MINT TECHNOLOGY CORP.

Management's Discussion and Analysis of Unaudited Financial Condition and Results of Operations

As of August 29, 2012

For the three and six month periods ended June 30, 2012 and May 31, 2011

Mint Technology Corp. elected to change its financial year end to December 31 at a meeting of the Directors on December 1, 2011. This is the second quarter report for the 2012 financial year and will be compared to the nearest quarter in the previous financial year, being the three months ended May 31, 2011. The financial statements and this MD&A are based on unaudited financial statements prepared by management.

Mint Technology Corp. ("Mint", the "Company" or the "Corporation") was established in 2004 and is the world's first vertically integrated prepaid card and payroll services provider with its own ATM network, payment processing platform and proprietary branded card product including soon to be launched microfinance, mobile top-up and money remittance services delivered seamlessly to workers throughout the MENA region.

Mint relocated all corporate and head office functions to the USA in September 2011. Mint Technology Inc., a US Corporation based in Radnor, PA is responsible for all direct corporate expenses including senior management costs of Mint. The Company's Executive Chairman, accounting, administration, investor relations, corporate governance and certain business development functions are all located in the USA.

Mint operates through 4 entities, Mint Middle East LLC, a payroll card services provider, Mint Capital LLC which will manage the Mint Capital range of products, a financial products division incorporated in July 2012, Mint Global Processing LLC, a fully integrated third party processing platform and Mint Electronic Payment Services LLC, a POS, Mobile Airtime Top Up and ATM network solutions business. Mint has 105 employees in 8 offices in the United Arab Emirates (UAE) 3, Jordan, Egypt, Qatar, USA and Canada where Mint is listed on the Toronto Stock Exchange TSX: MIT-V.

The following management discussion and analysis ("MD&A") is a narrative explanation, from the perspective of Mint's management, on corporate performance for the 3 and 6 month period ended June 30, 2012 with comparative 3 and 6 month period ended May 31, 2011. It includes a review of the financial condition of Mint and a review of operations for each of Mint's operating segments for these periods.

It is intended to help the reader understand and assess the significant trends, risks and uncertainties related to the results of operations for each business segment and it should be read in conjunction with the condensed unaudited consolidated financial statements as at June 30, 2012.

Mint's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The comparative financial statements presented have also been restated to comply with IFRS as required under IFRS 1. All amounts in this MD&A are in Canadian dollars unless otherwise indicated and considers information available until August 29, 2012.

Additional information relating to the Corporation can be found on SEDAR at www.sedar.com .

FORWARD-LOOKING STATEMENTS

To the extent that any statements in this document contain information that is not historical, the statements are essentially forward-looking and are often identified by words such as "anticipate", "expect", "estimate", "intend", "project", "plan" and "believe".

Forward looking statements include:

- the intention of MME to open a branch in Doha, Qatar in 2012
- the Company receiving regulatory approval and closing a business contract with a prominent Bank in Saudi Arabia during the second half of 2012 and commence business activity in Q4 2012, that country implementing planned mega projects and the need to import foreign labour to support these infrastructure contracts, servicing government programs including active and non-active workers and military
- selling Mint services as part of the annual visa renewal to the foreign maid and service workers currently residing in the UAE
- working with banks and government to introduce electronic payment systems to replace cash disbursements in countries like Egypt
- building and selling new products such as microfinance, money remittance and mobile top-up to the existing cardholder base
- development of a complementary payment network including ATM and POS networks in all MENA countries where Mint operates, having an excess of 1 million cards by 2014
- operations will become profitable on a run rate basis during Q3 of 2013 principally due to the migration of all cards acquired through the Workers Equity acquisition, the launch of Mint Capital, the full integration of the Mobile Airtime top up acquisition, ePAY and its previously announced business expansion and further acquisition strategy.

The forward-looking statements are based on certain expectations and assumptions made by Mint. Although Mint believes that those expectations and assumptions are reasonable, undue reliance should not be placed on the forward-looking statements because Mint can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those anticipated due to a number of factors and risks. Such factors and risks include, but are not limited to: a slowdown in the growth of revenues in the Company's Middle East operations, the impact of general economic and political conditions; industry conditions, including changes in laws and regulations; increased competition; the lack of availability of qualified personnel or management; changes in foreign exchange or interest rates; stock market volatility; the impact of accounting policies issued by the IASB standard setters and other factors discussed under "Risks and Uncertainties" below. There is a risk that Mint's actual performance will differ materially from that expressed in or implied by forward-looking statements contained in this document. The forward-looking statements contained in this document are made as of the date hereof. Mint disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

Prior to publication, the Board of Directors, on the recommendation of the Audit Committee approved Mint's condensed unaudited consolidated financial statements and this MD&A on August 24, 2012.

CORPORATE OVERVIEW and HISTORY

Mint Technology Corp. ("Mint") is a publicly listed company on the Toronto Venture Stock Exchange and was founded in Canada in 2004**.** Mint is a provider of payroll cards and payment solutions in the Middle East via its wholly owned subsidiary, Mint Middle East LLC ("MME"). It also has plans to provide alternative payment solutions to the unbanked sector of the working population in other countries in the Middle East and North Africa "MENA". Mint manages the issuance, administration, customer support, payment processing and set-up, sponsorship and reporting of the cards to government authorities and related activities.

In September 2011, Mint relocated all corporate and head office functions to the USA. Mint Technology Inc., a US Corporation based in Radnor, PA is responsible for all the direct corporate expenses including senior management costs of Mint. The Company's Executive Chairman, accounting, administration, investor relations, corporate governance and certain business development functions are all located in the USA.

Today, MME facilitates an automated and secure payroll system in the UAE in accordance with the ages Protection System law ("WPS") with operations being established in other Gulf Cooperation Council (GCC) countries, providing modern banking services to the under banked sectors of the economy and making the monotonous process of payroll/remittance easy for the employer and employees.

MME's deep understanding of the market and the region in which it operates is backed-up with an impressive list of clientele across the UAE. Mint is recognized by the Central Bank of the UAE as a WPS third party processing agent, processing payroll through the Wages Protection System and is sponsored in the UAE by both Standard Chartered Bank and Ajman Bank.

In July 2012, MME serviced its first payroll cardholders in Qatar and has opened a subsidiary in Amman, Jordan to provide support for business development in that region. Mint has also been active in Saudi Arabia seeking various regulatory approvals and business partnerships and expects these to be forthcoming during the second half of 2012**.**

Mint is also currently negotiating an agreement with the Egyptian government to provide a sophisticated smartcard solution for the rural sector.

Capital Formation Strategy

Now that a successful strategy is unfolding for Mint's core business in the MENA region, Mint is engaged in active discussions with Investment Banks to advise and execute on a capital formation strategy which will provide both working capital, acquisition capital and also asset based finance to allow the Company to accelerate its growth in the UAE, Qatar, Egypt and Saudi Arabia.

Vision, Mission and Values

Our Vision

To be recognized as the leading payroll, transaction processing and alternative financial services provider to the unbanked in the MENA region by 2014.

Our Mission

To enable and transform the way Workers, Employers and Merchants transact payroll, payments and financial products through a focus on unbanked communities throughout the MENA region.

Our Values

- Customer focus
- Integrity
- Continuous improvement
- Teamwork
- Quality
- Commitment to stakeholders

Strategy

Mint aims to evolve into a payroll and payment services provider through a Holding Company encompassing a group of highly specialized subsidiaries that reflect value chain synergy in various niche segments. The subsidiaries' focus areas are emerging from opportunities being presented to Mint by business and governments in the MENA region responding to social and economic change in the way wages, payments and purchases are transacted in Emerging Economies. Mint's products and services are providing unbanked consumers with a pathway to financial inclusion. Mint is targeting niche sectors with a high barrier to entry and strong market potential.

