INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE FIRST QUARTER ENDED MARCH 31, 2015

(UNAUDITED)

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Notice to reader

The Company's interim, consolidated, financial statements for the three-month period ended March 31, 2015 have not been audited nor reviewed by the Company's independent auditor.

All amounts are in Canadian dollars, except as otherwise stated. You will find more information about the Company by visiting Sedar's web site (www.sedar.com)

ODESIA Group

Interim Consolidated Statements of Comprehensive Income

For the three month period ending March 31, 2015
(in Canadian dollars)
(unaudited)

	For the three-month period ending March 31,		
	2015 (unaudited)	2014	Variance
	$	$	%
Revenue	**1,553,026**	1,744,838	-11.0%
Cost of sales	**(1,262,727)**	(1,361,208)	-7.2%
Gross margin	**290,299**	383,630	-24.3%
Sales and marketing expenses	**(198,294)**	(266,642)	-25.6%
Administrative expenses	**(136,225)**	(240,093)	-43.3%
Research and development expenses	**-**	(46,600)	-100.0%
Operating income	**(44,220)**	(169,705)	-73.9%
Finance costs	**9,377**	17,192	-45.5%
Income before taxes	**(53,596)**	**(186,897)**	-71.3%
Earnings (loss) from continuing operations	**(53,596)**	(186,897)	
Discontinued operations	**-**	-	
Net earnings (loss)	**(53,596)**	(186,897)	
Net earnings (loss) attributable to:			
Owners of ODESIA Group inc.	**(53,596)**	(186,897)	
Non-controlling interest	**-**	-	
Total earnings (loss) attributable to:	**(53,596)**	(186,897)	
Basic and diluted weighted average number of shares outstanding during the period	**39,750,490**	39,750,490	
Basic net loss per share attributable to owners of ODESIA Group inc.	**(0.001)**	**(0.005)**	
Diluted net loss per share attributable to owners of ODESIA Group inc.	**(0.001)**	(0.005)	
Consolidated Statements of Comprehensive Income			
Earnings (loss) from continuing operations	**(53,596)**	(186,897)	
Comprehensive loss	**(53,596)**	(186,897)	
Comprehensive loss attributable to:			
Owners of ODESIA Group inc.	**(53,596)**	(186,897)	
Non-controlling interest	**-**	-	
	(53,596)	(186,897)	

ODESIA Group

Consolidated Changes in Equity

(in Canadian dollars)

	Capital stock $	Warrants $	Equity component of the convertible debentures $	Contributed surplus $	Deficit $	Accumulated other comprehensive income $	Total attributable to the owners of ODESIA $	Non-controlling interest $	Total shareholders' equity $
Balance as at December 31, 2014	4,792,927	-	-	1,388,760	(5,226,687)	-	955,000	-	955,000
Stock-based compensation				2,610			2,610		2,610
Net loss					(53,596)		(53,596)	-	(53,596)
Balance as at March 31, 2015	**4,792,927**	**-**	**-**	**1,391,370**	**(5,280,283)**	**-**	**904,014**	**-**	**904,014**

	Capital stock $	Warrants $	Equity component of the convertible debentures $	Contributed surplus $	Deficit $	Accumulated other comprehensive income $	Total attributable to the owners of ODESIA $	Non-controlling interest $	Total shareholders' equity $
Balance as at December 31, 2013	4,792,927	283,000	-	1,097,831	(5,039,790)	-	1,133,968	-	1,133,968
Stock-based compensation				7,929			7,929		7,929
Net loss					(186,897)		(186,897)	-	(186,897)
Balance as at March 31, 2014	**4,792,927**	**-**	**-**	**1,388,760**	**(5,226,687)**	**-**	**955,000**	**-**	**955,000**

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

ODESIA Group
Interim Consolidated Statements of Financial Position

As at March 31, 2015
(in Canadian dollars)
(unaudited)

