

**FTC CARDS INC.**  
**2000 – 1066 West Hastings Street**  
**Vancouver, BC V6E 3X2**  
**Telephone No.: (604) 687-8566 / Fax No.: (604) 687-6365**

**INFORMATION CIRCULAR**

as at October 25, 2017 *(except as otherwise indicated)*

**This Information Circular is furnished in connection with the solicitation of proxies by the management of FTC Cards Inc. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on December 6, 2017 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.**

In this Information Circular, references to “the Company”, “we” and “our” refer to FTC Cards Inc. “Common Shares” means common shares without par value in the capital of the Company. “Registered Shareholders” means shareholders who hold Common Shares in their own name. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

**GENERAL PROXY INFORMATION**

**Solicitation of Proxies**

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

**Appointment of Proxyholders**

The individuals named in the accompanying form of proxy (the “Proxy”) are directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

**Voting by Proxyholder**

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.**

**Registered Shareholders and Non-Objecting Beneficial Owners**

Registered Shareholders or non-objecting beneficial owners (“NOBOs”) whose name has been provided to the Company’s transfer agent, AST Trust Company (“AST Trust”) will appear on a list of shareholders prepared by the transfer agent for purposes of the Meeting. Registered Shareholders and NOBOs will be required to register for the Meeting by identifying themselves at the registration desk. Non-registered Beneficial Shareholders

(other than NOBOs) must appoint themselves as a proxyholder to vote in person at the Meeting. Please read the disclosure under “Beneficial Shareholders” below.

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders who choose to submit a proxy may do so by one of the following methods:

- (a) complete, date and sign the enclosed form of Proxy and return it to the Company’s transfer agent, AST Trust Company (Canada) (“AST Trust”), by fax toll free within North America to (866) 781-3111, Outside North America to (416) 781-3111, by mail or by hand to 1 Toronto St., Suite 1200, Toronto, Ontario M5C 2V6, or by hand delivery to 1600-1066 W. Hastings St., Vancouver, BC V6E 3X1; or
- (b) use a touch-tone phone to transmit voting choices to a toll free number. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the toll free number, the holder’s account number and the proxy access number; or
- (c) log onto the internet website of AST Trust at <https://www.astvotemyproxy.com>. Registered Shareholders must follow the instructions provided and refer to the enclosed Proxy form for the holder’s account number and the proxy access number.

In all cases, to be represented at the Meeting, proxies submitted must be received no later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or adjournment thereof (unless the Chair of the Meeting determines, in the Chair’s sole discretion, that proxies may be received by delivery to the Meeting scrutineer at the Meeting).

### **Beneficial Shareholders**

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners (“OBOs”) object to their name being made known to the issuers of securities which they own; and Non-Objecting Beneficial Owners (“NOBOs”) who do not object to the issuers of the securities they own knowing who they are.

**The following information is of significant importance to shareholders who do not hold Common Shares in their own name (“Beneficial Shareholders”).** Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) and NOBOs, or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder’s name on the records of the Company. Such Common Shares will more likely be registered under the names of intermediaries, which include banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans.

In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

## Voting for Beneficial Shareholders

This year the Company will not be taking advantage of the provisions of National Instrument 54-101 “*Communication with Beneficial Owners of Securities of a Reporting Issuer*” (“NI 54-101”) that permit the Company to deliver proxy-related materials directly to its NOBOs. Please see the above heading “Registered Shareholders and Non-Objecting Beneficial Owners.” The Company has asked that Broadridge Financial Solutions, Inc. (defined below), attend to mailing to its NOBOs.

