
FIRST GLOBAL DATA LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE MONTH PERIOD ENDED September 30, 2016

**Dated November 29,
2016**

Disclosure Regarding Forward-Looking Statements

This Management's Discussion and Analysis contains forward-looking statements that include risks and uncertainties that are disclosed under the section Risk Factors. Other factors that could affect actual results are uncertainties pertaining to government regulations, both domestic as well as foreign, and the changes within the capital markets.

Notice to Reader

Management has compiled the unaudited interim financial statements of First Global Data Limited, ("First Global" or the "Company") consisting of the Condensed Consolidated Interim Balance Sheet as at June 30, 2016 and the Condensed Consolidated Interim Statements of Comprehensive Income, Changes in Equity, and Condensed Consolidated Interim Cash Flows for the period ended June 30, 2016. All amounts are stated in United States Dollars unless specified.

The following Management Discussion and Analysis ("MD&A") of First Global's financial position and results of operations, prepared as of June 30, 2016, should be read in conjunction with the Consolidated Audited Financial Statements of the Company for the period ended December 31, 2015 which are incorporated by reference herein and form an integral part of this MD&A.

Our MD&A is intended to enable readers to gain an understanding of First Global's current results and financial position. To do so, we provide information and analysis comparing the results of operations and financial position for the current period to those of the preceding year. We also provide analysis and commentary that we believe is required to assess the Company's future prospects. Accordingly, certain sections of this report contain forward-looking statements that are based on current plans and expectations. These forward-looking statements are affected by risks and uncertainties that are discussed in this document and that could have a material impact on future prospects. Readers are cautioned that actual results could vary.

Cautions Regarding Forward-Looking Statements

This MD&A contains certain forward-looking statements, which reflect management's expectations regarding the Company's results of operations, performance, growth, and business prospects and opportunities.

Statements about the Company's future plans and intentions, results, levels of activity, performance, goals or achievements or other future events constitute forward-looking statements. Wherever possible, words such as "May," "will," "should," "could," "expect," "plan," "intend," "anticipate," "believe," "estimate," "predict," or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect management's current beliefs and are based on information currently available to management as at the date hereof.

Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this MD&A are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this MD&A, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including: general economic and market segment conditions, competitor activity, product capability and acceptance, international risk and currency exchange rates and technology changes. More detailed assessment of the risks that could cause actual results to materially differ than current expectations is contained in the "Quantitative and Qualitative Disclosures of Market Risk" section of this MD&A. Unless otherwise indicated, all references to "**Dollar**" or the use of the symbol "\$" are to the US Dollar in this Management's Discussion and Analysis (the "**MD&A**").

The preparation of the financial statements is in conformity with International Financial Reporting Standards ("**IFRS**") and requires management to make assumptions that affect the reported amounts of assets, liabilities and expenses in addition to the disclosure of contingent liabilities at the date of the financial statements and reporting amounts. First Global Data Corp. (the "**Corporation**") bases its estimates on historical experience, current trends and various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ and will most likely differ from those estimates.

OVERVIEW OF FIRST GLOBAL DATA LTD.

First Global is a technology company which operates in the payments sector. Services include consumer-to-consumer money transfer, which are provided under the First Global Money™ brand and Mobile Payments which are provided under the PayQwik brand. The money remittance service enables a person to send money from one country to a beneficiary in another country securely and in compliance with regulatory guidelines. The service also enables a person to send money to a beneficiary domestically within the same country. The mobile payment service enables a person to make payments for goods and services via their mobile phones. First Global believes, and has observed that the payments industry is evolving in a significant way and that the future of payments is shifting to mobile platforms. This includes payments which will facilitate money transfers. The long term objective for First Global is to have all payment services it offers available via a consumer's mobile phone and via the internet.

First Global's customers are the users of the Digital Wallet (Online and Mobile) that leverage the ecosystem and marketplace made available on the Mobile and Online and are also senders and receivers of money, and persons comfortable using electronic platforms (online and mobile) to facilitate transactions. For the money transfer service, First Global's primary customers are expatriates and migrant workers in Canada and the United States who send money to their countries of origin. Other customers of First Global include individuals without traditional banking relationships, traditional bank customers who prefer the speedy and convenient mobile and online service which generally provides better foreign exchange rates, lower cost, convenience and ease of use.

The company has made a significant push to deploy an Integrated Digital Wallet and Money Remittances Platform that complies to local and international regulations. These efforts has led to a major launch in India with a leading Govt. Bank and with other initiatives in the pipeline.

First Global currently accepts funds primarily from customers in Canada and the United States. Currently, funds are accepted at storefronts (in the form of cash or via point of sale devices (POS)) and online via electronic funds transfer and checking services. Through its electronic transaction infrastructure, First Global is currently able to disperse such funds to approximately 70+ countries worldwide via direct integrations with banks in those countries and also third-party agent and partner network. First Global intends to place increased focus on growing its online and mobile payment capabilities and expects these electronic payment services to lead the future growth of the Company.

First Global's technology platform allows it to deliver monies to the destination point quickly and in full compliance with legislative and regulatory guidelines. The platform is an account based system which enables all customers to have an account with First Global. This system establishes a relationship between First Global and its customers, and enables customers to access a variety of other services which will be offered by First Global in the future.

The First Global technology platform stores information provided by various regulatory bodies on suspected money launderers and terrorist financiers. In the USA, this information is published by the Office of Foreign Asset Control (OFAC) and in Canada by the Office of the Superintendent of Financial Institutions (OSFI). The First Global technology platform also stores information provided by other regulatory bodies all of which are designed for the prevention of Terrorist Financing and Money Laundering. These databases are checked every time a customer transacts with First Global and if there is a match, certain actions take place to validate the customer's identity and/or block transactions and/or notify the regulatory authorities.

The First Global technology platform also provides dynamic foreign exchange (FX) services, whereby the system gathers Foreign Exchange from multiple providers, and presents customers with a rate they would receive when sending monies from one currency to another. The compliance function also provides for the implementation of regulatory rules from each of the countries in which the Company operates.

The First Global technology platform is able to deliver internet based transaction processing and is mobile ready. All of these features have been built on a single technology core which enables the Company to grow rapidly by evolving and adding new services, facilitating additional revenue streams.

FOCUS ON COMPLIANCE

FGD is licensed as a Money Service Business ("MSB") by national regulator FINCEN and at the State level by the Departments of Financial Institutions in the USA, by FINTRAC in Canada, and by other regulatory bodies around the world.

This enables FGD to provide payment processing and other money services to consumers and business in Canada, the USA and across the globe.

FGD is audited on an annual basis by independent Anti-Money Laundering and Anti-Terrorist Financing auditors and by federal and state Financial Services and Banking authorities to ensure compliance with Anti-Money Laundering and Anti-Terrorist Financing rules and regulations.

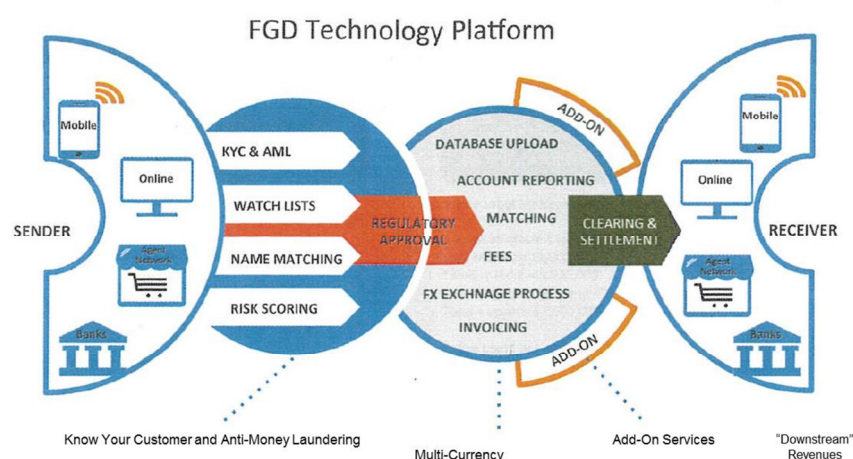
Each member of the FGD Board of Directors and the Executive Management had to pass rigorous background checks which included FBI screening and background checks before being licensed. These investigations included providing fingerprints and a comprehensive set of personal information, all of which were used to validate the identity, background and history of these principals. The principals of

FGD were also investigated by the Toronto Stock Exchange in 2012 as one of the necessary criteria for becoming listed on the Toronto Stock Exchange.

