

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 - Security and Reporting Issuer

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares (the "**Common Shares**"), Common Share purchase warrants

UpSnap, Inc. ("**UpSnap**" or the "**Corporation**")
100 Consilium Place, Suite 200
Toronto, ON M1H 3E3
Canada

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

Item 2 - Identity of the Acquiror

- 2.1 State the name and address of the acquiror.

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

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On February 6, 2014, as part of a private placement financing with the Corporation (the "**February Financing**"), UFPB acquired 67,500,000 Common Shares in the capital of the Corporation ("**February Common Shares**") at a price of \$0.05 per February 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 February Common Shares at UFPB's option, converted using the 5-day weighted average market price of the February Common Shares prior to the payment date.

On September 11, 2015, as part of a private placement financing (the "**September Financing**") with UpSnap, UFPB acquired ownership of 19,000,001 units (the "**September Units**") in the capital of the Corporation, at a price of \$0.025 per September Unit, each September Unit comprised of one (1) Common Share and one-half (1/2) of a Common Share purchase warrant. Each whole warrant entitles

UFPB to acquire one (1) additional Common Share (the "**September Warrant Shares**") of the Corporation at \$0.05 per September Warrant Share at any time up to September 11, 2018.

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

2.3 State the names of any joint actors.

Not applicable.

Item 3 - Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

As part of the February Financing, UFPB acquired 67,500,000 Common Shares of the Corporation and a secured debenture in the amount of \$100,000 bearing interest at the annual rate of 13.5%. As a result of the February Financing, UFPB owned 40% of the Corporation's issued and outstanding Common Shares as at the date of the February Financing.

As part of the September Financing, UFPB acquired 19,000,001 Common Shares of the Corporation and 9,500,000 Common Share purchase warrants (thereby granting UFPB the right to purchase an additional 9,500,000 Common Shares of the Corporation pursuant to the terms of the September Warrant Shares). As a result of the September Financing, UFPB owned 43.11% of the Corporation's issued and outstanding Common Shares as at the date of the September Financing.

As part of the October Financing, UFPB acquired 15,000,000 Common Shares of the Corporation and 7,500,000 Common Share purchase warrants (thereby granting UFPB the right to purchase an additional 7,500,000 Common Shares of the Corporation pursuant to the terms of the October Warrant Shares). As a result of the October Financing, UFPB owned 43.07% of the Corporation's issued and outstanding Common Shares as at the date of the October Financing.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

UFPB directly acquired the 101,500,001 Common Shares, the Debenture and the 17,000,000 Warrant Shares pursuant to the Financings.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Immediately before the completion of the Financings, UFPB did not own or otherwise hold any securities of the Corporation.

Immediately after the Financings, UFPB owns an aggregate 101,500,001 Common Shares of the Corporation, representing 43.07% of the issued and outstanding Common Shares of the Corporation, 17,000,000 Common Share purchase warrants (the Warrant Shares) and a secured debenture in the amount of \$100,000 bearing interest at the annual rate of 13.5% (the Debenture). Pursuant to the 17,000,000 Common Share Purchase Warrants, UFPB has the right to acquire 17,000,000 Common Shares, which would result in UFPB owning an aggregate of 118,500,001 Common Shares of the Corporation representing 46.90% of the then issued and outstanding Common Shares the Corporation on a partially diluted basis.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

UFPB has ownership or control of 101,500,001 Common Shares of the Corporation, representing 43.07% of the issued and outstanding Common Shares of the Corporation, 17,000,000 Common Share purchase warrants and a secured debenture in the amount of \$100,000 bearing interest at the annual rate of 13.5%.

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

Not applicable.

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

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 - Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Pursuant to the February Financing, the February Common Shares were issued at a price of \$0.05 per February Common Share for a total purchase price paid by UFPB of \$3,375,000 for the February Common Shares and \$100,000 for the Debenture. Pursuant to the September Financing, the September Units were issued at a price of \$0.025 per September Unit for a total purchase price paid by UFPB of \$475,000.02. Pursuant to the October Financing, the October Units were issued at a price of \$0.03 per September Unit for a total purchase price paid by UFPB of \$450,000.

The total consideration for the 101,500,001 Common Shares and 17,000,000 Common Share purchase warrants (the Warrant Shares) of the Corporation was C\$4,300,000.02.

Pursuant to the terms of the Warrant Shares, UFPB has the right to acquire 17,000,000 Common Shares of the Corporation for a total consideration of \$850,000

(\$0.05 per Warrant Share entitling UFPB to acquire one additional Common Share), at any time up to September 11, 2018 and October 23, 2018 for the September Warrant Shares and October Warrant Shares, respectively.

- 4.2 In the case of a transaction or other 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, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 - Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

(j) a solicitation of proxies from securityholders;

(k) an action similar to any of those enumerated above.

UFPB acquired the securities for investment purposes. Except as described herein, while UFPB has no current plans or intentions that relate to or would result in the items listed in (a) through (k) above, depending on various factors including, without limitation, UpSnap's financial position, the price levels of the Common Shares of UpSnap, conditions in the securities markets and general economic and industry conditions, UFPB's business or financial condition, and other factors and conditions UFPB deems appropriate, UFPB may develop such plans in future.

Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

In connection with the February Financing, UFPB and the Corporation entered into a Securities Purchase Agreement containing terms and conditions relating to UFPB's acquisition of the February Common Shares and pursuant to which UFPB 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 UFPB's board nomination right, on February 6, 2014, two of the Corporation's then current directors resigned and the two vacancies were filled by two directors appointed by UFPB. In addition, the size of the Corporation's board of directors was increased from four directors to five and the fifth director was appointed by mutual agreement between the Corporation and UFPB as of closing of the February Financing.

On February 4, 2014 UFPB entered into a voting agreement (the "**Voting Agreement**") with StableView Asset Management Inc. ("**StableView**") pursuant to which StableView agreed to vote (A) the voting rights attaching to 12,500,000 of its Common Shares of the Corporation (representing 57% of StableView's voting rights (and equity interest) in the Corporation as at the date of the Voting Agreement) and (B) any Common Shares of the Corporation or securities convertible into or exercisable for Common Shares of the Corporation acquired by StableView directly from the Corporation as a result of an issuance from treasury of the Corporation (excluding, for greater certainty, any open market (secondary market) purchases of Common Shares of the Corporation by StableView) in favour of (i) resolutions electing the board of directors in accordance with

the following composition: (a) two (2) members nominated by UFPB; (b) two (2) members nominated by the majority of the members not nominated by UFPB; and (c) one (1) independent member nominated by mutual agreement of UFPB and the majority of the members not nominated by UFPB; and (ii) resolutions approving the sale of all or substantially all of the shares or assets of the Corporation upon certain limited circumstances.

The Voting Agreement remains in effect until February 3, 2018, unless terminated earlier upon the occurrence of one of the following events: (i) the Corporation is dissolved, wound-up or liquidated; (ii) UFPB becomes the beneficial owner of at least 51% or less than 15% of the issued and outstanding Common Shares of the Corporation; or (iii) the parties to the Voting Agreement execute an instrument in writing so declaring.

Item 7 - Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 - Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 - Certification

Certificate

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated October 7, 2016

UFPB VOODOOVOX LLC

By: (Signed) Bruce C. Howard

Name: Bruce C. Howard

Title: Chief Legal Officer