PRODIGY VENTURES INC.
(FORMERLY 71 CAPITAL CORP.)

CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three and six months ended September 30, 2015 and 2014
(Unaudited – expressed in Canadian dollars)

Notice to Reader

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited consolidated condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these consolidated interim financial statements in accordance with the International Financial Reporting Standards established by the International Accounting Standards Board for a review of interim financial statements by an entity's auditor.

Signed: ***"Thomas Beckerman"***	Signed: ***"Andrew Hilton"***
Chief Executive Officer	Chief Financial Officer

Toronto, Ontario
November 11, 2015

Prodigy Ventures Inc.
Consolidated Interim Statements of Financial Position
(Unaudited)
(Expressed in Canadian dollars)

	September 30 2015	March 31 2015
Assets		
Current assets:		
Cash	$ 772,353	$ 347,582
Accounts receivable	1,363,396	313,807
Unbilled receivables	86,671	-
Prepaid expenses	11,019	500
	2,233,439	661,889
Non-current assets:		
Advances to shareholder (Note 4)	-	1,482
Property and equipment (Note 5)	20,309	3,447
	20,309	4,929
Total assets	$ 2,253,748	$ 666,818
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$ 953,851	$ 374,016
Deferred revenue	122,723	-
Provision for income tax	81,559	25,631
Current portion of long-term debt (Note 6)	83,432	49,992
	1,241,565	449,639
Non-current liabilities:		
Advances from shareholder (Note 4)	2,872	-
Long-term debt (Note 6)	230,008	141,644
	232,880	141,644
Total liabilities	1,474,445	591,283
Shareholders' Equity		
Share capital (Note 7)	411,212	100
Contributed surplus	-	492
Retained earnings	368,091	74,943
	779,303	75,535
Total liabilities and shareholders' equity	$ 2,253,748	$ 666,818

Commitments (Note 6)
Subsequent events (Note 14)

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

Prodigy Ventures Inc.
Consolidated Interim Statements of Operations and Comprehensive Income
Three and six months ended September 30
(Unaudited)
(Expressed in Canadian dollars)

	Three months		Six months	
	2015	**2014**	**2015**	**2014**
	$	**$**	**$**	**$**
Revenue	2,335,971	579,703	3,611,424	968,009
Direct Costs	1,404,853	480,393	2,368,765	791,506
Gross Profit	931,118	99,310	1,242,659	176,503
Expenses				
Advertising and promotion	14,317	-	25,635	2,636
Computer	6,217	10,262	12,875	15,357
Depreciation	943	620	1,379	1,240
Interest and bank charges	7,806	2,916	13,774	6,235
Listing expense (Note 3)	106,051	-	106,051	-
Management fees and compensation	80,630	28,485	140,968	53,819
Office and general	2,052	82	7,182	162
Professional fees	318,471	122	357,153	7,933
Rent and occupancy costs	6,030	2,642	9,147	5,284
Research and development	100,847	9,850	170,773	15,645
Telecommunications	894	1,075	1,821	1,547
Travel	5,604	8,836	7,861	10,084
	649,862	64,890	854,619	119,942
Net and comprehensive income before tax	281,256	34,420	388,040	56,561
Income taxes	77,103	5,680	94,892	9,333
Net and comprehensive income for the period	204,153	28,740	293,148	47,228
Net income per share – basic and diluted (Note 12)	0.01	0.00	0.01	0.00

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

Prodigy Ventures Inc.
Consolidated Interim Statements of Changes in Equity (Deficiency)
Six months ended September 30, 2015 and 2014
(Unaudited)
(Expressed in Canadian dollars)

	Common Shares	Class A Shares	Restricted Voting Shares	Share Capital	Contributed Surplus	Retained Earnings	Total Shareholders' Equity
	#	#	#	$	$	$	$
Balance March 31, 2015	70	30	-	100	492	74,943	75,535
Exercise of options	12	4	-	508	(492)	-	16
Recapitalization of share capital	20,024,642	(34)	88,051,416	-	-	-	-
Private placement	1,183,080	-	-	85,773	-	-	85,773
Shares issued for services	2,274,793	-	-	164,922	-	-	164,922
Shares issued to 71 Capital Corp. shareholders	2,205,635	-	-	159,909	-	-	159,909
Net income	-	-	-	-	-	293,148	293,148
Balance September 30, 2015	25,688,232	-	88,051,416	411,212	-	368,091	779,303

