THE MINT CORPORATION

Management Discussion and Analysis of the Financial Position and Results of Operations for the years ended December 31, 2020 and 2019 As of May 6, 2021

Notice to Reader: This management discussion and analysis has been filed on SEDAR on May 6, 2021 dated May 5, 2021, and is hereby refiled with the new date and with nothing else changed.

The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited consolidated financial statements (the "Financial Statements") of The Mint Corporation (the "Corporation" or "Mint") as of December 31, 2020 and the accompanying notes thereto. The Corporation's Financial Statements have been prepared by management and are in accordance with International Financial Reporting Standards ("IFRS"). As a result, they have been prepared using the accounting policies consistent with IFRS and considers information available until the date. The Financial Statements and the MD&A have been reviewed by the Audit Committee and approved by the Corporation's Board of Directors on May 5, 2021. The Canadian dollar is the functional and reporting currency of Mint. All dollar amounts within this report are expressed in Canadian dollars.

In addition to reviewing this report, readers are encouraged to read the Corporation's public filings, on SEDAR at www.sedar.com.

CAUTIONARY STATEMENT ON FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements" for the purpose of applicable Canadian securities legislation. These statements reflect our management's expectations with respect to future events, the Corporation's financial performance and business prospects. All statements other than statements of historical fact are forward-looking statements. The use of the words "anticipate", "believe", "continue", "could", "estimate", "expect", "intends", "may", "might", "plan", "possible", "potential", "predict", "project", "should", "would", and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated or implied in such forward-looking statements. The forward looking information contained in this MD&A is presented for the purpose of assisting shareholders in understanding the Corporation's strategic priorities and objectives as at the periods indicated and may not be appropriate for other purposes. No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon. Circumstances affecting the Corporation may change rapidly. Except as may be required by applicable law, the Corporation does not undertake any obligation to update publicly or revise any such forward looking statements, whether as a result of new information, future events or otherwise. Unless otherwise indicated, these statements speak only as of the date of this MD&A.

Actual results could differ materially from those anticipated in forward-looking statements stated within the MD&A.

CORPORATE OVERVIEW

Mint was founded in 2004 and is a publicly listed Corporation with common shares on the Toronto Venture Stock Exchange (TSX Venture Exchange TSX-V: MIT-V.). The registered office of the Corporation is at 1700-333 Bay Street, Toronto, Ontario, M5H 2R2. The Corporation's primary business activities are through its subsidiaries and non-controlling interest entities in Dubai, United Arab Emirates ("UAE"). The Corporation is a 59% subsidiary controlled by Global Business Services for Multimedia ("GBS") and its subsidiary Mobile Communication Group LLC. ("MTG") and prior to December 31, 2019 was majority controlled by Gravitas Financial Inc. ("Gravitas"), a publicly listed Corporation on the Canadian Stock Exchange ("CSE").

The Corporation's UAE Operations are a vertically integrated prepaid card and payroll services provider with its own ATM network, payment processing platform and branded card products. Mint operates primarily through its associates in the UAE. On April 2, 2015, the Corporation finalized a management agreement (the "Management Agreement") with GBS. Under the terms of the Management Agreement, GBS is entitled to a fixed management fee of UAE Dirham ("AED") 120,000 ($36,199) per month and a variable management fee of 20% of the net income of Mint UAE Operations. The fixed management fee is payable effective May 1, 2014 and the variable management fee is payable effective January 1, 2015. In addition, GBS assumed the oversight of the day-to-day operations of the Corporation's UAE Operations. Accordingly, the Corporation lost control over the UAE Operations as of December 31, 2014, but still continues to exercise significant influence.

The Corporation's UAE Operations comprise five entities: Mint Middle East LLC ("MME"), Mint Electronic Payment Services Ltd ("MEPS"), Mint Capital LLC ("MCO") Mint Gateway for Electronic Payment Services ("MGEPS") and Hafed Holding LLC ("Hafed"). MME is 51% owned by Mint, and 49% owned by GBS. MEPS is owned 49% by MME, but is a fully controlled subsidiary of MME by virtue of a nominee agreement which provides for Board and management control to MME as well as a 100% commercial interest in the operations of MEPS. MCO is owned 100% by the Corporation. MGEPS is owned 49% by MCO and GBS owns the remaining 51%. Under the terms of a Nominee Agreement, dated June 28, 2015, GBS has nominated a 2% share of its ownership in MGEPS and related commercial interest in favour of MCO. Accordingly, MCO beneficially owns 51% of MGEPS. MGEPS owns 10% of Hafed's shares, with 49% commercial interest. The above five entities are together referred to as "Mint UAE Operations".

Mint has two Canadian subsidiaries, 2417624 Ontario Inc. (100%) and Mint Block Corp. ("MBC". 100%) which are inactive.

The Corporation's share in gains and losses of associates is recognized on the equity basis of accounting in the statements of income and comprehensive income. Associates include MME (51%), MGEPS (51%), MCO (100%) and MEPS (49% but which is a fully controlled subsidiary of MME by virtue of a nominee agreement, which provides for Board of Directors and management control to MME, plus a 100% commercial interest in the operations of MEPS, thus consolidated as a fully owned subsidiary of MME, and Hafed. All inter-Corporation balances and transactions are eliminated on consolidation.

MINT OPERATES PRIMARILY THROUGH ITS AFFILIATES IN THE UAE

Mint Middle East LLC ("MME") is a payroll card services provider facilitating an automated and secure payroll system to employers in the UAE in accordance with the Wages Protection System legislation ("WPS"). MME is recognized by the Central Bank of the UAE as a WPS third party service provider, and is sponsored by Noor Bank. MME needs a sponsoring bank to acquire a BIN ("Bank Identification Number") and to connect to the Central Bank Switch for the payroll prepaid card holders to be able to withdraw cash from ATMs through any bank in UAE. Currently the corporation is primarily issuing open loop payroll cards (UnionPay International and MasterCard) through Noor Bank.

MME manages the issuance, administration, customer support, payment processing, set-up, sponsorship and regulated reporting of the cards and related activities to government authorities. MME is incorporated in the Dubai International Financial Centre ("DIFC") and currently all the revenue generating operations are performed within MME.

Mint Capital LLC ("MCO") was formed in July 2012. MOC's sole activity is holding the Corporation's 51% interest in MGEPS.

Mint Electronic Payment Services LLC ("MEPS") was formed in July, 2012, to operate the business assets acquired from ePAY, a division of Global Business Systems for Multimedia, a UAE Corporation operating in the point of sale (POS) terminals, mobile airtime top-up and merchant network solutions business. Mint acquired, through MME, a 49% ownership interest with GBS retaining a 51% interest, but the Corporation has board and management control as well as a 100% commercial interest under a nominee agreement with GBS. MEPS is currently inactive.

Mint Gateway For Electronic Payment Services ("MGEPS") was incorporated on September 29, 2014 to carry on third-party payment processing operations.

Hafed Holdings LLC ("Hafed") was incorporated in January 2017 to provide micro-loans to its customer base. The Mint UAE Operation's payroll cards and mobile app are branded under the Hafed name. MGEPS owns 10% of Hafed's shares with 49% commercial interest. Hafed is currently inactive.

On September 27, 2019 Mint announced that Gravitas had entered into a securities purchase agreement (the "GBS/MTG Purchase Agreement") with GBS and Mobile Telecommunication Group LLC ("MTG") (the "Buyers"), and the fiduciary, acting on behalf of the beneficial holders of substantially all of Gravitas' secured debt (the "Gravitas Debtholder" and together with Gravitas) pursuant to which the Buyers would acquire: (i) 109,670,736 common shares of Mint; (ii) 16,000,000 subscription receipts exercisable for 16,000,000 common shares of Mint for no additional consideration, (iii) 11,700,000 warrants to purchase 11,700,000 common shares of Mint at an exercise price of $0.10 per share, (iv) Gravitas' interest in any outstanding loans or other indebtedness of Mint and its associates (being loans and indebtedness of approximately $13,333,559); and (v) certain securities of Mint registered in the name of or otherwise controlled by the Debtholder, all in consideration for an aggregate purchase price of $6,595,000 less certain expenses of Mint that are funded by the Buyers pursuant to the Funding Agreement prior to closing (the "Transaction"). The common shares being purchased represented 56% of the outstanding common shares of Mint on a non-diluted basis (59% if the subscription receipts were to be exercised for no additional consideration).

Mint also announced that the Buyers, Mint, MME, MCO AND MGEPS had entered into an interim funding agreement under which the Buyers agreed to provide funding to negotiate, compromise and settle the outstanding payables owing by Mint and to fund the costs and expenses associated with the operation of Mint and its subsidiaries until the earlier of the closing of the Transaction and the termination of the Purchase Agreement. All amounts advanced under the Funding Agreement would become an unsecured, non-interest-bearing loan owing by Mint and its subsidiaries to the Buyers. That loan would become due one year and one day after the earlier of the closing of the Transaction and the termination of the GBS/MTG Purchase Agreement.

The closing of the Transaction was conditional upon the satisfaction of various closing conditions, including the parties receiving all necessary shareholder, TSX Venture Exchange and third-party consents, approvals and authorizations. The Transaction constituted a "change of control" of Mint within the meaning of that term under TSX Venture Exchange policies. On November 15, 2019 the TSX Venture Exchange advised the Corporation that it did not object to the change of control.

The effect of these transactions is that, as of December 31, 2019, GBS and MTG collectively acquired all of the Mint common shares held by Gravitas (103,957,827 common shares) from Gravitas such that Gravitas is no longer a shareholder of Mint. Also, as of December 31, 2019, MTG acquired all of the various debts of the Corporation which were formerly owed to Gravitas.

