

# REPORT PURSUANT TO NATIONAL INSTRUMENT 62-103

## Section 102.1 of the *Securities Act* (Ontario)

### 1. Name and address of Offeror

UFPB VoodooVox LLC (the “UFPB” or the “Offeror”)  
c/o User Friendly Phone Book LLC  
10200 Grogan’s Mill Road, Suite 440  
The Woodlands, Texas  
U.S.A. 77380

### 2. Designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances.

On October 23, 2015, as part of a private placement financing (the "**Financing**") with UpSnap, Inc. (“UpSnap” or the “Corporation”), the Offeror acquired ownership of 15,000,000 units (the “Units”) in the capital of the Corporation, at a price of \$0.03 per Unit, each Unit comprised of one (1) common share and one-half (1/2) of a common share purchase warrant. Each whole warrant entitles the Offeror to acquire one additional common share (the “Warrant Shares”) of the Corporation at \$0.05 per Warrant Share at any time up to October 23, 2018.

Prior to the completion of the Financing, the Offeror owned 86,500,001 common shares of the Corporation representing 43.11% of the issued and outstanding common shares of UpSnap, 9,500,000 common share purchase warrants (the “Existing Warrants”) and a secured debenture in the amount of \$100,000 bearing interest at the annual rate of 13.5%.

Following the Financing, the Offeror owns an aggregate 101,500,001 common shares representing 43.07% of the issued and outstanding common shares of the Corporation. In addition, the Offeror has the right to acquire (pursuant to the terms of the Warrant Shares acquired in the Financing) an additional 7,500,000 common shares, which assuming the exercise of the Existing Warrants, will result in the Offeror owning an aggregate 118,500,001 common shares representing 46.90% of the then issued and outstanding common shares on a partially diluted basis.

### 3. Designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release.

See Item 2 above.

**4. 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:**

- (a) the Offeror, either alone or together with any joint actors, has ownership and control;**

See Item 2 above.

- (b) the Offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor; and**

Not applicable.

- (c) the Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

**5. The name of the market where the transaction or occurrence that gave rise to the news release took place.**

The Units were acquired by way of a private placement.

**6. 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 obligation to file a news release.**

The Units were issued at a price of \$0.03 per Unit for a total purchase price paid by the Offeror of \$450,000.00.

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

The Acquired Shares described herein are being held for investment purposes only. The Offeror may, depending on market and other conditions, increase or decrease its beneficial ownership, control or direction over common shares or other securities of the Corporation through market transactions, private agreements or otherwise.

**8. The general nature and the material terms of any agreement, other than lending arrangements, with respect to 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.**

The Units were purchased by the Offeror pursuant to the terms of the subscription agreement for the Financing. The Offeror purchased the Units for \$0.03 per Unit, with each Unit consisting of one common share and one-half of one common share purchase warrant. Each whole warrant held by the Offeror entitles the Offeror to acquire one Warrant Share for \$0.05 per common share.

**9. Names of joint actors in connection with the disclosure required by this Report.**

Not applicable.

**10. 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.**

See Item 6 above.

**11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements of Part 4 in respect of the reporting issuer's securities.**

Not applicable.

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

The Units were issued in reliance upon Section 2.3 of National Instrument 45-106 – *Prospectus Exemptions*.

**Dated** the 28<sup>th</sup> day of October, 2015.

**UFPB VOODOOVOX LLC**

*“Bruce C. Howard”*

Per: \_\_\_\_\_  
Bruce C. Howard