2012 and beyond

The opportunities for Mint in the future in the MENA region in delivering on the Company's strategy include:

- Planned mega projects and the need to import foreign labour to support these infrastructure contracts will continue to support payroll card growth.

- Servicing government programs including active and non-active workers and military.
- Selling Mint services as part of the annual visa renewal to the foreign maid and service workers currently residing in the region.
- Significantly leverage work in process in Saudi Arabia with a potential foreign labour market of over 9,000,000 workers.
- Use major construction and engineering clients currently serviced in UAE and the current product associated with these clients as a reference point and testimony for future product roll out in countries like Qatar.
- Working with banks and government to introduce electronic payment systems to replace cash disbursements in countries like Egypt.
- Building and selling new products such as Microfinance, Capital Remittance and Mobile Top Up to the existing card base.
- The establishment and licensing of its own third party transaction platform in response to market pressures in the MENA region
- The development of complementary payment networks including ATM and POS networks in all MENA countries where Mint operates.
- To grow through acquisitions in our target segments.

MAJOR EVENTS

On July 15, 2011, the Corporation acquired the business of Workers Equity Holdings B.S.C. ("WEH") through Mint Middle East LLC for a preliminary purchase price of US$5,000,000 ($4,792,500). The preliminary purchase price of US$5,000,000 was based on WEH delivering a specified value of closing card inventory to the Corporation at the time of final payment. However, based on management's estimate, the closing card inventory expected to be transferred by the final date of payment was expected to be lower by approximately 66,000. Any cards delivered after this date would accrue to Mint Middle East LLC without further purchase price adjustment obligation. Accordingly, the purchase price was reduced by US$1,525,000 to US$3,475,000 (CAD$3,328,615).

Additional payments of US$ 1,250,000 (CAD$1,197,250) and US$ 125,220 (CAD$119,936) were made during the last quarter of 2011 and a final payment of US$1,118,980 (CAD$1,113,944) was made on **April 4, 2012** under a settlement agreement dated February 6, 2012 and the acquisition is now concluded. The final adjusted price was $3,744,200 (CAD $ 3,584,416).

During **May 2012**, certain shareholders exercised 15,644,300 warrants for proceeds of $2,346,645.

On **June 8, 2012**, the Corporation announced that it had completed a brokered private placement of $5,000,000. 29,411,764 common shares of Mint were issued at $0.17 per share to various funds under institutional management. The proceeds of this closing have been utilized to satisfy the cash component of the ePAY acquisition agreement signed and announced on May 31, 2012 and for general working capital. The securities issued are subject to a hold period which expires on October 8, 2012.

From April 1, 2012 to June 30, 2012, the Corporation raised an additional $2,700,000 through the issuance of 2,700,000 Series V debentures, payable in Canadian $2,700,000. The debentures are due on May 8, 2014, bear interest quarterly in arrears at 12% per annum, and are secured by the assets of the Corporation. 1.4 common shares of the Corporation were issued for every $1 of debenture issued. Accordingly, 3,780,000 common shares were issued.

During the month of June 2012, the Company issued 45,966,015 common shares from:

1. Private placements of 29,411,765 shares at $0.17 per share to various funds under institutional management totaling $5,000,000 in cash. The proceeds of this closing will be utilized to satisfy the cash component of the ePay acquisition agreement signed and announced on May 31, 2012 and for general working capital. (note 22 a) Total issuance cost of $457,173 was attributed to capital stock and netted against the proceeds.

2. On June 21, 2012, the Company prepaid part of the acquisition of ePay [Note 22(a)] in the amount of $3,310,850 by issuing 16,554,250 Mint common shares to the seller at a price of $0.20 per share. The shares were not delivered to the vendor until the closing on July 13th, 2012.

CORPORATE RESULTS

Summary

The three month period ended June 30th 2012 (the "Period") was a period of further operating consolidation in the core UAE card business and focus on business growth through significant expenditures to establish contracts in Egypt and Saudi Arabia and working towards the closing of the acquisition of ePay, the mobile airtime business network that is complementary to Mint's product strategy.

The benefits of the acquisition of WEH are yet to be fully recognized in the Company's performance as transfer of the card portfolio has taken longer than anticipated and was delayed by the decision Mint took to wait for certification of its own processing platform, through Mint Global Processing which has now been received.

Migration of these WEH cards and new business contracts is now proceeding. During this current Period, it has been therefore necessary to carry the direct costs of the WEH business until the card migration is complete, which was achieved for the closed loop cards by March 31, 2012, but will not be achieved for the open loop cards until Q1 of 2013. After that point in time, the full benefit of the revenues without the burden of duplicated expenses will be represented in our financial performance.

DUBAI Branch

During the Period, the core UAE payroll card business also secured a number of new contracts totaling 2,445 cards which as at the end of this Period had yet to be issued and accounted for in the Company's results.

The total number of cards as of June 30, 2012 under contract, issued and being billed (generating revenue) is as follows:

Cards under Contract: (agreed estimated card numbers when customer signs agreement): 528,271

Cards Issued: (actual number of cards issued and still on the database): 396,350

Cards Billed: (number of cards that had payrolls processed during the period): 261,778

Period Highlights – MINT MIDDLE EAST - UAE BRANCH

Revenue from UAE Dubai Branch operations was $959,617 and $1,897,377 for the three and six months ended June 30, 2012,

Expenses from the Branch were $1,592,977 and $3,352,135 for the three and six months ended June 30, 2012.

Total Net Loss for the Dubai branch (after Depreciation and Amortization) from continuing operations for the three and six months ended June 30, 2012 was ($633,360) and ($1,457,758), respectively.

Period Highlights - CONSOLIDATED

	Three Months Ended June 30, 2012		Six Months Ended June 30, 2012	
Revenue from operations	$	959,617	$	1,897,377
Total Net Loss from Operations	$	(2,327,362)	$	(4,793,387)

The Total Net Loss includes a Derivative warrant liability credit of $ 1,157,771 and $1,421,726 for the three and six months ended June 30, 2012, respectively.

> *The change to IFRS reporting has required the Company to evaluate the impact of the changing value of the unexpired warrants on issue. This adjustment is largely a reflection of the exercising or expiry of warrants.*

Non UAE Activities

During this Period, Mint continued to invest heavily in the expansion of the Mint activities outside of UAE in the MENA region and in particular the establishment of business presence in Qatar, Egypt and Saudi Arabia, the establishment of the microfinance business, Mint Capital LLC, including significant direct salary, office, equipment costs and legal fees, and the costs associated with the acquisition of ePay, the mobile airtime business network. This continues to involve significant investment in people, travel and accommodation, legal fees and professional advisors but together with our investment in the launch of the Mint Capital branded products, substantial progress has been made on the launch of these opportunities and a return on this investment is expected over the next three fiscal quarters.

Mint Capital LLC has been registered in the Dubai International Financial Center (DIFC) and will manage the Mint Capital branded products including the microfinance product. It is staffed and ready for the launch by end of Q3 2012. These costs have been borne primarily at the corporate level of Mint Technology Corp and also included fees and expenses to execute and close on an additional significant capital raise during the Period.

The benefits of these initiatives and the capital investment are beginning to be shown with the recent announcements of the planned opening of Mint Qatar, the successful certification of Mint Global Processing LLC by the UAE Central Bank as a third party transaction processor and a potentially significant contract in Egypt. Business activity is also expected to commence in Saudi Arabia by the end of 2012.

