ADVANTEX MARKETING INTERNATIONAL INC.
CONSOLIDATED FINANCIAL STATEMENTS
For the three and nine months ended March 31, 2017

The accompanying consolidated financial statements have been prepared by management and approved by the Board of Directors of the company. Management is responsible for the information and representations contained in these consolidated financial statements and other sections of this report.

An auditor has not performed a review of these consolidated financial statements.

Advantex Marketing International Inc.
Consolidated Statements of Financial Position (unaudited)
(expressed in Canadian dollars)

	Note	At March 31, 2017	At June 30, 2016
		$	$
Assets			
Current assets			
Cash and cash equivalents		$ 254,113	$ 658,678
Accounts receivable		151,819	425,402
Transaction credits	5	5,723,025	7,352,262
Inventory	6	37,902	39,914
Prepaid expenses and sundry assets		98,324	103,684
		$ 6,265,183	**$ 8,579,940**
Non-current assets			
Property, plant and equipment		$ 82,549	$ 116,049
Intangible assets		8,311	119,921
		$ 90,860	**$ 235,970**
Total assets		**$ 6,356,043**	**$ 8,815,910**
Liabilities			
Current liabilities			
Loan payable	7	$ 4,359,873	$ 5,533,267
Accounts payable and accrued liabilities		3,096,453	3,556,978
12% Non-convertible debentures payable	8	5,159,000	5,098,773
		$ 12,615,326	**$ 14,189,018**
Shareholders' deficiency			
Share capital	9	$ 24,530,555	$ 24,530,555
Contributed surplus		4,090,382	4,090,382
Accumulated other comprehensive loss		(47,383)	(47,383)
Deficit		(34,832,837)	(33,946,662)
Total deficiency		**$ (6,259,283)**	**$ (5,373,108)**
Total liabilities and deficiency		**$ 6,356,043**	**$ 8,815,910**

Economic and Financial dependence (note 2a), Going concern (note 2b), Commitments and contingencies (note 12)

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

Approved by the Board

Director: Signed "William Polley"

William Polley

Director: Signed "Kelly Ambrose"

Kelly Ambrose

Advantex Marketing International Inc.
Consolidated Statements of Loss and Comprehensive Loss (unaudited)
For the three and nine months ended March 31, 2017 and 2016
(expressed in Canadian dollars)

	Note	Three months ended March 31		Nine months ended March 31	
		2017	2016	2017	2016
		$	$	$	$
Revenues	15	**$ 1,887,565**	**$ 2,435,120**	**$ 6,902,204**	**$ 8,526,797**
Direct expenses	14/15	593,362	753,017	2,306,978	2,662,667
		1,294,203	1,682,103	4,595,226	5,864,130
Operating expenses					
Selling and marketing	14/15	481,737	594,977	1,479,597	2,026,725
General and administrative	14/15	966,822	941,799	2,807,210	2,699,752
Earnings from operations before depreciation, amortization and interest		**(154,356)**	**145,327**	**308,419**	**1,137,653**
Interest expense:					
Stated interest expense - loan payable, and debentures	7/8	315,641	480,596	989,257	1,260,932
Non-cash interest expense on debentures	8	-	58,832	60,227	174,444
		(469,997)	(394,101)	(741,065)	(297,723)
Depreciation of property, plant and equipment, and amortization of intangible assets		29,166	117,069	145,110	351,221
Net loss and comprehensive loss		**$ (499,163)**	**$ (511,170)**	**$ (886,175)**	**$ (648,944)**
Loss per share					
Basic and Diluted	13	**$ (0.00)**	**$ (0.00)**	**$ (0.01)**	**$ (0.00)**

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

Advantex Marketing International Inc.
Consolidated Statements of Changes in Shareholders' Deficiency (unaudited)
For the three and nine months ended March 31, 2017 and 2016
(expressed in Canadian dollars)

	Class A preference shares	Common shares	Contributed surplus	Accumulated other comprehen - sive loss	Deficit	Total
	$	$	$	$	$	$
Balance - July 1, 2015	**$ 3,815**	**$ 24,526,740**	**$ 4,090,382**	**$ (47,383)**	**$ (33,039,219)**	**$ (4,465,665)**
Net loss and comprehensive loss	-	-	-	-	(648,944)	(648,944)
Balance - March 31, 2016	**$ 3,815**	**$ 24,526,740**	**$ 4,090,382**	**$ (47,383)**	**$ (33,688,163)**	**$ (5,114,609)**
Balance - July 1, 2016	**$ 3,815**	**$ 24,526,740**	**$ 4,090,382**	**$ (47,383)**	**$ (33,946,662)**	**$ (5,373,108)**
Net loss and comprehensive loss	-	-	-	-	(886,175)	(886,175)
Balance - March 31, 2017	**$ 3,815**	**$ 24,526,740**	**$ 4,090,382**	**$ (47,383)**	**$ (34,832,837)**	**$ (6,259,283)**

