PRODIGY VENTURES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED
DECEMBER 31, 2020

April 7, 2021

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 financial statements and related notes for the years ended December 31, 2020 and 2019, 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 April 7, 2021, 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 year ended December 31, 2020 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 delivers innovation. The Company develops software and services for clients with emerging technologies focused on digital transformation, identity, and payments. These services include strategy, architecture, design, project management, development, cloud migration, and quality engineering. These professional services are delivered in a variety of model ranging from turnkey projects, to managed services, to staff augmentation. In addition, Prodigy delivers digital identity innovation to enterprise clients with its IDVerifact™ platform. This new SaaS platform is designed to enable the consumption of digital identity assets into critical business processes.

Prodigy has been recognized as one of Canada's fastest growing companies with multiple awards: Deloitte's Fast 50 Canada and Fast 500 North America (2016, 2017, 2018), Branham 300 (2017, 2018), Growth List (2018, 2019 and 2020), Canada's Top Growing Companies (2019 and 2020).

Vision and Strategy

Prodigy's vision and strategy is to extend its services business, Prodigy Labs, into new market segments, new technologies, and a broader geographic reach. The IDVerifact™ platform provides a cornerstone for this strategy and is expected to deliver recurring revenue. The Company has an M&A strategy to acquire additional complementary businesses that are a synergistic fit with these activities.

Services Business

Prodigy Labs is Prodigy's technology services business, a trusted technology supplier to leading financial institutions and other large enterprises in North America, providing clients with consulting services for strategy, design, project management, application development, cloud migration, and testing. Prodigy is a leader in the development of digital identity solutions, mobile enterprise applications, and payments applications for banks and other enterprise customers. The Company is an innovator in the emerging digital identity and payments landscape with the development of its IDVerifact™ platform.

Prodigy Labs has transitioned from the organic growth of its first six years to a more aggressive and focused business strategy. This has led to the development of IDVerifact™ and the targeting of enterprise clients requiring transformational services to remove friction and increase the velocity of commerce. Enterprise prospects are keenly interested in digital identity, payments, mobile and digital transformation, and they need expert assistance and tools to leverage them. Prodigy's management believes that this will result in significant growth.

Intellectual Property

Currently, Prodigy has no patents. It is reviewing the IDVerifact™ platform components and considering its options to patent certain elements.

The rights to the software developed under contract for customers of Prodigy Labs are owned by those customers. 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.

RECENT DEVELOPMENTS

Acquisition of ZoftNow Inc.

On February 13, 2020 the Company completed the acquisition of ZoftNow Inc. ("ZoftNow"). ZoftNow is a boutique consulting firm with practitioners and associates that have extensive experience and capabilities in both technology products and projects lifecycle from digital transformation assessments to successful ongoing maintenance programs.

Pursuant to the terms of the share purchase agreement, on closing the Company paid the vendors an aggregate cash payment of $384,084 (being the $450,000 cash portion of the purchase price reduced for certain closing adjustments) and issued to the vendors an aggregate of 1,072,500 common shares in the capital of Prodigy in exchange for all of the issued and outstanding shares of ZoftNow.

Upon closing of the transaction, key management of ZoftNow became employees of the Company. The Company will issue an additional 1,072,500 common shares on the second anniversary of the closing date provided that key management remain employed by the Company on such date (subject to the terms and conditions of the share purchase agreement). This additional share issuance has been deemed compensation for post-combination services and has been excluded from the purchase consideration.

The acquisition has strengthened Prodigy's leadership team, deepened its service delivery capabilities, expanded its offerings, and diversified its client base and revenue concentration. This transaction is aligned to the overall corporate strategy of fueling growth both organically and inorganically while maintaining strong operational performance.

Launch of IDVerifact™

In 2020, Prodigy completed the beta version of the IDVerifact™ platform. The next major release is expected to be launched in the Canadian market in the second quarter of 2021. This platform continues to evolve based on client demands and emerging market trends.

