or “**CXI**”) for the three and six month periods ended April 30, 2017 and 2016, including the notes thereto. This document is intended to assist the reader in better understanding and assessing operations and the financial results of the Company.

This MD&A has been prepared as at June 6, 2017 in accordance with International Financial Reporting Standards (“**IFRS**”) issued by the International Accounting Standards Board (“**IASB**”) and interpretations of the International Financial Reporting Interpretations Committee (“**IFRIC**”) and should be read in conjunction with the condensed interim consolidated financial statements of the Company for the three and six month periods ended April 30, 2017 and 2016 and the notes thereto. A detailed summary of the Company's significant accounting policies is included in Note 2 of the Company's audited consolidated financial statements for the year ended October 31, 2016. The functional currency of the Company and its U.S. subsidiary, Currency Exchange International America Corp. (“**CXIA**”), is the U.S. Dollar. The functional currency of the Company's Canadian subsidiary, Exchange Bank of Canada (“**EBC**”), is the Canadian Dollar. The Company's presentation currency is the U.S. Dollar. Unless otherwise noted, all references to currency in this MD&A refer to U.S. Dollars. The condensed interim consolidated financial statements and the MD&A have been reviewed by the Company's Audit Committee and approved by its Board of Directors.

In this document, “our”, “Company” and “CXI” refer to Currency Exchange International, Corp. collectively with its subsidiaries, EBC and CXIA.

### *Additional Information*

Additional information relating to the Company, including annual financial statements, is available on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.ceifx.com](http://www.ceifx.com) (“**CEIFX**”).

*Forward Looking Statements*

This MD&A contains certain “forward-looking information” as defined in applicable securities laws. These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking information. Often, but not always, forward-looking information can be identified by the use of words such as “plans”, “expects”, “budgeted”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. The forward-looking information in this MD&A speaks only as of the date of this MD&A or as of the date specified in such statements. The following table outlines certain significant forward-looking information contained in this MD&A and provides the material assumptions used to develop such forward-looking information and material risk factors that could cause actual results to differ materially from the forward-looking information.

Forward-looking information	Assumptions	Risk factors
Sensitivity analyses relating to foreign currencies and interest rates	All factors other than the variable in question remain unchanged; CXI’s entire unhedged balance of foreign currency holdings is affected uniformly by changes in exchange rates; CXI’s interest-bearing instruments and obligations were constant during the period	Exchange rate and interest rate fluctuations

Inherent in forward-looking information are risks, uncertainties and other factors beyond the Company’s ability to predict or control. Please also make reference to those risk factors referenced in the “Risk Factors” section in the Company’s MD&A for the year ended October 31, 2016. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking information in this MD&A, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking information contained in this MD&A.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking information. All forward-looking information herein is qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information, whether as a result of new information or future events or otherwise, except as may be required by applicable securities laws. If the Company does update any forward-looking information, no inference should be drawn that it will make additional updates with respect to that or other forward-looking information, unless required by applicable securities laws.

### *Overview*

CXI is a publicly traded company (TSX:CXI;OTCBB:CURN) specializing in providing currency exchange and related products to banks, money service businesses, travel companies, and to clients through its company owned branches and inventory on consignment locations, throughout the United States and Canada, by utilizing the Company's proprietary online software system, CEIFX. The Company has developed CEIFX, its proprietary customizable web-based software, as an integral part of its business and believes that it represents an important competitive advantage. CEIFX is also an on-line compliance and risk management tool. The trade secrets associated with CEIFX are protected via copyright, restricted access to both the software and its source code, and secure maintenance of source code by the head office. CEIFX is updated regularly and on-going system development and enhancement is a core activity of the Company.

### *Issuance of banking license*

On November 23, 2012, the Company submitted its application to continue its wholly-owned Canadian subsidiary, Currency Exchange International of Canada Corp ("**CXIC**"), as a new Canadian Schedule I bank. In September of 2016, the Office of the Superintendent of Financial Institutions ("**OSFI**") and the Minister of Finance, issued letters patent for the bank and CXIC is now Exchange Bank of Canada . The head office of EBC is located in Toronto, Ontario, Canada.

The objective of EBC is to continue to expand current and future business opportunities and become a leading banker's bank for foreign exchange products and services. Obtaining a Canadian bank charter benefits the Canadian banking system by providing a domestic alternative for foreign exchange services to banks in Canada. The foreign currency bank note market for financial institutions in Canada is primarily serviced by foreign financial institutions. A Canadian bank charter affords the Company numerous advantages including the opportunity to bank with Central Banks, thereby obtaining a source of stable, cost-effective funds, as well as collateral reductions with corresponding banks, and enhancing existing bank relationships.

The Company is a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

The Company has the following sources of revenues which are reported as commissions and fees:

- Commission revenue is comprised of the spread between the cost and selling price of foreign currency products, including bank notes, wire transmissions, cheque collections and draft issuances and the revaluation of foreign exchange positions to market value, combined with the net gain or loss from foreign currency forward contracts used to offset the revaluation of inventory positions and commissions paid to bank and non-bank financial institutions on the sale and purchase of currency products. The amount of this spread is based on competitive conditions and the convenience and value added services offered; and
- Fee revenue is comprised of the following:
  - Fees generated at the Company's branch locations and certain inventory on consignment locations from foreign currency (bank note) exchange, foreign traveler's cheques, and fees collected on payroll cheque cashing; and
  - Fees collected on foreign wire transfers, foreign drafts, and foreign cheque collection transactions.