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

Advantex Marketing International Inc.
Consolidated Statements of Cash Flow (unaudited)
For the three and nine months ended March 31, 2017 and 2016
(expressed in Canadian dollars)

	Note	At March 31, 2017	At March 31, 2016
		$	$
Operational activities			
Net loss for the period		$ (886,175)	$ (648,944)
Adjustments for:			
Depreciation of property, plant and equipment, and amortization of intangible assets		145,110	351,221
Accretion charge for debentures	8	60,227	174,444
		(680,838)	(123,279)
Changes in items of working capital			
Accounts receivable		273,583	64,016
Transaction credits		1,629,237	(664,057)
Inventory		2,012	107,774
Prepaid expenses and sundry assets		5,360	(7,747)
Accounts payable and accrued liabilities		(460,525)	(344,885)
		1,449,667	(844,899)
Net cash provided by (used in) operating activities		**$ 768,829**	**$ (968,178)**
Investing activities			
Purchase of property, plant and equipment, and intangible assets		$ -	$ (55,715)
Net cash (used in) investing activities		**$ -**	**$ (55,715)**
Financing activities			
Proceeds from loan payable	7	$ (1,173,394)	$ 509,609
Net cash generated from / (used in) financing activities		**$ (1,173,394)**	**$ 509,609**
Increase / (decrease) in cash and cash equivalents during the period		**$ (404,565)**	**$ (514,284)**
Cash and cash equivalents at beginning of period		658,678	1,162,609
Cash and cash equivalents at end of period		**$ 254,113**	**$ 648,325**
Additional information			
Interest paid		$ 861,980	$ 1,002,132
For purposes of the cash flow statement, cash comprises			
Cash		$ 254,113	$ 643,325
Term deposits		-	5,000
		$ 254,113	$ 648,325

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

1 General information

Advantex Marketing International Inc. and its subsidiaries (together the company or Advantex) is a public company with common shares listed on the Canadian Securities Exchange (trading symbol ADX). Advantex operates in the marketing services industry. The company develops and manages loyalty programs for financial institutions and other major organizations through which their customers earn frequent flyer miles or points on purchases at participating merchants. Under the umbrella of each program, Advantex provides merchants with marketing and customer incentives. At its sole discretion the company pre-purchases merchants' future sales through its Advance Purchase Marketing (APM) product. Advantex is incorporated and domiciled in Canada, and the address of its registered office is Suite 606, 600 Alden Road, Markham, Ontario, L3R 0E7.

2 a. Economic and Financial Dependence

Economic Dependence

The company's revenues and gross profit are dependent on a merchant based loyalty program ("CIBC/TD program") the company operates in partnership with Canadian Imperial Bank of Commerce ("CIBC") and Toronto Dominion Bank ("TD"). Just over 60% of CIBC/TD program revenues are dependent on the company's relationship with CIBC.

	Fiscal year ended June 30, 2016		Fiscal year ended June 30, 2015	
	$	% of company Total	$	% of company Total
CIBC/TD program revenues	$ 9,600,935	85.2%	$ 10,916,883	82.1%
CIBC/TD program gross profit	$ 6,884,188	90.8%	$ 7,116,422	87.5%

Status of agreements with CIBC and TD

The company has a two decade relationship with CIBC. The most recent renewal of partnership was in September 2013 for an initial three year term expiring September 30, 2016 ("new agreement'). On April 14, 2016 the company announced the extension of the new agreement until December 31, 2016 and on September 20, 2016 an extension of the new agreement until September 30, 2017. In addition to CIBC's right to terminate the new agreement at any time by providing at least six months prior written notice to the company, the new agreement can be terminated by CIBC forthwith under certain circumstances.

The company renewed its agreement with TD for one year ending in June 2018. The agreement had an initial term of two years expiring June 2016 and subsequently renewed for one year ending in June 2017. In addition to TD's right to terminate the agreement at any time by providing at least four months prior written notice to the company, the agreement can be terminated by TD immediately under certain circumstances.