On January 6, 2020, GBS and MTG collectively acquired from the Gravitas Debtholder:

(i) 5,712,909 common shares of Mint,

(ii) 16,000,000 subscription receipts of Mint exercisable for 16,000,000 common shares for no additional consideration, and

(iii) 11,700,000 warrants of Mint to purchase 11,700,000 Common Shares at an exercise price of $0.10 per share.

On February 4, 2020, MME and MGEPS (collectively "Mint UAE" and "seller") have entered into a binding asset sale agreement to divest its direct payroll disbursement service business through its payroll card portfolio in the UAE to Edenred Prepaid Cards Management Services LLC ("Edenred"). Edenred, a leading payroll disbursement and card provider in the UAE, is a party at arm's length to the Corporation and Mint UAE. Mint UAE will remain focused on launching other payment card processing and prepaid card products across multiple verticals including gift, prepaid, multi-currency and other industry segments excluding payroll cards, and merchant services.

The terms of the transaction involved the sale of the Sellers' database, the right to solicit payroll disbursement services to the customers, and business information and records. The Sellers agreed to assist Edenred in signing the Sellers' customers to Edenred contracts, and in the event a customer declined to become an Edenred customer, the Sellers' have agreed to terminate the customer contract at the earliest time and not provide any services during the three year non-compete period. In addition, GBS and Mr. Abdul Razzak, an advisor to GBS, agreed to the same three-year non-compete restriction. The transaction involves a transition period of up to eight months to migrate customers to Edenred. The non-compete condition does not restrict the Sellers from providing other business services to the existing Mint UAE customers.

Pursuant to the terms of the agreement, Mint UAE is entitled to receive aggregate cash consideration of up to AED 102,750,000 (approximately $36,600,000), comprised of an initial payment of AED 82,750,000 (approximately $29,500,000), a second cash payment of AED 5,000,000 (approximately $1,800,000) offset by an AED 5,000,000 bank guarantee and a performance-based maximum additional cash payment of up to AED 20,000,000 (approximately $7,100,000) based on the success of the migration of the card portfolio. Mint UAE received the initial payment, less investment advisory fees, on January 26, 2020 as a result of the satisfaction of certain conditions precedent to the transaction. On January 30, 2020, Mint UAE provided the AED 5,000,000 bank guarantee as stipulated in the agreement, and on March 14, 2020, Mint UAE received AED 5,000,000 representing the second payment.

In anticipation of the closing of the transaction, Mint, GBS and MTG executed an amended Trust Indenture Agreement dated December 19, 2019 to become effective once the GBS/MTG purchase transaction had closed. The amendment removed the change of control provision, replaced the issuance of subscription receipts in settlement of interest with the issuance of common shares, and obtained agreement from GBS and MTG to undertake whatever actions necessary to make these changes effective as of December 31, 2019. Despite the execution of this amendment, the Corporation's trust agent required the execution of a revised amendment which was signed on April 6, 2020.

Going concern

The Corporation has incurred several years of losses and as at December 31, 2020, has a cumulative deficit of $76,252,646 (December 31, 2019 - $74,872,716); working capital deficit of $8,733,831 (December 31, 2019 – $7,030,344); negative cash flow from operations for the year ended December 31, 2020 of $27,435 (2019 - $1,713,381); and has a shareholders' deficiency of $23,482,153 (December 31, 2019 - $23,210,066).

The Corporation will need to secure additional financing in order to meet the Corporation's requirements for funding of the business plan and pay its obligations as they come due. There is no assurance that these initiatives will be successful. These conditions represent material uncertainties that may cast significant doubts about the Corporation's ability to continue as a going concern. The financial statements do not reflect adjustments to the carrying value of assets and liabilities or reported expenses and balance sheet classifications that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

The Corporation's ability to continue as a going concern has always depended on the ability of management to raise capital and issue debt in the market. The outcome of these initiatives cannot be predicted at this time.

In the short term, the Corporation's focus is on supporting the market development of the UAE Operations given Mint's significant investment to date in the development of a versatile, full-stack technology platform, the existing base of customers, and the untapped market opportunities with underserved businesses and consumers. Within Mint UAE, there are four main areas of focus for 2020:

1) Completion of the sale of Mint UAE's payroll disbursement in the UAE. While the transaction had an initial closing in January, 2020, there is considerable work required to migrate Mint UAE's existing payroll customers to the new buyer. This migration period is expected to be done within the year. Given the importance of this sale transaction, the successful migration of the customers will be a primary focus on the Mint UAE operations in 2020. The Mint Corporation will provide management assistance to the Mint UAE team if needed for this migration;

2) Managing the business through the impact of COVID-19. The pandemic is impacting businesses throughout the UAE and globally. The Mint UAE companies are actively managing their operations, revenues and expenses in light of the challenges and uncertainties;

3) Strategic planning for the launch of new products and services. In addition to its current payroll disbursement card services (currently being migrated out) and bill payments services (via the mobile app), Mint UAE has been developing various card products (e.g. prepaid cards, multicurrency, loyalty cards), merchant services (e.g. inventory management, accounting, bulk buying), insurance brokerage and salary advance programs. Management is reviewing its strategic plans around the timing and rollout plans for these products and services based on evolving market conditions associated with COVID-19 and market changes within the UAE; and

4) Continue to enhance the technology capability by enhancing current technology platform that includes card management and processing, merchant management services and payment gateway. In addition, the Corporation is working on procuring a digital banking platform.

Mint has not yet generated operating profits. Long-term continuance of the Corporation's operations is dependent upon achieving profitable operations and, until that occurs, the Corporation will rely on additional equity or debt financing from various sources which could include funding from its affiliates, its majority shareholder or financing sources in Canada.

The Corporation has initiated measures to reduce its operating costs, including staff and salary reductions and reduction of discretionary spending. Mint will need to secure additional financing to meet the Corporation's requirements for funding of the business plan and pay its obligations as they come due. There is no assurance that these initiatives will be successful. These circumstances lead to significant doubt as to the ability of the Corporation to meet its obligations as they become due and, accordingly, the ultimate appropriateness of use of the accounting principles applicable to a going concern.

In 2021 the Corporation has signed an LOI to restructure basically all its debts payable, see the subsequent events below. The closing of the transaction would greatly improve the financial position of the Corporation.

Achievements during 2019-2020

The key objectives achieved during 2019-2020 related to:

- On January 8, 2019, the Corporation announced that MGEPS had signed an agreement to acquire the payroll card portfolio of a UAE-based financial institution delivering payroll to about 100,000 workers.
- On February 21, 2019, the Corporation announced that MGEPS had successfully migrated over 100,000 payroll card accounts onto its payment platform. These accounts pertained to the acquisition of a card portfolio announced in October 2018.
- On March 13, 2019, the Corporation completed a $500,000 equity financing (as described in note 12(e) below)
- On April 9, 2019, MME announced the launch of a multi-currency travel card for consumers and an online identity verification solution to assist businesses meet their Know Your Client ("KYC") requirements.
- On May 27, 2019, MME announced the launch of GoMart, its online marketplace which utilized Mint UAE's payment platform. The service was launched with an initial focus on grocery and convenience stores who are currently underserved in the marketplace.
- From April, 2019 to December 31, Mint was involved in the process by which its majority shareholder sold its ownership in Mint and various debt obligations to GBS. During this period Mint was managed with limited financial resources. On December 31, 2019, GBS acquired its ownership interest from Gravitas and MTG acquired all of the Mint debt held by Gravitas.
- Mint negotiated settlement of payables and Series 2018N promissory notes resulting in a gain on settlement of $562,225.
- In January, 2020, Mint UAE negotiated the sale of the payroll card portfolio to Edenred, as described above. Transition of existing Mint UAE customers to Edenred is proceeding.
- During the year 2020, the Corporation received funds from MME and recorded a $801,635 recovery of advance to MME that was written of by the Company in the years before 2020.
- Mint UAE is currently working on the launch of new products and services.

Corporate Strategy and Outlook for 2020-2021

Mint has significantly enhanced its capabilities including its technological infrastructure, human resource capabilities and established new compliance procedures and processes to meet rigorous certification standards. The Corporation has achieved a number of operational milestones including PCI-DSS compliance, connectivity with MasterCard and Union Pay International global payment networks, connectivity to the UAE Central Bank switch and launch of a mobile app.

Mint has a fully certified global payments platform that is the foundation to build a scalable and globally competitive business. The Corporation is at an inflection point to add new customers and products and offer value added services to our customers in a seamless and frictionless manner. Mint is continuing to pursue this strategy.

The transition of Mint, from a program manager on the front-end of card issuing business relying on third parties to do the processing, to being a full service card issuing, processing and acquiring platform is a game changer in terms of the scale and scope of offerings that Mint can bring to the market place. Following the divestiture of the payroll card business, Mint will shift its strategic focus from the payroll card product focused on unbanked migrant workers to launching a digital banking platform that can be offered both as a white label product offering for other banks and or financial institutions and as a direct service to personal and small business clients. This digital banking platform in conjunction with our card management platform, payment gateway and merchant management platforms will round out Mint's technology across the full spectrum to service banks, small business clients and personal clients. The initial focus will be on UAE market and then to expand regionally and into North America. Given the range of technology now available and being developed Mint has the flexibility to develop and focus on the unique needs of each market.

Mint's equity partner in its Middle East operating affiliates GBS is also now the majority owner of Mint and the owner of debentures issued by Mint after the change of control in Mint. Over the years the Company has advanced funds to the Mint UAE operations as loans whereas Mint borrowed these funds from the Series A secured debenture holder which is now GBS. Mint has initiated discussions with GBS to restructure its debt obligations to eliminate against receivables from Mint UAE. GBS now owning the Series A debentures issued by Mint has given a unique opportunity to address these structural matters. Mint's advances to UAE entities have been written off in Mint's financial statements. The Management of the Company views this as another area of focus during 2021 as this can further enhance the financial status of Mint. Mint's management believes this balance sheet restructuring will help public markets to better reflect the intrinsic value of Mint's interest in its UAE subsidiaries and can potentially lead to Mint being able to consolidate the revenue from the UAE subsidiaries, another step in enhancing the value of Mint in the public markets. Mint has not paid interest for the second and third quarter for the Series A debentures given the ongoing discussions with GBS towards settling or restructuring the Series A debentures. However, there is no assurance that Mint will be successful in these discussions to restructure the debt obligations.

