

ODESIA Group

INTERIM CONSOLIDATED FINANCIAL STATEMENTS AND NOTES

FOR THE THIRD QUARTER ENDED SEPTEMBER 30, 2007

(UNAUDITED)

Notice to reader

The Company's interim consolidated financial statements for the three and nine-month periods ended September 30, 2007 have not been reviewed by the Company's external auditors.

All amounts are in Canadian dollars.

You will find more information about the Company by visiting the Sedar's web site (www.sedar.com)

ODESIA GROUP INC.

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ODESIA GROUP INC.

Consolidated Earnings
 (unaudited)

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2007 \$	2006 \$	2007 \$	2006 \$
Sales	3 415 185	2 309 745	9 831 298	5 306 846
Cost of services provided, operating and administrative expenses	3 636 934	1 898 941	9 926 220	5 116 127
Earnings (loss) before amortization, financial expenses, income taxes and non-controlling interest	(221 749)	410 804	(94 922)	190 719
Amortization of equipment and client list	27 874	2 715	73 577	27 466
Financial expenses <i>(note 4)</i>	71 572	19 727	219 556	45 126
Earnings (loss) before income taxes and non-controlling interest	(321 195)	388 362	(388 055)	118 127
Income taxes				
Current (recovered)	(4 126)	3 402	(32 714)	3 402
Future	(121 722)	128 007	(33 731)	44 945
	(125 848)	131 409	(66 445)	48 347
Earnings (loss) before non-controlling interest	(195 347)	256 953	(321 610)	69 780
Non-controlling interest	--	(20 217)	10 055	(13 894)
Net earnings (loss)	(195 347)	236 736	(311 555)	55 886
Net earnings (loss) per share, basic and diluted <i>(note 3)</i>	(0,008)	0,009	(0,01)	0,002

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

ODESIA GROUP INC.

Consolidated Retained Earnings (Deficit)

(unaudited)

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2007 \$	2006 \$	2007 \$	2006 \$
Balance, beginning of period	32 277	(113 128)	148 485	67 722
Net earnings (loss)	(195 347)	236 736	(311 555)	55 886
Balance, end of period	(163 070)	123 608	(163 070)	123 608

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

ODESIA GROUP INC.

Consolidated Balance Sheets

	As at September 30, 2007 (unaudited)	As at December 31, 2006 (audited)
	\$	\$
ASSETS		
Current assets		
Cash	147 507	557,581
Temporary investment	200 000	200,000
Accounts receivable	4 920 891	3,347,920
Contracts in progress	356 206	47,795
Prepaid expenses	195 074	36,881
	5 819 678	4,190,177
Term investment	--	250,000
Equipment	160 008	149,115
Other assets	40 324	44,387
Client list	30 999	46,500
Goodwill (note 6)	35 565	35,565
Future income taxes	73 550	58,065
	6 160 124	4,773,809
LIABILITIES		
Current liabilities		
Bank loan	671 184	--
Accounts payable and accrued liabilities	2 883 272	1,766,635
Deferred revenue	44 331	104,585
Income taxes payable	--	28,588
Instalments on long-term debt	--	13,900
Future income taxes	275 201	283,175
	3 873 988	2,196,883
Non-controlling interest	--	10,055
Future income taxes	9 578	19,850
	3 883 566	2,226,788
SHAREHOLDERS' EQUITY		
Capital stock and warrants (note 8)	2 319 875	2,318,975
Contributed surplus (note 7 C)	119 753	79,561
Retained earnings (deficit)	(163 070)	148,485
	2 276 558	2,547,021
	6 160 124	4,773,809

On Behalf of the Board

(signed) Jan Czech , president of the Audit Committee

(signed) Nicolas Bonnafous, director

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

ODESIA GROUP INC.

Consolidated Cash Flows

(unaudited)

