PRODIGY VENTURES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND SIX MONTHS ENDED
JUNE 30, 2018

August 14, 2018

Basis of Presentation

The following Management Discussion and Analysis ("MD&A") of the financial condition and results of operations of Prodigy Ventures Inc. (the "Company") are the views of management and should be read in conjunction with the consolidated interim financial statements and related notes for the three and six months ended June 30, 2018 and 2017, which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All figures are expressed in Canadian dollars unless otherwise indicated.

This report is dated as at August 14, 2018, and the Company's additional public filings can be reviewed via the SEDAR website (www.sedar.com). The Company's Audit Committee and Board of Directors have reviewed and approved the MD&A.

Throughout this document, Prodigy Ventures Inc. is referred to as "Prodigy", "we", "our" or "Company". This MD&A provides information that management believes is relevant to an assessment and understanding of the results of operations and financial condition of the Company.

Forward-Looking Statements

This MD&A contains forward-looking information. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or states that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. All statements in this MD&A that do not directly and exclusively relate to historical facts constitute "forward-looking information" within the meaning of Canadian securities laws. This information represents Prodigy's intentions, plans, expectations and beliefs, and are subject to risks, uncertainties and other factors, of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking information. These factors include but are not restricted to: the timing and size of new contracts; acquisitions and other corporate developments; the ability to attract and retain qualified personnel; market competition in the rapidly evolving information technology industry; general economic and business conditions; and other risks identified in the MD&A, and Prodigy's consolidated financial statements for the three and six months ended June 30, 2018 as well as assumptions regarding the foregoing. Forward-looking statements speak only as of the date on which they are made. In particular, statements relating to future performance are forward-looking information. Prodigy disclaims any intention or obligation to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law. Readers are cautioned not to place undue reliance on this forward-looking information.

OVERVIEW

Prodigy is comprised of two main business units: Prodigy Labs and our Venture Builder.

Prodigy Labs is Prodigy's technology services business, a trusted technology supplier to leading Canadian financial institutions and other large enterprises, providing clients with consulting services for strategy, design, project management, application development, staff augmentation and services related to Prodigy's venture builder business platforms. It provides these technology services to the aforementioned clients. Prodigy Labs' technology consulting services currently represent over 99% of Prodigy's revenue.

The Venture Builder is creating or intends to create new business platforms and applications in many of the highest growth technology segments: mobile, video, secure identity, voice, blockchain, payments, augmented reality and artificial intelligence. 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. Prodigy's research and development expenses are related solely to the venture builder business.

Vision and Strategy

Prodigy's vision and strategy consists of two tracks. The first track is to aggressively expand its services business, Prodigy Labs, into new market segments, new technologies, and a broader geographic reach. The second track is to create growth as a venture builder by building and marketing its innovative new business platforms and applications.

Management of Prodigy believes that there are a number of primary strategic benefits to operating a services business and venture builder business within one company.

1. Growth multiplier;

2. Top talent attraction and retention;

3. Shared management resources;

4. Shared infrastructure, administration, marketing and sales;

5. Streamlined access to capital for all ventures; and

6. Portfolio approach to new ventures.

Each of these benefits is discussed in greater detail below.

Growth multiplier

Management believes that operating a services business and venture builder within one company multiplies the growth opportunities for each. The enterprise technology services business is highly competitive and requires a unique offering for a new entrant to grow. The ventures businesses provide the basis of that unique offering by demonstrating expertise in complementary high growth technology segments. While each new venture is primarily focused on building its own platform and application, many will have a significant opportunity for services revenue based on those platforms. However, independently attempting to capture that services revenue would distract from their primary platform-building focus. Instead, it is intended that the services business, Prodigy Labs, will capture and deliver these service revenues, multiplying overall growth.

Talent attraction and retention

Human resources are the core of any software and technology services business. Prodigy's two track strategy is a key enabler in its ability to attract and retain top talent. The most experienced and skilled technologists seek interesting work, opportunities to gain experience with trending developments, competitive compensation, a financial upside and a collegial environment. Prodigy's set of new ventures participate in the latest technology trends. Interesting work opportunities are provided to staff by redeploying to, or timesharing between, the services business and the ventures businesses, with a range of potential experience-building roles. Prodigy strives to keep compensation levels competitive, and its activity in the client staff augmentation business ensures that its market knowledge is current. Prodigy also offers performance incentive options to top performing personnel. A collegial environment is fostered with a relaxed work environment and a minimal hands-on management layer.

Shared management resources

By sharing management resources across a number of cross-pollinating ventures, costs are reduced. The technology talent within each venture is freed to apply itself more efficiently to real value creation and the development and delivery of its actual products and/or services.

Shared infrastructure, administration, marketing and sales

By sharing infrastructure, administration, marketing and sales, Prodigy is able to realize additional cost savings. The pooling of these requirements for all internal ventures permits the acquisition and deployment of more and better resources to satisfy their needs.

Streamlined access to capital

New debt and/or equity will be raised from time to time as required to meet the ongoing aggregate requirements of all ventures. If and when ventures become profitable, their positive cash flows may also be reinvested in new ventures. Capital will be allocated to ventures based upon management's determination of risk/reward trade-offs and regularly reviewed to adapt to changing conditions.

Portfolio approach to new ventures

Finally, a portfolio approach to new ventures mitigates overall risk for all participants: shareholders, management and company personnel. Over time, it is anticipated that some ventures will succeed while others may not. As new ventures mature and become successful, they may become wholly or partially legally and operationally independent, but Prodigy intends to retain ongoing interests in each, and may continue to provide enterprise services, and support for administration, marketing and sales, on a case by case basis. Timing of graduation to full/partial independence will be determined by each venture's growth, ongoing requirements and market conditions.