The following are some of the characteristics of the Company's revenue streams:

*Overview (continued)*

- The Company operates three vaults that serve Canada and the United States as well as two small vaults that serve local markets on the West Coast and Northeast Regions of the United States and serve as distribution centers for its branch network as well as order fulfillment centers for its clients including banks, money service businesses, and other corporate clients. Revenues generated from vaults have greater scale as the Company maintains a sales force to increase its geographic customer base. Exchange rate margins vary from customer to customer and are dependent on criteria such as exchange volumes and customer setup. On-boarding of new clients, specifically banking clients, normally requires an upfront investment, such as training, and currency signage, as well as additional one-time shipping costs to distribute start-up materials. The Company also normally absorbs information technology costs to customize the CEIFX software for specific client use during the customer implementation phase. There are two common customer setups:
  - Centralized setup - For customers with a high volume of foreign currency exchange who maintain and manage their own inventory in central vault facilities, the Company offers bulk wholesale bank note trading. Trades of this nature are generally executed at lower margins as the cost per transaction is low and the average value is high. The customer implementation phase is normally shorter and the costs of on-boarding clients is low;
  - Decentralized setup - Many customers have determined that it is advantageous to avoid a currency inventory and allow their locations to buy and sell directly from CXI. Transactions in a decentralized setup typically are executed at a higher margin as the average transaction is low and the cost to fulfill each trade is higher than that of a centralized setup. Several of the Company's financial institutions outsource their currency needs in return for a commission based upon exchange volume. When a client outsources their currency needs, the Company is granted access to the entire branch network thus immediately increasing its geographic footprint and expanding its customer base. The customer implementation phase is normally longer in a decentralized setup and the cost of client on-boarding is higher as these clients normally require additional training and support;
- The Company operates 40 branch locations which are located in high tourist traffic areas, staffed by CXI employees, and located across the United States. These locations hold domestic and foreign currencies to buy and sell on demand. The currency exchange margins associated with the transactions occurring at these locations are generally higher in order to recapture costs of deployed capital in the form of domestic and foreign currencies, rent, payroll, and other general and administrative costs;
- CXI and EBC currently maintain inventory in the form of domestic and foreign bank notes in banks and other high traffic locations. These locations can be very profitable as there are no occupancy costs or payroll. Foreign exchange currency is placed in these locations on a consignment basis. At April 30, 2017, the Company had inventory on consignment in 623 locations, primarily located inside banks across the United States and Canada. To encourage inventory turnover, the Company pays commissions as a percentage on volumes generated by these locations; and
- Company owned branch locations generally act as a net buyer of foreign currency whereas CXI's bank and non-bank clients generally act as a net seller. Excess currency collected via the branch network can be redeployed to banks and non-bank clients which reduces the need to source currency through wholesale sources at a greater cost, thus increasing currency margins.

The Company has aggressively grown its branch network as well as the number of wholesale relationships over the years. Below is a list of the Company's wholesale company relationships and transacting locations as well as a listing of its 40 branch locations:

Management Discussion and Analysis  
 (All amounts expressed in U.S. Dollars unless otherwise noted)  
 For the three and six month periods ended April 30, 2017 and 2016

Overview (continued)

Store	City	State	Start date	Store	City	State	Start date
Apple Bank - Avenue of Americas	New York	NY	2011	Mainplace at Santa Ana	Santa Ana	CA	2013
Apple Bank - Grand Central Station	New York	NY	2011	Mechanics Bank - Berkeley	Berkeley	CA	2007
Apple Bank - Penn Station	New York	NY	2013	Mechanics Bank - San Francisco	San Francisco	CA	2008
MacArthur Mall	Norfolk	VA	2009	Mission Valley	San Diego	CA	2015
Apple Bank - Union Square	New York	NY	2014	Montgomery at Bethesda	Bethesda	MD	2013
Arundel Mills Mall	Hanover	MD	2012	North County	Escondido	CA	2017
Aventura Mall Booth #1	Aventura	FL	2008	Ontario Mills Mall	Ontario	CA	2007
Aventura Mall Booth #2	Aventura	FL	2012	Potomac Mills Mall	Woodbridge	VA	2007
Century City Mall	Los Angeles	CA	2009	San Francisco City Center	San Francisco	CA	2011
Cherry Creek	Denver	CO	2014	San Jose Great Mall	San Jose	CA	2011
Citadel Outlets	Los Angeles	CA	2014	Santa Monica Place	Santa Monica	CA	2012
Copley Place Mall	Boston	MA	2009	Sawgrass Mills Mall Booth #1	Sunrise	FL	2007
Dadeland Mall	Miami	FL	2009	Sawgrass Mills Mall Booth #2	Sunrise	FL	2010
Dolphin Mall	Miami	FL	2009	Shops at Northbridge	Chicago	IL	2013
Florida Mall Booth #1	Orlando	FL	2007	SouthCenter	Tukwila	WA	2012
Florida Mall Booth #2	Orlando	FL	2014	Sunvalley Shopping Center	Concord	CA	2015
Apple Bank - Upper East Side	New York	NY	2014	The Galleria at Fort Lauderdale	Ft. Lauderdale	FL	2013
Garden State	Paramus	NJ	2015	The Orlando Eye	Orlando	FL	2015
Glendale Galleria	Glendale	CA	2016	Tyson's Corner Center	Tyson's Corner	VA	2014
International Market Place	Honolulu	HI	2016	Washington Square Mall	Portland	OR	2017

	FY 2009	FY 2010	FY 2011	FY 2012	FY 2013	FY 2014	FY 2015	FY 2016	Q2 2017
Company owned branch locations	14	15	18	23	26	32	36	38	40
Wholesale company relationships	61	70	123	245	364	469	521	928	943
Number of transacting locations	190	267	1,983	2,455	5,741	8,274	10,157	13,603	13,918

The Company's largest asset is cash. The cash position consists of local currency notes, both in U.S. and Canadian Dollars, held in inventory at its branch and consignment locations to facilitate the buying and selling of foreign currency, as well as foreign currency held at the Company's vaults, branch locations, consignment locations, or cash inventory in transit between Company locations. The Company also has traditional bank deposits which act as reserves to maintain operations and as settlement accounts to facilitate currency transactions at various financial institutions.