FGD's technology and payment solutions are designed to ensure that they comply with all regulatory guidelines including Anti-Money Laundering, Anti-Terrorist Financing, Consumer Privacy, Data Protection and Security. This includes dynamically checking the different Watch Lists globally. The Platform also has the unique capability to enhance fraud setting based on a country/city/town/village/municipality hierarchy. It also has the capability to conduct Address and ID verification, Micro deposits verification for Bank Accounts deposits. The Platform has the capability to also establish additional Watch Lists that meet different criteria and also the ability to integrate into any credit database and other such database that could be used to produce enhanced compliance.

FGD adopted an approach of automating the majority of the day to day compliance requirements by building it into our technology platforms. FGD's automated compliance engine provides the ability to easily customize compliance metrics, controls and procedures on a region by region basis.

FOCUS ON TECHNOLOGY



FOCUS ON STRATEGY

The focus of company is to deploy the Money Transfer and Integrated Digital Wallet Platforms globally with the intent to Rollout our Digital Wallet (Online and Mobile) Platform to allow for the Banked and Un-Banked to use the services and features of the Platform.

- **International and Domestic Remittances (Agents/Online/Mobile)**
Including International and local Bill Payments and Mobile Phone top-ups.
- **Online and Mobile Payments – Digital Wallet**
FGD is actively deploying its PayQwik International and Online and Mobile payment networks in various countries round the world:
 - Establish the first Interoperable Global Wallet
 - Integrated Global Compliance engine
 - Globally Integrated payment features
 - Multi-Currency Wallet
 - E-Commerce and M-Commerce Marketplace
 - Global and Local Ecosystem
 - Tap and Pay with Mobile POS (MPOS)
 - Integrated to the Financial Infrastructure
 - Cross Border Transactions
 - Loyalty and Rewards
 - Integrated Merchant Module that gives Cash back and converts cash to points and points to dollars.

DEVELOPMENTS

- First Global successfully launched its PayQwik mobile payments service in India. The India market is one of the largest in the world and also one of the fastest growing for mobile payment services. First Global has created an ecosystem in India which enables clients to load their mobile wallet ("cash in") electronically via interconnection to banks, through the credit and debit cards, and via other mobile wallets in India; to purchase and make payment at various merchants for goods and services; and to "cash out" or offload their monies from their PayQwik Digital Wallet. First Global continues to increase "cash in" capabilities by adding physical load locations which will allow customers to load value to their PayQwik mobile wallets at various load points across India. In India, e-commerce and m-commerce is growing rapidly in India. E-commerce is estimated to be worth over \$100 Billion by 2020 and \$19 Billion by 2019 for m-commerce.
- With the recent demonetization of the currency in India and a move towards a more electronic means of making payments, there has been a significant increase in the demand of Digital Wallets and with the deploy with a Govt. Bank, First Global anticipates a significant uptake in the coming months.
- The company continues to partner with Banks in India to rollout the Digital Wallet and acquire customers.
- The company is in the process of expanding the Digital Wallet in Canada and the US as well Asia, the Caribbean, Latin America and Africa and the GCC with well-established partners in these regions.

- The Company has integrations with over 50 banks, credit card and debit card networks in India alone. The ecosystem is comprised of merchants such as travel agencies, utility companies for bill payments, mobile companies for mobile top-ups, coupon and others. One of First Global's competitors in India was funded by a China based e-commerce shopping site in the amount of US\$635M which enabled the Indian mobile wallet provider to achieve a valuation of over US\$5 Billion. First Global intends to similarly pursue the GCC, Asia, North America, China and African markets via partners to grow its base of registered users and to increase revenues and enterprise value.
- First Global has completed the necessary integrations to online money and mobile money transfer and continues to conduct trials of the service in Canada and the US under its brand "First Global Money". The Company has launched its Canadian services and now looks to extend the Online to countries globally with the Mobile soon to follow from both countries. Once this has been accomplished, the integrated, compliance driven, multi-currency wallet will be an industry leading, cutting edge platform that operates seamlessly globally.
- The company further intends to expand its services into the USA by Q4 2016/Q1 2017. This online and mobile service deploy is intended to be the first phase of the evolution of First Global services to more electronic media, namely online and mobile. First Global intends to introduce its mobile payments service in Canada by Q4 2016/Q1 2017 as well and shortly thereafter in the USA.
- The company has made significant strides in integrating its Mobile Wallet Platform with the Mobile Money Transfer and Payments to allow for Mobile International Money Transfers and Payments, while at the same time allowing for P2P Payments and P2P Money Transfers within Canada and the US.
- First Global has gained traction as one of the leading Digital Wallets in India. The Company is focused on making significant inroads with banks and other major companies in India and is in the process of several other launches at the Bank and State levels.
- The Group was approved to conduct money transmission services in the states of Alaska, Idaho, Kansas and North Dakota increasing its MSB Licenses in the US to 21 while it continues to coordinate the submission and/or resubmission of new MSB applications in the US with the intent of securing all 50 State licenses. Due to a shortfall in capital in 2015, the Company voluntarily surrendered its licenses in the States of California and Texas, and is taking active measures to recapitalize the business and to regain these licenses.
- The TSXV/IROC has temporarily halted the company stock (FGD) from trading on the TSXV due to the requirement for increased Notes Disclosure to the Financial Statements for clarification purposes. The company has noted in this MD&A under the **"ITEMS REQUIRING CLARIFICATIONS"** Section.
- The company has recorded three successive quarters of increased revenues and profitability due to addition of licensing territories using the FGD Proprietary Platform to investors. This initiative has proven to be very lucrative to company and has been instrumental generating the increased profits. With the growth strategy of continuing to expand territories with global partners in Africa, Asia, Caribbean, Latin America and with the company own launch in North America.

FOCUS ON GROWTH

- The Company has adopted the strategy of licensing territories to established partners using the First Global Platform as an added line of business. This is being driven by the demand and need for the technology the company has developed which has allowed the company to close a number of deals globally.
- The Company continues to expand its line of business to include “White Label Solutions” for companies as well as to develop Mobile Apps that will ride on the First Global Payment infrastructure. This will create a new dimension to the company which will enable companies in countries where First Global is operating or plans to operate to monetize their mobile apps.
- The Company continues to also concentrate to close deals and is in the process of launching the in UAE, Qatar, Nigeria, China, Ethiopia, The Caribbean, Panama, Colombia, Bangladesh and other countries, with strategic partners that have committed to putting up the capital to launch the platform for operations. This strategy has been developed to allow the Company to expand while at the same time secure the necessary capital for global growth.
- The company is in discussions to launch the Wallet with and additional 2 Banks in India as well as with a Card manufacturing company that will give First Global access to approximately 70 Million customers.

FOCUS ON CAPITAL RAISE

- In order to address the Company’s capital needs, the company continues to focus on raising capital. Some current initiatives includes the following:
 - Working with the current investor base to raise additional capital and is currently pursuing a \$3M Capital raise.
 - Working with Board of Directors to leverage their Network to raise capital.
 - Work with established relationships in the large Capital Markets Centre to identify the funds that First Global fits into their criteria for investment.
 - Continue to go the markets where First Global has strategic partners and continue to launch the First Global platform by leveraging these relationships much like what we are doing in India.