	Common Shares	Class A Shares	Restricted Voting Shares	Share Capital	Contributed Surplus	Retained Earnings (Deficit)	Total Shareholders' Equity (Deficiency)
	#	#	#	$	$	$	$
Balance March 31, 2014	100	-	-	100	-	(34,286)	(34,186)
Cancellation of treasury shares	(30)	-	-	(30)	-	-	(30)
Issuance of Class A shares	-	30	-	30	-	-	30
Net income	-	-	-	-	-	47,228	47,228
Balance September 30, 2014	70	30	-	100	-	12,942	13,042

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

Prodigy Ventures Inc.
Consolidated Interim Statements of Cash Flows
Six months ended September 30, 2015 and 2014
(Unaudited)
(Expressed in Canadian dollars)

		2015		2014
Cash flows from operating activities				
Net income for the period	$	293,148	$	47,228
Add: non-cash items:				
Depreciation of equipment		1,379		1,240
Shares issued for professional fees		164,922		-
Listing costs (Note 3)		106,051		-
Change in non-cash operating working capital:				
Accounts receivable		(1,049,590)		(97,965)
Unbilled receivables		(86,671)		-
Prepaid expenses		(10,518)		-
Accounts payable and accrued liabilities		579,836		212,377
Deferred revenue		122,723		-
Income taxes payable		55,928		2,893
Net cash flows from operating activities		177,208		165,773
Cash flows from investing activities				
Reverse acquisition, net of working capital acquired (Note 3)		53,858		-
Purchase of equipment		(18,242)		(1,332)
Net cash flows from (used in) investing activities		35,616		(1,332)
Financing activities				
Advances under long-term debt		150,000		100,000
Repayments of long-term debt		(28,197)		-
Advances to shareholder - net		4,355		(65,309)
Proceeds from private placement		85,773		-
Proceeds from exercise of options		16		-
Cancellation of treasury shares		-		(30)
Proceeds from issuance of Class A shares		-		30
Net cash flows from financing activities		211,947		34,691
Increase in cash		424,771		199,132
Cash, beginning of period		347,582		4,115
Cash, end of period	$	772,353	$	203,247

Supplemental disclosure of non-cash transactions:

Issuance of common shares in connection with Amalgamation (Note 3)	$	159,909	$	-

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

1. NATURE OF OPERATIONS

Prodigy Ventures Inc. (formerly 71 Capital Corp.) ("Prodigy" or the "Company") is engaged in creating platforms and applications with technologies in mobile video, proximity, wearables, augmented reality and 3D. It provides clients technology services for business strategy, application design, development & implementation. The Company was incorporated as 71 Capital Corp. under the Canada Business Corporations Act on February 6, 2008 and was classified as a Capital Pool Company as defined by the TSXV.

The Company's registered office is as follows: c/o Fogler, Rubinoff LLP, 77 King Street West, Suite 3000, P.O. Box 95, TD Centre, Toronto, Ontario M5K 1G8. The Company's common shares are listed on the TSX Venture Exchange ("TSXV") under the symbol PGV.

On September 10, 2015 the Company closed its Qualifying Transaction pursuant to an agreement between 71 Capital Corp., TCB Corporation and 2478677 Ontario Ltd., and 71 Capital Corp. changed its name to Prodigy Ventures Inc. (together, "the Company") (Note 3).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using accounting policies consistent with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), and do not include all of the information required for full annual consolidated financial statements.

Basis of presentation

These interim financial statements have been prepared on a historical cost basis, except for those financial instruments carried at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These interim financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

These interim financial statements were authorized for issuance by the Company's Board of Directors on November 11, 2015.

In connection with the reverse acquisition described in Note 3, the Company has changed its fiscal year-end to December 31 from its current fiscal year-end of March 31. The Company will now be on a quarterly reporting calendar based on a December 31 financial year-end, with fiscal quarters ending on the last day of March, June, September and December of each year.

Critical accounting judgments and estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses and other income during the period.

