Madison Technologies Inc.
Form 10-Q
August 15, 2016

United states

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

[X] quarterly report under section 13 Or 15(d) of the securities exchange act of 1934

For the quarterly period ended **June 30, 2016**

[ ] transition report under section 13 Or 15(d) of the securities exchange act of 1934

For the transition period from ______________________ to ______________________

Commission file number 000-51302

madison Technologies, inc.

(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation or organization)	00-0000000 (I.R.S. Employer Identification No.)
4448 Patterdale Drive, North Vancouver, BC (Address of principal executive offices)	V7R 4L8 (Zip Code)

801-326-0110

(Registrant's telephone number, including area code)

n/a

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

[X] Yes [ ] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (s. 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

[ ] Yes [ ] No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company in Rule 12b-2 of the Exchange Act.

Larger accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer (Do not check if a smaller reporting company)	[ ]	**Smaller reporting company**	**[X]**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

[X] Yes [ ] No

Applicable only to corporate issuers

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date.

Class	**Outstanding at August 14, 2016**
Common Stock - $0.001 par value	113,020,000

part I – financial information

Item 1. Financial Statements.

interim Consolidated Financial Statements

JUNE 30, 2016

MADISON TECHNOLOGIES, INC.

(UNAUDITED)

TABLE OF Contents

INTERIM CONSOLIDATED FINANCIAL STATEMENTS	
Interim Consolidated Balance Sheets	3
Interim Consolidated Statements of Operations	4
Interim Consolidated Statements of Stockholders' Deficiency	5
Interim Consolidated Statements of Cash Flows	6
Notes to Interim Consolidated Financial Statements	7-12

MADISON TECHNOLOGIES INC.

INTERIM Consolidated Balance Sheets

(UNAUDITED)

	June 30, 2016	December 31, 2015
ASSETS		
CURRENT ASSETS		
Cash	$618	$501
Total Assets	$618	$501
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	$24,164	$36,315
Notes Payable and accrued interest - Note 5	112,857	107,592
Convertible notes payable - Note 8	134,033	122,083
Related party advance - Note 6	261	261
TOTAL LIABILITIES	271,315	266,251
STOCKHOLDERS' DEFICIT		
Common Stock - Note 7		
Par Value:$0.0001		
Authorized 500,000,000 shares		
Issued and outstanding: 11,302,000 shares	11,302	11,302
Additional Paid in Capital	245,600	224,600
Accumulated other comprehensive loss	918	3,109
Accumulated deficit	(528,517)	(504,761)
Total stockholders' deficiency	(270,697)	(265,750)
Total liabilities and stockholders' deficiency	$618	$501

See Accompanying Notes to Interim Consolidated Financial Statements.

MADISON TECHNOLOGIES INC.

INTERIM Consolidated Statements of Operations

(UNAUDITED)

	For the three month ended June 30, 2016	For the three month ended June 30, 2015	For the six month ended June 30, 2016	For the six month ended June 30, 2015
Revenues	$0	$0	$0	$0
Operating expenses				
General and administrative	2,973	6,224	8,732	21,627
	2,973	6,224	8,732	21,627
Loss before other expense	(2,973)	(6,224)	(8,732)	(21,627)
Other expense - interest	(7,487)	(8,551)	(15,024)	(15,834)
Net loss	(10,460)	(14,775)	(23,756)	(37,461)
Other Comprehensive income				
Translation gain(loss)	(27)	(772)	(2,191)	2,100
Total comprehensive loss	$(10,487)	$(15,547)	$(25,947)	$(35,361)
Net loss per share				
-Basic and diluted	$(0.001)	$(0.001)	$(0.002)	$(0.003)
Average number of shares of common stock outstanding	11,302,000	11,302,000	11,302,000	11,302,000

See Accompanying Notes to Interim Consolidated Financial Statements.

MADISON TECHNOLOGIES INC.