Prodigy may also transition from a venture builder to an incubator, investing and/or acquiring promising start-ups/businesses in technology areas similar or complementary to its core competencies.

Services Business

Prodigy Labs is Prodigy's technology services business, a trusted technology supplier to leading Canadian financial institutions and other large enterprises, providing clients with consulting services for strategy, design, project management, application development, staff augmentation, and services related to Prodigy's business platforms. Prodigy is a leader in the development of mobile enterprise applications for Canadian banks. Prodigy plans to shift its revenue base from time and material contracts to emphasize fixed price contracts, and to extend that trend in its mix of services business to deepen client relationships and improve margins.

Prodigy's technology consulting services currently represent over 99% of its revenue. Prodigy Labs has transitioned from the organic growth of its first four years to a more aggressive business development strategy. The business invested in new staff for sales and marketing led by a recently appointed President, targeted specific vertical markets, built a pipeline of new client prospects, implemented a contact and sales plan, and defined new services offerings that built upon its successful experience with Canadian banks, as well as the unique capabilities of the other Prodigy businesses. Enterprise prospects are keenly interested in mobile, video, voice, augmented reality, artificial intelligence, blockchain, secure identity and payments platforms and applications, and need expert assistance to apply them to their businesses. Management of Prodigy believes that this will result in significant growth for Prodigy Labs. From the first half of 2017, we have added seven net new clients, more than doubling our client base.

Many Prodigy personnel are dedicated sub-contractors. The company is now hiring more full-time employees. This shift will have a positive impact on future gross profit, build greater staff commitment, and is better aligned with the plan to emphasize fixed price client work. It will also enhance the mobility for staff between the ventures and services tracks within Prodigy, an important attraction for potential new hires. Most of Prodigy's personnel are co-located on the premises of its clients.

Information technologies are abundant, complex and rapidly changing. In this context, Prodigy's success depends on its ability to remain at the forefront of its field, as well as to adapt its service approach to suit each client's specific needs. This situation demands the continual development of cutting-edge expertise, tools and methodology, as well as the skills of competent and committed professionals.

Competition for the services business of Prodigy Labs comes from a broad range of technology companies, from large international players like IBM and CGI, to smaller local participants, like Symbility, Pivotal Labs, TribalScale, Connected Lab and others. Prodigy Labs' sales efforts are based upon specific targeting of prospects in sectors of interest, dictated largely by the technology development work in Prodigy's businesses. For example, Prodigy Labs is targeting the banks, other financial institutions, and large retailers to sell services based upon its work in mobile video, voice, secure identity and payments. Sales efforts are on a one-to-one personal level to senior executives in these enterprises.

Venture Builder Business

Prodigy is currently in the process of building a number of new ventures in its venture builder division, which are described below:

ID Verifact

ID Verifact is Prodigy's new digital identity platform and related services offering. It is focused on accelerating the market adoption of secure digital identity solutions for banking, payments, insurance, retail, charitable donations and other uses.

ID Verifact is developing a multi-tenancy secure digital identity platform and associated services for a number of initiatives, including new account creation and digital signature, account maintenance and recovery, and eligibility checks, including age verification, delivered online, over telephone channels or at brick-and-mortar locations.

The ID Verifact platform will also enable the rapid onboarding and adoption of Verified.Me, an offering of SecureKey Technologies. Verified.Me is being adopted by many Canadian banks and others (digital asset providers) to enable secure, permission-based digital asset transfers to businesses requesting personal digital assets when such requests are authorized by a consumer. Verified.Me is built on the IBM blockchain. Prodigy is a SecureKey Partner.

Prodigy Vox

Prodigy Vox is a new voice systems platform and related services, under development to enable the creation and management of new apps for Amazon's Alexa devices and Google's Home devices. Other voice devices will be added in future, including Apple's HomePod and others.

The Prodigy Vox platform enables write-once-deploy-everywhere capability for voice application developers and is built on an open source platform. Prodigy Vox provides services to assist businesses implementing the Prodigy Vox SDK in their voice applications, as well as to build custom voice applications for customers in the banking, insurance, auto, retail and services sectors. The Prodigy Vox platform and services are integrated with ID Verifact to facilitate convenient and secure account linking within voice applications.

iVideo

Mobile video sharing is one of the fastest growing uses of mobile technology. The iVideo set of applications is Prodigy's entry into the fast-growing mobile video space.

iVideo is a full social video platform and was launched for iPhones and iPads in November 2015. An Apple TV companion app was also launched in December 2015 along with an Apple Watch app launched at the same time. In May 2016, Prodigy launched iVideo for Android.

In November 2016, the Company launched iVideo Greetings, a new app to easily create and send professional quality, personal video e-greeting cards. iVideo Greetings offers a compelling experience as users worldwide make the shift from paper to digital greeting cards. In September 2017, the Company launched iVideo Greetings for iMessage. This app extension lets users create and send iVideo greetings while texting others inside the iMessage app.

In 2018, the iVideo Greetings SDK was made available to serve the e-payments gift market through partnerships with e-payment service providers. This represents an additional opportunity to monetize the iVideo line of business.

Intellectual Property

Currently, Prodigy has no patents. The rights to the software developed under contract for customers of Prodigy Labs are owned by those customers. As new ventures develop, their intellectual property will grow and may become significant over time. Each employee, officer, director, consultant and contractor providing services to

Prodigy has assigned to Prodigy all rights such person or entity may have in the work completed on behalf of Prodigy.