TECHNOLOGY STRATEGY

- A significant focus for First Global historically has been the development of its core software. The software core is the basis around which the Company has been able to deliver services and generate revenues and profitability. The core software facilitates all First Global services including Online and Mobile payments, which are the future for First Global.
- A key focus for the Group is to deliver services which are compliant with regulatory guidelines. The software core protects the business by electronically screening for and taking active measures to

prevent terrorist financing and money laundering, which is a key differentiator in the payments sector.

- The compliance core is central to operating a Global Interoperable Wallet Platform successfully in full compliance with local and international regulations. This unique ability for First Global to achieve this separates the company from the competition.
- The Group's major objective is to be a dominant player of global, multicurrency, portable mobile payment services using the Technology Platform to deliver the following:
 - Digital Wallet (Online and Mobile) to allow for the Banked and Un-Banked to use the Fintech services and features of the Platform.
 - Integrate into the POS Network.
 - Established funding methods to load the Wallet locally and internationally.
 - Offer a Multi-Currency Interoperable Wallet that would work seamlessly.
 - Use of the Wallet to make in store payments directly or payments at merchants.
 - Establish a Merchant Network to make payments easier. This will enable Merchants that are not part of the Jets Network to become part of the Banking Infrastructure.
 - Establish a network of Cash-In and Cash-Out Network.
 - Allow for Currency Exchange on the Wallet.
 - Integrated compliance and credit reference to allow for Micro Finance loans and other secure products.
 - Integration to Card Products. This will allow the recharge of Prepaid Card and Debit Cards with Credit Lines to be loaded through the Wallet.
 - Integration to Remittances (Agent, Online and Mobile) and Global Correspondent Network.
 - Build a local and international ecosystem for customers to use:
 - Offer Comprehensive Merchant Services (Online and Mobile).
 - Offer Comprehensive Bill Pay (Local and International).
 - Offer Airtime Top-Up (Local and International).
 - Insurance
 - Loans
 - Tickets (Movie, Bus, Airline, Events)
 - Donation
 - Taxes
 - Govt. Payments

- Tuition Payments
 - Gas Station Payments
 - Telco Payments (Any Service)
 - Card Payments (Prepaid, Credit Cards, Recharge Cards)
 - TV and Entertainment
 - Newspaper and Magazine
 - Games
 - Books
 - Other relevant services.
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- Establish and deploy an E-Commerce and M-Commerce Marketplace. Receipt sent to warehouse for delivery (automatic). Ideal for Shopping Marketplace.
 - Launch a Digital Content Marketplace.
 - Loyalty and Rewards feature where Cash-back is given.

ITEMS REQUIRING CLARIFICATIONS

On June 24, 2016 TSX Venture Exchange (the "Exchange") halted trading of First Global stock on the Exchange. This halt trade was a result of the Company not meeting a deadline to provide certain information to the Exchange on or before June 23, 2016. The Exchange advised that it will consider reinstating trading when a news release acceptable to the Exchange clarifying a number of matters in the Company's consolidated financial statements is issued.

Following items required further clarifications:

1) Agreement with Blue Money Inc.

In addition to the Company's press release of July 21, 2014, in note 14.1 of the audited December 31, 2014 financial statement, the Company stated:

"On July 21, 2014 the Company entered into an agreement (the "Agreement") with Blue Money Inc. The term of the Agreement is for an initial term of three (3) years with the option to renew for an additional two (2) one (1) year extensions. First Global has agreed to issue to Blue Money an aggregate of 5 million compensation warrants (the "Warrants"). Each Warrant will entitle Blue Money to acquire one (1) common share in the capital of First Global at an exercise price of CDN\$0.50 per common share for a period of three (3) years from date of issuance. The Warrants will be placed into escrow and shall be released from escrow on a quarterly basis. The number of Warrants to be released from escrow shall be based on one (1) Warrant for every two (2) active clients (as such term is defined in the Agreement) that utilize the services provided by the Company pursuant to the Agreement. There were no Warrants issued as at December 31, 2014."

A year later, in note 14.2(c) of the audited December 31, 2015 financial statement, the Company restated the above, while replacing the final sentence with "There are no active clients as of December 31, 2015 and as a result, the Company did not request the approval of the TSX-V for the issuance of securities."

The Company would like to clarify that it has never made an application to the TSX Venture Exchange for approval of the issuance of these warrants, as it is actually the Company's U.S. subsidiary, First Global Money, that is the party thereto. As a result, there was no obligation on the Company to issue any securities under these warrants. The Company intends to correct an initial mistake in our financial statements that suggested itself to be the party. The Company and its Board of Directors confirm that the disclosure related to the business opportunity was accurate, though disclosure related to the issuance of securities made in the December 31, 2014 and December 31, 2015 audited financial statements was an error. The Company and its Board of Directors confirm that since no business activity was conducted under this Agreement there was no material impact on the financials of the Company. Further, no securities were issuable nor issued meaning that the December 31, 2014 and December 31, 2015 audited financial statements and accompanying audit opinions can be relied upon by existing and prospective shareholders. The Board of Directors will ensure that this matter is accurately clarified in the notes to disclosure in the Company's next set of quarterly and annual financial statements.

The Company would like to also advise that, since no business had been conducted under this Agreement and in light of the concerns expressed by the Exchange related to an agreement which has

had effectively no material benefit or impact to the Company, both parties mutually agreed to terminate the Agreement on June 20, 2016. There were no warrants ever issued in connection with this Agreement and the Company has not issued, nor is it obligated to issue, any securities or other compensation to Blue Money Inc. The Company will also be correcting the notes to disclosure related to this matter in its next quarterly and annual financial statements.

The Company's auditors confirmed that there is no material adverse impact on the accuracy of the presentation in the December 31, 2014 and December 31, 2015 audited financial statements and that these errors do not modify the audit opinions accompanying these two sets of financial statements.

In order to satisfy its statutory disclosure and filing requirements with the relevant securities regulatory authorities, the Company intends to correct these errors by: (i) first issuing this clarifying press release; (ii) then by ensuring that the notes to the financial statements and MD&A of next set of quarterly financial statements accurately reflect these clarifications; (iii) then by ensuring that the December 31, 2016 audited financial statements reflect such amendments in the notes to the financial statements and MD&A; and (iv) the Company's Board of Directors establishing a Disclosure Control Committee. This committee is an internal management committee comprised of the CEO, the CFO and other key members of the management team. This committee will have the responsibility of a detail review and approval of material disclosures which will include financial statements, notes to the financial statements, and MD&A prior to these documents being provided to the Audit Committee of the Board of Directors.

Note 10.2 of the Company's June 30, 2016 financial statements was incorrect as it states that it was the Company that entered into the agreement and not the subsidiary. This will be corrected in the Company's Q3, 2016 financial statements.

2) Bridge Financing

In note 9.2 of the September 30, 2015 financial statement the Company stated:

"On May 12, 2015 the Company entered into an agreement with a lender for bridge financing for CDN\$812,000. The terms of the agreement is that the lender will provide a short term loan bearing interest of 3% per month for a period of three months ending August 12, 2015. The lender has second ranking general security agreement (GSA) position on all and present and future property of the Company. The C.E.O., C.F.O. and a third party has given personal guarantees to secure this bridge financing. In consideration of the personal guarantees the Company has granted 1,000,000 options to each guarantor, these options are yet to be approved by the TSX-V and are not included in the consolidated financial statements. Also the Company has issued an indemnity for any loss from the personal guarantees to the three individuals in the form of issuing common shares equivalent to the amount of the bridge financing at a strike price at the date the shares are approved to be issued to the three individuals."