Beneficial Shareholders who are OBOs do not appear on the list of shareholders of the Company maintained by the transfer agent. Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”) in Canada and in the United States. Broadridge mails a VIF in lieu of the Proxy provided by the Company. The VIF will name the same persons as those in the Company’s Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Shareholder of the Company), different from any of the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, insert the name of the desired representative (which may be you) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any shareholder’s representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to: (a) have your Common Shares voted at the Meeting, or (b) to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares at the Meeting.**

## Notice to Shareholders in the United States

The solicitation of proxies involve securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and the securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia) (the “BCA”), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

## Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder or a NOBO who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the Registered Shareholder is a corporation, under its corporate seal by an

officer or attorney duly authorized, and by delivering the proxy bearing a later date or the valid notice of revocation to AST Trust, or to the Company's registered office at 1500 Royal Centre, 1055 West Georgia Street, P. O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or

- (b) personally attending the Meeting and voting the Registered Shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

No director or executive officer of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors or the appointment of auditors and as set out herein.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The board of directors of the Company (the "Board") has fixed October 25, 2017 as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described in this Information Circular will be entitled to vote or to have their Common Shares voted at the Meeting, except to the extent that:

- (a) the shareholder has transferred the ownership of any such share after the Record Date, and
- (b) the transferee produces a properly endorsed share certificate for or otherwise establishes ownership of any of the transferred Common Shares and makes a demand to AST Trust no later than 10 days before the Meeting that the transferee's name be included in the list of shareholders in respect thereof.

The Company is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares. As of October 25, 2017, there were **58,351,052** Common Shares without par value issued and outstanding, each carrying the right to one vote. The Company is also authorized to issue an unlimited number of Preferred Shares. There were no Preferred Shares issued and outstanding as at October 25, 2017.

To the knowledge of the directors and executive officers of the Company, only the following person beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at October 25, 2017:

<b>Shareholder Name</b>	<b>Number of Common Shares Held</b>	<b>Percentage of Issued Common Shares</b>
Mandate Management Limited	36,979,904 <sup>(1)</sup>	63.73%

Notes:

- (1) The above information was obtained from SEDI.

### **VOTES NECESSARY TO PASS RESOLUTIONS**

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

## ELECTION OF DIRECTORS

The size of the Board is currently determined at five. The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is vacated earlier, in accordance with the provisions of the BCA, each director elected will hold office until the conclusion of the next annual meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's five nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at October 25, 2017.

<b>Nominee Position with the Company and Residence</b>	<b>Period as a Director of the Company</b>	<b>Common Shares Beneficially Owned or Controlled<sup>(1)</sup></b>
Jose Ezil Veiga da Rocha <sup>(2)</sup> Chairman of the Board and Director San Paulo, Brazil	Since March 9, 2012	500,000
Celso Luis Posca, Director; and President of the Company's subsidiary: FTC Cards Processamento e Serviços de Fidelização Ltda. San Paulo, Brazil	Since March 9, 2012	1,000,000
Umberto Barbosa Lima Martins Director Rio de Janeiro, Brazil	Since March 9, 2012	1,000,000
Marc S. Nehamkin <sup>(2)</sup> Director California, United States	Since March 9, 2012	Nil
N. Ross Wilmot <sup>(2)</sup> Director British Columbia, Canada	Since March 9, 2012	285,000

Notes:

- (1) The information as to Common Shares beneficially owned or controlled is not within the knowledge of management of the Company and has been furnished by the respective nominees.
- (2) Member of the Audit Committee.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and officers of the Company acting solely in such capacity.

### **Occupation, Business or Employment of Director Nominee**

The following disclosure sets out each nominee's principal occupation, business or employment within the five preceding years. The information as to principal occupation business or employment is not within the knowledge of management of the Company and has been furnished by the respective nominees.

#### ***Jose Ezil Veiga da Rocha, Chairman of the Board and Director***

Mr. Veiga da Rocha is a retired Captain of Brazil's naval forces. Mr. Veiga da Rocha graduated with a Bachelor's degree in Business Administration from the Centre for University Studies of Brasilia with an emphasis in electronics. He has occupied several positions in the Federal Government including Special Advisor to the Ministry of Science and Technology and served as Secretary of the Federal Ministry of Informatics. He also served as Secretary of Industry and Commerce for the Government of the Federal District.