Key Performance Drivers for Success

Human Capital

The most fundamental factor to our success is the intellectual capital Mint has in its employees. The Corporation has a dedicated and talented group of individuals. Within the financial constraints of a small Corporation in an emerging market, Mint monitors and adjusts the compensation it pays.

Markets

Mint's performance will be in part driven by the pace and rate of adoption of alternative financial services products. Given the diversified product set offered by Mint, there are many opportunities which can be managed from our base in the United Arab Emirates. Our target markets are the personal and small business clients along with Banks/Financial Institutions in the UAE, the Middle East / North Africa region ("MENA") and North America.

Financial Condition
Mint has not yet achieved profitability on operations. Management remains focused on achieving profitability through a combination of new contracts, the deployment of new services, and expansion of Mint's business platform into new markets.

Innovation and Leadership
The technology and program management are the major driving forces behind evolution. Mint believes that new technology partnerships and the ability to deliver relevant and reliable programs will be built and enhanced so that we can expand our range of service offerings and increase our customer base to a larger section of the population.

Subsequent events

(a) Subsequent to December 31, 2020, the Corporation has signed a Letter of Intent in connection with a series of transactions (the "Proposed Transactions") pursuant to which the Corporation, MTG, GBS, and Mint UAE intend to enter into a restructuring and repayment arrangement in respect of all outstanding debt owing amongst and as between these entities. Under the Letter of Intent, the Corporation will settle the Series A debentures payable, due to related parties and term loans for a cash payment of US$10 million, and the Corporation would receive US$11 million from Mint UAE operations as part of payment for accounts receivable, which were earlier written off, of approximately CAD $50 million. There are various conditions to the closing of the Proposed Transaction, including signing of a Definitive Agreement, approvals from TSXV if required and approval from shareholders if required.

(b) COVID-19 Outbreak

In 2020, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. The outbreak has also impacted the Corporation's operations in the United Arab Emirates and restrictions on business operations have been put in place by UAE government authorities. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Corporation and its UAE operations as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak may cause reduced customer demand as Mint's UAE customers reduce their staff levels, and accordingly, Mint UAE may process fewer payroll disbursement transactions and related card transactions, all of which may negatively impact Mint UAE's business and financial condition. It is also uncertain what measures, if any, will be required by the Mint UAE entities to adjust business costs and staff levels based on the extent and duration of the impacts of COVID-19.

CORPORATE RESULTS

Summary
The past three years were a difficult transition period as the Corporation underwent a significant financial and organizational restructuring to refinance the Corporation and position it for future growth. However, we believe that our progress so far is very encouraging as the sale of the Mint UAE payroll portfolio has generated cash to support the development and introduction of new products and services.

Changes to accounting policies

New Standards

The Company has adopted the following new accounting standards from January 1, 2020. Adoption of the following standards has no material impact on the financial statements.

a) IAS 1 – Presentation of Financial Statements ("IAS 1") The amendments clarify and align the definition of 'material' and provide guidance to help improve consistency in the application of that concept whenever it is used in IFRS standards.

b) IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") The amendments clarify and align the definition of 'material' and provide guidance to help improve consistency in the application of that concept whenever it is used in IFRS standards.

c) IFRS 3 – Definition of a Business. The amendments confirmed that a business must include inputs and a process, and clarified that the process must be substantive; and the inputs and process must together significantly contribute to creating outputs. The amendments narrowed the definitions of a business by focusing the definition of outputs on goods and services provided to customers and other income from ordinary activities, rather than on providing dividends or other economic benefits directly to investors or lowering costs; and added a test that makes it easier to conclude that a company has acquired a group of asset, rather than a business, if the value of the assets acquired is substantially all concentrated in a single asset or group of similar assets.

d) IFRS 7 – Financial Instruments Disclosures, IFRS 9 – Financial Instruments & IAS 39 Financial Instruments – Recognition and Measurement. Interest Rate Benchmark Reform: the amendments to IFRS 9, IAS 39 and IFRS 7 amend requirements for hedge accounting to support the provision of useful financial information during the period of uncertainty caused by the phasing out of interest-rate benchmarks such as interbank offered rates (IBORs) on hedge accounting. The amendments modify some specific hedge accounting requirements to provide relief from potential effects of the uncertainty caused by the IBORs reform. In addition the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties.

Standards, amendments, and interpretations Issued but not yet adopted

New and amendments to IFRSs in issue but not yet effective except for the above, the Corporation has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17 Insurance Contracts - Effective for annual periods beginning on or after January 1, 2023
Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture - Effective for annual periods beginning on or after a date to be determined.

The management is currently assessing its impact of adopting these amendments and don't expect material impact on the consolidated financial statements in the foreseeable future.

Selected Consolidated Financial Information

		December 31, 2020	December 31, 2019	December 31, 2018
Net (loss) income	$	(1,379,930)	(5,246,163)	37,264,856
(Loss) gain per share, basic/diluted	$	(0.007)/(0.007)	(0.027)/(0.027)	0.204/0.188
Cash and cash equivalent	$	21,819	93,758	174,068
Total current assets	$	75,910	119,998	224,141
Total assets	$	2,740,742	119,998	224,141
Total current liabilities	$	8,809,741	7,150,342	6,768,814
Total liabilities	$	26,222,895	23,330,064	19,235,510

Results of Continuing Operations

The following table sets out certain unaudited financial information for the last eight quarters:

In thousands	2020				2019			
	Q4 $	Q3 $	Q2 $	Q1 $	Q4 $	Q3 $	Q2 $	Q1 $
Net income (loss)	(1,574)	(2,455)	(1,210)	3,859	(608)	(1,313)	(1,447)	(1,879)
Basic and diluted net income (loss) per share	(0.009)	(0.012)	(0.006)	0.020	(0.003)	(0.007)	(0.007)	(0.010)

Comparison of the years ended December 31, 2020 and 2019

The table below sets forth data from our statements of operations for the twelve months ended December 31, 2020 and 2019.

General and administrative (“G&A”) expenses for the year ended December 31, 2020 were $653,437, comparing to $1,274,215 in the same period of 2019 due to lower staff costs, directors’ fees, travel and investor relations expenses. Stock-option expense decreased from $547,466 In 2019 to $9,431 as no options were granted during the current quarter and only a small number of options vested during the year. Mint reported a share of gain from Investment in Mint UAE Operations of $2,664,832 during the year ended December 31, 2020 as the Corporation recognized its share of the income of the Mint UAE entities. The Mint UAE entities reported a profit, attributable to the gain on the sale of payroll card portfolio to Edenred. In the year 2019, Mint recorded a loss of $288,718 on working capital provided during that year to Mint UAE. In the year 2020 Mint recorded a $801,365 of income on recovery of part of the advances of working capital to Mint UAE for the years before 2020.

Financing costs consist of interest and accretion costs on outstanding debentures and loans. Accretion is calculated on the outstanding debentures such that the total accretion and interest expense recorded in each year is at the effective interest rates on these debentures. Financing costs during the year ended December 31, 2020 of $4,221,863, were higher than $3,695,883 in the same year in 2019 as interest on the Series A debentures did not commence until October 1, 2019 following the interest-free period.

	2020 $	2019 $
Share of gain (loss) from Investment in Mint UAE Operations	**2,664,832**	(288,718)
General and administrative expenses	**(653,437)**	(1,274,215)
Stock-based compensation	**(9,431)**	(547,466)
Recovery of advance to Mint UAE Operations	**801,635**	-
Gain on settlement of creditors	**38,334**	562,225
Total operating gain / (expenses)	**2,841,933**	(1,548,174)
Financing costs	**(4,221,863)**	(3,695,883)
Foreign exchange loss	**-**	(2,106)
Net loss and comprehensive loss	**(1,379,930)**	(5,246,163)
Weighted average number of common shares outstanding - basic and diluted (000s)	**199,689**	196,169
Basic and diluted loss per share	**(0.007)**	(0.027)

Share of loss of Associates

As at December 31, 2020, the carrying value of the investment in Mint UAE Operations is as follows:

	$
Balance, January 1, 2019	-
Add: Additional working capital funds invested	288,718
Share of results of associates for the period	(288,718)
Balance, December 31, 2019	-

	$
Balance, January 1, 2020	-
Share of results of associates for the period	2,664,832
Balance, December 31, 2020	**2,664,832**

A summary of financial information of associates is as follows:

Balance sheet at December 31, 2020	MME $	MEPS $	MCO $	MGEPS $	Hafed $	Total $
Current assets	17,414,735	37,514	7,182	185,344	310,514	17,955,289
Non-current assets	377,259	-	-	2,575,749	97,878	3,050,886
Current liabilities	6,313,532	10,621	2,190,954	8,024,256	471,298	17,010,661
Non-current liabilities	21,964,860	12,725	-	8,062,194	-	30,039,779

Balance sheet at December 31, 2019	MME	MEPS	MCO	MGEPS	Hafed	Total
	$	$	$	$	$	$
Current assets	2,164,810	40,244	13,752	7,884,453	318,687	10,421,946
Non-current assets	662,183	-	-	3,564,653	100,476	4,327,312
Current liabilities	13,329,954	10,903	2,175,269	10,650,593	483,812	26,650,531
Non-current liabilities	23,598,516	14,796	-	8,467,403	-	32,080,714

Included in the current liabilities as of December 31, 2020 were $2,025,553 (AED 5,845,752) (2019 - $2,079,333, AED 5,845,752) due to the Corporation; included in the non-current liabilities were $29,122,118 (AED 84,046,51) (2019 - $30,678,383; AED 86,247,915) due to the Corporation. Also included in the current liabilities as of December 31, 2020 were $7,418,082 (AED21,408,607) (2019 - $7,324,654; AED 20,592,225) owed to MTG. Included in the current assets as of December 31, 2020 were $3,597,033 (AED 10,381,047) (2019 - $nil) receivable from GBS and its associates. Included in the current liabilities were $103,354 (AED 298,281) (2019 - $731,680; AED 2,054,014) payable to GBS and its associates.

