

FTC CARDS INC.

Interim Financial Statements (Unaudited - Expressed in Canadian Dollars)

MARCH 31, 2018

Notice to Reader

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of financial statements by an entity's auditor.

FTC CARDS INC.

CONSOLIDATED BALANCE SHEETS AS AT MARCH 31, 2018 AND DECEMBER 31, 2017

(Unaudited)

(Expressed in Canadian dollars)

ASSETS	<u>Mar 31, 2018</u>	<u>Dec 31, 2017</u>	LIABILITIES	<u>Mar 31, 2018</u>	<u>Dec 31, 2017</u>
	\$	\$		\$	\$
	(Unaudited)	(Audited)		(Unaudited)	(Audited)
CURRENT			CURRENT		
Cash and cash equivalents	2,118,952	2,739,739	Accounts payable	1,024,468	1,022,499
Accounts receivable	753,105	603,473	Labour and social liabilities	364,259	333,892
Other current assets	43,412	34,978	Brazilian taxes payable	39,947	52,233
	<hr/>	<hr/>		<hr/>	<hr/>
Total current assets	<u>2,915,469</u>	<u>3,378,190</u>	Total current liabilities	<u>1,428,674</u>	<u>1,408,624</u>
NON-CURRENT			NON-CURRENT		
Related parties	150,000	150,000	Deferred income taxes	-	-
Deposit of rent	38,386	37,350		<hr/>	<hr/>
Deferred income taxes	71,652	69,719		<hr/>	<hr/>
	<hr/>	<hr/>	Total non-current liabilities	<hr/>	<hr/>
Total non-current assets	<u>260,038</u>	<u>257,069</u>		<hr/>	<hr/>
SHAREHOLDERS' EQUITY			SHAREHOLDERS' EQUITY		
Investment	-	143,000	Share capital	8,305,106	8,305,106
Property and equipment	75,632	79,921	Retained earnings	(3,708,955)	(2,992,062)
Intangible assets	46,030	47,927	Capital transactions	(309,554)	(309,554)
	<hr/>	<hr/>	Accumulated comprehensive loss	(2,418,102)	(2,506,007)
Total other assets	<u>121,662</u>	<u>270,848</u>		<hr/>	<hr/>
	<hr/>	<hr/>	Total Shareholders' equity	<u>1,868,495</u>	<u>2,497,483</u>
TOTAL ASSETS	<u><u>3,297,169</u></u>	<u><u>3,906,107</u></u>	TOTAL LIABILITIES & EQUITY	<u><u>3,297,169</u></u>	<u><u>3,906,107</u></u>

The accompanying notes are an integral part of these interim consolidated financial statements.

FTC CARDS INC.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME / (LOSS)
FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2018 AND MARCH 31, 2017

(Unaudited)

(Expressed in Canadian Dollars)

	Three Months Ended Mar 31, 2018	Three Months Ended Mar 31, 2017
	\$	\$
REVENUE	131,738	194,053
COST OF OPERATIONS	<u>(439,954)</u>	<u>(700,130)</u>
GROSS INCOME	<u>(308,216)</u>	<u>(506,077)</u>
OPERATING EXPENSES		
Sales and marketing	(174,254)	(146,235)
Administration	(326,039)	(408,132)
Financial expenses, net	102,516	137,627
Amortization and depreciation	(10,900)	(37,588)
	<u>(408,677)</u>	<u>(454,328)</u>
NET INCOME BEFORE INCOME TAX AND SOCIAL CONTRIBUTION	(716,893)	(960,405)
Income tax and social contribution	<u>-</u>	<u>-</u>
NET INCOME (LOSS) FOR THE PERIOD	<u>(716,893)</u>	<u>(960,405)</u>
Income per share		
- basic	(0.01)	(0.02)
- diluted	(0.01)	(0.02)
Weighted average number of common shares outstanding		
- basic	58,351,052	58,351,052
- diluted	58,351,052	58,351,052
COMPREHENSIVE INCOME(LOSS)		
Net income(loss) for the period	(716,893)	(960,405)
Gain (loss) on foreign currency translation	<u>87,905</u>	<u>176,004</u>
COMPREHENSIVE INCOME(LOSS) FOR THE PERIOD	<u>(628,988)</u>	<u>(784,401)</u>

The accompanying notes are an integral part of these interim consolidated financial statements.