The Company notes that these options were never actually granted as there were no options available under the Company's stock option plan (the "Option Plan"). The options were conditional on the Company receiving shareholder approval to amend the Company's Option Plan. As the Company has not

received shareholder approval to amend the Option Plan, no options were ever issued. As a result the Company never sought Exchange approval for the issuance of these securities.

The Company would like to further advise that the above loan was subsequently purchased from the lender by a then-arm's length party, 7159618 Manitoba Ltd. –prior to any options ever becoming available in the Company's Option Plan. As a result, the guarantees have been rescinded and there are no current or future obligations to the guarantors as to the issuance of any securities.

3) January 2016 Debt Debenture

The Company issued a news release on January 21, 2016 news which stated "First Global Data Limited ("First Global" or the "Corporation") would like to announce that it has agreed to convert two (2) loans, in aggregate amount of \$992,383.56 into a convertible debenture (the "Debt Debenture"). The Debt Debenture will bear interest at a rate of 10% per annum, such interest to be paid on a yearly basis. The term of the Debt Debenture will be 36 months from the date of issuance and will be convertible, at the option of the holder, at a price of \$0.05 per share at any time. The issuance of the Debt Debenture is subject to the approval of the TSX Venture Exchange."

The Company would like to clarify that the \$992,383 noted above is comprised of principal of \$900,000 and interest of \$92,383. Of the principal, \$500,000 is from a debenture approved by the Exchange Bulletin dated October 24, 2014 (at a rate of 10% per annum, with a two year maturity and conversion of \$0.12 per share) and \$400,000 from a further advance provided by the same investor on February 9, 2015. The \$400,000 advance (the "Advance") was not formally documented since the investor became, subsequent to the above news release, undecided as to his preferred structure/form of investment. To date, the Debt Debenture has not yet been issued and the Advance, and particularly its form and structure, remains subject to final agreement. The Company remains in negotiation with this arm's length party. Upon finalization, the Company will seek approval of the Exchange as required. Although the loan continues to accrue interest, the investor has provided the Company with a payment holiday during which the Company is not required to make any interest payments. There are no restrictions on the use of funds.

In note 9.6 in the June 30, 2016 financial statements, the Company stated:

The Company has agreed to convert the CAD\$500,000 loan to equity and the balance of \$400,000 CAD loan remains as a short term debt. This short term debt was incorrectly recorded as a convertible debenture and should have been recorded as a short term debt without the equity feature.

Note 9.6 is incorrect and must be amended. The Company has not agreed to convert the CAD \$500,000 loan to equity, nor has the investor requested such a conversion. The CAD \$500,000 remains a convertible debenture approved by the Exchange Bulletin dated October 24, 2014. The Company continues to work with the investor to determine how the \$400,000 will be finally booked. These amendments will be made to the Company's Q3, 2016 financial statements.

4) General Security Agreements on Loan

In note 12.2 of the December 31, 2015 audited financial statement, the Company stated:

The Company successfully negotiated the settlement of the Dynamic series A and B debentures and short term loan from GC Global Capital (collectively "Old Loans"). These Old Loans were purchased by 7159618 Manitoba Ltd ("715 Manitoba") and restructured as the New Loan...

The Company should have also noted that the pre-existing General Security Agreements ("GSA") dated February 7, 2013, July 30, 2013 and May 13, 2015 from the Old Loans had also been purchased by 715 Manitoba, then an arm's length party, as part of transaction wherein 715 Manitoba purchased the Old Loans on October 2, 2015 and October 15, 2015, and entered into a loan agreement with the Company on November 15, 2015. Refer to the Company's press release on December 1, 2015 for further details on the transaction.

5) Finsec Financial Services Inc. Convertible Debenture

The Company issued a press release on December 1, 2015 and had stated in its unaudited financial statements of September 30, 2015:

"On September 30, 2015 "Finsec Financial Services Inc. agreed to capitalize all outstanding interest payable and carry a conversion feature for both loans which will bring the new convertible debt to \$1,700,000 and CDN\$500,000. The convertible debt were extended by two year expiring on August 31, 2017 at interest rate of 12% per annum payable monthly and to be converted at CDN\$0.05 per share. Also, if the debt is not repaid at the end of the Term FINSEC has the right to convert to equity. Also if interest payments are not made then FINSEC has the right to accelerate the conversion feature".

The Company would like to clarify that FINSEC is a non-arms length party, given that the principal of FINSEC is a director of the Company. The Company would like to highlight that the same disclosure is contained in note 12.5 of the audited December 31, 2015 financial statements of the Company with the sole change being that the date of completion for the agreement is to be disclosed as November 30, 2015 (from September 30, 2015). The reason for the discrepancy in dates is that this matter has been discussed between the parties on various occasions and dates, though a formal agreement has never been concluded.

The Company would like to further clarify that although it has capitalized the outstanding interest and that the new capital amount continues to earn interest for the lender, and all terms related to the conversion of such debt to equity remain un-finalized, as a result, disclosure in the financial statements was made prematurely. To date, no documentation for this loan has been formalized or executed. The Company is in discussions with the lender who is a Director of the Company, to finalize the terms and conditions of the extension of this loan, and the disinterested members of the Board of Directors of the Company must review and approve of the final form of this agreement which may or may not include the issuance of securities. As a result, the ability of FINSEC to convert its debt to equity is not currently in effect as all terms remain under negotiation and subject to change. Should the final form of this agreement require the issuance of securities, the Company will seek the approval of the Exchange as required.

The Company and its Board of Directors confirm that save and except for the conversion, all matters related to the extension of this loan have been accurately disclosed and therefore the unaudited September 30, 2015 and audited December 31, 2015 financial statements (and corresponding audit opinion) can still be relied upon by existing and prospective shareholders.

The Company's auditors confirmed that there is no material adverse impact on the accuracy of the presentation in the December 31, 2015 audited financial statements and that these errors do not modify the audit opinions accompanying these financial statements.

In order to satisfy its statutory disclosure and filing requirements with the relevant securities regulatory authorities, the Company intends to correct these errors by: (i) first issuing this clarifying press release; (ii) then by ensuring that the notes to the financial statements and MD&A of next set of quarterly financial statements accurately reflect these clarifications; (iii) then by ensuring that the December 31, 2016 audited financial statements contain these amendments in the notes to the financial statements and MD&A; and (iv) the Company's Board of Directors establishing a Disclosure Control Committee. This committee will have the responsibility of reviewing and approving all material disclosures which will include reviewing notes and disclosures to the financial statements and MD&A.

Additional Disclosures

Retirement of Forbearance Agreement

The Company would like to advise that it had entered into a forbearance agreement with an arm's length lender ("GC-Global Capital Corporation", now "Fountain Asset Corp", or "GCGlobal") on August 31, 2015 for an amount of \$812,000.

Conditions of the forbearance included: (i) that the Company pay GCGlobal an amount of \$100,000 on August 31, 2016; (ii) that the Company pay GCGlobal interest fees of \$105,560; (iii) that GCGlobal receive an authorized and executed warrant to purchase 3,500,000 shares at an exercise price of \$0.11 per share with an expiry date of August 31, 2018; (iv) that the company pay interest in the amount of 4% per month; (v) that on September 9, 2015 the Company pay GCGlobal \$324,345; (vi) that on September 23, 2015 the Company pay GCGlobal \$419,585; (vii) that the Company shall issue an aggregate of 26,000,000 common share certificates in any combination to Paul Van Benthem, Paul Haber and Yoel Altman in connection with the acquisition transaction of LTP Financial; (viii) that the Company obtain Exchange approval with respect to the issuance and effectiveness of the warrants within 5 business days of the date of the forbearance agreement being entered into, and that the Company notify GCGlobal upon obtaining such approvals.

