MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("**MD&A**") for UpSnap, Inc. (formerly VoodooVox Inc.) ("**UpSnap**" or the "**Company**") should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements, and the accompanying notes, as at and for the quarter ended June 30, 2014, which have been filed with certain securities regulatory authorities in Canada and may be accessed through the SEDAR website at www.sedar.com (under UpSnap's profile). References in this MD&A to the Company's financial position and results of operations are presented on a consolidated basis and include the accounts of the Company and its wholly-owned subsidiaries, UpSnap USA Holdings, Inc., BTS Logic Europe ApS, Call Genie (Ontario) Inc., Call Genie Europe B.V., and VoodooVox Limited. The Company's unaudited condensed interim consolidated financial statements, including the notes thereto, and the financial information presented in this MD&A have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All amounts are stated in Canadian currency unless otherwise indicated. This MD&A is dated August 25, 2014, and the information in this MD&A is current to August 22, 2014, unless otherwise noted. Whenever used in this MD&A, the term "**Common Shares**" means common shares in the capital of the Company.

At its annual shareholders' meeting held on June 27, 2014, shareholder voted to change the Company's name from "VoodooVox Inc." to "UpSnap, Inc." as part of a move to reflect its expanded business focus. The name change was effective July 21, 2014. In conjunction with the name change, the Company changed its trading symbol on the Canadian Securities Exchange from "VVX" to "UP".

The content of this MD&A has been approved by the board of directors of the Company (the "**Board**" or "**Board of Directors**"), on the recommendation of its Audit Committee.

Further information concerning the Company and its business and operations may be obtained from continuous disclosure materials filed by the Company from time-to-time with certain securities regulatory authorities in Canada. These continuous disclosure materials are available through the Company's website at www.UpSnap.com or through the SEDAR website at www.sedar.com (under UpSnap's profile).

FORWARD LOOKING STATEMENTS AND DISCLAIMER

Certain information set out in this MD&A constitutes forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "hope", "plan", "continue", "estimate", "expect", "may", "will", "intend", "could", "might", "should", "scheduled", "believe" and similar expressions.

Forward-looking statements are based upon the opinions, expectations and estimates of management and, in some cases, information received from or disseminated by third parties, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or outcomes to differ materially from those anticipated or implied by such forward-looking statements. These factors include such things as the Company's current stage of development, the lack of a track record with respect to the generation of revenues from performance-based arrangements with customers, its reliance on third parties and third party technology, the existence of competition, the availability of external financing, the inherent risks associated with research and development activities and commercialization of emerging technologies (such as lack of market acceptance), timing of execution of various elements of the Company's business plan, the availability of human resources, the emergence of competing business models, new laws (domestic or foreign), lack of acceptance by customers, management's estimates of project requirements being incorrect, information received from third parties with respect to anticipated transaction volumes being incorrect, a lack of advertising sources for integration into the Company's platform, management's understanding of the competitive and regulatory environment being incorrect and the other risk factors noted below under the heading "Business Risks and Uncertainties". **Accordingly, readers should not place undue reliance upon the forward-looking information contained herein and the forward-looking statements contained in this MD&A should not be considered or interpreted as guarantees of future outcomes or results.**

The Company does not assume responsibility for the accuracy and completeness of the forward-looking statements set out in this MD&A and, subject to applicable securities laws, does not undertake any obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances. UpSnap's forward-looking statements are expressly qualified in their entirety by the foregoing cautionary statement.

OVERVIEW

UpSnap provides highly-targeted, data-driven mobile advertising to attract the ideal audience for brands big and small. Combining first-party proprietary data and real-time analytics, UpSnap goes beyond location to deliver site agnostic and results-driven campaigns that produce qualified, engaged customers. UpSnap tailors each campaign to align with unique business goals, delivering the right customers for more meaningful exposure and better business results.

The Company's mobile advertising model is based on establishing long-term relationships with advertisers either directly or indirectly through advertising agencies and other media companies. UpSnap enters into arrangements with advertisers, which typically include the signing of an insertion order. Each insertion order, which generally remains in effect for a limited time period and involves a limited budget, outlines the performance criteria under which UpSnap earns a fee. The fees can be classified into two broad categories: CPM fees and CPA fees. Cost Per Thousand ("**CPM**") fees are earned based on simple insertion or display of the ad into any advertising inventory slot. No action is required by the consumer in order to earn this type of fee. Cost Per Action ("**CPA**") fees are earned when a consumer who hears or sees the ad takes a specific action. Performance criteria for CPA fees can include, but are not limited to, initiating a click-to-call phone call to a direct response call center, downloading an application, selecting an alternative merchant from a disconnected telephone number or providing additional merchant information.