Summary of Quarterly Results

The following table provides selected unaudited financial information for each of the last eight quarters, presented in Canadian dollars:

For the quarters ended	Jun 30/18 $	Mar 31/18 $	Dec 31/17 $	Sep 30/17 $
Total revenue	4,086,275	3,568,622	3,007,244	2,962,484
Net income for the period	89,280	24,372	5,310	56,534
Net income per share – basic and diluted	0.00	0.00	0.00	0.00

For the quarters ended	Jun 30/17 $	Mar 31/17 $	Dec 31/16 $	Sep 30/16 $
Total revenue	3,107,656	3,063,308	2,799,337	2,816,743
Net income for the period	116,515	169,169	140,083	167,550
Net income per share – basic and diluted	0.00	0.00	0.00	0.00

Prodigy's revenue is based on management's ability to renew existing contracts, enter into new contracts with its customers and expand its customer base. In recent quarters, Prodigy has seen reduced margins on revenue due to cost pressure associated with escalated market demand for technology talent. Margins are expected to remain constant or decrease slightly in the short term.

Beginning in 2016, The Company increased its investment in management and sales staff and plans to grow the account sales and service team to a staff of up to ten people. The Company also incurred expenditures in research and development in connection with its venture builder business as detailed above. These research and development expenditures have been fully expensed. The R&D expenses and sales staff costs contributed to the reduced profit beginning in the latter part of 2016 but have led to an increase in revenue, including revenue from new clients.

OPERATING RESULTS FOR THE SIX MONTHS ENDED JUNE 30, 2018

Operating results for the six months ended June 30, 2018 compared to the six months ended June 30, 2017 are discussed below.

Total revenue for the six months ended June 30, 2018 increased $1,483,933 from $6,170,964 to $7,654,897, an increase of 24% from the six months ended June 30, 2017. The increase in revenue was due to a number of new service contracts entered into by the Company during the period. Over 99% of the Company's revenue was derived from its service business, of which 46% related to fixed price projects and 54% related to time and materials contracts. Management expects further revenue growth in 2018 and beyond. Prodigy's ability to renew existing contracts and enter into new contracts in turn depends to a great degree on the quality of services provided and technology developed for its customers. Approximately 82% (2017 – 91%) of the Company's revenue for the period relates to transactions entered into with one client.

Direct costs for the six months ended June 30, 2018 increased $1,512,915 from $4,224,237 to $5,737,152, an increase of 36% from the six months ended June 30, 2017. Direct costs consist primarily of fees and salaries paid to developers working directly for clients in the Company's service business. Direct costs will increase in relation to changes in revenue. Gross profit decreased $28,982 from $1,946,727 to $1,917,745, a decrease of

1.5% from the six months ended June 30, 2017. Margins are expected to remain constant or decrease slightly in the short-term due to cost pressure associated with escalated market demand for technology talent.

Income before income tax for the six months ended June 30, 2018 decreased $234,477 from $402,600 to $168,123, a decrease of 58% from the six months ended June 30, 2017. The net and comprehensive income for the six months ended June 30, 2018 decreased $172,032 from $285,684 to $113,652, a decrease of 60% from the six months ended June 30, 2017. Of the $113,652 in net income, profit of $600,931 was attributable to the service business and a loss of $487,279 was attributable to the venture builder business.

Net income per share, basic and diluted, was $0.00 for the six months ended June 30, 2018 compared to $0.00 for the six months ended June 30, 2017.

Summary of Expenses	**Six months ended June 30 2018 $**	**Six months ended June 30 2017 $**
Expenses		
Advertising and promotion	29,279	25,314
Compensation	866,011	587,333
Computer	56,830	56,723
Depreciation	11,643	9,450
Finance costs	3,133	6,709
Loss on sale of property and equipment	-	983
Office and general	5,043	4,220
Professional fees	100,361	212,750
Rent and occupancy costs	60,707	38,322
Research and development	562,182	531,234
Share-based compensation	29,710	29,407
Telecommunications	4,729	4,659
Travel	19,994	37,023
	1,749,622	1,544,127

Total expenses for the six months ended June 30, 2018 increased $205,495 year over year from $1,544,127 to $1,749,622.

Advertising and promotion expenses for the six months ended June 30, 2018 increased $3,965 year over year from $25,314 to $29,279. Of the total, $27,052 (2017 – $13,883) was allocated to Prodigy Labs and $2,227 (2017 - $11,431) was allocated to the Venture Builder. The overall cost is expected to increase in connection with increased sales and new ventures promotion.

Compensation for the six months ended June 30, 2018 increased $278,678 year over year from $587,333 to $866,011. Of the total, $800,765 (2017 – $523,129) was allocated to Prodigy Labs and $65,246 (2017 - $64,204) was allocated to the Venture Builder. The increase relates primarily to higher sales staff costs as well as increased management compensation during the period. The overall cost is expected to increase as the Company grows.

Computer expenses for the six months ended June 30, 2018 increased $107 year over year from $56,723 to $56,830. Of the total, $32,129 (2017 – $24,157) was allocated to Prodigy Labs and $24,701 (2017 - $32,566) was allocated to the Venture Builder. The overall cost is expected to increase as additional projects are developed and new staff are hired.

Depreciation for the six months ended June 30, 2018 increased $2,193 year over year from $9,450 to $11,643. Of the total, $10,722 (2017 – $8,417) was allocated to Prodigy Labs and $921 (2017 - $1,033) was allocated to the Venture Builder. The expense will increase as additional property and equipment is acquired.

