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 **May, 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: May 9, 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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Points International Ltd.
Condensed Consolidated Interim Statements of Financial Position

Expressed in thousands of United States dollars
(Unaudited)

As at	**Note**	**March 31, 2019**	December 31, 2018(a)
ASSETS			
Current assets			
Cash and cash equivalents		**$ 68,321**	$ 69,131
Restricted cash		**500**	500
Funds receivable from payment processors		**7,578**	13,512
Accounts receivable		**7,090**	9,318
Prepaid taxes		**374**	383
Prepaid expenses and other assets	10	**3,617**	3,618
Total current assets		**$ 87,480**	$ 96,462
Non-current assets			
Property and equipment		**2,583**	2,351
Right-of-use assets	3	**3,905**	-
Intangible assets		**13,668**	13,952
Goodwill		**7,130**	7,130
Deferred tax assets		**2,406**	2,645
Total non-current assets		**$ 29,692**	$ 26,078
Total assets		**$ 117,172**	$ 122,540
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		**$ 8,590**	$ 9,489
Income taxes payable		**47**	117
Payable to loyalty program partners		**64,636**	69,749
Current portion of lease liabilities	3	**1,243**	-
Current portion of other liabilities	10	**1,085**	1,680
Total current liabilities		**$ 75,601**	$ 81,035
Non-current liabilities			
Lease liabilities	3	**3,107**	-
Other liabilities		**97**	495
Total non-current liabilities		**$ 3,204**	$ 495
Total liabilities		**$ 78,805**	$ 81,530
SHAREHOLDERS' EQUITY			
Share capital		**53,747**	53,886
Contributed surplus		-	4,446
Accumulated other comprehensive loss		**(264)**	(646)
Accumulated deficit		**(15,116)**	(16,676)
Total shareholders' equity		**$ 38,367**	$ 41,010
Total liabilities and shareholders' equity		**$ 117,172**	$ 122,540
Guarantees and Commitments	8		
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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.

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 March 31	*Note*		2019		2018(a)
REVENUE					
Principal		**$**	**90,006**	$	83,307
Other partner revenue			**5,937**		5,803
Total Revenue	4		**95,943**		89,110
Direct cost of revenue			**82,577**		75,594
Gross Profit		**$**	**13,366**	$	13,516
OPERATING EXPENSES					
Employment costs			**7,636**		6,714
Marketing and communications			**379**		403
Technology services			**617**		495
Depreciation and amortization			**1,142**		866
Foreign exchange gain			**(244)**		(158)
Other operating expenses			**1,580**		2,153
Total Operating Expenses		**$**	**11,110**	$	10,473
Finance income			**(262)**		(77)
Finance costs			**76**		-
INCOME BEFORE INCOME TAXES		**$**	**2,442**	$	3,120
Income tax expense			**685**		862
NET INCOME		**$**	**1,757**	$	2,258
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			**238**		(430)
Income tax effect			**(63)**		113
Reclassification to net income of loss (gain) on foreign exchange derivatives designated as cash flow hedges			**249**		(171)
Income tax effect			**(66)**		45
Foreign currency translation adjustment			**24**		-
Other comprehensive income (loss) for the period, net of income tax		**$**	**382**	$	(443)
TOTAL COMPREHENSIVE INCOME		**$**	**(2,139**	$	1,815
EARNINGS PER SHARE					
Basic earnings per share	6	**$**	**0.13**	$	0.16
Diluted earnings per share	6	**$**	**0.12**	$	0.16

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.

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)**	**$**	**41,010**
Net income		**-**		**-**		**-**		**-**		**1,757**		**1,757**
Other comprehensive income, net of tax		**-**		**-**		**-**		**382**		**-**		**382**
Total comprehensive income		**-**		**-**		**-**		**382**		**1,757**		**2,139**
Effect of share option compensation plan	7	**-**		**-**		**146**		**-**		**-**		**146**
Effect of RSU compensation plan	7	**-**		**-**		**1,071**		**-**		**-**		**1,071**
Share issuances – options exercised		**2,338**		**28**		**(7)**		**-**		**-**		**21**
Settlement of RSUs	7	**-**		**1,277**		**(4,242)**		**-**		**-**		**(2,965)**
Share capital held in trust	7	**-**		**(599)**		**-**		**-**		**-**		**(599)**
Shares repurchased and cancelled	5	**(219,641)**		**(845)**		**(1,414)**		**-**		**(197)**		**(2,456)**
Balance at March 31, 2019		**13,894,561**	**$**	**53,747**	**$**	**-**	**$**	**(264)**	**$**	**(15,116)**	**$**	**38,367**
Balance at December 31, 2017		14,561,450	$	56,394	$	10,647	$	374	$	(24,468)	$	42,947
Net income		-		-		-		-		2,258		2,258
Other comprehensive loss, net of tax		-		-		-		(443)		-		(443)
Total comprehensive income		-		-		-		(443)		2,258		1,815
Effect of share option compensation plan	7	-		-		33		-		-		33
Effect of RSU compensation plan	7	-		-		942		-		-		942
Share issuances – RSUs				722		(722)		-		-		-
Share capital held in trust	7	-		(2,804)		-		-		-		(2,804)
Shares repurchased and cancelled	5	(133,463)		(499)		(945)		-		-		(1,444)
Balance at March 31, 2018		14,427,987	$	53,813	$	9,955	$	(69)	$	(22,210)	$	41,489

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)

For the three months ended March 31	*Note*		2019		2018(a)
Cash flows from operating activities					
Net income for the period		**$**	**1,757**	$	2,258
Adjustments for:					
Depreciation of property and equipment			**288**		221
Depreciation of right-of-use assets			**283**		-
Amortization of intangible assets			**571**		645
Unrealized foreign exchange (gain) loss			**(123)**		420
Equity-settled share-based payment transactions	7		**1,217**		975
Finance costs			**76**		-
Deferred income tax expense (recovery)			**110**		(194)
Unrealized net gain (loss) on derivative contracts designated as cash flow hedges			**487**		(601)
Changes in non-cash balances related to operations	9		**1,471**		8,817
Interest paid			**(76)**		-
Net cash provided by operating activities		**$**	**6,061**	$	12,541
Cash flows from investing activities					
Acquisition of property and equipment			**(520)**		(314)
Additions to intangible assets			**(287)**		(297)
Net cash used in investing activities		**$**	**(807)**	$	(611)
Cash flows from financing activities					
Payment of lease liabilities			**(212)**		-
Proceeds from exercise of share options			**21**		-
Shares repurchased and cancelled	5		**(2,456)**		(1,444)
Purchase of share capital held in trust	7		**(599)**		(2,804)
Taxes paid on net settlement of RSUs			**(2,965)**		-
Net cash used in financing activities		**$**	**(6,211)**	$	(4,248)
Effect of exchange rate fluctuations on cash held			**147**		(420)
Net increase in cash and cash equivalents		**$**	**(810)**	$	7,262
Cash and cash equivalents at beginning of the period		**$**	**69,131**	$	63,514
Cash and cash equivalents at end of the period		**$**	**68,321**	$	70,776
Interest Received		**$**	**262**	$	(60)
Taxes Paid		**$**	**(614)**	$	(1,127)

Amounts received for interest and paid for 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.

