UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of **November, 2019**

Commission File Number: **001-35078**

POINTS INTERNATIONAL LTD.
(Translation of registrant's name into English)

111 Richmond St., W. Suite 700, Toronto, ON, M5H 2G4, Canada
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F [ ] Form 40-F [X]

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): [ ]

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): [ ]

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes [ ] No [X]

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- ________________.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Points International Ltd.
(Registrant)

Date: November 13, 2019

By: /s/ Erick Georgiou
Name: Erick Georgiou
Title: Chief Financial Officer

* Print the name and title under the signature of the signing officer.

NYC#: 108692.1

SEC1815(04-09)

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EXHIBIT INDEX

99.1	News Release dated November 13, 2019
99.2	Condensed Consolidated Interim Financial Statements for the period ended September 30, 2019
99.3	Management's Discussion and Analysis for the period ended September 30, 2019
99.4	Form 52-109F2 Certification of Interim Filings - CEO
99.5	Form 52-109F2 Certification of Interim Filings - CFO

Points International Reports Third Quarter 2019 Results

- Reaffirms Full Year Guidance -

- On Track for Record Financial performance in Q4 2019 -

TORONTO – November 13, 2019 – Points International Ltd. (TSX: PTS) (Nasdaq: PCOM) (Points or the Company), the global leader in powering loyalty commerce, is reporting financial results for the third quarter ended September 30, 2019.

Unless otherwise noted, all comparisons are on a year-over-year basis and all amounts are in USD. The complete third quarter Condensed Consolidated Interim Financial Statements and Management Discussion & Analysis, including segmented results, are available at www.sedar.com and www.sec.gov.

Third Quarter 2019 Financial Results (vs. Q3 2018 where applicable)

- **Total revenue increased 4% to $98.0 million compared to $94.4 million.**
- **Gross profit[1] increased 12% to $14.0 million compared to $12.6 million.**
- **Net income was $1.1 million or $0.08 per diluted share, compared to $1.5 million or $0.10 per diluted share.**
- **Adjusted EBITDA[2] increased 7% to $4.4 million compared to $4.1 million.**

Recent Operational Highlights

- **Launched LCR Call Centre application for Choice Hotels.**
- **Extended Points Travel partnership with the AIR MILES Reward Program and launched a new redemption product, enabling their loyalty members to use Miles when booking on over 330,000 hotels across the globe.**
- **Added Alaska Airlines Mileage Plan as an option on Home Chef, enabling members the ability to earn miles when they sign up and make Home Chef purchases.**
- **Added both Cathays Pacific's Asia Miles and Aeromexico's Club Premier miles to the Citibank thankyou points exchange program.**
- **Opened new Dubai office ahead of schedule to support current and prospective growth in the region.**

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[1] Gross profit is defined as total revenue less the direct cost of revenue. Gross profit is considered by management to be an integral measure of financial performance and represents the amount of revenues retained by the Company after incurring direct costs. However, gross profit is not a recognized measure of profitability under IFRS.

[2] Adjusted EBITDA (Earnings before income tax expense, depreciation and amortization, foreign exchange, finance costs and equity-settled share-based compensation and other one-time costs or benefits such as a tax rebate related to prior periods) is considered by management to be a useful supplemental measure when assessing financial performance. Management also believes that adjusted EBITDA is an important indicator of the Company's ability to generate liquidity through operating cash flow to fund future capital expenditures and working capital needs. However, adjusted EBITDA is not a measure of financial performance under IFRS and should not be considered a substitute for Net Income, which we believe to be the most directly comparable IFRS measure.

Management Commentary

“We continued to execute on our strategic initiatives during the quarter as we balanced appropriate investments with our aggressive growth plans,” said Rob MacLean, CEO of Points. “Our Loyalty Currency Retailing segment continues to drive our performance as both new and existing partners are generating solid results, with nine of our top ten partners generating double-digit gross profit growth. We are also building pipeline momentum in Points Travel and Platform Partners, with new partnerships and upcoming launches setting the stage for accelerated growth in Q4 and 2020.

“In Points Travel, we expanded our partnership with AIR MILES, one of Canada’s most recognizable loyalty programs, by adding a wider range of redemption opportunities that leverage new features from our platform. The investments we have made to enhance our marketing technology and capabilities are bearing fruit, and we look forward to expanding this relationship to further support the growth of AIR MILES’ loyalty program.

“Looking ahead, we are currently on pace for a record fourth quarter and expect to accelerate annual growth in 2020 for both gross profit and adjusted EBITDA. We have one of the strongest sales pipelines in Company history, and when coupled with the progress we are making across our key initiatives, we believe we are approaching an inflection in our business. We remain firmly committed to and on track for our long-term growth plans, which will have us generating gross profit in the high-90 million range by 2022, while more than doubling adjusted EBITDA to the mid-$40 million range.”

Third Quarter 2019 Financial Results

Total revenue in the third quarter of 2019 increased 4% to $98.0 million compared to $94.4 million in the prior year quarter. Principal revenue increased 4% to $92.0 million compared to $88.7 million, and other partner revenue increased 5% to $6.0 million compared to $5.7 million.

Gross profit in the third quarter increased 12% to $14.0 million compared to $12.6 million in the prior year quarter. The increase was primarily driven by continued strong performance in the Loyalty Currency Retailing segment.

Adjusted operating expenses[3] in the third quarter of 2019 were $9.9 million compared to $8.7 million in the prior year quarter. The increase was primarily a result of higher employment costs associated with the resources added in 2019 to support the Company’s growth initiatives.

Net income was $1.1 million or $0.08 per diluted share, compared to $1.5 million or $0.10 per diluted share in the prior year quarter. The decline was primarily a result of the aforementioned increase in operating expenses.

Adjusted EBITDA in the third quarter increased 7% to $4.4 million compared to $4.1 million in the prior year quarter. Effective margin, which is defined as adjusted EBITDA as a percentage of gross profit, was 31% compared to 33% from the prior year period.

At September 30, 2019, total funds available, comprised of cash and cash equivalents together with funds receivable from payment processors, was $63.4 million compared to $67.6 million at the end of the second quarter. The decrease is primarily a result of timing of partner sales and promotions. The Company remains debt free.

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[3] Adjusted operating expenses consist of employment expenses excluding equity-settled share-based compensation, marketing and communications, technology services and other operating expenses. Adjusted operating expense is not a measure of financial performance under IFRS and should not be considered a substitute for total operating expenses, which we believe to be the most directly comparable IFRS measure.

During the third quarter, Points repurchased for cancellation approximately 213,000 common shares at an average price of $11.63 per share through its Automatic Share Purchase Plan in conjunction with its Normal Course Issuer Bid.

2019 Outlook

Points has reiterated its 2019 outlook and expects gross profit to range between $58.5 million and $64.5 million, reflecting approximately 9% to 20% growth compared to 2018. Points also continues to expect adjusted EBITDA to range between $20.5 million and $23.5 million, reflecting approximately 10% to 26% growth from 2018.

Conference Call

Points will hold a conference call today at 4:30 p.m. Eastern time to discuss its third quarter 2019 results, followed by a question-and-answer session.

Date: Wednesday, November 13, 2019
Time: 4:30 p.m. Eastern time (1:30 p.m. Pacific time)
Toll-free dial-in number: 1-877-407-0784
International dial-in number: 1-201-689-8560
Conference ID: 13695694

Please call the conference telephone number 5-10 minutes prior to the start time, and an operator will register your name and organization. If you have any difficulty connecting with the conference call, please contact Gateway Investor Relations at 1-949-574-3860.

A replay of the conference call will be available after 7:30 p.m. Eastern time on the same day through November 27, 2019.

Toll-free replay number: 1-844-512-2921
International replay number: 1-412-317-6671
Replay ID: 13695694

About Points International Ltd.

Points (TSX: PTS) (Nasdaq: PCOM) provides loyalty e-commerce and technology solutions to the world's top brands to power innovative services that drive increased loyalty program revenue and member engagement. The Company has a growing network of nearly 60 global loyalty programs integrated into its unique Loyalty Commerce Platform. Points offers three core private or co-branded services: its Loyalty Currency Retailing service, which retails loyalty points and miles directly to consumers; its Platform Partners service, which offers developers transactional access to dozens of loyalty programs and hundreds of millions of members via a package of APIs; and its Points Travel service, which helps loyalty programs increase revenue from hotel bookings and car rentals, while enabling members to more effectively earn and redeem loyalty rewards. Points is headquartered in Toronto, with offices in San Francisco, London and Singapore.

For more information, please visit company.points.com, follow Points on Twitter (@PointsLoyalty) or read the Points blog. For Points' financial information, visit investor.points.com.

Caution Regarding Forward-Looking Statements

This press release contains or incorporates forward-looking statements within the meaning of United States securities legislation, and forward-looking information within the meaning of Canadian securities legislation (collectively, "forward-looking statements"). These forward-looking statements include, among other things, our expected performance in the fourth quarter of 2019, our ability to deliver on our long-term goals for 2022, our ability to sign and launch new loyalty program partnerships, our ability to sell additional products and services to existing loyalty program partner, our core growth strategies, and our guidance for 2019 with respect to gross profit and adjusted EBITDA. These statements are not historical facts but instead represent only Points' expectations, estimates and projections regarding future events.

Although Points believes the expectations reflected in such forward-looking statements are reasonable, such statements are not guarantees of future performance and are subject to important risks and uncertainties that are difficult to predict. Certain material assumptions or estimates are applied in making forward-looking statements, and actual results may differ materially from those expressed or implied in such statements. Undue reliance should not be placed on such statements. In particular, the financial outlooks herein assume Points will be able to maintain its existing contractual relationships and products, that such products continue to perform in a manner consistent with Points' past experience, that Points will be able to generate new business from our pipeline at expected margins, our in-market and newly launched products and services will perform in a manner consistent with the Company's past experience and we will be able to contain costs. Our ability to convert our pipeline of prospective partners and products and cross-sell existing partners is subject to significant risk and there can be no assurance that we will launch new partners or new products with existing partners as expected or planned nor can there be any assurance that Points will be successful in maintaining its existing contractual relationships or maintaining existing products with existing partners. Other important risk factors that could cause actual results to differ materially include the risk factors discussed in Points' annual information form, Form 40-F, annual and interim management's discussion and analysis, and annual and interim financial statements and the notes thereto. These documents are available at www.sedar.com and www.sec.gov.

The forward-looking statements contained in this press release are made as at the date of this release and, accordingly, are subject to change after such date. Except as required by law, Points does not undertake any obligation to update or revise any forward-looking statements made or incorporated in this press release, whether as a result of new information, future events or otherwise.

Non-GAAP Financial Measures

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). Management uses certain non-GAAP measures, which are defined in the appropriate sections of this press release, to better assess the Company's underlying performance. These measures are reviewed regularly by management and the Company's Board of Directors in assessing the Company's performance and in making decisions about ongoing operations. In addition, we use certain non-GAAP measures to determine the components of management compensation. We believe that these measures are also used by investors as an indicator of the Company's operating performance. Readers are cautioned that these terms are not recognized GAAP measures and do not have a standardized GAAP meaning under IFRS and should not be construed as alternatives to IFRS terms, such as net income.

Investor Relations Contact

Sean Mansouri, CFA or Cody Slach
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Points International Ltd.
Key Financial Measures and Schedule of Non-GAAP Reconciliations

Gross Profit Information[1]

Expressed in thousands of United States dollars

	For the three months ended	
	Sept 30, 2019	Sept 30, 2018
Total Revenue	**$ 97,997**	$ 94,358
Direct cost of revenue	**83,949**	81,776
Gross Profit	**$ 14,048**	$ 12,582
Gross Margin	**14%**	13%

[1] Gross Profit is defined as total revenues less the direct cost of revenue. Gross profit is considered by management to be an integral measure of financial performance and represents the amount of revenues retained by the Company after incurring direct costs. However, gross profit is not a recognized measure of profitability under IFRS.

Points International Ltd.
Key Financial Measures and Schedule of Non-GAAP Reconciliations

Reconciliation of Gross Profit to Contribution [2]

Expressed in thousands of United States dollars

	For the three months ended	
	Sept 30, 2019	Sept 30, 2018
Gross Profit	**$ 14,048**	$ 12,582
Less:		
Direct adjusted operating expenses [3]	**6,269**	5,269
Contribution	**$ 7,779**	$ 7,313

[2] Contribution is defined as Gross profit less direct adjusted operating expenses. Contribution is considered by Management to be a useful supplemental measure when assessing financial performance. Management believes that Contribution is an important indicator of the Company's segment profitability. However, Contribution is not a recognized measure of profitability under IFRS.
[3] Direct adjusted operating expenses is defined as expenses which are directly attributable to each operating segment. Direct adjusted operating expenses is not a measure of financial performance under IFRS.

Points International Ltd.
Key Financial Measures and Schedule of Non-GAAP Reconciliations

Contribution by Line of Business

Expressed in thousands of United States dollars

	For the three months ended	
	Sept 30, 2019	Sept 30, 2018
Loyalty Currency Retailing		
Revenue	**$ 95,677**	$ 91,950
Gross Profit	**11,879**	10,378
Direct adjusted operating expenses	**3,605**	3,048
Contribution	**$ 8,274**	$ 7,330
Platform Partners		
Revenue	**$ 1,782**	$ 1,940
Gross Profit	**1,631**	1,773
Direct adjusted operating expenses	**964**	831
Contribution	**$ 667**	$ 942
Points Travel		
Revenue	**$ 538**	$ 468
Gross Profit	**538**	431
Direct adjusted operating expenses	**1,700**	1,390
Contribution	**$ (1,162)**	$ (959)

Points International Ltd.
Key Financial Measures and Schedule of Non-GAAP Reconciliations

Reconciliation of Net Income to Adjusted EBITDA [4]

Expressed in thousands of United States dollars

	For the three months ended	
	Sept 30, 2019	Sept 30, 2018
Net Income	**$ 1,098**	$ 1,476
Income tax expense	**670**	693
Finance costs	**51**	-
Depreciation and amortization	**1,131**	858
Foreign exchange loss	**254**	40
Equity-settled share-based payment expense	**1,193**	1,054
Adjusted EBITDA	**$ 4,397**	$ 4,121

[4] Adjusted EBITDA (Earnings before income tax expense, finance costs, depreciation and amortization, foreign exchange and equity-settled share-based payment expense) is considered by management to be a useful supplemental measure when assessing financial performance. Management believes that adjusted EBITDA is an important indicator of the Company's ability to generate liquidity through operating cash flow to fund future capital expenditures and working capital needs. However, adjusted EBITDA is not a measure of financial performance under IFRS and should not be considered a substitute for Net Income, which we believe to be the most directly comparable IFRS measure.

Points International Ltd.
Key Financial Measures and Schedule of Non-GAAP Reconciliations

Reconciliation of Total Operating Expenses to Adjusted Operating Expenses [5]

Expressed in thousands of United States dollars

	For the three months ended	
	Sept 30, 2019	Sept 30, 2018
Total Operating Expenses	**$ 12,437**	$ 10,655
Subtract (add):		
Depreciation and amortization	**1,131**	858
Foreign exchange loss	**254**	40
Equity-settled share-based payment expense	**1,193**	1,054
Adjusted Operating Expenses	**$ 9,859**	$ 8,703

[5] Adjusted operating expenses consists of employment expenses excluding equity-settled share-based payment expense, marketing & communications, technology services, and other operating expenses. Adjusted operating expenses is not a measure of financial performance under IFRS and should not be considered a substitute for total operating expenses, which we believe to be the most directly comparable IFRS measure.