Significant estimates made by management include the determination of revenue, the valuation of trade and other receivables, the fair value of share-based payments, the useful lives and depreciation rates of property and equipment, the valuation allowance for tax deferred assets, the valuation of long-term debt and the fair value of the Company's financial instruments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Basis of consolidation

The consolidated interim financial statements include the financial statements of the Company, and its wholly owned subsidiary companies. All significant intercompany balances and transactions have been eliminated upon consolidation.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, balances with banks and investment dealers, and short term deposits with original maturities of less than three months at date of acquisition and are recorded at fair value. As at September 30, 2015 and March 31, 2015 the Company did not have any cash equivalents.

Property and equipment

Property and equipment is recorded at cost less accumulated depreciation and any impairment losses recorded. Depreciation is provided over an asset's expected useful life using the following methods and annual rates:

Computer hardware – 30% declining balance

Computer software – 30% declining balance

Property and equipment acquired during the year are depreciated at one-half the above rates.

Revenue recognition

The Company derives its revenues from software and related consulting service contracts. Revenue comprises the fair value of consideration received or receivable from the provision of services in the ordinary course of business, net of discounts and sales taxes. The Company recognizes revenue once persuasive evidence exists, generally in the form of an executed agreement, it is probable the economic benefits of the transaction will flow to the Company and revenue and costs can be measured reliably. If collection is not considered probable, revenue is recognized only once fees are collected.

The Company uses either the ratio of hours to estimated total hours, or the completion of applicable milestones, as appropriate, as the measure of its progress to completion on each contract. If a loss on a contract is considered probable, the loss is recognized at the date determinable.

Amounts are generally billable on reaching certain performance milestones, as defined by individual contracts. Revenue in excess of contract billings is recorded as unbilled receivables. Cash proceeds received in advance of performance under contracts are recorded as deferred revenue. Deferred revenue is classified as long-term if it relates to performance obligations that are expected to be fulfilled after 12 months from year end.

Leases

In accordance with IAS 17, "Leases," the economic ownership of a leased asset is transferred to the lessee if the lessee bears substantially all the risks and rewards related to ownership of the leased asset. The related asset is then recognized at the inception of the lease at the fair value of the leased asset or, if lower, the present value of the lease payments plus incidental payments, if any. A corresponding amount is recognized as a finance leasing liability.

Depreciation methods and useful lives for assets held under finance lease agreements correspond to those applied to comparable assets legally owned by the Company. The corresponding finance leasing liability is reduced by lease payments less finance charges, which are expensed as part of finance costs. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to profit or loss over the lease period.

All other leases are treated as operating leases. Payments on operating lease agreements are recognized as an expense on a straight-line basis over the lease terms. Associated costs, such as maintenance and insurance, are expensed as incurred.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Research and development costs and investment tax credits

All costs relating to research are expensed as incurred. Investment tax credits are recognized in the period in which the credits are earned and realization is considered more likely than not. Assistance received or receivable is accounted for using the cost reduction approach.

Income tax and deferred taxes

The tax expense recognized in net income (loss) comprises the sum of deferred tax and current tax not recognized in other comprehensive income (loss) or directly in equity.

The tax currently payable is based on the taxable income or loss for the period. The taxable income or loss may differ from the income or loss for the period as reported in the accompanying statement of net, comprehensive and other comprehensive loss due to the exclusion, if any, of revenue or expense items that are taxable or deductible in other periods, as well as items that are not taxable or deductible. The Company's liability for current income taxes is calculated using income tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax , if any, is recognized using the liability method on differences between the carrying amounts of assets and liabilities in the accompanying financial statements and their corresponding tax bases. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that future taxable income will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the taxable temporary difference arises from the initial recognition of goodwill or the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable income or loss, nor the income or loss for the period reported in the Company's statement of net, comprehensive and other comprehensive loss.

Deferred tax assets and liabilities are measured, without discounting, at the tax rates that have been enacted or substantively enacted by the end of the reporting period and applicable in the period in which the liability is expected to be settled or the asset realized.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow the benefit of all or part of the asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable income will be available.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when these relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis. Changes in deferred tax assets or liabilities are recognized as a component of taxable revenue or expense in profit or loss, except where these relate to items that are recognized in other comprehensive income (loss) or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income (loss) or equity, respectively.

