# FTC CARDS INC.

## Interim Financial Statements
**(Unaudited - Expressed in Canadian Dollars)**

**SEPTEMBER 30, 2020**

**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 SEPTEMBER 30, 2020 AND DECEMBER 31, 2019**
**(Unaudited)**
**(Expressed in Canadian dollars)**

| ASSETS | Sep 30, 2020<br>$<br>(Unaudited) | Dec 31, 2019<br>$<br>(Audited) |
|---|---|---|
| CURRENT | | |
| Cash and cash equivalents | 75,827 | 310,628 |
| Accounts receivable | 9,244 | 12,455 |
| Other current assets | 10,680 | 4,226 |
| Total current assets | 95,751 | 327,309 |
| NON-CURRENT | | |
| Deposit | - | - |
| Related parties | - | - |
| Deferred income taxes | - | - |
| Investment | - | |
| Property and equipment | 4,571 | 6,690 |
| Intangible assets | 1,411 | 1,926 |
| Total non-current assets | 5,982 | 8,616 |
| TOTAL ASSETS | 101,733 | 335,925 |

| LIABILITIES | Sep 30, 2020<br>$<br>(Unaudited) | Dec 31, 2019<br>$<br>(Audited) |
|---|---|---|
| CURRENT | | |
| Accounts payable | 283,829 | 418,932 |
| Brazilian taxes payable | 51,700 | 69,777 |
| Other liabilities | 351,214 | 342,321 |
| Total current liabilities | 686,743 | 831,030 |
| NON-CURRENT | | |
| Deferred income taxes | - | - |
| Total non-current liabilities | - | - |
| SHAREHOLDERS' EQUITY | | |
| Share capital | 8,305,106 | 8,305,106 |
| Retained earnings | (5,888,935) | (5,679,161) |
| Capital transactions | (309,554) | (309,554) |
| Accumulated comprehensive loss | (2,691,627) | (2,811,496) |
| Minority Interest | - | - |
| Total shareholders' equity | (585,010) | (495,105) |
| TOTAL LIABILITIES | 101,733 | 335,925 |

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 NINE MONTH PERIODS ENDED SEPTEMBER 30, 2020, AND SEPTEMBER 30, 2019**

**(Unaudited)**
**(Expressed in Canadian Dollars)**

| | Three Months Ended Sep 30, 2020 | Three Months Ended Sep 30, 2019 | Nine Months Ended 30-Sep-20 | Nine Months Ended Sep 30, 2019 |
|---|---|---|---|---|
| | $ | $ | $ | $ |
| REVENUE | - | 6,274 | - | 6,274 |
| COST OF OPERATIONS | - | 524 | - | (4,796) |
| GROSS INCOME | - | 6,798 | - | 1,478 |
| OPERATING EXPENSES | | | | |
| Sales and marketing | - | 521 | - | (22,569) |
| Administration | (46,584) | (65,982) | (190,816) | (364,256) |
| Financial expenses, net | 20,890 | (7,025) | (16,324) | 12,999 |
| Amortization and depreciation | (676) | (1,972) | (2,634) | (5,683) |
| | (26,370) | (74,458) | (209,774) | (379,509) |
| NET INCOME BEFORE INCOME TAX AND SOCIAL CONTRIBUTION | (26,370) | (67,660) | (209,774) | (378,031) |
| Income tax and social contribution | - | - | - | - |
| NET INCOME (LOSS) FOR THE PERIOD | (26,370) | (67,660) | (209,774) | (378,031) |
| Income (loss) per share | | | | |
| - basic | (0.00) | (0.00) | (0.00) | (0.00) |
| - diluted | (0.00) | (0.00) | (0.00) | (0.00) |
| 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 | (26,370) | (67,660) | (209,774) | (378,031) |
| Gain (loss) on foreign currency translation | 28,548 | 30,612 | 119,869 | 38,204 |
| COMPREHENSIVE INCOME(LOSS) FOR THE PERIOD | 2,178 | (37,048) | (89,905) | (339,827) |