	Notes	March 31, 2015 *(unaudited)* $	December 31, 2014 *(audited)* $
ASSETS			
Current			
Cash		**29,324**	-
Trade and other receivables		**1,297,427**	1,527,356
Work in progress		**6,690**	-
Prepaid expenses		**41,672**	20,328
Income taxes receivable		**35,324**	35,158
Research and development tax credit recoverable		**101,855**	189,737
Balance of sale price		**348,437**	607,944
		1,860,728	2,380,523
Non-Current			
Property, plant and equipment		**28,159**	31,093
Other assets		**9,418**	9,418
Intangible assets		**21,667**	32,500
Goodwill		**775,297**	775,297
Research and development tax credit recoverable		**(25,755)**	(25,755)
Deferred tax assets		**39,820**	39,819
		848,605	862,372
Total assets		**2,709,333**	3,242,895
LIABILITIES			
Current			
Bank overdraft		**-**	52,356
Bank indebtedness		**808,454**	1,008,011
Employee obligations		**253,991**	238,142
Trade and other payables		**1,129,460**	1,375,972
Instalments on convertible debentures		**302,944**	302,944
Instalments on long-term debt		**14,063**	14,063
		2,508,912	2,991,488
Non-Current			
Long-term debt		**135,937**	135,937
		135,937	135,937
Total Liabilities		**2,644,849**	3,127,425
EQUITY			
Capital stock		**4,792,927**	4,792,927
Contributed surplus		**1,412,142**	1,409,532
Deficit		**(6,140,585)**	(6,086,989)
Total equity		**64,484**	115,470
Total liabilities and equity		**2,709,333**	3,242,895

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

On behalf of the Board,

(signed) : Michael Perrault, Director

(signed) : Vittorio Violo, Director

ODESIA Group
Interim Consolidated Statements of Cash Flows

For the three months period ended March 31, 2015
(in Canadian dollars)
(unaudited)

	For the three-month period ending March 31, 2015	2014
	$	$
Operating activities		
Earnings (loss) from continuing operations before income taxes	**(1)**	(186,897)
Adjustments for non-cash items:		
Depreciation of property, plant and equipment	**2,934**	1,525
Amortization of intangible assets	**10,833**	10,833
Interest expense	**9,377**	17,342
Stock-based compensation	**2,610**	7,929
Changes in working capital items	**67,499**	288,147
Cash flows from operating activities	**39,657**	138,879
Investing activities		
Acquisition of property, plant and equipment	**-**	(30,392)
Other assets	**-**	(16,126)
Proceeds from sale of subsidiaries, net of cash	**259,507**	-
Cash flows from investing activities	**259,507**	(46,518)
Financing activities		
Bank indebtedness	**(199,557)**	(186,875)
Interest paid	**(17,747)**	(25,264)
Instalments on convertible debentures	**-**	(47,833)
Repayment on long-term debt	**-**	(109,000)
Cash flows from financing activities	**(217,304)**	(368,972)
Increase (Decrease) in cash	**81,860**	(276,611)
Cash - beginning of period	**(52,536)**	264,830
Cash (Bank overdraft) - end of period	**29,324**	(11,781)

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

Notes to interim Consolidated Financial Statements

For the three month period ended March 31, 2015
(in Canadian dollars)
(unaudited)

1. Governing Statutes, Nature of Operations and Going Concern

Founded in 1998, ODESIA Group Inc., incorporated under the Canada Business Corporations Act, and its subsidiaries (together "the Company" or "ODESIA"), is a Canadian Information Technology (IT) consulting and solutions company. ODESIA's core competencies are in Business Intelligence, Business Process Management and Big Data Analytics. ODESIA's mission is to help its clients improve operations efficiency, enhance process performance and make better business decisions by mastering the right information, at the right time, and the right place. The Company's registered office is located at 1010 Sainte-Catherine West, 5th floor, Montreal, Quebec, Canada, H3B 1G4. ODESIA Group Inc. is traded publicly on the TSX Venture Exchange under the symbol "ODS" and has no controlling shareholders. ODESIA Group Inc. is the Company's ultimate parent Company.