Share-based payments

The grant date fair value of share-based payment awards granted to employees is recognized as share-based compensation expense, with a corresponding increase in contributed surplus, over the vesting period of the award. The amount recognized is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized is based on the number of awards that vest. Upon the exercising of options, the fair value of the options exercised that has been added to contributed surplus is reclassified to common shares and reflected in the statement of changes in shareholders' equity.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Impairment testing of property and equipment

The cost of the Company 's property and equipment not ready to be used, if any, are not subject to depreciation and are tested for impairment at least annually or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable during a reporting period. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value, less costs to sell, and value-in-use.

To determine the value-in-use, management estimates expected future cash flows and determines a suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Company's latest approved budget, adjusted as necessary to exclude the effects of future reorganizations and asset enhancements. Discount factors are determined individually for each cash-generating unit ("CGU") and reflect their respective risk profiles as assessed by management. For the purpose of assessing impairment, assets are grouped at the cash-generating unit level that is the lowest level for which there are largely independent cash inflows. As a result, some assets are tested individually for impairment and some are tested at the cash-generating unit level.

Impairment losses recognized in respect of cash generating units are allocated first to reducing the carrying amount of any goodwill allocated to the CGUs (or group of CGUs) and then to reducing the carrying amount of the other assets in the CGU (or group of CGUs) on a pro-rata basis. Long-lived assets that suffer impairment are reviewed for possible reversal of the impairment at each reporting date. For such assets, an impairment charge is reversed if the CGUs or individual asset's recoverable amount exceeds its carrying amount.

Provisions

(i) Provisions are recognized when the Company has a present legal obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and this amount can be reliably estimated. Provisions are measured based on management's best estimate of the expenditure required to settle the obligation at the end of the reporting period, and are discounted to present value where the effect is material. Additionally, the Company performs evaluations to identify onerous contracts and, where applicable, records provisions for such contracts.

(ii) A provision for onerous contracts would be recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision would be measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company would recognize any impairment loss on the assets associated with the contract.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Impairment of financial assets

Financial assets other than those carried at fair value through profit or loss are assessed at each reporting date to determine whether there is objective evidence of impairment. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset, in which the cash flows can be estimated reliably. Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Company on terms that the Company would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, or the disappearance of an active market for an asset.

The Company maintains an allowance for doubtful accounts at an amount estimated to be sufficient to provide adequate protection against losses resulting from collecting less than the full amount due on its trade receivables. The Company considers evidence of impairment for receivables at both a specific asset and a collective level. All individually significant receivables are assessed for specific impairment. Individual overdue accounts are reviewed, and allowances are recorded, to report trade receivables at net realizable value when known that they are not collectible in full. All individually significant receivables found not to be specifically impaired are collectively assessed for any impairment that has been incurred but not yet identified.

In assessing collective impairment, the Company uses historical trends of the probability of default, the timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses, if any, are recognized in the accompanying statement of net comprehensive and other comprehensive income (loss) and are reflected in an allowance account against the corresponding financial asset. Interest on the impaired asset continues to be recognized through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss would be reversed through the same financial statements.

Financial instruments – assets and liabilities

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. Financial liabilities are derecognized when they are extinguished, discharged, cancelled or expire. At initial recognition, the Company classifies its financial instruments depending on the purpose for which the instruments were acquired, as follows:

Cash and bank indebtedness are designated as fair value and are measured at fair value, with changes in fair value being recorded in net earnings (loss) at each reporting period end.

Accounts receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company's accounts receivable comprise trade receivables and are included in current assets due to their short-term nature. Accounts receivable are initially recognized at the amount expected to be received less an allowance to reduce these assets to fair value.

Accounts payable and those accrued liabilities which are financial instruments are initially recognized at the amount expected to be paid. Subsequently, these financial instrument liabilities are measured at amortized cost, which generally corresponds to cost. These instruments are included in current liabilities due to their short-term nature.

Long-term debt principally comprises interest-bearing facilities with certain third-party lenders to the Company. The Company's long-term debt is measured and presented on the accompanying statement at financial position at amortized cost and discussed in Note 6. Due to the interest and other features of these facilities, management is of the opinion the current and long-term portions of these facilities are presented at fair value.

Advances to (from) shareholder are non-interest-bearing and have no specific terms of repayment.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources, services or obligations between related parties.