INTERIM Consolidated StatementS of stockholders' DEFICIency

(UNAUDITED)

	Common Shares	Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total
Balance December 31, 2014	11,302,000	11,302	199,600	(2,746)	(440,276)	(232,120)
Foreign currency adjustments		-	-	5,855	-	5,855
Convertible debt - Note 8		-	25,000	-	-	25,000
Net Loss, December 31, 2015		-	-	-	(64,485)	(64,485)
Balance December 31, 2015	11,302,000	11,302	224,600	3,109	(504,761)	(265,750)
Foreign currency adjustments		-	-	(2,191)	-	(2,191)
Convertible debt - Note 8		-	21000	-	-	21,000
Net Loss: June 30, 2016		-	-	-	(23,756)	(23,756)
Balance June 30, 2015	11,302,000	$11,302	$245,600	$ 918	$ (528,517)	$(270,697)

See Accompanying Notes to Interim Consolidated Financial Statements.

MADISON TECHNOLOGIES INC.

INTERIM Consolidated StatementS of cash flows

(UNAUDITED)

	For the six months ended June 30, 2016	For the six months ended June 30, 2015
Cash Flows from operating activities:		
Net loss	$(23,756)	$(37,461)
Amortization of convertible debt discount recorded as interest	11,950	12,750
Accrued interest on notes payable	3,074	3,084
Adjustments to reconcile net loss to cash used in operating activities		
Changes assets and liabilities		
Accounts payable and accruals	(12,151)	(4,211)
Net cash used in operating activities	(20,883)	(25,838)
Cash Flows from financing activities:		
Proceeds of convertible notes payable	21,000	25,000
Net Cash provided by financing activities	21,000	25,000
Net increase (decrease) in cash	117	(838)
Cash, beginning of period	501	3,230
Cash, end of period	$618	$2,392
SUPPLEMENTAL DISCLOSURE		
Interest	$15,024	$15,834
Taxes paid	$-	$-

See Accompanying Notes to Interim Consolidated Financial Statements

MADISON TECHNOLOGIES INC.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

JUNE 30, 2016

Note 1 Interim Reporting

While the information presented in the accompanying interim six months consolidated financial statements is unaudited, it includes all adjustments, which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows for the interim periods presented in accordance with accounting principles generally accepted in the United States of America. These interim financial statements follow the same accounting policies and methods of their application as the Company's December 31, 2015 annual consolidated financial statements. All adjustments are of a normal recurring nature. It is suggested that these interim financial statements be read in conjunction with the Company's December 31, 2015 annual financial statements. Operating results for the six months ended June 30, 2016 are not necessarily indicative of the results that can be expected for the year ended December 31, 2016.

Note 2 Nature and Continuance of Operations

The Company was incorporated on June 15, 1998 in the State of Nevada, USA and the Company's common shares are publicly traded on the OTC Bulletin Board.

Up until fiscal 2014, the Company was in the business of mineral exploration. On May 28, 2014, the Company formalized an agreement whereby it purchased assets associated with a smokeless cannabis delivery system. The Company planned to develop this system for commercial purposes. On December 14, 2014, this asset purchase agreement was terminated.

On January 21, 2015, a majority of the Company's stockholders approved a consolidation of the issued and outstanding shares of common stock, on a 10 for 1 basis, thereby decreasing the issued and outstanding share capital from 113,020,000 to 11,302,000. On March 11, 2015, the Company effectively changed its name from Madison Explorations, Inc. to Madison Technologies Inc. and effected the stock consolidation. These financial statements give retroactive effect to both these changes.

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next twelve months. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At June 30, 2016, the Company had not yet achieved profitable operations, has accumulated losses of $528,517 since its inception and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances. That said, there is no assurance of additional funding being available.

Note 3 Summary of Significant Accounting Policies

There have been no changes in accounting policies from those disclosed in the notes to the audited consolidated financial statements for the year ended December 31, 2015.

Note 4 **Recent Accounting Pronouncements**

The Company adopts new pronouncements relating to generally accepted accounting principles applicable to the Company as they are issued, which may be in advance of their effective date. Management does not believe that any pronouncement not yet effective but recently issued would, if adopted, have a material effect on the accompanying financial statements.

Note 5 **Notes Payable**

The Company has two notes payable to Paleface Holdings Inc. Each note is unsecured and payable on demand.

a) $25,000 note with annual interest payable at 8%.