Accounts receivable consist primarily of bulk wholesale transactions where the Company is awaiting payment. The credit risk associated with accounts receivable is limited, as the Company's receivables consist primarily of bulk currency trades with a settlement cycle of 24 to 48 hours. There is minimal counterparty risk as the majority of the Company's receivables reside with banks, money service business customers and other financial institutions. The company has longstanding relationships with most of its customers and has a strong repayment history.

Accounts payable consist mainly of foreign currency transactions and commissions payable at period end where the Company receives currency from a customer and then remits payment at a later date.

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**SELECTED FINANCIAL DATA**

The below chart summarizes the performance of the Company over the last eight fiscal quarters.

Three-months ending	Revenue \$	Net operating income \$	Net income (loss) \$	Total assets \$	Total equity \$	Earnings per share (diluted) \$
4/30/2017	7,172,429	1,424,291	625,052	66,875,712	52,111,070	\$0.09
1/31/2017	6,087,142	290,024	(85,776)	60,399,965	51,438,703	(\$0.01)
10/31/2016*	7,692,144	2,219,101	1,379,937	62,196,008	50,752,352	0.22
7/31/2016*	7,708,332	2,603,843	1,484,257	71,027,239	49,568,941	0.24
4/30/2016*	5,854,925	1,160,181	479,540	57,181,863	48,527,966	0.08
1/31/2016*	5,572,055	894,364	298,377	50,313,593	46,308,790	0.05
10/31/2015*	6,882,336	2,330,425	390,841	52,112,593	46,760,103	0.06
7/31/2015*	6,688,467	2,231,642	2,929,194	50,622,082	46,350,494	0.47
4/30/2015*	5,311,102	1,333,013	(34,711)	49,633,903	44,076,240	(0.01)

\* Restatement made in Fiscal Year 2015 to correct the presentation of a gain on foreign exchange along with its corresponding income tax impact which was required to be presented under IFRS as other income. The foreign exchange gain was previously disclosed under comprehensive income with no corresponding tax provision. The restatement does not impact the Company's revenues, operating expenses, or net operating income.

Seasonality is reflected in the timing of when foreign currencies are in greater or lower demand. In a normal operating year there is seasonality to the Company's operations with higher revenues generally from March until September and lower revenues from October to February. This coincides with peak tourism seasons in North America when there are generally more travelers entering and leaving the United States and Canada.

*Selected Financial Results for the three and six month periods ended April 30, 2017 and 2016*

	Six months ended April 30, 2017 \$	Six months ended April 30, 2016 \$	Three months ended April 30, 2017 \$	Three months ended April 30, 2016 \$
Revenue	13,259,570	11,426,980	7,172,429	5,854,925
Operating expenses	11,545,256	9,372,435	5,748,138	4,694,744
Net Operating income	1,714,314	2,054,545	1,424,291	1,160,181
Total other income/(expense), net	7,783	(104,456)	3,293	(30,189)
EBITDA*	1,722,097	1,950,089	1,427,584	1,129,992
Net income	539,273	777,917	625,052	479,540
Basic earnings per share	0.09	0.13	0.10	0.08
Diluted earnings per share	0.09	0.12	0.10	0.08

\* Earnings before interest, taxes, depreciation and amortization

	April 30, 2017	October 31, 2016
Total assets	66,875,712	62,196,008
Total long term financial liabilities	-	-
Total equity	52,111,070	50,752,351

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*Results of operations – six month periods ended April 30, 2017 and 2016*

A breakdown of revenues by geographic location is presented below:

	Total revenues	
	Six months ended April 30, 2017	Six months ended April 30, 2016
	\$	\$
United States	11,655,816	9,828,462
Canada	1,603,754	1,598,518
<b>Total</b>	<b>13,259,570</b>	<b>11,426,980</b>

During the six month period ended April 30, 2017 total commission revenues increased by 16% to \$13,259,570 compared to \$11,426,980 for the six month period ended April 30, 2016. Since April 30, 2016, the Company has added 365 new wholesale relationships comprising 2,777 locations, of which 39 wholesale relationships representing 1,689 transacting locations were added in the United States and 326 wholesale relationships representing 1,088 transacting locations were added in Canada. During the six month period ended April 30, 2017, the number of transactions between the Company and its customers increased 59% to 411,721 transactions from 259,247 from the same period of the previous year.

During the six month period ended April 30, 2017, operating expenses increased 23% to \$11,545,256 compared to \$9,372,435 for the six month period ended April 30, 2016, the major components of which are presented below:

	Six months ended April 30, 2017	Six months ended April 30, 2016	Change	Change
	\$	\$	\$	%
Salaries and benefits	5,921,362	5,200,661	720,701	14%
Rent	1,400,224	1,265,842	134,382	11%
Legal, professional and director's fees	922,847	569,382	353,465	62%
Postage and shipping	1,453,218	1,033,768	419,450	41%
Stock based compensation	374,374	305,582	68,792	23%
Executive replacement costs	238,454	-	238,454	100%
Software Maintenance	206,895	169,714	37,181	22%
Insurance	175,504	182,611	(7,107)	-4%
Other general and administrative	852,378	644,875	207,503	32%
Total operating expenses	11,545,256	9,372,435	2,172,821	23%

- Salaries and benefits increased 14% to \$5,921,362 from \$5,200,661 which is attributed to increases in the Company's employment base for the period. As of April 30, 2017, the Company employed 277 full and part-time employees in the United States and Canada compared to 255 full and part-time employees at April 30, 2016. The increase in staffing is a result of hiring in the areas of compliance, information technology, operations, vault operations and sales as well as adding 3 company owned branch locations;
- Rent increased 11% to \$1,400,224 from \$1,265,842. The Company has opened 3 new branch locations since April 30, 2016;