Finance costs for the six months ended June 30, 2018 decreased $3,576 year over year from $6,709 to $3,133. Of the total, $2,953 (2017 – $5,976) was allocated to Prodigy Labs and $180 (2017 - $733) was allocated to the Venture Builder. The Company did not have any active debt in the period. Future interest cost is expected to be minimal.

The Company recorded a loss of $Nil for the six months ended June 30, 2018 (2017 - $983) in connection with the sale of property and equipment. Of the total, $Nil (2017 – $876) was allocated to Prodigy Labs and $Nil (2017 - $107) was allocated to the Venture Builder.

Office and general expenses for the six months ended June 30, 2018 increased $823 year over year from $4,220 to $5,043. Of the total, $4,633 (2017 – $2,388) was allocated to Prodigy Labs and $410 (2017 - $1,832) was allocated to the Venture Builder. The overall cost is expected to increase as the Company grows.

Professional fees for the six months ended June 30, 2018 decreased $112,389 year over year from $212,750 to $100,361. Of the total, $92,426 (2017 – $189,493) was allocated to Prodigy Labs and $7,935 (2017 - $23,257) was allocated to the Venture Builder. The decrease is a result of expired external advisory engagements active in 2017. In the short-term, professional fees are expected to vary based on M&A activities.

Rent and occupancy costs for the six months ended June 30, 2018 increased $22,385 year over year from $38,322 to $60,707. Of the total, $22,924 (2017 – $9,580) was allocated to Prodigy Labs and $37,783 (2017 - $28,742) was allocated to the Venture Builder. In 2017 the Company acquired additional office space to accommodate new staff. Further increases are expected in 2018 and beyond as the Company continues to grow.

Research and development expenses for the six months ended June 30, 2018 increased $30,948 year over year from $531,234 to $562,182. 100% of the research and development expenses related to the Venture Builder. Future increases or decreases will vary based on the status of projects in development.

Share-based compensation for the six months ended June 30, 2018 increased $303 from $29,407 to $29,710. Of the total, $28,142 (2017 – $26,192) was allocated to Prodigy Labs and $1,568 (2017 - $3,215) was allocated to the Venture Builder. The Company issued 910,000 options to officers, directors, consultants and employees in in December, 2016. The fair value of the share-based compensation was expensed over the vesting period, which concluded on December 31, 2017. In January, 2017 the Company issued 100,000 options for investor relations services, which were to vest in equal amounts each month over 12 months commencing on January 16, 2017 and were exercisable at a price of $0.175 per share for a period of one year from each individual vesting date. On April 30, 2017, the Company granted 183,823 incentive stock options for advisory services relating to prospective combination transactions (each a “Transaction”). Each option entitled the holder to acquire one common share of Prodigy at a price of $0.35 at any time after the successful completion of a Transaction until the 24-month anniversary of the successful completion of a Transaction. Upon termination of these engagements, the options are no longer outstanding. On April 1, 2018, officers of the Company were granted 590,000 incentive stock options. Of the total, 345,000 options will vest in 12 equal monthly instalments over 12 months beginning on April 30, 2018, each exercisable into one common share at a price of $0.175 per share for a period of two years from each vesting date. An additional 245,000 incentive stock options will vest on March 31, 2019 each exercisable into one common share at a price of $0.175 per share until March 31, 2021.

Telecommunications expenses for the six months ended June 30, 2018 increased $70 year over year from $4,659 to $4,729. Of the total, $3,867 (2017 – $4,150) was allocated to Prodigy Labs and $862 (2017 - $509) was allocated to the Venture Builder. The overall cost is expected to increase as the Company grows.

Travel expenses for the six months ended June 30, 2018 decreased $17,029 year over year from $37,023 to $19,994. Of the total, $18,471 (2017 – $32,976) was allocated to Prodigy Labs and $1,523 (2017 - $4,047) was allocated to the Venture Builder. The overall cost is expected to increase as the Company grows.

OPERATING RESULTS FOR THE THREE MONTHS ENDED JUNE 30, 2018

Operating results for the three months ended June 30, 2018 compared to the three months ended June 30, 2017 are discussed below.

Total revenue for the three months ended June 30, 2018 increased $978,619 from $3,107,656 to $4,086,275, an increase of 31% from the three months ended June 30, 2017. The increase in revenue was due to a number of new service contracts entered into by the Company during the period. Over 99% of the Company's revenue was derived from its service business, of which 42% related to fixed price projects and 58% related to time and materials contracts. Management expects further revenue growth in 2018 and beyond. Prodigy's ability to renew existing contracts and enter into new contracts in turn depends to a great degree on the quality of services provided and technology developed for its customers. Approximately 82% (2017 – 93%) of the Company's revenue for the period relates to transactions entered into with one client.

Direct costs for the three months ended June 30, 2018 increased $916,138 from $2,150,313 to $3,066,451, an increase of 43% from the three months ended June 30, 2017. Direct costs consist primarily of fees and salaries paid to developers working directly for clients in the Company's service business. Direct costs will increase in relation to changes in revenue. Gross profit increased $62,481 from $957,343 to $1,019,824, an increase of 7% from the three months ended June 30, 2017. Margins are expected to remain constant or decrease slightly in the short-term due to cost pressure associated with escalated market demand for technology talent.