Statement of income (loss) for the year ended December 31, 2020	MME	MEPS	MCO	MGEPS	Hafed	Total
	$	$	$	$	$	$
Operating revenue	1,836,926	-	-	448,892	-	2,285,818
Operating costs	(7,464,104)	-	(13,649)	(814,705)	-	(8,292,458)
Finance costs	(31,069)	-	-	(11,450)	-	(42,519)
Depreciation and amortization	(316,066)	-	-	(1,042,019)	-	(1,358,085)
Net operating revenue	(5,974,313)	-	(13,649)	(1,419,282)	-	(7,407,244)
Gain on Edenred transaction, net of costs	23,466,502	-	-	-	-	23,466,502
Net gain/(loss)	**17,492,189**	**-**	**(13,649)**	**(1,419,282)**	**-**	**16,059,258**
Mint Corp share of income/(loss)	**8,702,012**	**-**	**(6,961)**	**(723,833)**	**-**	**7,971,218**

Statement of income (loss) for the year ended December 31, 2019	MME	MEPS	MCO	MGEPS	Hafed	Total
	$	$	$	$	$	$
Revenues	5,192,623	-	-	519,014	-	5,711,637
Other operating income	34,807	-	-	84,668	-	119,475
Operating costs	(7,475,631)	-	(22,261)	(540,474)	(2,702)	(8,041,068)
(Impairment)/reversal of financial assets	(171,621)	-	-	6,946,247	-	6,774,626
Finance costs	(209)	-	-	(293,909)	-	(294,118)
Depreciation and amortization	(453,699)	-	-	(998,951)	-	(1,452,650)
Net loss	**(2,873,730)**	**-**	**(22,261)**	**5,716,595**	**(2,702)**	**2,817,902**

In 2018, the Mint UAE entities implemented International Financial Reporting Standards (IFRS) 9 whereby each Mint UAE company assessed the value ascribed to their financial assets, including the value recorded of receivables from other Mint UAE companies on an individual company basis rather than on Mint UAE Operations basis. Based on the financial condition of each Mint UAE company, each company made a provision for the intercompany receivable and the provisions are reflected in the impairment of financial assets shown in the table above. In 2019, the Mint UAE companies conducted a write back of allowances for expected credit losses on amounts due from related parties.

In accordance with equity accounting guidelines under IAS 28 – Investments in Associates and Joint Ventures, in each accounting period the Corporation recognizes its share of losses in each Mint UAE entity but only up to the amount of working capital invested by the Corporation during that period. Any unrecognized share of losses is accumulated for potential use in subsequent periods. In a period in which an entity has a profit, the Corporation first applies the current period's share of profit against any accumulated unrecognized share of losses, and only after all unrecognized share of losses have been used does the Corporation report any remaining share of profits.

As of January 1, 2020, the Corporation had $5,306,386 in accumulated unrecognized share of losses from Mint UAE entities from prior years. During the year 2020, the Corporation did not advance any working capital to the Mint UAE entities and the Corporation's share of income from the Mint UAE entities totaled $7,971,218. As a result, the Corporation's share of income has eliminated the accumulated unrecognized share of losses from previous periods, and the remaining $2,664,832 has been recorded as the Corporation's share of income from the Mint UAE entities for the year ended December 31, 2020, and the Corporation has recorded the same amount as an Investment in Mint UAE Operations in Non-current assets.

Sale of Payroll Card Portfolio to Edenred and Gain on Sale

On January 16, 2020, MME and Mint Gateway ("the Sellers") entered into an agreement with Edenred to acquire the payroll card portfolio, as previously described in Note 1 to the financial statements.

In valuing the gain on the transaction, Mint UAE management determined that the assets transferred had negligible book value as no physical assets were sold and there was no value of goodwill and customer contracts as they had been fully amortized (prior to 2018). In addition, as Mint UAE's technology and intellectual property is applicable to various payment processing applications and not specific to payroll disbursement services, the Sellers have not impaired the carrying value of software and software under development.

Edenred made an initial payment of AED 82,750,000 as consideration for the acquisition of the payroll card portfolio from MME and Mint Gateway ("the Sellers"). A subsequent payment of AED 5,000,000 was received March 14, 2020; however, this payment required a corresponding AED 5,000,000 bank guarantee in favour of Edenred which the Sellers put into effect on January 30, 2020. The Sellers are entitled to additional compensation in the event that certain performance measures are achieved, and conversely, the Sellers may be subject to a clawback of a portion of the subsequent payment if the number of payroll cards transferred fails to meet a minimum threshold. The guarantee will be released upon the Sellers satisfying various conditions. The Sellers had engaged an M&A advisory firm to facilitate the transaction and an advisory fee was paid to that firm on closing from the initial payment. In addition, under the Management Agreement between the Corporation and GBS, GBS is entitled to a 20% variable management fee on the net income of the Mint UAE entities. The Sellers have recorded a gain during the year ended December 31, 2020 of AED 63,149,897 (C$23,466,502).

Liquidity and Financial Resources

The Corporation has incurred several years of losses and as at December 31, 2020, has a cumulative deficit of $76,252,646 (December 31, 2019 - $74,872,716); working capital deficit of $8,733,831 (December 31, 2019 – $7,030,344); negative cash flow from operations for the year ended December 31, 2020 of $27,435 (2019 - $1,713,381); and has a shareholders' deficiency of $23,482,153 (December 31, 2019 - $23,210,066). The Corporation has a liquidity concern.

Cash flows used in Operating Activities
During the year ended December 31, 2020, cash used in operating activities was $27,435 (2019 - $1,713,381). Cash used in operations was primarily the result of the general and administrative expenses incurred at the corporate office.

Cash flow used in Investing Activities
During the year ended December 31, 2020, the Corporation made no advances to the Mint UAE Operations (2019 - $288,718).

Cash flows from Financing Activities
During the year ended December 31, 2020, the Corporation obtained $nil (2019 - $917,747) in advances from Mint UAE entities and used $44,504 (2019 - $286,395) to repay the promissory notes payable. In the year ended December 31, 2019 the corporation obtained $790,437 cash from a term loan, and raised $500,000 cash by issuing of common shares.

Mint is still implementing its revised business model and has not yet generated operating profits. Long-term continuance of the Corporation's operations is dependent upon achieving profitable operations and, until that occurs, will rely on additional equity or debt financing. The Corporation's ability to continue as ongoing concern has always depended on the ability of management to raise capital and issue debt in the markets, or obtain funding from its majority owner or affiliates, and this continues to be the case.

Due to cash constraints, the Corporation was unable to pay the principal and accrued interest at maturity on the Series 2018N promissory notes. In December, 2019, Mint negotiated a settlement with the Series 2018N promissory noteholders for less than the full amount of the principal and interest. The noteholders agreed that the aggregate principal and accrued interest owing on the notes totaled $413,198 and agreed to settle this amount by way of cash payments totaling $330,899, of which $286,395 was paid in 2019. In January, 2020 the Corporation paid the remaining balance of $44,504.

On March 13, 2019, the Corporation completed the sale of 5,000,000 units (the "Units") at a price of $0.10 per Unit, for gross proceeds of $500,000. Each Unit consists of one common shares and one-half common share purchase warrant. Each whole warrant is exercisable for one common share during the period ending March 13, 2021 for an exercise price of $0.20. The grant date fair value of these warrants of $124,332 was determined using the Black-Scholes model with the following assumptions: an expected volatility of 159%; a risk-free rate of 1.67%; an expected life of 2.0 years; no expected dividend; and a share price of $0.11.

During the year ended December 31, 2019 no warrants were exercised and a total of 19,869,530 warrants with a weighted average exercise price of $0.22 expired. During the year ended December 31, 2020, no warrants were exercised and no warrants expired.

On September 27, 2019 Mint announced that Gravitas had entered into a securities purchase agreement (the "GBS/MTG Purchase Agreement") with GBS and Mobile Telecommunication Group LLC ("MTG") (the "Buyers"), and the fiduciary, acting on behalf of the beneficial holders of substantially all of Gravitas' secured debt (the "Gravitas Debtholder" and together with Gravitas) pursuant to which the Buyers would acquire: (i) 109,670,736 common shares of Mint; (ii) 16,000,000 subscription receipts exercisable for 16,000,000 common shares of Mint for no additional consideration, (iii) 11,700,000 warrants to purchase 11,700,000 common shares of Mint at an exercise price of $0.10 per share, (iv) Gravitas' interest in any outstanding loans or other indebtedness of Mint and its associates (being loans and indebtedness of approximately $13,333,559); and (v) certain securities of Mint registered in the name of or otherwise controlled by the Debtholder, all in consideration for an aggregate purchase price of $6,595,000 less certain expenses of Mint that are funded by the Buyers pursuant to the Funding Agreement prior to closing (the "Transaction"). The common shares being purchased represented 56% of the outstanding common shares of Mint on a non-diluted basis (59% if the subscription receipts were to be exercised for no additional consideration).

Mint also announced that the Buyers, Mint, MME, MCO AND MGEPS had entered into an interim funding agreement under which the Buyers agreed to provide funding to negotiate, compromise and settle the outstanding payables owing by Mint and to fund the costs and expenses associated with the operation of Mint and its subsidiaries until the earlier of the closing of the Transaction and the termination of the Purchase Agreement. All amounts advanced under the Funding Agreement would become an unsecured, non-interest-bearing loan owing by Mint and its subsidiaries to the Buyers. That loan would become due one year and one day after the earlier of the closing of the Transaction and the termination of the GBS/MTG Purchase Agreement.