Covid-19

In March 2020, the World Health Organization declared a global pandemic following the emergence and rapid spread of a novel strain of the coronavirus ("COVID-19"). which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. While the Company has been adapting well to the disruptions caused by the pandemic, the full extent of the impact the COVID-19 outbreak may have on the Company will depend on future developments that are highly uncertain and that cannot be predicted with confidence at this time. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. Further details regarding the impact that COVID-19 has had on the Company's business to date is set forth in various portions of this MD&A.

SELECTED FINANCIAL INFORMATION

	Year Ended December 31 2020 $	Year Ended December 31 2019 $	Year Ended December 31 2018 $
Revenue	15,968,507	20,330,350	16,943,045
Direct costs	11,444,584	14,688,627	12,892,061
Expenses	3,772,589	5,149,103	3,782,792
Provision for income tax	226,560	149,309	92,597
Net and comprehensive income for the period	524,774	343,311	175,595
Adjusted EBITDA	1,094,553	750,556	359,979
Earnings per share – basic and diluted	0.00	0.00	0.00
Total assets	5,485,977	5,442,444	5,084,927
Non-current financial liabilities	17,904	173,000	-

NON-GAAP FINANCIAL MEASURES

Our financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). Certain financial measures in this MD&A are not prescribed by GAAP. These non-GAAP financial measures are included because management uses the information to analyze operating performance. These non-GAAP financial measures do not have any standardized meaning and are therefore unlikely to be comparable to similar measures presented by other companies. Except as otherwise indicated, these non-GAAP measures are calculated and disclosed on a consistent basis from period to period.

Adjusted EBITDA

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

Reconciliation of Net Income to Adjusted EBITDA

	Three months ended December 31 2020 $	Three months ended December 31 2019 $	Year ended December 31 2020 $	Year ended December 31 2019 $
Net income (loss)	309,540	(49,145)	524,774	343,311
Add:				
Depreciation and amortization	50,031	49,626	199,924	196,316
Finance costs	38,628	9,522	54,891	30,838
Share-based compensation	24,746	16,622	88,404	30,782
Income tax	109,844	(8,118)	226,560	149,309
Adjusted EBITDA	532,789	18,507	1,094,553	750,556

OPERATING RESULTS FOR THE YEAR ENDED DECEMBER 31, 2020

Operating results for the year ended December 31, 2020 compared to the year ended December 31, 2019 are discussed below.

Total revenue for the year ended December 31, 2020 decreased $4,361,843 from $20,330,350 to $15,968,507, a decrease of 21% from the year ended December 31, 2019. The decrease in revenue was due to a reduced number of service contracts entered into by the Company during the period. 100% of the Company’s revenue was derived from its service business, of which 95% related to time and materials contracts and 5% related to fixed price contracts. It is anticipated that the COVID-19 virus will continue to limit the Company’s revenue growth in the short-term as customer’s projects are delayed or cancelled. 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 62% (2019 – 57%) of the Company’s revenue for the period relates to transactions entered into with one client.

Direct costs for the year ended December 31, 2020 decreased $3,244,043 from $14,688,627 to $11,444,584, a decrease of 22% from the year ended December 31, 2019. Direct costs consist primarily of fees and salaries paid to developers working directly for clients in the Company’s service business. Direct costs for the year ended December 31, 2020 also included $175,523 in assistance received under the Canada Emergency Wage Subsidy (2019 - $nil). Direct costs will increase or decrease in relation to changes in revenue. Gross profit decreased $1,117,800 from $5,641,723 to $4,523,923, a decrease of 20% from the year ended December 31, 2019. Gross profit margin rates are expected to remain constant or increase slightly in the short-term.

Adjusted EBTIDA for the year ended December 31, 2020 increased $343,997 from $750,556 to $1,094,553, an increase of 46% from the year ended December 31, 2019.

Income before income tax for the year ended December 31, 2020 increased $258,714 from $492,620 to $751,334, an increase of 53% from the year ended December 31, 2019. The net and comprehensive income for the year ended December 31, 2020 increased $181,463 from $343,311 to $524,774, an increase of 53% from the year ended December 31, 2019.

Net income per share, basic and diluted, was $0.00 for the year ended December 31, 2020 compared to $0.00 for the year ended December 31, 2019.