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2007 \$	2006 \$	2007 \$	2006 \$
Operating activities				
Net earnings (loss)	(195 347)	236 736	(311 555)	55 886
Non-cash items				
Amortization	27 874	2 715	73 577	27 466
Non-controlling interest	--	20 217	(10 055)	13 894
Gain on settlement of purchase price of Topinet Inc.	--	--	--	(68 574)
Stock-based compensation (note 7 A)	13 396	17 979	40 192	47 246
Future income taxes	(121 722)	128 007	(33 731)	44 945
Changes in non-cash items of the working capital (note 9)	47 241	(680 511)	(1 011 780)	(1 070 107)
	(228 558)	(274 857)	(1 253 352)	(949 244)
Investing activities				
Term investment	--	--	250 000	--
Acquisition of equipment	(37 322)	(14 155)	(68 969)	(33 458)
Acquisition of other assets	--	(3 133)	(8 232)	(17 935)
Proceed of other assets	2 224	--	12 295	--
Business acquisition (note 6)	--	--	--	119 807
	(35 098)	(17 288)	185 094	68 414
Financing activities				
Bank loan	325 136	(127 122)	671 184	(118 852)
Repayment of long-term debt	(5 560)	(4 170)	(13 900)	(67 510)
Share issue (note 8 A)	--	--	900	550 000
Share issue costs	--	--	--	(35 135)
	319 576	(131 292)	658 184	328 503
Net increase (decrease) in cash	55 920	(423 437)	(410 074)	(552 327)
Cash, beginning of period	91 587	1 069 548	557 581	1 198 438
Cash, end of period	147 507	646 111	147 507	646 111

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

ODESIA GROUP INC.**Notes to Consolidated Financial Statements**

For the three-month and nine-month periods ended September 30, 2007 and 2006
(unaudited)

1. Basis of presentation

The unaudited interim consolidated financial statements have been prepared in accordance with Canadian Generally Accepted Accounting Principles ("GAAP") for interim financial statements. These financial statements do not contain all disclosures required by Canadian GAAP for annual financial statements. These financial statements have been prepared in accordance with the same accounting policies and methods of their application as the annual financial statements for the year ended December 31, 2006, except for the new accounting policies effective January 1, 2007.

The interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements and notes thereto included in the Company's annual report for the year ended December 31, 2006.

2. New accounting policies

In July 2006, the Accounting Standards Board of the Canadian Institute of Chartered Accountants revised Handbook Section 1506, *Accounting Changes*. This Section applies to the Corporation as of January 1, 2007. The revised Section 1506 did not have a material impact on the Corporation's consolidated financial statements.

On January 1, 2007, the Company adopted the recommendations of the Canadian Institute of Chartered Accountants Handbook (CICA Handbook) Section 1530, *Comprehensive Income*; Section 3855, *Financial Instruments - Recognition and Measurement*; Section 3861, *Financial Instruments - Disclosure and Presentation*; Section 3865, *Hedges*; and Section 3251, *Equity*. These sections apply to fiscal years beginning on or after October 1, 2006 and provide standards for recognition, measurement, disclosure and presentation of financial assets, financial liabilities and non-financial derivatives, and describe when and how hedge accounting may be applied. Section 1530 provides standards for the reporting and presentation of comprehensive income, which represents the change in equity, from transactions and other events and circumstances from non-owner sources. Other comprehensive incomes defined by revenues, expenses, gains and losses that are recognized in comprehensive income, but excluded from net income, in conformity with the generally accepted accounting principles.

Under the new standards, all financial assets should be measure at their fair values, except for held-to-maturity investments, loans and receivables and derivative financial instruments, which should be measured at amortized cost. All financial liabilities should be measured at amortized cost, except for financial liabilities classified as held for trading which should be measured at their fair values. The adoption of these new standards did not have any impact on the consolidated financial statements.

Future accounting changes

The CICA has published the following new sections that will apply to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007:

Section 3862, "*Financial Instruments – Disclosures*" describes the required disclosure to evaluate the significance of financial instruments for the entity's financial position and performance as well as the nature and extent of risks arising from financial instruments to which the entity is exposed and how the entity manages those risks.

Section 3863, "*Financial Instruments – Presentation*" establishes standards for presentation of financial instruments and non-financial derivatives. It details the presentation of standards described in Section 3861, "*Financial Instruments – Disclosure and Presentation*".

Section 1535, "*Capital Disclosures*" establishes standards for disclosing information about an entity's capital and how it is managed. It describes the disclosure of the entity's objectives, policies and processes for managing capital as well as summary quantitative data on the elements included in the management of capital. The section seeks to determine if the entity has complied with capital requirements and if not, the consequences of such noncompliance.

The Company has not yet assessed the effect of these new standards on its consolidated financial statements, which will apply to the fiscal year beginning on January 1, 2008.