FTC CARDS INC.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

AT MARCH 31, 2018

(Unaudited)

(Expressed in Canadian dollars)

	Number of shares	Share capital	Shareholder transactions	Retained earnings/ Deficit	Accumulated other comprehensive income/(loss)	Shareholder's equity
	\$	\$	\$	\$	\$	\$
Balance, December 31, 2016	58,351,052	8,305,106	(309,554)	1,369,674	(2,031,501)	7,333,725
Net income for the three months ended March 31, 2017				(960,405)		(960,405)
Foreign currency translation gain/(loss)					176,004	176,004
Balance, March 31, 2017	58,351,052	8,305,106	(309,554)	409,269	(1,855,497)	6,549,324
Net income for the nine months ended December 31, 2017				(3,401,331)		(3,401,331)
Foreign currency translation gain/(loss)					(650,510)	(650,510)
Balance, December 31, 2017	58,351,052	8,305,106	(309,554)	(2,992,062)	(2,506,007)	2,497,483
Net income for the three months ended March 31, 2018				(716,893)		(716,893)
Foreign currency translation gain/(loss)					87,905	87,905
Balance, March 31, 2018	58,351,052	8,305,106	(309,554)	(3,708,955)	(2,418,102)	1,868,495

FTC CARDS INC.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2018 AND MARCH 31, 2017
(Unaudited)
(Expressed in Canadian Dollars)

	Three Months Ended Mar 31, 2018	Three Months Ended Mar 31, 2017
	<u>\$</u>	<u>\$</u>
CASH FLOW FROM OPERATING ACTIVITIES:		
Net income (loss) for the period	(716,893)	(960,405)
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization and depreciation	10,900	37,588
Loss / (gain) on investment	(50,000)	91,000
Loss / (gain) on term deposit	-	(135,558)
Changes in operating assets and liabilities:		
Recoverable taxes	-	-
Accounts receivable	(149,631)	1,184,724
Prepays	(11,403)	(1,007)
Accounts payable	1,969	300,767
Accrued liabilities	30,367	(329,999)
Brazilian taxes payable	(12,287)	(235,787)
Advances from customers	-	(44,431)
Deferred income taxes	-	(1,877)
	<u> </u>	<u> </u>
Cash flows provided by (used in) operating activities	<u>(896,978)</u>	<u>(94,985)</u>
CASH USED IN INVESTING ACTIVITIES:		
Purchase of property and equipment	(4,714)	(3,085)
Proceeds from disposition	193,000	-
	<u> </u>	<u> </u>
Cash flows provided by (used in) investing activities	<u>188,286</u>	<u>(3,085)</u>
CASH FLOW FROM FINANCING ACTIVITIES:		
Issue of shares	-	-
	<u> </u>	<u> </u>
Cash flows from financing activities	<u>-</u>	<u>-</u>
Effect of changes in cumulative translation adjustment	<u>87,905</u>	<u>176,004</u>
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	<u>(620,787)</u>	<u>77,934</u>
Cash at beginning of year	2,739,739	4,832,671
Cash at end of period	<u>2,118,952</u>	<u>4,910,605</u>
Increase (Decrease) in net cash	<u>(620,787)</u>	<u>77,934</u>
Supplemental Information		
Income taxes paid	-	-
Interest paid (recovered)	<u>-</u>	<u>-</u>

The accompanying notes are an integral part of these interim consolidated financial statements.

FTC CARDS INC.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FIRST QUARTER ENDED MARCH 31, 2018
(Unaudited)
(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Corporate Structure

FTC Cards Inc. (“FTC Canada” and the “Company”) was incorporated under the name “0934977 B.C. Ltd.” under the laws of the Province of British Columbia by articles of incorporation dated March 9, 2012. On May 16, 2012, the name was changed to “FTC Cards Inc.”