Summary of Expenses	**Year ended December 31 2020 $**	**Year ended December 31 2019 $**
Expenses		
Compensation	2,167,376	3,048,872
Computer	141,468	121,433
Depreciation and amortization	199,924	196,316
Finance costs	54,891	30,838
Office and general	342,038	459,108
Professional fees	396,997	319,303
Research and development	381,491	942,451
Share-based compensation	88,404	30,782
	3,772,589	5,149,103

Total expenses for the year ended December 31, 2020 decreased $1,376,514 year over year from $5,149,103 to $3,772,589. The decrease relates primarily due to the decrease in compensation and research and development expenses during the period.

Compensation for the year ended December 31, 2020 decreased $881,496 year over year from $3,048,872 to $2,167,376. The decrease relates to staff reductions and reduced bonuses and commissions during the period as well as a credit of $118,343 (2019 - $nil) under the Canada Emergency Wage Subsidy. The overall cost is expected to increase as the Company grows.

Computer expenses for the year ended December 31, 2020 increased $20,035 year over year from $121,433 to $141,468. The overall cost is expected to increase as additional projects are developed and new staff are hired.

Depreciation and amortization for the year ended December 31, 2020 increased $3,608 year over year from $196,316 to $199,924. The lease asset relating to the Company's office space is amortized using the straight-line method. In addition, the expense will increase as additional property and equipment are acquired and intangible assets are available for use.

Finance costs for the year ended December 31, 2020 increased $24,053 year over year from $30,838 to $54,891. When measuring lease liabilities, the Company discounted lease payments using its incremental borrowing rates. Future interest cost will decline as the lease liability is repaid. Foreign exchange gains and losses will fluctuate with the exchange rate variations.

Office and general expenses for the year ended December 31, 2020 decreased $117,070 year over year from $459,108 to $342,038. This includes a bad debt expense of $133,083 during the period (2019 - $nil). The Company has taken steps to reduce general expenses during the period. The overall cost is expected to increase as the Company grows.

Professional fees for the year ended December 31, 2020 increased $77,694 year over year from $319,303 to $396,997. The increase relates primarily to external advisory engagements including investor relations and market-making services as well as legal costs associated with M&A. In the short-term, professional fees are expected to vary based on M&A activities.

Research and development expenses for the year ended December 31, 2020 decreased $560,960 year over year from $942,451 to $381,491. Included in the total are credits of $29,432 relating to assistance received under the Canada Emergency Wage Subsidy (2019 - $nil) and $125,753 in investment tax credits (2019 - $nil). The Company also capitalized $163,973 in development costs relating to the IDVerifact™ platform during the year. Future development costs relating IDVerifact™ are expected to be capitalized. As a result, the total research and development expense is expected to be minimal.

Share-based compensation for the year ended December 31, 2020 increased $57,622 from $30,782 to $88,404. On April 1, 2018, officers of the Company were granted 590,000 incentive stock options. Of the total, 345,000 options vested 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 vested on March 31, 2019 each exercisable into one common share at a price of $0.175 per share until March 31, 2021. On September 6, 2019, the Company granted 240,000 incentive stock options for investor relations services. The options vested in equal amounts over four quarters commencing on December 10, 2019 and are exercisable at a price of $0.185 per share until September 6, 2022. On August 14, 2020, an officer of the Company was granted 575,000 incentive stock options. The options vest on December 31, 2021 and are exercisable at a price of $0.095 per share until August 14, 2022. The acquisition of ZoftNow included terms whereby the Company will issue an additional 1,072,500 common shares on the second anniversary of the closing date if certain key management of ZoftNow are still employed by the Company at that time. The fair value of the post-combination share consideration will be expensed on a straight-line basis over the two-year period.

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	Dec 31/20 $	Sep 30/20 $	Jun 30/20 $	Mar 31/20 $
Total revenue	3,603,183	3,787,029	4,094,155	4,484,140
Net income for the period	309,540	163,976	49,289	1,969
Net income per share – basic and diluted	0.00	0.00	0.00	0.00

For the quarters ended	Dec 31/19 $	Sep 30/19 $	Jun 30/19 $	Mar 31/19 $
Total revenue	4,999,457	5,162,469	5,290,696	4,877,728
Net income (loss) for the period	(49,145)	150,933	96,701	144,822
Net income (loss) 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. Gross profit margin rates are expected to remain constant or increase slightly in the short term.

