

FTC CARDS INC.

Interim Financial Statements (Unaudited - Expressed in Canadian Dollars)

JUNE 30, 2019

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 JUNE 30, 2019 AND DECEMBER 31, 2018

(Unaudited)

(Expressed in Canadian dollars)

ASSETS	Jun 30, 2019 \$ (Unaudited)	Dec 31, 2018 \$ (Audited)	LIABILITIES	Jun 30, 2019 \$ (Unaudited)	Dec 31, 2018 \$ (Audited)
CURRENT			CURRENT		
Cash and cash equivalents	269,805	692,981	Accounts payable	1,212,341	1,078,548
Accounts receivable	326,576	368,090	Brazilian taxes payable	1,780	77,831
Other current assets	11,294	7,803	Other liabilities		222,169
Total current assets	607,675	1,068,874	Total current liabilities	1,214,121	1,378,548
NON-CURRENT			NON-CURRENT		
Deposit	16,328	16,400	Deferred income taxes	-	-
Related parties	-				
Deferred income taxes			Total non-current liabilities	-	-
Investment	-		SHAREHOLDERS' EQUITY		
Property and equipment	11,301	16,229	Share capital	8,305,106	8,305,106
Intangible assets	19,111	20,118	Retained earnings	(5,839,354)	(5,528,983)
			Capital transactions	(309,554)	(309,554)
Total non-current assets	46,740	52,747	Accumulated comprehensive loss	(2,715,904)	(2,723,496)
			Minority Interest	-	-
			Total shareholders' equity	(559,706)	(256,927)
TOTAL ASSETS	654,415	1,121,621	TOTAL LIABILITIES	654,415	1,121,621

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 AND SIX MONTH PERIODS ENDED JUNE 30, 2019, AND JUNE 30, 2018**

(Unaudited)
(Expressed in Canadian Dollars)

	Three Months Ended Jun 30, 2019 \$	Three Months Ended Jun 30, 2018 \$	Six Months Ended Jun 30, 2019 \$	Six Months Ended Jun 30, 2018 \$
REVENUE		89,494		221,232
COST OF OPERATIONS	178	(225,981)	(5,320)	(665,935)
GROSS INCOME	178	(136,487)	(5,320)	(444,703)
OPERATING EXPENSES				
Sales and marketing	(23,090)	(24,468)	(23,090)	(198,722)
Administration	(99,808)	(491,758)	(298,274)	(817,797)
Financial expenses, net	7,589	19,208	20,024	121,724
Amortization and depreciation	(3,711)	(2,502)	(3,711)	(13,402)
	(119,020)	(499,520)	(305,051)	(908,197)
NET INCOME BEFORE INCOME TAX AND SOCIAL CONTRIBUTION	(118,842)	(636,007)	(310,371)	(1,352,900)
Income tax and social contribution	-	-	-	-
NET INCOME (LOSS) FOR THE PERIOD	(118,842)	(636,007)	(310,371)	(1,352,900)
Income (loss) per share				
- basic	(0.00)	(0.01)	(0.00)	(0.02)
- diluted	(0.00)	(0.01)	(0.00)	(0.02)
Weighted average number of common shares outstanding				
- basic	58,351,052	58,351,052	58,351,052	58,351,052
- diluted	58,351,052	58,351,052	58,351,052	58,351,052
COMPREHENSIVE INCOME(LOSS)				
Net income(loss) for the period	(118,842)	(636,007)	(310,371)	(1,352,900)
Gain (loss) on foreign currency translation	(20,702)	(181,223)	7,592	(93,318)
COMPREHENSIVE INCOME(LOSS) FOR THE PERIOD	(139,544)	(817,230)	(302,779)	(1,446,218)

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FTC CARDS INC.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

AT JUNE 30, 2019

(Unaudited)

(Expressed in Canadian dollars)