ODESIA GROUP INC.**Notes to Consolidated Financial Statements**

For the three-month and nine-month periods ended September 30, 2007 and 2006
(unaudited)

3. Earnings (loss) per share

The following table provides a reconciliation between basic and diluted earnings (loss) per share:

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2007	2006	2007	2006
	\$	\$	\$	\$
Loss	(195 347)	236 736	(311 555)	55 886
Number of shares				
Weighted average number of shares outstanding	25 638 064	25 435 664	25 636 687	24 876 197
Stock options and warrants dilutive effect	--	101 513	--	147 301
Weighted average number of shares outstanding - diluted	25 638 064	25 435 664	25 636 687	24 876 197
Net earnings (loss) per share				
Basic and diluted	(0,008)	0,009	(0,01)	0,002

The potentially dilutive securities (warrants, stock options) for which the exercise price was greater than the average market price of the common shares or which had an anti-dilutive effect have not been included in the calculation of diluted earnings (loss).

4. Financial expenses

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2007	2006	2007	2006
	\$	\$	\$	\$
Interests on bank loan	38 314	6 872	47 914	21 741
Interests on long-term debt	180	727	856	2 409
Loss on foreign currency exchange	33 078	12 128	170 786	20 976
	71 572	19 727	219 556	45 126

ODESIA GROUP INC.

Notes to Consolidated Financial Statements

For the three-month and nine-month periods ended September 30, 2007 and 2006

(unaudited)

5. Information on Consolidated Earnings

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2007 \$	2006 \$	2007 \$	2006 \$
Refundable tax credit for business activities applied against the costs of services provided, operating and administrative expenses	276 613	240 543	761 163	896 486
Amortization of tangible assets	22 707	7 519	58 076	27 466
Amortization of equipment	5 167	--	15 501	--
Employment severance payments	232 420	--	246 250	--
Gain on settlement of the debt of Topinet Inc.	--	--	--	68 574
Stock-based compensation	13 396	17 979	40 192	47 246
Shares units deferred plan	24 000	18 323	58 574	55 141

6. Business Acquisition**Nine-month period ended September 30, 2007**

There was no business acquisition during the period.

Nine-month period ended September 30, 2006

On March 2, 2006, the Company acquired 70% of the shares of BI Expert SAS, a French IT consulting company located in Paris. This company has now been renamed Odésia Europe, SAS. The total consideration for this acquisition of \$ 88 447 was paid by the issuance of 150 000 common shares of the Company at \$ 0,40 per share and \$ 28 447 in cash. The value of the shares was determined on the basis of the Company's common share market price on the date of agreement and acceptance of the acquisition terms and conditions. The values assigned to the assets acquired are detailed as follows :

	\$
Cash	119 807
Accounts receivable	27 435
Accounts payable	(143 900)
Working capital assumed	3 342
Equipment	3 692
Other assets	8 297
Client list	62 000
Goodwill (non-deductible)	35 565
Non-controlling interest	(4 599)
Long-term future income tax liabilities	(19 850)
Acquisition cost	88 447

This acquisition was recognized using the purchase method. The results of BI Experts, SAS are included in the statement of consolidated earnings since the acquisition date. As at September 30, 2007, cost, accumulated amortization and net book value are \$ 62 000, \$ 31 001 and \$ 30 999 respectively.

ODESIA GROUP INC.**Notes to Consolidated Financial Statements**

For the three-month and nine-month periods ended September 30, 2007 and 2006
(unaudited)

7. Stock-based Compensation and Contributed Surplus**A) Stock option plan**

In 2005, the Company adopted a stock option plan for its employees, directors and consultants enabling them to acquire common shares. The terms for exercising the options are determined by the Board of Directors, however the plan is governed by the rules of the TSX Venture Exchange. The options are granted at the market closing price on the day before they are granted. Under the plan, the maximum number of common shares reserved for option awards cannot exceed 2 375 000 shares issued and options granted to any beneficiary cannot exceed 5% of outstanding common shares on the grant date. Unless the Board of Directors decides otherwise, the rights vest over a three-year period as of the grant date. The option must be exercised within five years to the grant date.

Changes in the Company's stock options for the nine-month periods ended September 30, 2007 and 2006 are detailed as follows:

	2007		2006	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Outstanding at the beginning of Period	937 500	0,38	--	--
Awarded	--	--	765 000	0,39
Outstanding at the end of period	937 500	0,38	765 000	0,39
Exercisable at the end of period	308 333	0,39	100 000	0,39

The following table summarizes information regarding the outstanding options as at September 30, 2007:

Number of Options	Weighted average remaining term (years)	Weighted average exercise price \$	Exercisable options	
			Number of Shares	Weighted average exercise price \$
200 000	3,86	0,32	--	--
725 000	3,29	0,39	308 333	0,39
12 500	4,11	0,40	--	--
937 500	3,42	0,38	308 333	0,39

ODESIA GROUP INC.**Notes to Consolidated Financial Statements**

For the three-month and nine-month periods ended September 30, 2007 and 2006
(unaudited)

B) Deferred share unit plan

On January 18, 2006, the Board of Directors approved a deferred share unit ("DSU") plan for the benefit of the directors under which they will receive 100% of their total compensation in the form of DSUs. The value of a DSU is calculated according to the market value of a share of the Company on the date of the event, i.e. the weighted average quoted market price on the TSX Venture Exchange for the five days immediately preceding the event.