In 2019, the Company increased its investment in management and sales staff. The Company also incurred expenditures in research and development primarily relating to the IDVerifact™ platform. These research and development expenditures were fully expensed to the end of the second quarter of 2020. In the latter half of 2020 the Company capitalized $163,973 in development costs. The R&D expenditures and sales staff costs were expected to lead to an increase in revenue in 2020 and beyond, including revenue from new clients. The COVID-19 virus contributed to the decline in revenue in 2020 and the Company reduced expenses accordingly. It is anticipated that the pandemic will continue to impact the Company's revenue growth as clients deal with the pandemic. In the near-term that impact includes the reprioritization of current projects and related spending, as well as delays or cancellation of new projects. The Company has also received assistance under the Canada Emergency Wage Subsidy during the year ended December 31, 2020, and may be eligible for additional benefits in 2021.

OPERATING RESULTS FOR THE THREE MONTHS ENDED DECEMBER 31, 2020

Operating results for the three months ended December 31, 2020 compared to the three months ended December 31, 2019 are discussed below.

Total revenue for the three months ended December 31, 2020 decreased $1,396,274 from $4,999,457 to $3,603,183, a decrease of 28% from the three months ended December 31, 2019. The decrease in revenue was due to a reduced number of service contracts entered into by the Company during the period. 100% of the Company's revenue was derived from its service business, of which over 99% related to time and materials contracts and less than 1% related to fixed price projects. It is anticipated that the COVID-19 virus will continue to limit the Company's revenue growth in the short-term as customer's projects are delayed or cancelled. 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 58% (2019 – 56%) of the Company's revenue for the period relates to transactions entered into with one client.

Direct costs for the three months ended December 31, 2020 decreased $1,202,204 from $3,756,883 to $2,554,679, a decrease of 32% from the three months ended December 31, 2019. Direct costs consist primarily of fees and salaries paid to developers working directly for clients in the Company's service business. Direct costs for the three months ended December 31, 2020 also included $48,677 in assistance received under the Canada Emergency Wage Subsidy (2019 - $nil). Direct costs will increase or decrease in relation to changes in revenue. Gross profit decreased $194,070 from $1,242,574 to $1,048,504, a decrease of 16% from the three months ended December 31, 2019. Gross profit margin rates are expected to remain constant or increase slightly in the short-term.

Adjusted EBTIDA for the three months ended December 31, 2020 increased $514,282 from $18,507 to $532,789, an increase of 2,779% from the three months ended December 31, 2019.

Income (loss) before income tax for the three months ended December 31, 2020 increased $476,647 from a loss of $57,263 to income before tax of $419,384. The net and comprehensive income for the three months ended December 31, 2020 increased $358,685 from a loss of $49,145 to net income of $309,540.

Net income per share, basic and diluted, was $0.00 for the three months ended December 31, 2020 compared to a net loss per share of $0.00 for the three months ended December 31, 2019.

Summary of Expenses

	Three months ended December 31 2020 $	Three months ended December 31 2019 $
Expenses		
Compensation	440,842	766,550
Computer	22,968	33,648
Depreciation and amortization	50,031	49,626
Finance costs	38,628	9,522
Office and general	28,129	122,805
Professional fees	89,003	115,337
Research and development	(65,227)	185,727
Share-based compensation	24,746	16,622
	629,120	1,299,837

Total expenses for the three months ended December 31, 2020 decreased $670,717 year over year from $1,299,837 to $629,120. The decrease relates primarily due to the decrease in compensation expense and research and development expenses during the period.

Compensation for the three months ended December 31, 2020 decreased $325,708 year over year from $766,550 to $440,842. The decrease relates to staff reductions and reduced bonuses and commissions during the period as well as a credit of $34,888 (2019 - $nil) under the Canada Emergency Wage Subsidy. The overall cost is expected to increase as the Company grows.

Computer expenses for the three months ended December 31, 2020 decreased $10,680 year over year from $33,648 to $22,968. The overall cost is expected to increase as additional projects are developed and new staff are hired.