The Company was incorporated by CTF Technologies Inc. (“CTF”) for the purposes of completing a reorganization whereby, pursuant to the terms of an Arrangement Agreement between CTF and FleetCor Technologies Inc. (“FleetCor”), FleetCor would acquire all of the shares of CTF from its existing shareholders and FTC Canada would be “spun-out” from CTF, ie. all of the shares of FTC Canada owned by CTF would be transferred to its shareholders so that the former CTF shareholders became the new shareholders of FTC Canada. Consequently, on July 3, 2012, the completion date, FTC Canada ceased to be a wholly-owned subsidiary of CTF and became a reporting issuer, although its common shares are currently not listed on any exchange for trading in Canada or elsewhere.

Also, pursuant to the terms of the Arrangement agreement, when the FTC Canada shares were issued to CTF, in return the Company acquired approximately 90.5% of the equity of FTC Cards Processamento e Serviços de Fidelização Ltda. (“FTC Brazil”) from CTF and assumed the management of the business of FTC Brazil. FTC Brazil is a limited liability company (sociedade limitada) under the laws of Brazil and was incorporated on April 7, 2011. The balance of the equity in FTC Brazil was held by Technis Planejamento e Gestão em Negócios Ltda. (“Technis”), a limited liability company (sociedade limitada) under the laws of Brazil and an unrelated party.

On October 17, 2014, at the request of the minority shareholder of FTC Brazil, the 9.5 per cent interest held by Technis was repurchased and cancelled, such that FTC Brazil became a wholly-owned subsidiary of FTC Canada with effect from October, 2014.

Effective December 1, 2017, FTC Brazil changed its registered name from FTC Cards Processamento e Serviços de Fidelização Ltda. to “Syspoints Servicos de Informatica Ltda.”.

These interim consolidated financial statements include the results of FTC Canada and its wholly-owned subsidiary for the first quarter ended March 31, 2018, with comparatives for the first quarter ended March 31, 2017.

The registered and records office of FTC Canada is located at 1500 Royal Centre, 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7. The head office of FTC Canada is located at 2000-1066 West Hastings Street, Vancouver, British Columbia, V6E 3X2. The registered and head office of FTC Brazil is located at Alameda Tocantins, No. 125, 33rd floor, room 3302, Building 01 of Condomínio West Side - Alphaville, in the city of Barueri, State of São Paulo, Brazil.

These interim consolidated financial statements are prepared under the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company has incurred some losses from inception and may not have the financial resources to sustain operations in the long-term. There is no assurance that financing will be available or be available on favourable terms to fund continued operations. These material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern.

These interim consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Continued operations of the Company are dependent on the Company's ability to receive financial support, necessary financings, or generate and maintain profitable operations in the future.

FTC CARDS INC.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FIRST QUARTER ENDED MARCH 31, 2018
(Unaudited)
(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS (cont'd...)

Business of the Company

FTC Brazil was formed in 2011 for the purposes of developing a business of providing data processing to support a program of promotions, awards and loyalty programs and credit card processing targeted at the franchise gas stations of Petrobras Distribuidora S.A. ("Petrobras"). FTC Brazil is continuing the business originally developed by CTF Technologies do Brasil Ltda., a subsidiary of CTF Technologies Inc., under an agreement entered into with Petrobras.

Notice of Cancellation of BR agreement:

In November, 2016, the Company received notice of termination of the agreement from BR effective January 3, 2017. The consequence of this termination was the loss of all future revenues that would arise through both the credit card processing for BR customer purchases and the revenues generated from the redemption of loyalty points accumulated by the customers.

The Company generates minor revenues from other clients which utilize the FTC processing facilities, but termination of the BR contract reduced revenues to a very low level commencing in January, 2017. In response to this cancellation, the Company has identified new potential clients in need of loyalty program services, and the FTC management is pursuing these potential opportunities vigorously.

Management took immediate steps to reduce its costs and staffing to a minimum sustainable level to continue operations.