Future Opportunities

After several years of trying to identify a profitable business segment in the prepaid space, Mint has finally secured:

1) The payroll card business to the unbankable segment in the MENA region that is large, growing and high margin
2) Mint has significant competitive advantage in the MENA due to strength of relationships, early mover status and established track record
3) As is the case with virtually every card business, the most significant success factor is cards-in-force. Mint's growth in this metric has been 13X since January 2010.
4) There are opportunities to cross-sell other profitable products to the payroll card base – the Mint Capital product range is a good example
5) Vertical integration (i.e. processing and merchant services) represents an opportunity for increased profitability and to establish market dominance
6) Core business profitability can leverage new markets – each market requires incremental investment but the "cookie cutter" approach increases unit profitability sooner.
7) Mint has outstanding leadership, a knowledgeable, committed and connected team
8) Over the next two years, Mint anticipates having in excess of 1 million cards.

Impact of Foreign Exchange fluctuations

The Corporation's revenues are earned in AED (United Arab Emirates Dirham) and so are a significant proportion of its expenses and so at an operational level there is no currency exposure. Upon consolidation, however, the Company reports in Canadian dollars. The AED is pegged at a fixed exchange rate to the US$ but any fluctuation between the Canadian dollar and the US$ will cause the Corporation to be exposed to currency fluctuations. During the Period the Corporation had a foreign exchange loss of $154,975.

SELECTED QUARTER INFORMATION

	Three Months Ended June 30, 2012		Four Months Ended December 31, 2011	
Revenue	$	959,617	$	1,329,564
Net Income (loss)	$	(2,327,362)	$	(5,800,673)
Loss per common share (basic and diluted)	$	(0.01)	$	(0.03)
Total assets	$	20,505,311	$	11,503,496
Total liabilites *		20,680,169		18,222,795
Total deficiency		(174,858)		(6,719,299)
Long term financial liabilities	$	(7,914,723)	$	(6,145,409)

The change to IFRS reporting has required the Company to evaluate the impact of the changing value of the unexpired warrants on issue. This adjustment is largely a reflection of the increasing share price relative to the exercise price of the warrants. As and when the warrants are exercised, this liability will be reduced. The derivative warranty liability is not included in the long term financial liabilities.

Note:

* Derivative warrant liability for the quarter ended June 30, 2012 and the four months ended December 31, 2011 was $6,541,788 and $6,953,614 respectively and is included in Total liabilities.

KEY PERFORMANCE DRIVERS

Markets

Performance is driven by the pace and rate of adoption of alternative financial services products. Given the diversified product set offered by our organization, there are many addressable opportunities, all of which are emerging in the MENA region and are being managed from our hub in the United Arab Emirates. Principal among the target markets are the payroll cards serving foreign workers in UAE and the MENA region generally.

Financial Condition

While financial strength is important for all companies, it is an important key performance driver for Mint in addressing the timing of market adoption of prepaid debit card products as well as to obtain favorable business terms with our partners.

Mint has not yet been able to achieve profitability on operations. We will remain vigilant in focusing on achieving this objective through a combination of new contracts, the deployment of new products including Capital remittance services, microfinance and mobile loading technologies and the expansion of our business platform into new regions throughout the Middle East.

Innovation and Leadership

To date, technology innovation and program management are the major driving forces behind evolution. In the coming fiscal year, however, Mint believes that its new technology partnerships and ability to deliver relevant and reliable programs will be built and enhanced so that we can extend our deliverance to a larger population primarily in the GCC countries leveraging our UAE market presence and thereby drive significant revenue growth while at the same time continuing to expand the current product offerings.

Human Capital

The most fundamental factor to our success is the intellectual capital Mint has in its employees. We have a talented group of individuals that share the vision and recognize the vast potential for Mint and the industry in the future. Within the financial constraints of a relatively small Corporation in an emerging market, the Corporation monitors and adjusts its compensation to the marketplace and intends during Fiscal 2012 to put in place a long-term incentive plan for key personnel.

FINANCIAL HIGHLIGHTS

The table below sets out the unaudited consolidated statements of financial position as of June 30, 2012 and December 31, 2011.

As at:	June 30, 2012 $	December 31, 2011 $
ASSETS		
Current		
Cash	**6,354,162**	**690,444**
Due from related parties	**-**	**248,097**
Accounts receivable	**1,250,403**	**854,170**
Prepaid expenses and deposits	**4,000,431**	**279,451**
Total current assets	**11,604,996**	**2,072,162**
Equipment	**435,511**	**490,527**
Customer relationships	**1,276,043**	**1,726,892**
Agreement with Standard Chartered Bank	**94,498**	**379,095**
Goodwill	**7,094,263**	**6,834,820**
	20,505,311	**11,503,496**
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current		
Accounts payable and accrued liabilities	**2,549,906**	**3,531,202**
Promissory notes	**711,655**	**1,582,570**
Debentures	**2,962,097**	**-**
Total current liabilities	**6,223,658**	**5,113,772**
Convertible debentures	**-**	**10,000**
Debentures	**7,648,201**	**5,937,072**
Derivative warrant liability	**6,541,788**	**6,953,614**
Other long-term liabilities	**266,522**	**208,337**
Promissory notes	**-**	**-**
Total liabilities	**20,680,169**	**18,222,795**
Shareholders' deficiency		
Capital stock	**24,640,305**	**13,705,322**
Share option reserve	**5,007,766**	**4,738,999**
Foreign currency translation reserve	**102,706**	**(31,372)**
Deficit	**(29,925,635)**	**(25,132,248)**
Shareholders' deficiency	**(174,858)**	**(6,719,299)**
	20,505,311	**11,503,496**

Liquidity and Financial Resources

Mint has historically financed its operations primarily through the sale of shares, and issuance of debt. At June 30, 2012, Mint had cash of $6,354,162 (December 31, 2011 $690,444).

The table below sets out the unaudited consolidated statements of loss and comprehensive loss for the three and six month periods ended June 30, 2012 and May 31, 2011.

	Month Period Ended June 30th, 2012 $	Month Period Ended May 31st, 2011 $	Period Ended June 30th, 2012 $	Period Ended May 31st, 2011 $
Revenue	**959,617**	862,641	**1,897,377**	1,631,416
Expenses				
General and administrative	**2,264,157**	885,432	**4,133,508**	1,565,685
Operational costs	**513,545**	785,847	**1,141,676**	1,374,273
Sales and marketing	**186,654**	101,472	**313,147**	175,638
Net loss before the undernoted	**(2,004,739)**	(910,110)	**(3,690,954)**	(1,484,180)
Amortization of capital equipment	**113,541**	58,764	**152,340**	123,662
Amotization of intangible assets	**360,250**	224,590	**717,244**	449,180
Exercise of management stock options	**-**	-	**-**	-
Stock-based compensation	**179,837**	-	**268,767**	-
Shares issued for services provided	**-**	-	**-**	-
Expired warrants and liability extingushed	**(93,033)**	(3,616)	**(93,033)**	(115,262)
Change in fair value of derivative warrant liability	**(1,157,771)**	1,753,055	**(1,421,726)**	1,001,647
Accretion expense	**413,440**	91,742	**717,429**	91,742
Interest	**351,384**	241,458	**609,704**	310,600
Foreign exchange loss (gain)	**154,975**	121,209	**151,708**	(191,823)
Exchange differences on translation	**(138,955)**	34,744	**(134,078)**	323,044
	183,668	2,521,946	**968,355**	1,992,790
Net income (loss) for the quarter				
Continuing operations	**(2,188,407)**	(2,059,234)	**(4,659,309)**	(2,086,182)
Discontinued Operations	**-**	-	**-**	-
Non-controlling interest in loss of subsidiaries	**-**	(1,372,822)	**-**	(1,390,788)
Net income (loss) for the period	**(2,188,407)**	(3,432,056)	**(4,659,309)**	(3,476,970)
Loss per common share, basic and diluted before discontinued operations	**(0.011)**	(0.038)	**(0.024)**	(0.037)
Loss per common share, basic and diluted	**(0.010)**	**(0.039)**	**(0.024)**	**0.040**
Weighted average number of common shares (in 000's)	**210,210**	88,865	**192,576**	85,904