In March 2014, UpSnap began offering its mobile advertising services to small businesses on a subscription basis. Advertisers pay a monthly fee in return for a fixed number of mobile display ads. The adds typically target a local area and are associated with a strong call to action such as "tap to call", "tap for directions", "tap for appointment", "tap for coupon", or "tap for website". UpSnap sells these subscriptions through a reseller network.

In order to earn CPM or CPA fees, UpSnap must source publishers who have places to insert advertisements ("**Ad Traffic**"). The arrangements to purchase Ad Traffic can be either on a fixed fee or revenue share basis. Fixed fees have a higher risk/return profile as the amount paid to the publisher is fixed and UpSnap's revenues vary based on the effectiveness of the ad campaigns. Alternatively, the publisher arrangements can be revenue share based where the publisher earns a percentage of the CPM or CPA fees earned by UpSnap. This has lower risk to UpSnap, but costs are potentially higher than a fixed fee. To date, UpSnap has generally favored revenue share arrangements.

UpSnap believes that the key to delivering an effective mobile advertising experience is providing publishers with highly relevant, targeted ads. To assist in sourcing these ads, UpSnap relies on its analytics technology, which provides relevant demographic information about consumers who use the publishers' service. Increased knowledge and predictability regarding consumer behavior generally translates into higher CPM rates and higher yield on CPA revenue sources.

In addition to its mobile advertising services, UpSnap provides mobile platform products consisting of software and services that allow customers such as telephone carriers to run their own mobile advertising exchanges. UpSnap also provides voice and data search solutions consisting of software and services that allow customers to perform voice and data searches on proprietary business directories. UpSnap expects that its legacy voice and data search solutions and mobile platform products will continue to generate software license and maintenance fees, hosting fees and consulting fees.

OVERALL PERFORMANCE

In March 2014, UpSnap began offering its mobile advertising services to small businesses on a subscription basis. Advertisers pay a monthly fee in return for a fixed number of mobile display ads. UpSnap believes that there are several advantages to the new subscription model. Subscription fees are CPM based rather than performance based and contracts are for a longer term than UpSnap's traditional advertising campaigns resulting in more predictable long term revenue. Also, the Company sells the subscriptions through a reseller network, allowing UpSnap to leverage its resellers' sales forces and customer relationships. To date, UpSnap has secured agreements with 7 resellers for its subscription services.

Subscription contracts are generally for a one year term and the Company bills and records revenue monthly over the term. As most subscription contracts have been in place for less than three months, the bulk of the revenue from new subscriptions will be recognized in future periods. The switch in focus to these subscription services along with the associated delay in recognizing revenue on these services were primary reasons for the decrease in mobile advertising revenue in the second quarter. Mobile advertising revenue for the three months ended June 30, 2014, was $0.5 million compared to $0.7 milling in 2013. Total revenues for the three months ended June 30, 2014, totaled $0.7 million compared to $1.0 million in 2013.

Operating costs for the three months ended June 30, 2014, totaled $1.8 million compared to $1.7 million in 2013. The increase was primarily due to increased marketing and travel costs related to the Company's sales and re-branding efforts.

Net loss for the three months ended June 30, 2014, was $1.1 million (or $0.01 per share) compared to $1.3 million (or $0.30 per share) in 2013. Lower revenues and a larger loss from operations were offset by lower interest and accretion expenses and gains on settlement of debt or payable amounts resulting in a smaller net loss.

RESULTS OF OPERATIONS

<u>Subscriber Results</u>

	3 months ended June 30	**6 months ended June 30**
New subscribers	310	329
Total subscribers	329	329
Monthly average revenue per subscriber	US$51.85	US$51.74

In March 2014, UpSnap began offering its mobile advertising services to small businesses on a subscription basis. Advertisers pay a monthly fee in return for a fixed number of mobile display ads. Subscriptions are generally for a one year term and can be renewed by the advertiser. UpSnap sells these subscriptions through a reseller network. To date, UpSnap has secured agreements with 7 resellers. UpSnap expects that subscriptions will continue to grow in future periods.

Revenues

UpSnap operates in one segment, advertising software and services. Revenues for the six months ended June 30, 2014, totaled $1.8 million, unchanged from 2013. Revenues for the three months ended June 30, 2014, totaled $0.7 million compared to $1.0 million in 2013. The following tables set out additional information concerning revenues by product lines.