Points International Ltd.
Condensed Consolidated Interim Statements of Financial Position

Expressed in thousands of United States dollars
(Unaudited)

As at		September 30, 2019		December 31, 2018[6]
ASSETS				
Current assets				
Cash and cash equivalents	$	**54,326**	$	69,131
Restricted cash		-		500
Funds receivable from payment processors		**9,111**		13,512
Accounts receivable		**20,921**		9,318
Prepaid taxes		**181**		383
Prepaid expenses and other assets		**3,712**		3,618
Total current assets	$	**88,251**	$	96,462
Non-current assets				
Property and equipment		**2,255**		2,351
Right-of-use assets		**3,320**		-
Intangible assets		**12,915**		13,952
Goodwill		**7,130**		7,130
Deferred tax assets		**2,761**		2,645
Total non-current assets	$	**28,381**	$	26,078
Total assets	$	**116,632**	$	122,540
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities	$	**11,061**	$	9,489
Income taxes payable		**1,851**		117
Payable to loyalty program partners		**58,559**		69,749
Current portion of lease liabilities		**1,267**		-
Current portion of other liabilities		**807**		1,680
Total current liabilities	$	**73,545**	$	81,035
Non-current liabilities				
Lease liabilities		**2,487**		-
Other liabilities		**105**		495
Deferred tax liabilities		**763**		-
Total non-current liabilities	$	**3,355**	$	495
Total liabilities	$	**76,900**	$	81,530
SHAREHOLDERS' EQUITY				
Share capital		**49,176**		53,886
Contributed surplus		-		4,446
Accumulated other comprehensive income (loss)		**(74)**		(646)
Accumulated deficit		**(9,370)**		(16,676)
Total shareholders' equity	$	**39,732**	$	41,010
Total liabilities and shareholders' equity	$	**116,632**	$	122,540

[6] The Company has initially applied IFRS 16 at January 1, 2019, using the modified retrospective approach. Under this approach, comparative information is not restated.

Points International Ltd.
Condensed Consolidated Interim Statements of Comprehensive Income

Expressed in thousands of United States dollars, except per share amounts
(Unaudited)

	For the three months ended		For the nine months ended	
	Sept 30, 2019	Sept 30, 2018[7]	Sept 30, 2019	Sept 30, 2018[7]
REVENUE				
Principal	**$ 92,035**	$ 88,689	**$ 276,330**	$ 263,394
Other partner revenue	**5,962**	5,669	**17,840**	17,933
Total Revenue	**$ 97,997**	$ 94,358	**$ 294,170**	$ 281,327
Direct cost of revenue	**83,949**	81,776	**246,304**	241,528
Gross Profit	**$ 14,048**	$ 12,582	**$ 47,866**	$ 39,799
OPERATING EXPENSES				
Employment costs	**7,887**	6,934	**23,090**	20,698
Marketing and communications	**429**	308	**1,237**	1,096
Technology services	**652**	545	**1,928**	1,592
Depreciation and amortization	**1,131**	858	**3,399**	2,624
Foreign exchange loss (gain)	**254**	40	**408**	(33)
Other operating expenses	**2,084**	1,970	**5,557**	6,483
Total Operating Expenses	**$ 12,437**	$ 10,655	**$ 35,619**	$ 32,460
Finance income	**(208)**	(242)	**(727)**	(446)
Finance costs	**51**	-	**163**	-
INCOME BEFORE INCOME TAXES	**$ 1,768**	$ 2,169	**$ 12,811**	$ 7,785
Income tax expense	**670**	693	**3,680**	2,239
NET INCOME	**$ 1,098**	$ 1,476	**$ 9,131**	$ 5,546
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will subsequently be reclassified to profit or loss:				
Unrealized gain (loss) on foreign exchange derivative designated as cash flow hedges	**(259)**	205	**225**	(545)
Income tax effect	**68**	(54)	**(60)**	144
Reclassification to net income of loss (gain) on foreign exchange derivatives designated as cash flow hedges	**117**	180	**525**	(141)
Income tax effect	**(31)**	(48)	**(139)**	37
Foreign currency translation adjustment	**3**	-	**21**	-
Other comprehensive income (loss) for the period, net of income tax	**$ (102)**	$ 283	**$ 572**	$ (505)
TOTAL COMPREHENSIVE INCOME	**$ 996**	$ 1,759	**$ 9,703**	$ 5,041
EARNINGS PER SHARE				
Basic earnings per share	**$ 0.08**	$ 0.10	**$ 0.66**	$ 0.39
Diluted earnings per share	**$ 0.08**	$ 0.10	**$ 0.66**	$ 0.38

[7] The Company has initially applied IFRS 16 at January 1, 2019, using the modified retrospective approach. Under this approach, comparative information is not restated.

Points International Ltd.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

Expressed in thousands of United States dollars except number of shares (Unaudited)	**Attributable to equity holders of the Company**					
	Share Capital					
	Number of Shares	**Amount**	**Contributed Surplus**	**Accumulated other comprehensive income (loss)**	**Accumulated deficit**	**Total shareholders' equity**
Balance at December 31, 2018	**14,111,864**	**$ 53,886**	**$ 4,446**	**$ (646)**	**$ (16,676)**	**$ 41,010**
Net income	**-**	**-**	**-**	**-**	**9,131**	**9,131**
Other comprehensive income, net of tax	**-**	**-**	**-**	**572**	**-**	**572**
Total comprehensive income	**-**	**-**	**-**	**572**	**9,131**	**9,703**
Effect of share option compensation plan	**-**	**-**	**432**	**-**	**-**	**432**
Effect of RSU compensation plan	**-**	**-**	**3,090**	**-**	**-**	**3,090**
Share issuances – options exercised	**2,338**	**28**	**(7)**	**-**	**-**	**21**
Settlement of RSUs	**-**	**1,431**	**(4,534)**	**-**	**-**	**(3,103)**
Shares purchased and held in trust	**-**	**(3,636)**	**-**	**-**	**-**	**(3,636)**
Shares repurchased and cancelled	**(664,884)**	**(2,533)**	**(3,427)**	**-**	**(1,825)**	**(7,785)**
Balance at September 30, 2019	**13,449,318**	**$ 49,176**	**$ -**	**$ (74)**	**$ (9,370)**	**$ 39,732**
Balance at December 31, 2017	14,561,450	$ 56,394	$ 10,647	$ 374	$ (24,468)	$ 42,947
Net income	-	-	-	-	5,546	5,546
Other comprehensive loss, net of tax	-	-	-	(505)	-	(505)
Total comprehensive income	-	-	-	(505)	5,546	5,041
Effect of share option compensation plan	-	-	40	-	-	40
Effect of RSU compensation plan	-	-	3,157	-	-	3,157
Share issuances - options exercised	118,288	1,348	(997)	-	-	351
Settlement of RSUs	-	1,316	(3,905)	-	-	(2,589)
Shares purchased and held in trust	-	(2,956)	-	-	-	(2,956)
Shares repurchased and cancelled	(457,556)	(1,782)	(4,576)	-	-	(6,358)
Balance at September 30, 2018	14,222,182	$ 54,320	$ 4,366	$ (131)	$ (18,922)	$ 39,633

Points International Ltd.
Condensed Consolidated Interim Statements of Cash Flows
Expressed in thousands of United States dollars
(Unaudited)

	For the three months ended		For the nine months ended	
	Sept 30, 2019	Sept 30, 2018[8]	Sept 30, 2019	Sept 30, 2018[8]
Cash flows from operating activities				
Net income for the period	**$ 1,098**	$ 1,476	**$ 9,131**	$ 5,546
Adjustments for:				
Depreciation of property and equipment	**316**	247	**894**	715
Depreciation of right-of-use assets	**290**	-	**868**	-
Amortization of intangible assets	**525**	611	**1,637**	1,909
Unrealized foreign exchange gain	**(542)**	(127)	**(614)**	(558)
Equity-settled share-based payment transactions	**1,193**	1,054	**3,522**	3,197
Finance costs	**51**	-	**163**	-
Deferred income tax expense (recovery)	**6**	(337)	**448**	(708)
Unrealized net (gain) loss on derivative contracts designated as cash flow hedges	**(142)**	385	**750**	(686)
Changes in restricted cash balance	**-**	-	**500**	-
Changes in non-cash balances related to operations	**(1,940)**	(17,426)	**(15,867)**	(4,757)
Interest paid	**(51)**	-	**(163)**	-
Net cash provided by (used in) operating activities	**$ 804**	$ (14,117)	**$ 1,269**	$ 4,658
Cash flows from investing activities				
Acquisition of property and equipment	**(130)**	(60)	**(798)**	(798)
Additions to intangible assets	**(61)**	(189)	**(600)**	(712)
Net cash used in investing activities	**$ (191)**	$ (249)	**$ (1,398)**	$ (1,510)
Cash flows from financing activities				
Payment of lease liabilities	**(350)**	-	**(808)**	-
Proceeds from exercise of share options	**-**	-	**21**	351
Shares repurchased and cancelled	**(2,473)**	(557)	**(7,785)**	(6,358)
Purchase of share capital held in trust	**(2,176)**	-	**(3,636)**	(2,956)
Taxes paid on net settlement of RSUs	**(134)**	(53)	**(3,103)**	(2,589)
Net cash used in financing activities	**$ (5,133)**	$ (610)	**$ (15,311)**	$ (11,552)
Effect of exchange rate fluctuations on cash held	**545**	127	**635**	558
Net increase (decrease) in cash and cash equivalents	**$ (3,975)**	$ (14,849)	**$ (14,805)**	$ (7,846)
Cash and cash equivalents at beginning of the period	**$ 58,301**	$ 70,517	**$ 69,131**	$ 63,514
Cash and cash equivalents at end of the period	**$ 54,326**	$ 55,668	**$ 54,326**	$ 55,668
Interest Received	**$ 235**	$ 212	**$ 745**	$ 358
Taxes Received	**$ -**	$ -	**$ -**	$ 110
Taxes Paid	**$ (27)**	$ (542)	**$ (1,213)**	$ (2,223)

Amounts received and paid for interest and taxes were reflected as operating cash flows in the condensed consolidated interim statements of cash flows.

(8) The Corporation has initially applied IFRS 16 at January 1, 2019, using the modified retrospective approach. Under this approach comparative information is not restated.

Condensed Consolidated Interim Financial Statements

Points International Ltd.
September 30, 2019

Contents

	Page

Condensed consolidated interim financial statements

Points International Ltd.
Condensed Consolidated Interim Statements of Financial Position

Expressed in thousands of United States dollars
(Unaudited)

As at	**Note**	**September 30, 2019**	December 31, 2018(a)
ASSETS			
Current assets			
Cash and cash equivalents		**$ 54,326**	$ 69,131
Restricted cash		**-**	500
Funds receivable from payment processors		**9,111**	13,512
Accounts receivable	12	**20,921**	9,318
Prepaid taxes		**181**	383
Prepaid expenses and other assets	10	**3,712**	3,618
Total current assets		**$ 88,251**	$ 96,462
Non-current assets			
Property and equipment		**2,255**	2,351
Right-of-use assets	3 (a)	**3,320**	-
Intangible assets		**12,915**	13,952
Goodwill		**7,130**	7,130
Deferred tax assets		**2,761**	2,645
Total non-current assets		**$ 28,381**	$ 26,078
Total assets		**$ 116,632**	$ 122,540
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	12	**$ 11,061**	$ 9,489
Income taxes payable		**1,851**	117
Payable to loyalty program partners		**58,559**	69,749
Current portion of lease liabilities	3 (a)	**1,267**	-
Current portion of other liabilities	10	**807**	1,680
Total current liabilities		**$ 73,545**	$ 81,035
Non-current liabilities			
Lease liabilities	3 (a)	**2,487**	-
Other liabilities		**105**	495
Deferred tax liabilities		**763**	-
Total non-current liabilities		**$ 3,355**	$ 495
Total liabilities		**$ 76,900**	$ 81,530
SHAREHOLDERS' EQUITY			
Share capital		**49,176**	53,886
Contributed surplus		**-**	4,446
Accumulated other comprehensive loss		**(74)**	(646)
Accumulated deficit		**(9,370)**	(16,676)
Total shareholders' equity		**$ 39,732**	$ 41,010
Total liabilities and shareholders' equity		**$ 116,632**	$ 122,540
Guarantees and Commitments	8		
Credit Facilities	11		

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

(a) The Corporation has initially applied IFRS 16 at January 1, 2019, using the modified retrospective approach. Under this approach comparative information is not restated. See Note 3(a).

Points International Ltd.
Condensed Consolidated Interim Statements of Comprehensive Income
Expressed in thousands of United States dollars, except per share amounts (Unaudited)

	Note	For the three months ended		For the nine months ended	
		September 30, 2019	September 30, 2018(a)	**September 30, 2019**	September 30, 2018(a)
REVENUE					
Principal		**$ 92,035**	$ 88,689	**$ 276,330**	$ 263,394
Other partner revenue		**5,962**	5,669	**17,840**	17,933
Total Revenue	4	**$ 97,997**	$ 94,358	**$ 294,170**	$ 281,327
Direct cost of revenue	12	**83,949**	81,776	**246,304**	241,528
Gross Profit		**$ 14,048**	$ 12,582	**$ 47,866**	$ 39,799
OPERATING EXPENSES					
Employment costs		**7,887**	6,934	**23,090**	20,698
Marketing and communications		**429**	308	**1,237**	1,096
Technology services		**652**	545	**1,928**	1,592
Depreciation and amortization		**1,131**	858	**3,399**	2,624
Foreign exchange loss (gain)		**254**	40	**408**	(33)
Other operating expenses		**2,084**	1,970	**5,557**	6,483
Total Operating Expenses		**$ 12,437**	$ 10,655	**$ 35,619**	$ 32,460
Finance income		**(208)**	(242)	**(727)**	(446)
Finance costs	3 (a)	**51**	-	**163**	-
INCOME BEFORE INCOME TAXES		**$ 1,768**	$ 2,169	**$ 12,811**	$ 7,785
Income tax expense		**670**	693	**3,680**	2,239
NET INCOME		**$ 1,098**	$ 1,476	**$ 9,131**	$ 5,546
OTHER COMPREHENSIVE INCOME (LOSS)					
Items that will subsequently be reclassified to profit or loss:					
Unrealized gain (loss) on foreign exchange derivatives designated as cash flow hedges		**(259)**	205	**225**	(545)
Income tax effect		**68**	(54)	**(60)**	144
Reclassification to net income of loss (gain) on foreign exchange derivatives designated as cash flow hedges		**117**	180	**525**	(141)
Income tax effect		**(31)**	(48)	**(139)**	37
Foreign currency translation adjustment		**3**	-	**21**	-
Other comprehensive income (loss) for the period, net of income tax		**$ (102)**	$ 283	**$ 572**	$ (505)
TOTAL COMPREHENSIVE INCOME		**$ 996**	$ 1,759	**$ 9,703**	$ 5,041
EARNINGS PER SHARE					
Basic earnings per share	6	**$ 0.08**	$ 0.10	**$ 0.66**	$ 0.39
Diluted earnings per share	6	**$ 0.08**	$ 0.10	**$ 0.66**	$ 0.38

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

(a) The Corporation has initially applied IFRS 16 at January 1, 2019, using the modified retrospective approach. Under this approach comparative information is not restated. See Note 3(a).