*Results of operations – six month periods ended April 30, 2017 and 2016 (continued)*

- Legal, professional and directors fees increased 62% to \$922,847 from \$569,382. The increase is related primarily to audit and legal fees to support the Company's wholly owned subsidiary, EBC;
- Postage and shipping increased 41% to \$1,453,218 from \$1,033,768 and is due to an increase in the frequency of inbound and outbound shipments. The Company incurs shipping fees from couriers and armored carriers to transport currency between the Company's stores and customers. The Company added 365 new customers representing 2,777 new transacting locations since April 30, 2016 which has led to an 59% increase in transactional activity thus increasing shipping costs. Additionally, the Company has increased the frequency of inbound and outbound armored shipments due to an increase in high value, bulk shipments to centralized clients. Shipping fees collected by the Company are netted against shipping charges charged to the Company;
- Stock based compensation increased 23% to \$374,374 from \$305,582 for the vested portion of stock options granted pursuant to the Company's stock option plan. The options have an expiry date of 5 years from the date of the grant, unless otherwise stated by the Board of Directors, and have a weighted average exercise price of Cdn\$20.47. There were 423,229 options outstanding at April 30, 2017 compared to 448,909 options outstanding at April 30, 2016;
- Executive replacement costs increased to \$238,454 from \$Nil due to the replacement of two senior executives in the company;
- Software maintenance has increased 22% to \$206,895 from \$169,714 due to increased investment into the Company's software, CEIFX;
- Insurance has decreased 4% to \$175,504 from \$182,611; and
- Other general and administrative expenses increased 32% to \$852,378 from \$644,875. Other expenses are comprised of travel and lodging, software maintenance, utilities, bank service charges, foreign exchange gains and losses through profit and loss, and other general and administrative expenses. The increase is partly due to start up fees for the new bank to join certain payments associations, increased bank service fees from higher volume of transactions and the revaluation of foreign currency assets and liabilities.

The ratio of operating expenses to total revenue for the six month period ended April 30, 2017 was 87% compared to 82% for the six month period ended April 30, 2016. The costs increased during 2017 due to higher operating costs as a result of the expansion of the payments department, the replacement of two senior executives and other general and administrative expenses. Correspondingly, the ratio traditionally is higher during the winter months and decreases as the fiscal year progresses. This is due to the cyclical nature of the business as the Company has more exchange volumes from March to September and the Company is able to redeploy the currency it purchases in the summer months from its branch locations and resell it to other bank and non-bank customers, thus bypassing currency wholesalers and widening its gross margins. The Company expects this ratio to remain steady in the short term. In time, the Company can increase its operating efficiency by the addition of new bank and non-bank financial institutions in Canada and the United States to redeploy currency purchased by its branches, affiliate partners, and other clientele.

Management Discussion and Analysis  
 (All amounts expressed in U.S. Dollars unless otherwise noted)  
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*Results of operations – six month periods ended April 30, 2017 and 2016 (continued)*

Other income and expenses are comprised of the following:

	Six months ended April 30, 2017 \$	Six months ended April 30, 2016 \$
Other income (expense)	7,783	(8,097)
Revaluation of contingent consideration	-	(96,359)
Interest and accretion expense	(57,137)	(25,603)
Depreciation and amortization	(633,810)	(698,034)
Income tax expense	(491,877)	(448,535)
Total other expense	(1,175,041)	(1,276,628)

- Other income (expense) increased to \$7,783 from (\$8,097) and relates to interest collected for surplus cash deposits held at various financial institutions in Canada and the United States as well as other miscellaneous income and expense. Expenses pertaining to completing the bank license application decreased to \$Nil from \$17,096;
- Revaluation of contingent consideration relates to the change in contingent consideration from customer trading relationships acquired from the USEH acquisition. At January 31, 2016, the remaining contingent consideration was reassessed and the Company recorded a revaluation of contingent consideration of \$96,359 for the six month periods ended April 30, 2016. At the end of the period, contingent consideration was transferred to accounts payable;
- Interest and accretion expense increased to \$57,137 from \$25,603 and relates to interest payments on credit lines;
- Depreciation and amortization decreased to \$633,810 from \$698,034 and relates to amortization of the Company's intangible assets and depreciation of fixed assets over their estimated economic life; and
- Income tax expense increased to \$491,877 from \$448,535 and is a total of federal income tax as well as various state and provincial taxes for the jurisdictions in which the Company operates.

*Results of operations – three month periods ended April 30, 2017 and 2016*

A breakdown of revenues by geographic location is presented below:

	Total revenues	
	Three months ended April 30, 2017 \$	Three months ended April 30, 2016 \$
United States	6,236,366	5,043,982
Canada	936,063	810,943
<b>Total</b>	<b>7,172,429</b>	<b>5,854,925</b>

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*Results of operations – three month periods ended April 30, 2017 and 2016 (continued)*

During the three month period ended April 30, 2017 total commission revenues increased by 23% to \$7,172,429 compared to \$5,854,925 for the three month period ended April 30, 2016. Since April 30, 2016, the Company has added 365 new wholesale relationships comprising 2,777 locations, of which 39 wholesale relationships representing 1,689 transacting locations were added in the United States and 326 wholesale relationships representing 1,088 transacting locations were added in Canada. During the three month period ended April 30, 2017, the number of transactions between the Company and its customers increased 57% to 212,007 transactions from 134,919 from the same period of the previous year.

