

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

UpSnap, Inc. (“**UpSnap**” or the “**Company**”)
100 Consilium Place, Suite 200
Toronto, ON M1H 3E3

Item 2. Date of Material Change

September 11, 2015

Item 3. News Release

News releases disseminated on September 10, 2015 and September 11, 2015, via a Canadian news wire service and filed on SEDAR.

Item 4. Summary of Material Change

The Company completed a private placement financing for gross proceeds of \$800,000.

Item 5. Full Description of Material Change

UpSnap closed its fully subscribed non-brokered private placement offering for gross proceeds of \$800,000 (“**Offering**”).

Under the Offering, the Company issued an aggregate of 32,000,000 units (the “**Units**”) at a price of \$0.025 per Unit (the “**Offering Price**”). Each Unit consists of one common share of the Company, and one-half of a share purchase warrant. Each whole warrant will be exercisable into one additional common share (“**Warrant Share**”) of the Company at \$0.05 per Warrant Share for a period of three (3) years from closing of the private placement. The Offering remains subject to final approval of the Canadian Securities Exchange (“**CSE**”).

All securities issued and issuable in connection with the Offering are subject to a four-month statutory hold period from the date of closing of the Offering.

The Company intends to use the proceeds from the private placement for general working capital purposes. While the Company intends to use the funds for the foregoing purposes, there may be circumstances where, for sound business reasons, funds may be reallocated.

An aggregate of 19,000,001 Units, for gross proceeds of approximately \$475,000 of the Offering, were purchased by UFPB VoodooVox LLC (“**UFPB**”). UFPB is a “control block holder” of the Company (as defined in the policies of the Canadian Securities Exchange) by virtue of their ownership of approximately 40.02% of the Company’s issued and outstanding common shares prior to

completion of the Offering. After completion of the Offering, the UFPB owns approximately 43.11% of the Company's issued and outstanding common shares.

Pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”), the purchase by UFPB of the Units in the Offering was a “related party transaction”. The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the Offering in reliance on sections 5.5(a) and 5.7(a), respectively, of MI 61-101, as neither the fair market value of the securities received by such parties nor the proceeds for such securities received by the Company exceeds 25% of the Company's market capitalization as calculated in accordance with MI 61-101. The material change report is being filed less than 21 days before the closing of the Offering as the Company requires the consideration it will receive in connection with the Offering immediately for working capital purposes.

The Offering was considered and approved by the board of directors of the Company. Bruce Howard, a director of UpSnap who is also the Chief Executive Officer of UFPB, and David Lambert, a director of UpSnap who is also the Chief Financial Officer of UFPB, each declared a conflict and recused themselves from voting on the Offering. There was no materially contrary view or abstention by any director approving the Offering.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

No information has been omitted from this material change report.

Item 8. Senior Officer

The following senior officer of the Company is knowledgeable about the material change and the Material Change Report, and may be contacted by the Commission as follows:

Alex Pekurar, Chief Financial Officer
Telephone: 416-619-3903
Internet: www.upsnap.com

Item 9. Date of Report

September 16, 2015