Status of agreement with Aimia Canada Inc. ("Aimia")

The Aeroplan program which is dependent on the company's agreement with Aimia generated 14.1% and 8.8% respectively of company's revenues and gross profit during year ended June 30, 2016 (2015 – 17.4%

and 11.8% respectively). In November 2014 the company renewed its agreement (“agreement”) with Aimia for a five year term ending April 30, 2019. The agreement can be terminated by Aimia under certain conditions during the term of the agreement. The company and Aimia are finalizing the restructuring of the commercial terms of the agreement.

The company’s segment reporting is provided in note 15.

Financial Dependence

The company is funded by debt. The sources of debt are loan payable and non-convertible debentures.

Loan payable

The company has access to a line of credit facility under its loan payable (note 7). The loan payable agreement (“agreement”) was established in 2007. The loan payable is used exclusively to expand the company’s APM product (“transaction credits” on consolidated statements of financial position) which is a significant driver of merchant participation in the CIBC/TD program. The agreement is subject to automatic renewal for periods of one year unless earlier terminated by either party upon 180 days’ notice prior to end of term. The current term of the loan payable expires in December 2017. The loan payable is repayable on demand.

Non-convertible debentures

The 12% non-convertible debentures payable (“new 12% debentures”) were issued by the company on December 30, 2013 (note 8) with an initial maturity date of September 30, 2016. The proceeds of the new 12% debentures are used for working capital purposes. On June 30, 2015, the debenture holders amended and re-set all financial covenants effective quarter ended June 30, 2015 until quarter ending June 30, 2016. At March 31, 2016 the company was in breach of all its financial covenants. The company secured a waiver to the breach of all its financial covenants at March 31, 2016 and was charged a fee of $103,180 by the debenture holders.

At June 30, 2016 the company was in breach of all its financial covenants. Recognizing that the company does not have the ability to repay the debentures on maturity the company commenced discussions with the debenture holders. In September 2016 the company secured a waiver to the breach of all its financial covenants at June 30, 2016 and extension of the maturity date to December 31, 2016. The company was in breach of all its financial covenants at September 30, 2016. In December 2016 the company secured an extension of the maturity date to March 31, 2017 but not a waiver to the breach of financial covenants at September 30, 2016. The company was in breach of all its financial covenants at December 31, 2016. In March 2017 the company secured an extension of the maturity date to June 30, 2017 but not a waiver to the breach of financial covenants at December 31, 2016. The company was in breach of all its financial covenants at March 31, 2017.

If the company breaches a financial covenant or is unable to pay either interest or its debts as they came due, it would be in default under the new 12% debentures agreement and, as a result, the new 12% debentures holders would have the right to waive the event of default, demand immediate payment of the new 12% debentures in full or modify the terms and conditions of the new 12% debentures including key terms such as repayment terms, interest rates and security. If the company is unable to secure alternative financing to pay interest or repay the new 12% debentures, the new 12% debentures holders would have the right to realize upon a part or all of the security held by them.

The company has a decade old relationship with the primary holder (about 60%) of the new 12% debentures – a Toronto based firm investing on behalf of its managed accounts. The primary holder of the new 12% debentures is also the primary shareholder of the company as it beneficially owns or exercises control or direction through about 15% of the company’s common shares (as of May 22, 2017) held on

behalf of its managed accounts. The primary holder of the new 12% debentures in its capacity as exclusive financial advisor is assisting the company in its efforts to refinance the new 12% debentures.

Related parties holdings at March 31, 2017 of the new 12% debentures were about $1.2 million (about 24% of the new 12% debentures).

2 b. Going concern

These consolidated financial statements have been prepared in accordance with accounting principles applicable to a going concern which contemplates that the company will be able to realize its assets and settle its liabilities in the normal course as they come due during the normal course of operations for the foreseeable future. When a company is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern, the entity is required to disclose those uncertainties. The company has a shareholders' deficiency of $6,259,283 and negative working capital of $6,350,143 as at March 31, 2017. There is uncertainty surrounding:

1. The re-financing of the new 12% debentures maturing June 30, 2017; and
2. The access to additional working capital in the form of debt and or equity to meet operational needs including payments to its partners CIBC, TD and Aimia, payment of new 12% debentures interest for period January 1, 2017 to maturity and to support the growth of the company.