Mr. Veiga da Rocha was a director of CTF Technologies Inc. (“CTF”) from April 1998 to June 2012 and served as President of CTF from October 1997 to December 2002.

***Celso Luis Posca, Director, and the President of Subsidiary***

Mr. Posca was a director of Development and Technology of CTF, former parent company of the Company, from April 1998 to July 2012 and he was President and CEO of CTF from January 2003 to June 2012. He graduated from the University of Campinas (“UNICAMP”) as an electrical engineer with a PhD in the same area from the University of Paris. Mr. Posca served as a research assistant at the Laboratoire des Signaux et Systemes ESE/CNRS of Paris and worked at Schlumberger. He worked as a professor at UNICAMP and served as advisor to the Technical Division of Microperifericos Co. Mr. Posca occupied the position of General Manager for the Testing Department of the Information Systems Centre of the Ministry of Science and Technology of Brazil. Mr. Posca is also the President of FTC Cards Processamento e Serviços de Fidelização Ltda. (“FTC Brazil”), a subsidiary of the Company.

***Umberto Barbosa Lima Martins, Director***

Mr. Barbosa Lima Martins is a retired Captain of the Brazilian navy and holds a degree from the Brazilian Naval War School and a degree in communications engineering from the Brazilian Naval Communications School. Mr. Barbosa Lima Martins served as naval attaché in various foreign countries and the OAS and was actively involved in the design and construction of Brazilian naval vessels for export. Mr. Barbosa Lima Martins was a director of CTF from April 1998 to June 2012.

***Marc S. Nehamkin, Director***

Mr. Nehamkin is a consultant in international business development. Mr. Nehamkin chairs the Northern California Venture Capital Association and serves as a director of several public companies. He lectures on Venture Capital Markets and High Technology Investments. Mr. Nehamkin was a director of CTF from June 2002 to June 2012 and was corporate secretary of CTF from October 2002 to June 2012.

***N. Ross Wilmot, Director***

Mr. Wilmot is a chartered professional accountant providing financial management services to public companies. Mr. Wilmot provides business consulting services to Orex Minerals Inc. (“Orex”) and Barsele Minerals Corp. (“Barsele”) both of which are companies listed on the TSX Venture Exchange (the “TSXV”). Mr. Wilmot has been a director of Orex since May 24, 2001. Mr. Wilmot was a director of CTF from June 2001 to June 2012. Mr. Wilmot is currently a consultant with Cedarwoods Group.

**Penalties, Sanctions and Cease Trade Orders**

Except as disclosed below, no proposed nominee for election as a director of the Company, was at the date of this Information Circular or within the 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- a) was subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation that was in effect for more than 30 consecutive days while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer;
- b) was subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation that was in effect for more than 30 consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer but which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

- c) while that person was acting in such capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Except as disclosed below, no proposed nominee for election as a director of the Company has:

- a) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;
- b) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- c) been subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

### **APPOINTMENT OF AUDITOR**

BDO RCS Auditores Independentes SS CRC, Chartered Accountants, Rua Major Quedinho 90 Consolação, Sao Paulo, SP - Brazil, will be nominated at the Meeting for reappointment as auditor of the Company. BDO RCS Auditores Independentes SS CRC was first appointed as the Company's auditor on March 9, 2012.

### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

National Instrument 52-110 – *Audit Committees* (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor, as set forth in the following:

#### **The Audit Committee's Charter**

A copy of the Audit Committee Charter is attached as Schedule “A” to the information circular prepared for the Company's shareholders meeting held September 4, 2013 and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **Composition of the Audit Committee**

The current members of the Audit Committee are N. Ross Wilmot (Chairman), Marc Nehamkin and Jose Ezil Veiga da Rocha, all of whom are independent members of the Audit Committee as contemplated by NI 52-110. All Audit Committee members are considered to be financially literate.

#### **Relevant Education and Experience**

See disclosure under heading “*Occupation, Business or Employment of Director Nominees*”.