Points International Ltd.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

Expressed in thousands of United States dollars except number of shares (Unaudited)	Note	Share Capital Number of Shares	Share Capital Amount	Contributed Surplus	Accumulated other comprehensive income (loss)	Accumulated deficit	Total shareholders' equity
				Attributable to equity holders of the Company			
Balance at December 31, 2018		**14,111,864**	**$ 53,886**	**$ 4,446**	**$ (646)**	**$ (16,676)**	**$ 41,010**
Net income		**-**	**-**	**-**	**-**	**9,131**	**9,131**
Other comprehensive income, net of tax		**-**	**-**	**-**	**572**	**-**	**572**
Total comprehensive income		**-**	**-**	**-**	**572**	**9,131**	**9,703**
Effect of share option compensation plan	7	**-**	**-**	**432**	**-**	**-**	**432**
Effect of RSU compensation plan	7	**-**	**-**	**3,090**	**-**	**-**	**3,090**
Share issuances – options exercised		**2,338**	**28**	**(7)**	**-**	**-**	**21**
Settlement of RSUs	7	**-**	**1,431**	**(4,534)**	**-**	**-**	**(3,103)**
Shares purchased and held in trust	7	**-**	**(3,636)**	**-**	**-**	**-**	**(3,636)**
Shares repurchased and cancelled	5	**(664,884)**	**(2,533)**	**(3,427)**	**-**	**(1,825)**	**(7,785)**
Balance at September 30, 2019		**13,449,318**	**$ 49,176**	**$ -**	**$ (74)**	**$ (9,370)**	**$ 39,732**
Balance at December 31, 2017		14,561,450	$ 56,394	$ 10,647	$ 374	$ (24,468)	$ 42,947
Net income		-	-	-	-	5,546	5,546
Other comprehensive loss, net of tax		-	-	-	(505)	-	(505)
Total comprehensive income		-	-	-	(505)	5,546	5,041
Effect of share option compensation plan	7	-	-	40	-	-	40
Effect of RSU compensation plan	7	-	-	3,157	-	-	3,157
Share issuances – options exercised		118,288	1,348	(997)	-	-	351
Settlement of RSUs	7	-	1,316	(3,905)	-	-	(2,589)
Shares purchased and held in trust	7	-	(2,956)	-	-	-	(2,956)
Shares repurchased and cancelled	5	(457,556)	(1,782)	(4,576)	-	-	(6,358)
Balance at September 30, 2018		14,222,182	$ 54,320	$ 4,366	$ (131)	$ (18,922)	$ 39,633

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

Points International Ltd.
Condensed Consolidated Interim Statements of Cash Flows
Expressed in thousands of United States dollars
(Unaudited)

	Note	For the three months ended **September 30, 2019**	September 30, 2018(a)	For the nine months ended **September 30, 2019**	September 30, 2018(a)
Cash flows from operating activities					
Net income for the period		**$ 1,098**	$ 1,476	**$ 9,131**	$ 5,546
Adjustments for:					
Depreciation of property and equipment		**316**	247	**894**	715
Depreciation of right-of-use assets	*3 (a)*	**290**	-	**868**	-
Amortization of intangible assets		**525**	611	**1,637**	1,909
Unrealized foreign exchange gain		**(542)**	(127)	**(614)**	(558)
Equity-settled share-based payment transactions	7	**1,193**	1,054	**3,522**	3,197
Finance costs		**51**	-	**163**	-
Deferred income tax expense (recovery)		**6**	(337)	**448**	(708)
Unrealized net (gain) loss on derivative contracts designated as cash flow hedges		**(142)**	385	**750**	(686)
Changes in restricted cash balance		-	-	**500**	-
Changes in non-cash balances related to operations	9	**(1,940)**	(17,426)	**(15,867)**	(4,757)
Interest paid		**(51)**	-	**(163)**	-
Net cash provided by (used in) operating activities		**$ 804**	$ (14,117)	**$ 1,269**	$ 4,658
Cash flows from investing activities					
Acquisition of property and equipment		**(130)**	(60)	**(798)**	(798)
Additions to intangible assets		**(61)**	(189)	**(600)**	(712)
Net cash used in investing activities		**$ (191)**	$ (249)	**$ (1,398)**	$ (1,510)
Cash flows from financing activities					
Payment of lease liabilities		**(350)**	-	**(808)**	-
Proceeds from exercise of share options		-	-	**21**	351
Shares repurchased and cancelled	5	**(2,473)**	(557)	**(7,785)**	(6,358)
Purchase of share capital held in trust	7	**(2,176)**	-	**(3,636)**	(2,956)
Taxes paid on net settlement of RSUs		**(134)**	(53)	**(3,103)**	(2,589)
Net cash used in financing activities		**$ (5,133)**	$ (610)	**$ (15,311)**	$ (11,552)
Effect of exchange rate fluctuations on cash held		**545**	127	**635**	558
Net decrease in cash and cash equivalents		**$ (3,975)**	$ (14,849)	**$ (14,805)**	$ (7,846)
Cash and cash equivalents at beginning of the period		**$ 58,301**	$ 70,517	**$ 69,131**	$ 63,514
Cash and cash equivalents at end of the period		**$ 54,326**	$ 55,668	**$ 54,326**	$ 55,668
Interest received		**$ 235**	$ 212	**$ 745**	$ 358
Taxes received		**$ -**	$ -	**$ -**	$ 110
Taxes paid		**$ (27)**	$ (542)	**$ (1,213)**	$ (2,223)

Amounts received and paid for interest and taxes were reflected as operating cash flows in the condensed consolidated interim statements of cash flows.

The accompanying notes are an integral part of these condensed consolidated interim financial statements. (a) The Corporation has initially applied IFRS 16 at January 1, 2019, using the modified retrospective approach. Under this approach comparative information is not restated. See Note 3(a).

1. REPORTING ENTITY

Points International Ltd. (the "Corporation") is a company domiciled in Canada. The address of the Corporation's registered office is 111 Richmond Street West, Suite 700, Toronto, ON, Canada M5H 2G4. The condensed consolidated interim financial statements of the Corporation as at and for the three and nine months ended September 30, 2019 comprise the Corporation and its wholly-owned subsidiaries: Points International (US) Ltd., Points International (UK) Ltd., Points.com Inc., Points Travel Inc., Points Development (US) Ltd., Points Holdings Ltd. and its wholly-owned subsidiary, Points International (Singapore) Private Limited. The Corporation's shares are publicly traded on the Toronto Stock Exchange ("TSX") as PTS and on the NASDAQ Capital Market ("NASDAQ") as PCOM.

The Corporation operates in three reportable segments (see Note 4 below)

Segment	**Principal Activities**
Loyalty Currency Retailing	Consists primarily of products and services that facilitate the sale or transfer of loyalty currency direct to loyalty program members.
Platform Partners	A portfolio of technology solutions that enables the broad distribution of loyalty currencies across loyalty program and third party channels.
Points Travel	White-label travel booking solution for the loyalty industry that allows consumers to earn and redeem their loyalty currency while making hotel bookings and car rentals online.

The Corporation's operations are not subject to significant seasonal fluctuations.

The consolidated financial statements of the Corporation as at and for the year ended December 31, 2018 are available at www.sedar.com or www.sec.gov.

2. BASIS OF PREPARATION

The condensed consolidated interim financial statements for the three and nine months ended September 30, 2019 have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB").

The notes presented in these third quarter 2019 condensed consolidated interim financial statements include only significant changes and transactions occurring since December 31, 2018 and are not fully inclusive of all disclosures required by International Financial Reporting Standards ("IFRS") for annual financial statements. These condensed consolidated interim financial statements should be read in conjunction with the Corporation's annual audited consolidated financial statements for the year ended December 31, 2018. All amounts are expressed in thousands of United States dollars ("USD"), except per share amounts, or as otherwise indicated.

The condensed consolidated interim financial statements were authorized for issue by the Board of Directors on November 13, 2019.

3. SIGNIFICANT ACCOUNTING POLICIES

Except as described below, the condensed consolidated interim financial statements follow the same accounting policies and methods of application as those disclosed in the Corporation's annual audited consolidated financial statements for the year ended December 31, 2018.

All amounts in thousands of U.S. dollars, except per share figures, unless otherwise noted (Unaudited)

(a) New standards adopted in 2019

IFRS 16, *Leases* ("IFRS 16")

Effective January 1, 2019, the Corporation adopted IFRS 16 which specifies how to recognize, measure, present and disclose leases. The standard introduces a single, on-balance sheet lessee accounting model, requiring lessees to recognize right-of-use assets and lease liabilities representing its obligation to make lease payments, unless the underlying leased asset has a low value or is considered short term.

The Corporation adopted IFRS 16 using a modified retrospective approach. Accordingly comparative information presented for 2018 has not been restated. On transition to IFRS 16, the Corporation elected to apply the practical expedient to grandfather the assessment of which transactions are leases. The Corporation applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17, *Leases* and IFRIC 4, *Determining whether an Arrangement contains a Lease* were not reassessed. The Corporation's leases primarily consist of leases for office premises with terms ranging from 2 to 4 years. The lease term includes periods covered by an option to extend if the Corporation is reasonably certain to exercise that option.

At transition, for leases classified as operating leases under IAS 17, lease liabilities were measured at the present value of remaining lease payments, discounted at the Corporation's incremental borrowing rate as at January 1, 2019. Right-of-use assets are measured at an amount equal to the lease liabilities, adjusted for any prepaid or accrued lease payments relating to that lease.

The Corporation has elected to use the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17:

- **applied a single discount rate to a portfolio of leases with reasonably similar characteristics;**
- **excluded initial direct costs from the measurement of the right-of-use assets at the date of initial application; and**
- **relied upon the Corporation's assessment of whether leases are onerous under the requirements of IAS 37, *Provisions, contingent liabilities and contingent assets* as at December 31, 2018 as an alternative to reviewing our right-of-use assets for impairment.**

The Corporation has elected not to separate non-lease components and will instead account for the lease and non-lease component as a single lease component. In addition, the Corporation has elected not to recognize right-of-use assets and lease liabilities for some leases of low value assets. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

The impact on transition to IFRS 16 is summarized below:

		Jan. 1, 2019
Prepaid expenses and other assets	$	(109)
Right-of-use assets	$	4,102
Current portion of other liabilities	$	(120)
Current portion of lease liabilities	$	1,203
Lease liabilities	$	3,272
Other liabilities	$	(362)

When measuring lease liabilities for leases that were classified as operating leases under IAS 17, the Corporation discounted lease payments using its incremental borrowing rate at January 1, 2019. The weighted average rate applied is 5.30% .

All amounts in thousands of U.S. dollars, except per share figures, unless otherwise noted (Unaudited)

		Jan. 1, 2019
Operating lease commitment at December 31, 2018 as disclosed in the Corporation's 2018 consolidated financial statements	$	7,401
Discounted using the incremental borrowing rate at January 1, 2019	$	6,573
Recognition exemption for leases of low-value assets		(6)
Extension options reasonably certain to be exercised		365
Certain costs for which the Corporation is contractually committed under lease contracts but are not accounted for as a lease liability, such as variable lease payments not tied to an index or rate		(2,457)
Lease liabilities recognized at January 1, 2019	$	4,475

IFRS 16 replaces the straight-line operating lease expense recorded under IAS 17 with a depreciation charge for right-of-use assets and interest expense on lease liabilities, which resulted in a decrease in operating expenses, an increase in depreciation expense and an increase in finance costs. During the three and nine months ended September 30, 2019, the Corporation recognized depreciation of right-of-use assets of $290 and $868 (2018 – nil), respectively, and finance cost from these leases of $51 and $163, respectively. During the third quarter of 2019 and year-to-date, the expense related to variable lease payments not included in the measurement of lease obligations was $200 and $589, respectively.

The Corporation has applied judgment to determine the lease term for some lease contracts that include renewal options. The assessment of whether the Corporation is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognized.

The Corporation also make judgements in determining the incremental borrowing rate used in measuring the lease liabilities, reflecting the rate that the Corporation would have to pay for a loan of similar term, with similar security, to obtain an asset of similar value.

Other accounting standards adopted in 2019

The following standards or amendments are also effective from January 1, 2019, but they do not have a material impact on the Corporation's condensed consolidated interim financial statements:

- **IAS 28, Investments in Associates and Joint Ventures;**
- **IAS 19, Employee Benefits; and**
- **IFRIC 23, Uncertainty over Income Tax Treatments.**

(b) Right-of-use assets and Lease liabilities

At inception of a contract, the Corporation assesses whether a contract is or contains a lease based on whether the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Corporation recognizes right-of-use assets and lease liabilities at the lease commencement date. After the initial adoption date, the right-of-use asset is initially measured at cost, which comprises:

- **The amount of the initial measurement of the lease liability;**
- **Any lease payments made at or before the commencement date, less any lease incentives received;**
- **Any initial direct costs incurred; and**
- **An estimate of costs to dismantle or remove the underlying asset, or restore the asset to the condition required by the terms and conditions of the lease.**

Subsequent to initial measurement, right-of-use assets are measured at cost less any accumulated depreciation and impairment losses, and adjusted for certain remeasurements of the lease liability. The right-of-use asset are depreciated on a straight-line basis over the term of the lease, or the estimated useful life of the right-of-use assets if the Corporation expects to obtain the ownership of the leased asset at the end of the lease. The lease term includes the non-cancellable period of the lease and optional renewable periods that the Corporation is reasonably certain to extend.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Corporation’s incremental borrowing rate. Generally, the Corporation uses its incremental borrowing rate as the discount rate.

After initial recognition, the lease liability is measured at amortized cost using the effective interest method. The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or if the Corporation changes its assessment of whether it will exercise a purchase option, extension option or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset.

The lease liability is also remeasured when the underlying lease contract is amended. When there is a decrease in contract scope, the lease liability and right-of-use asset will decrease relative to this change with the difference recorded in net income prior to the remeasurement of the lease liability.

(c) Foreign Operations and Functional Currency

During the second quarter of 2019, Points Holdings Ltd. and Points International (Singapore) Private Limited were incorporated. Points Holdings Ltd. uses the US dollar as its functional currency and Points International Singapore Private Limited uses the Singapore dollar as its functional currency.

4. OPERATING SEGMENTS

The Corporation’s reportable segments are Loyalty Currency Retailing, Platform Partners, and Points Travel. These operating segments are organized around differences in products and services.

The Corporation’s measure of segment profit or loss is represented by Contribution, which is used by the Chief Operating Decision Maker (“CODM”) in reviewing segment results and making resource allocation decisions. Contribution is defined as gross profit (total revenue less direct cost of revenue) for the relevant operating segment less direct adjusted operating expenses. Direct adjusted operating expenses are expenses which are directly attributable to each operating segment. Assets and liabilities are not provided to the CODM at the operating segment level and are therefore not allocated to the operating segments for reporting purposes. There have been no changes in the Corporation’s determination of its reportable segments.

All amounts in thousands of U.S. dollars, except per share figures, unless otherwise noted (Unaudited)

For the three months ended September 30, 2019:		**Loyalty Currency Retailing**		**Platform Partners**		**Points Travel**		**Total**
Total revenue	**$**	**95,677**	**$**	**1,782**	**$**	**538**	**$**	**97,997**
Direct cost of revenue		**83,798**		**151**		**-**		**83,949**
Gross profit		**11,879**		**1,631**		**538**		**14,048**
Direct adjusted operating expenses		**3,605**		**964**		**1,700**		**6,269**
Contribution	**$**	**8,274**	**$**	**667**	**$**	**(1,162)**	**$**	**7,779**
Indirect adjusted operating expenses[1]								**3,590**
Finance income								**(208)**
Finance costs								**51**
Equity-settled share-based payment expense								**1,193**
Income tax expense								**670**
Depreciation and amortization								**1,131**
Foreign exchange loss								**254**
Net income							**$**	**1,098**

For the three months ended September 30, 2018(a):		Loyalty Currency Retailing		Platform Partners		Points Travel		Total
Total revenue	$	91,950	$	1,940	$	468	$	94,358
Direct cost of revenue		81,572		167		37		81,776
Gross profit		10,378		1,773		431		12,582
Direct adjusted operating expenses		3,048		831		1,390		5,269
Contribution	$	7,330	$	942	$	(959)	$	7,313
Indirect adjusted operating expenses[1]								3,434
Finance income								(242)
Equity-settled share-based payment expense								1,054
Income tax expense								693
Depreciation and amortization								858
Foreign exchange loss								40
Net income							$	1,476

(a) The Corporation has initially applied IFRS 16 at January 1, 2019, using the modified retrospective approach. Under this approach comparative information is not restated. See Note 3(a).

[1] Indirect adjusted operating expenses comprise costs that are shared among the Loyalty Currency Retailing, Platform Partners and Points Travel operating segments, including costs associated with various corporate functions, such as Finance, Human Resources, Legal and certain expenses associated with information technology infrastructure.

All amounts in thousands of U.S. dollars, except per share figures, unless otherwise noted (Unaudited)

For the nine months ended September 30, 2019:		**Loyalty Currency Retailing**		**Platform Partners**		**Points Travel**		**Total**
Total revenue	**$**	**287,079**	**$**	**5,574**	**$**	**1,517**	**$**	**294,170**
Direct cost of revenue		**245,812**		**488**		**4**		**246,304**
Gross profit		**41,267**		**5,086**		**1,513**		**47,866**
Direct adjusted operating expenses		**10,116**		**2,892**		**5,028**		**18,036**
Contribution	**$**	**31,151**	**$**	**2,194**	**$**	**(3,515)**	**$**	**29,830**
Indirect adjusted operating expenses[1]								**10,254**
Finance income								**(727)**
Finance costs								**163**
Equity-settled share-based payment expense								**3,522**
Income tax expense								**3,680**
Depreciation and amortization								**3,399**
Foreign exchange loss								**408**
Net income							**$**	**9,131**

For the nine months ended September 30, 2018(a):		Loyalty Currency Retailing		Platform Partners		Points Travel		Total
Total revenue	$	274,063	$	5,883	$	1,381	$	281,327
Direct cost of revenue		241,018		437		73		241,528
Gross profit		33,045		5,446		1,308		39,799
Direct adjusted operating expenses		9,668		2,828		4,049		16,545
Contribution	$	23,377	$	2,618	$	(2,741)	$	23,254
Indirect adjusted operating expenses[1]								10,127
Finance income								(446)
Equity-settled share-based payment expense								3,197
Income tax expense								2,239
Depreciation and amortization								2,624
Foreign exchange gain								(33)
Net income							$	5,546

(a) The Corporation has initially applied IFRS 16 at January 1, 2019, using the modified retrospective approach. Under this approach comparative information is not restated. See Note 3(a).