Approval of Financial Statements

These interim consolidated financial statements for the period ended March 31, 2018 were approved by the Board of Directors on May 29, 2018.

2. BASIS OF PREPARATION

These interim consolidated financial statements have been prepared and are presented in conformity with Brazilian accounting practices, which include the Brazilian corporate law, the pronouncements, interpretations and guidelines issued by the Accounting Pronouncements Committee (CPC) and approved by regulators and the practices adopted by entities in matters not regulated, provided they meet the Standard "Framework for the Preparation and Presentation of Financial Statements" issued by the CPC. These accounting standards are identical in all material respects to the International Financial Reporting Standards ("IFRS") issued by the IASB. These interim consolidated financial statements are also prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting.

The Company has adopted all Standards issued by the IASB, and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"), which were in force on March 31, 2018. These interim consolidated financial statements have been prepared using historical cost as the basis of value for the valuation of assets and liabilities, except for financial instruments, which are measured at fair value. Assets are recorded at the amounts paid or payable in cash or cash equivalents or the fair value of the resources that are delivered to acquire them at the acquisition date, which may or may not be updated by the variation in the overall ability to buy the currency. Liabilities are recorded by the values of the resources that were received in exchange for the obligation or, in some circumstances (e.g. income tax), the value in cash equivalents needed to settle the liabilities in the normal course of operations, and may in certain circumstances be restated. All dollar amounts are presented in Canadian dollars unless otherwise specified.

FTC CARDS INC.
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2. BASIS OF PREPARATION (cont'd...)

Critical Accounting Estimates

The preparation of these interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the year.

There were no significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made.

Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Critical Judgments

The preparation of these interim consolidated financial statements requires management to make judgments regarding the going concern of the Company as discussed in Note 1.

Key Sources of Estimation Uncertainty

Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses during the reporting periods. Actual results could differ from those estimates and such differences could be significant. Significant estimates made by management affecting these interim consolidated financial statements include:

Deferred Tax Assets & Liabilities

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future income tax provisions or recoveries could be affected.

The measurement of the deferred income tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities.

Useful Life of Equipment

Fixed and intangible assets are depreciated or amortized over their useful life. The useful life is based on management's estimates regarding the period over which the assets will generate income, and which are periodically reviewed for adequacy. Changes in the estimates may result in significant variances in the accounting value, and the values are adjusted in the period according to the new estimates.

FTC CARDS INC.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies were applied consistently to all periods presented in these interim consolidated financial statements, except where indicated otherwise.

Basis of Consolidation and Presentation

These interim consolidated financial statements have been prepared on a historical cost basis except for certain financial assets measured at fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified.

These interim consolidated financial statements incorporate the financial statements of the Company and its controlled subsidiary. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. These interim consolidated financial statements include the accounts of the Company and its direct wholly-owned subsidiary, Syspoints Servicos de Informatica Ltda. All significant intercompany transactions and balances have been eliminated.

Statement of Operations and Comprehensive Income / (Loss), and Revenue Recognition

The operating result (revenues, costs and expenses) is calculated in accordance with the accrual basis of accounting. Revenue from product sales is recognized when its value can be measured reliably, all the risks and benefits are transferred to the buyer, and all terms and conditions of the sale have been satisfied.

Presentation of Financial Statements and Functional Currency

These interim consolidated financial statements are presented in Canadian dollars, which is the presentation currency of the parent. Each entity consolidated determines its own functional currency, and those whose functional currency is different from the Canadian dollar, primarily FTC Brazil, use the functional currency of the Brazilian Reais (R\$), and the financial statements are translated at the exchange rates as follows:

Transactions in foreign currencies are recorded in the functional currency and then are converted at the end of the period to the Canadian dollar using the average rate for the period. The conversion of assets and liabilities are translated to Canadian dollars at the close of each period. All differences are recorded in the interim consolidated statement of comprehensive income / (loss).

Cash and cash equivalents

Cash and cash equivalents include cash, bank deposits and financial investments redeemable within up to 90 days from the investment date, and are recorded at cost plus income earned to the balance sheet date, and which do not exceed market value. The financial investments are recognized and measured at fair value and the financial income earned in these transactions is directly stated in the income statement.