The table below sets out the unaudited consolidated statements of cash flows for the three and six month periods ended June 30, 2012 and May 31, 2011

	For The Three Month Period Ended June 30, 2012	For The Three Month Period Ended May 31, 2011	For The Six Month Period Ended June 30, 2012	For The Six Month Period Ended May 31, 2011
	$	$	$	$
OPERATING ACTIVITIES				
Net loss	(2,327,362)	(3,397,312)	(4,793,387)	(3,153,926)
Add (deduct) items not involving cash				
Depreciation of equipment	113,541	58,764	152,340	123,662
Amortization of intangible assets	360,250	224,590	717,244	449,180
Foreign exchange loss (gain) on promissory note payable	10,142	-	(25,302)	85,994
Foreign exchange loss on debentures	117,982	-	31,321	-
Interest accretion on promissory notes	-	307,522	-	350,373
Interest accretion on debentures	413,440	91,742	717,429	91,742
Issuance of common shares tand purchase warrants	179,837	3,100,000	268,767	3,391,550
Change in fair value of warrants	(1,157,771)	1,753,055	(1,421,726)	1,001,647
Expired warrants	(93,033)	(3,616)	(93,033)	(115,262)
Changes in non-cash working capital balances related to operations				
Accounts receivable	(189,458)	(147,092)	(396,234)	(177,140)
Due from related parties	-	(72,151)	248,097	(188,427)
Prepaid expenses and deposits	(320,774)	167,594	(410,129)	137,653
Accounts payable and accrued liabilities	312,900	(261,074)	(981,298)	(415,925)
Cash used in operating activities	(2,580,306)	1,822,022	(5,985,911)	1,581,121
FINANCING ACTIVITIES				
Repayment of other long-term liabilities	21,974		58,186	(3,548)
Repayment of promissory notes	(845,613)	(200,000)	(845,613)	(699,905)
Issuance of common shares against debts	4,542,828	-	5,552,817	
Proceeds from common shares	2,346,645		2,679,198	-
Proceeds from debentures, net of costs	2,491,663	1,000,038	4,419,528	2,013,131
Redemption of convertible debentures	-		(10,000)	-
Cash provided by financing activities	8,557,497	800,038	11,854,116	1,309,678
INVESTING ACTIVITIES				
Purchase of equipment	(5,784)	(183,111)	(99,383)	(183,878)
Purchase of intangible assets	(255,801)	-	(255,801)	-
Cash used in investing activities	(261,585)	(183,111)	(355,184)	(183,878)
Translation Effect On Cash	34,160	240,250	150,697	(48,049)
Net (decrease) increase in cash during the period	5,749,766	2,679,199	5,663,718	2,658,872
Cash, beginning of period	604,396	50,223	690,444	70,550
Cash, end of period	6,354,162	2,729,422	6,354,162	2,729,422

Operating Activities

In the three months ended June 30, 2012 and May 31, 2011, cash (used in)/provided by operating activities from continuing operations was ($2,580,306) and $1,822,022 respectively. Cash used in operations in the three months ended June 30, 2012 was a result of the prepayment of proposed acquisition of ePay and net losses. Cash provided by operations in the three months ended May 31, 2011 was the result of an add back of the share based compensation figure of $3,100,000.

In the six months ended June 30, 2012 and May 31, 2011, cash (used in)/provided by operating activities from continuing operations was ($5,985,911) and $1,581,121 respectively. Cash used in operations in the six months ended June 30, 2012 was a result of the prepayment of proposed acquisition of ePay and net losses. Cash used in operations in the six months ended May 31, 2011 was the result of the add back of the share based compensation of $3,391,550.

Financing Activities

In the three months ended June 30, 2012 and May 31, 2011, cash provided by financing activities from continuing operations was $8,557,497 and $800,038 respectively. Cash provided by financing activities in the three months ended June 30, 2012 were the result of proceeds of common shares, warrants exercised, proceeds of debentures and repayment of promissory notes. Cash provided by financing activities in the three months ended May 31, 2011, were primarily the result of proceeds from debentures and repayment of promissory notes.

In the six months ended June 30, 2012 and May 31, 2011, cash provided by financing activities from continuing operations was $11,854,116 and $1,309,678 respectively. Cash provided by financing activities in the six months ended June 30, 2012 were the result of proceeds of common shares, warrants exercised, proceeds of debentures and repayment of promissory notes. Cash provided by financing activities in the six months ended May 31, 2011, were primarily the result of proceeds from debentures and repayment of promissory notes.

Investing Activities

In the three months ended June 30, 2012 and May 31, 2011, cash used in investing activities from continuing operations was $(261,585) and $(183,111) respectively. Cash used in investing activities in the three months ended June 30, 2012 and May 31, 2011 were primarily the result of the purchase of equipment and intangible assets.

In the six months ended June 30, 2012 and May 31, 2011, cash used in investing activities from continuing operations was $(355,184) and $(183,877) respectively. Cash used in investing activities in the six months ended June 30, 2012 and May 31, 2011 were primarily the result of the purchase of equipment and intangible assets.

SUMMARY OF UNAUDITED QUARTERLY RESULTS

The following table sets forth unaudited consolidated statements of operations data for the eight most recent quarters ended June 30, 2012, as prepared in accordance with IFRS. The information has been derived from our unaudited consolidated financial statements that, in management's opinion, have been prepared on a basis consistent with the unaudited financial statements for the periods ended June 30, 2012 and May 31, 2011.

			Four Months Ending	**August 31, 2011**
	Q2 2012	**Q1 2012**	**December 31st, 2011**	**Q4 2011**
Revenue from continuing operations	959,617	937,760	1,329,564	1,305,572
Net income (loss)	(2,327,362)	(2,466,025)	(5,800,673)	(2,069,891)
continuing operations	(2,327,362)	(2,466,025)	(5,800,673)	(1,927,030)
discontinuing operations				
non-controlling interest's (gain)/loss of				
subsidiary				(1,712)
Net loss	(2,327,362)	(2,466,025)	(5,800,673)	(1,928,742)
Loss per common share basic	(0.011)	(0.010)	(0.030)	(0.017)

	May 31, 2011	**February 28, 2011**	**November 30, 2010**	**August 31, 2010**
	Q3 2011	**Q2 2011**	**Q1 2011**	**Q4 2010**
Revenue from continuing operations	862,641	768,775	772,789	793,195
Net income (loss)	(1,566,131)	(476,807)	(859,474)	(1,482,525)
continuing operations	(1,566,131)	(476,807)	(859,474)	(1,482,525)
discontinuing operations		(142,861)		
non-controlling interest's (gain)/loss of				
subsidiary	240,249	(21,081)	81,417	201,110
Net loss	(1,315,882)	(640,749)	(778,057)	(1,281,415)
Loss per common share basic	(0.015)	(0.008)	(0.010)	(0.018)

USE OF PROCEEDS COMPARISONS FROM FINANCINGS DURING PERIOD ENDED 30TH JUNE 2012.

On May 11, 2012, the Company announced that it had completed the issuance of $2,500,000 of debt through a private placement of secured interest bearing debentures (the "Debenture(s)") which was conditionally approved by the Toronto Stock Exchange on April 26, 2012, for a maximum issue of $4,500,000, known as Series 5. Funds will be used for the purposes of the microfinance loan book to be originated and serviced by Mint Capital LLC in the UAE under a pilot program in advance of the planned long term structured credit facility of $50,000,000 as announced on December 29, 2011.

The funds are earmarked for future use in the Mint Capital LLC program.