	Number of shares	Share capital \$	Retained earnings \$	Capital transactions \$	Accumulated other comprehensive loss \$	Total \$
Balance, December 31, 2017	58,351,052	8,305,106	(2,992,062)	(309,554)	(2,506,007)	2,497,483
Net income for the six months ended June 30, 2018	-	-	(1,352,900)	-	-	(1,352,900)
Foreign currency translation gain/(loss)	-	-	-	-	(93,318)	(93,318)
Balance, June 30, 2018	58,351,052	8,305,106	(4,344,962)	(309,554)	(2,599,325)	1,051,265
Net income for the six months ended December 31, 2018			(1,184,021)			(1,184,021)
Foreign currency translation gain/(loss)	-	-	-	-	(124,171)	(124,171)
Balance, December 31, 2018	58,351,052	8,305,106	(5,528,983)	(309,554)	(2,723,496)	(256,927)
Net income for the six months ended June 30, 2019			(310,371)			(310,371)
Foreign currency translation gain/(loss)	-	-	-	-	7,592	7,592
Balance, June 30, 2019	58,351,052	8,305,106	(5,839,354)	(309,554)	(2,715,904)	(559,706)

FTC CARDS INC.

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE SIX MONTH PERIODS ENDED JUNE 30, 2019
AND JUNE 30, 2018
(Unaudited)
(Expressed in Canadian Dollars)**

	Six Months Ended Jun 30, 2019	Six Months Ended Jun 30, 2018
	\$	\$
CASH FLOW FROM OPERATING ACTIVITIES:		
Net income (loss) for the period	(310,371)	(1,352,900)
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization and depreciation	3,711	13,402
Loss/(Gain) on investment	-	(50,000)
Loss/(gain) on disposal of fixed assets	2,224	-
Changes in operating assets and liabilities:		
Other assets	41,514	(70,120)
Accounts receivable	(3,491)	(31,940)
Long term investment	-	193,000
Deposit	72	(2,915)
Related parties	-	150,000
Accounts payable	133,793	58,567
Accrued liabilities	(222,169)	(333,892)
Brazilian taxes payable	(76,051)	(28,666)
Deferred income taxes		6,940
Cash flows provided by (used in) operating activities	(430,768)	(1,448,524)
CASH USED IN INVESTING ACTIVITIES:		
Purchase of equipment and intangibles		(6,542)
Cash flows provided by (used in) investing activities		(6,542)
CASH FLOW FROM FINANCING ACTIVITIES:		
Advance from shareholder	-	-
Cash flows from financing activities	-	-
Effect of changes in cumulative translation adjustment	7,592	(93,318)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(423,176)	(1,548,384)
Cash at beginning of year	692,981	2,739,739
Cash at end of period	269,805	1,191,355
Increase (Decrease) in net cash	(423,176)	(1,548,384)
Supplemental Information		
Income taxes paid	-	-
Interest paid (recovered)	-	-

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

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NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2019 AND JUNE 30, 2018
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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 divided 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 is 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.”.

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 Rua Pedroso Alvarenga 1208, 3 Andar, Itaim Bibi, Sao Paulo SP, 04531-000, Brasil, recently relocated from 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 include the results of FTC Canada and its wholly-owned subsidiary for the six months ended June 30, 2019, with comparatives for the six months ended June 30, 2018.

Going Concern

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.

In the year, management launched a claim against one of the companies with which it had jointly provided its card processing services, as it believes, under the terms of the operating agreement with this party, a breach of certain exclusivity provisions occurred. It is management’s intent to continue to pursue all of its rights contained in this operating agreement and to seek restitution and compensation for the loss of revenues so incurred.

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For six years, the Company maintained a partnership with a data capture and processing company, under a service agreement, which includes an exclusivity clause to prevent the partner providing the same or similar services as per the agreement for a period of two years after the contract termination.

The Company believes that the partner company breached the exclusivity clause resulting in a loss for Syspoints. There are significant variances between the payments due and those actually earned and received.

Consequently, the Company commenced an action last year in the Arbitrage Chamber.