6 months ended June 30, (in 000's)	**2014**	**2013**	**Variance**	**% change**
Mobile Advertising	1,255	1,153	102	9%
Mobile Platform	161	250	(89)	(36%)
Voice and Data Search	338	401	(63)	(16%)
Total	**1,754**	**1,804**	**(50)**	**(0%)**

3 months ended June 30, (in 000's)	**2014**	**2013**	**Variance**	**% change**
Mobile Advertising	545	740	(195)	(26%)
Mobile Platform	13	115	(102)	(89%)
Voice and Data Search	153	180	(27)	(15%)
Total	**711**	**1,035**	**(324)**	**(31%)**

Mobile advertising revenue decreased in the second quarter as the Company shifted its sales focus to its subscription services. Subscription contracts are generally for a one year term and the Company bills and records revenue monthly over the term. As most contracts have been in place for less than three months, the bulk of the revenue from new subscriptions will be recognized in future periods. UpSnap believes that the dip in revenue in the second quarter will be offset by subscription revenues recognized on existing contracts in future periods.

Mobile advertising arrangements with advertisers are unique and revenue is generally determined based on the number and type of leads generated. The amount of revenue generated from the Company's mobile advertising services will depend, to a significant degree, on the Company's ability to source relevant Ad Traffic and ads that prompt consumers to act in a manner that generates a measurable sales lead to a merchant. It is difficult to project the number of phone calls or click-throughs which will be delivered to advertisers and how much advertisers will spend, and it is even more difficult to anticipate the average revenue per phone call or click-through. UpSnap expects its quarterly results will continue to vary, from quarter to quarter and year to year, sometimes significantly.

UpSnap's new subscription services are not performance-based and contracts are for a longer term resulting in more predictable revenue. However, as this is a new service, the Company does not have sufficient historical information to make revenue predictions for future periods. UpSnap expects that subscriptions will continue to grow in future periods.

Mobile platform revenue and voice and data search revenue decreased in the second quarter due to the expiration of support contracts. UpSnap expects that revenue from its legacy products will remain flat or decrease as its existing contracts expire.

Deferred revenue at June 30, 2014, was $0.1 million compared to $0.2 million at December 31, 2013. The Company does not expect to have significant deferred revenue in future periods.

Operating Costs

Operating costs for the six months ended June 30, 2014, totaled $3.8 million compared to $3.5 million in 2013. The increase was primarily due to an increase in network and publisher costs as a result of growth in the Company's mobile advertising revenue and an increase in labour costs as a result of restructuring charges. Operating costs for the three months ended June 30, 2014, totaled $1.8 million compared to $1.7 million in 2013. The increase was primarily due to increased marketing and travel costs related to the Company's sales and re-branding efforts.

Network and Publisher Costs

Network and publisher costs consist of non-labour costs directly incurred by the Company to provide hosted services and to acquire traffic (places to insert advertisements) from publishers. This includes network, data and operating charges required to support revenue generating services. Network and publisher costs for the six months ended June 30, 2014, totaled $0.8 million compared to $0.7 million in 2013. The increase in costs for the first six months was primarily due to an increase in Ad Traffic purchases required to support the growth in mobile advertising revenues. Network and publisher costs for the three months ended June 30, 2014, totaled $0.3 million compared to $0.4 million in 2014. The decrease was consistent with a corresponding decrease in mobile advertising revenue in the second quarter. UpSnap expects its publisher costs to continue to change in proportion to the growth in its mobile advertising revenue.

Labour Costs

Labour costs consist of employee salaries, employee benefits and stock option compensation expense. For the six months ended June 30, 2014, labour costs were $1.8 million compared to $1.6 million in 2013. For the three months ended June 30, 2014, labour costs were $0.8 million, unchanged from 2013. The increase in costs for the first six months was primarily due to severance payments made to three former executives. The average number of employees for the six months ended June 30, 2014, was 18 compared to 23 in 2013. UpSnap expects its labour costs to increase in proportion to the growth in its sales efforts.

Other Operating Costs

Other operating costs consist primarily of facility costs, professional services, telephone expenses, travel, and costs associated with operating as a public issuer. Other operating costs for the six months ended June 30, 2014, totaled $0.6 million, unchanged from 2013. Other operating costs for the three months ended June 30, 2014, totaled $0.4 million compared to $0.3 million in 2013. The increase in operating costs in the second quarter was primarily due to increased marketing and travel costs related to the Company's sales and re-branding efforts. UpSnap expects other operating costs to increase in proportion to its sales and marketing efforts.