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 months ended March 31, 2019 comprise the Corporation and its wholly-owned subsidiaries: Points International (US) Ltd., Points International (UK) Ltd., Points.com Inc., Points Travel Inc., and Points Development (US) Ltd. 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 programs 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 months ended March 31, 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 first 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 May 9, 2019.

3. SIGNIFICANT ACCOUNTING POLICIES

Except as described below, the condensed consolidated interim financial statements follow the same accounting policies and methods of applications 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 months ended March 31, 2019, the Corporation recognized depreciation of right-of-use assets of $283 and finance cost from these leases of $76. The expense related to variable lease payments not included in the measurement of lease obligations was $253.

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 asset of similar value.

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.

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

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 lease liability.

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.

For the three months ended March 31, 2019:		Loyalty Currency Retailing		Platform Partners		Points Travel		Total
Total revenue	$	93,618	$	1,891	$	434	$	95,943
Direct cost of revenue		82,433		140		4		82,577
Gross profit		11,185		1,751		430		13,366
Direct adjusted operating expenses		3,185		947		1,563		5,695
Contribution	$	8,000	$	804	$	(1,133)	$	7,671
Indirect adjusted operating expenses[1]								3,300
Finance income								(262)
Finance costs								76
Equity-settled share-based payment expense								1,217
Income tax expense								685
Depreciation and amortization								1,142
Foreign exchange gain								(244)
Net income							$	1,757

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

For the three months ended March 31, 2018(a):		Loyalty Currency Retailing		Platform Partners		Points Travel		Total
Total revenue	$	86,607	$	2,037	$	466	$	89,110
Direct cost of revenue		75,448		134		12		75,594
Gross profit		11,159		1,903		454		13,516
Direct adjusted operating expenses		3,254		1,015		1,270		5,539
Contribution	$	7,905	$	888	$	(816)	$	7,977
Indirect adjusted operating expenses[1]								3,251
Finance income								(77)
Equity-settled share-based payment expense								975
Income tax expense								862
Depreciation and amortization								866
Foreign exchange gain								(158)
Net income							$	2,258

(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.

[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

For the three months ended March 31		**2019**			2018	
Revenue						
United States	**$**	**85,153**	**89%**	$	76,561	86%
Europe		**5,589**	**6%**		8,773	10%
Other		**5,201**	**5%**		3,776	4%
	$	**95,943**	**100%**	$	89,110	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 March 31, 2019, substantially all of the Corporation's assets were in Canada.

Dependence on loyalty program partners

For the three months ended March 31, 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 70% (2018 – 67%) of the Corporation’s total revenue.

5. CAPITAL AND OTHER COMPONENTS OF EQUITY

Accumulated other comprehensive income (loss)

Accumulated other comprehensive income (loss) is comprised of the unrealized gains/losses on cash flow hedges. The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred. Additionally, accumulated other comprehensive income (loss) also includes the cumulative translation adjustment for the translation of subsidiary who have non-USD functional currency.

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

Normal Course Issuer Bid ("NCIB")

On March 8, 2017, the Board of Directors of the Corporation approved a plan to repurchase the Corporation's common shares. On August 9, 2017 the TSX accepted the Corporation's notice of intention to make a NCIB to repurchase up to 743,468 of its common shares (the "2017 Repurchase"), representing 5% of its 14,869,374 common shares issued and outstanding as of July 31, 2017. The Corporation had entered into an automatic share purchase plan with a broker in order to facilitate the 2017 Repurchase. By June 30, 2018, a total of 743,468 shares were repurchased and cancelled under this NCIB.

On August 14, 2018, the NCIB program was renewed with a total of 710,893 shares to be repurchased under this 2018 plan (the "2018 Repurchase"), representing 5% of its 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.

The primary purpose of the 2017 and 2018 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 March 31, 2019, the Corporation repurchased and cancelled 219,641 common shares (2018 – 133,463) at an aggregate purchase price of $2,456 (2018 - $1,444), resulting in a reduction of share capital and contributed surplus of $845 and $1,414, respectively (2018 - $499 and $945), in addition to an increase in accumulated deficit of $197 (2018 - nil). These purchases were made under the 2017 and 2018 Repurchase and are included in calculating the number of common shares that the Corporation may purchase pursuant to the respective NCIB.

6. EARNINGS PER SHARE

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

	For the three months ended March 31	
	2019	2018
Net income available to common shareholders for basic and diluted earnings per share	**$ 1,757**	$ 2,258
Weighted average number of common shares outstanding – basic	**14,003,876**	14,474,625
Effect of dilutive securities	**106,647**	46,439
Weighted average number of common shares outstanding – diluted	**14,110,523**	14,521,064
Earnings per share – reported		
Basic	**$ 0.13**	$ 0.16
Diluted	**$ 0.12**	$ 0.16

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

a) Diluted earnings per share

Diluted earnings per share represents the net income per share if instruments convertible into common shares had been converted at the beginning of the period, or at the time of issuance, if later. In determining diluted earnings per share, the weighted average number of common shares outstanding is increased by the number of shares that would have been issued if all share options with an issue price below the average share price for the period had been exercised at the beginning of the period, or at the time of issuance, if later. The weighted average number of common shares outstanding is also decreased by the number of common shares that could have been repurchased on the open market at the average share price for the year by using the proceeds from the exercise of share options. Share options with a strike price above the average share price for the period are not adjusted because including them would be anti-dilutive.

As at March 31, 2019, 109,169 options (2018 – 221,573) 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 March 31, 2019, the Corporation had two share-based compensation plans for its employees: a share option plan and a share unit plan.

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. During the three months ended March 31, 2019, the Corporation granted 108,000 performance-based share options (2018 – 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 March 31, 2019 and 2018 are shown in the table below:

	March 31, 2019	March 31, 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	**(1,234,857)**	(612,976)
Options available for grant	**295,003**	916,884

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 three months ended March 31, 2019 were calculated using the following assumptions.

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

	2019
Dividend yield	NIL
Risk free rate	1.60% - 1.64%
Expected volatility	40.79% - 43.76%
Expected life of options in years	3.10 – 6.00
Weighted average fair value of options granted (CAD)	$5.23 - $7.54

The Corporation did not grant any share options during the three month period ended March 31, 2018.

