

## EARLY WARNING REPORT

### 1. Name and address of Offeror

UFPB VoodooVox LLC (the "**Offeror**")  
C/O User Friendly Phone Book LLC  
10200 Grogan's Mill Road, Suite 440  
The Woodlands, Texas  
U.S.A. 77380

### 2. Name of Issuer

VoodooVox Inc. (the "**Corporation**")

### 3. Designation and number or principal amount of securities and the offeror's security holding percentage in the class of securities of which the offeror acquired ownership or control the transaction or occurrence giving rise to the reporting obligation, and whether it was ownership or control that was acquired in those circumstances

On February 6, 2014, as part of a private placement financing with the Corporation (the "**Financing**"), the Offeror acquired 67,500,000 common shares in the capital of the Corporation ("**Common Shares**") at a price of \$0.05 per Common Share and a secured debenture in the amount of \$100,000 bearing interest at the annual rate of 13.5% (the "**Debenture**"). Interest payments on the Debenture may be made in Common Shares at the Offeror's option, converted using the 5-day weighted average market price of the Common Shares prior to the payment date.

As a result of the Financing, the Offeror owns 40% of the Corporation's issued and outstanding Common Shares.

### 4. Designation and number or principal amount of securities and the offeror's security holding percentage in the class of securities immediately after the transaction or occurrence giving rise to the reporting obligation

See item 3.

### 5. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:

- i. **The Offeror, either alone or together with any joint actors, has ownership and control**

See item 3.

- ii. **The Offeror, either alone or together with any joint actors, has ownership but control is held by other person or companies other than the Offeror or any joint actor and**

Nil.

**iii. The Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership**

Nil.

**6. The name of the market in which the transaction or occurrence that gave rise to the reporting obligation took place**

Private placement by the Corporation.

**7. The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the reporting obligation**

The 67,500,000 Common Shares were acquired on February 6, 2014 at the price of \$0.05 per Common Share.

**8. The purpose of the Offeror and any joint actors in effecting the transaction or occurrence that gave rise to the reporting obligation, including any further intention to acquire ownership of, or control over, additional securities of the reporting issuer**

The Offeror acquired the securities for investment purposes. Depending on the evolution of Corporation's business, financial condition, the market for the Corporation's securities, general economic conditions and other factors, the Offeror may acquire additional securities of the Corporation, or sell some or all of the securities it holds, in the open market, by private agreement or otherwise, subject to their availability at attractive prices, market conditions and other relevant factors.

**9. The general nature and the material terms of any agreement, other than lending arrangements, with respect to the securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities**

In connection with the Financing, the Offeror and the Corporation have entered into a Securities Purchase Agreement containing terms and conditions relating to the Offeror's acquisition of Common Shares and pursuant to which the Offeror has been granted board nomination rights, a right of first approach and a participation right in connection with future financings of the Corporation. In connection with the exercise of the Offeror's board nomination right, on February 6, 2014, two of the Corporation's then current directors have resigned and the two vacancies have been filled by two directors appointed by the Offeror. In addition, the size of the Corporation's board of directors has been increased from four directors to five and the fifth director has been appointed by mutual agreement between the Corporation and the Offeror as of closing of the Financing.

The Offeror also agreed not to acquire any additional Common Shares for a period of one year from the closing date of the Financing, subject to certain limited exceptions.

In addition, the Offeror also entered into a voting agreement with another shareholder of the Corporation pursuant to which such shareholder agreed to vote its common shares of the Corporation in favour of the resolutions electing the members of the board of directors that are nominated by the Corporation and the Offeror in accordance with the terms of the Securities Purchase Agreement and the resolutions approving certain limited specified transactions related to the Corporation which are expressly provided in the voting agreement.

**10. The names of any joint actors in connection with the disclosure required by this report**

Nil.

**11. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the Offeror**

The Offeror paid the Corporation total consideration of \$3,375,000 for the Common Shares and \$100,000 for the Debenture.

**12. If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting that reliance**

The Common Shares and the Debenture were acquired through a private placement, pursuant to the accredited investor exemption in section 2.3 of National Instrument 45-106 – *Prospectus and Registration Exemptions*.

Dated this 10th day of February, 2014.

**UFPB VOODOOVOX LLC**

By: (signed) David Lambert

Name: David Lambert

Title: Authorized Person