The closing of the Transaction was conditional upon the satisfaction of various closing conditions, including the parties receiving all necessary shareholder, TSX Venture Exchange and third-party consents, approvals and authorizations. The Transaction constituted a "change of control" of Mint within the meaning of that term under TSX Venture Exchange policies. On November 15, 2019 the TSX Venture Exchange advised the Corporation that it did not object to the change of control.

The effect of these transactions is that, as of December 31, 2019, GBS and MTG collectively acquired all of the Mint common shares held by Gravitas (103,957,827 common shares) from Gravitas such that Gravitas is no longer a shareholder of Mint. Also, as of December 31, 2019, MTG acquired all of the various debts of the Corporation which were formerly owed to Gravitas.

On January 6, 2020, GBS and MTG collectively acquired from the Gravitas Debtholder:

(iv) 5,712,909 common shares of Mint,

(v) 16,000,000 subscription receipts of Mint exercisable for 16,000,000 common shares for no additional consideration, and

(vi) 11,700,000 warrants of Mint to purchase 11,700,000 Common Shares at an exercise price of $0.10 per share.

As a result of these transactions, all debts of the Corporation, except for trade payables, are due to related parties

Due to cash constraints, the Corporation was not able to pay the accrued interest of the Series A debentures for the period from October 1, 2019 to September 30, 2020. On November 20, 2020 the Corporation issued 19,918,257 common shares of the Corporation to settle the interest payment of $995,913 for the period from October 1, 2019 to March 31, 2020.

In addition, on November 20, 2020 the Corporation issued 2,816,640 common shares of the Corporation to settle $140,832 due to related parties under the Mint Deferred Compensation Plan,

Summary

The cash proceeds received by the Mint UAE entities in January, 2020 from the sale of Mint UAE's payroll disbursement portfolio has provided capital to execute on a number of new product initiatives. While the Corporation remains dependent on financings from its majority shareholder, the Mint UAE entities, or external sources, the Corporation has reduced its cash requirements through a reduction in expenses. In addition, Mint currently does not expect that the Mint UAE entities will require funding from Mint as in previous years.

SUMMARY OF CONTRACTUAL OBLIGATIONS

The cash obligations related to the Corporation's financial liabilities as at December 31, 2020 are:

	Less than 1 year	More than 1 year	Total
Trade payables and accruals	106,774	-	106,774
Due to related parties	6,408,435	-	6,408,435
Series A debentures - secured, at face value	1,504,095	20,000,000	21,504,095
	8,019,304	20,000,000	28,019,304

Most of current liabilities are past due. The above table includes the $20,000,000 face value of the Series A debentures due at maturity on December 31, 2021. The table does not include Mint's obligations for office space. On January 7, 2020, the Corporation entered into an agreement with Gravitas Ilium Corporation ("GIC") for the lease of office space for the period January 1, 2020 to May 31, 2021 at a monthly amount of $2,762 plus HST.

Contingency

In the course of operating the business, the Corporation may from time to time be subject to various claims or possible claims. Management is of the opinion that there are no claims or possible claims that if resolved would either individually or collectively result in a material adverse impact on the Corporation's financial position, results of operations or cash flows. These matters are inherently uncertain and management's view of these matters may change in the future.

OFF BALANCE SHEET ARRANGEMENTS

The Corporation does not have any off-balance sheet arrangements.

FINANCIAL INSTRUMENTS

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. However, a variation of interest rates would not significantly affect results or equity of the Corporation as its interest-bearing financial instruments are all fixed-rate instruments.

Credit risk

The Corporation is exposed to credit risk in its cash and cash equivalents, other receivables and investment in Mint UAE Operations. The Corporation does not use credit derivatives or similar instruments to mitigate this risk and, as such, the maximum exposure is the full carrying value or face value of the financial instruments. The Corporation minimizes credit risk on cash by depositing with only reputable financial institutions. The Corporation monitors the cash flows and financial position of its investment in vMobo to mitigate this risk.

Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they come due. The Corporation currently settles all of its financial obligations out of cash or issuances of debt and equity instruments. The Corporation's approach in managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its obligations when due, under both normal and stress conditions, without incurring unacceptable losses or risking damages to the actual and budgeted cash flows. The Board reviews and approves the Corporation's operating and capital budgets, as well as any material transactions out of the ordinary course of business, including proposals on mergers and acquisitions or other major investments or divestitures. In recent years, the Corporation has financed its activities mainly through equity offerings, and debenture issuances [See also *note 1 Going concern of the consolidated financial statements for 2020*].

During 2020 the Corporation managed its liquidity risk through tight control over spending and advances from the MINT UAE entities as well as renegotiating repayment terms on due payables.

Currency risk

Currency risk arises from financial instruments that are denominated in a currency other than the Canadian dollar. The Corporation's business operations are located principally in the Middle East and almost all of its revenue is in UAE Dirham. The Corporation is exposed to the risk that the value of its financial instruments will fluctuate due to changes in exchange rates.

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Corporation believes the following movements are reasonably possible over a twelve-month period: (a) interest rate risk is minimal as its promissory notes, convertible debentures and debentures are at fixed rates, and (b) exposure to foreign exchange risk is nil as the Corporation did not hold balances in foreign currencies as of December 31, 2020.

Limitations of sensitivity analysis

The above analysis demonstrates the effect of change in foreign exchange rates. The financial position of the Corporation may vary at the time those changes in foreign exchange rates occur, causing the impact on the Corporation's results to differ from that shown above.

OUTSTANDING SHARE DATA

Mint is listed on the TSX Venture Exchange under the trading symbol "MIT". As of May 4, 2021:

- 219,876,726 common shares of the Corporation issued and outstanding;
- 14,200,000 common share purchase warrants were outstanding, exercisable at a weighted average exercise price of $0.12 into new common share of the Corporation on a one-for-one basis;
- 16,000,000 subscription receipts, exercisable at no cost into 16,000,000 common shares were outstanding and
- 4,425,000 stock options were outstanding at a weighted average price of $0.17.

RELATED PARTY TRANSACTIONS

Key management personnel and directors include the Corporation's Chief Executive Officer, Chief Financial Officer, former Chief Financial Officer, and members of the Board of Directors. The compensation paid or payable to key management and outside directors are included in general and administrative expenses on the statement of gain and comprehensive gain. For the year ended December 31, 2020, these totaled $236,888 (2019 - $439,500).

During the year ended December 31, 2020, management and consulting charges paid to GBS in connection with the Management Agreement aggregated $525,312 or 1,440,000 UAE Dirham ("AED") [2019 - $521,136 or 1,440,000 AED] were incurred and recorded 75% in MME and 25% in MGEPS and are included in the Corporation's share of losses of associates on the statements of loss and comprehensive loss.

Due to related parties

Due to related parties comprises of the following balances:

		December 31, 2020 $	December 31, 2019 $
Debenture payable to MTG	(a)	2,340,514	2,186,174
Promissory notes payable to MTG	(b),(e)	516,086	496,251
Loan payable to GBS	(c)	424,999	424,999
Loans payable to MTG	(d),(f)	3,060,836	3,038,395
Due to affiliate	(g)	-	15,000
Due to employees and directors	(h)	66,000	206,833
Term loan due to MTG	(i)	790,437	-
Interest due on Series A debentures	(j)	1,504,094	498,630
Due to related parties in current liabilities		8,702,966	6,866,282
Term loan due to MTG	(i)	-	790,437
Series A debentures due to MTG	(j)	17,413,154	15,389,285
Due to related parties in non-current liabilities		17,413,154	16,179,722
Total due to related parties		26,116,120	23,046,004

(a) The Corporation issued 12% convertible, subordinated secured debentures to Gravitas during November 2013 and January 2014, with a principal balance at December 31, 2020 totaling $1,286,156 (2019 - $1,286,156) and recorded on the statement of financial position as debentures. Under the terms of their issuance, the debentures and accrued interest were convertible into common shares of the Corporation during the period ended November 22, 2015 at a conversion price of $0.10 per share. The debentures matured on November 22, 2016 and have not been redeemed as of December 31, 2020. The Corporation recorded interest expense on the debenture for the year ended December 31, 2020 of $154,339 (2019 - $ 154,339).

(b) In 2014, the Corporation issued an unsecured promissory note for $226,800 bearing interest at 5% per annum, due July 31, 2017. As of December 31, 2019, the principal and accrued interest to December 31, 2019 totaling $288,285 were acquired from Gravitas by MTG and all terms remain unchanged. The Corporation recorded interest expense on the note for the year ended December 31, 2020 of $11,340 (2019 - $11,340).

(c) The balance of $424,999 (2019 - $424,999) represents the interest-free amount outstanding as at December 31, 2020 and payable to GBS in connection with the GBS Agreement. Under the terms of this agreement between Mint and GBS, GBS assumed all responsibility for the day-to-day activities of Mint UAE Operations. The management agreement entitles GBS to a fixed monthly fee of AED 120,000 and a variable fee of 20% of the net income of Mint UAE Operations and was effective December 31, 2014.

(d) In June, 2015, the Corporation borrowed $500,000 (2019 - $500,000) from Gravitas. The loan matured on October 23, 2018 and bears interest at 4.5% per annum, however, no repayment has been made to December 31, 2020. The loan is secured against the assets of the Corporation and is subordinated to all existing security interests. As of December 31, 2019, the principal and accrued interest to December 31, 2019 totaling $601,836 were acquired from Gravitas by MTG and all terms remain unchanged. The Corporation recorded interest expense on the amounts borrowed for the year ended December 31, 2020 of $22,500 (2019 - $22,500).