As a result, this may cast significant doubt on the validity of going concern assumption and the company's ability to continue as a going concern after March 31, 2017 and hence the ultimate use of accounting principles applicable to a going concern.

The company's future success is dependent on retaining its existing relationships with CIBC, TD, and Aimia; continued access to its existing levels of debt capital; additional capital in the form of debt or equity; ensuring profitability; and generating positive cash flows from operations. The company's business plan includes renewal of its agreements with CIBC, TD, and Aimia; refinancing of its current loans; the receipt of waivers or agreement amendments where breaches occur; and raise of additional capital. While in the past the company has been successful in renewal of its agreement with CIBC, TD, and Aimia, refinancing its debentures and loan payable, obtaining waivers or agreement amendments, there can be no assurance these initiatives will continue to be successful. In addition, there can be no assurance the company will be successful in securing additional capital which is required to meet operational needs including payments to its partners CIBC, TD and Aimia, payment of new 12% debentures interest for period January 1, 2017 to maturity and to support the growth of the company.

These consolidated financial statements do not include any adjustments or disclosures that may result from the company's ability to continue as a going concern. If the going concern assumption were not appropriate for these consolidated financial statements, adjustments may be necessary in the carrying values of assets and liabilities and the reported expenses and balance sheet classifications; and such adjustments could be material.

3 Basis of preparation

These interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting.

These interim consolidated financial statements do not include all the information and notes required by IFRS for annual financial statements and therefore, should be read in conjunction with the audited

consolidated financial statements and notes for the company's year ended June 30, 2016, which are available on SEDAR at www.sedar.com.

These interim consolidated financial statements and related notes have been reviewed by the company's audit committee and approved by the company's board of directors on May 25, 2017.

Accounting standards issued but not yet applied

The IASB has issued the following applicable standards which have not yet been adopted by the company. The company has not yet begun the process of assessing the impact that the new and amended standards will have on its consolidated financial statements or whether to early adopt any of the new requirements.

The following is a description of the new standards:

IFRS 9 - Financial Instruments

In July 2014, the IASB completed IFRS 9 Financial Instruments as the first step in its project to replace IAS 39 Financial Instruments: Recognition and Measurement. *IFRS 9 amends the requirements for classification and measurement of financial assets, impairment, and hedge accounting. IFRS 9 introduces an expected loss model of impairment and retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized cost, fair value through profit or loss, and fair value through other comprehensive income. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset.* IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

IFRS 15 Revenue from Contracts with Customers

In May 2014, IASB issued IFRS 15, Revenue from Contracts with Customers, which supersedes IAS 11, Construction Contracts, IAS 18, Revenue, IFRIC 13, Customer Loyalty Programmes, IFRIC 15, Agreements for the Construction of Real Estate, IFRIC 18, Transfers of Assets from Customers, and SIC-31, Revenue – Barter Transactions Involving Advertising Services. *IFRS 15 is based on the core principle to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. IFRS 15 focuses on the transfer of control.* IFRS 15 will be effective for the company's fiscal year beginning on July 1, 2018 with earlier adoption permitted.

IFRS 16, Leases

In January 2016, IASB issued IFRS 16, Leases which replaces IAS 17, Leases, IFRIC 4, Determining whether an Agreement contains a Lease, SIC-15, Operating Leases – Incentives, and SIC-27, Evaluating the Substance of Transactions Involving the Legal Form of a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e. the customer ('lessee') and the supplier ('lessor'). IFRS 16 will be effective for annual periods beginning on or after January 1, 2019 with earlier adoption permitted provided the new revenue standard, IFRS 15 Revenue from Contracts with customers, has been applied, or is applied at the same date as IFRS 16.

4 Summary of significant accounting policies

The accounting policies adopted are consistent with those of the previous financial year.

5 Transaction credits

Under its APM product the company acquires the rights to cash flow from future designated credit card transactions at a discount from participating merchants ("transaction credits"). These transaction credits are generally estimated to be fully extinguishable within 30 – 210 days. The company, in the normal course of business, is exposed to credit risk on the transaction credits.

The transaction credits are net of applicable allowance for impaired accounts, which is established based on the specific credit risk associated with the customer and other relevant information.