Comprehensive income (loss)

Basic Comprehensive income (loss) comprises net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) represents changes in shareholders' equity (deficiency) and would be presented as accumulated other comprehensive income (loss). However, the Company has not had material income or losses relating to other comprehensive income (loss) and, accordingly, has made no adjustments to the accompanying financial statements.

Earnings (loss) per share

Basic earnings (loss) per share is calculated on the basis of earnings (loss) attributable to the holders of Common shares, divided by the weighted average number of Common shares outstanding during the period. Diluted per share amounts are calculated giving effect to the potential dilution that would occur if securities or other contracts to issue Common shares are exercised or converted to Common shares. Diluted earnings (loss) per share would be equal to basic earnings (loss) per share when the effect of dilutive securities is anti-dilutive.

Future and recently adopted accounting policy changes

At the date of the authorization of these consolidated financial statements, the International Accounting Standards Board ("IASB") has issued the following new and revised standards and amendments which are not yet effective for the relevant periods.

IFRS 9 - Financial Instruments ("IFRS 9") - IFRS 9 replaces IAS 39, Financial Instruments: Recognition and Measurement. This standard establishes principles for the financial reporting of financial assets and financial liabilities that will present relevant and useful information to users of financial statements for their assessment of the amounts, timing and uncertainty of an entity’s future cash flows. This standard also includes a new general hedge accounting standard which will align hedge accounting more closely with risk management. It does not fully change the types of hedging relationships or the requirement to measure and recognize ineffectiveness, however, it will provide more hedging strategies that are used for risk management to qualify for hedge accounting and introduce more judgement to assess the effectiveness of a hedging relationship. Adoption of IFRS 9 is mandatory and will be effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The Company is currently assessing the impact of adopting this standard of the Company's financial statements and related note disclosures.

IFRS 15 - Revenue from Contracts with Customers ("IFRS 15") - IFRS 15, replaces IAS 11, Construction Contracts and IAS 18, Revenue, as well as various interpretations regarding revenue. This standard introduces a single model for recognizing revenue that applies to all contracts with customers, except for contracts that are within the scope of standards on leases, insurance and financial instruments. This standard also requires enhanced disclosures. Adoption of IFRS 15 is mandatory and will be effective for annual periods beginning on or after January 1, 2018, with earlier adoption permitted. The Company is currently assessing the impact of adopting this standard on the Company's financial statements and related note disclosures.

In May 2014, the IASB issued amendments to a previously released standard as follows: IFRS 11 - Joint Arrangements ("IFRS 11") - The IASB has amended IFRS 11 to require business combination accounting to be applied to acquisitions of interests in a joint operation that constitute a business. The amendments will be effective for annual periods beginning on or after January 1, 2016, with earlier adoption permitted. The Company is currently assessing the impact of adopting this standard on the Company's financial statements and related note disclosures.

3. REVERSE ACQUISITION

On September 10, 2015, 71 Capital Corp. ("71 Capital") completed its Qualifying Transaction, which was effected pursuant to an agreement between 71 Capital, TCB Corporation ("TCB") and 2478677 Ontario Ltd. Pursuant to the agreement, 71 Capital acquired all of the issued and outstanding shares of TCB Corporation.

As part of the Qualifying Transaction, 71 Capital consolidated its common shares on the basis of 2 to 1. TCB recapitalized its share capital via the issuance of 20,024,724 Common shares and 88,051,416 non-voting shares and the cancellation of the common, Series I Class A and Series II Class A shares that were outstanding prior to the Amalgamation. TCB amalgamated with a wholly-owned subsidiary of 71 Capital (the "Amalgamation"), pursuant to which all shares of TCB, including those issued in connection with the Amalgamation, (Note 7(b)), were exchanged for shares of Prodigy. Following completion of the Qualifying Transaction, the Company had an aggregate of 25,688,232 common shares outstanding, comprising 20,024,724 common shares issued to former holders of TCB common shares, 1,183,080 common shares to investors in the private placement, 2,274,793 common shares issued for financial advisory services in connection with the transaction and 2,205,635 common shares to former holders of 71 Capital common shares. The Company also had 88,051,416 restricted shares outstanding.

Upon closing of the Qualifying Transaction, the shareholders of TCB owned approximately 98% of the common shares (including shares issued in connection with the transaction) of the Company and as a result, the transaction is considered a reverse acquisition of 71 Capital by TCB. For accounting purposes, TCB is considered the acquirer and 71 Capital the acquiree. Accordingly, the consolidated financial statements are in the name of Prodigy Ventures Inc. (formerly 71 Capital), however they are a continuation of the financial statements of TCB which has adopted 71 Capital's financial year end of December 31.