(e) In 2017, the Corporation issued to Gravitas a demand promissory note of $188,808 bearing interest at 5% per annum, maturing on October 31, 2018. As of December 31, 2019, the principal and accrued interest to December 31, 2019 totaling $207,966 were acquired from Gravitas by MTG and all terms remain unchanged. The principal balance outstanding at December 31, 2020 was $188,808 (2019 - $188,808). The Corporation recorded interest expense on the promissory note for the year ended December 31, 2020 of $8,496 (2019 - $8,496).

(f) In addition, the Corporation has borrowed an additional $2,436,500 during 2020 (2019 - $2,436,500) on an unsecured, non-interest bearing, demand basis. As of December 31, 2019, this debt was acquired from Gravitas by MTG and all terms remain unchanged.

(g) During the year ended December 31, 2020, the Corporation received $786,635 (2019 - $15,000) from its affiliate, MME. During the years before 2019, the Corporation has made various advances to MME to support MME's working capital and has expenses those advances. It recorded a $801,635 as recovery of such advances in the year ended December 31, 2020.

(h) At December 31, 2020, the amount due on a non-interest bearing basis to employees and directors was $66,000 (2019 - $206,833).

(i) The Corporation borrowed $790,437 from MTG as of December 31, 2020 (2019 – $790,437) on an unsecured, interest-free basis to finance the Mint debt settlement payments. The loan matured on January 1, 2021 and is due on demand after the maturity.

(j) Effective December 31, 2019, MTG acquired the Series A debentures from the debenture holders. The previous debenture holders were not related to Mint.

(k) On November 20, 2020 the Company issued 19,918,258 common shares to settle $995,912 owed to MTG, being part of the accrued and unpaid Series A debentures interest as described in Note 10. See also Note 12©.

(l) On November 20, 2020 the Corporation issued 2,816,640 shares to settle $140,833 owed to six individuals who are directors, former directors and officers of the Corporation for part of their compensation in 2019. See Note 12(d).

(n) See also the subsequent events disclosed above.

RISKS AND UNCERTAINTIES

The following is a summary of certain risks relating to Mint's business. Additional risks and uncertainties not currently known to Mint or that Mint currently considers immaterial also may impair Mint's business operations. If any of the following risks materialized, Mint's business could suffer. In that event, the trading price of Mint's common shares could decline, Mint's ability to make payments due on the Debentures could be impaired and holders of Common Shares and Debentures could lose all or part of their investment.

Indebtedness
Mint has substantial debt and interest payment requirements that may restrict its future operations and impair its ability to meet its financial obligations. A substantial portion of cash flow from operations is dedicated to the payment of principal and interest on indebtedness, which reduces funds available for other business purposes and increases Mint's vulnerability to general economic conditions and industry conditions. The ability to service Mint's debt depends on Mint's operating and financial performance, which is subject to economic and competitive conditions and to other factors beyond its control, including but not limited to, increased operating costs, increases in interest rates, and market liquidity conditions.

Mint's debt could limit its flexibility in planning for or reacting to, changes in its business and the industry in which it operates and place it at a competitive disadvantage compared to some of its competitors that have less financial leverage. If cash flow and capital resources are inadequate to meet its debt service obligations, Mint may be forced to abandon, reduce or delay capital expenditures, product and service launches, business opportunities and growth initiatives and to sell assets, refinance its indebtedness, seek additional capital or restructure.

Cash Flows and Profitability
Mint has not earned profits to date, and there is no assurance that Mint will earn profits in the future, or that profitability, when achieved, will be sustained. A significant portion of Mint's financial resources have been and will continue to be re-invested. Mint's success will ultimately depend upon its ability to leverage increased revenue from its install base, such that business development and marketing activities may be financed by revenues from operations instead of external financing. There is no assurance that future revenues will be sufficient to generate the required funds to continue business development and marketing initiatives.

Risk of Non-Completion of Terms of Edenred Transaction

On February 4, 2020, Mint announced that its subsidiaries, Mint Middle East LLC and Mint Gateway for Electronic Payments LLC (collectively "Mint UAE") have entered into a binding asset purchase agreement to divest its direct payroll disbursement service business through its payroll card portfolio in the UAE to Edenred Prepaid Cards Management Services LLC ("Edenred"), a leading payroll disbursement and card provider in the UAE. Edenred is a party at arm's length to the Corporation and Mint UAE. Mint UAE will remain focused on launching other payment card processing and prepaid card products across multiple verticals including gift, prepaid, multi-currency and other industry segments excluding payroll cards, and merchant services.

Pursuant to the terms of the agreement, Mint UAE is entitled to receive aggregate cash consideration of up to AED 102,750,000 (approximately $36,600,000), comprised of an initial payment of AED 82,750,000 (approximately $29,500,000), a second cash payment of AED 5,000,000 (approximately $1,800,000), offset by an AED 5,000,000 bank guarantee and a performance-based maximum additional cash payment of up to AED 20,000,000 (approximately $7,100,000) based on the success of the migration of the card portfolio. Mint UAE received the initial payment, less investment advisory fees, on January 26, 2020 as a result of the satisfaction of certain conditions precedent to the transaction. On January 30, 2020, Mint UAE provided an AED 5,000,000 bank guarantee as stipulated in the agreement, and on March 14, 2020, Mint UAE received AED 5,000,000 representing the second payment.

The transaction requires the migration of payroll disbursement clients from Mint UAE to Edenred. This migration is expected to complete within the year 2020. There is no certainty that the migration will not be completed as required. Mint UAE may be unable to migrate the minimum number of payroll cards and could incur a reduction in the purchase price or claims for breach of performance. There is no assurance that Mint UAE will receive any performance-based payments.

Impact of COVID-19

In the year 2020, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. The outbreak has also impacted the Corporation's operations in the United Arab Emirates and restrictions on business operations have been put in place by UAE government authorities. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Corporation and its UAE operations as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. There is the possibility that the payroll card migration year under the Edenred transaction may be delayed due to logistical issues associated with COVID-19. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak may cause reduced customer demand as Mint's UAE customers reduce their staff levels, and accordingly, Mint UAE may process fewer payroll disbursement transactions and related card transactions, all of which may negatively impact Mint UAE's business and financial condition. It is also uncertain what measures, if any, will be required by the Mint UAE entities to adjust business costs and staff levels based on the extent and duration of the impacts of COVID-19.

Holding Corporation Structure

As a holding Corporation, Mint's ability to meet its financial obligations is dependent primarily upon the receipt of interest and principal payments on intercompany advances, cash dividends and other payments from its associates together with proceeds raised by Mint through the issuance of equity and debt and from the sale of assets. All of Mint's business activities are operated by its associates, which are distinct legal entities. The payment of dividends and the making of loans, advances and other payments to Mint by these associates may become subject to statutory or contractual restrictions, are contingent upon the earnings of those associates and are subject to the financial requirements of those associates.

Non-controlling Interest Risks

The Corporation has formed a relationship with GBS in the UAE wherein GBS has undertaken the oversight of the day-to-day operating activities of the Corporation's associates. The Corporation is subject to the risks associated with the conduct of joint arrangements. Such risks include disagreements with its partners and inability of GBS to meet their obligations to the joint arrangements or third parties. Any failure of the Corporation or GBS to meet its obligations, or any disputes with respect to strategic decision making or the parties' respective rights and obligations, could have a material adverse effect on the operations at the Corporation's associates, which may have a material adverse effect on the Corporation. These risks are mitigated by the Corporation's existing relationships with GBS. Further, any change in the financial and reputational standing of GBS in the UAE market place can also indirectly affect the Corporation as it may impede GBS's ability to bring new business development opportunities to the Corporation.

Majority Ownership by Mint's Business Partner in UAE

The former majority shareholder and former holders of Mint's Series A debentures sold the majority of their equity holdings and all of their debt holdings to GBS, Mint's business partner in the UAE, and MTG. As a result of these transactions, GBS and MTG have control of Mint and the Mint UAE entities and security over their assets, and therefore, GBS could take actions as Mint's business partner which benefit GBS or MTG to the detriment of the Mint minority shareholders.

Customers' Business

In general, MME's current customer base is comprised of UAE employers who are required to provide their foreign employees with an electronic form of payroll delivery which complies with the UAE Ministry of Labour "Wages Protection System". Most of MME's cardholders are foreign workers who have been hired to work on construction projects in the UAE or who are employed in service industries in the UAE. If economic conditions deteriorate, the amount of construction in the UAE may be reduced and the demand for service workers may reduce as well. This will reduce the number of holders of payroll cards and reduce the prospects for growth in the number of holders of payroll cards. Any downturn in labour force among MME's clients would have an adverse effect on the number of cards issued and managed by MME and MME's expected revenues and profits.

Bank Sponsorship and Processing Partnership Risk
In order for MME to operate in its markets, it must have long term agreements with both banks and processing organizations that are able to connect MME's platform to its sponsoring bank. Should either of these contracts be terminated and should MME be unable to replace any of its current service providers and partners in a timely fashion, then any one of these factors could adversely affect MME's ability to deliver products to its customers and substantially affect its business, results of operations and financial condition. While it is unlikely that costs from MME's major suppliers will increase, as costs are strictly managed through non-binding long-term agreements, if they did, MME may suffer losses if it is unable to recover such cost increases under fixed price commitments to MME's customers.

Customer Relationships and Loss of Major Customers
Mint has exposure due to its reliance on certain large contracts and customers. Although the Mint UAE Operations invest considerable effort in maintaining their relationships with customers, suppliers and strategic partners, there can be no assurance that they will be able to sell to their customers or deal with their partners on an advantageous basis in the future or that their customers/partners will continue to buy/sell from/to them. Any changes in customer business strategies, changes in timing or marketing issues, could have a material financial impact on Mint. The failure of the Mint UAE Operations to maintain their client relationships could result in decreased support for their products or services, which could adversely affect Mint's business. The loss of one or more of Mint's major customers, the failure to attract new customers on a timely basis or a reduction in sales and revenues associated with Mint's existing customers would materially harm Mint's business, results of operations and financial condition.