[1] Indirect adjusted operating expenses comprise costs that are shared among the Loyalty Currency Retailing, Platform Partners and Points Travel operating segments, including costs associated with various corporate functions, such as Finance, Human Resources, Legal and certain expenses associated with information technology infrastructure.

Enterprise-wide disclosures - Geographic information

	Three months ended						Nine months ended					
For the period ended September 30		**2019**			2018			**2019**			2018	
Revenue												
United States	**$**	**87,813**	**90%**	$	85,236	90%	**$**	**263,495**	**90%**	$	248,099	88%
Europe		**5,342**	**5%**		4,474	5%		**16,032**	**5%**		19,759	7%
Other		**4,842**	**5%**		4,648	5%		**14,643**	**5%**		13,469	5%
	$	**97,997**	**100%**	$	94,358	100%	**$**	**294,170**	**100%**	$	281,327	100%

Revenue earned by the Corporation is generated from sales to loyalty program partners directly or from sales directly to members of loyalty programs with which the Corporation partners. Revenues by geographic region are shown above and are based on the country of residence of each of the Corporation's loyalty partners. As at September 30, 2019, substantially all of the Corporation's assets were in Canada.

Dependence on loyalty program partners

For the three month period ended September 30, 2019, there were three (2018 – three) loyalty program partners for which sales to their members individually represented more than 10% of the Corporation's total revenue. In aggregate, sales to the members of these partners represented 72% (2018 – 75%) of the Corporation's total revenue.

For the nine month period ended September 30, 2019, there were three (2018 – three) loyalty program partners for which sales to their members individually represented more than 10% of the Corporation's total revenue. In aggregate, sales to the members of these partners represented 71% (2018 – 70%) of the Corporation's total revenue.

5. CAPITAL AND OTHER COMPONENTS OF EQUITY

Normal Course Issuer Bid ("NCIB")

On August 14, 2018, the NCIB program was renewed with a total of 710,893 shares to be repurchased under this 2018 plan, representing 5% of the Corporation's 14,217,860 shares issued and outstanding as of July 31, 2018. The Corporation has entered into an automatic share purchase plan with a broker in order to facilitate the 2018 Repurchase.

On August 14, 2019, the NCIB program was renewed with a total of 679,034 shares to be repurchased under this 2019 plan, representing 5% of the Corporation's 13,580,692 shares issued and outstanding as of July 31, 2019. The Corporation has entered into an automatic share purchase plan with a broker in order to facilitate the 2019 Repurchase.

The primary purpose of the NCIB repurchases is for cancellation. Under the automatic share purchase plan, the Corporation may repurchase shares at times when the Corporation would ordinarily not be permitted to due to regulatory restrictions or self-imposed blackout periods. Repurchases will be made from time to time at the brokers' discretion, based upon parameters prescribed by the Corporation's written agreement. Repurchases may be effected through the facilities of the TSX, the NASDAQ or other alternative trading systems in the United States and Canada. The actual number of common shares purchased and the timing of such purchases will be determined by the broker considering market conditions, stock prices, the Corporation's cash position, and other factors.

During the three months ended September 30, 2019, the Corporation repurchased and cancelled 212,695 common shares (2018 – 39,000) at an aggregate purchase price of $2,473 (2018 - $557), resulting in a reduction of share capital and contributed surplus of $788 and $976, respectively (2018 - $149 and $408), in addition to an increase in accumulated deficit of $709 (2018 - nil).

During the nine months ended September 30, 2019, the Corporation repurchased and cancelled 664,884 common shares (2018 – 457,556) at an aggregate purchase price of $7,785 (2018 - $6,358), resulting in a reduction of share capital and contributed surplus of $2,533 and $3,427, respectively (2018 - $1,782 and $4,576), in addition to an increase in accumulated deficit of $1,825 (2018 - nil).

All amounts in thousands of U.S. dollars, except per share figures, unless otherwise noted (Unaudited)

6. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share:

	For the three months ended September 30			
		2019		2018
Net income available to common shareholders for basic and diluted earnings per share	**$**	**1,098**	$	1,476
Weighted average number of common shares outstanding – basic		**13,555,628**		14,230,930
Effect of dilutive securities		**118,446**		103,304
Weighted average number of common shares outstanding – diluted		**13,674,074**		14,334,234
Earnings per share – reported				
Basic	**$**	**0.08**	$	0.10
Diluted	**$**	**0.08**	$	0.10

	For the nine months ended September 30			
		2019		2018
Net income available to common shareholders for basic and diluted earnings per share	**$**	**9,131**	$	5,546
Weighted average number of common shares outstanding – basic		**13,777,474**		14,371,139
Effect of dilutive securities		**136,706**		97,871
Weighted average number of common shares outstanding – diluted		**13,914,180**		14,469,010
Earnings per share – reported				
Basic	**$**	**0.66**	$	0.39
Diluted	**$**	**0.66**	$	0.38

a) Diluted earnings per share

For the three and nine months ended September 30, 2019, 238,000 options and 108,000 options, respectively, (2018 – 106,239 and 106,239) were excluded from the diluted weighted average number of common shares calculation as their effect would have been anti-dilutive. The average market value of the Corporation's shares for purposes of calculating the dilutive effect of share options was based on quoted market prices for the period during which the options were outstanding.

7. SHARE-BASED PAYMENTS

As at September 30, 2019, the Corporation had two share-based compensation plans for its employees: a share option plan and a share unit plan.

All amounts in thousands of U.S. dollars, except per share figures, unless otherwise noted (Unaudited)

Share option plan

Under the share option plan, employees, directors and consultants are periodically granted share options to purchase common shares at prices not less than the market price of the common shares on the day prior to the date of grant. The options generally vest over a three-year period or based on performance metrics and expire at the end of five or six years from the grant date, or may be subject to non-market performance conditions established by the Board of Directors. In the three and nine month period ended September 30, 2019, the Corporation granted 130,000 and 238,000 performance-based share options (2018 – nil and nil) to executives to acquire shares of the Corporation, which vest on the achievement of the associated performance targets. On the date of grant, the Company estimates the expected vesting date for purposes of estimating the option life and recording the related expense. These options vest as performance targets are satisfied and expire at the end of six years. Under the plan, share options can only be settled in equity.

The share option plan authorized the number of net options for grant to be determined based on 10% of the larger of the outstanding shares as at March 2, 2016 or any time thereafter. The options available for grant as at September 30, 2019 and 2018 are shown in the table below:

	September 30, 2019	September 30, 2018
Shares outstanding as at March 2, 2016	**15,298,602**	15,298,602
Percentage of shares outstanding	**10%**	10%
Net options authorized	**1,529,860**	1,529,860
Less: options issued & outstanding	**(1,271,288)**	(316,114)
Options available for grant	**258,572**	1,213,746

The fair value of each option grant is estimated at the date of grant using the Black-Scholes option pricing model. Expected volatility is determined by the amount the Corporation's daily share price fluctuated over a period commensurate with the expected life of the options. The fair value of options granted during the nine months ended September 30, 2019 were calculated using the following assumptions.

	2019
Dividend yield	NIL
Risk free rate	1.39% - 1.64%
Expected volatility	40.79% - 44.75%
Expected life of options in years	2.58 – 6.00
Weighted average fair value of options granted (CAD)	$4.37 - $7.54

A summary of the status of the Corporation's share option plan as of September 30, 2019 and 2018, and changes during the nine months ended on those dates is presented below.

	2019		2018	
	Number of Options	**Weighted Average Exercise Price (in CAD$)**	Number of Options	Weighted Average Exercise Price (in CAD$)
Beginning of period	**1,229,040**	**$15.00**	615,843	$16.00
Granted	**238,000**	**$16.21**	-	-
Exercised	**(2,338)**	**$12.34**	(296,862)	$13.56
Expired and forfeited	**(193,414)**	**$22.69**	(2,867)	$15.94
End of period	**1,271,288**	**$14.06**	316,114	$18.30
Exercisable at end of period	**195,688**	**$12.00**	304,265	$18.54

All amounts in thousands of U.S. dollars, except per share figures, unless otherwise noted (Unaudited)

As at September 30, 2019:

	Options outstanding				Options exercisable		
Range of Exercise Prices (in CAD$)	**Number of options**	**Weighted average remaining contractual life (years)**		**Weighted average exercise price (in CAD$)**	**Number of options**		**Weighted average exercise price (in CAD$)**
$5.00 to $9.99	**22,280**	**1.44**	**$**	**9.89**	**22,280**	**$**	**9.89**
$10.00 to $14.99	**1,011,008**	**4.41**	**$**	**13.65**	**173,408**	**$**	**12.27**
$15.00 to $19.99	**238,000**	**5.75**	**$**	**16.21**	**-**		**-**
	1,271,288				**195,688**		

As at September 30, 2018:

	Options outstanding				Options exercisable		
Range of Exercise Prices (in CAD$)	Number of options	Weighted average remaining contractual life (years)		Weighted average exercise price (in CAD$)	Number of options		Weighted average exercise price (in CAD$)
$5.00 to $9.99	22,280	2.44	$	9.89	22,280	$	9.89
$10.00 to $14.99	187,595	1.61	$	12.26	175,746	$	12.27
$15.00 to $19.99	1,169	1.00	$	19.82	1,169	$	19.82
$20.00 and over	105,070	0.46	$	30.84	105,070	$	30.84
	316,114				304,265		

Share unit plan

On March 7, 2012, the Corporation implemented an employee share unit plan (the "Share Unit Plan") under which employees are periodically granted Restricted Share Units ("RSUs"). The RSUs vest either on grant date, over a period of up to three years after the grant date or in full on the third anniversary of the grant date. During the three and nine months ended September 30, 2019, 26,611 and 378,950 RSUs were granted, respectively (2018 – 6,076 and 420,509 RSUs). As at September 30, 2019, 498,785 RSUs were outstanding (2018 – 675,456 RSUs).

	Number of RSUs		**Weighted Average Fair Value (in CAD$)**
Balance at January 1, 2019	**657,727**	**$**	**11.50**
Granted	**378,950**	**$**	**16.93**
Vested	**(485,417)**	**$**	**12.48**
Forfeited	**(52,475)**	**$**	**14.11**
Balance at September 30, 2019	**498,785**	**$**	**14.40**

	Number of RSUs		Weighted Average Fair Value (in CAD$)
Balance at January 1, 2018	711,936	$	10.16
Granted	420,509	$	13.82
Vested	(437,042)	$	11.62
Forfeited	(19,947)	$	12.03
Balance at September 30, 2018	675,456	$	11.44

The fair value of each RSU, determined at the date of grant using the volume weighted average trading price per share on the TSX during the immediately preceding five trading days, is recognized over the RSU's vesting period and charged to profit or loss with a corresponding increase in contributed surplus.

All amounts in thousands of U.S. dollars, except per share figures, unless otherwise noted (Unaudited)

Under the Share Unit Plan, share units can be settled in cash or shares at the Corporation's discretion. The Corporation intends to settle all share units in equity at the end of the vesting period. To fulfill this obligation, the Corporation has appointed a trustee to administer the program and purchase shares from the open market through a share purchase trust on a periodic basis. During the three months ended September 30, 2019, 188,000 share units (2018 – nil) were purchased by the trust at a cost of $2,176 (2018 – nil). During the nine months ended September 30, 2019, 320,000 share units were purchased by the trust at a cost of $3,636 (2018 – 262,067 share units at a cost of $2,956). In addition, commencing in 2018, the Corporation paid withholding taxes in cash rather than reselling shares held in trust into the market. During the third quarter of 2019, 25,402 RSUs (2018 –12,854) vested, for which the Corporation settled 13,965 RSUs (2018 – 7,252) through the issuance of shares held in trust and paid $134 (2018 – $53) of withholding taxes. For the nine months ended September 30, 2019, 485,417 RSUs (2018 – 437,042) vested, for which the Corporation settled 241,967 RSUs (2018 – 256,164) through the issuance of shares held in trust and paid $3,103 (2018 – $2,589) of withholding taxes.

The Corporation accounts for the share-based awards granted under both plans in accordance with the fair value based method of accounting for equity settled share-based compensation arrangements per IFRS 2, *Share-based Payment*. The estimated fair value of the awards that are ultimately expected to vest is recorded over the vesting period as part of employment costs. For the three and nine months ended September 30, 2019, the compensation cost for all share-based awards that has been charged against profit or loss and included in employment costs is $1,193 and $3,522 (2018 - $1,054 and $3,197), respectively.

8. GUARANTEES AND COMMITMENTS

		Total		Year 1[2]		Year 2		Year 3		Year 4		Year 5+
Direct cost of revenue[1]	$	397,288	$	12,309	$	153,644	$	81,152	$	50,679	$	99,504

(1) For certain loyalty partners, the Corporation guarantees a minimum level of purchase of points/miles, for each contract year, over the duration of the contract term between the Corporation and loyalty program partner. Management evaluates each guarantee at each reporting date and at the end of each contract year, to determine if the guarantee was met for that respective contract year.

(2) The guarantees and commitments schedule is prepared on a rolling 12-month basis. If a revenue guarantee has been met, it is removed from the disclosure above.

9. SUPPLEMENTAL CASH FLOW INFORMATION

Changes in non-cash balances related to operations are as follows:

		Three months ended				Nine months ended		
For the period ended September 30,		**2019**		2018		**2019**		2018
Decrease in funds receivable from payment processors	**$**	**145**	$	105	**$**	**4,401**	$	7,746
(Increase) Decrease in accounts receivable		**(2,214)**		(1,608)		**(11,603)**		754
Decrease in prepaid taxes		**21**		249		**202**		323
(Increase) Decrease in prepaid expenses and other assets[1]		**(260)**		(411)		**(203)**		12
Decrease in other assets		**-**		-		**-**		34
Increase (Decrease) in accounts payable and accrued liabilities		**583**		(200)		**1,572**		(932)
Increase (Decrease) in income taxes payable		**581**		(74)		**1,734**		219
Increase (Decrease) in other liabilities[1]		**24**		(660)		**(780)**		(708)
Decrease in payable to loyalty program partners		**(820)**		(14,827)		**(11,190)**		(12,205)
	$	**(1,940)**	$	(17,426)	**$**	**(15,867)**	$	(4,757)

(1) The Corporation has adopted IFRS 16 at January 1, 2019, using the modified retrospective approach. Please refer to note 3(a) for the transitional impact of adopting IFRS 16.

All amounts in thousands of U.S. dollars, except per share figures, unless otherwise noted (Unaudited)

10. FINANCIAL INSTRUMENTS

Determination of fair value

For financial assets and liabilities that are valued at other than fair value on the condensed consolidated interim statement of financial position (funds receivable from payment processors, accounts receivable, accounts payable and accrued liabilities and payable to loyalty program partners), fair value approximates the carrying value at September 30, 2019 and December 31, 2018 due to their short-term maturities.

Fair value hierarchy

The Corporation has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies, as disclosed below. However, considerable judgment is required to develop certain of these estimates. Accordingly, these estimated values are not necessarily indicative of the amounts the Corporation could realize in a current market exchange. The estimated fair value amounts can be materially affected by the use of different assumptions or methodologies. The methods and assumptions used to estimate the fair value of each class of financial instruments are discussed below.

The table below analyzes financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- **Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities**
- **Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)**
- **Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).**

Quoted market prices for an identical asset or liability represent a Level 1 valuation. When quoted market prices are not available, the Corporation maximizes the use of observable inputs within valuation models. When all significant inputs are observable, the valuation is classified as Level 2. Valuations that require the use of significant unobservable inputs are considered Level 3. The carrying value of financial assets and financial liabilities measured at fair value in the condensed consolidated interim statements of financial position as at September 30, 2019 and December 31, 2018 are as follows:

As at September 30, 2019	**Carrying Value**	**Level 2**
Assets:		
Foreign exchange forward contracts designated as cash flow hedges[(i)]	**$ 26**	**$ 26**
Liabilities:		
Foreign exchange forward contracts designated as cash flow hedges[(i)]	**(154)**	**(154)**
	$ (128)	**$ (128)**

As at December 31, 2018	Carrying Value	Level 2
Liabilities:		
Foreign exchange forward contracts designated as cash flow hedges[(i)]	$ (878)	$ (878)
	$ (878)	$ (878)

(i) The carrying values of the Corporation's foreign exchange forward contracts are included in prepaid and other assets and current portion of other liabilities in the condensed consolidated interim statements of financial position.