The results of operations of 71 Capital are included in the consolidated financial statements of TCB from the date of the reverse acquisition, September 10, 2015.

The following summarizes the reverse takeover of 71 Capital by TCB and the net assets acquired and liabilities assumed at September 10, 2015:

Fair value of consideration paid to former 71 Capital shareholders:	
2,205,635 common shares at $0.0725 per share	$ 159,909
Identifiable assets acquired and liabilities assumed :	
Cash	54,124
Accounts payable	(266)
Net assets acquired/assumed	53,858
Listing expense	**$ 106,051**

The Amalgamation with 71 Capital allowed TCB, a private company, to obtain a listing on the TSXV without having to go through an initial public offering process. As the acquisition was not considered a business combination, a total of $106,051, being the excess of fair value of the consideration paid to obtain the listing over the net assets (liabilities) received (assumed), have been included in listing expense in the consolidated statement of comprehensive income (loss).

4. ADVANCES TO/FROM SHAREHOLDER

The advances to/from the Company's Chief Executive Officer and largest shareholder are unsecured, non-interest bearing and have no specific terms of repayment.

5. PROPERTY AND EQUIPMENT

September 30, 2015	Cost	Accumulated Depreciation	Net Book Value
Computer hardware	$ 28,620	$ 8,330	$ 20,290
Computer software	5,653	5,634	19
	$ 34,273	$ 13,964	$ 20,309

March 31, 2015	Cost	Accumulated Depreciation	Net Book Value
Computer hardware	$ 10,399	$ 6,952	$ 3,447
Computer software	5,633	5,633	-
	$ 16,032	$ 12,585	$ 3,447

6. LONG-TERM DEBT

The Company's long-term debt comprises three credit facilities with the Business Development Bank of Canada ("BDC"). Each facility is guaranteed personally by the majority shareholder of the Company and bears interest at BDC's floating base interest rate plus 1% per annum, payable monthly. The first facility was negotiated effective May 27, 2014 to a maximum of $200,000. The second facility was negotiated effective December 11, 2014 to a maximum of $50,000. The third facility was negotiated effective June 2, 2015 to a maximum amount of $100,000. There are no financial performance covenants in connection with the credit facilities.

Principal payments under the credit facilities as at September 30, 2015 are due as follows:

Year	Amount
2015	$ 17,858
2016	87,432
2017	87,432
2018	87,432
2019	33,286
	$ 313,440

7. SHARE CAPITAL

a) Authorized

Unlimited common shares (March 31, 2015 – unlimited)
Unlimited restricted shares (March 31, 2015 – Nil): non-voting, participating, without par value

b) Shares issued and outstanding

	Number of Shares		Amount
Common shares			
Balance, March 31, 2015	70	$	70
Exercise of stock options (i)	12		381
Recapitalization of share capital (ii)	20,024,642		(338)
Private placement (iii)	1,183,080		85,773
Shares issued for services (iv)	2,274,793		164,922
Shares issued to 71 Capital shareholders (Note 3)	2,205,635		159,909
Balance, September 30, 2015	25,688,232	$	410,717
Restricted shares			
Balance, March 31, 2015	-	$	-
Recapitalization of share capital (ii)	88,051,416		495
Balance September 30, 2015	88,051,416	$	495
Class A shares			
Balance, March 31, 2015	30	$	30
Exercise of stock options (i)	4		127
Recapitalization of share capital (ii)	(34)		(157)
Balance, September 30, 2015	-	$	-
Total		$	411,212

(i) On April 1, 2015, 12 Common Shares and 4 Series II Class A shares were issued for $16 cash upon the exercise of options. The fair value of the options exercised has been reclassified to share capital in the current period.

(ii) Prior to the Amalgamation, the Company recapitalized its share capital via the issuance of 20,024,724 Common shares and 88,051,416 non-voting shares and the cancellation of the common, Series I Class A and Series II Class A shares that were outstanding prior to the Amalgamation.