As at June 30, 2016, accrued interest on the note was $22,797 (June 30, 2015 - $20,797). The note payable balance including accrued interest was $47,797 as at June 30, 2016 (June 30, 2015 - $45,797). Interest on the debt for each of the six months ended June 30 was $1,000.

b) $23,150 ($30,000 CDN) with annual interest payable at 5%

As at June 30, 2016, accrued interest on the note was $10,708 (June 30, 2015 - $10,015). The note payable balance including accrued interest was $33,857 as at June 30, 2016 (June 30, 2015 - $34,294). Interest on debt for the six months ended June 30 was $578 in 2016 and $600 in 2015.

The company also has an unsecured note payable on demand to Gens Incognito Inc. for $25,000. As at June 30, 2016, accrued interest on the note was $6,202 (June 30, 2015 - $3,194). The note payable balance including accrued interest was $31,202 as at June 30, 2016 (June 30, 2015 - $28,194)

Note 6 **Related Party Advance**

In 2008 the President advanced the Company $561 repayable without interest or any other terms. The unpaid balance as at June 30, 2016 is $261. There were no related party transactions during the six months ended June 30, 2016.

Note 7 **Common Stock**

On January 21, 2015, a majority of the Company's stockholders approved a consolidation of the issued and outstanding shares of common stock, on a 10 for 1 basis, thereby decreasing the issued and outstanding share capital from 113,020,000 to 11,302,000. This was effected on March 11, 2015. This consolidation has been applied retroactively and all references to the number of shares issued reflect this consolidation.

On June 15, 1998 the Company authorized and issued 5,375,000 shares of its common stock in consideration of $430 in cash. ($.00008 per share.)

On June 7, 2004 the Company issued 5,907,000 in consideration of $472 in cash. ($.00008 per share.)

On June 14, 2001 the Company approved a forward stock split of 5,000:1. These financial statements have been retroactively adjusted to effect this split.

On March 30, 2006 the Company entered into a private placement agreement whereby the Company issued 20,000 Regulation-S shares in exchange for $50,000. ($2.50 per share).

There are no shares subject to warrants, options or other agreements as of June 30, 2016.

Note 8 Convertible Notes Payable

In total there are nine convertible notes payable. All notes are non-interest bearing, unsecured and payable on demand. The notes are convertible into common stock at the discretion of the holder on four different conversion rate: $0.01 debt to 1 common share, $0.045 to 1; $0.005 to $1 and $0.15 to 1. The effect that conversion would have on earnings per share has not been disclosed due to the anti-dilutive effect.

There are four convertible notes payable convertible on the basis of $0.01 of debt to 1 common share.

The balance of the first convertible note payable convertible on the basis of $0.01 of debt to 1 common share is as follows:

Balance	Jun 30, 2016	Dec 31, 2015
Proceeds from promissory note	$40,000	$40,000
Value allocated to additional paid-in capital	40,000	40,000
Balance allocated to convertible note payable	-	-
Amortized discount	40,000	40,000
Balance, convertible note payable	$40,000	$40,000

The total discount of $40,000 was amortized over 5 years starting April, 2008. No interest was charged in the six months ending June 30, 2016 or for the year ending December 31, 2015.

The balance of the second convertible note payable convertible on the basis of $0.01 of debt to 1 common share is as follows:

Balance	Jun 30, 2016	Dec 31, 2015
Proceeds from promissory note	$20,000	$20,000
Value allocated to additional paid-in capital	20,000	20,000
Balance allocated to convertible note payable	-	-
Amortized discount	20,000	20,000

Balance, convertible note payable	$20,000	$20,000

The total discount of $20,000 was amortized over 5 years starting June, 2010. No interest was recorded in the six months ended June 30, 2016. Interest of $2,000 was recorded for the six months ended June 30, 2015.

The balance of the third convertible note payable convertible on the basis of $0.01 of debt to 1 common share is as follows:

Balance	Jun 30, 2016	Dec 31, 2015
Proceeds from promissory note	$25,000	$25,000
Value allocated to additional paid-in capital	25,000	25,000
Balance allocated to convertible note payable	-	-
Amortized discount	20,000	17,750
Balance, convertible note payable	$20,000	$17,750

The total discount of $25,000 is being amortized over 5 years starting July, 2012. Accordingly, the annual interest rate is 20% and for the six months ended June 30, 2016 and 2015, $2,500 was recorded as interest expense. As at June 30, 2016 the unamortized discount is $5,000.