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

**FTC CARDS INC.**

**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**
**AT SEPTEMBER 30, 2020**
**(Unaudited)**
**(Expressed in Canadian dollars)**

| | Number of shares | Share capital | Retained earnings | Capital transactions | Accumulated other comprehensive loss | Total |
|---|---|---|---|---|---|---|
| | | $ | $ | $ | $ | $ |
| Balance, December 31, 2018 | 58,351,052 | 8,305,106 | (5,528,983) | (309,554) | (2,723,496) | (256,927) |
| Net income for the nine months ended September 30, 2019 | - | - | (378,031) | - | - | (378,031) |
| Foreign currency translation gain/(loss) | - | - | - | - | 38,204 | 38,204 |
| Balance, September 30, 2019 | 58,351,052 | 8,305,106 | (5,907,014) | (309,554) | (2,685,292) | (596,754) |
| Net income for the three months ended December 31, 2019 | - | - | 227,853 | - | - | 227,853 |
| Foreign currency translation gain/(loss) | - | - | - | - | (126,204) | (126,204) |
| Balance, December 31, 2019 | 58,351,052 | 8,305,106 | (5,679,161) | (309,554) | (2,811,496) | (495,105) |
| Net income for the nine months ended September 30, 2020 | - | - | (209,774) | - | - | (209,774) |
| Foreign currency translation gain/(loss) | - | - | - | - | 119,869 | 119,869 |
| Balance, september 30, 2020 | 58,351,052 | 8,305,106 | (5,888,935) | (309,554) | (2,691,627) | (585,010) |

**FTC CARDS INC.**

**CONSOLIDATED STATEMENT OF CASH FLOWS**
**FOR THE NINE MONTH PERIODS ENDED SEPTEMBER 30, 2020**
**AND SEPTEMBER 30, 2019**
**(Unaudited)**
**(Expressed in Canadian Dollars)**

| | Nine Months Ended Sep 30, 2020 | Nine Months Ended Sep 30, 2019 |
|---|---|---|
| CASH FLOW FROM OPERATING ACTIVITIES: | $ | $ |
| Net income (loss) for the period | (209,774) | (378,031) |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Amortization and depreciation | 2,634 | 5,683 |
| Loss/(Gain) on investment | - | - |
| Loss/(gain) on disposal of fixed assets | - | 2,319 |
| Changes in operating assets and liabilities: | | |
| Other assets | (6,454) | (2,723) |
| Accounts receivable | 3,211 | 63,602 |
| Long term investment | - | - |
| Deposit | - | 1,181 |
| Related parties | - | - |
| Accounts payable | (135,103) | 59,588 |
| Accrued liabilities | 8,893 | (222,169) |
| Brazilian taxes payable | (18,077) | (76,089) |
| Deferred income taxes | - | - |
| Cash flows provided by (used in) operating activities | (354,670) | (546,639) |
| CASH USED IN INVESTING ACTIVITIES: | - | - |
| Purchase of equipment and intangibles | - | - |
| Cash flows provided by (used in) investing activities | - | - |
| CASH FLOW FROM FINANCING ACTIVITIES: | - | - |
| Advance from shareholder | - | - |
| Cash flows from financing activities | - | - |
| Effect of changes in cumulative translation adjustment | 119,869 | 38,204 |
| INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | (234,801) | (508,435) |
| Cash at beginning of year | 310,628 | 692,981 |
| Cash at end of period | 75,827 | 184,546 |
| Increase (Decrease) in net cash | (234,801) | (508,435) |
| Supplemental Information | | |
| Income taxes paid | - | - |
| Interest paid (recovered) | - | - |

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

## 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 dividended 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 1130-1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9. The registered and head office of FTC Brazil is located at Rua Pedroso Alvarenga 1208, 3 Andar, Itaim Bibi, Sao Paulo SP, 04531-000, Brazil.