Uncertain Demand
Demand for Mint's products and services are dependent on a number of social, political and economic factors that are beyond Mint's control. While Mint believes that demand for its products and services will continue to grow, there is no assurance that such demand will exist or that Mint's products or services will be purchased to satisfy such demand.

Mint has invested, and continues to invest, significant capital resources in the development of its business in order to offer these services. However, there may not be sufficient consumer demand for new or advanced services or for these services outside the UAE. Alternatively, Mint may fail to anticipate or satisfy demand for certain products and services, or may not be able to offer or market these new products and services successfully to customers. The failure to attract customers to new products and services, or failure to keep pace with changing customer preferences for products and services, would slow revenue growth and could have a materially adverse effect on Mint's business, results of operations and financial condition.

Effective Growth Management
Mint expects to continue to grow its operations through the addition of new products and services and the expansion of products and services both within and outside the UAE. The growth in operations and staff has placed, and will continue to place, a strain on existing management systems and resources. If Mint fails to manage the Corporation's future growth, the business may experience higher operating expenses and it may be unable to meet the expectations of investors with respect to future operating results.

Recruiting and Retaining Employees
Recruiting and retaining qualified personnel is critical to Mint's success. As Mint's business activity grows, Mint will require additional key financial, administrative and technical personnel as well as additional operations staff.

Competition
Mint's associates operate in a highly competitive marketplace. Increased competition may result in reduced gross margins and loss of market share and would harm Mint's business and results of operations. Management cannot be certain that its subsidiaries will be able to compete successfully against current or future competitors or that competitive pressure will not seriously harm its business. Some of Mint's competitors are much larger than Mint

and have greater access to capital, marketing and technical and other resources, including the ability to make strategic acquisitions or establish cooperative relationships.

These competitors may be able to assign greater resources to the development and marketing of their products than Mint's subsidiaries. Mint's subsidiaries may also face price competition that results in decreases its gross margins.

New Product Launches
Mint seeks to develop, launch and promote new or complimentary products and services (such as the microfinance loan product), and to expand existing products and services into new markets, that management believes are strategic. There can be no assurance that Mint's associates will be able to launch such product offerings in a cost-effective manner or in the timeframe estimated by management or that any such efforts will generate revenues, profits or market acceptance. Any new business or product launched by Mint that is not positively received by customers could damage Mint's reputation and diminish the value of its brands. Expansion of Mint's operations could also require significant additional expenses and development, operations and other resources and could strain Mint's management, financial and operational resources.

Financing Requirements and Availability of Capital
The amount of the future capital requirements could be adversely affected by numerous factors, including, but not limited to, lower than expected demand for its products and services, adverse changes in Mint's business environment, delays in growth of Mint's customer base, government regulations, failure or delays in executing marketing programs, growth that is more rapid than anticipated and competitive pressures. Mint may also need to raise additional funds or obtain additional debt sooner than anticipated in order to acquire businesses, technologies or products, or fund investments and other relationships Mint believes are strategic. Mint will also need to raise additional capital to repay its debentures. Accordingly, Mint's actual capital requirements may vary from currently anticipated needs, and such variations could be material.

There can be no assurance that additional financing will be available on commercially reasonable terms or at all. If adequate funds are not available or are not available on acceptable terms, Mint may not be able to fund its expansion, take advantage of strategic acquisitions, investments or other opportunities or respond to competitive pressures. Such inability to obtain financing when needed could have a material adverse effect on Mint's business, results of operations and financial condition.

If additional funds are raised through the issuance of equity securities, or if Mint elects to issue common shares in payment of interest charges on its Series A debentures, the percentage ownership of Mint's shareholders will be reduced. Mint may incur substantial costs in raising future capital, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. Until Mint is able to generate and predict continued positive cash flows from recurring revenue, Mint faces risk in utilizing existing cash resources and may require further cash infusions from investors to maintain operations and to repay or service its debt obligations when they come due.

Price and Volume Volatility
Mint's common shares and debentures may be affected by limited or irregular trading volumes, which may affect investors' ability to sell common shares and debentures. The price of the common shares and debentures may be volatile and could be subject to wide fluctuations due to a number of factors including the risk factors described in this management analysis. In addition, broad fluctuations in the financial markets as well as economic conditions may adversely affect the market price of the common shares.

Fluctuation in Operating Results
Mint may experience fluctuations in future operating results that may be caused by many factors, including but not limited to variability of sales to new and existing customers, changes in the level of marketing and other operating expenses, competitive factors and the timing of new product launches.

It is likely that, from time to time, Mint's future operating results will not meet the expectations of securities analysts or investors, which may have a material adverse effect on the market price of the common shares.

Reliance on Senior Management and Other Key Employees
There can be no assurance that Mint will be able to continue to attract and retain qualified personnel necessary for the development of the businesses in which Mint competes. If Mint is not able to retain qualified personnel, product development and implementation initiatives will be impaired or delayed thereby adversely affecting Mint's business, results of operations and financial condition. Mint does not have in place formal programs for succession and training of management.

Mint UAE Operations have also entered into contracts with third-party vendors to provide certain business services, technology and software. In the event that these service providers fail to maintain adequate levels of support, do not provide high quality service, discontinue their lines of business, terminate their contractual arrangements or cease or reduce operations, those subsidiaries may be required to pursue new third-party relationships, which could disrupt its operations, increase the costs of these services, technology or software and divert management's time and resources. If Mint is unable to complete a transition to a new provider on a timely basis, or at all, we could be forced to temporarily or permanently discontinue certain services, which could disrupt services to customers and adversely affect Mint's business, results of operations and financial condition.

Regulatory Regime
The regulation of financial services is extensive and designed to protect consumers and the public, while providing standard guidelines for business operations. Mint's associates and their partners are subject to governmental laws and regulations relating to financial product offerings, including laws and regulations governing know-your-customer (KYC), anti-money laundering (AML), anti-terrorist financing (ATF) and the privacy of customers' personal information. Failure to comply with, or changes to, existing or future laws and regulations could result in significant unforeseen costs and limitations, and could have an adverse impact on Mint's business, results of operations and financial condition.

Changes may occur in laws and regulations, or the interpretation or enforcement thereof, that could increase Mint's compliance and other costs of doing business, require significant systems redevelopment, or render its products or services less profitable or obsolete, any of which could have an adverse effect on Mint's business, results of operations and financial condition.

Card Associations
The majority of MME cards are association related and are dependent on association rules that could subject MME to a variety of fines or penalties that may be levied by the card associations or networks for acts or omissions by MME or businesses that work with MME, including card processors. The termination of the card association registrations held by MME or any bank that issues MME's cards or any changes in card association or other network rules or standards, including interpretation and implementation of existing rules or standards, that increase the cost of doing business or limit MME's ability to provide its products and services could have an adverse effect on Mint's business, operating results and financial condition. In addition, from time to time card associations increase the organization and processing fees that they charge, which could increase MME's operating expenses, reduce its profit margin and adversely affect its business, operating results and financial condition.

Economic Risk
A major change in any of the market segments that are serviced by Mint could potentially impact its ability to sell products and services within those segments and would have a negative effect on its business.

The general economic environment impacts Mint and its subsidiaries in many ways including the employment of foreign workers, customer spending, capital availability and funds available for marketing and advertising. An economic slowdown could cause the demand for Mint's products or services to decline.

Growth in Mint's customers' businesses is affected by the economic environment and could therefore have an impact on Mint's operating results. Mint cannot predict the impact current economic conditions will have on its future results, nor predict future economic conditions.

Mint's current and potential customers might reduce or delay the number of employees they hire. An economic slowdown could also lead to greater delays and defaults in payments or debt collection, competition increases and reductions in prices by competitors seeking to maintain or expand their market share. Mint's pricing and profitability could be adversely affected as a result.

Political Conditions
Mint conducts business activities predominantly in the UAE. Although the UAE has a mature and stable political system, there is always the potential for changes in policies or shifts in political attitude towards foreign investment. Changes, even if minor in nature, may adversely affect Mint's operations.

Permits and Approvals
The operations of Mint and its associates, and the agreements into which they have entered require approvals, licenses and permits from various regulatory authorities, governmental and otherwise, that are not guaranteed. Mint believes that it and its associates hold or will obtain all necessary approvals, licenses and permits under applicable laws and regulations in respect of their businesses and, to the extent they have already been granted, believes they are presently complying in all material respects with the terms of such approvals, licenses and permits. However, such approvals, licenses and permits are subject to change as regulations change. There can be no guarantee that Mint or its associates will be able to obtain or maintain all necessary approvals, licenses and permits that may be required or that all governmental decrees and/or required legislative enactments will be forthcoming.

Credit Risk
Mint is exposed to credit risk in its cash, advances and deposits, short-term investments, and trade receivables. Mint does not use credit derivatives or similar instruments to mitigate this risk and, as such, the maximum exposure is the face value of the value of the financial instrument. Mint minimizes credit risk on cash and cash equivalents by contracting with and depositing with only reputable financial institutions.

MME sells products and services to customers primarily in the UAE and currently banks with Noor Bank. MME performs ongoing credit evaluations of customers and generally does not require collateral.

Allowances are maintained for potential credit losses. It is reasonably possible that the actual amount of loss, if any, incurred on trade receivables will differ from management's estimate.

Acquisition Risk
While Mint's acquisition process typically includes extensive due diligence on the business or assets to be acquired and acquisition agreements typically include detailed representations and warranties respecting the business or assets being acquired, there can be no assurance that Mint would not become subject to certain undisclosed liabilities associated with the acquired assets that Mint failed or has been unable to discover during the due diligence process prior to the closing of the acquisition. The discovery of any unrecoverable material liabilities could have an adverse and material effect on Mint's business, results of operations and financial condition. The process of integrating an acquired business, product or technology can create unforeseen operating difficulties, expenditures and other challenges.