During the three month period ended April 30, 2017, operating expenses increased 22% to \$5,748,138 compared to \$4,694,744 for the three month period ended April 30, 2016, the major components of which are presented below:

	Three months ended April 30, 2017 \$	Three months ended April 30, 2016 \$	Change \$	Change %
Salaries and benefits	2,880,776	2,664,669	216,107	8%
Rent	727,199	640,414	86,785	14%
Legal, professional and director's fees	507,552	281,086	226,466	81%
Postage and shipping	830,141	484,704	345,437	71%
Stock based compensation	182,025	161,901	20,124	12%
Executive replacement costs	72,651	-	72,651	100%
Software Maintenance	99,396	90,480	8,916	10%
Insurance	92,314	86,904	5,409	6%
Other general and administrative	356,084	284,586	71,498	25%
Total operating expenses	5,748,138	4,694,744	1,053,394	22%

- Salaries and benefits increased 8% to \$2,880,776 from \$2,664,669 which is attributed to increases in the Company's employment base for the period. As of April 30, 2017, the Company employed 277 full and part-time employees in the United States and Canada compared to 255 full and part-time employees at April 30, 2016. The increase in staffing is a result of the hiring employees engaged in the areas of compliance, information technology, operations, vault operations and sales as well as adding 3 company owned branch locations;
- Rent increased 14% to \$727,199 from \$640,414. The Company has opened 3 new branch location since April 30, 2016;
- Legal, professional and directors fees increased 81% to \$507,552 from \$281,086. The increase is related primarily to legal fees to support the Company's wholly owned subsidiary, EBC;
- Postage and shipping increased 71% to \$830,141 from \$484,704 and is due to an increase in the frequency of inbound and outbound shipments. The Company incurs shipping fees from couriers and armored carriers to transport currency between the Company's stores and customers. The Company added 365 new customers representing 2,777 new transacting locations since April 30, 2016 which has led to a 57% increase in transactional activity thus increasing shipping costs. Additionally, the Company has increased the frequency of inbound and outbound armored shipments due to an increase in high value, bulk shipments to centralized clients. Shipping fees collected by the Company are netted against shipping charges charged to the Company;

*Results of operations – three month periods ended April 30, 2017 and 2016 (continued)*

- Stock based compensation increased 12% to \$182,025 from \$161,901 for the vested portion of stock options granted pursuant to the Company's stock option plan. The options have an expiry date of 5 years from the date of the grant, unless otherwise stated by the Board of Directors, and have a weighted average exercise price of Cdn\$20.47. There were 423,229 options outstanding at April 30, 2017 compared to 448,909 options outstanding at April 30, 2016;
- Executive replacement costs increased to \$72,651 from \$Nil due to the replacement of two senior executives in the company;
- Software maintenance has increased 10% to \$99,396 from \$90,480 due to increased investment into the Company's software, CEIFX;
- Insurance has increased 6% to \$92,314 from \$86,904; and
- Other general and administrative expenses increased 25% to \$356,084 from \$284,586. Other expenses are comprised of travel and lodging, software maintenance, utilities, bank service charges, foreign exchange gains and losses through profit and loss, and other general and administrative expenses. The increase is mainly due to increased bank service fees from higher volume of transactions as well as the revaluation of foreign currency assets and liabilities.

The ratio of operating expenses to total revenue for three month period ended April 30, 2017 was 80% compared to 80% for the three month period ended April 30, 2016. Correspondingly, the ratio traditionally is higher during the winter months and decreases as the fiscal year progresses. This is due to the cyclical nature of the business as the Company has more exchange volumes from March to September and the Company is able to redeploy the currency it purchases in the summer months from its branch locations and resell it to other bank and non-bank customers, thus bypassing currency wholesalers and widening its gross margins. The Company expects this ratio to remain steady in the short term. In time, the Company can increase its operating efficiency by the addition of new bank and non-bank financial institutions in Canada and the United States to redeploy currency purchased by its branches, affiliate partners, and other clientele.

Other income and expenses are comprised of the following:

	Three months ended April 30, 2017 \$	Three months ended April 30, 2016 \$
Other income (expense)	3,293	618
Revaluation of contingent consideration	-	(30,807)
Interest and accretion expense	(12,968)	(21,365)
Depreciation and amortization	(319,437)	(344,262)
Income tax expense	(470,127)	(284,825)
Total other expense	(799,239)	(680,641)

- Other income (expense) increased to \$3,293 from \$618 and relates to interest collected for surplus cash deposits held at various financial institutions in Canada and the United States as well as other miscellaneous income and expense. Expenses pertaining to completing the bank license application decreased to \$Nil from \$3,688;

*Results of operations – three month periods ended April 30, 2017 and 2016 (continued)*

- Revaluation of contingent consideration relates to the change in contingent consideration from customer trading relationships acquired from the USEH acquisition. At January 31, 2016, the remaining contingent consideration was reassessed and the Company recorded a revaluation of contingent consideration of \$30,807 for the three month period ended April 30, 2016 respectively. At the end of the period, contingent consideration was transferred to accounts payable;
- Interest and accretion expense decreased to \$12,968 from \$21,365 and relates to interest payments on credit lines;
- Depreciation and amortization decreased to \$319,437 from \$344,262 and relates to amortization of the Company's intangible assets and depreciation of fixed assets over their estimated economic life; and
- Income tax expense increased to \$470,127 from \$284,825 and is a total of federal income tax as well as various state and provincial taxes for the jurisdictions in which the Company operates.

*Cash flows*

Cash flows from operating activities during the six month period ended April 30, 2017 resulted in an outflow of \$587,073 compared to an inflow of \$1,005,487 during the six month period ended April 30, 2016. The reason for the decrease in operating cash was due to an increase in accounts receivable as well as a decrease in accrued expenses and income taxes payable. The actual amount of accounts receivable and accounts payable fluctuate from period to period due to the volume of activity and timing differences. In most instances accounts receivable and accounts payable have a settlement cycle of 24 to 48 hours. Operating cash flow is generated by commission and fee income, and is offset by operating expenses.