(iii) In connection with the Amalgamation, the Company closed a private placement for the issuance of 1,183,080 subscription receipts at a price of $0.0725 per share for gross proceeds of $85,773. Issue costs were $Nil. Each subscription receipt was converted into one common share upon closing of the Amalgamation.

(iv) In connection with the Amalgamation, 2,274,793 common shares were issued at $0.0725 per share to Robson Capital Inc. for financial advisory services.

During the six months ended September 30, 2014, 30 Common shares were cancelled for $30 cash, 20 Series I Class A shares were issued for $20 cash and 10 Series II Class A shares were issued for $10 cash.

7. SHARE CAPITAL - CONTINUED

c) Stock Options Outstanding

Upon Amalgamation the Company adopted the Stock Option Plan (the "Plan") of 71 Capital. The purpose of the Plan is to provide an incentive to the Company's directors, senior officers, employees and consultants to continue their involvement with the Company and to increase their efforts on the Company's behalf. The Plan is a "rolling" stock option plan whereby options may be granted equal in number to up to 10% of the issued common shares of the Company at the time of the grant of the stock option. As at September 30, 2015 there were no options outstanding under the Plan.

Prior to the Amalgamation the Board of Directors of the Company had authorized and issued options under an existing stock option plan (the "TCB Option Plan"). On February 1, 2015, the Board of Directors had passed a resolution adopting the TCB Option Plan under which a maximum of 16 options to acquire common shares of the Company may be issued. The TCB Option Plan is no longer in effect as of September 10, 2015, the date of the Amalgamation.

The following table reflects the continuity of options under the TCB Option Plan for the six month periods ended September 30, 2015 (September 30, 2014 – no activity):

		Number of Options				
Expiry Date	**Exercise Price**	**Opening Balance**	**Options Granted**	**Options Exercised**	**Options Cancelled/ Expired**	**Closing Balance**
September 1, 2015	$1.00	16	-	(16)	-	-
		16	-	(16)	-	-

During the six months ended September 30, 2015, all of the outstanding options were exercised at a price of $1.00 per option.

8. CAPITAL MANAGEMENT

The Company defines capital as the aggregate of shareholder equity and debt. The Company's equity comprises the shares of the Company subscribed by the shareholders and retained earnings. The Board of Directors manages the dividend policy and the pricing of products and services of the Company so as to ensure that there is adequate cash flow to fund the Company's operations and safeguard the Company's ability to continue as a going concern so that it can continue to provide returns for shareholders.

The Company is currently dependent on both external and internal financing, including loans from third parties and shareholders, to fund its activities. Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is optimal.

There were no changes in the Company's approach to capital management during the periods ended September 30, 2015 and 2014. The Company is not subject to externally imposed capital requirements.

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments comprise cash and cash equivalents, accounts receivables, advances to shareholder, accounts payable and accrued liabilities and long-term debt. The fair values of these financial instruments approximate their carrying values, unless otherwise noted, due to their short-term maturities or interest rates which management believes approximates those of similar instruments in the current market. Except as otherwise noted the Company is not exposed to significant risks in relation to its financial instruments.

The Company's risk management policies are established to identify and analyze the Company's risk, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. There have been no changes to the Company's exposure to risks in respect of its financial instruments, and there have been no changes in respect of management's objectives, policies and processes in the management of its financial instruments from that of the prior reporting period.

The fair value of the advances to shareholder constitutes amounts due from a related party as disclosed in Note 4. There is no active and visible market for instruments of these types.

The Company does not hold or issue derivative financial instruments for trading or speculative purposes.

Credit risk

Concentration of credit risk relates primarily to the Company's trade receivables, as the receivables principally derive from one source: technology services. The Company derives 100% of its revenue from four customers. As at September 30, 2015 one customer represented 93% of the accounts receivable balance. All of the Company's customers are currently located in Canada.

The allowance for doubtful accounts was $Nil at the reporting dates. There is no indication, as at these dates, that the debtors will not meet their obligations, except as has been provided for as bad debts during the reporting periods. Bad debt expenses were $Nil for all reporting periods. The Company manages its credit risk relating to its trade receivables through credit approval and monitoring procedures, including senior management prior approval of all rental contracts. Such approvals are based on trade information, payment history, credit rating and financial analysis, where possible.

The Company reviews the components of these accounts on a regular basis to evaluate and monitor this risk. The Company's customers are generally large financially established organizations which limits the credit risk relating to the customer.