An asset purchase or acquisition financed using cash or securities of the Corporation may also be considered dilutive to shareholders and reduce the Corporation's cash position.

Information Technology Systems
The business and operations of Mint's associates are highly automated and involve processing of large numbers of transactions and management of the data necessary to do so. The ability of Mint's associates to provide reliable service to cardholders and other customers depends on the efficient and uninterrupted operation of their computer network systems and data centers as well as those of the third-party processors. Mint's associates rely on the ability of their employees, systems and processes and those of the bank that issues MME's payroll cards, or retail distributors and third-party processors to process and facilitate transactions in an efficient, uninterrupted and error-free manner.

In the event of a breakdown, a catastrophic event (such as fire, natural disaster, power loss, telecommunications failure or physical break-in), a security breach or malicious attack, an improper action by its employees, agents or third-party vendors or any other event that results in the destruction or disruption of any of Mint's critical business or information technology systems, Mint's ability to conduct normal business operations would be affected and Mint could suffer financial loss, loss of customers, regulatory sanctions and damage to its reputation. Such a disruption may materially and adversely affect Mint's business, financial condition and results of operations.

Changes in Technology

If Mint is unable to respond to the rapid changes in technology and services that characterize the financial services industry, Mint's business and financial condition could be negatively affected.

Mint's ability to transition to new services and technologies may be inhibited by a lack of industry-wide standards, by resistance from its customers and distributors, or by the intellectual property rights of third parties. Mint's future success will depend, in part, on its ability to adapt to technological changes and evolving industry standards. These initiatives are inherently risky, and they may not be successful or may have an adverse effect on Mint's business, financial condition and results of operations.

Network and Internal Fraud

Mint's ongoing success is in part dependent on the protection by its subsidiaries of their sensitive data, including employer data and the personal information of cardholders. This information must be protected from unauthorized access and compromise for which Mint's subsidiaries rely on policies and procedures as well as information technology systems. If a fraud occurs on any of their information systems or networks, this could result in a cost to the Corporation if it is determined that the breach is a result of negligence or failure to follow network rules or regulations (or where the fault is not Mint's but the perpetrator of the fraud cannot be located or cannot be collected from). As new methods of intrusion and fraud emerge in the industry, Mint's subsidiaries may have to incur significant additional costs to implement additional security precautions (which may be undertaken by Mint voluntarily or because of network rule changes).

Failure to secure Mint's data and the privacy of its customer information may result in non-compliance with regulatory standards and negative publicity, litigation and reputation damage, any of which may result in customer losses, financial losses and an erosion of public confidence. Any of these circumstances could lead to a material and adverse effect on Mint's business, financial condition and results of operations.

Mint employs a number of employees and contractors that have access to its systems and infrastructure and if one or more of these individuals in key control positions were to perpetrate a fraud this could result in customer losses, financial losses and an erosion of public confidence. Mint implements internal controls and maintains insurance for internal fraud.

Software Viruses and Network Intrusion

Mint's associates maintain networks and management information systems connected internally and externally. Those networks and systems may be susceptible to viruses and network intrusions by third parties. Any intrusion or virus could impact the performance of the transaction processing capabilities of Mint's associates and in a worst case scenario could require temporary shutdown of the affected systems and compromise customer information, users and employees.

Mint's associates maintain security policies and procedures to manage these risks, some of which include intrusion detection software, virus monitoring software, IP address blocking, IP address tracking software, network monitoring and reporting solutions.

Cash Repatriation from Foreign Subsidiary and affiliates

Mint's registered office is in Ontario but Mint does not generate cash from operations in Canada. Mint's associates generate cash from operations in the UAE. The process to repatriate this cash back to Canada is subject to laws, regulations and government policies and could be restricted. Such a restriction could have a material and adverse effect on Mint's financial condition.

UAE Ownership Rules

The Legislature of the UAE has passed legislation that could potentially make unlawful certain side agreements, such as the nominee agreement entered into by MME and GBS, which was entered into for the purpose of complying with restrictions on the ownership of property by foreign interests in the UAE as it related to the formation of MEPS.

Minority Investor
Mint owns 51% of MME and GBS owns the remaining 49%. There is no agreement between Mint and GBS which would require GBS to participate in a sale of MME. Similarly, Mint has ownership interest at 51% in MGEPS and GBS owns the remaining 49%. If Mint decides to dispose of its interest in MME or MGEPS, it may be difficult to find a buyer for less than 100% of the Corporation or Mint may find that buyers will only purchase less than 100% at a discount.

DIFC Companies Law
MME and MCO were incorporated in the Dubai International Financial Centre (DIFC). Because the DIFC is a newly-established jurisdiction, the legal and regulatory regimes are still being developed and are largely untested. Similarly, the courts of the DIFC have yet to issue any substantive decisions, which may lead to ambiguities, inconsistencies and anomalies in the interpretation and enforcement of the laws and regulations applicable to MME and other Mint subsidiaries and associates domiciled in the DIFC. These uncertainties could affect Mint's ability to enforce its rights or its ability to defend itself against claims by others, including regulators, judicial authorities and third parties who may challenge Mint's compliance with applicable laws, decrees and regulations

Legal Remedies in the UAE
UAE courts (those dealing with matters outside the DIFC) do not observe the principle of binding judicial precedent (stare decisis), in-line with other civil law jurisdictions. Accordingly, judicial outcomes cannot be predicted with any certainty. UAE courts are highly unlikely to recognize an Ontario judgment, with the result that a UAE court would re-hear the case and apply UAE law.

Foreign Exchange
Mint's business operations are located principally in the Middle East and almost all of its associates' revenue is in UAE Dirham. A significant change in the currency exchange rate between the Canadian dollar relative to the UAE Dirham could have a material effect on Mint's results of operations, financial position or cash flows. Mint does not hedge its exposure to currency fluctuations.

Mint therefore has exposure to foreign exchange risk. Foreign exchange risk arises from purchase and sale transactions, as well as the recognition of financial assets and liabilities denominated in foreign currencies.

No History of Earnings, Positive Cash Flow or Dividend Payments
Mint has no history of earnings and it has not paid any dividends. There can be no assurance that Mint's activities will generate positive cash flow. Payment of any future dividends will be at the discretion of the Board of Directors after taking into account many factors, including future earnings, capital requirements, operating and financial condition and a number of other factors that the Board considers appropriate.

Dilution of Common Shares
In the event that the Corporation increases the number of common shares issued, or if a significant number of common shares are issued as a result of the exercise of the share purchase rights, this may have a depressive effect on the price of Mint's common shares. In addition, the voting power of Mint's existing shareholders and their economic interest in Mint will be diluted.

FOREIGN CURRENCY TRANSLATION

Functional and Presentation Currency
The functional currency for the Corporation and its subsidiaries is the Canadian dollar. Mint UAE Operations have a functional currency of the primary economic environment in which they operate – in each case, the United Arab Emirates Dirham ("AED"). The consolidated financial statements of the Corporation for the three months ended March 31, 2020 are presented in Canadian dollars, which is the Corporation's functional and presentation currency.

Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences are recognized in profit or loss in the year in which they arise. The exception is for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future which form part of the net investment in a foreign operation and which are recognized in a foreign currency translation reserve within equity and recognized in profit or loss on disposal of the net investment.

Subsidiaries
For the purpose of presenting financial statements, the assets and liabilities of the Corporation's operations are expressed in Canadian dollars using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transaction are used. Exchange differences arising, if any, are recognized directly into other comprehensive loss and transferred to the Corporation's translation of foreign operations reserve. Such exchange differences are recognized in profit or loss in the period in which the foreign operation is disposed.

Foreign Currency Risk
The Corporation's business operations are located principally in the Middle East and almost all its associates' revenue is in UAE Dirham. A significant change in the currency exchange rate between the Canadian dollar relative to the UAE Dirham could have a material effect on our results of operations, financial position or cash flows. The Corporation does not hedge its exposure to currency fluctuations.

Stock Price Fluctuation
The market price of our common shares and debentures, like the shares prices of many companies on the TSX Venture Exchange is subject to wide fluctuation in response to a variety of factors, including: actual or anticipated operating results; announcements of technological innovations; announcements of new products or new contracts by us, our competitors or customers; government regulatory action; developments with respect to the payments Industry; and general market conditions and other factors. In addition, the stock market has from time to time experienced significant price and volume fluctuations.

These fluctuations have particularly affected the market prices for the shares of technology and financial services companies and have often been unrelated to the operating performance of particular companies. The market price of our common shares has been highly volatile and may continue to be highly volatile.

Use of Estimates and Measurement Uncertainty
Estimates by management represent an integral component of financial statements prepared in conformity with International Financial Reporting Standards. The estimates made in the consolidated financial statements of the Corporation for the three months ended March 31, 2020 reflect management's judgement based on experiences, present conditions, and expectation of future events. Where estimates were made, the reported amounts for assets, liabilities, revenues and expenses may differ from the amounts that would otherwise be reflected if the ultimate outcome of all uncertainties and future events were known at the time the financial statements were prepared.

INTERNAL CONTROLS OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

In accordance with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the CEO and CFO file a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements and accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification includes a "Note to Reader" stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR"), as defined in NI 52-109.

As part of our corporate governance practices, ICFR and DC&P have been designed. There has been no formal evaluation of the operation of these controls. The Corporation has designed its ICFR to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance IFRS.

Management works to mitigate the risk of a material misstatement in financial reporting; however, a control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

The Corporation's DC&P have been designed to ensure that information required to be disclosed by Mint is accumulated and communicated to the Corporation's management as appropriate to allow timely decisions regarding required disclosure. It should be noted that while the Corporation's CEO and CFO believe that the Corporation's DC&P provide a reasonable level of assurance that they are effective, they do not expect that the DC&P or ICFR will prevent all errors or fraud.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available from SEDAR at www.sedar.com