Prior to this Forbearance, the Company had no intention to release the 26,000,000 common shares until such time as the closing conditions of the LTP Financial acquisition had been met, which never occurred. The Company was however forced to release the 26,000,000 common shares to LTP under this Forbearance on August 31, 2015 per the Exchange Bulletin on April 17, 2015. The Company ultimately never sought approval from the Exchange for the issuance of the above mentioned warrant, nor did it notify GCGlobal of having obtained such approval. As such, the Company does not consider the warrant as having been issued.

All of the above were completed prior to the purchase of the debt from GC Global by 7159618 Manitoba Ltd as noted below.

Moreover, all debt, \$812,000 in total related to the forbearance agreement was purchased by 7159618 Manitoba Ltd., who at the time were an arm's length party (by agreement among 7159618 Manitoba Ltd and GCGlobal) as previously disclosed on December 1, 2015.

As a result, the forbearance agreement was retired. There are no current or future obligation to GCGlobal for the issuance of any securities or forbearance agreement.

Litigation

The Company advises that it had received a default judgment dated December 21, 2015 ("Judgment") against it for monies owing to a non-arm's length lender, Fundeco Inc. ("Fundeco"). The lender is non-arm's length as one of the Company's directors is also a Director of the lender. The current status of the litigation is that counsel for both parties are in the process of negotiating a full and final release on terms that are yet to be finalized.

The litigation alleged that the Company breached a loan agreement dated September 17, 2014 ("Loan Agreement") among the Company and an entity related to Fundeco, Caribank Investment Bank Inc. The Company did not dispute the allegations. The amount borrowed under the Loan Agreement was USD \$600,000, as press released on December 16, 2014, and the amount of the Judgment remains USD \$650,666.89. Among other things, the terms and conditions of the Loan Agreement included:

- a. interest rate of 12% per annum, with interest payable monthly;
- b. all monies advanced with unpaid interest is payable within 15 days of written demand for payment;
- c. the lender will earn a transaction fee of USD \$0.55 per each incremental transaction resulting from funds advanced by the lender, payable monthly;
- d. if the Company is able to secure financing in the amount of USD \$2 million, then an obligation that the amount advanced plus accrued and unpaid interest would become payable immediately;
- e. security for this loan includes:
 - First charge on the Company's investment in common shares of Jameson Investment Corporation;
 - First charge on any direct investment in Class A common shares of Jameson International Foreign Exchange;
 - a lien over proceeds from the sale of Jameson International Foreign Exchange up to the amount of monies loaned by the lender to the Company;
 - a General Security Agreement ("GSA") over all present and future property of the Company. This GSA was never perfected and is currently not in place;
- f. the lender shall have signing authority over the accounts such that no monies may be transferred out of the accounts without the prior approval of the lender;

- g. an agreement that the Board of Directors of the Company accept a subscription for additional common shares in the capital of the Company to be issued on the basis of the lesser of USD \$0.10 per share, or the share price established on the last sale of shares of the Company to an arm's length third party provided that such issuance complies with the rules and regulations of the Exchange, and provided that the Company receives prior approval of the Exchange. There is no contractual amount under the subscription obligation nor a term for this commitment to remain in place; and
- h. the lender having the right, at its option, to convert any indebtedness under this loan agreement to common shares of the Company on the basis of the lesser of one common share for each dollar of debt or the share price established on the last sale of shares of the Company to an arm's length third party, with all such conversions being made after prior approval of the Exchange.

The Company would like to clarify that no Exchange approval was sought for the subscription term and the conversion feature. Dependent on the outcome of the litigation, the Company intends to seek approval from the Exchange for the issuance of securities as required.

Indian JV

The Company stated in its press release dated June 9, 2014 and audited December 31, 2014 and audited December 31, 2015 financial statements that:

"The Company entered into a joint venture on May 30, 2014 with RP Telebuy Skyshop (P) Ltd. ("Telebuy") in India (the "JV Company") whereby the Company owns 60% of the issued and outstanding securities of the JV Company".

This disclosure was premature since the Company has not established the JV Company. In addition, there was no activity which would have made a material impact on the Company's financials and, as a result, the Company confirms that the disclosure in the audited December 31, 2014 and December 31, 2015

financial statements and the corresponding audit opinions should still be relied upon by existing and prospective shareholders.

The Company's auditors confirmed that there is no material adverse impact on the accuracy of the presentation in the December 31, 2014 and the December 31, 2015 audited financial statements and that these errors do not modify the audit opinions accompanying these two sets of financial statements.

In order to satisfy its statutory disclosure and filing requirements with the relevant securities regulatory authorities, the Company intends to correct these errors by: (i) first issuing this clarifying press release; (ii) then by ensuring that the notes to the financial statements and MD&A of next set of quarterly financial statements accurately reflect these clarifications; (iii) then by ensuring that the December 31, 2016 audited financial statements contain these amendments in the notes to the financial statements and MD&A; and (iv) the Company's Board of Directors establishing a Disclosure Control Committee. This committee will have the responsibility of reviewing and approving all material disclosures which will include reviewing notes and disclosures to the financial statements and MD&A.

Series G Debentures

As press released on January 21, 2016 and disclosed in note 12.3 of the December 31, 2015 audited financial statements disclose that:

"On December 22, 2015 the Company issued Series G, 14% debentures (the "Debentures") in the aggregate principal amount of CAD\$ 3,430,349 on a non-brokered private placement basis. The Company was able to secure the funds through the interested investors of the Latin American based entity. The Company reassigned the debt secured through the debenture offering (CAD \$3,430,349), including monies loaned to the Latin American company, to a publicly listed company (the "Pubco") and the Pubco continues to service debt payments on the debentures. The Pubco has agreed to lend FGDL CAD \$1,440,486. Terms and conditions of this loan are being negotiated.

The Company would like to clarify that the events surrounding the Series G Debentures are:

From August 18, 2015 to December 18, 2015, the Company issued Series G, 14% debentures in the aggregate principal amount of CAD\$3,430,349 on a non-brokered private placement basis.

On August 21, 2015 the Company entered into an agreement with Global Bioenergy SAS ("GBSAS"), an arm's length party based in Colombia, to implement the Company's mobile payment solution in Colombia and in other countries in Latin America.

This agreement included the understanding that as the Company secured capital through the Series G debenture offering it would loan a portion of the Series G proceeds to GBSAS for the implementation of the Company's services. GBSAS agreed to pledge its assets in Colombia as collateral for the Series G debenture offering. The agreement provided the Company with a 90 day review period during which it would have the ability to terminate the agreement for non-performance with a break fee of CAD\$ 500,000. The agreement also provided the Company with the ability to assign the monies loaned to GBSAS, along with the funds raised through the Series G debenture offering to an alternate company.

On December 1, 2015 the Company received written authorization from the President and CEO of Threegold Resources agreeing to accept assignment of the above noted Series G debenture funds for CAD \$3,430,348.51. Pursuant to the terms of the Series G debentures, the debenture holders consented to the Company assigning the debentures to a third party at any time without first obtaining the consent of the debenture holders. Up to December 11, 2015 the Company loaned GBSAS a total of CAD \$1,989,862 through multiple 3 year promissory notes at an interest rate of 16% per annum.

On December 22, 2015, the Company entered into a debt assignment agreement with Threegold Resources ("Threegold"). This agreement included (1) the assignment of debt in the amount of CAD \$3,430,349, (2) the Company receivable from GBSAS from promissory notes of CAD \$1,989,882 loaned to GBSAS, and (3) an understanding that Threegold would loan CAD \$1,440,487 to the Company at a rate of 14% interest for a 3 year term.

From December 21 to December 22, 2015, the Company continued to receive proceeds from the Series G Debentures in the amount of CAD \$1,030,956. On December 23, 2015 an amount of CAD \$956,969 was provided to GBSAS by way of a 3 year, 16% per annum interest loan from the Company. These amounts were not assigned to Threegold.