The transaction credits and the allowance is as follows:

	At March 31, 2017	At June 30, 2016
	$	$
Transaction credits	$ 6,128,601	$ 7,994,349
Allowance	(405,576)	(642,087)
Per statement of financial position	**$ 5,723,025**	**$ 7,352,262**

The transaction credits that are considered impaired and the related allowance is as follows:

	At March 31, 2017	At June 30, 2016
	$	$
Impaired transaction credits	$ 560,964	$ 833,379
Allowance	(405,576)	(642,087)
Impaired transaction credits not allowed for	**$ 155,388**	**$ 191,292**

Movement on allowance for impaired transaction credits

	At March 31, 2017	At March 31, 2016
	$	$
Balance brought forward at start of period	**$ 642,087**	**$ 787,236**
Allowance created during the period	488,189	424,168
Impaired accounts written off against allowance	(724,700)	(739,672)
Balance carried forward at end of period	**$ 405,576**	**$ 471,732**

6 Inventory

Inventory comprises

	At March 31, 2017	At June 30, 2016
	$	$
Processing terminals	37,902	39,914
Total	**$ 37,902**	**$ 39,914**

Inventory is stated at the lower of cost and net realizable value.

The processing units are issued to merchants participating in the company's Aeroplan and Caesars programs. These units facilitate issuance of bonus rewards to members of Aeroplan and Caesars Total Rewards programs on their completing qualifying purchases at participating merchants. The company relieves inventory and recognizes the expense upon the issuance of terminal to the merchant.

7 Loan payable

	At March 31, 2017	At June 30, 2016
	$	$
Balance at start of period	**$ 5,533,267**	**$ 5,711,525**
Decrease in borrowing	(1,173,394)	(178,258)
Balance at end of period	**$ 4,359,873**	**$ 5,533,267**

This line of credit facility ("facility") is provided by Accord Financial Inc. ("Accord"), and was established in December, 2007. The facility limit is $8.5 million. The interest rate on the facility is equivalent to prime rate of a certain Canadian bank plus 11.5% per annum.

The facility is used by the company exclusively to acquire transaction credits, under its APM product, from establishments that are in business segments available to the company under its agreements with CIBC, TD and Aimia.

In certain circumstances the loan payable amount is repayable on demand to Accord.

The interest cost during the period ended March 31, 2017 was $525,376 (2016 $691,744).

8 12% Non-convertible debentures payable

On December 30, 2013, the company completed a refinancing by way of a private placement of 12% non-convertible debentures ("new 12% debentures") in the principal amount of $5,159,000.

The new 12% debentures were issued as units. Each unit comprised (i) $1,000 face value secured non-convertible debentures of the company bearing interest at 12% per annum, payable semi-annually, and with an initial maturity date of September 30, 2016, and (ii) 8,150 common shares in the capital of the company. The company issued 5,159 units and 42,045,850 common shares.

Under the agreement, the proceeds of the new 12% debentures are to be used for working capital purposes.

The new 12% debentures are secured by a general security interest over the assets of the company and its subsidiaries. The significant financial covenants of the new 12% debentures require the company to meet (i) commencing the quarter ended December 31, 2013, on a quarterly basis a defined level of designated current assets, and interest coverage, and (ii) commencing January 31, 2014, on a monthly basis a defined level of credit card spend, on which the company earns its revenue, at merchants participating in its loyalty programs (as part of the re-set of the financial covenants, described later in this section, this financial covenant was cancelled effective April 2015).

In June 2014, the debenture holders agreed to a) re-set the financial covenants and b) defer the semi-annual interest due June 15, 2014 and this was now payable in two equal instalments due October 15, 2014 and November 15, 2014. The company agreed to pay a fee of $65,000 to the debenture holders for the above changes to the new 12% debentures. The fee and the deferred interest were paid on the due dates. The company met the revised financial covenants as at June 30, 2014, September 30, 2014 and December 31, 2014. At March 31, 2015 the company was in breach of all its financial covenants and the company secured a waiver of the breach at March 31, 2015. The debenture holders amended and re-set all financial covenants effective quarter ended June 30, 2015 until quarter ending June 30, 2016. The company met the amended financial covenants at June 30, 2015, September 30, 2015 and December 31, 2015. At March 31, 2016 the company was in breach of all its financial covenants. The company secured a waiver to the breach of all its financial covenants at March 31, 2016 and was charged a fee of $103,180 by the debenture holders. As at June 30, 2016 the company was in breach of all its financial covenants. In September 2016 the company secured a waiver to the breach of all its financial covenants at June 30, 2016. In addition, the company and the debenture holders agreed to extend the maturity of the new 12% debentures to December 31, 2016 from September 30, 2016, and at the same time financial covenants at September 30, 2016 were established. The company was in breach of all its financial covenants at September 30, 2016. In December 2016 the company secured an extension of the maturity date to March 31, 2017 but not a waiver to the breach of financial covenants at September 30, 2016. The company was in breach of all its financial covenants at December 31, 2016. In March 2017 the company secured an extension of the maturity date to June 30, 2017 but not a waiver to the breach of financial covenants at December 31, 2016. The company was in breach of all its financial covenants at March 31, 2017.