Amortization
Amortization expense for the three and six months ended June 30, 2014 were unchanged from 2013. UpSnap expects that a reduced reliance on its own computer hardware and software will result in lower capital and amortization costs in future periods.

Operating Loss
UpSnap's operating loss for the six months ended June 30, 2014, was $2.0 million compared to a loss of $1.7 million in 2013. The increase was primarily due to an increase in operating costs. Operating loss for the three months ended June 30, 2014, was $1.1 million compared to $0.7 million in 2013. The increase was primarily due to lower revenue recognized in the second quarter as a result of the Company's shift to subscription services and an increase in operating costs.

Gain on Settlement of Debt
UpSnap reached agreements with a number of creditors to settle outstanding debt or payable amounts at a discount. The Company recorded a gain of $0.3 million on these settlements.

Interest and Accretion Expense
Interest and accretion expense for the six months ended June 30, 2014, was $0.1 million compared to $1.2 million in 2013. Interest and accretion expense for the three months ended June 30, 2014, was less than $0.1 million compared to $0.6 million in 2013. The decrease in interest and accretion expense is due to a lower balance of outstanding debentures. The Company expects its interest and accretion expense will be immaterial in future periods.

Net Loss
UpSnap's net loss for the six months ended June 30, 2014, was $1.8 million (or $0.01 per share) compared to a loss of $3.0 million (or $0.70 per share) in 2013. Net loss for the three months ended June 30, 2014, was $1.1 million (or $0.01 per share) compared to $1.3 million (or $0.30 per share) in 2013. A larger loss from operations was offset by lower interest and accretion expenses and gains on settlement of debt or payable amounts resulting in a smaller net loss.

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected financial information of the Company for the quarters indicated.

(000's, except per share amounts)	Q3 2012	Q4 2012	Q1 2013	Q2 2013	Q3 2013	Q4 2013	Q1 2014	Q2 2014
Revenue								
Mobile advertising	499	458	413	740	558	551	710	545
Mobile platform	142	(34)	135	115	122	56	148	13
Voice and data search	248	351	221	180	194	238	185	153
	889	775	769	1,035	874	845	1,043	711
Expenses								
Network and publisher costs	308	321	291	429	407	453	526	310
Labour costs	1,106	1,018	823	777	640	1,040	945	809
Other operating costs	1,006	823	375	275	174	161	236	413
Acquisition earn out	-	313	-	-	-	-	-	-
Amortization	293	288	261	260	259	261	258	259
	2,713	2,751	1,750	1,741	1,480	1,915	1,965	1,791
Operating Loss	**(1,824)**	**(1,987)**	**(981)**	**(706)**	**(606)**	**(1,070)**	**(922)**	**(1,080)**
Other income (expense)								
Interest and accretion	(518)	(562)	(556)	(601)	(430)	(60)	(46)	(38)
Gain (loss) on sale of other asset	(75)	63	(172)	-	-	-	-	-
Gain on sale of assets	-	-	-	26	-	-	-	-
Loss on adjustment to convertible debt	-	-	-	-	(5,316)	-	-	-
Loss on impairment of goodwill	-	(2,211)	-	-	-	-	-	-
Loss on impairment of intangible assets	-	(104)	-	-	-	-	-	-
Gain (loss) on settlement of debt	-	76	-	-	(1,770)	-	290	-
Net loss for the period	**(2,417)**	**(4,483)**	**(1,709)**	**(1,281)**	**(8,122)**	**(1,130)**	**(678)**	**(1,118)**
Basic and diluted loss per share	(0.62)	(1.11)	(0.40)	(0.30)	(0.33)	(0.02)	(0.01)	(0.01)

LIQUIDITY AND CAPITAL RESOURCES

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The reported financial position of the Company presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company has incurred losses totaling $104.4 million since the Company commenced operations in 2000. As of June 30, 2014, the Company had working capital of $0.5 million and a cash balance of $1.3 million.

On February 6, 2014, the Company completed a brokered private placement for 96,500,000 Common Shares, at a price of $0.05 per share, and for a $0.1 million debenture for aggregate net proceeds of $3.5 million after financing costs.

Notwithstanding this financing, the Company's ability to continue operations remains dependent upon its ability to: 1) raise additional funds; 2) realize transaction revenues from existing customer relationships; and 3) secure new customer relationships that provide the Company with adequate funds to cover projected expenditures (or a combination of the foregoing). If the Company does not generate sufficient funds from existing or new customer relationships and is unable to raise additional financing, the Company will have to consider strategic alternatives, which may include, among other things, exploring the monetization of certain intangible assets, modification of planned operating expenditures, or the sale of the Company.