On December 29, 2015 the Company formally terminated the agreement with GBSAS. As per the Company's most recent financial statements dated June 30, 2016, of the above, the Company maintains two separate borrowings. The first an amount of CAD \$1,030,956 in Series G debentures. The Company and Threegold had agreed that these amounts would be assigned to Threegold thorough a second assignment agreement which is yet to be concluded, and Threegold continues to service interest payments associated with these Series G debentures. The second is an amount of CAD \$1,440,487 which is a loan from Threegold. The Company also maintains a receivable in the amount of CAD \$956,969 from GBSAS in a promissory note. The assignment of debt to Threegold was contractual between Threegold and the Company and not implied. In addition, pursuant to the terms of the Series G debentures, the debenture holders consented to the Company assigning the debentures to a third party at any time without first obtaining the consent of the debenture holders. There is no contingent liability to the Company, and as a result, no changes to the Company's financial statements are required. The Company's auditors and legal counsel agree with this interpretation.

Dismissal of the YS Capital Lawsuit

Further to May 6, 2016 press release, on January 11, 2016, YS Capital Inc. commenced a lawsuit against the Company and others on behalf of the LTP Stakeholder Group. On April 29, 2016, the statement of claim in that lawsuit was ordered struck out with costs payable to First Global. The Company is now pleased to announce that this lawsuit was dismissed on October 11, 2016 by order of the Ontario Superior Court of Justice with additional costs payable to First Global.

Commencement of the LTP Lawsuit

On August 24, 2016, 2175015 Ontario Inc. (217 Ontario) commenced an application for leave from the Ontario Superior Court of Justice to begin a lawsuit against the Company on behalf of LTP Inc. for an alleged breach of contract and other relief. To date, 217 Ontario has yet to deliver any affidavits in support of its Application. First Global is of the opinion that these proceedings are frivolous and completely without merit. The Company will be responding to the application, if it proceeds, and will be seeking an order dismissing the application.

Update on AGM status

The Company had intended to hold its Annual General Meeting on Feb 29/16 though this was subsequently cancelled. The Company is working with the exchange to resolve a shares issuance matter and intends to announce the new AGM date as when that matter is resolved. The Company intends to announce the new AGM date shortly.

Selected Financial Information

The Company was incorporated on July 28, 1986 and has a December 31 fiscal year end.

Periods	Three months ending September 30, 2016	Three months ending September 30, 2015	Nine months ending September 30, 2016	Nine months ending September 30, 2015
Revenues	\$ 1,152,116	\$ 59,131	\$ 3,410,621	\$ 305,352
Comprehensive income (loss)	\$ 90,292	\$ (955,678)	\$ 844,894	\$ (3,335,931)
Earnings per share	\$ 0.001	\$ (0.006)	\$ 0.006	\$ (0.025)
Total assets	-	-	\$ 4,913,530	\$ 4,374,388
Working capital deficiency	-	-	\$ (5,154,102)	\$ (7,118,122)
Cash from operations	-	-	\$ 622,152	\$ (2,727,868)

Revenue and Direct Cost Analysis:

	Three months ending		Nine months ending	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Wire transfer fees	102,161	45,608	135,108	248,591
Service Provider License ("SPL")	960,533	-	3,100,456	-
Other revenue	49,422	13,523	175,057	56,761
	<u>\$1,112,116</u>	<u>\$59,131</u>	<u>\$3,410,621</u>	<u>\$305,352</u>

	Three months ending		Nine months ending	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Agents' commissions	45,085	22,784	61,409	117,385
Correspondent fees	25,702	12,331	33,299	94,569
	<u>\$70,787</u>	<u>\$35,115</u>	<u>\$94,708</u>	<u>\$211,954</u>

Revenue

- Revenue for the three months ended September 30, 2016 was \$1,112,116 versus \$59,131 for the same period in 2015. This trend of the favorable gain against prior year revenues will continue as the company continues to expand with other service offerings in the form of service provider licenses for territories using the FGD Platform. This revenue stream represents 86% or \$960,533 of the Company's revenues.
- As the company continues to increase its downloads of its Digital Wallet in India and countries where launched continue to occur, the following will occur:

- Margins will crease significantly
 - Payments will increase
 - Mobile Money transfers will become a main focus globally
 - Costs will decrease as EBITDA continue to increase
 - Licensing revenues will increase
 - The multi-currency feature will become a global leader
 - The interoperability function will set the stage for global expansion
- Cost of Sales for the three months ended September 30, 2016 were \$70,787 (2015 - \$35,115), an increase of \$35,672. The main reason is because the Company increase money remittance volumes in the United States and Guyana.

Note also:

- a) Voluntary suspension of the Company's California state money transmitter license in April, 2015: The Company made the decision to voluntarily suspend service until such time as it is able to inject an adequate amount of capital to support its business in the state of California. At the time, transactions from the state of California represented the majority of revenues for the Company.
- b) Voluntary withdrawal of the Company's Texas state money transmitter license in September, 2015: The option to voluntarily suspend services was not available in Texas, therefore the Company made the decision to voluntarily withdraw its Texas license until such time as it is able to inject an adequate amount of capital to support its business in the state of Texas. The injection of \$1M USD in Float capital in Q2 2016 has allowed the company to start focusing on regaining and expanding the company MSB Licenses.
- The Company made a decision to terminate many of its low performing and/or high risk Agents. Agents are physical locations where there is high foot traffic of target demographics for the Company's money transfer services. The voluntary termination of these Agents contributed to the reduction of revenues. Gross margins increased due to better margin in the remaining business segment that the Company operates, especially from territorial licenses using the First Global Platform.
- The Company intends to focus on increasing transaction volumes and revenues for the balance of 2016. First Global intends to achieve this objective by:
 - a) Reviving services in the state of California
 - b) Adding back transaction volumes to the African corridors
 - c) Opening other markets from the USA to the Philippines
 - d) Originating transactions from the other underserved US states in which the Group is licensed
 - e) Introducing online money transfer services in Canada and the USA
 - f) Focusing on the Canadian market
 - g) Increasing transaction volumes from its PayQwik service in India

- h) Expanding PayQwik and white label versions of PayQwik to North America, specifically Canada as a first phase.
- i) Hiring and enhancing the sales team.

Indirect Cost consists of the following major expense sub categories: selling, general & administrative expenses, travel and promotion, legal and accounting, office and general expenses, rent and maintenance, salaries and related costs, interest on borrowed funds and amortization of equipment and intangible assets.

Expenses

Particulars	September 30, 2016	September 30, 2015
Salaries and Consultants	1,247,999	1,763,695
Selling, General and Administrative Expenses	1,005,778	1,292,705
Travel and promotion	113,181	110,029
Legal and accounting	164,822	195,881
Office expense	26,423	155,688
Bank charges	101,876	108,152
Insurance	26,043	27,906
Rent and maintenance	249,480	217,094
Telephone and communication	70,153	85,499
IT Expenses	28,621	22,869
Business subscriptions and licenses	50,960	68,292
Other Expenses	174,218	301,295
Interest on notes payable and other finance	588,543	1,514,917
Amortization of property and equipment	32,422	42,391
Amortization of intangible asset	164,481	164,116

Below are major categories of selling, general and administrative expenses.

Salaries, consulting and related costs

Corporate staff includes finance, marketing, customer service, corporate administrative staff and consultants. Salaries and Consultant expenses for the nine months ending September 30, 2016 were \$1,247,999 compared to \$1,763,695 for the similar period in 2015. This was a decrease of \$515,696 or 29% and due mostly to reducing dependency on consultants and also restructuring roles and responsibilities through the Company which brought significant savings.

Selling, General and Administrative Expenses

Major categories of selling, general and administrative expenses are described in the sub-categories below.

Travel and Promotion

The Company is making efforts to reduce expenses as well as being cognizant of the market share capacity that it wants to target. Travel & Promotion for the nine months ending September 30, 2016, expenses were \$113,181 compared to \$110,029 for the similar period in 2015. This was a marginal increase of \$3,152 or 3%. Management continues to make strategic investments in travelling for business development.