There were no material financial instruments categorized in Level 1 or Level 3 as at September 30, 2019 and December 31, 2018 and there were no transfers of fair value measurement between Levels 2 and 3 of the fair value hierarchy in the respective periods.

11. CREDIT FACILITIES

The Corporation's bank facility agreement with Royal Bank of Canada expired on May 31, 2019. The Corporation did not have any borrowings during the three and nine months ended September 30, 2019 (December 31, 2018 – nil).

12. PRIOR YEAR TAX REBATE

The Corporation filed for a tax rebate of $6,027, net of fees, related to prior years and was accepted by the tax authorities during the second quarter of 2019. The amount was included as a reduction of direct cost of revenue in the condensed consolidated interim statements of comprehensive income. The related receivable and associated fees payable are recorded in accounts receivable and accounts payable and accrued liabilities in the condensed consolidated interim statements of financial position, respectively.

POINTS INTERNATIONAL LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS

INTRODUCTION

Our Management's Discussion and Analysis ("MD&A") of financial condition and results of operations contains references to Points International Ltd. and its subsidiaries using words "we," "our," and "us."

This MD&A should be read in conjunction with our unaudited condensed consolidated interim financial statements (including the notes thereto) as at and for the three and nine months ended September 30, 2019, the 2018 annual MD&A and the 2018 audited annual consolidated financial statements and notes thereto and other recent filings with Canadian and US securities regulatory agencies, which may be accessed at www.sedar.com or www.sec.gov.

All financial data herein has been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and all dollar amounts herein are in thousands of United States dollars unless otherwise specified. This MD&A is dated as of November 13, 2019 and was reviewed by the Audit Committee and approved by the Corporation's Board of Directors.

FORWARD-LOOKING STATEMENTS

This MD&A contains or incorporates forward-looking statements within the meaning of United States securities legislation and forward-looking information within the meaning of Canadian securities legislation (collectively, "forward-looking statements"). These forward-looking statements relate to, among other things, revenue, earnings, gross profit, Adjusted EBITDA, contribution, changes in costs and expenses, capital expenditures and other objectives, strategic plans and business development goals, and may also include other statements that are predictive in nature, or that depend upon or refer to future events or conditions, and can generally be identified by words such as "may," "will," "expects," "anticipates," "continue," "intends," "plans," "believes," "estimates" or similar expressions. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. These statements are not historical facts but instead represent only our expectations, estimates and projections regarding future events. Certain significant forward-looking statements included in this MD&A include statements regarding: revenue growth and expected gross profit and Adjusted EBITDA; our pipeline opportunities including expected cross-selling opportunities; our ability to generate cash through normal course operations to fund capital expenditure needs and current operating and working capital requirements, including current lease obligations; the financial obligations with respect to revenue guarantees; and receipt of funds for tax rebates.

Although we believe the expectations reflected in such forward-looking statements are reasonable, such statements are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict. Undue reliance should not be placed on such statements. Certain material assumptions are applied in making forward-looking statements and actual results may differ materially from those expressed or implied in such statements. Known and unknown factors could cause actual results to differ materially from those expressed or implied in the forward-looking statements. In particular, the financial outlooks herein assume we will be able to maintain our existing contractual relationships and products, that such products continue to perform in a manner consistent with our past experience, that we will be able to generate new business from our pipeline at expected margins, in-market and newly launched products and services will perform in a manner consistent with our past experience and we will be able to contain costs. Our ability to convert our pipeline of prospective partners and product launches and cross-sell existing partners is subject to significant risk and there can be no assurance that we will launch new partners or new products with existing partners as expected or planned nor can there be any assurance that we will be successful in maintaining our existing contractual relationships or maintaining existing products with existing partners. Other important assumptions, factors, risks and uncertainties are included in the press release announcing our third quarter 2019 financial results, and those described in our other filings with applicable securities regulators, including our AIF, Form 40-F, annual and interim MD&A, annual consolidated financial statements and condensed consolidated interim financial statements and the notes thereto. These documents are available at www.sedar.com and www.sec.gov.

The forward-looking statements contained in this MD&A are made as at the date of this MD&A and, accordingly, are subject to change after such date. Except as required by law, we do not undertake any obligation to update or revise any forward-looking statements made or incorporated in this MD&A, whether as a result of new information, future events or otherwise.

BUSINESS OVERVIEW

We are the global leader in providing loyalty e-commerce and technology solutions to the loyalty industry, connecting loyalty programs, third party brands and end consumers across a global transaction platform. We partner with leading loyalty brands by providing solutions that help make their programs more valuable and engaging, while driving revenue and increasing profitability to the program. We do not manage our own loyalty program, nor do we offer the core technology that operates a loyalty program. Our business is focused on becoming an important strategic partner to the world's most successful loyalty programs by cooperating with them on valuable, private label, ancillary services.

At its simplest, our products and services are designed to benefit loyalty programs by: (1) increasing loyalty program revenues and profitability through the sale of loyalty program currency or related travel and loyalty services direct to end consumers or third parties; (2) driving efficient cost management to loyalty program operators by offering non-core redemption options; and (3) enhancing loyalty program member engagement. Our sales process begins with loyalty programs, of which we now have commercial agreements with approximately 60 leading loyalty brands around the world. Most of our contracts enable us to transact directly or indirectly with the loyalty programs' member base to facilitate the sale, redemption or earning of loyalty currency (such as frequent flyer miles or hotel points) online. Our commercial agreements with loyalty program partners are typically for fixed terms of three to five years. Contracts will generally renew with either an annual evergreen clause or a new contract extension for a set term.

Our Loyalty Commerce Platform ("LCP") is the backbone of our product and service offerings. The LCP offers a consistent interface for loyalty programs and third parties, providing broad access to loyalty transaction capabilities, program integration, analytics, reporting, security and real-time fraud services. We have direct integrations with approximately 60 loyalty programs and third parties, including merchants and other technology companies in the loyalty and travel space.

Collectively, our network of loyalty program partners represents over 1 billion loyalty program accounts. Our platform and integrations typically provide us with full debit and credit functionality, enabling us to deposit or withdraw loyalty currency from each of these accounts. We view these integrations as a strategic asset that uniquely positions us to connect third party channels with highly engaged loyalty program members and the broader loyalty market. In addition, our platform is positioned to collect transaction related insights that we can leverage to increase online conversion percentages, transactions, and ultimately revenues for us and our partners.

Our loyalty partner network includes the following leading loyalty brands:

- AF-KLM Flying Blue
- Alaska Airlines Mileage Plan
- American Airlines AAdvantage
- ANA Mileage Club
- British Airways Executive Club
- Delta Air Lines SkyMiles
- JetBlue TrueBlue
- LATAM Pass
- Lufthansa's Miles & More
- Amtrak Guest Rewards
- Etihad Guest
- Southwest Airlines Rapid Rewards
- United Airlines MileagePlus
- Virgin Atlantic Flying Club
- Hilton Honors
- World of Hyatt
- InterContinental Hotels Group
- Wyndham Rewards
- Emirates Skywards
- Chase Ultimate Rewards
- Citi ThankYou
- Velocity Frequent Flyer

Our organization integrates extensive knowledge and expertise in the loyalty and travel sectors with the agility and innovation of a technology start up, allowing us to better serve our loyalty program partners while maintaining our technical and marketing leadership. We are headquartered in Toronto, Canada with regional offices in San Francisco, London and Singapore.

Points International Ltd.'s shares are dual listed on the Toronto Stock Exchange under the trading symbol PTS and on the NASDAQ Capital Market under the trading symbol PCOM.

The Loyalty Industry

Since their inception, loyalty programs have changed the way consumers interact with their associated brands and how they purchase products and services. Businesses have leveraged loyalty programs to strengthen their brand, enrich relationships with existing customers, and attract and engage new customers. Loyalty programs are seen both as strategic marketing assets of an organization, and as highly profitable cash-generating businesses, particularly in the travel and financial services sectors.

As the prominence of loyalty program co-branded credit cards has increased, the size and profitability of the loyalty industry has grown significantly. Many loyalty programs, particularly in the airline and hospitality verticals, have long-term contracts with banks in which they sell significant volumes of points and miles for credit cards on an annual basis to award to customers. Similar commercial arrangements now exist with loyalty programs and retailers who are looking to add loyalty as a consumer incentive to their brand.

These types of commercial arrangements have established a massive global loyalty industry fueled by the sale and redemption of loyalty currency. Today, it is estimated that the majority of loyalty currency issued in North America is now sold by loyalty programs to third parties, including credit card companies and other merchants. While loyalty programs must account for the issuance of this currency as a future obligation on their balance sheet to account for its eventual redemption, the cost of each mile or point is significantly lower than what they are sold for. Many North American airlines have generated significant revenues from their loyalty programs which can account for a significant proportion of overall airline profits. At the same time, there is a need for loyalty programs to actively manage the resulting loyalty liability with cost-effective redemption options. According to Bond Brand Loyalty's "The Loyalty Report 2017", the cumulative loyalty currency liability for all US loyalty programs was estimated at US$100 billion.

Overall loyalty program membership continues to grow. According to the Colloquy Group, a leading consulting and research firm focused on the loyalty industry, the number of loyalty memberships in the US increased from 3.3 billion in 2014 to 3.8 billion in 2016, representing an increase of 15% (source: 2017 Colloquy Loyalty Census, June 2017). As the number of loyalty memberships continues to increase, the level of diversification in the loyalty landscape is evolving. While the airline, hotel, specialty retail, and financial services industries continue to be dominant in loyalty programs in the US, smaller verticals, including the restaurant and drug store industries are beginning to see larger growth in their membership base. Further, newer loyalty concepts, such as large e-commerce programs, daily deals, and online travel agencies, are becoming more prevalent. As a result of this changing landscape, loyalty programs must continue to innovate in order to drive customer activities.

As the loyalty market continues to change, we are uniquely positioned to meet our loyalty program partners' needs. We believe that our continued focus on innovation will maintain our leading market position in technology and marketing services, enabling us to enhance existing products and services while delivering new loyalty solutions to market that meet the needs of our partners and their members.

OUR OPERATING STRUCTURE

Our business combines attributes of both a platform and a marketing services business to offer a portfolio of consumer or business facing products and services that facilitate either the accrual or redemption of loyalty currency (points or miles). Accrual transactions are typically focused on generating revenue for our loyalty program partners while redemption transactions are focused on offering additional engagement options for program members.

Core to our operations is the LCP, an open, Application Program Interface ("API") based transaction processing platform that we leverage for all aspects of the business. The key functions of the LCP include direct, real time integrations into our partners' loyalty program databases that allow for customer validation and information sharing as well as debit and/or credit of loyalty program currency. Of growing importance to our business is the marketing automation capability that we continue to develop as part of the LCP's functionality. Lastly, security, fraud mitigation, auditing and reporting functions are also centralized via the LCP.

All of the products and services we offer benefit from this unified operating infrastructure in two key ways. First, they allow us to launch and manage multiple products and services with increased efficiency. Secondly, our ability to aggregate and anonymize the consolidated data flowing across the platform from many programs, regions and transaction types facilitates our automated marketing and merchandising efforts.

Leveraging the LCP, we operate in three segments, each of which contain multiple loyalty products and services.

Loyalty Currency Retailing
The Loyalty Currency Retailing segment provides products and services designed to help loyalty program members unlock the value of their loyalty currency and accelerate the time to a reward. Included in this segment are the buy, gift, transfer, reinstate, accelerator and status miles services. These offerings provide loyalty program members the ability to buy loyalty program currency for themselves, as gifts for others, to access a higher tier status, perform a transfer of loyalty currency to another loyalty program member, or reinstate previously expired loyalty currency.

Loyalty Currency Retailing services provide high margin revenue to our loyalty program partners while increasing member engagement by unlocking the value of loyalty currency in the members' accounts. We have direct partnerships with over 30 loyalty program partners who leverage at least one of our Loyalty Currency Retailing solutions. All loyalty program partners who leverage our Loyalty Currency Retailing services are within the airline or hospitality verticals. Typically, we find our solutions competing with the internal technology departments of loyalty programs, leading to a "buy vs. build" decision. We have had success in becoming an outsourcing solution to loyalty programs that previously provided these same services in-house. Given this dynamic, the length of our sales cycle for these solutions can be difficult to predict.

We take a principal role in the retailing of loyalty currencies in approximately two thirds of our loyalty program partnerships in this segment. As principal, we will sell loyalty program currency direct to the program members at a retail rate while purchasing points and miles at a wholesale rate from the program partner. Under a principal arrangement, we will typically provide the loyalty program partner an annual revenue guarantee for the term of the commercial agreement. In addition, we will pay for all credit card related fees and assume all credit risk by providing real-time fraud detection and risk mitigation services. We also have a substantial level of responsibility with respect to marketing, analytics, pricing and commercial transaction support. Revenue earned under a principal arrangement is included in Principal revenue in our condensed consolidated interim financial statements and represents the gross amount of the retail transaction collected from loyalty program members. Wholesale costs paid to loyalty programs for loyalty currency are included in Direct cost of revenue in our condensed consolidated interim financial statements.

Alternatively, we may assume an agency role in the retailing and wholesaling of loyalty currencies, which is determined by the contractual arrangement in place with the loyalty program partner and their members. In these arrangements, we typically take a less active role in the retailing of loyalty currency and earn a commission on each transaction. Revenue earned under an agency arrangement is included in Other partner revenue in our condensed consolidated interim financial statements and represents the amount of the commission earned. In these arrangements, we typically take less risk in the relationship and have less control as it relates to the sale of loyalty currency to end consumers.

Platform Partners

The Platform Partners segment is comprised of a broad range of applications that are connected to and enabled by the functionality of the LCP. The LCP provides third parties transaction level access to loyalty program members and the ability to access the loyalty currencies of our program partners. Loyalty programs, merchants, and other consumer service applications leverage the LCP to broadly distribute loyalty currency and loyalty commerce transactions through multiple channels.

Included in Platform Partners are multiple third-party managed applications that are enabled by the LCP, many of which are redemption-based services that offer efficient cost management solutions to loyalty programs. Also included in this segment are earn-based services, where merchants who partner with us can purchase loyalty currency to offer to their customers as an award for every day shopping. The majority of revenue in this segment is earned on a commission or transaction fee basis, which is included in Other partner revenue in our condensed consolidated interim financial statements. In addition, we generate revenue from recurring monthly hosting fees on certain services, which are recorded in Principal revenue in our condensed consolidated interim financial statements.

Points Travel

The Points Travel segment connects the world of online travel bookings with the broader loyalty industry. In 2014, we acquired Accruity Inc., the San Francisco based start-up operator of the PointsHound loyalty-based hotel booking service. Leveraging the PointsHound technology, we developed our Points Travel product, the first white-label online travel service specifically designed for loyalty programs.

We partner with loyalty programs to provide a seamless travel booking experience for loyalty program members, enabling members to earn and redeem their loyalty currency while making hotel bookings and car rentals online.

We currently have commercial arrangements with 11 travel-based loyalty programs who leverage at least one of our white-label Points Travel services. Our external competition for winning loyalty programs business for these services is high, as we typically compete against the major online travel agencies ("OTAs"). When we win new business and deploy these services to market, the sales ramp is typically slower than that experienced with our other loyalty solutions, mainly due to increased online competition for booking hotels or car rentals from OTAs or direct with hotels and car rental companies. However, we believe the opportunity for financial growth within this segment is high given the continued growth and overall size of the online travel market.

Revenue in this segment is primarily generated from commissions, which are typically the gross amount charged to end consumers for hotel bookings or car rentals, less the wholesale cost to acquire the hotel room or car rental, cost of loyalty currencies delivered to the consumers and paid to the loyalty program, and other direct costs for online hotel bookings and car rentals. The majority of revenue in this segment is included in Other partner revenue in our condensed consolidated interim financial statements.