Cash flows from operating activities primarily consist of the Company's loss before income tax adjusted for certain non-cash items such as amortization, stock-based compensation, interest and accretion on debentures, expenses settled in Common Shares rather than cash, gains and losses on the sale of assets or the settlement of liabilities, impairment of goodwill and intangible assets and changes in working capital.

Cash flows used for operating activities for the six months ended June 30, 2014, were $2.1 million compared to $1.0 million in 2013. The increase was primarily due to increased operating costs, especially network and publisher costs and labour costs, as well as changes in the Company's working capital balances, especially a decrease in payables due to the settlement of outstanding balances.

During the six months ended June 30, 2014, UpSnap financed its operations primarily through the issuance of debt and equity securities in a private placement on February 6, 2014. In addition to this financing, cash flows from financing activities included $0.1 million in payments for debentures and short term notes that matured and less than $0.1 million in interest payments to holders of the Company's debentures and short term notes.

UpSnap expects that the financing that closed on February 6, 2014, for net proceeds of $3.5 million will provide sufficient cash for operations in 2014 and there are currently no plans for additional financing.

Notwithstanding its current plans, for a majority of its mobile advertising services, UpSnap makes payments to publishers in advance of collecting fees from its customers. Should the Company's mobile advertising revenue grow significantly, working capital requirements will increase as a result and the Company may need to source additional funds.

OUTSTANDING SHARE DATA

The Company's outstanding share capital consists of Common Shares. The Company is authorized to issue an unlimited number of Common Shares. At June 30, 2014, 168,642,191 Common Shares were outstanding compared to 72,142,191 Common Shares outstanding at December 31, 2013. The increase was due to the issuance of 96,500,000 Common Shares in a private placement.

As at June 30, 2014, the Company had 7,505,725 (8,597,200 at December 31, 2013) stock options outstanding with a weighted average exercise price of $0.21 and 8,743,200 (898,200 at December 31, 2013) share purchase warrants outstanding with an average exercise price of $0.22. Under various tranches of convertible debentures distributed by the Company, holders are entitled to convert the outstanding principal amount of their debentures and accrued interest into Common Shares at conversion prices ranging from $5.00 to $25.00 per share, subject to anti-dilution adjustments. If the aggregate principal amount of the debentures distributed in 2009 and still outstanding at June 30, 2014, were to be fully converted, at the $25.00 conversion price, an additional 1,600 Common Shares would be issued. If the aggregate principal amount of the debentures distributed in 2010 and still outstanding at June 30, 2014, were to be fully converted, at the $5.00 conversion price, an additional 6,000 Common Shares would be issued. In addition, if the broker warrants distributed in connection with the convertible debenture financings concluded in 2010 and 2011 were fully exercised, an additional 72,940 Common Shares would be issued and outstanding. Accordingly, the number of issued and issuable shares on a fully diluted basis was 184,971,656 at June 30, 2014, compared to 81,718,131 at December 31, 2013.

RELATED PARTY TRANSACTIONS

In February 2014, UpSnap completed a private placement financing for net proceeds of $3.5 million. The financing included a strategic investment by User Friendly Media ("**UFM**"), a private media company and portfolio company of Veronis Suhler Stevenson, for $3.4 million in Common Shares, representing approximately 40% of UpSnap's issued and outstanding Common Shares.

UpSnap bills UFM under a reseller agreement for small business mobile advertising subscriptions. For the six months ended June 30, 2014, total revenue recognized under this agreement was less than $0.1 million.

UFM bills UpSnap under a shared services agreement for management and support services. For the six months ended June 30, 2014, total expenses recognized under this agreement was less than $0.1 million.

CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS

The following table sets out certain information concerning UpSnap's contractual obligations, including payments due for each of the next three years and thereafter.

	Payments Due by Period in 000's				
Contractual Obligations as at June 30, 2014	**Total**	**2014**	**2015**	**2016**	**After 3 years**
Accounts payable and accrued liabilities	830	830	-	-	-
Debentures	725	68	580	-	77
Total contractual obligations	1,555	898	580	-	77

The Company did not have any off-balance sheet arrangements as of June 30, 2014. The Company did not have any commitments for capital expenditures as of June 30, 2014, nor any financing sources arranged, but not yet used.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company holds various forms of financial instruments as follows:

(In '000s)	Designation	Measurement	Jun 30, 2014	Dec 31, 2013
Cash and cash equivalents	FVTPL	Fair value	1,341	135
Accounts receivable (excluding commodity tax)	Loans and receivables	Amortized cost	498	494
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost	830	1,864
Debentures	Other financial liabilities	Amortized cost	725	1,140

The nature of these financial instruments and the Company's operations expose UpSnap to a number of financial risks, including credit risk, liquidity risk, foreign currency risk and interest rate risk. The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

Financial assets that are exposed to credit risk consist primarily of cash and cash equivalents and accounts receivable. At June 30, 2014, primarily all of the Company's cash and cash equivalents were held at three major Canadian and U.S. banks.