Financial instruments

IFRS 9 Financial instruments

IFRS 9 sets out requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39 Financial Instruments: Recognition and Measurement. There was no material impact to the Corporation's financial statements as a result of transitioning to IFRS 9 effective January 1, 2018.

FTC CARDS INC.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FIRST QUARTER ENDED MARCH 31, 2018
(Unaudited)
(Expressed in Canadian Dollars)

Financial instruments (cont'd...)

The details of the new significant accounting policies and the nature and effect of the changes to previous accounting policies are set out below.

Classification and measurement of financial assets and liabilities:

The adoption of IFRS 9 has not had a significant effect on the Corporation's accounting policies related to financial assets. However, it eliminated the previous IAS 39 categories for financial assets held to maturity, loans and receivables and available for sale.

A financial asset is classified as measured at amortized cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). The classification of financial assets depends on the purpose for which the financial assets were acquired. The Corporation's financial assets, which consist primarily of cash, and receivables, are classified at amortized cost. Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is substantially unchanged.

Impairment of financial assets:

An 'expected credit loss' (ECL) model applies to financial assets measured at amortized cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. The Corporation's financial assets are measured at amortized cost and subject to the ECL model. The adoption of the ECL impairment model had a negligible impact on the carrying amounts of the Company's financial assets on the transition date given that receivables are current and have minimal level of default.

The Company also provides disclosure about inputs used in making fair value measurements, including their classification within a hierarchy that prioritized their significance. Three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets and liabilities

Level 2 – Inputs other than quoted market prices that are observable for the asset or liability either directly or indirectly, and

Level 3 – Inputs that are not based on observable market data.

Equipment

Equipment is carried at cost, less accumulated depreciation and accumulated impairment losses. Depreciation is recognized using the straight-line method at the following annual rates:

Furniture and equipment	20%
Computer equipment	20%
Software and other intangibles	20%

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Intangible assets

Licenses for the use of computer software are capitalized and amortized according to their estimate useful lives at the rates described above. Expenses associated with the development or maintenance of software are recognized as incurred. Costs incurred by third parties to develop identifiable and discrete software for the Company, and which will probably generate economic benefits higher than the costs for more than a year, are recognized as intangible assets. Such costs include the compensation of the employees involved in the development of the software and the proper portion of the related general expenses. Software development costs recognized as assets are amortized using the straight line method over their estimated useful lives at the above-noted rates.

Impairment of tangible and intangible assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, such amount not to exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Contingent assets and liabilities and legal obligations

Accounting practices for recording and disclosure of contingent assets and liabilities and legal obligations, when applicable, are as follows: (i) Contingent assets are recognized only when there are guarantees or favourable judicial decisions, or final decisions. Contingent assets with probable successes are only disclosed in note form, (ii) contingent liabilities are accrued when losses are assessed as probable and the amounts involved can be measured with sufficient reliability. Contingent liabilities assessed as possible losses are only disclosed in note form, contingent liabilities assessed as remote losses are not accrued or disclosed, and (iii) legal obligations are recorded as required, regardless of the assessment of the likelihood of success of cases in which the Company challenged the constitutionality of taxes.

The Company did not constitute and is not releasing any contingencies as no process has been made recently.

Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the purchase method. The cost of the business combination is measured as the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the Company in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 *Business Combinations* are recognized at their fair values at the acquisition date.

FTC CARDS INC.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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Business combinations (cont'd...)

Goodwill arising on acquisition is recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the Company's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognized. If the Company's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognized immediately in profit or loss.

The interest of non-controlling shareholders in the acquiree is initially measured at the non-controlling shareholders' proportion of the net fair value of the assets, liabilities and contingent liabilities recognized.

Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable losses; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it does not recognize the asset.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similarly to basic earnings (loss) per share, except that the weighted average shares outstanding is increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

FTC CARDS INC.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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(Unaudited)
(Expressed in Canadian Dollars)

New standards not yet adopted

The following standard has not yet been adopted and is being evaluated to determine its impact on the Company's financial statements.