KEY GROWTH DRIVERS

Growing the Number of Loyalty Program Partners

Throughout most of our history, adding new loyalty program partners has been an important source of growth. Continuing to grow the number of Loyalty Program partners connected to our platform remains a key growth factor and important part of our strategy. As of September 30, 2019, we had commercial relationships with approximately 60 loyalty program partners. Approximately 80% of our current partners are travel based programs. In addition, approximately 80% of our loyalty program partners are based out of either North America or Europe.

The majority of our loyalty program partners are global, with end consumers and transactions originating from around the world. For that reason, the LCP was designed and operates as a global e-commerce platform, providing multiple currency and payment options as well as language specific end user experiences. We feel the investments we have made on our platform and products position us well to acquire new loyalty program partners in other geographic markets.

While we currently have a broad set of relationships with travel-based programs in North America and Europe, we believe there are substantial growth opportunities to add additional loyalty program partners, particularly in the Asia Pacific and South American loyalty markets. We also believe there is significant opportunity to partner with loyalty programs in other verticals, specifically the financial services vertical. We continue to focus on adding business development resources with travel and loyalty expertise combined with specific geographic and vertical experience to further diversify our revenue and loyalty program network.

Cross-sell Existing Partners

We believe our existing network of loyalty program partners represents a significant opportunity to cross-sell additional products and services. At the beginning of a new loyalty program partnership, most programs will typically deploy a small subset of our total products and services. As we demonstrate the benefits of our platform, we focus sales efforts with these partners on additional products and services that best fit their program, typically with limited incremental marketing and sales expense. As we launch new functionality and products across our three operating segments, we expect that our opportunity to cross-sell additional services to existing partners that do not currently leverage our full platform will increase.

Retaining and Growing Existing Loyalty Program Partner Deployments

The ability to retain and grow our in-market products and services with existing loyalty program partners remains an important growth driver for us and underlines many of the investments we make in our product and data capabilities. We believe our continued focus on product, technology and data analytics has been and will continue to be a critical driver of growth. With integrations into approximately 60 leading loyalty programs, the LCP has positioned us to continually improve our ability to consume loyalty data and personalize offers, increasing the effectiveness of our marketing campaigns and our partners' profitability while minimizing member communications. We believe the market awareness for our products and services among loyalty program members is generally low and that increasing this awareness through effective marketing and product innovation can increase the penetration of our products and services. Lastly, we indirectly benefit from the growth in our loyalty program partners membership bases as well as the growth in the loyalty market in general.

HOW WE ASSESS PERFORMANCE AND NON-GAAP FINANCIAL MEASURES

Our financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). We use certain non-GAAP measures, which are defined below, to better assess our underlying performance. These measures are reviewed regularly by management and the Board of Directors in assessing our performance and in making decisions about ongoing operations. In addition, we use these measures to determine components of management compensation. We believe that these measures are also used by investors, analysts and other interested parties as an indicator of our operating performance. Readers are cautioned that these terms are not recognized GAAP measures and do not have a standardized GAAP meaning under IFRS and should not be construed as alternatives to IFRS terms, such as net income. The reconciliations for these non-GAAP measures from the closest GAAP measure are contained below.

Adjusted Earnings before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA")
We believe that Adjusted EBITDA is useful to management and investors as a supplemental measure to evaluate our operating performance.

Adjusted EBITDA is a non-GAAP financial measure, which is defined as earnings before income tax expense, finance costs, depreciation and amortization, equity-settled share-based payment expense, foreign exchange, and other one-time costs or benefits such as a tax rebate related to prior periods. We exclude these items because they affect the comparability of our financial results and could potentially distort the analysis of trends in our business performance. Adjusted EBITDA is a component of our management incentive plan and is used by management to assess our operating performance. The presentation of Adjusted EBITDA is to provide additional useful information to investors and analysts and the measure does not have any standardized meaning under IFRS. Adjusted EBITDA should therefore not be considered in isolation or used in substitute for measures of performance prepared in accordance with IFRS. Other issuers may calculate Adjusted EBITDA differently.

Reconciliation of Net Income to Adjusted EBITDA

(In thousands of US dollars) *(unaudited)*	For the three months ended			
	Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Net income	**$ 1,098**	$ 1,476	$ (378)	(26%)
Income tax expense	**670**	693	(23)	(3%)
Finance costs	**51**	-	51	-
Depreciation and amortization	**1,131**	858	273	32%
Foreign exchange loss	**254**	40	214	535%
Equity-settled share-based payment expense	**1,193**	1,054	139	13%
Adjusted EBITDA	**$ 4,397**	$ 4,121	$ 276	7%

(In thousands of US dollars) *(unaudited)*	For the nine months ended			
	Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Net income	**$ 9,131**	$ 5,546	$ 3,585	65%
Income tax expense	**3,680**	2,239	1,441	64%
Finance costs	**163**	-	163	-
Depreciation and amortization	**3,399**	2,624	775	30%
Foreign exchange loss (gain)	**408**	(33)	441	(1336%)
Equity-settled share-based payment expense	**3,522**	3,197	325	10%
Prior years tax rebate, net of fees	**(6,027)**	-	(6,027)	-
Adjusted EBITDA	**$ 14,276**	$ 13,573	$ 703	5%

Effective Margin

Effective margin is a non-GAAP financial measure, which is calculated by dividing Adjusted EBITDA by Gross Profit (defined below). We use Effective margin as a key internal measure of operating efficiency. This measure demonstrates our ability to generate profitability after we have funded operating expenses.

Gross Profit and Gross Margin

Gross profit, defined by management as total revenues less direct costs of revenue, is a non-GAAP financial measure which does not have any standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures presented by other issuers. We view gross profit as an integral measure of financial performance as it represents an internal measure of ongoing growth and the amount of revenues that are available to fund ongoing operating expenses, including incremental spending that is in line with our long-term strategic goals. Gross profit is a component of our management incentive plan and is used by management to assess our operating performance. In general, we seek to maximize the gross profit generated from each loyalty partner relationship.

Gross margin is a non-GAAP financial measure and is defined by management as Gross profit as a percentage of Total revenue.

Reconciliation of Total Revenue to Gross Profit

(In thousands of US dollars) (unaudited)	For the three months ended			
	Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Total Revenue	**$ 97,997**	$ 94,358	$ 3,639	4%
Less:				
Direct cost of revenue	**83,949**	81,776	2,173	3%
Gross profit	**$ 14,048**	$ 12,582	$ 1,466	12%
Gross margin	**14%**	13%		

(In thousands of US dollars) (unaudited)	For the nine months ended			
	Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Total Revenue	**$ 294,170**	$ 281,327	$ 12,843	5%
Less:				
Direct cost of revenue	**246,304**	241,528	4,776	2%
Gross profit	**$ 47,866**	$ 39,799	$ 8,067	20%
Gross margin	**16%**	14%		

Adjusted Operating Expenses

Adjusted operating expenses is a non-GAAP financial measure, which is defined as Employment Costs, Marketing and Communications, Technology Services and Other Operating Expenses, excluding equity-settled share-based payment expense. Adjusted operating expenses are predominantly cash-based expenditures. The closest GAAP measure is Total Operating Expenses in the condensed consolidated interim financial statements and the reconciliation from Total Operating Expenses to Adjusted Operating Expenses is shown below.

Reconciliation of Total Operating Expenses to Adjusted Operating Expenses

(In thousands of US dollars) (unaudited)	For the three months ended			
	Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Total Operating Expenses	**$ 12,437**	$ 10,655	$ 1,782	17%
Subtract (add):				
Depreciation and amortization	**1,131**	858	273	32%
Foreign exchange loss	**254**	40	214	535%
Equity-settled share-based payment expense	**1,193**	1,054	139	13%
Adjusted Operating Expenses	**$ 9,859**	$ 8,703	$ 1,156	13%

(In thousands of US dollars) (unaudited)	For the nine months ended Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Total Operating Expenses	**$ 35,619**	$ 32,460	$ 3,159	10%
Subtract (add):				
Depreciation and amortization	**3,399**	2,624	775	30%
Foreign exchange loss (gain)	**408**	(33)	441	(1,336%)
Equity-settled share-based payment expense	**3,522**	3,197	325	10%
Adjusted Operating Expenses	**$ 28,290**	$ 26,672	$ 1,618	6%

Direct and Indirect Adjusted Operating Expenses

Direct adjusted operating expenses are expenses which are directly attributable to each operating segment. Indirect adjusted operating expenses comprise costs that are shared among the Loyalty Currency Retailing, Platform Partners and Points Travel operating segments, including costs associated with various corporate functions, such as Finance, Human Resources, Legal and certain expenses associated with information technology infrastructure. Together direct and indirect adjusted operating expenses comprise adjusted operating expenses.

(In thousands of US dollars) (unaudited)	For the three months ended Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Adjusted Operating Expenses	**$ 9,859**	$ 8,703	$ 1,156	13%
Less:				
Indirect Adjusted Operating Expenses	**3,590**	3,434	156	5%
Direct Adjusted Operating Expenses	**$ 6,269**	$ 5,269	$ 1,000	19%

(In thousands of US dollars) (unaudited)	For the nine months ended Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Adjusted Operating Expenses	**$ 28,290**	$ 26,672	$ 1,618	6%
Less:				
Indirect Adjusted Operating Expenses	**10,254**	10,127	127	1%
Direct Adjusted Operating Expenses	**$ 18,036**	$ 16,545	$ 1,491	9%

Contribution

Contribution is a non-GAAP financial measure and is defined as Gross profit for the relevant operating segments less direct adjusted operating expenses for those segments. We believe that contribution is a key financial measure to assess the underlying profitability of our three operating segments, as this metric excludes all indirect adjusted operating expenses that are shared by the three operating segments. This is the measure used by the Chief Operating Decision Maker when reviewing segment results and making resource allocation decisions.

The presentation of contribution provides additional useful information to investors and analysts and the measure does not have any standardized meaning under IFRS. Contribution should therefore not be considered in isolation and other issuers may calculate contribution differently.

Reconciliation of Gross Profit to Contribution

(In thousands of US dollars) *(unaudited)*	For the three months ended			
	Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Gross profit	**$ 14,048**	$ 12,582	$ 1,466	12%
Less:				
Direct adjusted operating expenses	**6,269**	5,269	1,000	19%
Contribution	**$ 7,779**	$ 7,313	$ 466	6%

(In thousands of US dollars) *(unaudited)*	For the nine months ended			
	Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Gross profit	**$ 47,866**	$ 39,799	$ 8,067	20%
Less:				
Direct adjusted operating expenses	**18,036**	16,545	1,491	9%
Contribution	**$ 29,830**	$ 23,254	$ 6,576	28%

SELECTED FINANCIAL INFORMATION

The following information is provided to give context for the broader comments elsewhere in this report.

(In thousands of US dollars, except share and per share amounts) (Unaudited)	For the three months ended			
	Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Consolidated				
Principal revenue	**$ 92,035**	$ 88,689	$ 3,346	4%
Other partner revenue	**5,962**	5,669	293	5%
Total revenue	**97,997**	94,358	3,639	4%
Gross profit	**14,048**	12,582	1,466	12%
Gross margin	**14%**	13%		
Adjusted operating expenses	**9,859**	8,703	1,156	13%
Finance income	**208**	242	(34)	(14%)
Adjusted EBITDA	**4,397**	4,121	276	7%
Effective margin	**31%**	33%		
Total operating expenses	**12,437**	10,655	1,782	17%
Net income	**$ 1,098**	$ 1,476	$ (378)	(26%)
Earnings per share				
Basic	**$ 0.08**	$ 0.10	$ (0.02)	(20%)
Diluted	**$ 0.08**	$ 0.10	$ (0.02)	(20%)
Weighted average shares outstanding				
Basic	**13,555,628**	14,230,930	(675,302)	(5%)
Diluted	**13,674,074**	14,334,234	(660,160)	(5%)
Total assets	**$ 116,632**	$ 102,205	$ 14,427	14%
Total liabilities	**76,900**	62,572	14,328	23%
Total shareholders’ equity	**$ 39,732**	$ 39,633	$ 99	-

(In thousands of US dollars, except share and per share amounts) (Unaudited)	For the nine months ended Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Consolidated				
Principal revenue	**$ 276,330**	$ 263,394	$ 12,936	5%
Other partner revenue	**17,840**	17,933	(93)	(1%)
Total revenue	**294,170**	281,327	12,843	5%
Gross profit	**47,866**	39,799	8,067	20%
Gross margin	**16%**	14%		
Adjusted operating expenses	**28,290**	26,672	1,618	6%
Finance income	**727**	446	281	63%
Adjusted EBITDA	**14,276**	13,573	703	5%
Effective margin	**30%**	34%		
Total operating expenses	**35,619**	32,460	3,159	10%
Net income	**$ 9,131**	$ 5,546	$ 3,585	65%
Earnings per share				
Basic	**$ 0.66**	$ 0.39	$ 0.27	69%
Diluted	**$ 0.66**	$ 0.38	$ 0.28	74%
Weighted average shares outstanding				
Basic	**13,777,474**	**14,371,139**	(593,665)	(4%)
Diluted	**13,914,180**	**14,469,010**	(554,830)	(4%)
Total assets	**$ 116,632**	**$ 102,205**	$ 14,427	14%
Total liabilities	**76,900**	**62,572**	14,328	23%
Total shareholders' equity	**$ 39,732**	**$ 39,633**	$ 99	-

FINANCIAL INFORMATION BY SEGMENT

(In thousands of US dollars) (Unaudited)	For the three months ended			
	Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Loyalty Currency Retailing				
Principal revenue	**$ 91,450**	$ 87,965	$ 3,485	4%
Other partner revenue	**4,227**	3,985	242	6%
Total revenue	**95,677**	91,950	3,727	4%
Gross profit	**11,879**	10,378	1,501	14%
Direct adjusted operating expenses	**3,605**	3,048	557	18%
Contribution	**8,274**	7,330	944	13%
Platform Partners				
Principal revenue	**585**	701	(116)	(17%)
Other partner revenue	**1,197**	1,239	(42)	(3%)
Total revenue	**1,782**	1,940	(158)	(8%)
Gross profit	**1,631**	1,773	(142)	(8%)
Direct adjusted operating expenses	**964**	831	133	16%
Contribution	**667**	942	(275)	(29%)
Points Travel				
Principal revenue	**-**	23	(23)	(100%)
Other partner revenue	**538**	445	93	21%
Total revenue	**538**	468	70	15%
Gross profit	**538**	431	107	25%
Direct adjusted operating expenses	**1,700**	1,390	310	22%
Contribution	**$ (1,162)**	$ (959)	$ (203)	21%

(In thousands of US dollars) (Unaudited)	For the nine months ended			
	Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Loyalty Currency Retailing				
Principal revenue	**$ 274,603**	$ 261,354	$ 13,249	5%
Other partner revenue	**12,476**	12,709	(233)	(2%)
Total revenue	**287,079**	274,063	13,016	5%
Gross profit	**41,267**	33,045	8,222	25%
Direct adjusted operating expenses	**10,116**	9,668	448	5%
Contribution	**31,151**	23,377	7,774	33%
Platform Partners				
Principal revenue	**1,710**	1,971	(261)	(13%)
Other partner revenue	**3,864**	3,912	(48)	(1%)
Total revenue	**5,574**	5,883	(309)	(5%)
Gross profit	**5,086**	5,446	(360)	(7%)
Direct adjusted operating expenses	**2,892**	2,828	64	2%
Contribution	**2,194**	2,618	(424)	(16%)
Points Travel				
Principal revenue	**17**	69	(52)	(75%)
Other partner revenue	**1,500**	1,312	188	14%
Total revenue	**1,517**	1,381	136	10%
Gross profit	**1,513**	1,308	205	16%
Direct adjusted operating expenses	**5,028**	4,049	979	24%
Contribution	**$ (3,515)**	$ (2,741)	$ (774)	28%

SEGMENTED RESULTS AND OPERATING HIGHLIGHTS

Loyalty Currency Retailing

Total revenue for the Loyalty Currency Retailing segment increased $3,727 or 4%, to $95,677 for the quarter ended September 30, 2019. Gross profit for the third quarter of 2019 was $11,879, an increase of $1,501 or 14% over the prior year period. The increases in revenue and gross profit were largely due to organic growth from our existing principal partnerships resulting from strong marketing activity during the quarter. The growth in gross profit outpaced the growth in revenue due to the relative mix of partner and product sales during the quarter. Gross profit growth during the period was adversely impacted by the impact of heightened promotional activity experienced in the prior year quarter ahead of a scheduled merger between two of our hotel loyalty program partners at the beginning of August 2018.