The new 12% debentures are secured by a general security interest over the assets of the company and its subsidiaries. If the company were to breach a financial covenant or were unable to pay its debts as they came due, it would be in default under the new 12% debentures agreement and, as a result, the new 12% debentures holders would have the right to waive the event of default, demand immediate payment of the new 12% debentures in full or modify the terms and conditions of the new 12% debentures including key terms such as repayment terms, interest rates and security. If the company is unable to secure alternative financing to repay the new 12% debentures, the new 12% debentures holders would have the right to realize upon a part or all of the security held by them.

Movement on the new 12% debentures

	Debt portion
	$
Balance at June 30, 2015	**$ 4,864,802**
Accretion charge for the year	233,971
Balance at June 30, 2016	**$ 5,098,773**
Accretion charge for the period	60,227
Balance at September 30, 2016 and March 31, 2017	**$ 5,159,000**

Stated interest charges and accretion charges with respect to the debentures are as follows:

	Period ended March 31, 2017		**Period ended March 31, 2016**	
	Stated interest	Accretion charge	Stated interest	Accretion charge
	$	$	$	$
new 12% debentures	$ 463,881	$ 60,227	$ 466,008	$ 174,444
new 12% debentures fees	$ -	$ -	$ 103,180	$ -
	$ 463,881	$ 60,227	$ 569,188	$ 174,444

9 Share capital

Authorized and Issued share capital. No change during the three and nine months ended March 31, 2017.

10 Share-based payments

Employee stock options

The company has a stock option plan for directors, officers, employees and consultants. The number of employee stock options issuable per the company's stock option plan is 16,688,546.

	Number of employee stock options	Weighted average exercise price
Outstanding and Exercisable at June 30, 2016	4,100,000	$ 0.03
Outstanding and Exercisable at March 31, 2017	1,540,000	$ 0.05
Outstanding and Exercisable at March 31, 2016	4,140,000	$ 0.03

The outstanding and exercisable employee stock options at March 31, 2017 were issued at exercise price of $0.05, and have a weighted average remaining contractual life of a year. The employee stock options expire March 2018.

The number of employee stock options available for future issuance as at June 30, 2016 and March 31, 2017 was 12,588,546 and 15,148,546 respectively.

Potentially Dilutive Securities

Upon exercise of the employee stock options exercisable as at March 31, 2017, the company is committed to issuing 1,540,000 common shares.

11 Related party transactions

Directors and Officers

In December 2013 these related parties purchased new 12% debentures (note 8), on terms and conditions applicable to the other subscribers. The holdings of debentures are tabulated:

	At March 31, 2017	At June 30, 2016
	$	$
Director, Chief Executive Officer - K. Ambrose	$ 500,000	$ 500,000
Director, Chairman of the Board of Directors - S. Burns	$ 50,000	$ 50,000
Director - W.Polley	$ 50,000	$ 50,000
Director - M. Lavine	$ 500,000	$ 500,000
Chief Financial Officer - M.Sabharwal	$ 115,000	$ 115,000
	$ 1,215,000	**$ 1,215,000**

12 Commitments and contingencies

Commitments

As at March 31, 2017, the company is committed to minimum payments with respect to existing leases for equipment and premises:

	Equipment	**Premises**	**Total**
	$	$	$
Not later than one year	$ 48,644	$ 39,742	$ 88,386
Later than one year and not later than five years	$ 28,656	$ -	$ 28,656
Total	**$ 77,300**	**$ 39,742**	**$ 117,042**

The expense related to above leases is expensed in selling and marketing, and general and administrative expenses in the consolidated statements of income.

A significant portion of the commitments for premises is for the company's head office (note 1). The lease expires on August 31, 2017.

Taxation

As of date hereof, the company does not have a decision to the notice it has filed with Canada Revenue Agency to confirm the appropriateness of the company's treatment of HST/GST for the periods subsequent to fiscal 2007.

