

## UPSNAP ANNOUNCES NON-BROKERED PRIVATE PLACEMENT

**Toronto, Ont. – October 22, 2015** – UpSnap Inc. (CSE: UP) ("UpSnap" or the "Company") is pleased to announce that the Company has arranged a non-brokered private placement offering for gross proceeds of \$1,050,000 (the "Offering").

Pursuant to the closing, the Company will issue an aggregate of 35,000,000 units ("Units") at a price of \$0.03 per Unit (the "Offering Price"). Each Unit will consist of one common share of the Company (a "Common Share"), and one-half of a share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will be exercisable into one additional Common Share (a "Warrant Share") of the Company at \$0.05 per Warrant Share for a period of three (3) years from closing of the Offering. The Company intends to use the proceeds from the Offering for general working capital purposes.

The Common Shares and Warrants (and any shares issued upon the exercise of any Warrants) issued to subscribers in the Offering will be subject to a statutory four-month hold period. The Offering is expected to close on or about October 23, 2015 and is subject to certain conditions including, but not limited to, the receipt of applicable regulatory approvals and the completion of required filings with the Canadian Securities Exchange ("CSE"), as well as the satisfaction of other customary closing conditions.

Contingent on the Company raising \$600,000 from other investors, the Company anticipates that \$450,000 of the Offering, or up to 15,000,000 Units, will be purchased by UFPB VoodooVox LLC ("UFPB"). UFPB is an insider of the Company by virtue of its current ownership of approximately 43.11% of the Company's issued and outstanding Common Shares. It is expected that after completion of the Offering, UFPB will own approximately 43.07% of the Company's then issued and outstanding common shares (or approximately 46.9% on a partially-diluted basis).

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 will be 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 to be received by UFPB nor the proceeds for such securities received by the Company will exceed 25% of the Company's market capitalization as calculated in accordance with MI 61-101. The material change report in connection with the Offering will be 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.



## **About UpSnap**

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.

### **For further information, please contact:**

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### **Caution Regarding Forward Looking Information**

Certain information set out in this News Release 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. The forward-looking information set out in this News Release relates to future events or our future performance and includes: (i) the continued growth of recurring subscription revenue; (ii) the growth of revenue per client; (iii) the continued reduction in operating expenses.

Although the forward-looking statements contained in this news release are based upon what management of the Company believes are reasonable assumptions on the date of this news release, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. Forward-looking statements involve substantial known and unknown risks, uncertainties and other factors which cause actual results to vary from those express or implied by such forward looking statements. These statements should not be read as guarantees of future performance or results, and they will not necessarily be accurate indications of whether or not such results will be achieved.

The forward-looking statements contained in this press release (including the details of the Offering and the use of proceeds of the Offering) are made as of the date hereof and based on what management of the company believes are reasonable assumptions. The Company disclaims any intention or obligation to update or publicly revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities laws. Furthermore, the Company does not assume responsibility for the accuracy and completeness of the forward looking statements set out in this news release. The Company’s forward looking statements are expressly qualified in their entirety by the foregoing cautionary statements.

*The CSE has not reviewed, approved or disapproved the content of this press release.*