In light of the operating losses incurred in the quarter ended March 31, 2015 and in the year ended December 31, 2014, and a working capital deficiency as at March 31, 2015 and March 31, 2014; these material uncertainties raise significant doubt about the Company's ability to continue as a going concern. The Company's ability to realize its assets and discharge its liabilities depends on the continued support of its lenders and shareholders. The Company's management has taken action to renegotiate or refinance its debt agreements during the year to improve its overall liquidity situation but there is no assurance that the Company will be successful in raising funds for future needs

The carrying amounts of assets, liabilities, revenues and expenses presented in the interim consolidated financial statements and the consolidated statement of financial position classification have not been adjusted as would be required if the going concern assumption was not appropriate.

2. General information and statement of compliance with IFRS

Overall considerations

The condensed interim consolidated financial statements (the "interim consolidated financial statements") are for the three-month period ended March 31, 2015 and are presented in Canadian dollars, except as otherwise stated, which is the functional currency of the parent company. They have been prepared in accordance with IAS 34 Interim Financial Reporting. They do not include all of the information required in annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), and should be read in conjunction with the consolidated financial statements of the Company for the year ended December 31, 2014.

Estimates

When preparing the interim financial statements, management undertakes a number of judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

The judgements, estimates and assumptions applied in the interim financial statements, including the key sources of estimation uncertainty were the same as those applied in the Company's last annual financial statements for the year ended December 31, 2014.

The Company's interim financial statements for the three-month period ended March 31, 2015 have not been audited nor reviewed by the Company's independent auditor. The interim financial statements have been approved for issue by the Board of Directors on May 30, 2015.

3. Significant Accounting Policies

The interim consolidated financial statements have been prepared in accordance with the accounting policies adopted in the Company's last annual financial statements for the year ended March 31, 2014 with the exception of the following new accounting standards and amendments which the Company adopted and which are effective for the Company's interim and annual financial statements commencing January 1, 2014:

IAS 36, Impairment of Assets
IAS 32, Financial Instruments: Presentation

The adoption of these accounting pronouncements had no significant impact on the interim financial statements of the Company.

Notes to Consolidated Financial Statements

For the three-month period ended March 31, 2015
(in Canadian dollars)

4. Net earnings (loss) Per Share

The potentially dilutive instruments (convertible debentures, warrants, stock options) for which the exercise price was greater than the average market price of the common shares, or which had an anti-dilution effect have not been included in the calculation of diluted earnings (loss) per share. The total number of stock options were excluded from the calculation for the three-month periods ended March 31, 2015 and 2014 as they are antidilutive If it is determined that the conversion has a dilutive effect, the convertible debentures are assumed to have been converted into common shares and net earnings is adjusted to eliminate the interest charge less the tax effect. The impact of converting the convertible debentures was excluded from the calculation for the three-month periods ended March 31, 2015 and 2014 as they are antidilutive.

5. Segmented Information

The Company examined its operations and determined that it operates in a single reportable operating segment. This single reportable operating segment derives its income from the sale of technology solutions to empower corporations with the ability to improve operations efficiency, enhance process performance and make better business decisions by mastering the right information, at the right time, and the right place. Revenues from these activities represent 100% of the total revenues in 2015 (100% in 2014) and are for customers located in Canada.

6. Discontinued operations

In December 2013, the Group disposed of its 70% equity interest in Odesia Europe SAS. The total consideration received from these sales includes a cash consideration of $341,455 and a balance of sale price of $682,910. The balance of sale price is receivable in two instalments of equal amount; on the first and second anniversary of the disposition of Odesia Europe and bears no interest. The fair value of the balance of sale price amounted to $618,588 as at the date of sale. This value was determined by calculating the present value of the cash flows relating to the capital payments using the market rate available to the Company which was estimated at 11% by management. An amount of $259,507 was received during the three months period ending March 31, 2015. The fair value of this balance of sale price amounted to $348,437 as at March 31, 2015.

7. Subsequent events

In May 2015, an amount of $32,506 was received to complete the first instalment on the balance of sale price. The total amount received on the first instalment is $292,013 with the balance bearing a fair value of $315,931 to receive on the second instalment.

As of May 30, 2015, Mr. Vincent Goineau is no longer with the Company.