Income before income tax for the three months ended June 30, 2018 decreased $32,545 from $166,065 to $133,520, a decrease of 20% from the three months ended June 30, 2017. The net and comprehensive income for the three months ended June 30, 2018 decreased $27,235 from $116,515 to $89,280, a decrease of 23% from the three months ended June 30, 2017. Of the $89,280 in net income, profit of $270,005 was attributable to the service business and a loss of $180,725 was attributable to the venture builder business.

Net income per share, basic and diluted, was $0.00 for the three months ended June 30, 2018 compared to $0.00 for the three months ended June 30, 2017.

Summary of Expenses	**Three months ended June 30 2018 $**	**Three months ended June 30 2017 $**
Expenses		
Advertising and promotion	16,412	17,894
Compensation	497,323	265,865
Computer	27,717	29,426
Depreciation	5,853	4,971
Finance costs	2,871	3,539
Loss on sale of property and equipment	-	983
Office and general	2,348	2,028
Professional fees	50,572	135,500
Rent and occupancy costs	30,354	24,117
Research and development	209,351	275,301
Share-based compensation	29,710	14,874
Telecommunications	2,629	2,605
Travel	11,164	14,175
	886,304	791,278

Total expenses for the three months ended June 30, 2018 increased $95,026 year over year from $791,278 to $886,304.

Advertising and promotion expenses for the three months ended June 30, 2018 decreased $1,482 year over year from $17,894 to $16,412. Of the total, $15,546 (2017 – $8,071) was allocated to Prodigy Labs and $866 (2017 - $9,823) was allocated to the Venture Builder. The overall cost is expected to increase in connection with increased sales and new ventures promotion.

Compensation for the three months ended June 30, 2018 increased $231,458 year over year from $265,865 to $497,323. Of the total, $471,070 (2017 – $236,463) was allocated to Prodigy Labs and $26,253 (2017 - $29,402) was allocated to the Venture Builder. The increase relates primarily to increased management compensation and higher sales staff costs during the period. The overall cost is expected to increase as the Company grows.

Computer expenses for the three months ended June 30, 2018 decreased $1,709 year over year from $29,426 to $27,717. Of the total, $17,509 (2017 – $13,094) was allocated to Prodigy Labs and $10,208 (2017 - $16,332) was allocated to the Venture Builder. The overall cost is expected to increase as additional projects are developed and new staff are hired.

Depreciation for the three months ended June 30, 2018 increased $882 year over year from $4,971 to $5,853. Of the total, $5,544 (2017 – $4,423) was allocated to Prodigy Labs and $309 (2017 - $548) was allocated to the Venture Builder. The expense will increase as additional property and equipment is acquired.

Finance costs for the three months ended June 30, 2018 decreased $668 year over year from $3,539 to $2,871. Of the total, $2,719 (2017 – $3,149) was allocated to Prodigy Labs and $152 (2017 - $390) was allocated to the Venture Builder. The Company did not have any active debt in the period. Future interest cost is expected to be minimal.

The Company recorded a loss of $Nil for the three months ended June 30, 2018 (2017 - $983) in connection with the sale of property and equipment. Of the total, $Nil (2017 – $876) was allocated to Prodigy Labs and $Nil (2017 - $107) was allocated to the Venture Builder.

Office and general expenses for the three months ended June 30, 2018 increased $320 year over year from $2,028 to $2,348. Of the total, $2,224 (2017 – $1,065) was allocated to Prodigy Labs and $124 (2017 - $963) was allocated to the Venture Builder. The overall cost is expected to increase as the Company grows.

Professional fees for the three months ended June 30, 2018 decreased $84,928 year over year from $135,500 to $50,572. Of the total, $47,902 (2017 – $120,606) was allocated to Prodigy Labs and $2,670 (2017 - $14,894) was allocated to the Venture Builder. The decrease is a result of expired external advisory engagements active in 2017. In the short-term, professional fees are expected to vary based on M&A activities.

Rent and occupancy costs for the three months ended June 30, 2018 increased $6,237 year over year from $24,117 to $30,354. Of the total, $12,806 (2017 – $6,029) was allocated to Prodigy Labs and $17,548 (2017 - $18,088) was allocated to the Venture Builder. In 2017 the Company acquired additional office space to accommodate new staff. Further increases are expected in 2018 and beyond as the Company continues to grow.

Research and development expenses for the three months ended June 30, 2018 decreased $65,950 year over year from $275,301 to $209,351. 100% of the research and development expenses related to the Venture Builder. Future increases or decreases will vary based on the status of projects in development.

Share-based compensation for the three months ended June 30, 2018 increased $14,836 from $14,874 to $29,710. Of the total, $28,142 (2017 – $13,233) was allocated to Prodigy Labs and $1,568 (2017 - $1,641) was allocated to the Venture Builder. The Company issued 910,000 options to officers, directors, consultants and employees in in December, 2016. The fair value of the share-based compensation was expensed over the vesting period, which concluded on December 31, 2017. In January, 2017 the Company issued 100,000 options for investor relations services, which were to vest in equal amounts each month over 12 months commencing on January 16, 2017 and were exercisable at a price of $0.175 per share for a period of one year from each individual vesting date. On April 30, 2017, the Company granted 183,823 incentive stock options for advisory services relating to prospective combination transactions (each a “Transaction”). Each option entitled the holder to acquire one common share of Prodigy at a price of $0.35 at any time after the successful completion of a Transaction until the 24-month anniversary of the successful completion of a Transaction. Upon termination of these engagements, the options are no longer outstanding. On April 1, 2018, officers of the Company were granted 590,000 incentive stock options. Of the total, 345,000 options will vest in 12 equal monthly instalments over 12 months beginning on April 30, 2018, each exercisable into one common share at a price of $0.175 per share for a period of two years from each vesting date. An additional 245,000 incentive stock options will vest on March 31, 2019 each exercisable into one common share at a price of $0.175 per share until March 31, 2021.