Each member of the Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- o an understanding of the accounting principles used by the issuer to prepare its financial statements, and the ability to assess the general application of those principles in connection with the accounting for estimates, accruals and reserves;
- o experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising individuals engaged in such activities; and
- o an understanding of internal controls and procedures for financial reporting.

### Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than BDO RCS Auditores Independentes SS CRC.

### Reliance on Certain Exemptions

The Company's auditor BDO RCS Auditores Independentes SS CRC has not provided any material non-audit services.

### Pre-Approval Policies and Procedures

The Audit Committee has adopted the policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter, including the requirement for Audit Committee approval for the engagement of non-audit services.

### External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audit services provided by BDO RCS Auditores Independentes SS CRC to the Company to ensure auditor independence. Fees incurred are outlined in the following table.

Nature of Services	Fees Paid to BDO RCS Auditores Independentes SS CRC in Year Ended December 31, 2016	Fees Paid to BDO RCS Auditores Independentes SS CRC in Year Ended December 31, 2015
Audit Fees <sup>(1)</sup>	\$73,383	\$ 34,680
Audit-Related Fees <sup>(2)</sup>	Nil	Nil
Tax Fees <sup>(3)</sup>	Nil	Nil
All Other Fees <sup>(4)</sup>	Nil	Nil
Total	\$73,383	\$34,680

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

### Exemption

The Company is a "venture issuer" as defined in NI 52-110 and relies on the exemption in section 6.1 of NI 52-110 relating to Part 5 (*Reporting Obligations*).

## CORPORATE GOVERNANCE

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.



## Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the company. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment or which is deemed to be a material relationship under NI 52-110.

The independent directors of the Company are Umberto Barbosa Lima Martins, Marc S. Nehamkin, N. Ross Wilmot and Jose Ezil Veiga da Rocha, Chairman of the Board. The non-independent directors is Celso Luis Posca, President of FTC Cards Processamento e Serviços de Fidelização Ltda. (“FTC Brazil”), a subsidiary of the Company.

## Directorships

The following director is currently serving on the board of other reporting companies (or equivalent) as set out below:

Name of Director	Name of Reporting Issuer	Exchange Listed
N. Ross Wilmot	Orex Minerals Inc.	TSXV
	Barsele Minerals Corp.	TSXV

## Orientation and Continuing Education

When new directors are appointed, they receive orientation commensurate with their previous experience on the Company’s properties and on the responsibilities of directors.

Board meetings may also include presentations by the Company’s management and employees to give the directors additional insight into the Company’s business.

## Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company’s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

## Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board’s duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

## Compensation

The Board as a whole determines compensation for the directors and senior officers.

## Other Board Committees

The Board has no committees other than the Audit Committee.

## Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its Audit Committee to satisfy itself that the Board, the Audit Committee and the independent directors are performing effectively.

## STATEMENT OF EXECUTIVE COMPENSATION

### Named Executive Officer

For the purposes of this Statement of Executive Compensation “compensation securities” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries; and named executive officer (“NEO”) means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer (“CEO”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (“CFO”), including an individual performing functions similar to a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of the form, for the financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

### Director and NEO Compensation

The following compensation table, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and members of the board of directors of the Company (the “Board”) for the most recently completed financial year ended December 31, 2016. Options and compensation securities are disclosed above under *Securities Authorized for Issuance under Equity Compensation Plans*.

During the financial year ended December, 2016, based on the definition above, the NEOs of the Company were: Arie Halpern, CEO; and Neuzeli de Sousa Leles, CFO. The directors of the Company who were not NEOs during the financial year ended December 31, 2016 were: Jose Ezil Veiga da Roca, Umberto Barbosa Lima Martins, Marc S. Nehamkin, and N. Ross Wilmot.