Direct adjusted operating expenses in the third quarter of 2019 increased 18% or $557 compared to the same period in 2018, primarily due to increased personnel related expenses and marketing costs attributable to the segment. Contribution for the third quarter of 2019 was $8,274, an increase of $944 or 13% over the third quarter of 2018, reflecting higher growth in gross profit during the quarter relative to the growth in direct adjusted operating expenses.

Platform Partners

Total revenue for the platform partners segment was $1,782 for the quarter ended September 30, 2019, down 8% with the comparable prior year period. Similarly, gross profit in the third quarter of 2019 was $1,631, a decrease of 8% from the prior year period. Gross profit in the third quarter was impacted by new economics associated with a contract renewal with one of our larger partners in this segment that came into effect at the beginning of 2019. The new contract structure is more heavily weighted to a transaction fee based model compared to a fixed fee model, which lessened the overall contribution from this partner in the short term but has greater long-term economic potential over the term of the contract.

Direct adjusted operating expenses attributable to the segment were $964 in the third quarter of 2019, up $133 or 16% from the third quarter of 2018, largely due to increased personnel related expenses attributable to the segment. The Platform Partners segment generated contribution of $667 in the third quarter of 2019, a decrease of $275 or 29%, reflecting increased costs during the quarter attributable to the segment.

Points Travel

Total revenue in the Points Travel segment in the third quarter of 2019 increased 15% to $538. Similarly, gross profit in the third quarter of 2019 was $538, an increase of 25% over the third quarter of 2018. The increase in gross profit was largely driven by a temporary shut down of a Points Travel site for a portion of the prior year period, which adversely impacted gross profit generated from our largest partner in this segment in the third quarter of 2018.

Direct adjusted operating expenses for the quarter ended September 30, 2019 were $1,700, an increase of 22% over the comparable prior year quarter, mainly due to increased personnel related expenses associated with research and development. As a result, a contribution loss of $1,162 was generated in the third quarter of 2019 compared to a contribution loss of $959 in the same period in 2018.

In the third quarter of 2019, we expanded our existing relationship with the AIR MILES Reward Program, Canada's most recognized loyalty program. Through this expanded relationship, AIR MILES collectors can now redeem their Miles when booking hotels online. This redemption capability complements a successful partnership launch in 2016, which enabled AIR MILES to leverage our platform to offer its members the ability to earn miles on hotel stays through Points Travel. The redemption service launched late in the third quarter of 2019.

REVIEW OF CONSOLIDATED PERFORMANCE

Revenue, Gross Profit, and Gross Margin

Consolidated revenue for the three months ended September 30, 2019 was $97,997, an increase of $3,639 or 4% over the comparable prior year period. Consolidated revenue for the nine month period ended September 30, 2019 was $294,170, an increase of $12,843 or 5% over the nine month period ended September 30, 2018. The year-over-year increase in consolidated revenue in both periods was primarily driven by organic growth from existing principal partnerships in the Loyalty Currency Retailing segment, and to a lesser extent, the impact of new partner launches in 2018. Organic revenue growth in the third quarter of 2019, which we calculate as the year-over-year growth in revenue from existing partnerships and products that have been in market for at least one year, was approximately 4% on the consolidated business, after adjusting for the departure of a middle east carrier in the latter half of 2018.

For the third quarter of 2019, consolidated gross profit was $14,048, an increase of 12% over the comparable prior year period, primarily driven by organic growth from partnerships in the Loyalty Currency Retailing segment. Consolidated gross profit for the nine month period ended September 30, 2019 was $47,866, an increase of 20% over the comparable prior year period. A primary driver of the year- over-year increase was the impact of a tax rebate of $6,027 related to prior years that was confirmed in the second quarter of 2019. We believe it is appropriate to exclude the impact of this tax rebate related to prior years from gross profit when assessing our performance. Excluding the impact of the tax rebate related to prior years, gross profit for the nine month period ended September 30, 2019 was $41,839, representing an increase of $2,040 or 5% over the comparable prior year period.

On a year to date basis, the primary driver of the growth in gross profit, after excluding the impact of the prior years' tax rebate, was organic growth from in market deployments in the Loyalty Currency Retailing segment, and the impact of new partnerships launched over the last twelve months. As expected, the year-over-year growth was partially offset by two main factors: (1) stronger performance in the first half of 2018 from one of our hotel partners due to heightened promotional activity ahead of a scheduled merger with another hotel loyalty program partner; and (2) the departure of a long time Middle East partner in the back half of 2018 resulting from geopolitical issues beyond our control.

Gross margin for the third quarter of 2019 increased to 14% compared to 13% in the same period in 2018, largely due to the relative mix of partner and product sales during the period. Gross margin for the nine months ended September 30, 2019 was 16% compared to 14% for the nine months ended September 30, 2018, largely due to the impact of the prior years' tax rebate. Excluding the impact of the prior years' tax rebate, gross margin for the nine months ended September 30, 2019 was 14%, consistent with the comparable prior year period.

Total Operating Expenses and Adjusted Operating Expenses

For the third quarter of 2019, we incurred consolidated total operating expenses of $12,437, an increase of $1,782 or 17% over the comparable prior year period. Total operating expenses for the nine month period ended September 30, 2019 was $35,619, an increase of 10% over the comparable period in 2018. The increase over the prior year periods was primarily due to increased employment costs from increasing resource levels relative to the prior year. In addition, depreciation and amortization expense increased in the three and nine month periods ended September 30, 2019 on a year-over-year basis, which was offset by lower other operating expenses, both resulting from the implementation of IFRS 16, *Leases* ("IFRS 16").

For the third quarter of 2019, consolidated adjusted operating expenses were $9,859, an increase of 13% over the comparable prior year period. For the nine month period ended September 30, 2019, consolidated adjusted operating expenses were $28,290, an increase of $1,618 or 6% over the comparable nine month period in 2018. The increase in both periods was primarily attributable to increased employment costs associated with the impact of additional resources added throughout 2018 and the first nine months of 2019. The increase in employment was partially offset by a reduction to other operating expenses, which was due to lower professional fees incurred in 2019 combined with the impact of the new IFRS 16 standard. Under the new standard, straight-line operating lease expenses are replaced with depreciation charges for right-of-use assets and interest expense on lease liabilities, which resulted in a decrease in adjusted operating expenses compared to the prior year quarter.

Finance income

Finance income is derived from interest earned on cash and cash equivalents. Finance income for the third quarter of 2019 was $208, a decrease of 14% over the prior year quarter. Finance income for the nine month period ended September 30, 2019 was $727, an increase of 63% over the comparable prior year period. The increase was primarily due to the investment of funds in higher yield accounts relative to the prior year.

Adjusted EBITDA and Effective Margin

Adjusted EBITDA in the third quarter of 2019 was $4,397, an increase of $276 or 7% over the third quarter of 2018. Adjusted EBITDA for the nine months ended September 30, 2019 was $14,276, an increase of $703 or 5% over the comparable prior year period. The increase in Adjusted EBITDA was primarily the result of increased gross profit combined with a smaller increase in adjusted operating expenses relative to the prior year periods.

Effective margin in the third quarter of 2019 was 31% compared to 33% in the third quarter of 2018. On a year-to-date basis, effective margin was 30% compared to 34% in the comparable prior year period. After excluding the impact of the tax rebate related to prior years from gross profit for the second quarter of 2019, year-to-date effective margin was 34%, consistent with the comparable prior year period.

Equity-settled share-based payment expense

We incur certain employment related expenses that are settled in equity-based instruments. During the third quarter of 2019, equity-settled share-based payment expenses increased $139 or 13%, compared to the prior year quarter, due to the timing of Restricted Share Units ("RSUs") settlements. Year-to-date equity-settled shared-based payment expenses was $3,522, an increase of $325 or 10% over the comparable prior year period. The year-over-year increase was due to the impact of performance-based options issued to management at the end of 2018.

Prior years' tax rebate, net of fees

The Corporation filed for a tax rebate of $6,027, net of fees, related to prior years and was accepted by the tax authorities during the second quarter of 2019. We anticipate receiving the funds related to the tax rebate in the fourth quarter of 2019.

Depreciation and amortization

For the third quarter of 2019, depreciation and amortization expense was $1,131, an increase of 32% compared to the prior year period. Year-to-date depreciation and amortization was $3,399, an increase of 30% over prior year. The increase was primarily due to the impact of IFRS 16, which resulted in additional depreciation expense on right-of-use assets for the three month and nine month period ended September 30, 2019 of $290 and $868, respectively.

Foreign exchange gain/loss

We are exposed to Foreign Exchange ("FX") risk as a result of transactions in currencies other than our main functional currency, the US dollar. Unrealized FX gains and losses arise from the revaluation of our balance sheet at the period end rate and realized FX gains and losses arise from the settlement of non-US dollar transactions. We hold balances in foreign currencies (e.g. non-US dollar denominated cash, accounts payable and accrued liabilities and deposits) that give rise to exposure to FX risk.

The majority of our revenues in the third quarter of 2019 were transacted in US dollars. We also generate revenues in EUROs, British Pounds, and other currencies. The direct cost of revenue is primarily denominated in the same currency as the revenue earned, minimizing the FX exposure related to these currencies. Adjusted operating expenses are incurred predominantly in Canadian dollars, exposing us to FX risk. We enter into FX forward contracts to mitigate our exposure to the Canadian dollar.

For the quarter ended September 30, 2019, we recorded a foreign exchange loss of $254 compared with a foreign exchange loss of $40 in the comparable prior year period. For the nine month period ended September 30, 2019, we recorded a foreign exchange loss of $408, compared with a foreign exchange gain of $33 in the comparable prior year period. Foreign exchange gains and losses fluctuate from period to period due to movements in foreign currency rates.

Income tax expense

We are subject to income tax in multiple jurisdictions and assess our taxable income to ensure eligible tax deductions are fully utilized. For the third quarter of 2019, we incurred income tax expense of $670, compared to $693 in the third quarter of 2018. Year-to-date income tax expense was $3,680, compared to $2,239 in the comparable prior year period. On a year to date basis, the increase was primarily attributable to higher income before taxes, due in part to the impact of the tax rebate related to prior years that was recorded in the second quarter of 2019.

Finance costs

Finance costs consist of interest expense related to lease liabilities. On January 1, 2019, we implemented IFRS 16, on a modified retrospective basis, which replaced straight-line operating lease expenses with depreciation charges for right-of-use assets and interest expense on lease liabilities. Finance costs for the three months and nine months ended September 30, 2019 was $51 and $163, respectively (2018 - nil and nil).

Net Income and earnings per share

(In thousands of US dollars, except per share amounts) (Unaudited)	For the three months ended			
	Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Net income	**$ 1,098**	$ 1,476	$ (378)	(26%)
Earnings per share				
Basic	**$ 0.08**	$ 0.10	$ (0.02)	(20%)
Diluted	**$ 0.08**	$ 0.10	$ (0.02)	(20%)

(In thousands of US dollars, except per share amounts) (Unaudited)	For the nine months ended			
	Sept 30, 2019	Sept 30, 2018	$ Variance	% Variance
Net income	**$ 9,131**	$ 5,546	$ 3,585	65%
Earnings per share				
Basic	**$ 0.66**	$ 0.39	$ 0.27	69%
Diluted	**$ 0.66**	$ 0.38	$ 0.28	74%

Net income for the three month period ended September 30, 2019 was $1,098, a decrease of $378 or 26% compared to the prior year period. The decline in net income was primarily due to increased total operating expenses relative to the prior year period. Year-to-date net income was $9,131, an increase of $3,585 or 65% over prior year. The primary driver of the increase to net income was due to a tax rebate related to prior years that was recorded during the second quarter of 2019. Excluding the impact of the prior years tax rebate, net income for the nine month period ended September 30, 2019 was $4,701, a decrease of $845 or 15% from the prior year comparable period. The decline was attributable to higher operating expenses in the current year period.

Basic and diluted earnings per share was $0.08 for the three month period ended September 30, 2019 compared to $0.10 basic and diluted earnings per share for the same period ended 2018. For the nine month period ended September 30, 2019, basic and diluted earnings per share was $0.66, compared to $0.39 and $0.38 basic and diluted earnings per share for the same period ended 2018. After excluding the impact of the tax rebate related to prior years, basic and diluted earnings per share for the nine month period ended September 30, 2019 was $0.34 .

LIQUIDITY AND CAPITAL RESOURCES

Consolidated Balance Sheet Data as at

(In thousands of US dollars) (unaudited)		**Sept 30, 2019**		Dec 31, 2018		$ Variance	% Variance
Cash and cash equivalents	**$**	**54,326**	$	69,131	$	(14,805)	(21%)
Restricted cash		**-**		500		(500)	(100%)
Funds receivable from payment processors		**9,111**		13,512		(4,401)	(33%)
Total funds available	**$**	**63,437**	$	83,143	$	(19,706)	(24%)

Our sources of liquidity are primarily our total funds available and cash provided from operating activities. Total funds available, which we calculate as cash and cash equivalents, funds receivable from payment processors, and any restricted cash, was $63,437 as at September 30, 2019. Total funds available can fluctuate between periods due to changes in working capital balances, the timing of promotional activity and partner payments, and the timing of receipts from our payment processors. Our credit facility agreement with the Royal Bank of Canada expired on May 31, 2019. For the nine months ended September 30, 2019, we had no borrowings under the credit facilities.

We have been able to generate sufficient cash through normal course operations to fund capital expenditure needs, current operating and working capital requirements, purchases of shares under our Normal Course Issuer Bid ("NCIB") and purchases of shares held in trust for future settlement of RSUs. Our ability to generate sufficient cash flows and/or obtain additional sources of funding may be affected by the risks and uncertainties discussed within this MD&A.

Sources and Uses of Cash

(In thousands of US dollars)	**For the three months ended**						
(Unaudited)		**Sept 30, 2019**		Sept 30, 2018		$ Variance	% Variance
Operating activities	**$**	**804**	$	(14,117)	$	14,921	(106%)
Investing activities		**(191)**		(249)		58	(23%)
Financing activities		**(5,133)**		(610)		(4,523)	741%
Effects of exchange rates		**545**		127		418	329%
Change in cash and cash equivalents	**$**	**(3,975)**	$	(14,849)	$	10,874	(73%)

(In thousands of US dollars)	**For the nine months ended**						
(Unaudited)		**Sept 30, 2019**		Sept 30, 2018		$Variance	% Variance
Operating activities	**$**	**1,269**	$	4,658	$	(3,389)	(73%)
Investing activities		**(1,398)**		(1,510)		112	(7%)
Financing activities		**(15,311)**		(11,552)		(3,759)	33%
Effects of exchange rates		**635**		558		77	14%
Change in cash and cash equivalents	**$**	**(14,805)**	$	(7,846)	$	(6,959)	89%

Operating Activities

Cash flows provided by operating activities were $804 for the third quarter of 2019, an increase from the comparable prior year period. Cash flows from operating activities are primarily generated from funds collected from miles and points transacted from the various products and services we offer and are reduced by cash payments to loyalty partners and payment of operating expenses. Cash flows from operating activities may vary significantly between periods due to changes in working capital balances and the timing of our promotional activity. In the third quarter of 2019, the Corporation experienced a $14,921 increase in cash flows from operating activities compared to the prior year quarter, primarily due to the timing of revenue and payments to loyalty program partners. For the nine months ended September 30, 2019, cash flows provided by operating activities was $1,269, a decrease of $3,389 compared to the comparable prior year period. The decrease was due to the timing of revenue and payments to loyalty program partners, and a receivable related to a prior year tax rebate that was filed in the second quarter of 2019. We anticipate receiving the funds related to the tax rebate in the fourth quarter of 2019.

Investing Activities

Cash used in investing activities during the third quarter and year-to-date of 2019 included cash used for the purchase of property and equipment and internally developed intangible assets, including development efforts focused on creating new capabilities to our existing services.

Financing Activities

Cash flows used in financing activities during the third quarter of 2019 primarily related to 212,695 shares repurchased for cancellation under our NCIB in the amount of $2,473. In addition, $2,176 of cash was used to acquire shares held in trust for the future settlement of RSUs. On a year-to-date basis, 664,884 shares were repurchased for cancellation under our NCIB in the amount of $7,785, $3,636 of cash was used to acquire shares held in trust for future settlement of RSUs, and $3,103 of withholding taxes was paid on the net settlement of RSUs.