Telecommunications expenses for the three months ended June 30, 2018 increased $24 year over year from $2,605 to $2,629. Of the total, $1,989 (2017 – $2,318) was allocated to Prodigy Labs and $640 (2017 - $287) was allocated to the Venture Builder. The overall cost is expected to increase as the Company grows.

Travel expenses for the three months ended June 30, 2018 decreased $3,011 year over year from $14,175 to $11,164. Of the total, $10,575 (2017 – $12,602) was allocated to Prodigy Labs and $589 (2017 - $1,573) was allocated to the Venture Builder. The overall cost is expected to increase as the Company grows.

LIQUIDITY AND CAPITAL RESOURCES

The Company had working capital of approximately $2,499,667 as at June 30, 2018 (December 31, 2017 – $2,292,644). Working capital includes current assets less current liabilities on the Company's statement of financial position. Cash flows used in operations totalled $507,320 for the six months ended June 30, 2018 (2017 – $312,194). Cash flows from operations fluctuate based on the timing of customer payments and other annual payments. The Company used $1,669 in investing activities in connection with property and equipment acquired or disposed of during the six months ended June 30, 2018 (2017 – $25,809) and received $16,867 in financing activities (2017 – used $46,830) relating primarily to the exercise of stock options and repayments of the Company's loans outstanding during the period where applicable. New debt and/or equity will be raised from time to time as required to meet the ongoing aggregate requirements of all ventures. If and when ventures become profitable, their positive cash flows may also be reinvested in new ventures. Capital will be allocated to ventures based upon management's determination of risk/reward trade-offs and regularly reviewed to adapt to changing conditions. Management believes that it will have sufficient capital to fund its operations for the next twelve months.

COMMITMENTS AND GUARANTEES

The Company has entered into a seventeen-month lease agreement effective May, 2017. At June 30, 2018, the future minimum annual base rent on office premises under existing operating leases is:

2018	$ 13,431
Total	$ 13,431

In December, 2017, the Company established an operating line of credit for up to $2,000,000, which carries an interest rate of prime plus 1.15%. This facility is covered by a General Security Agreement and standard operating covenants. The Company has not utilized the operating line as of June 30, 2018.

SUBSEQUENT EVENTS

In July, 2018 the Company entered into a thirty-eight month lease agreement effective October, 2018. The future minimum annual base rent on office premises for the new operating lease is:

2018	$ 42,906
2019	171,625
2020	171,625
2021	157,323
Total	$ 543,479

OFF BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

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.

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 June 30, 2018 and 2017. The Company is not subject to externally imposed capital requirements other than standard operating covenants associated with the line of credit.

RELATED PARTY TRANSACTIONS

The Company rented office space from its Chief Executive Officer on a month-to-month lease. These transactions were in the normal course of operations and are measured at the fair value of the rented office space, which is the amount agreed to by the related parties. During the six months ended June 30, 2018, the Company paid $6,000 (2017 - $6,000) in rent and occupancy costs.

Compensation to key management personnel

Compensation earned for the six months ended June 30, 2018 and 2017 due to persons in charge of the planning, direction and control of the Company, including executive and non-executive directors is as follows:

	Six months ended June 30, 2018 $	Six months ended June 30, 2017 $
Salaries, fees and benefits	1,029,476	928,554
Share-based compensation	29,710	19,655
Total	1,059,186	948,209

FINANCIAL INSTRUMENTS

The Company's financial instruments comprise cash, accounts receivables, 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 approximate 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 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 accounts receivable, as the receivables principally derive from one revenue source: technology services. During the six months ended June 30, 2018, the Company derived 82% of its revenue from one customer (2017 – 91%). As at June 30, 2018, one customer represented 87% (December 31, 2017 – 89%) of the accounts receivable balance. Over 98% of the Company's revenue was received from customers currently located in Canada. As at June 30, 2018, approximately 18% (December 31, 2017 – 51%) of the Company's accounts receivable are greater than 30 days past due. As at the following dates, the aging of gross trade and other receivables were as follows:

	June 30, 2018 **$**	**December 31, 2017** **$**
Current	1,600,546	1,078,268
1-30 days	1,241,192	51,658
31-60 days	-	799,529
61-90 days	370,965	278,947
Greater than 90 days	250,358	93,191
Total	3,463,061	2,301,593

The allowance for doubtful accounts was $nil at both June 30, 2018 and December 31, 2017. There is no indication, as at these dates, that the debtors will not meet their obligations. 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 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 customers.

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 a 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.

Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. As at June 30, 2018 and December 31, 2017 the Company did not have any active debt and was therefore not subject to interest rate risk.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at June 30, 2018 and August 14, 2018 the Company had outstanding 26,429,902 common shares (unlimited authorized) and 88,051,416 restricted shares (unlimited authorized). As at August 14, 2018, 3,183,088 common shares and 13,207,712 restricted shares bear a restrictive legend whereby 3,183,088 common shares and 13,207,712 restricted shares, (an amount equal to 15% of the original total number of escrowed shares) are released from the restrictions in accordance with a defined schedule. This release schedule commenced with the release of 2,122,059 common shares and 8,805,142 restricted shares in September, 2015, with additional amounts being released at six-month intervals through until September, 2018, at which time all restrictions will have expired. As at August 14, 2018, there were 2,175,000 options outstanding of which 1,700,000 had vested.