Depreciation and amortization for the three months ended December 31, 2020 increased $405 year over year from $49,626 to $50,031. The lease asset relating to the Company's office space is amortized using the straight-line method. In addition, the expense will increase as additional property and equipment is acquired and intangible assets are available for use.

Finance costs for the three months ended December 31, 2020 increased $29,106 year over year from $9,522 to $38,628. When measuring lease liabilities, the Company discounted lease payments using its incremental borrowing rates. Future interest cost will decline as the lease liability is repaid. Foreign exchange gains and losses will fluctuate with the exchange rate variations.

Office and general expenses for the three months ended December 31, 2020 decreased $94,676 year over year from $122,805 to $28,129. This includes a provisional bad debt recovery of $16,332 during the period (2019 - $nil). The Company has taken steps to reduce general expenses during the period. The overall cost is expected to increase as the Company grows.

Professional fees for the three months ended December 31, 2020 decreased $26,334 year over year from $115,337 to $89,003. In the short-term, professional fees are expected to vary based on M&A activities.

Research and development expenses for the three months ended December 31, 2020 decreased $250,954 year over year from $185,727 to a credit of $65,227. Included in the total are credits of $10,176 relating to assistance received under the Canada Emergency Wage Subsidy (2019 - $nil) and $125,753 in investment tax credits (2019 - $nil). The Company also capitalized $163,973 in development costs relating to the IDVerifact™ platform during the period. Future development costs relating IDVerifact™ are expected to be capitalized. As a result, the total research and development expense is expected to be minimal.

Share-based compensation for the three months ended December 31, 2020 increased $8,124 year over year from $16,622 to $24,746. On September 6, 2019, the Company granted 240,000 incentive stock options for investor relations services. The options vested in equal amounts over four quarters commencing on December 10, 2019 and are exercisable at a price of $0.185 per share until September 6, 2022. On August 14, 2020, an officer of the Company was granted 575,000 incentive stock options. The options vest on December 31, 2021 and are exercisable at a price of $0.095 per share until August 14, 2022. The acquisition of ZoftNow included terms whereby the Company will issue an additional 1,072,500 common shares on the second anniversary of the closing date if certain key management of ZoftNow are still employed by the Company at that time. The fair value of the post-combination share consideration will be expensed on a straight-line basis over the two-year period.

LIQUIDITY AND CAPITAL RESOURCES

The Company had working capital of approximately $2,715,694 as at December 31, 2020 (December 31, 2019 – $2,728,512). Working capital includes current assets less current liabilities on the Company's statement of financial position. Net cash from operations totalled $1,040,654 for the year ended December 31, 2020 (2019 – $1,114,471). Cash flows from operations fluctuate based on the timing of customer payments and other annual payments. The Company used $531,648 in investing activities during the year ended December 31, 2020, in connection with the acquisition of ZoftNow, property and equipment purchases, and the development of IDVerifact™ (2019 – $69,465) and used $403,911 in financing activities (2019 – $288,447) relating primarily to repayments of the Company's lease liabilities and dividends paid. New debt and/or equity will be raised from time to time as required to meet the ongoing aggregate requirements of the Company. Management believes that it will have sufficient capital to fund its operations for the next twelve months.

COMMITMENTS AND GUARANTEES

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 December 31, 2020.

SUBSEQUENT EVENTS

The Company is in continuing discussions and negotiations with respect to various transactions and entered into a non-binding letter of intent on February 23, 2021, in respect of a potential acquisition of a fintech services business. The proposed arm's-length transaction is subject to a number of conditions and there is no certainty that this transaction will be completed.

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 years ended December 31, 2020 and 2019. The Company is not subject to externally imposed capital requirements other than standard operating covenants associated with the line of credit.

DIVIDENDS

The Company issued a quarterly dividend of 0.1 cents per share for holders of record of common shares of the Company on October 2, 2019 and payable in cash on October 15, 2019. The Company issued an additional quarterly dividend of 0.1 cents per share for holders of record of common shares of the Company on December 31, 2019 and payable in cash on January 8, 2020. The Company issued an additional quarterly dividend of 0.1 cents per share for holders of record of common shares of the Company on March 31, 2020 and payable in cash on April 16, 2020. Dividends paid during the year ended December 31, 2020 totalled $232,285 (2019 - $115,507). On June 9, 2020, the Company announced that the board of directors of the Company has decided to temporarily suspend the Company's quarterly dividend. Although the Company has been adapting well to the disruptions caused by the COVID-19 pandemic, management believes that due to the potential business uncertainty relating to COVID-19, it is in the best interest of the Company to conserve its cash resources. The Company's board of directors will continue to review the dividend quarterly.