The Company's accounts receivable are subject to normal credit risks. Any amounts not provided for are considered fully collectible. The Company's receivables include $0.3 million in allowance for doubtful accounts, the majority of which consists of amounts receivable for voice and data search products sold to a telecommunications company located in Egypt.

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company manages liquidity risk through cash flow forecasting including anticipated investing and financing activities. See the section titled "Liquidity and Capital Resources" above for further discussion.

Foreign currency risk arises from the fluctuation of foreign exchange rates and the degree of volatility of these rates relative to the Canadian dollar. The Company sells software and services in both Canadian and foreign currencies. The sale of software and services in foreign currencies gives rise to the risk that the Company's income and cash flows may be adversely impacted by fluctuations in foreign exchange rates. Certain purchases of services and equipment are also made in non-Canadian currencies. The Company does not actively manage this risk and uses its natural hedge to mitigate, to the extent possible, the impact of foreign exchange fluctuations.

The most significant foreign exchange exposure arises from U.S. dollar revenue and costs. For the six months ended June 30, 2014, approximately 78% of revenue and 68% of costs were transacted in U.S. dollars. As a result, the Company may experience transaction exposure because of volatility in the exchange rate between the Canadian and U.S. dollar.

The carrying values of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities approximate their fair values due to the immediate or short-term maturity of these financial instruments. The fair value of debentures, estimated by discounting their future cash flows at a rate of 22%, was $0.8 million at June 30, 2014.

BUSINESS RISKS AND UNCERTAINTIES

The business of the Company is subject to numerous risk factors, including those more particularly described below. An investment in or ownership of Common Shares should be considered highly speculative due to the nature of the Company's business, its current stage of development and the potential requirement for additional financing.

<u>Substantial Capital Requirements; Liquidity; Going Concern</u>
Because of the costs associated with further development of UpSnap's technology and business, and the fact that UpSnap's ability to generate revenue will depend on a variety of factors (including the ability of UpSnap to meet its development schedule and consumer and merchant acceptance of UpSnap technologies), additional funds are required to support UpSnap's business. UpSnap has accumulated a substantial deficit and continues to have operating losses. These conditions indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Additional funds (whether through additional equity financing, debt financing or other sources) may not be available (at all or on terms acceptable to UpSnap) or may result in significant dilution to UpSnap shareholders or significant interest obligations. The inability to obtain additional funds in the short term will have a material adverse effect on UpSnap's business, results of operations, and financial condition and could result in the Company ceasing operations.

<u>No Record of Profit</u>
UpSnap has incurred significant losses to date, and there can be no assurance that the future business activities of UpSnap will be profitable. Since its organization, UpSnap has incurred costs to develop and enhance its technology, to establish strategic relationships, to acquire complementary technologies and to build administrative support systems. UpSnap has incurred negative operational cash flow to date. UpSnap incurred losses from operations of $1.8 million for the six months ended June 30, 2014, $12.2 million for the year ended December 31, 2013, $11.2 million for the year ended December 31, 2012, $13.2 million for the year ended December 31, 2011, $8.6 million for the year ended December 31, 2010, $12.4 million for the year ended December 31, 2009, $20.5 million for the year ended December 31, 2008, $12.6 million for the year ended December 31, 2007, and $6.5 million for the year ended December 31, 2006. UpSnap's ability to operate profitably and generate positive cash-flow in the future will be affected by a variety of factors (including its ability to further

develop and test its technology on schedule and on budget, the pace at which it secures additional customers, the time and expense required for the roll-out of its products, its success in marketing its solutions and services to consumers and merchants, the intensity of the competition experienced by UpSnap and the availability of additional capital to pursue its business plan, including development of new solutions and services). An inability to generate sufficient funds from operations will have a material adverse effect on UpSnap's business, results of operations and financial condition.