13 Earnings per share

Basic EPS is calculated by dividing the net income (loss) for the period attributable to equity owners of the company by the weighted average number of common shares outstanding during the period.

Diluted EPS is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. The number of shares included with respect to options, warrants and similar instruments is computed using the treasury stock method.

Basic and Diluted EPS are tabulated.

	Three months ended March 31		Nine months ended March 31	
	2017	2016	2017	2016
	$	$	$	$
Net loss and comprehensive loss	$ (499,163)	$ (511,170)	$ (886,175)	$ (648,944)
Basic and Diluted EPS				
Average number of issued common shares during the period	139,071,218	139,071,218	139,071,218	139,071,218
Basic EPS	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.00)

The company's potentially dilutive common shares comprise stock options granted to employees (position as at March 31, 2017 and March 31, 2016 tabulated under note 10).

The computation for Diluted EPS for three and nine months ended March 31, 2017 and 2016 is not provided because the effect of potential exercise of the dilutive common shares would be anti-dilutive.

14 Nature of expenses

	Period ended March 31, 2017	Period ended March 31, 2016
	$	$
Direct expenses		
Covering costs of a) cardholders awards, and marketing and advertising in connection with the company's merchant based loyalty programs; b) cost of sales related to sale of aeronotes; and c) cost of sales of digital marketing services	$ 1,870,618	$ 2,251,596
Expense for provision against impaired accounts receivable and transaction credits	$ 436,360	$ 411,071
	$ 2,306,978	$ 2,662,667
Selling and Marketing, and General & Administrative		
Salaries and wages including travel	$ 3,295,931	$ 3,738,419
Professional fees	$ 337,650	$ 230,393
Facilities, processing, and office expenses	$ 599,839	$ 722,604
Other	$ 53,387	$ 35,061
	$ 4,286,807	$ 4,726,477

15 Segment reporting

The company's reportable segments include: (1) CIBC/TD program, (2) Aeroplan program and (3) Caesars program. Where applicable, corporate and other activities are reported separately as Corporate.

The CIBC/TD program relates to the merchant-based loyalty program the company developed and manages for CIBC and TD.

The company operates Aimia's Aeroplan loyalty program in the independent merchant business segment, primarily as a re-seller of aeroplan miles. The company's Aeroplan program relates to merchant based loyalty program the company developed and manages for Aimia.

Financial information by reportable segment for period ended March 31, 2017 and 2016 is tabulated.

The Chief Operating Decision Maker reviews the segment income statement. The segment assets and liabilities are not reviewed.

For the period ended March 31, 2017

	CIBC/TD program	Aeroplan program	Caesars program	Corporate	Total
	$	$	$	$	$
Revenues	5,779,719	1,092,441	30,011	33	6,902,204
Direct expenses	1,663,847	617,987	25,144	-	2,306,978
	4,115,872	474,454	4,867	33	4,595,226
Selling & marketing	1,308,539	72,796	98,262	-	1,479,597
General & administrative	2,350,693	444,311	12,206	-	2,807,210
Earnings from operations before depreciation, amortization and interest	456,640	(42,653)	(105,601)	33	308,419
Interest - loan payable	525,376	-	-	-	525,376
Interest - Non convertible debentures payable	438,876	82,953	2,279	-	524,108
Depreciation and amortization	121,512	22,967	631	-	145,110
Segment profit/(loss)	(629,124)	(148,573)	(108,511)	33	(886,175)

For the period ended March 31, 2016

	CIBC/TD program	Aeroplan program	Caesars program	Corporate	Total
	$	$	$	$	$
Revenues	7,244,286	1,212,879	69,587	45	8,526,797
Direct expenses	1,907,067	716,661	38,939	-	2,662,667
	5,337,219	496,218	30,648	45	5,864,130
Selling & marketing	1,613,671	241,168	171,886	-	2,026,725
General & administrative	2,293,696	384,023	22,033	-	2,699,752
Earnings from operations before depreciation, amortization and interest	1,429,852	(128,973)	(163,271)	45	1,137,653
Interest - loan payable	691,744	-	-	-	691,744
Interest - Non convertible debentures payable	631,786	105,777	6,069	-	743,632
Depreciation and amortization	298,396	49,959	2,866	-	351,221
Segment profit/(loss)	(192,074)	(284,709)	(172,206)	45	(648,944)

16 Comparatives

Certain of the comparative figures have been re-classified to conform to consolidated financial presentation adopted in the current year.