RELATED PARTY TRANSACTIONS

Prior to 2020, the Company rented office space from its Executive Chairman 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 years ended December 31, 2020, the Company paid $nil (2019 - $12,000) in rent and occupancy costs.

Compensation to key management personnel

Compensation earned for the years ended December 31, 2020 and 2019 due to persons in charge of the planning, direction and control of the Company, including executive and non-executive directors is as follows:

	Year ended December 31, 2020 $	**Year ended December 31, 2019 $**
Salaries, fees and benefits	1,010,167	1,464,443
Share-based compensation	10,044	9,298
Total	1,020,211	1,473,741

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 year ended December 31, 2020, the Company derived 62% of its revenue from one customer (2019 – 57%). As at December 31, 2020, one customer represented 58% (December 31, 2019 – 56%) of the accounts receivable balance. Approximately 87% of the Company's revenue was received from customers currently located in Canada. As at December 31, 2020, approximately 46% (December 31, 2019 – 41%) 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:

	December 31, 2020	**December 31, 2019**
	$	**$**
Current	1,265,662	1,499,018
1-30 days	-	2,338
31-60 days	962,200	821,833
61-90 days	49,371	19,888
Greater than 90 days	66,521	196,920
Subtotal	2,343,754	2,539,997
Less: Expected credit loss	(21,483)	-
Total	2,322,271	2,539,997

The expected credit loss was $21,483 at December 31, 2020 (December 31, 2019 - $nil). There is no indication, as at these dates, that the debtors will not meet their obligations. Bad debt expenses were $133,083 for the period ended December 31, 2020 (2019 - $nil). This includes a $111,600 write-down from one customer. 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 provision matrix below shows the expected credit loss rate for each category of accounts receivable as at December 31, 2020.

			Aging (days outstanding)			
	Current	**1 to 30**	**31 to 60**	**61 to 90**	**>90**	**Total**
Gross accounts receivable ($)	1,265,662	-	962,200	49,371	66,521	2,343,754
Expected loss rate (%)	0.30	0.79	1.27	2.75	6.41	0.01
Expected loss provision ($)	3,641	-	12,220	1,358	4,264	21,483

The provision matrix below shows the expected credit loss rate for each category of accounts receivable as at December 31, 2019.

			Aging (days outstanding)			
	Current	**1 to 30**	**31 to 60**	**61 to 90**	**>90**	**Total**
Gross accounts receivable ($)	1,499,019	2,338	821,833	19,888	196,920	2,539,997
Expected loss rate (%)	-	-	-	-	-	-
Expected loss provision ($)	-	-	-	-	-	-

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.

Foreign currency risk

The Company earns a portion of its revenue in US Dollars and is therefore subject to risk from changes in foreign currency rates. The Company does not utilize any financial instruments to mitigate the risks arising from changes in foreign currency rates. For the year ended December 31, 2020 a 10% increase in the value of the US Dollar would have increased income by $61,944 and a 10% decrease in the US Dollar would have the opposite effect.

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 December 31, 2020 and December 31, 2019 the Company did not have any active debt and was therefore not subject to interest rate risk.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at April 7, 2021, the Company had outstanding 116,707,570 common shares (unlimited authorized) and 815,000 options outstanding, of which 240,000 had vested.

CHANGE IN ACCOUNTING POLICIES

Recently adopted accounting policy changes

Beginning on January 1, 2020, the Company adopted certain International Financial Reporting Standards and amendments. As required by IAS 34 and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, the nature and the effect of these changes are disclosed below:

Definition of a Business - Beginning January 1, 2020, the Company adopted the IASB amendment regarding the definition of a business under IFRS 3 Business Combinations. This amendment narrowed and clarified the definition of a business, as well as permitted a simplified assessment of whether an acquired set of activities and assets is a group of assets rather than a business. The adoption of the amendment to IFRS 3 did not have a material impact on the 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:

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 labour cost. Refer to the Revenue Recognition section for discussion on the impact on the adoption of IFRS 15 Revenue from Contracts with Customers.