Under the terms of this plan, at the end of each quarter, DSUs equivalent to the number of common shares that could be purchased on the open market is credited to an account held by the Company for each director, for an amount equal to the compensation.

Upon leaving the Board of Directors, a director will receive a cash lump sum payment equivalent to the credit balance under the terms of the plans.

C) Contributed surplus

Changes in the Company's contributed surplus are detailed as follows:

	For the three-month period ended September 30, 2007	For the nine-month period ended September 30, 2007
	\$	\$
Balance, beginning of period	106 357	79 561
Stock-based compensation	13 396	40 192
Balance, end of period	119 753	119 753

8. Capital Stock and Warrants**A) Capital Stock**

Authorized

The Company's authorized capital stock consists of an unlimited number of voting and participating common shares. Changes in the Company's capital stock during the three and nine-month periods ended September 30, 2007 are detailed as follows:

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	Number	\$	Number	\$
Balance, beginning of period	25 638 064	2 319 875	25 635 664	2 318 975
Share issue pursuant the exercise of 2,400 options by the underwriter	--	--	2 400	900
Balance, end of period	25 638 064	2 319 875	25 638 064	2 319 875

ODESIA GROUP INC.

Notes to Consolidated Financial Statements

For the three-month and nine-month periods ended September 30, 2007 and 2006
(unaudited)

B) Warrants

Warrants exercisable as at September 30, 2007 are as follows:

Number	Exercise price \$	Maturity
157 786	0,375	December 2007
<u>4 010 664</u>	0,60	December 2007
<u>4 168 450</u>		

9. Changes in non-cash items of the working capital

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2007 \$	2006 \$	2007 \$	2006 \$
Decrease (increase) in :				
Accounts receivable	(221 168)	(730 943)	(1 572 971)	(1 322 834)
Contracts in progress	39 738	--	(308 411)	--
Income taxes receivable		3 402		33 660
Prepaid expenses	(85 417)	4 696	(158 193)	(39 771)
	<u>(266 847)</u>	<u>(722 845)</u>	<u>(2 039 575)</u>	<u>(1 328 945)</u>
Increase (decrease) in :				
Accounts payable and accrued liabilities	290 647	42 334	1 116 637	258 838
Deferred revenues	23 441	--	(60 254)	--
Income taxes payable	--	--	(28 588)	--
	<u>314 088</u>	<u>42 334</u>	<u>1 027 795</u>	<u>258 838</u>
	<u>47 241</u>	<u>(680 511)</u>	<u>(1 011 780)</u>	<u>(1 070 107)</u>

ODESIA GROUP INC.**Notes to Consolidated Financial Statements**

For the three-month and nine-month periods ended September 30, 2007 and 2006
(unaudited)

10. Segment 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 business intelligence and data warehouse solutions. General information required for the Company is detailed as follows:

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2007	2006	2007	2006
	\$	\$	\$	\$
Revenue by location				
Canada	1 184 292	1 669 399	4 181 973	4 176 978
France	938 064	640 346	2 752 568	1 129 868
Switzerland	1 292 829	--	2 896 757	--
	3 415 185	2 309 745	9 831 298	5 306 846

11. Events subsequent to September 30, 2007

On October 31, 2007 the Company signed a share purchase agreement to acquire Resource IT Mexico, a Querétaro-based IT and software service provider. The total consideration for the purchase was established at \$2 million CAD, payable by the issuance of 2 222 222 common shares, and \$1 million in cash, of which \$125,000 is payable at the closing, and the balance on 36 months.

On October 31, 2007 the Company signed a transaction agreement to acquire European customer contracts for a total consideration of 1 122 000 euros. The cost of this transaction will be paid in cash, 747 000 euros at closing, and the balance over 15 months.

On November 15, 2007 the Company received approval from the securities regulatory authorities for the re-pricing of 4 010 664 warrants from \$0,60 to \$0,50 and the reporting of the maturity date from December 23, 2007 to January 31, 2008.