CHANGE IN ACCOUNTING POLICIES

Recently adopted accounting policy changes

Effective January 1, 2018, the Company has adopted the following standards and amendments which did not have a material impact on the consolidated financial statements.

IFRS 2 - Classification and Measurement of Share-based Payment Transactions ("IFRS 2") - On June 20, 2016, the IASB issued amendments to IFRS 2, clarifying how to account for certain types of share-based payment transactions. The amendments provide requirements on the accounting for: the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payments with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

IFRS 9 - Financial Instruments ("IFRS 9") - IFRS 9 replaces International Accounting Standard ("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 allow more hedging strategies that are used for risk management to qualify for hedge accounting and introduce more judgment to assess the effectiveness of a hedging relationship.

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. Under IFRS 15, the revenue recognition model has changed from one based on the transfer of risks and rewards of ownership to the transfer of control. The vast majority of the Company’s contracts with customers include one performance obligation. As the transfer of risks and rewards generally coincides with the transfer of control at a point in time, upon delivery, the timing and amount of revenue considering discounts, rebates, and variable consideration, recognized from this principal revenue stream has not changed as a result of the adoption of this new standard.

Future accounting policy changes

At the date of the authorization of the accompanying consolidated financial statements, the IASB has issued the following new and revised standards and amendments which are not yet effective for the relevant periods.

IFRS 16 - Leases ("IFRS 16") - In January 2016, the IASB issued the final publication of the IFRS 16 standard, which will supersede the current IAS 17, Leases ("IAS 17") standard. Under IFRS 16, a lease will exist when a customer controls the right to use an identified asset as demonstrated by the customer having exclusive use of the asset for a period of time. IFRS 16 introduces a single accounting model for lessees and all leases will require an asset and liability to be recognized on the statement of financial position at inception. The accounting treatment for lessors will remain largely the same as under IAS 17. The standard is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted, but only if the entity is also applying IFRS 15. The Company has yet to assess the impact of this new standard on its consolidated financial statements.

CRITICAL ACCOUNTING 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 consolidated financial statements and the reported amount of expenses and other income during the period.

Management continuously evaluates the estimates and underlying assumptions based on management's experience and knowledge of facts and circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods if affected.

Significant estimates made by management include the following:

Revenue recognition for professional service:

Revenue relating to fixed price professional services contracts is recognized based on the percentage of completion of the performance obligation which is assessed based on actual labour cost and budgeted cost required to complete the performance obligation. The Company estimates the costs associated with the performance obligation based on historical experience.

Allowance for doubtful accounts:

The Company monitors the financial stability of its customers and the environment in which they operate to make estimates regarding the likelihood that the individual accounts receivable balance will be paid. Credit risks for outstanding accounts receivable is regularly assessed and reviewed. The allowance for doubtful accounts is recorded based on specific customer information and experience.

Deferred tax assets and liabilities:

The Company estimates the amount and the timing of the reversing of temporary differences giving rise to deferred tax assets or liabilities and recognizes this amount based on historical experience and substantively enacted tax rates.

These estimates have been applied in a manner consistent with that of prior periods and there are no known trends, commitments, events or uncertainties that management believes will materially affect the assumptions utilized in the accompanying financial statements.

RISKS AND UNCERTAINTIES

The Company's operations involve certain risks and uncertainties that are inherent to the Company's industry and rapidly changing environment that could impact its business, financial condition or results of operations. Additional risks and uncertainties of which the Company is unaware, or that it currently deems to be immaterial, may also become important factors that affect the Company. The following is a description of the principal risk factors that will impact the Company:

Prodigy has a limited operating history and may not maintain profitability

Prodigy is subject to all the risks and uncertainties inherent in a new business and the development and sale of new products. As a result, it still must establish many functions necessary to operate a business, including finalizing its administrative structure, continuing product development, assessing its marketing activities, and personnel recruitment. Prodigy's operating subsidiary, while incorporated in 1992, only commenced its current operations on April 1, 2014. Prodigy is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources. There is no assurance that Prodigy will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

Prodigy may not be able to maintain profitability. In addition, Prodigy expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If Prodigy's revenues do not increase to offset these expected increases in costs and operating expenses, Prodigy will not be profitable and may require additional debt or equity financing.

Economic dependence on a limited number of customers

Prodigy's revenue is obtained almost exclusively from its services business. During the six months ended June 30, 2018, the Company derived 82% of its revenue from one customer (2017 – 91%). As at June 30, 2018, one customer represented 87% (December 31, 2017 – 89%) of the accounts receivable balance. Prodigy's contracts with these customers are limited in duration, typically with terms of 6-12 months. Prodigy's ability to continue to generate revenue from its services business depends on its ability to regularly renew these contracts and enter into contracts with new customers. Prodigy's ability to renew existing contracts and enter into new contracts in turn depends to a great degree on the quality of services provided and technology developed for its customers.

Prodigy believes that its focus on customer service and support is critical to onboarding new customers and retaining its existing customers. Prodigy's reputation among customers is critical for the growth and success of its business. Any perception that it does not provide satisfactory customer service, even if factually incorrect or based on isolated incidents, could damage Prodigy's reputation, undermine the trust and credibility it has established and have a negative impact on its ability to attract new, or retain existing, customers and enter into new markets or sectors.