Share-based compensation:

The Company uses estimates in the calculation of the expenses its share-based incentive plans including, but not limited to, share price volatility, dividends, expected life of the award, and risk-free interest rates. These estimates are based on previous experience and may change throughout the life of an incentive plan. Such changes could impact the carrying value of contributed surplus, net income, and comprehensive income in future periods.

Allocation of purchase consideration to acquired assets and assumed liabilities:

The Company determined and allocated the purchase price on recent acquisitions to the applicable tangible and intangible assets acquired and liabilities assumed as of the business combination date in accordance with IFRS 3 – Business Combinations. The purchase price allocation process requires the Company to use significant estimates and assumptions, including fair value estimates, as of the acquisition date. Assessment of whether payments to selling shareholders are part of the exchange for the acquiree or is a transaction separate from the business combination is complex and could have a material impact on the financial statements and purchase price allocation.

Classification of an acquisition as a business combination or an asset acquisition depends on whether the assets acquired constitute a business, which can be a complex judgment. Whether an acquisition is classified as a business combination or an asset acquisition can have a significant impact on the entries made at and after acquisition.

While management uses their best estimates and assumptions as a part of the purchase price allocation process to accurately value assets acquired and liabilities assumed as of the acquisition date, the estimates and assumptions are inherently uncertain and subject to refinement. As a result, during the purchase price allocation period, which can be up to one year from the acquisition date, management records adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill.

Goodwill:

Goodwill arising on an acquisition of a business is carried at cost, as established on the date of acquisition, less impairment losses, if any. For purposes of impairment testing, goodwill is allocated to each of the Company's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the cash-generating unit may be impaired. The Company assesses impairment by comparing the recoverable amount of a long-lived asset, a CGU, or a CGU group to its carrying value. The recoverable amount is defined as the higher of: (i) value in use; or (ii) fair value less cost to sell. The determination of the recoverable amount involves significant estimates and assumptions. While management uses their best estimate and assumptions to assess goodwill impairment, there are inherent uncertainties in projecting future cash flows, discount rates and other assumptions. Changes in the conditions for these judgments and estimates can significantly affect the assessed value of goodwill.

Capitalization of Development Costs:

Management exercises judgment when establishing whether the criteria under IAS 38, Intangible Assets, for development costs have been met, specifically the technical feasibility of the products in development and the ability to generate probable economic future benefits.

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 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 year ended December 31, 2020, the Company derived 62% of its revenue from one customer (2019 – 57%). As at December 31, 2020, one customer represented 58% (December 31, 2019 – 56%) 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.

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's ability to continue operations will be largely reliant on its continued attractiveness to equity investors and profit from its services business. 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 the 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 is 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 TSX Venture Exchange listed 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.

COVID-19 Considerations

The Company’s business, operations and financial condition could be materially adversely affected by the outbreak of epidemics or pandemics or other health crises beyond our control, including the current outbreak of COVID-19. On January 30, 2020, the World Health Organization declared the COVID-19 outbreak a global health emergency. Many governments have likewise declared that the COVID-19 outbreak in their jurisdictions constitutes an emergency. Reactions to the spread of COVID-19 have led to, among other things, significant restrictions on travel, business closures, quarantines and a general reduction in consumer activity. While these effects are expected to be temporary, the duration of the business disruptions and related financial impact cannot be reasonably estimated at this time.

Such public health crises can result in volatility and disruptions in the supply and demand for various products and services, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect interest rates, credit ratings, credit risk and inflation. The risks to the Company of such public health crises also include risks to employee health and safety and a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak. At this point, the extent to which COVID-19 may impact the Company is uncertain; however, it is possible that COVID-19 may have a material adverse effect on the Company’s business, results of operations and financial condition. Further details regarding the impact that COVID-19 has had on the Company’s business to date is set forth in various portions of this MD&A.

Additional Information

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