A summary of the status of the Corporation's share option plan as of March 31, 2019 and 2018, and changes during the three 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	**108,000**	**$17.05**	-	-
Exercised	**(2,338)**	**$12.34**	-	-
Expired and forfeited	**(99,845)**	**$30.84**	(2,867)	$15.94
End of period	**1,234,857**	**$13.90**	612,976	$16.00
Exercisable at end of period	**196,857**	**$12.05**	601,127	$16.08

As at March 31, 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 $9.99	**22,280**	**1.95**	**$ 9.89**	**22,280**	**$ 9.89**
$10.00 to $14.99	**1,103,408**	**4.97**	**$ 13.67**	**173,408**	**$ 12.27**
$15.00 to $19.99	**109,169**	**4.92**	**$ 17.08**	**1,169**	**$ 19.82**
	1,234,857			**196,857**	

As at March 31, 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	39,401	2.95	$ 9.89	39,401	$ 9.89
$10.00 to $14.99	352,002	2.06	$ 12.27	340,153	$ 12.27
$15.00 to $19.99	116,503	0.18	$ 15.98	116,503	$ 15.98
$20.00 and over	105,070	0.96	$ 30.84	105,070	$ 30.84
	612,976			601,127	

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

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 months ended March 31, 2019, 334,534 RSUs were granted (2018 – 66,308). As at March 31, 2019, 536,533 RSUs were outstanding (2018 – 690,824 RSUs).

	Number of RSUs	**Weighted Average Fair Value (in CAD$)**
Balance at January 1, 2019	**657,727**	$ **11.50**
Granted	**334,534**	$ **17.05**
Vested	**(452,164)**	$ **12.53**
Forfeited	**(3,564)**	$ **11.30**
Balance at March 31, 2019	**536,533**	$ **14.09**

	Number of RSUs	Weighted Average Fair Value (in CAD$)
Balance at January 1, 2018	711,936	$ 10.16
Granted	66,308	$ 13.76
Vested	(84,553)	$ 11.00
Forfeited	(2,867)	$ 11.94
Balance at March 31, 2018	690,824	$ 10.34

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.

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. There were 60,000 share units purchased by the trust at a cost of $599 during the three months ended March 31, 2019 (2018 – 248,115 shares at a cost of $2,804). In addition, commencing in 2018, the Corporation paid withholding taxes in cash rather than reselling shares held in trust into the market. During the three months ended March 31, 2019, 452,164 RSUs (2018 – 84,553) vested, for which the Corporation settled 220,538 RSUs (2018 – 84,553) through the issuance of shares held in trust and paid $2,965 (2018 – nil) 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 months ended March 31, 2019, the compensation cost for all share-based awards that has been charged against profit or loss and included in employment costs is $1,217 (2018 - $975).

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

8. GUARANTEES AND COMMITMENTS

	Total	Year 1(2)	Year 2	Year 3	Year 4	Year 5+
Direct cost of revenue(1) (2)	392,493	88,879	84,529	81,249	50,679	87,157

(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.

9. SUPPLEMENTAL CASH FLOW INFORMATION

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

For the three months ended March 31		**2019**		2018
Decrease in funds receivable from payment processors	**$**	**5,934**	$	8,672
Decrease in accounts receivable		**2,228**		480
Decrease in prepaid taxes		**9**		48
(Decrease) Increase in prepaid expenses and other assets(1)		**(108)**		80
Decrease in other assets		-		11
Decrease in accounts payable and accrued liabilities		**(899)**		(193)
Decrease in income taxes payable		**(70)**		(87)
(Decrease) increase in other liabilities(1)		**(510)**		28
Decrease in payable to loyalty program partners		**(5,113)**		(222)
	$	**1,471**	$	8,817

(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.

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, security deposits, accounts receivable, accounts payable and accrued liabilities and payable to loyalty program partners), fair value approximates the carrying value at March 31, 2019 and 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).**

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

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 March 31, 2019 and December 31, 2018 are as follows:

As at March 31, 2019	**Carrying Value**	**Level 2**
Liabilities:		
Foreign exchange forward contracts designated as cash flow hedges(i)	**(391)**	**(391)**
	$ (391)	**$ (391)**
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 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 March 31, 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

On June 30, 2018, the Corporation amended its bank credit facility agreement with Royal Bank of Canada. The following two facilities are available to the Corporation as of March 31, 2019:

- **Revolving operating facility ("Facility #1") of $8,500 available until May 31, 2019. The interest rate charged on borrowings from Facility #1 ranges from 0.35% to 0.75% per annum over the bank base rate.**

- **Term loan facility (" Facility #2") of $5,000 to be utilized solely for the purposes of financing the cash consideration relating to acquisitions made by the Corporation. This facility is available until May 31, 2019. The interest rate charged on borrowings from Facility #2 ranges from 0.40% to 0.80% per annum over the bank base rate.**

The Corporation is required to comply with certain financial and non-financial covenants under the agreement. The Corporation is in compliance with all applicable covenants on its facilities as at March 31, 2019. The Corporation did not have any borrowings as at or during the three months ended March 31, 2019 (December 31, 2018 – nil).

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 months ended March 31, 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 May 9, 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; and the financial obligations with respect to revenue guarantees.

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 first 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 nearly 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 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 over 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, United States, and London, United Kingdom.

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 to strengthen their brand, enrich relationships with existing customers, and attract and engage new customers. Loyalty programs are increasingly seen not only as strategic marketing assets of an organization, but also as highly profitable and cash-generative 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 to credit cards on an annual basis to give to customers for every day spend. Likewise, 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 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 program operators to third parties, including credit card companies and other merchants. While loyalty program operators 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. Given the size and scale of some frequent flyer programs, many North American airlines have generated significant revenues from their loyalty programs that 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 points liability for all US loyalty programs was estimated to be valued at roughly 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 provide innovative value propositions in order to drive activity in their programs.

As the loyalty market continues to change, we have been evolving to meet our partners' needs by leveraging our unique position in the loyalty industry. We believe that a 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 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 (such as frequent flyer miles or hotel points) for themselves, as gifts for others, purchase status miles to reach a tier status, perform a transfer of loyalty currency to another member within the same loyalty program 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 inhouse. 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 rental, 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. This 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 March 31, 2019, we had commercial relationships with nearly 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 over 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") and Effective Margin

We believe that Adjusted EBITDA and Effective margin, non-GAAP financial measures, are useful to management and investors as supplemental measures 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, and foreign exchange. 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.

We calculate Effective margin by dividing Adjusted EBITDA by Gross Profit. 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.

Reconciliation of Net Income to Adjusted EBITDA

(In thousands of US dollars) (unaudited)	For the three months ended **Mar 31, 2019**	Mar 31, 2018	$Variance	% Variance
Net income	**$ 1,757**	$ 2,258	$ (501)	(22%)
Income tax expense	**685**	862	(177)	(21%)
Finance costs	**76**	-	76	-
Depreciation and amortization	**1,142**	866	276	32%
Foreign exchange gain	**(244)**	(158)	(86)	54%
Equity-settled share-based payment expense	**1,217**	975	242	25%
Adjusted EBITDA	**$ 4,633**	$ 4,803	$ (170)	(4%)

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 Revenue to Gross Profit

(In thousands of US dollars) (unaudited)	For the three months ended **Mar 31, 2019**	Mar 31, 2018	$ Variance	% Variance
Revenue	**$ 95,943**	$ 89,110	$ 6,833	$ 8%
Less:				
Direct cost of revenue	**82,577**	75,594	6,983	9%
Gross profit	**$ 13,366**	$ 13,516	$ (150)	$ (1%)
Gross margin	**14%**	15%		

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			
	Mar 31, 2019	Mar 31, 2018	$Variance	% Variance
Total Operating Expenses	**$ 11,110**	$ 10,473	$ 637	6%
Subtract (add):				
Depreciation and amortization	**1,142**	866	276	32%
Foreign exchange gain	**(244)**	(158)	(86)	54%
Equity-settled share-based payment expense	**1,217**	975	242	25%
Adjusted Operating Expenses	**$ 8,995**	$ 8,790	$ 205	2%

Direct and Indirect Adjusted Operating Expenses

Adjusted operating expenses are allocated to either direct adjusted operating expenses or 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.