Legal and Accounting

Legal and Accounting for the nine months of 2016 were \$164,822 versus \$195,881 for the similar period in September 2015, a decrease of \$31,059 or 15.9%. The company continues to prudently manage expenses relating to legal and accounting costs.

Office Expenses

Office expenses decreased in the nine months ended September 30, 2016 compared to the prior year period. Expenses were \$26,423 versus \$155,688 or a decrease of 83%. This was due to the reorganizing of the roles and responsibilities of the Company's global human resources in 2015.

Bank Charges

Bank charges for the period to date 2016 was \$101,876 versus \$108,152, a decrease of \$6,276 or 5.8% over the same period in 2015. The decrease was due mainly to the Company having to make smaller and less frequent wire transfers to our correspondents and other partners in the money remittance space.

Insurance

Insurance expense for the period was \$26,043 as compared to \$27,906 for the same period in 2015. This marginal decline was due mainly to insurance policy changes for all of First Global Data Limited properties.

Rent and Maintenance

Rent and Maintenance for the nine months ended September 30, 2016 was \$249,480 as compared to \$217,094 for the same period in 2015, an increase of \$32,386 or 14.97%. The Company continues to manage these expenditures ensuring that tight and prudent management is practiced.

Telecommunication and communication

Telecommunication and communication expenses decreased to \$70,153 or 17.9%. This was mainly due to communication expenses reducing from call to processors and agents in the money remittance space.

IT Expenses

IT Expenses increased to \$28,621 or 25%. This is due mainly to redundancy on the internet backbone of the company as well as charges for co-location. The Company is selling software licenses and these type of costs are necessary for the Company to maintain integrity and safety to the systems.

Business subscriptions and licenses

Business subscriptions and licenses expenses were \$50,960 for the nine months ended September 30, 2016 compared to \$68,292 for the same period in 2015. These expenses are paid to regulators for operating money remittance business in the different states and jurisdictions.

Other expense

Other expenses are items such as security, bonding and other expenses associated with operating the Company different locations. This expense was \$174,218 as compared to \$301,295 for the same period in 2015, a reduction of \$127,077 or 42.2%.

Interest on notes payable and other finance

Interest on for the period ended September 30, 2016 was \$588,543 compared to \$1,514,917 for same period in 2015, a decrease of \$926,374 or 61.2%. This was mainly due to the dynamic series A and series B loan interest that the company was accruing. The notes were extinguished in the last quarter in 2015 and therefore does not have an effect on the 2016 financials.

Amortization of property and equipment

Amortization of property and equipment for the nine months ended September 30, 2016 was \$32,422 compared to \$42,391 for the same period in 2015, a decrease of \$9,969 or 23.5%. The Company did not add capital assets for the period ending September 2016, also some assets on the books of the Company were fully depreciated.

Amortization of Intangible Assets

Amortization of intangible assets were \$164,481 in the nine months ending September 30, 2016 to \$164,116 for the same period in 2015, a change of \$365.

Total comprehensive Income (loss)

The Company's total comprehensive loss for the third quarter **of 2015** was \$955,678. However, Total Comprehensive Income for the quarter ending September 30, 2016 was \$90,292, a major swing due to the strategy of deploying Territorial Licenses using the First Global Platform and to continue to expand territories.

Quarterly Results

Period	Three months ended September 30, 2016	Three months ended June 30, 2016	Three months ended March 31, 2016	Three months ended December 31, 2015
Revenue	1,112,116	1,183,098	1,115,407	591,351
Net comprehensive income (loss)	90,292	438,356	316,247	(1,700,247)
Earnings per share	0.001	0.003	0.000	(0.014)

Period	Three months ended September 30, 2015	Three months ended June 30, 2015	Three months ended March 31, 2015	Three months ended December 31, 2014
Revenue	59,131	62,379	182,699	1,626
Net comprehensive income (loss)	(955,678)	(1,890,751)	(527,008)	(6,455,003)
Earnings per share	(0.006)	(0.016)	(0.004)	(0.012)

Liquidity and Capital Resources

As at September 30, 2016, the Company had cash and cash equivalents of \$1,028,860 compared to \$210,797 at September 30, 2015. Trade and Agent receivables of \$1,838,584 were outstanding at September 30, 2016 compared to \$104,363 at September 30, 2015. Total current assets amounted to \$4,338,117 (September 30, 2015 was \$3,549,683) with current liabilities of \$9,492,219 (September 30, 2015 was \$10,667,805). As at September 30, 2016 the Company had working capital deficiency of \$5,154,102 compared to \$7,118,122 at September 30, 2015.

This turn around will continue to occur as we continue to show improved profitability, continue to restructure our debt.

The Company continues to raise additional equity through private financing through convertible debentures, equity financing and generating revenues from its operations to meet its obligations, with success.

With the new focus on territorial licenses and an dedication on profitability, the company will look to these avenues as an additional channel to secure the required for growth and expansion.

While the Company has incurred significant losses over the years and while this does raise doubt about the Company's ability to continue as a going concern, it has shown two consecutive Quarter if revenue growth and the movement into profitability for each of those quarters. The ability of the Company to continue as a going concern is dependent upon raising additional financing through the issuance of equity, debt financing, sales contracts and distribution agreements. The outcome of these matters is partially dependent on factors outside of the Company's control. The Company has turned been

recording net income for the last two quarters and will be working to ensure that this trend continues to alleviate the going concern doubt.

Despite this concern, the company has however established itself as a FinTech Company with significant upside by developing and leveraging its Core Software Platform to deploy Online and Mobile Remittances and Online and Mobile Payments globally. FinTech companies are being highly valued and are currently able to secure significant amounts of capital from the global investment community. The Company continues to be in active discussion with various parties with interest to provide the requisite capital.

The Company has enough business in the pipeline to allow for massive global growth and while it losses in prior years have restricted the company somewhat in raising capital, the strong Q1 2016 and Q2 2016 clearly demonstrates the company is not only at a turning point but also at a tipping point where profitability will continue as more global deploys are executed.

Balance Sheet Variations

Current Assets

Current Assets which includes cash, trade and agent's receivables, other receivables, and prepaid expenses increased - for the nine months ending September 2016 it was \$4,338,117 compared to \$3,549,683 for the same period in 2015. This is due to an increase in Cash and Trade and Agent Receivables.

Non-Current Assets

Non-Current Assets which includes Property, Plant and Equipment; Licenses and Software was \$575,393 for the nine months of 2016 compared to \$824,705 for the same period in 2015. The decrease is due to amortization. Intangibles was \$459,163 compared to \$665,708 for the same comparative period.

The Company did not make any significant investments in capital assets in the period ending September 30, 2016. However, the Company continues to make enhancements to the technology platform and this will enable the Company to leverage on this asset to generate future revenues and growth. It is also critical to note that as deployments in the different regions of the world continue, the platform will be continually be advanced to meet the global demand for a Global Interoperable Wallet.

Current Liabilities

Current liabilities which includes accounts payable and accrued liabilities, borrowings, tax payable and obligations under finance leases; decreased to \$9,492,219 from \$10,667,805 for the same period in 2015.

Non-Current Liabilities

Non-Current Liabilities mainly include borrowings. Non-current liabilities were \$3,299,129 for the nine months of 2016 compared to \$4,395,677 for same period in 2015

Capital Resources

The Company, in order to finance future developments and expansion may seek to raise additional funds until such time as cash flow from its operations and acquisitions are sufficient to fund internal growth. The timing and ability of the Corporation to fulfill this objective will depend on the liquidity of the financial markets, as well as the willingness of investors to finance such a business. Such future financing may be completed by the issuance of the Corporation's securities.