Developing Market
UpSnap is engaged in the development and marketing of solutions and services that are relatively new and, as such, the primary market for UpSnap's solutions and services is underdeveloped and continues to evolve. As is typical in the case of a new evolving industry segment, the demand for the Company's solutions and services is subject to a high level of uncertainty. If the markets for the UpSnap solutions and services fail to develop, develop more slowly than expected or become saturated with competitors, or if the Company's solutions and services do not achieve and maintain market acceptance, the Company's business, results of operations and financial condition will be materially adversely affected.

Current Enterprise Value assigned by the Market; Liquidity
The actions of all stakeholders in the business may be adversely affected by the current market capitalization of the Company. These stakeholders include customers, potential customers, competitors, channel delivery counterparties, technology counterparties, and current or prospective employees. These stakeholders may ascribe a higher business risk to the Company due to its relatively low market capitalization, and any perception of higher risks may have a material adverse effect on UpSnap's business, results and financial condition.

Third Party Technology
In providing its solutions and services, UpSnap is, and will continue to be, dependent on technologies and infrastructure that are beyond UpSnap's control, including landline and cellular telephone networks, directory databases and cloud computing services. There can be no assurance that, if weaknesses or errors in third party software or hardware are detected, UpSnap will be able to correct or compensate for such weaknesses or errors. If UpSnap is unable to address weaknesses or errors and the Company's solutions and services are therefore unable to meet consumer or merchant needs or expectations, UpSnap's business, results of operations and financial condition will be materially adversely affected. In addition, there can be no assurance that the Company will continue to have access to required third-party technology on terms acceptable to UpSnap. If UpSnap is unable to obtain third party technology on acceptable terms, UpSnap's business, results of operations and financial condition will be materially adversely affected.

Rapid Technological Change
The technology industry is subject to rapid change, and the inability of UpSnap to adapt to such change may have an adverse effect on UpSnap's business, results of operations and financial condition. The effect of new developments and technological changes on the business sector in which UpSnap is active cannot be predicted. Such developments would include, but are not limited to, change in how mobile advertising is delivered by advertisers

and transacted with potential consumers, declining paid directory assistance transactions and resulting advertising opportunities arising on a global basis, a change in the success rate on the application of analytics in advertising, consumer backlash resulting from the collection and use of demographic intelligence, clients' ability to execute and industry consolidation. UpSnap's failure to adapt to any of the above could have a material adverse effect on UpSnap's business, results of operations and financial condition.

Competition

UpSnap is subject to competition from other organizations (many of which have substantially greater human and financial resources) and there can be no assurance that UpSnap will be able to compete effectively in its target markets. Technologies exist that are competitive with the Company's product suite. Certain organizations with substantially greater financial and human resources than the Company have active research and development initiatives involving the development and implementation of voice search capabilities, workstation applications, analytics and ad network arrangements. The inability of UpSnap to preserve existing customers and secure additional customers due to competitive technologies will have a material adverse effect on UpSnap's business, results of operations and financial condition.

In addition, advances in communications technology as well as changes in the marketplace and the regulatory environment are constantly occurring and any such change could have a material adverse effect on UpSnap.

Need for Research and Development

To achieve its business objectives and obtain market share and profitability, UpSnap will need to continually research, develop and refine the Company's various technologies. Many factors may limit UpSnap's ability to develop and refine required technologies or to create, acquire or negotiate access to new technologies. UpSnap may also be exposed to marketplace resistance to new technology and services. Any failure of UpSnap to develop new technologies or refine its existing technologies, or offer new solutions and services could have a material adverse effect on UpSnap's business, results of operations and financial condition.

Defects and Liability

The hardware and software utilized to deliver the Company's solutions and services is complex and sophisticated and may contain design defects or software errors that are difficult to detect and correct. There can be no assurance that the Company's technologies will be free from errors or defects, or, if discovered, that UpSnap will be able to successfully correct such errors in a timely manner or at all. Errors or failures in the Company's technologies could result in loss of or delay in market acceptance of the Company's solutions and services and correcting such errors and failures could require significant expenditures. Because of the competitive nature of the marketplace in which the Company's product suite is delivered, the reputational harm resulting from errors and failures could be very damaging to UpSnap. The consequences of such errors and failures could have a material adverse effect on UpSnap's businesses, results of operations and financial condition.

Patents and Other Intellectual Property

While UpSnap has applied for patents for certain elements of its technology, there can be no assurance that such applications will result in the granting of patent protection. Competitors may have filed patent applications or hold issued patents relating to services or processes competitive with those of UpSnap. Any patents covering elements of the UpSnap technology granted to third parties (or the inability of UpSnap to successfully challenge such patents) may impair UpSnap's ability to do business in a particular area including in key markets. Others may independently develop similar services or duplicate unpatented elements of the Company's technologies.