(In thousands of US dollars) *(unaudited)*	For the three months ended			
	Mar 31, 2019	Mar 31, 2018	$Variance	% Variance
Adjusted Operating Expenses	**$ 8,995**	$ 8,790	$ 205	2%
Less:				
Indirect Adjusted Operating Expenses	**3,300**	3,251	49	2%
Direct Adjusted Operating Expenses	**$ 5,695**	$ 5,539	$ 156	3%

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 is to provide 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			
	Mar 31, 2019	Mar 31, 2018	$Variance	% Variance
Gross profit	**$ 13,366**	$ 13,516	$ (150)	(1%)
Less:				
Direct adjusted operating expenses	**5,695**	5,539	156	3%
Contribution	**$ 7,671**	$ 7,977	$ (306)	(4%)

SELECTED FINANCIAL INFORMATION

The following information is provided to give a 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			
	Mar 31, 2019	Mar 31, 2018	$ Variance	% Variance
Consolidated				
Principal revenue	**$ 90,006**	$ 83,307	$ 6,699	8%
Other partner revenue	**5,937**	5,803	134	2%
Total revenue	**95,943**	89,110	6,833	8%
Gross profit	**13,366**	13,516	(150)	(1%)
Gross margin	**14%**	15%		
Adjusted operating expenses	**8,995**	8,790	205	2%
Finance income	**262**	77	185	240%
Adjusted EBITDA	**4,633**	4,803	(170)	(4%)
Effective margin	**35%**	36%		
Total operating expenses	**11,110**	10,473	637	6%
Net income	**$ 1,757**	$ 2,258	$ (501)	(22%)
Earnings per share				
Basic	**$ 0.13**	$ 0.16	$ (0.03)	(19%)
Diluted	**$ 0.12**	$ 0.16	$ (0.04)	(25%)
Weighted average shares outstanding				
Basic	**14,003,876**	14,474,625	(470,749)	(3%)
Diluted	**14,110,523**	14,521,064	(410,541)	(3%)
Total assets	**$ 117,172**	$ 117,213	$ (41)	-
Total liabilities	**78,805**	75,724	3,081	4%
Total shareholders' equity	**$ 38,367**	$ 41,489	$ (3,122)	(8%)

FINANCIAL INFORMATION BY SEGMENT

(In thousands of US dollars) (Unaudited)	For the three months ended			
	Mar 31, 2019	Mar 31, 2018	$Variance	% Variance
Loyalty Currency Retailing				
Principal revenue	**89,480**	82,652	6,828	8%
Other partner revenue	**4,138**	3,955	183	5%
Total revenue	**93,618**	86,607	7,011	8%
Gross profit	**11,185**	11,159	26	-
Direct adjusted operating expenses	**3,185**	3,254	(69)	(2%)
Contribution	**8,000**	7,905	95	1%
Platform Partners				
Principal revenue	**509**	632	(123)	(19%)
Other partner revenue	**1,382**	1,405	(23)	(2%)
Total revenue	**1,891**	2,037	(146)	(7%)
Gross profit	**1,751**	1,903	(152)	(8%)
Direct adjusted operating expenses	**947**	1,015	(68)	(7%)
Contribution	**804**	888	(84)	(9%)
Points Travel				
Principal revenue	**17**	23	(6)	(26%)
Other partner revenue	**417**	443	(26)	(6%)
Total revenue	**434**	466	(32)	(7%)
Gross profit	**430**	454	(24)	(5%)
Direct adjusted operating expenses	**1,563**	1,270	293	23%
Contribution	**(1,133)**	(816)	(317)	39%

SEGMENTED RESULTS AND OPERATING HIGHLIGHTS

Loyalty Currency Retailing

Total revenue for the Loyalty Currency Retailing segment increased $7,011 or 8%, to $93,618 for the quarter ended March 31, 2019, primarily due to organic growth from our existing principal partnerships and to a lesser extent, new partners added over the last twelve months. As expected, gross profit of $11,185 in the first quarter of 2019 was relatively flat with the prior year period.

The consistency in gross profit year over year was primarily driven by two factors: (1) strong 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. These two factors were offset by underlying growth in the segment from new partners launched over the last twelve months and organic growth experienced from other partnerships.

Direct adjusted operating expenses in the first quarter of 2019 decreased 2% or $69 compared to the same period in 2018, largely due to lower marketing expense incurred in the first quarter of 2019 relative to the prior year period. The segment continues to generate strong bottom line profitability, with contribution of $8,000 for the quarter ended March 31, 2019, an increase of 1% over the same period in 2018. The movement in contribution was in line with the change in gross profit.

Platform Partners

Platform Partners total revenue for the quarter ended March 31, 2019 was $1,891, a decrease of 7% over the comparable prior year period. Similarly, gross profit for the segment decreased 8% relative to the first quarter of 2018. The year over year decrease in revenue and gross profit was largely due to new economics associated with a contract renewal with one of our larger partners in this segment. 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 decreased by $68 or 7% in the first quarter of 2019 relative to the first quarter of 2018, mainly due to lower personnel related costs attributable to the segment. Overall, the Platform Partners segment generated contribution of $804 in the first quarter of 2019, a decrease of 9%, or $84 relative to the comparable period in 2018, which is consistent with the decrease in gross profit.

Points Travel

Total revenue in the Points Travel segment in the first quarter of 2019 decreased 7% to $434. Similarly, gross profit in the first quarter of 2019 was $430, a decrease of 5% over the prior year period. In the first quarter of 2019, we continued to fund customer acquisition costs with a higher than normal portion of our available margin, particularly with our largest partner in this segment. This resulted in compressed per transaction margins and muted gross profit growth in the first quarter of 2019, but increased overall booking volume relative to the prior year period.

Direct adjusted operating expenses for the quarter ended March 31, 2019 increased $293 or 23% over 2018, mainly due to increased personnel related expenses attributable to the Points Travel segment. As a result, a contribution loss of $1,133 was generated in the first quarter of 2019 compared to a contribution loss of $816 in the same period in 2018.