These interim consolidated financial statements include the results of FTC Canada and its wholly-owned subsidiary for the three and nine months ended September 30, 2020, with comparatives for the three and nine months ended September 30, 2019.

### 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 in recent periods, 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 2018, 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.

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 in 2018 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.

Recently the parties presented their final allegations closing the hearing process of the claim. The Arbitrage judges 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 it 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**

These interim consolidated financial statements for the period ended September 30, 2020 were approved by the Board of Directors on November 30, 2020.

**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 lawsuit 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 September 30, 2020. 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.

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 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 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**

*IFRS 9 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 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 and 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 or 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 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% |

**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) 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**

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.

**Leases**

Leases are recorded using a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless a lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance. The Company has elected not to recognize the right-of-use assets and lease liabilities for short-term leases that have a lease term of twelve months or less.

**New standards adopted for 2020**

None.

## 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 September 30, 2020.

## 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 were no changes to the Company’s capital management strategies during the interim period ended September 30, 2020.

The Company intends to raise additional working capital as required by the issuance of its common shares in the future, but currently relies on advances from its majority shareholder.

## 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 |
|---|---|---|---|
| | $ | $ | $ |
| Cash | 75,827 | | |

*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

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economics, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time. However, given the current inactive operating status of the Company, management believes that the impact will be minimal, but has determined that its ongoing arbitration proceedings are likely to be delayed due to the virus' impact on the various individuals who are part of these proceedings.

**Sale of FTC Brazil**

From the history above, the steady decline in the Company's fortunes is apparent. At present, the Company is able to continue only with the sole support from cash advances by its majority shareholder to meet its statutory obligations and to fund the arbitration proceedings in Brazil. While the Company has had modest success on a legal basis with its claim, it is uncertain that it will ever realize a net benefit in Brazil, since more recent estimates of the value of the benefit are far less than the Company originally estimated and any outcome could be contested, further delaying receipt of settlement funds indefinitely. Such funds would then be subject to taxation in Brazil, reducing the value of the benefit. The uncertainty of the amount of an award and of the timing of receipt of such award currently prevents the Company from moving forward in any way. Given the consolidated indebtedness of the Company and its subsidiary of approximately CDN$600,000, its continuing reliance on the funding of its ongoing operations by the majority shareholder and the low probability of any near-term recovery from its arbitration action to lessen its current deficiency, the Company has decided it would be most beneficial to the Company's shareholders if the Company were to isolate itself from this Brazilian connection. Disposing of the Brazilian subsidiary would enable it to seek out a new business opportunity and, potentially, allow it to be reactivated and apply to resume trading on an exchange.

**Sale Agreement**

On September 30, 2020, the Company entered into a definitive sale agreement (the "Sale Agreement") with Arie Halpern (the "Purchaser"), a controlling shareholder of the Company. Under the terms of the Sale Agreement, the Company will sell to the Purchaser 100% of the issued and outstanding capital of FTC Brazil (the "FTC Brazil Equity Interests"), which sale will constitute the sale of all, or substantially all, of the assets of the Company.

To date, the Purchaser has advanced certain funding to the Company (the "Advanced Funds") in order to advance the business operations of the Company and FTC Brazil. Pursuant to the Sale Agreement, in exchange for the FTC Brazil Equity Interests, the Purchaser will pay to the Company a nominal sum of $10.00 and release the Company from all obligations the Company has in respect of the Advanced Funds. The sale of FTC Brazil will also effectively release the Company from the current obligations of FTC Brazil and further remove any potential liability which may arise from the FTC Brazil's operations. A copy of the Sale Agreement is available on the Company's SEDAR profile at www.sedar.com.

On November 5, 2020, the Company convened a meeting of its shareholders, and the shareholders voted to proceed with the closing of the sale transaction as soon as possible.