On June 8, 2012, the Company announced that it had completed a brokered private placement of $5,000,000. 29,411,764 common shares of Mint were issued at $0.17 per share to various funds under institutional management. The proceeds of this closing were utilized to satisfy the cash component of the ePAY acquisition agreement signed and announced on May 31, 2012 and for general working capital.

The proceeds were used for this purpose

Liquidity and Capital Resources

The Corporation has generated cash in the short term to meet its obligations to fund working capital and planned growth by the private placement of equity during the fiscal period.

Since December 31, 2011, Mint has raised additional cash through the private placement of equity and secured loans as follows:

(a) During January to February 2012, Mint raised $870,000 through the private placement of secured Series III debentures. The debenture interest rate is 12% payable quarterly in arrears and is due to be repaid two years from the date of issuance.
(b) During February to March 2012, Mint raised $1,705,000 through the private placement of secured Series IV debentures. The debenture interest rate is 12% payable quarterly in arrears and is due to be repaid February 13, 2014.
(c) During May 2012, Mint raised $2,700,000 through the private placement of secured Series V debentures. The debenture interest rate is 12% payable quarterly in arrears and is due to be repaid May 8, 2014.
(d) During June 2012, Mint raised $5,000,000 through private placement of equity.

The Corporation does expect to make certain capital expenditures during 2012 related to its expansion into new markets. At this time, the amount, nature and specific purpose of these commitments is unknown.

SUMMARY OF CONTRACTUAL OBLIGATIONS

Off-balance sheet obligations are comprised of the following:

Under the terms of lease agreements for premises and office equipment in Pennsylvania, USA and three offices in Dubai, UAE, the Corporation will be required to make annual payments as follows:

2012	**246,544**
2013	**185,509**
2014	**75,089**
2015	**0**
Total	**507,142**

OFF BALANCE SHEET ARRANGEMENTS

Other than the contractual obligations previously mentioned the Corporation does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

During the period ended June 30, 2012, the balance of the advance due from Glocap, $196,117 has been expensed as salary to Mr Hogg in general and administrative expense. Also, $51,980 being the balance owed by Mr Nabil Bader was offset through the intercompany account with MME to reduce the amount owing in MME to Mr Bader.

As a result, at March 31, 2012, all related party balances were eliminated and there were no additional expenses in three months ended June 30, 2012.

FINANCIAL INSTRUMENTS

Interest rate

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

Credit risk

The Corporation is exposed to credit risk in its cash, due from related parties and accounts receivable. The Corporation does not use credit derivatives or similar instruments to mitigate this risk and, as such, the maximum exposure is the full carrying value or face value of the financial instruments. The Corporation minimizes credit risk on cash by depositing with only reputable financial institutions.

The Corporation sells products to customers primarily in the UAE and currently banks with the Standard Chartered Bank, one of the world’s largest financial institutions. The Corporation performs ongoing credit evaluations of customers and generally does not require collateral. Allowances are maintained for potential credit losses. It is reasonably possible that the actual amount of loss, if any, incurred on trade receivables will differ from management's estimate.

Liquidity risk

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

Currency risk

Currency risk arises from financial instruments that are denominated in a currency other than the AED Dirham. The Corporation is exposed to the risk that the value of its financial instruments will fluctuate due to changes in exchange rates. The Corporation does not engage in any foreign currency hedges or forward contracts but management believes there is no significant currency risk as the AED Dirham is fixed to the US dollar and the currency risk is restricted to the exchange movements between the AED Dirham and the Canadian dollar.

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a twelve month period:

- Management believes interest rate risk is minimal as its promissory notes and convertible debentures are at fixed rates.
- The Company holds balances in foreign currencies which could give rise to exposure to foreign exchange risk. Sensitivity to a plus or minus 10% change in the Canadian dollar foreign exchange rate against the AED would affect the reported loss and comprehensive loss by approximately $ 359,483.

OUTSTANDING SHARE DATA

Mint is listed on the TSX Venture Exchange under the trading symbol "MIT".

As of August 24, 2012, there were 253,833,753 common shares of the Corporation issued and outstanding.

- 7,610,000 issued stock options were outstanding and 1,610,000 were exercisable for common shares of Mint Technology Corp. on a one-for-one basis

- 75,112,054 common share purchase warrants were outstanding. Each common share purchase warrant entitles the holder to purchase one common share of the Corporation.
    - 100,000 of such warrants expire on January 25, 2013 with an exercise price of $0.15
    - 18,800,000 of such warrants expire on March 6, 2013 with an exercise price of $0.15
    - 8,641,820 of such warrants expire on May 31, 2013 with an exercise price of $0.15
    - 786,000 of such warrants expire on May 13, 2013 with an exercise price of $0.15
    - 26,902,400 of such warrants expire on July 7, 2013 with an exercise price of $0.15
    - 4,337,534 of such warrants expire on January 20, 2014 with an exercise price of $0.15.
    - 4,000,000 of such warrants expire on April 20, 2015 with an exercise price of $0.225
    - 1,800,000 of such warrants expire on April 27, 2015 with an exercise price of $0.225
    - 6,000,000 of such warrants expire on May 1, 2015 with an exercise price of $0.225
    - 3,744,300 of such warrants expire on May 4, 2015 with an exercise price of $0.225

- 7,455,414 broker purchase warrants for common shares were outstanding. Each common share purchase warrant entitles the holder to purchase one common share of the Corporation.
    - 186,666 of such warrants expire on March 6, 2013 with an exercise price of $0.15
    - 164,500 of such warrants expire on October 24, 2013 with an exercise price of $0.50
    - 221,734 of such warrants expire on December 12, 2013 with an exercise price of $0.50.
    - 61,500 of such warrants expire on January 24, 2014 with an exercise price of $0.50
    - 1,860,708 of such warrants expire on May 31, 2013 with an exercise price of $0.13
    - 30,000 of such warrants expire on April 14, 2014 with an exercise price of $0.50
    - 20,000 of such warrants expire on March 9, 2014 with an exercise price of $0.15
    - 56,000 of such warrants expire on March 7, 2014 with an exercise price of $0.50
    - 57,000 of such warrants expire on March 4, 2014 with an exercise price of $0.50
    - 20,000 of such warrants expire on February 8, 2014 with an exercise price of $0.50
    - 119,000 of such warrants expire on January 25, 2014 with an exercise price of $0.50
    - 1,500,000 of such warrants expire on January 31, 2014 with an exercise price of $0.10
    - 750,000 of such warrants expire on March 2, 2014 with an exercise price of $0.25
    - 20,300 of such warrants expire on April 15, 2014 with an exercise price of $0.50
    - 153,300 of such warrants expire on April 25, 2014 with an exercise price of $0.50
    - 2,234,706 of such warrants expire on June 7, 2014 with an exercise price of $0.225

RISKS AND UNCERTAINTIES

An investment in Units is speculative and subject to a number of risks. Before investing, prospective purchasers of Units should carefully consider the following risk factors. The following is only a summary of certain risks relating to Mint's business. Additional risks and uncertainties not currently known to Mint or that Mint currently considers immaterial also may impair Mint's business operations. If any of the following risks actually occur, Mint's business could suffer. In that event, the trading price of Mint's Common Shares and Debentures could decline, Mint's ability to make payments due on the Debentures could be impaired and holders of Common Shares and Debentures could lose all or part of their investment.