In the first quarter of 2019, we saw continued traction in cross selling our Points Travel services to existing loyalty program partners. In February 2019, we launched hotel redemption capabilities with Frontier Airlines, a loyalty program partner that has been leveraging our Loyalty Currency Retailing services for over 8 years. With this new service offering, FRONTIER Miles members now have the ability to redeem miles when booking on over 300,000 hotels across the globe.

REVIEW OF CONSOLIDATED PERFORMANCE

Revenue, Gross Profit, and Gross Margin

Consolidated revenue for the period ended March 31, 2019 was $95,943, an increase of $6,833 or 8% over the comparable prior year period. The increase in consolidated revenue 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 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 6% across all segments, after adjusting for the departure of a middle east carrier in the latter half of 2018.

For the period ended March 31, 2019, consolidated gross profit was $13,366, a decrease of 1% over the comparable prior year period. As expected, underlying gross profit growth from in market deployments in the loyalty currency retailing segment were offset by the following: (1) strong 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. Our Platform Partners and Points Travel segments saw year over year decreases in gross profit of $152 and $24, respectively.

Gross margin for the period ended March 31, 2019 was 14%, a 1% decrease over the period ended March 31, 2018, largely due to the relative mix of partner and product sales relative to the prior year. Specifically, the prior year quarter saw higher proportionate sales from our agency partnerships in the Loyalty Currency Retailing segment, driving consolidated gross margin higher in the prior year quarter.

Total Operating Expenses and Adjusted Operating Expenses

For the period ended March 31, 2019, we incurred consolidated total operating expenses of $11,110, an increase of $637 or 6% over the comparable prior year period. The increase was mainly driven by an increase in employment costs, primarily due to higher equity-settled share-based payment expenses related to performance-based options that were issued at the end of 2018, and to a lesser extent, increased resource levels compared to the first quarter of 2018. In addition, depreciation and amortization expense increased in the first quarter of 2019, which was offset by lower operating expenses, both resulting from the implementation of IFRS 16.

For the quarter ended March 31, 2019, consolidated adjusted operating expenses were $8,995, an increase of 2% over the comparable prior year period. The increase was primarily attributable to increased employment costs associated with the full quarter impact of additional resources added throughout 2018. The increase in employment was partially offset by a reduction to other operating expenses, which was due to lower professional fees incurred in the first quarter of 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 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 period ended March 31, 2019 was $262, an increase of $185 over the 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

For the period ended March 31, 2019, consolidated Adjusted EBITDA was $4,633, a decrease of $170 or 4% over the comparable prior year period. The decline in Adjusted EBITDA was primarily the result of a slight decline in gross profit combined with a slight increase in adjusted operating expenses relative to the prior year quarter, partially offset by increased finance income. Effective margin decreased slightly from 36% in the first quarter of 2018 to 35% in the first quarter of 2019.

Equity-settled share-based payment expense

We incur certain employment related expenses that are settled in equity-based instruments. For the period ended March 31, 2019, equity-settled share-based payment expenses increased $242 or 25%, compared to the prior year quarter. The year over year increase was due to the impact of performance-based options issued to management at the end of 2018.

Depreciation and amortization

For the quarter ended March 31, 2019, depreciation and amortization expense was $1,142, an increase of 32% compared to the prior year period. The increase was primarily due to the impact of IFRS 16, which resulted in additional depreciation expense on right-of-use assets of $283.

Foreign exchange gain

We are exposed to Foreign Exchange ("FX") risk as a result of transactions in currencies other than our functional currency, the US dollar. FX gains and losses arise from the translation of our balance sheet, revenue and expenses. 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. At period end, non-US dollar monetary balance sheet accounts are translated at the period-end FX rate. The net effect after translating the balance sheet accounts is recorded in the condensed consolidated interim statement of comprehensive income for the period.

The majority of our revenues in the period ended March 31, 2019 were transacted in US dollars. We also generate revenues in EUROs, British Pounds, and other currencies. The direct cost of revenue is 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.

For the quarter ended March 31, 2019, we recorded a foreign exchange gain of $244 compared with a foreign exchange gain of $158 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 quarter ended March 31, 2019, we incurred income tax expense of $685 compared to $862 in the prior year period. The decrease was primarily attributable to lower income before taxes.

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 ended March 31, 2019 was $76 (2018 - nil).

Net Income and earnings per share

(In thousands of US dollars, except per share amounts) (Unaudited)	For the three months ended			
	Mar 31, 2019	Mar 31, 2018	Variance	% Variance
Net income	**$ 1,757**	**$ 2,258**	$ (501)	(22%)
Earnings per share				
Basic	**$ 0.13**	**$ 0.16**	$ (0.03)	(19%)
Diluted	**$ 0.12**	**$ 0.16**	$ (0.04)	(25%)

Net income for the period ended March 31, 2019 was $1,757, a decrease of $501 or 22% compared to the prior year period. The decrease was mainly due to increased employment costs, partially offset by lower other operating expenses in the quarter ended March 31, 2019 compared to the prior year quarter.

Basic earnings per share are calculated on the basis of the weighted average number of outstanding common shares for the period, which amounted to 14,003,876 common shares for the period ended March 31, 2019, compared with 14,474,625 common shares for the period ended March 31, 2018. The weighted average number of outstanding common shares for diluted earnings per share was 14,110,523 common shares for the period ended March 31, 2019, compared with 14,521,064 common shares for the period ended March 31, 2018. Basic and diluted earnings per share was $0.13 and $0.12 respectively for the period ended March 31, 2019 compared to $0.16 basic and diluted earnings per share for the same period ended 2018.

LIQUIDITY AND CAPITAL RESOURCES

Consolidated Balance Sheet Data as at

(In thousands of US dollars) (unaudited)		**Mar 31, 2019**		Dec 31, 2018		$Variance	% Variance
Cash and cash equivalents	**$**	**68,321**	$	69,131	$	(810)	(1%)
Restricted cash		**500**		500		-	-
Funds receivable from payment processors		**7,578**		13,512		(5,934)	(44%)
Total funds available	**$**	**76,399**	$	83,143	$	(6,744)	(8%)

Our sources of liquidity are primarily our total funds available, cash provided from operating activities, and any borrowings we may have under our credit facility. Total funds available, which we calculate as cash and cash equivalents, funds receivable from payment processors, and any restricted cash, was $76,399 as at March 31, 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. As at and for the period ended March 31, 2019, we had no borrowings under our credit facility.

We have been able to generate sufficient cash through normal course operations to fund capital expenditure needs, current operating and working capital requirements, and purchases of shares under our Normal Course Issuer Bid (“NCIB”). 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.

As at March 31, 2019, the following two facilities are available until May 31, 2019. The first facility is a revolving operating facility in the amount of $8,500 at an interest rate range of 0.35% to 0.75% per annum over the bank base rate. The second credit facility is a term loan facility of $5,000 to be used solely for the purposes of financing the cash consideration relating to potential acquisitions, at an interest rate range of 0.40% to 0.80% per annum over the bank base rate. There have been no borrowings to date under these credit facilities. We are required to comply with certain financial and non-financial covenants under the agreement governing these credit facilities. We were in compliance with all applicable covenants on our facilities as at March 31, 2019.