The balance of the fourth convertible note payable convertible on the basis of $0.01 of debt to 1 common share at is as follows:

Balance	Jun 30, 2016	Dec 31, 2015
Proceeds from promissory note	$25,000	$25,000
Value allocated to additional paid-in capital	25,000	25,000
Balance allocated to convertible note payable		
Amortized discount	16,250	13,750
Balance, convertible note payable	$16,250	$13,750

The total discount of $25,000 is being amortized over 5 years starting April, 2013. Accordingly, the annual interest rate is 20% and for the six months ended June 30, 2016 and 2015, $2,500 was recorded as interest expense. As at June 30, 2016 the unamortized discount is $8,750.

There are two convertible notes payable convertible on the basis of $0.005 of debt to 1 common share

The balance of the first convertible note payable convertible on the basis of $0.005 of debt to 1 common share is as follows:

Balance	Jun 30, 2016	Dec 31, 2015
Proceeds from promissory note	$10,000	$10,000
Value allocated to additional paid-in capital	10,000	10,000
Balance allocated to convertible note payable	-	-
Amortized discount	10,000	9,500
Balance, convertible note payable	$10,000	$9,500

The total discount of $10,000 is being amortized over 5 years starting April, 2011. Accordingly, the annual interest rate is 20% and for the six months ended June 30, 2016, $750 was recorded as interest expense and $1,000 was recorded as interest expense for the six months ended June 30, 2015.

The balance of the second convertible note payable convertible on the basis of $0.005 of debt to 1 common share is as follows:

Balance	Jun 30, 2016	Dec 31 2015
Proceeds from promissory note	$10,000	$10,000
Value allocated to additional paid-in capital	10,000	10,000
Balance allocated to convertible note payable	-	-
Amortized discount	10,000	9,250
Balance, convertible note payable	$10,000	$9,250

The total discount of $10,000 is being amortized over 5 years starting May, 2011. Accordingly, the annual interest rate is 20% and for the six months ended June 30, 2016, $750 was recorded as interest expense and $1,000 was recorded as interest expense for the six months ended June 30, 2015.

There is one convertible notes payable convertible on the basis of $0.045 of debt to 1 common share

The balance of this convertible note payable is as follows:

Balance	Jun 30, 2016	Dec 31, 2015
Proceeds from promissory note	$25,000	$25,000
Value allocated to additional paid-in capital	25,000	25,000
Balance allocated to convertible note payable	-	
Amortized discount	10,833	8,333
Balance, convertible note payable	$10,833	$8,333

The total discount of $25,000 is being amortized over 5 years starting May, 2014. Accordingly, the annual interest rate is 20% and for the six months ended June 30, 2016 and 2015, $2,500 was recorded as interest expense. As at June 30, 2016 the unamortized discount is $14,167.

There is one convertible notes payable convertible on the basis of $0.15 of debt to 1 common share

The balance of this convertible note payable is as follows:

Balance	Jun 30, 2016	Dec 31, 2015
Proceeds from promissory note	$25,000	$25,000
Value allocated to additional paid-in capital	25,000	25,000
Balance allocated to convertible note payable		
Amortized discount	6,250	3,750
Balance, convertible note payable	$6,250	$3,750

The total discount of $25,000 is being amortized over 5 years starting April, 2015. Accordingly, the annual interest rate is 20% and for the six months ended June 30, 2016 and 2015, $2,500 was recorded as interest expense. As at June 30, 2016 the unamortized discount was $18,750.

There is one convertible notes payable convertible on the basis of $0.05 of debt to 1 common share

The balance of this convertible note payable is as follows:

Balance	Jun 30, 2016	Dec 31, 2015
Proceeds from promissory note	$21,000	$ -
Value allocated to additional paid-in capital	21,000	-
Balance allocated to convertible note payable	-	-
Amortized discount	700	-
Balance, convertible note payable	$700	$ -

The total discount of $21,000 is being amortized over 5 years starting May, 2016. Accordingly, the annual interest rate is 20% and for the six months ended June 30, 2016, $700 was recorded as interest expense and $0 was recorded as interest expense for the six months ended June 30, 2015. As at June 30, 2016 the unamortized discount is $20,300.