Contractual Obligations and Commitments

(unaudited)	Total	Year 1	Year 2	Year 3	Year 4	Year 5+
Direct cost of revenue(1)	$ 397,288	$ 12,309	$ 153,644	$ 81,152	$ 50,679	$ 99,504

(1) For certain loyalty partners, we guarantee a minimum level of points/miles purchases for each contract year, over the duration of the contract term with the loyalty partner. We evaluate each guarantee at each reporting date and at the end of each contract year, to determine if the guarantee will be met for that respective contract year.
(2) The guarantees and commitments schedule is prepared on a rolling 12-month basis. If a revenue guarantee has been met, it is removed from the disclosure above.

Our principal revenue obligations represent contractual commitments on the minimum value of transactions processed over the term of our agreements with certain loyalty program partners in our Loyalty Currency Retailing segment. Under this type of guarantee, in the event that the sale of loyalty program currencies is less than the guaranteed amounts, we would be obligated to purchase additional miles or points from the loyalty program partner equal to the value of the revenue commitment shortfall. As at September 30, 2019, loyalty currency held for future resale of $1,484 was recorded as prepaid expenses and other assets on the condensed consolidated interim statement of financial position. We fund our principal revenue obligations through working capital.

Financial Instruments

We have customers and suppliers that transact in currencies other than the US dollar which gives rise to a risk that earnings and cash flows may be adversely affected by fluctuations in FX exchange rates. We are primarily exposed to the Canadian dollar, the EURO and the British Pound. Revenues earned from our partners based in Canada are contracted in and paid in Canadian dollars. We use these funds to fund the Canadian operating expenses thereby reducing our exposure to foreign currency fluctuations. As part of our risk management strategy, we enter into FX forward contracts extending out to approximately one year to reduce the FX risk with respect to Canadian dollar denominated disbursements. These contracts have been designated as cash flow hedges. We do not use derivative instruments for speculative purposes.

For a derivative instrument designated as a cash flow hedge, the effective portion of the derivative's gain or loss is initially reported as a component of other comprehensive income and is subsequently recognized in income when the hedged exposure affects income. Any ineffective portion of the derivative's gain or loss is recognized in current income. For the third quarter of 2019, we reclassified a loss of $86, net of tax, from other comprehensive income into net income (2018 – a loss of $132, net of tax). On a year-to-date basis, we reclassified a loss of $386, net of tax, from other comprehensive income into net income (2018 – a gain of $104, net of tax). The cash flow hedges were effective for accounting purposes during the quarter ended September 30, 2019. Realized losses from our hedging activities in the three months ended September 30, 2019 were driven by the changes in the relative strength of the US dollar compared to the Canadian dollar.

As at September 30, 2019, forward contracts with a notional value of $15,320, and in a net liability position of $128 (December 31, 2018 – $878 in net liability position), with settlement dates extending to July 2020, have been designated as cash flow hedges for hedge accounting treatment under IFRS 9, *Financial Instruments*. These contracts are intended to reduce the FX risk with respect to anticipated Canadian dollar denominated expenses.

Cash from Exercise of Options

Certain options are due to expire within 12 months from the date of this MD&A. If exercised in full, issued and outstanding common shares will increase by 161,877 shares.

***Securities with Near-Term Expiry Dates* – Outstanding Amounts as at September 30, 2019**

Security Type	Date of Expiry	Number	Exercise Price (CAD$)
Option	March 16, 2020	161,877	$12.34
Total		161,877	

BALANCE SHEET

(In thousands of US dollars) (unaudited)

Consolidated Balance Sheet Data as at		**Sept 30, 2019**		Dec 31, 2018[1]
Cash and cash equivalents	**$**	**54,326**	$	69,131
Restricted cash		-		500
Funds receivable from payment processors		**9,111**		13,512
Accounts receivable		**20,921**		9,318
Prepaid taxes		**181**		383
Prepaid expenses and other assets		**3,712**		3,618
Total current assets	**$**	**88,251**	$	96,462
Property and equipment		**2,255**		2,351
Right-of-use assets		**3,320**		-
Intangible assets		**12,915**		13,952
Goodwill		**7,130**		7,130
Deferred tax assets		**2,761**		2,645
Total non-current assets	**$**	**28,381**	$	26,078
Accounts payable and accrued liabilities	**$**	**11,061**	$	9,489
Income taxes payable		**1,851**		117
Payable to loyalty program partners		**58,559**		69,749
Current portion of lease liabilities		**1,267**		-
Current portion of other liabilities		**807**		1,680
Total current liabilities	**$**	**73,545**	$	81,035
Lease liabilities		**2,487**		-
Other liabilities		**105**		495
Deferred tax liabilities		**763**		-
Total non-current liabilities	**$**	**3,355**	$	495
Total shareholders' equity	**$**	**39,732**	$	41,010

(1) The Corporation has initially applied IFRS 16 at January 1, 2019, using the modified retrospective approach. Under this approach comparative information is not restated.

Cash and cash equivalents

Cash and cash equivalents balance decreased $14,805 as at September 30, 2019 compared to the end of 2018. The decrease in cash and cash equivalents was largely due to changes in working capital balances, shares repurchased and cancelled under our NCIB and purchases of shares held in trust for future settlements of RSUs.

Funds receivable from payment processors

Funds receivable from payment processors represents the gross value of retail transactions, or gross sales, charged to and paid by end consumers that are held with our payment processors. On average, cash collected from end consumers is typically deposited into our bank accounts by our payment processors two days from the date of sale. This balance decreased $4,401 compared to the end of 2018, which is largely attributable to the timing of sales activity at the end of the period relative to the prior year period and the timing of receipts from our payment processors. In general, this balance can vary significantly depending on the timing and richness of promotional activity at the end of a given period. Generally, if the end of a period contains a high level of promotional activity, the receivable from payment processors balance will be higher relative to a period with lower promotional activity at the end of a period.

Accounts receivable

Accounts receivable increased $11,603 compared to the end of 2018, primarily due to the receivable related to the tax rebate that was confirmed in the second quarter of 2019.

Right-of-use assets

On January 1, 2019, we adopted IFRS 16 and recognized right-of-use assets on our condensed consolidated interim statement of financial position, representing our control of and the right to use the underlying assets. As at September 30, 2019, right-of-use assets were $3,320 (2018 – nil).

Accounts payable and accrued liabilities

Accounts payable and accrued liabilities increased $1,572 compared to the end of 2018. The increase was primarily due to the accrual for consulting fees related to the prior years' tax rebate, partially offset by the payment of our annual employee incentive in the first quarter of 2019.

Lease liabilities

On January 1, 2019, we adopted IFRS 16 and recognized lease liabilities on our condensed consolidated interim statement of financial position, representing our obligation to make future lease payments. As at September 30, 2019, the current and non-current portion of lease liabilities were $1,267 and $2,487, respectively (2018 – nil and nil).

Income taxes payable

Income taxes payable increased by $1,734 compared to the end of 2018, largely due to a $5,026 year-over-year increase in income before taxes which resulted primarily from the prior years' tax rebate, resulting in a higher income tax provision in the current year.

Payable to loyalty program partners

Payable to loyalty program partners decreased $11,190 compared to the end of 2018, which is primarily attributable to the timing of payments made to loyalty program partners and the timing of sales activity in the previous month. On average, we remit funds to loyalty program partners for monthly sales activity approximately 30 days after the end of the month.

OUTSTANDING SHARE DATA

As of November 7, 2019, there were 13,347,528 common shares outstanding.

As of November 7, 2019, there were outstanding options exercisable for up to 1,271,288 common shares. The options have exercise prices ranging from $9.89 CAD to $17.05 CAD with a weighted average exercise price of $14.06 CAD. The expiration dates of the options range up to September 23, 2025.

The following table lists the common shares issued and outstanding as at November 7, 2019 and the securities that are currently convertible into or exercisable for common shares along with the maximum number of common shares issuable on conversion or exercise.

(Unaudited)	**Common Shares**	**Proceeds**
Common Shares Issued & Outstanding	13,347,528	
Convertible Securities: Share options	1,271,288	CAD$ 17,873,449
Common Shares Issued & Potentially Issuable	14,618,816	CAD$ 17,873,449
Securities Excluded from Calculation:		
Options Available for grant from ESOP[1]	258,572	

(1) "ESOP" is defined as the Employee Stock Option Plan. The number of options available for grant is calculated as the total share option pool less the number of outstanding share options.

THREE YEAR SUMMARY OF QUARTERLY RESULTS

(in thousands of US dollars, except per share amounts) ***(Unaudited)***

Three month period ended	Total Revenue	Net income	Basic earnings per share	Diluted earnings per share
September 30, 2019	$ 97,997	$ 1,098	$ 0.08	$ 0.08
June 30, 2019	100,230	6,276	0.46	0.45
March 31, 2019	95,943	1,757	0.13	0.12
December 31, 2018	94,918	2,246	0.16	0.16
September 30, 2018	94,358	1,476	0.10	0.10
June 30, 2018	97,859	1,812	0.12	0.12
March 31, 2018	89,110	2,258	0.16	0.16
December 31, 2017	88,133	1,191	0.08	0.08
September 30, 2017	91,589	605	0.04	0.04
June 30, 2017	85,807	732	0.05	0.05
March 31, 2017	83,115	852	0.06	0.06
December 31, 2016	81,955	(3,674)	(0.24)	(0.24)

Generally, increases in transaction levels, revenues and gross profit will drive higher overall profitability. Our operations are not subject to significant seasonal fluctuations. Our revenues are primarily impacted by retaining loyalty program partners and growing the performance of products deployed with these partners, adding new loyalty program partners, and cross-selling new products to existing loyalty program partners during the year. In the absence of launching any new loyalty program partners or new products, quarterly revenues will be impacted by the level of marketing and promotional activity carried out, which will vary quarter to quarter.

Historically, we have been able to consistently grow revenue by adding new loyalty program partnerships year after year. In addition, we have been able to grow revenues with existing partnerships year over year by improving our ability to consume loyalty data across the LCP to drive and inform our marketing efforts. Revenue growth has also come from our ability to sell additional loyalty products and services to existing partners.

Dependence on loyalty program partners

We depend on a limited number of large clients for a significant portion of our consolidated revenue. There were three loyalty program partners for which sales to their members represented 72% and 71% of our consolidated revenues for the three and nine month period ended September 30, 2019 respectively (2018 – 75% and 70%). A decrease in revenue or gross profit from these partner relationships for any reason, including a fundamental change in their loyalty program, a change in contractual pricing, a significant shift in their redemption chart, or a decision to no longer outsource some or all of the products and services we provide, could have a material adverse effect on our consolidated revenue. As it relates to the LCR services we operate for these three partners, we act as principal where revenues are recognized on a gross basis. We believe gross profit is a more relevant metric to assess our partner concentration, as it represents the amount of revenues that are available to fund expenses and the economics we earn from our commercial arrangements with our loyalty program partners. For both the third quarter of 2019 and year-to-date, gross profit generated through commercial arrangements with 12 loyalty program partners represented approximately 80% of our consolidated gross profit.

CONTROLS AND PROCEDURES

On January 1, 2019, we implemented a new accounting system, which resulted in changes to controls and procedures pertaining to financial reporting.

Other than the item described above, there have been no changes in our internal controls over financial reporting this quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

CRITICAL ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS

For the Corporation's accounting policies and critical accounting estimates and judgments, refer to the Corporation's MD&A and audited annual consolidated financial statements for the year ended December 31, 2018. The preparation of the consolidated financial statements in accordance with IFRS, requires management to make judgments, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses. Significant changes in these assumptions, including those related to our future business plans and cash flows, could materially change the amounts we record. Actual results may differ from these estimates.

In 2019, we adopted the following new standards and amendments to existing standards:

- **IFRS 16, *Leases***

Effective January 1, 2019, the Corporation adopted IFRS 16 which specifies how to recognize, measure, present and disclose leases. The standard introduces a single, on-balance sheet lessee accounting model, requiring lessees to recognize right-of-use assets and lease liabilities representing its obligation to make lease payments, unless the underlying leased asset has a low value or is considered short term.

The Corporation adopted IFRS 16 using a modified retrospective approach. Accordingly, comparative information presented for 2018 has not been restated. On transition to IFRS 16, the Corporation elected to apply the practical expedient to grandfather the assessment of which transactions are leases. The Corporation applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17, *Leases* and IFRIC 4 , *Determining whether an Arrangement contains a Lease* were not reassessed. The Corporation's leases primarily consist of leases for office premises with terms ranging from 2 to 4 years. The lease term includes periods covered by an option to extend if the Corporation is reasonably certain to exercise that option.

At transition, for leases classified as operating leases under IAS 17, lease liabilities were measured at the present value of remaining lease payments, discounted at the Corporation's incremental borrowing rate as at January 1, 2019. Right-of-use assets are measured at an amount equal to the lease liabilities, adjusted for any prepaid or accrued lease payments relating to that lease.

The Corporation has elected to use the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17:

- **applied a single discount rate to a portfolio of leases with reasonably similar characteristics;**
- **excluded initial direct costs from the measurement of the right-of-use assets at the date of initial application; and**
- **relied upon the Corporation's assessment of whether leases are onerous under the requirements of IAS 37, Provisions, contingent liabilities and contingent assets as at December 31, 2018 as an alternative to reviewing our right-of-use assets for impairment.**

The Corporation has elected not to separate non-lease components and will instead account for the lease and non-lease component as a single lease component. In addition, the Corporation has elected not to recognize right-of-use assets and lease liabilities for some leases of low value assets. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term. The impact on transition to IFRS 16 is summarized below:

(Unaudited)		Jan. 1, 2019
Prepaid expenses and other assets	$	(109)
Right-of-use assets	$	4,102
Current portion of other liabilities	$	(120)
Current portion of lease liabilities	$	1,203
Lease liabilities	$	3,272
Other liabilities	$	(362)

The following standards are also effective from January 1, 2019, but they do not have a material impact on our condensed consolidated interim financial statements:

- **IAS 28, Investments in Associates and Joint Ventures;**
- **IAS 19, Employee Benefits; and**
- **IFRIC 23, Uncertainty over Income Tax Treatments.**

FORM 52-109F2

CERTIFICATION OF INTERIM FILINGS

I, Robert MacLean, Chief Executive Officer of Points International Ltd., certify the following:

1. *Review:* I have reviewed the interim financial report and interim MD&A, (together, the "interim filings") of Points International Ltd. (the "issuer") for the interim period ended September 30, 2019.

2. *No misrepresentations:* Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. *Fair presentation:* Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. *Responsibility:* The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, for the issuer.

5. *Design:* Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer and I have, as at the end of the period covered by the interim filings:

(a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that:

(i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

(ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 *Control framework:* The control framework the issuer's other certifying officer and I used to design the issuer's ICFR is the *Internal Control – Integrated Framework* (COSO Framework) published by The Committee of Sponsoring Organizations of the Treadway Commission.

5.2 *ICFR -- material weakness relating to design:* N/A.

5.3 *Limitation on scope of design:* N/A.

6. ***Reporting changes in ICFR:*** **The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on July 1, 2019 and ended on September 30, 2019 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.**

Date: November 13, 2019

/s/ Robert MacLean

Robert MacLean
Chief Executive Officer

FORM 52-109F2

CERTIFICATION OF INTERIM FILINGS

I, Erick Georgiou, Chief Financial Officer of Points International Ltd., certify the following:

1. *Review:* I have reviewed the interim financial report and interim MD&A, (together, the “interim filings”) of Points International Ltd. (the “issuer”) for the interim period ended September 30, 2019.

2. *No misrepresentations:* Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. *Fair presentation:* Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. *Responsibility:* The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, for the issuer.

5. *Design:* Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer and I have, as at the end of the period covered by the interim filings:

(a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that:

(i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

(ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 *Control framework:* The control framework the issuer's other certifying officer and I used to design the issuer's ICFR is the *Internal Control – Integrated Framework* (COSO Framework) published by The Committee of Sponsoring Organizations of the Treadway Commission.

5.2 *ICFR -- material weakness relating to design:* N/A.

5.3 *Limitation on scope of design:* N/A.

6. *Reporting changes in ICFR:* The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on July 1, 2019 and ended on September 30, 2019 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: November 13, 2019

/s/Erick Georgiou

Erick Georgiou
Chief Financial Officer