Cash used in investing activities during the six month period ended April 30, 2017 resulted in an outflow of \$287,473 compared to an outflow of \$304,604 during the six month period ended April 30, 2016. This represents additions to property and equipment and to the internally developed software, CEIFX.

Cash provided by financing activities during the six month period ended April 30, 2017 was \$536,886 compared to \$Nil during the six month period ended April 30, 2016. The primary reason for the increase in inflows relates to the exercise of employee stock options offset by a decrease in borrowings on the line of credit during the six month period ended April 30, 2017.

*Liquidity and capital resources*

At April 30, 2017, the Company had working capital of \$48,246,741 (October 31, 2016 - \$47,016,377).

The Company maintains a revolving line of credit with BMO Harris Bank, N.A. which was increased in March of 2017 to \$15,000,000 to assist with its short-term cash flow needs. At April 30, 2017, the balance outstanding was \$2,980,573 (October 31, 2016 - \$3,181,805).

In April of 2017, the Company's wholly-owned Canadian subsidiary, EBC established a revolving line of credit with Bank of Montreal with available credit of Cdn\$3,000,000 (\$2,197,802) being secured against cash assets held in its vaults. The line of credit bears interest at CDN prime plus .5%. At April 30, 2017, the balance outstanding was \$Nil.

The Company had a total available balance of unused lines of credit of \$14,217,229 at April 30, 2017 (October 31, 2016 - \$9,055,205).

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*Selected annual and quarterly financial information*

The following tables set out selected consolidated financial information of the Company for the periods indicated. Each investor should read the following information in conjunction with those financial statements for the relevant period and notes related thereto. The operating results for any past period are not necessarily indicative of results for any future period. The selected financial information set out below has been derived from the consolidated financial statements of the Company.

	Year ended October 31, 2016	Year ended October 31, 2015 (As restated) (3)	Year ended October 31, 2014 (As restated) (3)	Thirteen months ended October 31, 2013 (1)
	\$	\$	\$	\$
Revenues	26,827,456	24,075,775	22,005,953	15,990,434
Net operating income (2)	6,877,489	7,137,444	7,189,769	4,392,515
Net income	3,642,111	4,665,985	4,249,223	2,641,694
Basic earnings per share	\$0.59	0.80	0.78	0.64
Diluted earnings per share	\$0.58	0.77	0.77	0.64
Total assets	62,196,008	52,112,593	39,709,302	33,681,819
Total liabilities	11,443,657	5,352,490	6,982,895	3,917,843
Total non-current financial liabilities	-	-	585,144	-
Working capital	47,016,377	42,674,895	33,311,551	28,935,018

Notes:

1. The Company changed its year-end to October 31, and reported on the thirteen month period ended October 31, 2013.
2. Operating income for prior periods has been adjusted to exclude depreciation and amortization expense.
3. Restatement made in Fiscal Year 2015 to correct the presentation of a gain on foreign exchange along with its corresponding income tax impact which was required to be presented under IFRS as other income. The foreign exchange gain was previously disclosed under comprehensive income with no corresponding tax provision.

*Off-balance sheet arrangements*

There are currently no off-balance sheet arrangements which could have an effect on current or future results or operations, or on the financial condition of the Company.

*Hedging activity*

Other than as noted below, the Company does not engage in any form of hedged, derivative or leveraged trading. The Company does not extend credit to any of its customers, other than through industry standard settlement terms.

The Company enters into non-deliverable foreign currency forward contracts on a daily basis to mitigate the risk of fluctuations in the exchange rates of its holdings of major currencies. Changes in the fair value of the contracts and the corresponding gains or losses are recorded daily and are included in commissions from trading on the consolidated statements of income and comprehensive income. The Company's management strategy is to reduce the risk of fluctuations associated with foreign exchange rate changes. The foreign currency forward contracts can be closed immediately resulting in the collateral being liquidated.

The fair value of forward contracts, which represents the amount that would be (paid)/received by the Company if the forward contracts were terminated at April 30, 2017 was \$(345,289) - (October 31, 2016 - \$44,771).

At April 30, 2017 and October 31, 2016 approximately \$1,537,648 and \$1,240,694, respectively, were being held as collateral on these contracts and are reflected as restricted cash held in escrow in the consolidated statements of financial position.

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*Transactions with related parties*

The remuneration of directors and key management personnel during the three and six month periods ended April 30, 2017 and April 30, 2016 were as follows:

	Six months ended		Three months ended	
	April 30, 2017	April 30, 2016	April 30, 2017	April 30, 2016
	\$	\$	\$	\$
Short-term benefits	1,024,160	881,836	503,678	463,804
Post-employment benefits	56,261	54,211	9,908	18,520
Stock based compensation	360,367	282,910	175,602	150,565
	1,440,788	1,218,957	689,189	632,889

The Company incurred legal and professional fees in the aggregate of \$58,263 and \$98,202 for the three and six month periods ended April 30, 2017 (2016 - \$4,815 and \$14,518) charged by entities controlled by directors or officers of the Company.

*Option grants*

The Company adopted an incentive stock option plan dated April 28, 2011 (the "Plan"). The Plan is a rolling stock option plan, under which 10% of the outstanding shares at any given time are available for issuance thereunder. The purpose of the Plan is to promote the profitability and growth of the Company by facilitating the efforts of the Company to attract and retain directors, senior officers, employees and management. Vesting terms under the Plan will occur 1/3 upon the first anniversary, 1/3 upon the second anniversary and 1/3 upon the third anniversary of the grant unless otherwise specified by the Board of Directors.