Indebtedness

Mint has substantial debt and interest payment requirements that may restrict its future operations and impair its ability to meet its financial obligations. A substantial portion of cash flow from operations is dedicated to the payment of principal and interest on indebtedness, which reduces funds available for other business purposes and increases Mint's vulnerability to general economic conditions and industry conditions. The ability to service Mint's debt depends on Mint's operating and financial performance, which is subject to economic and competitive conditions and to other factors beyond its control, including but not limited to, increased operating costs, increases in interest rates, and market liquidity conditions. Mint's debt could limit its flexibility in planning for or reacting to, changes in its business and the industry in which it operates and place it at a competitive disadvantage compared to some of its competitors that have less financial leverage. If cash flow and capital resources are inadequate to meet its debt service obligations, Mint may be forced to abandon, reduce or delay capital expenditures, product and service launches, business opportunities and growth initiatives and to sell assets, refinance its indebtedness, seek additional capital or restructure.

Cash Flows and Profitability

Mint has not earned profits to date, and there is no assurance that Mint will earn profits in the future, or that profitability, when achieved, will be sustained. A significant portion of Mint's financial resources have been, and will continue to be, directed toward the expansion of its payroll card service into new markets in the Middle East. Mint's success will ultimately depend upon its ability to generate revenues, such that business development and marketing activities may be financed by revenues from operations instead of external financing. There is no assurance that future revenues will be sufficient to generate the required funds to continue business development and marketing initiatives. Mint's expense levels are based largely on its investment plans and estimates of future revenues. Mint may be unable to adjust spending in a timely manner to compensate for any unexpected revenue shortfall. Accordingly, any significant shortfall in revenues relative to Mint's planned expenditures would have an immediate adverse effect on Mint's business, results of operations and financial condition.

Going Concern Uncertainty

Mint operates in an emerging, and thereby dynamic, rapidly changing environment that involves many risks and uncertainties. Mint has accumulated a deficit of ($29,925,635) as at June 30, 2012. Historically, the Company has financed its operating and capital requirements through issuances of debt and equity. However, Mint has a working capital surplus of $5,381,338 s at June 30, 2012.

Mint's ability to continue operations is dependent upon its ability to generate sufficient cash flow to meet its obligations on a timely basis, to obtain additional financing as may be required, to receive the continued support of Mint's shareholders, and ultimately to operate profitable and successful operations.

The consolidated financial statements of the Company do not reflect any adjustments that would be necessary if the going concern basis was not appropriate. If the going concern basis was not appropriate for the consolidated statements, significant adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used.

Limited Operating History

MME's payroll card management and payment processing business has a limited history of operations, is in the early stage of development and should be considered as a development stage business. As such, Mint is subject to many risks common to such businesses, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues and profitability.

Holding Company Structure

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

Customers' Business

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

Bank Sponsorship and Processing Partnership Risk

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

Customer Relationships and Loss of Major Customers

Mint has exposure due to its reliance on certain large contracts and customers. MME's 5 largest customers accounted for approximately 28% of its sales. Although Mint's subsidiaries invest considerable effort in maintaining their relationships with customers, there can be no assurance that they will be able to sell to their customers on an advantageous basis in the future or that their customers will continue to buy from them. Any changes in customer business strategies, changes in timing or marketing issues, could have a material financial impact on Mint. The failure of Mint's subsidiaries to maintain their client relationships could result in decreased support for their products or services, which could adversely affect Mint's business. The loss of one or more of Mint's major customers, the failure to attract new customers on a timely basis or a reduction in sales and revenues associated with Mint's existing customers would materially harm Mint's business, results of operations and financial condition.

Most of MME's employer payroll card agreements have terms ranging from one to three years and are typically renewable automatically for subsequent terms of at least one year. If MME wants to continue a contractual relationship with a client after the expiration of the agreement, MME is typically required to renegotiate the terms of the agreement upon its expiration, and in some circumstances MME may agree to modify the terms of the agreement before it expires. MME's negotiations to renew agreements may result in financial and other terms that are less favorable to MME than the terms of the prior agreements. MME may not succeed in renewing customer agreements when they expire, which would result in the loss of revenue from these clients.

Uncertain Demand

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

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

Effective Growth Management

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

Recruiting and Retaining Employees

Recruiting and retaining qualified personnel will be critical to Mint's success. The number of persons skilled in the payments industry is limited. As Mint's business activity grows, Mint will require additional key financial, administrative and technical personnel as well as additional operations staff. There is no assurance that Mint will be successful in attracting, training and retaining qualified personnel. If Mint is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on its results of operations and financial condition.

Competition

Mint's subsidiaries operate in a highly competitive marketplace. Increased competition may result in reduced gross margins and loss of market share and would harm Mint's business and results of operations. Management cannot be certain that its subsidiaries will be able to compete successfully against current or future competitors or that competitive pressure will not seriously harm its business. Some of Mint's competitors are much larger than Mint and have greater access to capital, marketing and technical and other resources, including the ability to make strategic acquisitions or establish cooperative relationships. These competitors may be able to assign greater resources to the development and marketing of their products than Mint's subsidiaries. Mint's subsidiaries may also face price competition that results in decreases its gross margins.

Financing Requirements and Availability of Capital

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

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

If additional funds are raised through the issuance of equity securities, the percentage ownership of Mint's shareholders will be reduced and those securities may have rights, preferences and privileges senior to those of the Common Shares and Debentures. Mint may incur substantial costs in raising future capital, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. Until Mint is able to generate and predict continued positive cash flows from recurring revenue, Mint faces risk in utilizing existing cash resources and may require further cash infusions from investors to maintain operations.

Price and Volume Volatility

Mint's Common Shares and Debentures may be affected by limited or irregular trading volumes, which may affect investors' ability to sell Common Shares and Debentures. The price of the Common Shares and Debentures may be volatile and could be subject to wide fluctuations due to a number of factors including the risk factors described in this Prospectus. In addition, broad fluctuations in the financial markets as well as economic conditions and interest rates may adversely affect the market price of the Common Shares and Debentures.

Fluctuation in Operating Results

Mint may experience fluctuations in future operating results that may be caused by many factors, including but not limited to variability of sales to new and existing customers, changes in the level of marketing and other operating expenses, competitive factors and the timing of new product launches. It is likely that, from time to time, Mint's future operating results will not meet the expectations of securities analysts or investors, which may have a material adverse effect on the market price of the Common Shares and Debentures.

Reliance on Senior Management and Other Key Employees

Mint's success is, to a significant extent, attributable to the leadership and experience of its senior management and other key employees. The unexpected loss of any one of Mint's current senior management or other key employees, or its inability to attract, hire and retain such persons in the future could have an adverse effect on the business and prospects of Mint. In order to manage this risk, Mint monitors and adjusts its compensation to the marketplace. There is competition for qualified personnel in Mint's line of business and geographic regions and there can be no assurance that Mint will be able to continue to attract and retain qualified personnel necessary for the development of the businesses in which Mint competes. If Mint is not able to retain qualified personnel, product development and implementation initiatives will be impaired or delayed thereby adversely affecting Mint's business, results of operations and financial condition.

Mint does not have in place formal programs for succession and training of management.

Outsourcing of Services

Mint's subsidiaries have entered into outsourcing agreements with third parties to provide certain customer service and related support functions to bear cardholders and customers. As a result, those subsidiaries must rely on third parties over whom they have limited control to perform certain operations and, in certain circumstances, communicate with cardholders and customers. If these third parties are unable to perform to Mint's requirements, Mint may be forced to pursue alternative strategies to provide these services, which could result in delays, interruptions, additional expenses and loss of business.

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

Card Associations

The majority of MME cards are not currently association related, however those that are related are dependent on association rules that could subject MME to a variety of fines or penalties that may be levied by the card associations or networks for acts or omissions by MME or businesses that work with MME, including card processors. The termination of the card association registrations held by MME or any bank that issues MME's cards or any changes in card association or other network rules or standards, including interpretation and implementation of existing rules or standards, that increase the cost of doing business or limit MME's ability to provide its products and services could have an adverse effect on Mint's business, operating results and financial condition. In addition, from time to time card associations increase the organization and processing fees that they charge, which could increase MME's operating expenses, reduce its profit margin and adversely affect its business, operating results and financial condition.

