

**FTC CARDS INC.**  
**(the “Company” or “FTC Cards”)**

Form 51-102F6V  
STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS  
(for the financial years ended December 31, 2018 and December 31, 2017)

**GENERAL**

The following information, dated as of June 28, 2019, is provided as required under Form 51-102F6V – *Statement of Executive Compensation*, for Venture Issuers (the “Form”), as such term is defined in National Instrument 51-102.

For the purposes of this Statement of Executive Compensation:

“**Company**” means FTC Cards Inc.;

“**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;

“**named executive officer**” or “**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, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (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;
- (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 NAMED EXECUTIVE OFFICER COMPENSATION**

**Director and NEO Compensation, Excluding Options and Compensation Securities**

During the financial year ended December 31, 2018, 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, 2018 were: Jose Ezil Veiga da Roca, Umberto Barbosa Lima Martins, Marc S. Nehamkin, and N. Ross Wilmot. Umberto Barbosa Lima Martins passed away in January, 2018.

During the financial year ended December 31, 2017, 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, 2017 were: Jose Ezil Veiga da Roca, Umberto Barbosa Lima Martins, Marc S. Nehamkin, and N. Ross Wilmot.

The Company is authorized to issue an unlimited number of Common Shares without par value, each carrying the right to one vote as of December 31, 2018 and the date hereof, the Company had 58,351,053 Common Shares issued and outstanding. The Company is also authorized to issue an unlimited number of preferred shares without par value. There are no preferred shares issued and outstanding as of December 31, 2018 or the date hereto. The Company’s is a reporting issuer in the provinces of British Columbia and Alberta, but none of its shares are listed for trading.

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and directors of the Company for the two completed financial years ended December 31, 2018 and December 31, 2017. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**” in this Form

**Table of Compensation, Excluding Compensation Securities in Financial Years ended December 31, 2018 and December 31, 2017**

<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 (\$)
<b>Arie Halpern,</b> CEO	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
<b>Neuzeli de Sousa Leles<sup>1</sup></b> CFO	2018	105,117	Nil	Nil	Nil	Nil	105,117
	2017	94,677	Nil	Nil	Nil	Nil	94,677
<b>Jose Ezil Veiga da Roca</b> Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
<b>Celso Luis Posca<sup>2</sup></b> Director	2018	138,600	Nil	Nil	Nil	Nil	138,600
	2017	407,264	Nil	Nil	Nil	Nil	407,264
<b>Umberto Barbosa Lima Martins<sup>3</sup></b> Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
<b>Marc S. Nehamkin</b> Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
<b>N. Ross Wilmot</b> Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- 1) All compensation paid to Ms. de Sousa Leles was paid in connection with her role as CFO of Syspoints Servicos de Informatica Ltda, a wholly owned subsidiary of FTC Cards Inc.
- 2) All compensation paid to Mr. Posca was paid in connection with his role as CEO of Syspoints Servicos de Informatica Ltda, a wholly owned subsidiary of FTC Cards Inc.
- 3) Umberto Barbosa Lima Martins passed away in January, 2018.

### **Stock Options and Other Compensation Securities**

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

No stock options of the Company expired unexercised during the financial years ended December 31, 2018 or December 31, 2017.

There were no compensation securities exercised by any of the NEOs or directors of the Company during the financial years ended December 31, 2018 or December 31, 2017.

#### **Share Option Plan**

The Company does not have a share option plan.

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

As of December 31, 2018 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 and CFO. The compensation of the Company's executives is determined by the Board after the recommendation of the CEO and CFO. 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. During the financial years ended December 31, 2017 and December 31, 2018, no compensation was paid to the CEO or CFO in connection with their capacity as an officer of the Company. Neuzeli de Sousa Leles and Celso Luis Posca were compensated by Syspoints Servicos de Informatica Ltda, a wholly owned subsidiary of the Company in connection with their capacities as CFO and CEO, respectively.

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 Award**

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.