Below is information related to each option grant:

Date of Grant	Expiry Date	Share price at grant date (Cdn\$)	Amount granted	Risk-free interest rate	Expected volatility	Exercise Price (Cdn\$)	Fair value of option at grant date (\$)
4-May-12	4-May-17	7.30	90,000	0.78%	45%	7.50	2.84
17-Dec-12	18-Dec-17	6.75	116,000	0.74%	49%	7.50	2.66
3-May-13	3-May-18	7.35	22,000	0.73%	38%	7.65	2.42
29-Oct-13	29-Oct-18	10.86	35,640	1.29%	35%	10.86	3.44
29-Oct-13	29-Oct-18	10.86	114,420	1.29%	35%	10.86	3.44
9-Jul-14	9-Jul-19	13.24	1,762	1.70%	29%	13.24	3.58
30-Oct-14	30-Oct-19	18.00	87,215	1.61%	27%	16.21*	4.97
30-Oct-14	30-Oct-19	18.00	24,144	1.61%	27%	16.21*	4.97
11-Mar-15	11-Mar-20	28.40	2,726	1.62%	25%	28.15*	5.75
30-Oct-15	30-Oct-20	23.50	28,972	1.47%	32%	24.64*	5.10
30-Oct-15	30-Oct-20	23.50	89,435	1.47%	32%	24.64*	5.10
16-Jan-16	16-Jan-21	17.89	17,600	1.46%	33%	17.79*	3.86
11-Mar-16	11-Mar-21	21.30	4,182	1.45%	34%	22.78*	4.78
28-Mar-16	28-Mar-21	23.15	2,261	1.37%	34%	22.45*	5.87
26-Oct-16	25-Oct-21	32.96	22,757	1.30%	34%	30.75*	8.46
26-Oct-16	25-Oct-21	32.96	66,820	1.30%	34%	30.75*	8.46

\*Exercise price determined by average share price for previous 20 trading days

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*Option grants (continued)*

The outstanding options at April 30, 2017 and the respective changes during the periods are summarized as follows:

	Number of options #	Weighted average price Cdn\$
<b>Outstanding at October 31, 2015</b>	424,866	15.49
Granted	113,620	28.28
Exercised	(16,894)	8.61
<b>Outstanding at October 31, 2016</b>	521,592	18.50
Exercised	(98,363)	10.01
<b>Outstanding at April 30, 2017</b>	423,229	20.47

The following options are outstanding and exercisable at April 30, 2017:

Grant Date	Exercise price (Cdn\$)	Number outstanding	Average remaining contractual life (years)	Number exercisable
17-Dec-12	7.50	28,667	0.64	28,667
29-Oct-13	10.86	17,820	1.50	17,820
29-Oct-13	10.86	47,580	1.50	47,580
30-Oct-14	16.21	74,289	2.50	45,214
30-Oct-14	16.21	20,120	2.50	20,120
11-Mar-15	28.15	2,726	2.87	909
30-Oct-15	24.64	28,972	3.50	28,972
30-Oct-15	24.64	89,435	3.50	29,812
16-Jan-16	17.79	17,600	3.72	5,867
11-Mar-16	22.78	4,182	3.87	-
28-Mar-16	22.45	2,261	3.91	2,261
26-Oct-16	30.75	22,757	4.49	5,689
26-Oct-16	30.75	66,820	4.49	-
Total		423,229		232,911

*Subsequent events*

The Company evaluated subsequent events through June 6, 2017, the date these condensed interim consolidated financial statements were issued. There were no material subsequent events that required recognition or additional disclosure in the financial statements.



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#### *Accounting standards and policies*

The Company's accounting policies are described in Note 2 to the Company's audited consolidated financial statements for the years ended October 31, 2016 and 2015.

#### *Internal Control Over Financial Reporting*

In the course of completing the audit for the twelve months ended October 31, 2016, the following identified control deficiency was found to be a material weakness. It was identified that there was an incorrect application of IAS 21- The Effects of Changes in Foreign Exchange Rates, to foreign currency inventory balances held within the Company's Canadian subsidiary. This incorrect application resulted from an error in the accounting for foreign currency translation and the management review of the results of the subsidiary's financial statements.

The incorrect application of the accounting standard was considered an error and resulted in a restatement in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

The Company has considered a remediation plan for the material weakness in ICFR. With the growth of the Company, management will continue to add internal accounting expertise to support complex accounting standards. Management will also continue to assess how to optimize the Canadian and US tax compliance and tax accounting for complex tax issues and structures. Lastly, management will initiate an independent third party review by the Company's internal auditors to assess financial statement reporting and internal control processes on an ongoing basis and implement recommendations as appropriate.

Senior management has discussed the aforementioned material weakness with the Audit Committee, and the Board of Directors will continue to review progress on these remediation activities on a regular and ongoing basis.

No assurance can be provided at this time that the actions and remediation efforts to be taken or implemented will effectively remediate the material weakness described above or prevent the incidence of other material weaknesses in the Company's ICFR in the future. Management of the Company, including our Chief Executive Officer and Chief Financial Officer, do not expect that disclosure controls or ICFR will prevent all errors, even as the remediation measures are implemented and further improved to address the material weakness. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving our stated goals under all potential future conditions.

#### *Risk factors*

##### *Credit Risk*

Credit risk is the risk of financial loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash in bank accounts, accounts receivable and forward contracts from hedging counterparties.

All banking relationships are negotiated by senior management. The Company maintains accounts in high quality financial institutions. At various times, the Company's bank balances exceed insured limits.