Economic Risk

A major change in any of the market segments that are serviced by Mint could potentially impact its ability to sell products and services within those segments and would have a negative effect on its business. The general economic environment impacts Mint and its subsidiaries in many ways including the employment of foreign workers, customer spending, capital availability and funds available for marketing and advertising. An economic slowdown could cause the demand for Mint's products or services to decline. Growth in Mint's customers' businesses is affected by the economic environment and could therefore have an impact on Mint's operating results. Mint can neither predict the impact current economic conditions will have on its future results, nor predict future economic conditions. Mint's current and potential customers might reduce or delay the number of employees they hire. An economic slowdown could also lead to greater delays and defaults in payments or debt collection, competition increases and reductions in prices by competitors seeking to maintain or expand their market share. Mint's pricing and profitability could be adversely affected as a result.

Political Conditions

The recent political turmoil in the MENA region represents a risk to Mint in that it may affect the ability of MME's customers to maintain current workforce levels upon which MME relies to generate income from its payroll card. For example, the curtailment of production activities due to political unrest could result in significant costs associated with temporary layoffs or termination of employees. Mint is developing a customer base that is located in the Middle East and which is therefore subject to changes in economic and political conditions in that region.

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

The risks and uncertainties of doing business in the Middle East vary from time to time and from country to country. They include, but are not limited to: invalidation of governmental orders and permits, uncertain political and economic environments, war (including in neighboring states), military repression, civil disturbances and terrorist actions, arbitrary changes in laws or policies of particular countries, the failure of foreign parties or governments to honor contractual relations, corruption, arbitrary foreign taxation, delays in obtaining or the inability to obtain necessary governmental permits (including export and/or customs approvals), limitations on foreign ownership, limitations on the repatriation of earnings, difficulty obtaining key equipment and components for equipment and inadequate infrastructure. These risks may limit or disrupt Mint's operations and activities, restrict the movement of funds or result in the deprivation of contractual rights or the taking of property by nationalization or expropriation without fair compensation.

Permits and Approvals

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

Credit Risk

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

MME sells products and services to customers primarily in the UAE and currently banks with Standard Chartered Bank one of the world's largest financial institutions. MME performs ongoing credit evaluations of customers and generally does not require collateral. Allowances are maintained for potential credit losses. It is reasonably possible that the actual amount of loss, if any, incurred on trade receivables will differ from management's estimate.

Acquisition Risk

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

The process of integrating an acquired business, product or technology can create unforeseen operating difficulties, expenditures and other challenges such as: (a) increased regulatory and compliance requirements; (b) implementation of controls, procedures and policies at the acquired company; (c) diversion of management time and focus from the operation of Mint's then-existing business to acquisition integration challenges; (d) coordination of product, sales, marketing and program and systems management functions; (e) retention of employees from the acquired company; (f) integrating employees from the acquired company into Mint’s organization; (g) integration of the acquired company’s accounting, information management, human resource and other administrative systems and operations generally with Mint’s; (h) liability for activities of the acquired company prior to the acquisition, including violations of law, commercial disputes, and tax and other known and unknown liabilities; and (i) litigation or other claims in connection with the acquired company, including claims brought by terminated employees, customers, former stockholders or other third parties.

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

Information Technology Systems

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

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

Changes in Technology

If Mint is unable to respond to the rapid changes in technology and services that characterize the financial services industry, Mint’s business and financial condition could be negatively affected. Mint’s business may be impacted by changes in the financial services industry. The industry is subject to technological change, new product and service introductions and evolving industry trends. These factors could affect the market for Mint’s products, accelerate the obsolescence of its offerings and necessitate changes to its product and service lines. Mint believes that its future success will depend largely on its ability to anticipate or adapt to such changes and to offer, on a timely basis, services and products that meet these evolving trends and demands of its customers. New technology may reduce demand for the products and services Mint currently is able to offer. Mint cannot offer any assurance that it will be able to respond successfully to these or other technological changes, or to new products and services offered by Mint's current and future competitors, and cannot predict whether Mint will encounter delays or problems in these areas, which could have an adverse and material effect on its business, financial condition and results of operations.

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

Network and Internal Fraud

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

Failure to secure Mint's data and the privacy of its customer information may result in non-compliance with regulatory standards and negative publicity, litigation and reputation damage, any of which may result in customer losses, financial losses and an erosion of public confidence. Any of these circumstances could lead to a material and adverse effect on Mint's business, financial condition and results of operations. Mint employs a number of employees and contractors that have access to its systems and infrastructure and if one or more of these individuals in key control positions were to perpetrate a fraud this could result in customer losses, financial losses and an erosion of public confidence. Mint implements internal controls and maintains insurance for internal fraud.

Software Viruses and Network Intrusion

Mint's subsidiaries maintain networks and management information systems connected internally and externally. Those networks and systems may be susceptible to viruses and network intrusions by third parties. Any intrusion or virus could impact the performance of the transaction processing capabilities of Mint's subsidiaries and in a worst case scenario could require temporary shutdown of the affected systems and compromise customer information, users and employees. Mint's subsidiaries maintain security policies and procedures to manage these risks, some of which include intrusion detection software, virus monitoring software, IP address blocking, IP address tracking software, network monitoring and reporting solutions.

Cash Repatriation from Foreign Subsidiary

Mint's head office is located in the United States and its registered office is in Ontario but Mint does not generate cash from operations in either the United States or Canada. Mint's subsidiaries generate cash from operations in the UAE. The process to repatriate this cash back to Canada is subject to laws, regulations and government policies and could be restricted. Such a restriction could materially and adversely affect on Mint's financial condition.

Foreign Exchange

Mint's business operations are located principally in the Middle East and almost all of its revenue is in UAE dirham. Mint's head office is located in Radnor, Pennsylvania and as such a portion of Mint's expenses are incurred in U.S. dollars. A significant change in the currency exchange rate between the Canadian dollar relative to the U.S. dollar or the UAE dirham could have a material effect on Mint's results of operations, financial position or cash flows. Mint does not hedge its exposure to currency fluctuations.

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

No history of earnings, positive cash flow or dividend payments

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

Dilution of Common Shares

Mint has 253,833,753 Common Shares issued and outstanding. In the event that the Corporation increases the number of common shares issued this may have a depressive effect on the price of the Common Shares. The increase in the number of Common Shares issued and outstanding, as well as the sales of such shares, may have a depressive effect on the price of the Common Shares. In addition, the voting power of Mint's existing shareholders and their economic interest in Mint will be diluted.

FOREIGN CURRENCY TRANSLATION

Translation of foreign currencies

Functional and Presentation Currency

The functional currency for the Company and its subsidiaries is the currency of the primary economic environment in which the entity operates – in each case, the United Arab Emirates Dirham ("AED"). The consolidated financial statements are presented in Canadian dollars, which is the Company's presentation currency. Canadian dollars as a presentation currency was chosen due to the following: 1) most financing activities are conducted in Canadian dollars and 2) the Company is listed on the Toronto Venture Exchange and traded in the Canadian currency.

Transactions and Balances

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

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

Subsidiaries

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

Foreign Currency Risk

The Corporation's business operations are located principally in the Middle East and almost all of its revenue is in UAE Dirham. The Corporation's head office is located in Radnor, Pennsylvania and as such a portion of the expenses are incurred in U.S. dollars. A significant change in the currency exchange rate between the Canadian dollar relative to the U.S. dollar or the UAE Dirham could have a material effect on our results of operations, financial position or cash flows. The Corporation does not hedge its exposure to currency fluctuations.