Forward Looking Statements

This quarterly report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements involve risks and uncertainties, including statements regarding Madison's capital needs, business plans and expectations. Such forward-looking statements involve risks and uncertainties regarding Madison's ability to carry out its planned exploration programs on its mineral properties. Forward-looking statements are made, without limitation, in relation to Madison's operating plans, Madison's liquidity and financial condition, availability of funds, operating and exploration costs and the market in which Madison competes. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may", "will", "should", "expect", "plan", "intend", "anticipate", ' "estimate", "predict", "potential" or "continue", the negative of such terms or other comparable terminology. Actual events or results may differ materially. In evaluating these statements, you should consider various factors, including the risks outlined below, and, from time to time, in other reports Madison files with the SEC. These factors may cause Madison's actual results to differ materially from any forward-looking statement. Madison disclaims any obligation to publicly update these statements, or disclose any difference between its actual results and those reflected in these statements. The information constitutes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation.

The following discussion of Madison's financial condition, changes in financial condition and results of operations for the three months ended June 30, 2016 should be read in conjunction with Madison's unaudited consolidated financial statements and related notes for the three months ended June 30, 2016.

GENERAL

Madison Technologies Inc. ("**Madison**") is a Nevada corporation that was incorporated on June 15, 1998. Madison was initially incorporated under the name "Madison-Taylor General Contractors, Inc." Effective May 24, 2004, Madison changed its name to "Madison Explorations, Inc." by a majority vote of the shareholders. Effective March 9, 2016, Madison changed its name to "Madison Technologies Inc.," by a majority vote of the shareholders. See Exhibit 3.3 – Certificate of Amendment for more details.

We intend to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to us by persons or firms which desire to seek the advantages of an issuer who has complied with the

Securities Act of 1934 (the “1934 Act”). We will not restrict our search to any specific business, industry or geographical location, and we may participate in business ventures of virtually any nature. We are considered to be a “shell company”, which is a company with either no or nominal operations or assets, or assets consisting solely of cash and cash equivalents. An investment in the shares of a shell company should be considered highly illiquid given the resale restrictions that apply to them. This discussion of our proposed business is purposefully general and is not meant to be restrictive of our unlimited discretion to search for and enter into potential business opportunities. We anticipate that we may be able to participate in only one potential business venture because of our lack of financial resources.

RESULTS OF OPERATIONS

Our financial statements have been prepared assuming that we will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should we be unable to continue in operation. We expect we will require additional capital to meet our long term operating requirements. We expect to raise additional capital through, among other things, the sale of equity or debt securities.

Six months ended June 30, 2016 and June 30, 2015

Our net loss for the six-month period ended June 30, 2016 was $23,756 (2015: $37,461), which consisted of general and administration expenses. We did not generate any revenue during either six-month period in fiscal 2016 or 2015. The increase in expenses in the current fiscal year relate to accounting, audit, and legal fees that we have incurred in connection with the filing obligations with both the SEC and with SEDAR in Canada.

The weighted average number of shares outstanding was 11,302,000 for the six-month period ended June 30, 2016 and 11,302,000 for the six-month period ended June 30, 2015.

Liquidity and Capital Resources

As at June 30, 2016, our current assets were $618 compared to $501 in current assets at December 31, 2015. As of June 30, 2016, our current liabilities were $271,315 compared to $266,251 at December 31, 2015. Current liabilities at June 30, 2016 were comprised of $112,857 in notes payable and accrued interest, $134,033in convertible notes payable, $26,164 in accounts payable and $261 related party advance to our director.

Stockholders’ deficit increased from $265,750 as of December 31, 2015 to $270,697 as of June 30, 2016.

As at June 30, 2016, Madison had cash of $618 and a working capital deficit of $265,750, compared to cash of $501 and working capital deficit of $270,697 as at December 31, 2015.