Sources and Uses of Cash

(In thousands of US dollars) *(Unaudited)*	For the three months ended			
	Mar 31, 2019	Mar 31, 2018	$Variance	% Variance
Operating activities	**$ 6,061**	$ 12,541	$ (6,480)	(52%)
Investing activities	**(807)**	(611)	(196)	(32%)
Financing activities	**(6,211)**	(4,248)	(1,963)	(46%)
Effects of exchange rates	**147**	(420)	567	(135%)
Change in cash and cash equivalents	**$ (810)**	$ 7,262	$ (8,072)	(111%)

Operating Activities

Cash flows from operating activities were $6,061 for the period ended March 31, 2019, a decrease 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 first quarter of 2019, the Corporation experienced a decrease in cash flows from operating activities compared to the prior year quarter, primarily due to timing of receipts from our payment processors and payments to loyalty program partners.

Investing Activities

Cash used in investing activities during the period ended March 31, 2019 included cash used for the purchase of property and equipment and internally developed intangible assets.

Financing Activities

Cash flows used in financing activities during the period ended March 31, 2019 primarily related to $2,965 of withholding taxes paid on net settlement of Restricted Share Units (“RSUs”), 219,641 shares repurchased for cancellation under our NCIB in the amount of $2,456 and $599 of additional cash outlays to acquire shares held in trust for the future settlement of RSUs.

Contractual Obligations and Commitments

(unaudited)		Total		Year 1		Year 2		Year 3		Year 4		Year 5+
Direct cost of revenue[(1)] [(2)]	$	392,493	$	88,879	$	84,529	$	81,249	$	50,679	$	87,157

(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 March 31, 2019, loyalty currency held for future resale of $1,992 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 period ended March 31, 2019, we reclassified a loss of $183, net of tax, from other comprehensive income into net income (period ended March 31, 2018 – reclassified a gain of $126, net of tax, from other comprehensive loss into net income). The cash flow hedges were effective for accounting purposes during the period ended March 31, 2019. Realized losses from our hedging activities in the three months ended March 31, 2019 were driven by the changes in the relative strength of the US dollar compared to the Canadian dollar.

As at March 31, 2019, forward contracts with a notional value of $15,260, and in a net liability position of $391 (December 31, 2018 – $878 in net liability position), with settlement dates extending to February 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 163,046 shares.

***Securities with Near-Term Expiry Dates* – Outstanding Amounts as at March 31, 2019**

Security Type	Month of Expiry	Number	Exercise Price (CAD$)
Option	September 29, 2019	1,169	19.82
Option	March 16, 2020	161,877	12.34
Total		163,046	

BALANCE SHEET

(In thousands of US dollars) (unaudited)

Consolidated Balance Sheet Data as at		**Mar 31, 2019**		Dec 31, 2018(1)
Cash and cash equivalents	**$**	**68,321**		69,131
Restricted cash		**500**		500
Funds receivable from payment processors		**7,578**		13,512
Accounts receivable		**7,090**		9,318
Prepaid taxes		**374**		383
Prepaid expenses and other assets		**3,617**		3,618
Total current assets	**$**	**87,480**	$	96,462
Property and equipment		**2,583**		2,351
Right-of-use assets		**3,905**		-
Intangible assets		**13,668**		13,952
Goodwill		**7,130**		7,130
Deferred tax assets		**2,406**		2,645
Total non-current assets	**$**	**29,692**	$	26,078
Accounts payable and accrued liabilities	**$**	**8,590**	$	9,489
Income taxes payable		**47**		117
Payable to loyalty program partners		**64,636**		69,749
Current portion of lease liabilities		**1,243**		-
Current portion of other liabilities		**1,085**		1,680
Total current liabilities	**$**	**75,601**	$	81,035
Lease liabilities		**3,107**		-
Other liabilities		**97**		495
Total non-current liabilities	**$**	**3,204**	$	495
Total shareholders' equity	**$**	**38,367**	$	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 $810 as at March 31, 2019 compared to the end of 2018. The decrease in cash and cash equivalents was largely due to withholding taxes paid on net settlement of RSUs, shares repurchased and cancelled under our NCIB and purchases of shares held in trust for future settlements of RSUs, partially offset by positive cash flows generated from operating activities.

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 $5,934 compared to the end of 2018, which is largely attributable to the timing of promotional activity at the end of the period relative to the prior year period and timing of receipts from our payment processors. In general, this balance can vary significantly depending on the timing and richness of promotional activity in the market 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 minimal promotional activity at the end of a period.

Accounts receivable

Accounts receivable decreased $2,228 compared to the end of 2018, primarily due to lower receivables with certain loyalty program partners due to the timing of sales and transactional activity.

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 March 31, 2019, right-of-use was $3,905 (2018 – nil).

Accounts payable and accrued liabilities

Accounts payable and accrued liabilities decreased $899 compared to the end of 2018 and is primarily due to the timing of payments including our annual employee incentives.

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 March 31, 2019, the current and non-current portion of lease liabilities were $1,243 and $3,107, respectively (2018 – nil).

Income taxes payable

Income taxes payable decreased by $70 compared to the end of 2018 due to the timing of corporate income tax instalments made to tax authorities, offset by the Q1 2019 tax provision.

Payable to loyalty program partners

Payable to loyalty program partners decreased $5,113 compared to the end of 2018, which is primarily attributable to the timing of payments made to loyalty partners. We typically remit funds to loyalty program partners approximately 30 days after the end of the month of loyalty currency sales.

OUTSTANDING SHARE DATA

As of April 30, 2019, there were 13,817,239 common shares outstanding.

As of April 30, 2019, there were outstanding options exercisable for up to 1,234,857 common shares. The options have exercise prices ranging from $9.89 to $17.08 with a weighted average exercise price of $13.90. The expiration dates of the options range up to March 18, 2025.

The following table lists the common shares issued and outstanding as at April 30, 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	13,817,239	
Convertible Securities: Share options	1,234,857	CAD$ 17,167,451
Common Shares Issued & Potentially Issuable	15,052,096	CAD$ 17,167,451
Securities Excluded from Calculation:		
Options Available for grant from ESOP[1]	295,003	

(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
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)
September 30, 2016	82,442	335	0.02	0.02
June 30, 2016	83,864	931	0.06	0.06

Generally, increases in transaction levels, revenues and gross profit will drive higher overall profitability. 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.

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* ("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:

(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 March 31, 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 January 1, 2019 and ended on March 31, 2019 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.**

Date: May 9, 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 March 31, 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 January 1, 2019 and ended on March 31, 2019 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.**

Date: May 9, 2019

/s/Erick Georgiou

Erick Georgiou
Chief Financial Officer

Points International Reports First Quarter 2019 Results

- Reaffirms Full Year Guidance -

- Highlights Progress On All Three Business Segments -

TORONTO – May 9, 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 first quarter ended March 31, 2019.