Stock Price Fluctuation

The market price of our common shares, like the shares prices of many companies on the TSX Venture Exchange, is subject to wide fluctuation in response to a variety of factors, including: actual or anticipated operating results; announcements of technological innovations; announcements of new products or new contracts by us, our competitors or customers; government regulatory action; developments with respect to the payments Industry; and general market conditions and other factors. In addition, the stock market has from time to time experienced significant price and volume fluctuations. These fluctuations have particularly affected the market prices for the shares of technology and financial services companies and have often been unrelated to the operating performance of particular companies. The market price of our common shares has been highly volatile and may continue to be highly volatile.

PREVIOUS FORECASTS

In its MD&A for the three month period ending March 31, 2012, Mint forecast the Company would receive regulatory approval in Saudi Arabia during the second half of 2012 and commence business activity Q3 2012.

> *Mint remains confident that this will be achieved by Q4 2012 however regulatory approval is no longer required as the company will be working with a licensed bank.*

In its MD&A for the three month period ending March 31, 2012, Mint forecast the Company would be profitable during 2012 principally due to the Workers Equity acquisition, the Mint Capital range of products and its previously announced business expansion strategy.

> *Mint is currently revising all business unit financial performance forecasts and expects to be in a position to update this forecast during Q4 2012.*

In a press release dated January 16, 2012, the Company announced the signing of a Memorandum of Understanding in Egypt with the Central Agricultural Cooperatives Union (“CACU”). Mint announced that Phase 1 of the program would be approximately 500,000 cards and would be delivered by June 1, 2012. A further 500,000 cards would be expected to be rolled out by September 1, 2012 with full deployment of the project to take up to a further 24 months and over approximately 6 million cardholders overall.

> *Since this press release, Mint further announced on April 12, 2012, that it had been mutually agreed upon by Mint, the Principal Bank for Development and Agricultural Credit (“PBDAC”) and CACU that there will be a tri-party agreement between the three parties rather than individual agreements between Mint and PBDAC and Mint and CACU. Upon signing of the final contract, Mint believes it will be a further 120 days for Phase 1 to begin with Phase 2 to be rolled out 3 months after Phase 1 is fully implemented. The anticipated elapse time for complete rollout of the program is still 24 months.*

In a press release dated February 14, 2012, the Company announced that it expected Mint Capital microfinance product to begin approving loans no later than July 31, 2012 and that 40,000 loan contracts (10% of our current payroll card customer base) will be closed during the 2012 fiscal period.

Loan approvals are expected to commence in latter part of Q3 2012.

In a press release dated March 21, 2012, the Corporation announced that through MME, it had secured 5 new client contracts and the 76,000 new cards would be set-up on the MME platform to be delivered and activated during Q2 2012 and are expected to generate in excess of $1,000,000 in new core revenue per annum.

See comments above regarding new contracts under Corporate Results – Summary – Dubai Branch

Use of estimates and measurement uncertainty

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

SUBSEQUENT EVENTS

On July 18, 2012, the Company announced the closing of the acquisition of ePAY, a division of Global Business Services for Multimedia, one of the United Arab Emirates leading mobile airtime POS eVoucher network companies. The settlement and closing of the acquisition for AED 31,319,743 (approx. US$8,530,337) takes place in three stages with the settlement of CAD$3,310,850 payable by issuing 16,554,250 Mint common shares to the seller at a price of $0.20 per share (no warrant) took place on June 22, 2012. An adjusted settlement payment of 12,830,000 AED (approx.US$3,495,913) along with CAD$500,000 was paid on July 13th 2012. The Company had already paid a 1,000,000 AED deposit on May 30, 2012. A deferred settlement payment of 3,670,000 AED (approx. US$1,000,000) is payable soon after July 13th 2013 provided that the EBITDA of the business achieves an agreed performance target of AED 5,517,000 (approximately US$ 1,500,000) for that 12 month period.

On August 7, 2012, the Company announced that it had issued and is generating revenue from its first client in Qatar for 1,819 payroll cards. These cards were issued on Mint's closed loop platform and employees have access to funds through Mint owned and operated ATM machines. Mint is in process to broaden its platform capabilities through its transaction processing company, Mint Global Processing LLC, which will also include open loop and MasterCard and/or Visa products later this year. Mint will now execute on its target for new contracts in Qatar over the next two financial quarters and report results as they are delivered.

On August 7, 2012, the Company announced that it had signed an Agreement with the Humaid Bin Rashid Al Nuaimi Foundation (the "Foundation") to provide up to 10,000 prepaid cards to needy individuals, of which 7,210 cards have already been issued by Mint and distributed by Ajman Bank. Nancy Ruffing, Mint Middle East Managing Director and Shaikha Azza bint Abdullah Al Nuaimi, Director General of the Foundation, signed the Agreement at a public event to celebrate this initiative during the holy month of Ramadan. The cards are reloadable for up to three years and are able to be used at any ATM machine in the United Arab Emirates, but if used at Ajman Bank ATMs, funds can be withdrawn fee free. The Foundation was established by His Excellency Sheikh Humaid bin Rashid Al Nuaimi, Emir of the Emirate of Ajman. The Zakat card was funded personally by the Emir through a deposit of AED 15,000,000 (C$4,166,666) to provide the credit value loaded to the cards.

On August 14, 2012, the Company announced that Dr. Mohsen El-Batran, Chairman of Principal Bank for Development and Agricultural Credit of Egypt ("PBDAC") held a press conference on Thursday, August 9, 2012, following a meeting he had with Mohammed Fouad, Presidential Advisor to Egyptian President Morsi and Dr. Salaah Mohammed Abdul Mo'men, the newly appointed Minister of Agriculture. During this press conference, Dr. Batran confirmed that in accordance with Egyptian law, PBDAC would be working with Mint to develop the electronic payment system, Hiazah card, a unique biometric identity and payments card for Egyptian farmers. When Dr. Batran was asked at the press conference when the full details of the program would be released, he indicated that the plan needed to be presented to President Morsi for approval as this was a top priority project in the field of land reclamation and debt reduction as part of the renaissance being called for from the President. The parties involved are also working on how to present the project to the farming community in a simple, easy to understand manner. Mint will now work with the Minister of Agriculture to do what is required to approve the project and the tri-party agreement.

On August 20, 2012,the Company announced that the newly incorporated Mint Finance Inc., a wholly owned subsidiary of Mint, has signed a Share Purchase Agreement, with the principal shareholders of the Speed Remit Group of Companies ("Speed Remit"), a Financial Services Authority ("FSA") regulated remittance company based in the United Kingdom (registered since 2001) with Capital transfer licenses and interests in the United States, United Kingdom, Canada, Australia, Hong Kong, and Kuwait and additional representative offices in UAE, Qatar, Pakistan, India and Bangladesh. Speed Remit currently has a network of 60,000+ payment points across more than 95 countries with over 2 million customers spanning 5 continents.

The terms for the settlement and closing of the acquisition, which is scheduled for September 12, 2012, are as follows: subject to the terms and conditions of the Agreement, the price payable in consideration of Speed Remit agreeing to sell, assign, and transfer the equity interests shall be US$6,500,000. Of the US$6,500,000, US$1,500,000 will be a deferred settlement payment subject to conditions defined in the Share Purchase Agreement, Mint Technology Corp. has given a guarantee for the purchase price.

Over the last 3 years, Speed Remit has averaged US$267,125,303 total remittances based on an average of 483,641 transactions. Based on surveys taken of Mint's current cardholder based, approximately 80% (approximately US$150 million/month) of cardholders' payroll is sent home through alternative Capital transfer service providers. With only a 20% take-up rate by Mint's current 400,000+ cardholder base in UAE alone using Mint's Capital transfer services, Mint will potentially be able to double Speed Remit's current remittance turnover.