IFRS 16 Leases:

IFRS 16 will be effective for the years ended as from January 01, 2019. This new standard replaces IAS 17 Leases, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases – Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The accounting requirements for lessors remain substantially the same in comparison with the standards currently in effect. However, there are significant changes for lessees as IFRS 16 determines a single model for them, by eliminating the distinction between financial and operating leases in a way that results in a balance sheet reflecting a "right of use" of assets and a related financial liability. Therefore, for many entities, the effect of recording all lease transactions in the balance sheet may be very significant.

The Company and its subsidiary has analyzed this standard and concluded that it will not cause significant impact in the financial statements.

4. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value

Issued

The capital was subscribed and paid in the amount of \$ 1 on March 9, 2012, consisting of 1 common share with no par value. On July 3, 2012 pursuant to the terms of the Arrangement Agreement, (note 4,) the Company acquired all of the shares of FTC Brasil from its former parent, CTF Technologies Inc., in exchange for 58,351,052 common shares, and these shares were in turn transferred by CTF to its shareholders, at which time the Company became a reporting issuer in the Province of British Columbia.

There were no warrants or options issued during the period and there were no warrants or options outstanding at March 31, 2018.

5. CAPITAL MANAGEMENT

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of equity comprising all components of equity.

The Company is not subject to externally imposed capital requirements. The Company does not pay dividends. There were no changes to the Company's capital management strategies during the interim period ended March 31, 2018.

The Company intends to raise additional working capital as required by the issuance of its common shares in the future.

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6. RELATED PARTY TRANSACTIONS

The financial statements include the financial statements of FTC Cards Inc. and its subsidiary listed in the following table:

Name of Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Principal Activity
Syspoints Servicos de Informatica Ltda.	Sao Paulo, Brazil	100%	Operating company

7. FINANCIAL AND CAPITAL RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are described below.

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair value of financial instruments

The Company has various financial instruments including cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities. Cash and cash equivalents are carried at fair value using a level 1 fair value measurement. The carrying values of accounts receivable, accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company's cash and cash equivalents are held in large Canadian and Brazilian financial institutions in interest bearing accounts.

The Company's accounts receivable consist mainly of HST and VAT receivable due from the governments of Canada and Brazil respectively.

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Fair value of financial instruments (cont'd...)

Fair Value Hierarchy	Level 1	Level 2	Level 3
	\$	\$	\$
Cash	2,118,952		
Long-term investment			
Investment in shares			

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company manages liquidity risk through its capital management as outlined in Note 6 above. Accounts payable relating to the Company's operations and other accounts payable and accrued liabilities are due within one year.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates.

The risk that the Company will realize a loss as a result of a decline in the fair value of the short-term investments included in cash and cash equivalents is minimal because these investments roll over frequently.

b) Foreign currency risk

The Company's subsidiary operates in Brazil and consequently is subject to fluctuations in the exchange rate of the Brazilian real to the Canadian dollar. The Company does not undertake any hedging activity against this significant foreign currency risk.

c) Price risk

The Company is exposed to price risk with respect to commodity prices, particularly fuel, as the Company's revenues directly reflect the pricing of fuel sold to fleet and vehicle owners. The Company currently does not undertake any hedging activity against this exposure.

The Company currently maintains investments in certain marketable securities. There can be no assurance that the Company can exit these positions if required, resulting in proceeds approximating the carrying value of these securities.

8. SEGMENTED INFORMATION

The Company operates in one reportable segment, providing financial services to its customers in Brazil. Effectively all of the Company's operations and assets are in Brazil and all of its revenues are generated in Brazil.

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9. EVENTS AFTER THE REPORTING DATE

In late May, prior to the filing date, the Company decided that the current reduced level of revenues warranted further reductions in costs and a number of staff were immediately released with the objective of matching operating costs to the expected level of revenues for the next several months, and management is currently reviewing options for the overall future of both the Brazilian and Canadian operations of the Company.