UpSnap's success will be largely dependent upon its ability to protect its proprietary technologies. UpSnap relies upon copyrights, trademarks and trade secrets to protect its intellectual property. Where appropriate, UpSnap also enters into non-disclosure agreements with persons to whom it reveals proprietary information. Any failure or inability on the part of UpSnap to protect its intellectual property could have a material adverse effect on UpSnap's business, results of operations and financial condition.

UpSnap may be required to engage in litigation in the future to enforce or protect its intellectual property rights or to defend against claims of invalidity and UpSnap may incur substantial costs as a result. Any claims or litigation initiated by UpSnap to protect its intellectual property could result in significant expense to UpSnap and diversion of the efforts of UpSnap's technical and management resources, whether or not the claims or litigation are determined in favor of UpSnap.

Ability to Manage Growth

Responding to consumer and merchant demands, expansion into other geographical markets and targeted growth in UpSnap's business has placed, and is likely to continue to place, significant strains on UpSnap's administrative and operational resources and increased demands on its management, internal systems, procedures and controls. If UpSnap experiences rapid acceptance of its solutions and services, the need to manage such growth will add to the demands on UpSnap's management, resources, systems, procedures and controls. There can be no assurance that UpSnap's administrative infrastructure, systems, procedures and controls will be adequate to support UpSnap's operations or that UpSnap's officers and personnel will be able to manage any significant expansion of operations. If UpSnap is unable to manage growth effectively, UpSnap's business, operating results and financial condition will be materially adversely affected.

Personnel Resources

UpSnap is (and will continue to be) reliant upon its management and technical personnel in all aspects of its business, including to anticipate and address consumer and merchant demands in areas such as software development, customer service, marketing, finance, strategic planning and management. There can be no assurance that qualified management or technical personnel will be available to UpSnap in the future. The loss of services of any of the Company's management or technical personnel could have a material adverse effect on its business, results of operations and financial condition.

Potential Fluctuations in Quarterly Operating Results
UpSnap expects to be exposed to significant fluctuations in quarterly operating results caused by many factors, including changes in the demand for the Company's solutions and services, the introduction of competing technologies, market acceptance of enhancements to the Company's solutions and services, delays in the introduction of enhancements to the Company's solutions and services, changes in UpSnap's pricing policies or those of its competitors, the mix of solutions and services sold, foreign currency exchange rates and general economic conditions. Such fluctuations could have a material adverse effect on UpSnap's business, results of operations and financial condition.

Risk of Industry Consolidation
UpSnap's customers include carriers, telecommunication providers, yellow pages providers, directory assistance providers, publishers, publisher aggregators, advertisers, advertising aggregators, agencies, directory data providers, mobile application and service providers, ad networks, in-call media, and search engines. Each of these industries is characterized by constant change, restructuring and consolidation. As a result, UpSnap may have established working relationships with one such customer undermined by a business combination or other transaction with another business in the marketplace. This could have a material adverse effect on UpSnap's business, results of operations and financial conditions.

Government Regulation
The marketplace within which UpSnap operates is in constant flux in relation to government regulation. Areas being regulated include regulation relating to call handling, privacy, and opt-in requirements for mobile application. Regulation is also being considered for use and application of consumer demographic information for mobile advertising purposes and other areas impacting on mobile advertising. The consequences of such regulation or changes to such regulation could have a material adverse effect on UpSnap's business, results of operations and financial condition.

Costs Associated with Compliance with Securities Laws
UpSnap is a publicly traded corporation and is subject to all of the obligations imposed on "reporting issuers" under applicable securities laws and all of the obligations applicable to a listed company under stock exchange rules. Direct and indirect costs associated with public company status have increased in recent years and regulatory initiatives under consideration may further increase the costs of being public in Canada and could have a material adverse effect on UpSnap's business, results of operations and financial condition. If UpSnap is unable to generate significant revenues from business operations, the cost of complying with applicable regulatory requirements will represent a significant financial burden to UpSnap and may have a material adverse effect on UpSnap's business, results of operations and financial condition.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's audited consolidated financial statements as at and for the six months ended June 30, 2014, were prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB"). Please refer to Note 2 of the Company's unaudited condensed interim consolidated financial statements for a detailed discussion regarding the significant accounting policies relied upon in the preparation of the financial statements, the application of critical estimates and judgements in the preparation of the financial statements and recent accounting pronouncements.