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

First Quarter 2019 Financial Summary (vs. Q1 2018)

- **Total revenue increased 8% to $95.9 million compared to $89.1 million.**
- **Gross profit[1] was $13.4 million compared to $13.5 million.**
- **Net income was $1.8 million or $0.12 per diluted share, compared to $2.3 million or $0.16 per diluted share.**
- **Adjusted EBITDA[2] was $4.6 million compared to $4.8 million.**

Recent Operational Highlights

- **In Loyalty Currency Retailing, signed multi-year contract renewals with Air France-KLM's Flying Blue program and Shangri-La's Golden Circle program**
- **Broadened the reach of its Loyalty Currency Retailing suite of services with the World of Hyatt, enabling loyalty program members the ability to use their points balances plus cash to top up seamlessly for hotel rewards**
- **In Points Travel, expanded partnership with the FRONTIER Miles program, enabling miles redemption for loyalty program members when booking over 300,000 hotels across the globe**
- **In Platform Partners, expanded Wyndham hotel partnership with launch of new online earn mall and inclusion in Marathon Fuel program; launched new bonus mile initiative with FTD Flowers**
- **First full quarter of Amadeus partnership with initial integration of sales and account management process alongside product development**

Management Commentary

"Overall, our first quarter has performed as expected. We remain on track to achieve our growth targets for both 2019 as well as our multi-year outlook. As per our reiterated guidance, we continue to expect solid annual growth in 2019, and are making progress on key elements of our Long Term Strategic plan to significantly grow our business.

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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) 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.

"The first quarter saw continued execution of our key growth initiatives," said CEO Rob MacLean. "These can be broken down into three key drivers: signing new partnerships, cross-selling existing partners and growing existing in-market initiatives. Furthermore, we see geographic expansion, targeting new verticals and corporate development as key accelerants to this proven growth strategy.

"We continued to make steady progress across all three business segments, with long term partnership renewals in Europe and Asia, upsells in both the Loyalty Currency Retailing and Points Travel Services and new launches in the Platform Partners business. Also encouraging is a very active business development pipeline that has us working on a number of new launches expected later this year.

"Additionally, subsequent to the quarter, we nominated two new directors to join the board, Leontine Atkins and Jane Skoblo. These industry veterans each bring unique backgrounds and skill sets to fill critical roles, and their leadership experience will be an invaluable asset to our board.

"As we look ahead, we remain on track to meet our annual guidance expectations and continue to expect the majority of our year-over-year growth in 2019 to occur in the second half due to unique industry dynamics in 2018. Our strong track record of growth over the last five years provides us with the confidence in achieving the financial goals we've laid out for the next several years, as we aim to grow gross profit to the high-$90 million range and more than double adjusted EBITDA to the mid-$40 million range by 2022."

First Quarter 2019 Financial Results

Total revenue in the first quarter of 2019 increased 8% to $95.9 million compared to $89.1 million in the prior year quarter. Principal revenue increased 8% to $90.0 million compared to $83.3 million, and other partner revenue increased 2% to $5.9 million compared to $5.8 million.

Gross profit in the first quarter was $13.4 million compared to $13.5 million in the prior year quarter. The slight decline was primarily driven by exceptionally strong performance in the prior year quarter due to heightened promotional activity from a hotel partner, along with the previously disclosed transition of a Middle Eastern partner in 2018.

Total adjusted operating expenses[3] in the first quarter of 2019 were $9.0 million compared to $8.8 million in the prior year quarter.

Net income was $1.8 million or $0.12 per diluted share, compared to $2.3 million or $0.16 per share in the prior year quarter.

Adjusted EBITDA in the first quarter was $4.6 million compared to $4.8 million in the prior year quarter. This was primarily driven by the aforementioned decline in gross profit. Effective margin, which is defined as adjusted EBITDA as a percentage of gross profit, was 34.7% compared to 35.5% from the prior year, which remains in our expected range.

At March 31, 2019, total funds available, comprised of cash and cash equivalents together with restricted cash and funds receivable from payment processors, was $76.4 million compared to $83.1 million at December 31, 2018. The company remains debt free.

During the first quarter, Points repurchased for cancellation approximately 220,000 common shares at an average price of $11.18 per share through its Automatic Share Purchase Plan in conjunction with its Normal Course Issuer Bid (NCIB).

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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.

2019 Outlook

Points' in-year growth expectations remain unchanged with expected gross profit to range between $56.5 million and $62.5 million, reflecting approximately 5% to 15% growth compared to 2018 and adjusted EBITDA to range between $19.5 million and $22.5 million, reflecting approximately 5% to 20% growth from 2018.

Conference Call

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

Date: Thursday, May 9, 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: 13690165

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 May 23, 2019.

Toll-free replay number: 1-844-512-2921
International replay number: 1-412-317-6671
Replay ID: 13690165

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, while enabling members to more effectively earn and redeem loyalty rewards. Points is headquartered in Toronto, with offices in San Francisco and London.

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, expected benefits of the long term strategic partnership with Amadeus, our gross profit and Adjusted EBITDA goals for 2022 and ability to deliver on those goals, our core growth strategies, new initiatives to be implemented in 2019, including ramping or establishing non-loyalty partners, expansions into international markets and more aggressive deployment of our services, 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
Gateway Investor Relations
1-949-574-3860
IR@points.com

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	
	March 31, 2019	March 31, 2018
Total Revenue	**$ 95,943**	$ 89,110
Direct cost of revenue	**82,577**	75,594
Gross Profit	**$ 13,366**	$ 13,516
Gross Margin	**14%**	15%

[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	
	March 31, 2019	March 31, 2018
Gross Profit	**$ 13,366**	$ 13,516
Less:		
Direct adjusted operating expenses [3]	**5,695**	5,539
Contribution	**$ 7,671**	$ 7,977

[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	
	March 31, 2019	March 31, 2018
Loyalty Currency Retailing		
Revenue	**93,618**	86,607
Gross Profit	**11,185**	11,159
Direct adjusted operating expenses	**3,185**	3,254
Contribution	**8,000**	7,905
Platform Partners		
Revenue	**1,891**	2,037
Gross Profit	**1,751**	1,903
Direct adjusted operating expenses	**947**	1,015
Contribution	**804**	888
Points Travel		
Revenue	**434**	466
Gross Profit	**430**	454
Direct adjusted operating expenses	**1,563**	1,270
Contribution	**(1,133)**	(816)

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	
	March 31, 2019	March 31, 2018
Net Income	**$ 1,757**	$ 2,258
Finance costs	**76**	
Equity-settled share-based payment expense	**1,217**	975
Income tax expense	**685**	862
Depreciation and Amortization	**1,142**	866
Foreign exchange gain	**(244)**	(158)
Adjusted EBITDA	**$ 4,633**	$ 4,803

[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	
	March 31, 2019	March 31, 2018
Total Operating Expenses	**$ 11,110**	$ 10,473
Subtract (add):		
Depreciation and amortization	**1,142**	866
Foreign exchange gain	**(244)**	(158)
Equity-settled share-based payment expense	**1,217**	975
Adjusted Operating Expenses	**$ 8,995**	$ 8,790