An arbitration process is an appropriate means for settling disputes by which the parties agree for an impartial third party independent of the demand to analyze and adjudicate the dispute. The parties may further appoint an institution to promote process management through cost and document management.

The main Arbitrage method advantages are:

Speed in conflict resolution

Confidentiality

Economy of process

Flexibility of procedure

Election of legislation, seat and language of procedure

Expertise of the chosen referees

The Law that regulates Arbitrage in Brazil establishes that the parties are free in choosing the rules of law that will be applied, just as the process can be carried out based on the general principles of Law, customs and international trade rules.

The Arbitrage argues as an uncontroverted fact that the partner breached the exclusivity clause. Syspoints, then is seeking:

- (i) a declaration that the Exclusivity Clause is valid and effective;
- (ii) the acknowledgement that the partner failed to comply with the exclusivity obligation;
- (iii) that the partner be ruled to pay damages arising from the default of the exclusivity duties;
- (iv) that the partner be ordered to keep all records and data related to the Syspoints agreement, so that an expert can inspect them and assess any differences in payments owed to Syspoints;
and
- (v) in case any credit is verified by the expert that the partner be ruled to pay the differences owed to Syspoints.

Syspoints demands losses and damages of about R\$ 80 million.

Recently the parties presented their final allegations closing the hearing process of the claim. The Arbitrage judges have now set the final deadline as August, 2019 to find their verdict. On August 19, the decision was released, finding that a breach of the contract had occurred, but did not make any determination of any compensatory damages. The Company is continuing its course of action to recover damages.

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.

Approval of Financial statements

FTC CARDS INC.
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These interim consolidated financial statements for the period ended June 30, 2019 were approved by the Board of Directors on August 29, 2019.

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. Following the cancellation of the service contract with Petrobras in December, 2016, the Company has been seeking new business clients for these legacy services and searching for new business opportunities for provision of related technical services.

Early in 2018, management assessed the potential of generating sufficient revenues from a new business client, and determined that the potential revenues would not be sufficient to sustain the limited core costs of operations of the reduced business and decided that the business of Syspoints was no longer viable. Management terminated the remaining staff, the office lease commitments and all other obligations, except for retaining the CEO and CFO on a contract basis to manage the inactive company going forward. In addition, as noted above regarding Going Concern, the Company launched a law suit for breach of an exclusivity provision and is seeking damages through arbitration.

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 the standards, review of Standards and Interpretations issued by the Accounting Pronouncements Committee (CPC) and other regulatory bodies, which were in force on June 30, 2019. 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.

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.

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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.

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

The 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

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statements include the accounts of the Company and its direct wholly-owned subsidiary, FTC Cards Processamento e Servicos de Fidelizacao 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 Real (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

Classification and measurement of financial assets and liabilities:

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.

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss: This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized through profit and loss.

Other financial liabilities: This category includes accounts payable and accrued liabilities, all of which are recognized at amortized cost.

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 Company's financial assets are measured at amortized cost and subject to the ECL model.

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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%

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, final decisions. Contingent assets with probable successes are only disclosed in note form, (ii)

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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.

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

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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.

New standards adopted for 2019

The following standard has been adopted effective January 1, 2019 in the Company's financial statements.

Leases ("IFRS 16 Leases"):

IFRS 16 became effective 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 a financial and operating lease in a way to result 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 have analyzed this standard and concluded that it does not have any 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, 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 dividended 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 June 30, 2019.

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 all components of equity.

The Company is not subject to externally imposed capital requirements. The Company does not pay dividends. There

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were no changes to the Company's capital management strategies during the interim period ended June 30, 2019.

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

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.

Fair Value Hierarchy

Level 1	Level 2	Level 3
\$	\$	\$

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Cash	269,805
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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 5 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.

9. EVENTS AFTER THE REPORTING DATE

On August 19, the decision was released, finding that a breach of the contract had occurred, but did not make any determination of any compensatory damages. The Company is continuing its course of action to recover damages.