Off-Balance Sheet Arrangements

As of the date of this MD&A, the Corporation does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Corporation including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

Transactions with Related Parties

The Company has the following transactions with related parties:

	September 30, 2016	September 30, 2015
SPL license royalty included in cost of services to companies owned by directors	\$ 97,191	-
Fees included in selling, general and administrative expenses		
Management service fees to companies owned by directors and officers of the Group	\$ 107,212	\$ 75,056
Management services provided by a director	85,770	60,045

All transactions with related parties are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

a) At the period end, amounts outstanding with related parties are as follows:

	September 30, 2016	September 30, 2015
Due to companies owned by directors ⁽¹⁾	\$ 852,463	\$ 452,323
Due to director	370,779	182,150
Due to Finsec and Fundeco	2,681,200	2,762,459
Due to shareholders	758,594	1,868,930
Due from directors	139,137	131,855

- (1) These balances are payable on demand. The accounts payable and accrued liabilities amount has arisen from services rendered and the due to shareholders are loans provided to the Group by the shareholders of the Group.

Key management compensation comprised of salaries, for the period was \$ 191,565 (2015-\$193,412), of which \$62,530 is recorded in accounts payable and accrued liabilities.

- b. During the year the Company signed a technology license agreement with a company owned and controlled by two non-executive directors of the Company. The agreement provides for the right to use the Company's proprietary financial technology platform for a specified period. The fees received by the Company for the use of the platform were CAD\$2,284,984 as at September 30, 2016.

Critical Accounting Estimates

The Company's financial statements are impacted by the accounting policies used, and the estimates and assumptions made, by management during their preparation. The Corporation's accounting policies are described within the financial statements. The accounting estimates considered to be significant to the Company include the computations of agents' warrants value, charitable stock option and stock-based compensation expense and recovery of future income tax assets.

Changes in Accounting Policies

The Company made no significant changes to its accounting policies in 2016. For the second quarter of 2016 as mandated by the new accounting standards, International Financial Reporting Standards (IFRS), the Company has prepared the second quarter 2016 Financial Statements as per IFRS with prior year comparison.

Financial Instruments and Other Instruments

The Company is not a party to any financial instruments and other instruments as defined in item 1.14 of National Instrument 51-102F1 — Management's Discussion and Analysis.

Fair values

The estimated fair value of cash, accounts receivable, other receivables, borrowings and finance leases approximates their carrying values due to the relatively short-term nature of the instruments. The fair value of accounts payables and accrued liabilities approximates their fair values due to the requirement to extinguish the liabilities on demand.

Financial risk management objectives and policies

The financial risk arising from the Group's operations are currency risk, credit risk and liquidity risk. These risks arise from the normal course of operations and all transactions undertaken are to support the Group's ability to continue as a going concern. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below.

Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. The Group's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks which are summarized below.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a different currency from the Group's functional currency) and the Group's net investments in foreign subsidiaries. The Group operates internationally and is exposed to foreign exchange risk as certain expenditures are denominated in non-Canadian dollar currencies. The exposure is predominantly to the US Dollar. US Dollars denominated balances generate foreign exchange gains and losses that are reported on the income statement. A strengthening of \$0.01 in the Canadian Dollar against the US Dollars would have decreased the net loss for the period by approximately \$9,133 (2015 - \$68,518) for the year. A \$0.01 weakening of the Canadian against the US Dollars would have an equal, but opposite, effect. At September 30, 2016 and September 30, 2015, one Canadian Dollar was equal to 0.7665 USD and 0.7493 USD, respectively.

Balances in non-Canadian dollar currencies are as follows:

Cash and trade and agents' receivable	\$ 1,007,227
Accounts payable and other liabilities	<u>(362,352)</u>
	<u>\$ 644,875</u>

Credit Risk

Credit risk is managed on Group basis, except for credit risk relating to accounts receivable balances. Each local entity is responsible for managing and analyzing the credit risk for each of their new clients before standard payment and delivery terms and conditions are offered. Credit risk arises from cash and cash equivalent and deposits with banks and financial institutions, as well as credit exposures to agents, including outstanding receivables and committed transactions.

For banks and financial institutions, only independently rated parties with a minimum rating of 'A' are accepted. If agents are independently rated, these ratings are used. If there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in

accordance with limits set by the board. The utilization of credit limits is regularly monitored.

No credit limits were exceeded during the reporting period, and management does not expect any losses from nonperformance by these counterparties. The company continues to address the funding methods used in collection of funds from our agents while it launches other features of the Platform that uses more electronic load methods.

Liquidity Risk

The Group manages its liquidity risk by preparing and monitoring forecasts of cash expenditures to ensure that it will have sufficient liquidity to meet liabilities when due. The Group's accounts payable and accrued liabilities generally have maturities of less than 90 days. At September 30, 2016, the Company had cash of \$ 1,028,860 to settle current liabilities of \$9,492,219. The Company continues to restructure its debt while increasing revenues and profitability to allow repayment of debt.

The Company has also embarked on raising capital to meet its working capital requirements, these include going to the capital markets for further investments into the Company as well as selling Special Purpose Territorial Licenses (SPL).

Undiscounted cash flows of financial liabilities based on maturity date are as follows:

	1 year	2 to 5 years	>5 years	Total
Accounts payable and accrued liabilities	2,904,723	-	-	2,904,723
Borrowings	6,283,167	3,299,129	-	9,582,296

Fair value hierarchy

The following summarizes the methods and assumptions used in estimating the fair value of the Group's financial instruments where measurement is required. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgment. The methods and assumptions used to develop fair value measurements, for those financial instruments where fair value is recognized in the balance sheet, have been prioritized into three levels as per the fair value hierarchy included in IFRS.

Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level two includes inputs that are observable other than quoted prices included in level one.

Level three includes inputs that are not based on observable market data.

All of the Group's cash is a level one as per the fair value hierarchy included in IFRS.

CAPITAL MANAGEMENT

The Group's primary objectives when managing capital are to continue the development of the business and support new growth initiatives. The Board of Directors does not establish quantitative capital criteria for management, but rather relies on the expertise of the Group's management to sustain future development of the business, and continued growth. The Company's US Subsidiary, First Global Money Inc. (FGMI) is required to meet state regulatory minimum capital requirements to continue operating with the various states. During the second quarter 2016, funds were injected into FGMI to allow FGMI to continue to meet the capital requirements established by the regulators. Management reviews its capital management approach on an ongoing basis. The Parent is committed to providing the necessary liquidity for continued operations, as required. The impact of the Company not meeting its capital contribution may put the money remittance license in the USA in jeopardy.

The Group includes equity, comprised of issued capital stock, warrants, options and conversion rights; and deficit, in the definition of capital. The Group is dependent on external financing to fund its activities. In order to carry out planned business activities and pay for administrative costs, the Group will spend its existing working capital and raise additional amounts as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Group, is reasonable.

Capital Structure

The Corporation is authorized to issue an unlimited number of common shares, where each common share provides the holder with one vote. As of the date of this MD&A, there were 152,342,372 common shares issued and outstanding, as well as 36,149,938 Warrants and 12,184,000 Options which includes the original director options for Rockstar as well as the agent options for Rockstar and First Global issued on the closing of the private placements.

Other MD&A Requirements

As defined in National Instrument 52-109 — Certification of Disclosure in issuer's Annual and Filings, disclosure controls and procedures require that controls and other procedures be designed to provide reasonable assurance that material information required to be disclosed is duly gathered and reported to senior management in order to permit timely decisions and timely and accurate public disclosure.

The Corporation has evaluated the effectiveness of its disclosure controls and procedures, as defined, and has concluded that they were effective as of the end of the period covered by this MD&A as well as of the date of this MD&A. The Corporation has evaluated its internal controls and financial reporting procedures and have found them to be effective with the objective of reporting the Corporation's financial transactions.