Net Cash Used in Operating Activities

Madison used cash of $20,833 in operating activities during the first six months of fiscal 2016 compared to cash used of $25,838 in operating activities during the same period in the previous fiscal year. The decrease in the operating activities was principally a result of an decrease in accounts payable and accruals.

Net Cash Provided (Used in) Investing Activities

Net cash used in investing activities was nil for the first six months of fiscal 2016 as compared with cash flow from investing activities of nil for the same period in the previous fiscal year.

Net Cash Provided by Financing Activities

Net cash flows provided by financing activities were $21,000 for the first six months of fiscal 2016. Madison generated $25,000 from financing activities during the first six months of fiscal 2015 from the proceeds of a note payable.

Plan of Operation

Our plan of operations is to raise debt and, or, equity to meet our ongoing operating expenses and attempt to merge with another entity with experienced management and opportunities for growth in return for shares of our common stock to create value for our shareholders. There can be no assurance that we will successfully complete these transactions. In particular, there is no assurance that any such business will be located or that any stockholder will realize any return on their shares after such a transaction. Any merger or acquisition completed by us can be expected to have a significant dilutive effect on the percentage of shares held by our current stockholders. We believe we are an insignificant participant among the firms which engage in the acquisition of business opportunities. There are many established venture capital and financial concerns that have significantly greater financial and personnel resources and technical expertise than we have. In view of our limited financial resources and limited management availability, we will continue to be at a significant competitive disadvantage compared to our competitors.

We intend to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to us by persons or firms which desire to seek the advantages of an issuer who has complied with the Securities Act of 1934 (the “1934 Act”). We will not restrict our search to any specific business, industry or geographical location, and we may participate in business ventures of virtually any nature. This discussion of our proposed business is purposefully general and is not meant to be restrictive of our virtually unlimited discretion to search for and enter into potential business opportunities. We anticipate that we may be able to participate in only one potential business venture because of our lack of financial resources.

We may seek a business opportunity with entities which have recently commenced operations, or that desire to utilize the public marketplace in order to raise additional capital in order to expand into new products or markets, to develop a new product or service, or for other corporate purposes. We may acquire assets and establish wholly owned subsidiaries in various businesses or acquire existing businesses as subsidiaries; though no such opportunities have been identified at the time of this filing.

We expect that the selection of a business opportunity will be complex and risky. Due to general economic conditions, rapid technological advances being made in some industries and shortages of available capital, we believe that there are numerous firms seeking the benefits of an issuer who has complied with the 1934 Act. Such benefits may include facilitating or improving the terms on which additional equity financing may be sought, providing liquidity for incentive stock options or similar benefits to key employees, providing liquidity (subject to restrictions of applicable statutes) for all stockholders and other factors. Potentially, available business opportunities may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex. We have, and will continue to have, essentially no assets to provide the owners of business opportunities. However, we will be able to offer owners of acquisition candidates the opportunity to acquire a controlling ownership interest in an issuer who has complied with the 1934 Act without incurring the cost and time required to conduct an initial public offering.

The analysis of new business opportunities will be undertaken by, or under the supervision of, our Board of Directors. We intend to concentrate on identifying preliminary prospective business opportunities which may be brought to our attention through present associations of our director, professional advisors or by our stockholders. In analyzing prospective business opportunities, we will consider such matters as (i) available technical, financial and managerial resources; (ii) working capital and other financial requirements; (iii) history of operations, if any, and prospects for the future; (iv) nature of present and expected competition; (v) quality, experience and depth of management services; (vi) potential for further research, development or exploration; (vii) specific risk factors not now foreseeable but that may be anticipated to impact the proposed activities of the Company; (viii) potential for growth or expansion; (ix) potential for profit; (x) public recognition and acceptance of products, services or trades; (xi) name identification; and (xii) other factors that we consider relevant. As part of our investigation of the business opportunity, we expect to meet personally with management and key personnel. To the extent possible, we intend to utilize written reports and personal investigation to evaluate the above factors.

We will not acquire or merge with any company for which audited financial statements cannot be obtained within a reasonable period of time after closing of the proposed transaction.