Liquidity risk

The Company is exposed to liquidity risk to the extent that it must meet its financial obligations as and when due. The Company's approach to managing liquidity risk is to ensure that it always has sufficient cash and other current financial assets to meet its obligations when due without incurring unacceptable losses or damage to the Company's reputation. Management forecasts cash flows to identify financing requirements. These requirements are then addressed through combination of cash management and access to additional capital.

Management is of the view, based on historical cash flow, that there is sufficient current and future cash flow from its operating activities and third-party loans to sustain ongoing operations. Should contractual commitments require payment, management believes that its current sources of liquidity are sufficient to cover these obligations. A maturity analysis of the payments required under long-term debt is presented in Note 6.

Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company is exposed to variable market interest rates on its long- term debt (Note 6).

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT - CONTINUED

Fair value hierarchy

The following summarizes the Company's financial instruments that are carried at fair values according to the fair value hierarchy, which comprises the following levels. The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);

Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Financial Assets measured at fair value include cash and cash equivalents. There were no transfers of financial assets during the year between any of the levels.

10. RELATED PARTY TRANSACTIONS

a) The Company rents its premises from its Chief Executive Officer on a month-to-month lease. These transactions were in the normal course of operations and are measured at their transaction amount, which is the amount agreed to by the related parties. During the six months ended September 30, 2015, the Company paid $9,147 (September 30, 2014 - $5,284) in rent and occupancy costs.

b) The Company had advances from the Chief Executive Officer of $2,872 as at September 30, 2015 (March 31, 2015 – advances to the Chief Executive Officer of $1,482).

c) Research and development expenses include $62,500 (2014 - $12,245) in fees charged by the Company’s Chief Technology Officer.

d) Direct cost of sales includes $327,025 (2014 - $110,610) in fees charged by current senior officers of the Company.

e) Accounts payable includes $60,511 (March 31, 2015 - $35,287) due to officers and directors of the Company.

Compensation to key management personnel

Compensation for the six months ended September 30 due to persons and corporations in charge of the planning, direction and control of the Company, including executive and non-executive directors is as follows:

		2015		**2014**
Salaries, fees and benefits	$	479,287	$	176,674
Total	$	479,287	$	176,674

11. INCOME TAXES

Income tax expense is recognized on management's best estimate of the actual income tax rate for the interim period applied to the pre-tax income of the interim period for Company. For the six months ended September 30, 2015 the Company has recorded a provision for income tax of $94,892 (September 30, 2014 - $9,333).

12. NET INCOME PER SHARE

The computations for basic and diluted net income per share for the three and six months ended September 30, 2015 and 2014 are as follows:

	Three months		Six months	
	2015	**2014**	**2015**	**2014**
Net income for the period	$ 204,153	$ 28,740	$ 293,148	$ 47,228
Weighted average number of common shares outstanding, basic and diluted	23,019,657	22,230,360	22,627,165	22,230,360
Net income per share, basic and diluted	$0.01	$0.00	$0.01	$0.00

13. OPERATING SEGMENT INFORMATION

The Company has determined that it operates in two reportable operating segments. Prodigy's technology services provider ("Prodigy Labs") provides clients with consulting services for strategy, design, project management, application development, staff augmentation and services related to Prodigy's business platforms. This business currently represents 100% of Prodigy's revenue. Prodigy is also a venture builder. This segment ("Prodigy Ventures") is creating new business platforms and applications in many of the highest growth technology segments: mobile video, wearables, proximity marketing, mobile payments, augmented reality, 3D and social. Prodigy Venture's business platforms and applications are or will be designed to deliver B2B, B2C, P2P (Peer to Peer) and IoT (Internet of Things) capabilities. The Company's reported research and development expenses for the six months ended September 30, 2015, totalling $170,773 (2014 - $15,645) are related solely to Prodigy Ventures, while the remaining operating expenses are attributable to Prodigy Labs. All of the Company's operations are currently located in Canada.

14. SUBSEQUENT EVENTS

On October 16, 2015 the Company issued options to acquire a total of 1,375,000 common shares at an exercise price of $0.10 per share. Of these options, 1,175,000 were issued to officers and directors of the Company. The options vest on December 31, 2016, and expire on December 31, 2018. All options issued are subject to regulatory approval.