Future growth dependent upon success of venture business

Prodigy's future growth depends on the success of its venture builder business, the strategy of identifying, developing and launching new business platforms and applications in potentially high growth technology segments such as mobile video, voice, augmented reality, artificial intelligence, blockchain and secure identity. These areas are highly competitive and Prodigy may not be able to develop and implement its new platforms or applications before its competitors. Prodigy only has a small window of opportunity in which to gain the customer acceptance necessary to become a market leader in a particular target market, and it may not be able to develop its ventures before its potential competitors do so.

There is also no guarantee that Prodigy's platforms or applications will gain market acceptance ahead of those of its competitors, and thus may only have limited potential. Prodigy may realize, only after investing significant resources in a new platform or application, that such platform or application is not likely to generate the profits, growth or value that it expected.

Need for ongoing innovation

The markets in which Prodigy competes are characterized by constant change and innovation and they are expected to continue to evolve rapidly. Prodigy's success has been based on its ability to identify and anticipate the needs of its customers and design platforms that provides them with the tools to serve their needs. Prodigy's ability to attract new customers, retain existing customers and increase revenue from both new and existing customers will depend in large part on its ability to continue to improve and enhance the functionality, performance, reliability, design, security and scalability of its platforms.

Ongoing need for financing

Prodigy has earned minimal revenue to date from its venture builder business. Its ability to continue operations will be largely reliant on its continued attractiveness to equity investors and profit from its services business. The Company may incur operating losses as it spends funds to develop its venture builder business operations. There is no guarantee that the Company will be able to achieve its business objectives. The continued development of Prodigy may require substantial additional financing in future. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or the Company going out of business. While the services business will provide some level of funding, a critical source of funding available to the Company will consist of equity financing. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. In addition, from time to time, the Company may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels.

Attraction and retention of key personnel

The Company has a small management team and the loss of a key individual or inability to attract suitably qualified staff could have a material adverse impact on its business. The Company may also encounter difficulties in obtaining and maintaining suitably qualified staff. Prodigy has sought to and will continue to ensure that management, directors and any key employees are provided with appropriate incentives; however, their services cannot be guaranteed.

Prodigy's future growth and success will depend upon its ability to identify, hire, develop, motivate and retain talented personnel with outstanding skills. There is no guarantee that it will be able to retain the services of any of its employees or other members of senior management in the future. Competition for talent is intense, particularly in technology driven industries such as Prodigy's, and its competitors may be able to offer Prodigy's potential or current personnel better pay, experience, benefits or opportunities. Failure to effectively recruit and retain talent could limit Prodigy's ability to increase sales, expand operations and achieve other strategic objectives.

Competition

The industries in which Prodigy operates are highly competitive. The Company faces strong competition from other companies in the industry. Many of these companies have greater financial resources, operational experience and technical capabilities than Prodigy. As a result of this competition, the Company may be unable to maintain its operations or develop them as currently proposed, on terms it considers acceptable or at all. Consequently, the revenues, operations and financial condition of the Company could be materially adversely affected.

To remain competitive, the Company will require a continued high level of investment in research and development, marketing, sales and client support. The Company may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis.

Key Executives

Prodigy is dependent on the services of key executives, including its directors and has a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of Prodigy, the loss of these persons or either company's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

Prodigy operates in an industry with the risk of intellectual property litigation. Claims of infringement against it may hurt its business

Prodigy's success depends, in part, upon non-infringement of intellectual property rights owned by others and being able to resolve claims of intellectual property infringement without major financial expenditures or adverse consequences. Participants that own, or claim to own, intellectual property may aggressively assert their rights. From time to time, Prodigy may be subject to legal proceedings and claims relating to the intellectual property rights of others.

Future litigation may be necessary to defend Prodigy or its clients by determining the scope, enforceability, and validity of third-party proprietary rights or to establish its proprietary rights. Some competitors have substantially greater resources and are able to sustain the costs of complex intellectual property litigation to a greater degree and for longer periods of time. Regardless of whether claims that Prodigy are infringing patents or other intellectual property rights have any merit, these claims are time-consuming and costly to evaluate and defend and could:

- adversely affect relationships with future clients;
- cause delays or stoppages in providing products or services;
- divert management's attention and resources;
- require technology changes to its products that would cause Prodigy to incur substantial cost;
- subject Prodigy to significant liabilities; and
- require Prodigy to cease some or all of its activities.

In addition to liability for monetary damages, which may be tripled and may include attorneys' fees, or, in some circumstances, damages against clients, Prodigy may be prohibited from developing, commercializing, or continuing to provide some or all of its products unless it obtains licenses from, and pays royalties to, the holders of the patents or other intellectual property rights, which may not be available on commercially favorable terms, or at all.

Management of growth

Prodigy may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of Prodigy to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of Prodigy to deal with this growth may have a material adverse effect on Prodigy's business, financial condition, results of operations and prospects.

Internal Controls and Procedures

Management of the Company has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the financial statements of the Company do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented thereby, and (ii) the financial statements of the Company fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented. However, as a venture issuer, the certifying officers of the Company filing such financial statements do not make any representations relating to the establishment and maintenance of:

- controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company’s accounting principles.

The Company’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis disclosure controls and procedures, and internal controls over financial reporting, may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Lack of Trading

The lack of trading volume of the Company's shares reduces the liquidity of an investment in the Company's shares.

Volatility of Share Price

Market prices for shares of TSXV companies are often volatile. Factors such as announcements of financial results, and other factors could have a significant effect on the price of the Company's shares.

Additional Information

Additional information about the Company can be found on the Sedar website at www.sedar.com.