Table of Compensation Excluding Compensation Securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Arie Halpern, CEO	2016	922,297	Nil	Nil	Nil	Nil	922,297
	2015	1,392	Nil	Nil	Nil	Nil	1,392
Neuzeli de Sousa Leles CFO	2016	109,035	Nil	Nil	Nil	Nil	109,035
	2015	58,375	Nil	Nil	Nil	Nil	58,375
Jose Ezil Veiga da Roca	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Celso Luis Posca	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Umberto Barbosa Lima Martins	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Marc S. Nehamkin	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil

<b>Table of Compensation Excluding Compensation Securities</b>							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
N. Ross Wilmot	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

### **Exercise of Compensation Securities by NEOs and Directors**

No stock options of the Company expired unexercised during the financial year ended December 31, 2016.

There were no compensation securities exercised by any of the NEOs or directors of the Company during the financial year ended December 31, 2016.

### **Share Option Plan**

The Company does not have a share option plan.

### **Employment, Consulting and Management Agreements**

As of December 31, 2016 and to date, the Company has no agreements of compensatory plans or arrangements with any of its NEOs concerning severance payments of cash or equity compensation resulting from the resignation, retirement or any other termination of employment or other agreement with the Company or as a result of a change of control of the Company.

### **Oversight and Description of Director and NEO Compensation**

#### *Elements of the Compensation Program*

The responsibilities relating to executive and director compensation, including reviewing and recommending compensation of the Company's officers and employees and overseeing the Company's base compensation structure and equity-based compensation program is performed by the Board as a whole. The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management. The Board generally reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity and the performance of officers generally and in light of the Company's goals and objectives.

The Company is a loyalty program business with limited resources. The compensation for senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including: (a) attracting and retaining talented, qualified and effective executives; (b) motivating the short and long-term performance of executives; and (c) better aligning the interests of executive officers with those of the Company's shareholders. In the Board's view, paying salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on comparable companies is compiled from a variety of sources, including national and international publications.

The Board determines the compensation for the CEO. The compensation of the Company's executives is determined by the Board after the recommendation of the CEO. In each case, the Board takes into consideration the prior experience of the executive, industry standards, competitive salary information on comparable companies of similar size and stage of development, the degree of responsibility and participation of the executive in the day-to-day affairs of the Company, and the Company's available cash resources.

In the Board's view, to attract and retain qualified and effective executives, the Company must pay base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates.

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors has purchased such financial instruments.

### **Executive Compensation**

Except for any compensation payable pursuant to an executive compensation agreement, there are no arrangements under which NEOs were compensated by the Company during the two most recently completed financial years for their services in their capacity as NEOs, directors or consultants.

### **Director Compensation**

The directors receive no cash compensation for acting in their capacity as directors of the Company.

Except for compensation payable pursuant to the executive compensation agreements, there are no arrangements under which directors were compensated by the Company during the two most recently completed financial years for their services in their capacity as directors.

### **Option-Based Awards**

The Company has no compensation plans under which equity securities are authorized for issuance.

### **Pension Plan**

The Company does not have a pension plan for any of its Directors or NEOs.

## **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The Company has no compensation plans under which equity securities are authorized for issuance.

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end most recently completed financial year or as at the date hereof.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

An informed person is one who, generally speaking, is a director or executive officer or a 10% shareholder of the Company. To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any material interest, direct or indirect, in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries since the commencement of the Company's most recently completed financial year, or has any interest in any proposed transaction other than as set out herein and in a document previously disclosed to the public.

## **MANAGEMENT CONTRACTS**

There are no management functions of the Company which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company's audited annual financial statements for the year ended December 31, 2016, the accompanying auditor's report and related management discussion and analysis. Copies of the Company's financial statements and the accompanying management discussion and analysis may be obtained from SEDAR at [www.sedar.com](http://www.sedar.com) or upon request from the Company's Secretary at the office of the Company, telephone number: (604) 687-8566 or fax number: (604) 687-6365.

### **OTHER MATTERS**

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this information circular.

**DATED** at Vancouver, British Columbia, November 6<sup>th</sup>, 2017.

### **THE BOARD OF DIRECTORS**

*"Arie Halpern"*

**Arie Halpern**  
**President and Chief Executive Officer**