Management anticipates incurring the following expenses during the next 12 month period:

Management anticipates spending approximately $2,500 in ongoing general and administrative expenses per month for the next 12 months, for a total anticipated expenditure of $30,000 over the next 12 months. The general and administrative expenses for the year will consist primarily of professional fees for the audit and legal work relating to Madison's regulatory filings throughout the year, as well as transfer agent fees, annual mineral claim fees and general office expenses.

Management anticipates spending approximately $15,000 in complying with Madison's obligations as a reporting company under the *Securities Exchange Act of 1934* and as a reporting issuer in Canada. These expenses will consist primarily of professional fees relating to the preparation of Madison's financial statements and completing and filing its annual report, quarterly report, and current report filings with the SEC and with SEDAR in Canada.

As at June 30, 2016, Madison had cash of $618 and a working capital deficit of $270.697. Accordingly, Madison will require additional financing in the amount of $315,079 in order to fund its obligations as a reporting company under the *Securities Act of 1934* and its general and administrative expenses for the next 12 months.

During the 12 month period following the date of this report, management anticipates that Madison will not generate any revenue. Accordingly, Madison will be required to obtain additional financing in order to continue its plan of operations. Management believes that debt financing will not be an alternative for funding Madison's plan of operations as it does not have tangible assets to secure any debt financing. Rather management anticipates that additional funding will be in the form of equity financing from the sale of Madison's common stock. However, Madison does not have any financing arranged and cannot provide investors with any assurance that it will be able to raise sufficient funding from the sale of its common stock to fund its plan of operations. In the absence of such financing, Madison will not be able to acquire any interest in a new property and its business plan will fail. Even if Madison is successful in obtaining equity financing and acquire an interest in a new property, additional exploration on the mineral property will be required before a determination as to whether commercially exploitable mineralization is present. If Madison does not continue to obtain additional financing, it will be forced to abandon its business and plan of operations.

Going Concern

Madison has not attained profitable operations and is dependent upon obtaining financing to pursue any extensive business activities. For these reasons Madison's auditors stated in their report that they have substantial doubt Madison will be able to continue as a going concern.

Off-balance Sheet Arrangements

Madison has no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Madison is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and is not required to provide the information required under this item.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that is designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

An evaluation was conducted under the supervision and with the participation of our management of the effectiveness of the design and operation of our disclosure controls and procedures as of March 31, 2016. Based on that evaluation, our management concluded that our disclosure controls and procedures were effective as of such date to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. Such officer also confirmed that there was no change in our internal control over financial reporting during the three-month period ended March 31, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II – Other Information

Item 1. Legal Proceedings.

Madison is not a party to any pending legal proceedings and, to the best of Madison's knowledge, none of Madison's property or assets are the subject of any pending legal proceedings.

Item 1A. Risk Factors.

Madison is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and is not required to provide the information required under this item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During the quarter of the fiscal year covered by this report, (i) Madison did not modify the instruments defining the rights of its shareholders, (ii) no rights of any shareholders were limited or qualified by any other class of securities, and (iii) Madison did not sell any unregistered equity securities.

Item 3. Defaults Upon Senior Securities.

No report required.

Item 4. Mining Safety Disclosures.

No report required.

Item 5. Other Information.

No report required

Item 6. Exhibits

(a) Index to and Description of Exhibits

All Exhibits required to be filed with the Form 10-Q are included in this quarterly report or incorporated by reference to Madison's previous filings with the SEC, which can be found in their entirety at the SEC website at www.sec.gov under SEC File Number 000-51302.

Exhibit	Description	Status
3.1	Articles of Incorporation, filed as an exhibit to Madison's registration statement on Form 10-SB filed on May 4, 2005, and incorporated herein by reference.	Filed
3.2	By-Laws, filed as an exhibit to Madison's registration statement on Form 10-SB filed on May 4, 2005, and incorporated herein by reference.	Filed
31	Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Included
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Included

Signatures

In accordance with the requirements of the Securities Exchange Act of 1934, Madison Technologies, Inc. has caused this report to be signed on its behalf by the undersigned duly authorized person.

	Madison Technologies, Inc.	
Dated: **August 15, 2016**	By:	***/s/ Joseph Gallo***
	Name:	**Joseph Gallo**
	Title**:**	**President and Chief Executive Officer** **(Principal Executive Officer)**