The credit risk associated with accounts receivable is limited, as the Company's receivables consist primarily of bulk currency trades with a settlement cycle of 24 to 48 hours. There is minimal counterparty

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*Credit Risk (continued)*

risk as the majority of the Company's receivables reside with banks, money service business customers and other financial institutions. The company has longstanding relationships with most of its money service business customers and has a strong repayment history. For the purpose of risk control, the customers are grouped as follows: domestic and international banks, money service businesses, and other customers. Credit limits are established for each customer, whereby the credit limit represents the maximum open amount without requiring payments in advance. These limits are reviewed regularly by senior management. Due to seasonality, amounts in accounts receivable are usually at their highest during peak periods.

A breakdown of accounts receivable by category is below:

	At April 30, 2017	At October 31, 2016
Customer type	\$	\$
Domestic and international banks	5,173,258	3,562,076
Money service businesses	7,649,473	4,405,212
Other	177,250	118,973
<b>Total</b>	<b>12,999,981</b>	<b>8,086,261</b>

The maximum exposure to credit risk is represented by the carrying amount of each financial asset on the statement of financial position. There are no commitments that could increase this exposure to more than the carrying amount.

*Foreign Currency Risk*

The volatility of the Company's foreign currency holdings may increase as a result of the political and financial environment of the corresponding issuing country. Several currencies have limited exchange rate exposure as they are pegged to the U.S. Dollar, the reporting currency of the Company. Management believes its exposure to foreign currency fluctuations is mitigated by the short-term nature and rapid turnover of its foreign currency inventory, as well as the use in certain instances of forward contracts to offset these fluctuations. Due to their nature, some minor and exotic foreign currencies cannot be hedged or are too cost prohibitive to hedge. In order to mitigate the risks associated with holding these foreign currencies, the Company assigns wider bid/ask spreads and maintains specific inventory targets to minimize the impact of exchange rate fluctuations. These targets are reviewed regularly and are increased or decreased to accommodate demand within acceptable risk tolerances. The amount of unhedged inventory held in tills, vaults and in transit at April 30, 2017 was approximately \$7,400,000 (October 31, 2016 - \$6,350,000). The amount of currency that is unhedged and that is not pegged to the U.S. Dollar is approximately \$6,000,000 (October 31, 2016 - \$3,250,000). A 2% increase/reduction in the market price for the aggregate of the Company's unhedged/un-pegged foreign currencies would result in an exchange gain/loss of approximately +\$120,000/-\$120,000 (October 31, 2016 gain/loss of approximately +\$65,000/-\$65,000).

On a consolidated basis, the Company is also exposed to foreign currency fluctuations between the U.S. Dollar and the Canadian Dollar, being the functional currency of its Canadian subsidiary. The Company does not hedge its net investment in its Canadian subsidiary and the related foreign currency translation of its earnings.

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*Interest Rate Risk*

At April 30, 2017, the Company had access to interest bearing financial instruments in cash, short term accounts payable and line of credit. A significant amount of the Company's cash is held as foreign currency bank notes in tills and vaults. These amounts are not subject to interest rate risk. Cash held in some of the Company's accounts are interest bearing; however, since prevailing interest rates are low there is minimal interest rate risk. Borrowings bear interest at variable rates. Cash and borrowings issued at variable rates expose the Company to cash flow interest rate risk. For the interest rate profile of the Company's interest bearing financial liabilities, refer to Note 12 of the condensed consolidated financial statements.

The Company manages interest rate risk in order to reduce the volatility of the financial results as a consequence of interest rate movements. For the decision whether new borrowings shall be arranged at a variable or fixed interest rate, senior management focuses on an internal long-term benchmark interest rate and considers the amount of cash currently held at a variable interest rate. Currently the interest rate exposure is un-hedged.

If interest rates had been 50 basis points higher/lower with all other variables held constant, after tax profit for the three month period ended April 30, 2017 would have been approximately +\$2,200/-\$2,200 higher/lower as a result of credit lines held at variable interest rates.

*Liquidity Risk*

Liquidity Risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The CFO informs the Chief Executive Officer, the Board of Directors, and the Audit Committee of capital and liquidity issues as they occur in accordance with established policies and guidelines. The Company targets to have a cash reserve or credit lines greater than 15% of the Company's prior year's revenues.

The following are non-derivative contractual financial liabilities:

<b>At April 30 , 2017</b>				
<b>Non-derivative financial liabilities</b>	<b>Carrying amount</b>	<b>Estimated contractual amount</b>	<b>This fiscal year</b>	<b>Future fiscal years</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Accounts payable	10,152,366	10,152,366	10,152,366	\$Nil
Accrued expenses	1,142,825	925,359	925,359	\$Nil
Forward Contract Liabilities	345,289	345,289	345,289	\$Nil
Income taxes payable	143,589	143,589	143,589	\$Nil
Line of credit	2,980,573	2,980,573	2,980,573	\$Nil
<b>At October 31 , 2016</b>				
<b>Non-derivative financial liabilities</b>	<b>Carrying amount</b>	<b>Estimated contractual amount</b>	<b>Next fiscal year</b>	<b>Future fiscal years</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Accounts payable	5,984,751	5,984,751	5,984,751	\$Nil
Accrued expenses	1,509,411	1,285,606	1,285,606	\$Nil
Income taxes payable	767,690	767,690	767,690	\$Nil

The Company had available unused lines of credit amounting to \$14,217,229 at April 30, 2017 (October 31, 2016 – 9,055,205).

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*Capital Management*

The Company manages capital through its financial and operational forecasting processes. The Company defines working capital as total current assets less current liabilities. The Company reviews its working capital and forecasts its cash flows based on operating expenditures, and other investing and financing activities related to its daily operations.

	<b>At April 30, 2017</b>	<b>At October 31, 2016</b>
Current assets	63,011,384	58,460,034
Current liabilities	(14,764,642)	(11,443,657)
Working capital	<u>48,246,742</u>	<u>47,016,377</u>

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, obtaining loan financing, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.