[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		**March 31, 2019**		December 31, 2018[6]
ASSETS				
Current assets				
Cash and cash equivalents	**$**	**68,321**	$	69,131
Restricted cash		**500**		500
Funds receivable from payment processors		**7,578**		13,512
Accounts receivable		**7,090**		9,318
Prepaid taxes		**374**		383
Prepaid expenses and other assets		**3,617**		3,618
Total current assets	**$**	**87,480**	$	96,462
Non-current assets				
Property and equipment		**2,583**		2,351
Right-of-use assets		**3,905**		-
Intangible assets		**13,668**		13,952
Goodwill		**7,130**		7,130
Deferred tax assets		**2,406**		2,645
Total non-current assets	**$**	**29,692**	$	26,078
Total assets	**$**	**117,172**	$	122,540
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities	**$**	**8,590**	$	9,489
Income taxes payable		**47**		117
Payable to loyalty program partners		**64,636**		69,749
Current portion of lease liabilities		**1,243**		-
Current portion of other liabilities		**1,085**		1,680
Total current liabilities	**$**	**75,601**	$	81,035
Non-current liabilities				
Lease liabilities		**3,107**		-
Other liabilities		**97**		495
Total non-current liabilities	**$**	**3,204**	$	495
Total liabilities	**$**	**78,805**	$	81,530
SHAREHOLDERS' EQUITY				
Share capital		**53,747**		53,886
Contributed surplus		**-**		4,446
Accumulated other comprehensive loss		**(264)**		(646)
Accumulated deficit		**(15,116)**		(16,676)
Total shareholders' equity	**$**	**38,367**	$	41,010
Total liabilities and shareholders' equity	**$**	**117,172**	$	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 March 31		2019		2018[7]
REVENUE				
Principal	$	**90,006**	$	83,307
Other partner revenue		**5,937**		5,803
Total Revenue		**95,943**		89,110
Direct cost of revenue		**82,577**		75,594
Gross Profit	$	**13,366**	$	13,516
OPERATING EXPENSES				
Employment costs		**7,636**		6,714
Marketing and communications		**379**		403
Technology services		**617**		495
Depreciation and amortization		**1,142**		866
Foreign exchange gain		**(244)**		(158)
Other Operating expenses		**1,580**		2,153
Total Operating Expenses	$	**11,110**	$	10,473
Finance income		**(262)**		(77)
Finance costs		**76**		-
INCOME BEFORE INCOME TAXES	$	**2,442**	$	3,120
Income tax expense		**685**		862
NET INCOME	$	**1,757**	$	2,258
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		**238**		(430)
Income tax effect		**(63)**		113
Reclassification to net income of loss (gain) on foreign exchange derivatives designated as cash flow hedges		**249**		(171)
Income tax effect		**(66)**		45
Foreign currency translation adjustment		**24**		-
Other comprehensive income (loss) for the period, net of income tax	$	**382**	$	(443)
TOTAL COMPREHENSIVE INCOME	$	**2,139**	$	1,815
EARNINGS PER SHARE				
Basic earnings per share	$	**0.13**	$	0.16
Diluted earnings per share	$	**0.12**	$	0.16

[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)	Share Capital Number of Shares		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)**	**$**	**41,010**
Net income	**-**		**-**		**-**		**-**		**1,757**		**1,757**
Other comprehensive income, net of tax	**-**		**-**		**-**		**382**		**-**		**382**
Total comprehensive income	**-**		**-**		**-**		**382**		**1,757**		**2,139**
Effect of share option compensation plan	**-**		**-**		**146**		**-**		**-**		**146**
Effect of RSU compensation plan	**-**		**-**		**1,071**		**-**		**-**		**1,071**
Share issuances – options exercised	**2,338**		**28**		**(7)**		**-**		**-**		**21**
Settlement of RSUs	**-**		**1,277**		**(4,242)**		**-**		**-**		**(2,965)**
Share capital held in trust	**-**		**(599)**		**-**		**-**		**-**		**(599)**
Shares repurchased and cancelled	**(219,641)**		**(845)**		**(1,414)**		**-**		**(197)**		**(2,456)**
Balance at March 31, 2019	**13,894,561**	**$**	**53,747**	**$**	**-**	**$**	**(264)**	**$**	**(15,116)**	**$**	**38,367**
Balance at December 31, 2017	14,561,450	$	56,394	$	10,647	$	374	$	(24,468)	$	42,947
Net income	-		-		-		-		2,258		2,258
Other comprehensive loss, net of tax	-		-		-		(443)		-		(443)
Total comprehensive income	-		-		-		(443)		2,258		1,815
Effect of share option compensation plan	-		-		33		-		-		33
Effect of RSU compensation plan	-		-		942		-		-		942
Share issuances – RSUs			722		(722)		-		-		-
Share capital held in trust	-		(2,804)		-		-		-		(2,804)
Shares repurchased and cancelled	(133,463)		(499)		(945)		-		-		(1,444)
Balance at March 31, 2018	14,427,987	$	53,813	$	9,955	$	(69)	$	(22,210)	$	41,489

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

For the three months ended March 31		2019		2018[8]
Cash flows from operating activities				
Net income for the period	**$**	**1,757**	$	2,258
Adjustments for:				
Depreciation of property and equipment		**288**		221
Depreciation of right-of-use assets		**283**		-
Amortization of intangible assets		**571**		645
Unrealized foreign exchange (gain) loss		**(123)**		420
Equity-settled share-based payment transactions		**1,217**		975
Finance costs		**76**		-
Deferred income tax expense (recovery)		**110**		(194)
Unrealized net gain (loss) on derivative contracts designated as cash flow hedges		**487**		(601)
Changes in non-cash balances related to operations		**1,471**		8,817
Interest paid		**(76)**		-
Net cash provided by operating activities	**$**	**6,061**	$	12,541
Cash flows from investing activities				
Acquisition of property and equipment		**(520)**		(314)
Additions to intangible assets		**(287)**		(297)
Net cash used in investing activities	**$**	**(807)**	$	(611)
Cash flows from financing activities				
Payment of lease liabilities		**(212)**		-
Proceeds from exercise of share options		**21**		-
Shares repurchased and cancelled		**(2,456)**		(1,444)
Purchase of share capital held in trust		**(599)**		(2,804)
Taxes paid on net settlement of RSUs		**(2,965)**		-
Net cash used in financing activities	**$**	**(6,211)**	$	(4,248)
Effect of exchange rate fluctuations on cash held		**147**		(420)
Net increase in cash and cash equivalents	**$**	**(810)**	$	7,262
Cash and cash equivalents at beginning of the period	**$**	**69,131**	$	63,514
Cash and cash equivalents at end of the period	**$**	**68,321**	$	70,776
Interest Received	**$**	**262**	$	60
Taxes Paid	**$**	**(614)**	$	(1,127)

Amounts received for interest and paid for 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.