

**FORM 51-102F3
Material Change Report**

1. Name and Address of Company:

Southtech Capital Corporation (the "**Corporation**")
Suite 1600, Dome Tower,
333 - 7th Avenue S.W.,
Calgary, Alberta T2P 2Z1

2. Date of Material Change(s):

May 7, 2014

3. News Release:

A news release was disseminated May 7, 2014 through the facilities of Marketwired.

4. Summary of Material Change(s):

The Corporation announced that it entered into an amalgamation agreement dated May 7, 2014 with Redfall Technologies Inc., a private corporation incorporated under the laws of Alberta, to complete a Qualifying Transaction.

5. Full Description of Material Change

5.1 Full Description of Material Change:

Please refer to the attached news release.

5.2 Disclosure for Restructuring Transaction:

Not Applicable

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer Knowledgeable of Material Change:

Paul Readwin
Director
Telephone: (403) 605-2336

9. Date of Report:

May 7, 2014

SCHEDULE "A"

PRESS RELEASE

SOUTHTECH CAPITAL CORPORATION ANNOUNCES PROPOSED QUALIFYING TRANSACTION INVOLVING REDFALL TECHNOLOGIES INC.

May 7, 2014 – Calgary, Alberta: Southtech Capital Corporation ("**Southtech**") (TSX-V: STU.P) is pleased to announce that it has entered into an amalgamation agreement dated May 7, 2014 (the "**Agreement**") with Redfall Technologies Inc. ("**Redfall**"), a private corporation incorporated under the laws of Alberta, to complete a Qualifying Transaction (the "**Qualifying Transaction**"), as such term is defined by the TSX Venture Exchange (the "**Exchange**").

Terms of the Qualifying Transaction

Pursuant to the Agreement, Southtech and Redfall have agreed to amalgamate (the "**Amalgamation**") and continue as one corporation named "Vogogo Inc." (the "**Resulting Issuer**"). In connection with the Amalgamation, Redfall intends to complete a brokered 'commercially reasonable efforts' private placement for gross proceeds of not less than \$5,400,000 (the "**Private Placement**"). Completion of the Private Placement is a condition to completion of the Qualifying Transaction. The Resulting Issuer intends to use the net proceeds of the Private Placement to fund various testing and certification procedures in relation to the Resulting Issuer's proposed business, to fund potential acquisitions and for general corporate purposes.

In connection with the Amalgamation, each Redfall shareholder will receive one (1) common share in the Resulting Issuer ("**Resulting Issuer Share**") at a deemed price of \$0.75 per Resulting Issuer Share for every one (1) common share of Redfall (a "**Redfall Share**") held by such Redfall shareholder for deemed aggregate consideration of approximately \$20 million exclusive of Resulting Issuer Shares exchanged for Redfall Shares issued pursuant to the Private Placement. The Redfall Shares so exchanged will be cancelled without reimbursement of the capital represented by such securities. In addition, each Southtech shareholder will receive one (1) Resulting Issuer Share for every five (5) common shares in the capital of Southtech ("**Southtech Shares**") held by such Southtech shareholder, and the Southtech Shares so exchanged will be cancelled without reimbursement of the capital represented by such securities.

About Redfall

Redfall, incorporated in 2008, is a payment processing business that has spent recent years developing and launching a new payment gateway technology called Vogogo (vogogo.com) ("**Vogogo**") that serves as the central point for transaction processing between business, customers and banks. Vogogo includes comprehensive risk management and KYC processes, meets the highest security standards and is combined with a bundled suite of payment services. As well, the Vogogo platform runs entirely on a cloud-based hosting platform. This unique combination gives Redfall the security, flexibility and scalability to meet the demands of a market place driven by technology. Vogogo has been tested in close coordination with its early adopters (beta users), having successfully processed hundreds of millions of dollars of electronic transactions to date. Redfall is moving forward with its plan to commercially market the Vogogo platform to businesses in the United States and in Canada.

As at the date hereof, 26,598,692 Redfall Shares are issued and outstanding. A majority of the currently outstanding Redfall Shares are beneficially owned by, or subject to the direction or control of:

- (i) Robert (Geoff) Gordon of Calgary, Alberta (who beneficially owns, controls or directs approximately 19.4% of the issued and outstanding Redfall Shares);
- (ii) Rodney Thompson of Calgary, Alberta, (who beneficially owns, controls or directs approximately 19.4% of the issued and outstanding Redfall Shares); and
- (iii) Limitless I Corp. ("**Limitless**"), a private corporation incorporated under the laws of Alberta (which beneficially owns, controls or directs approximately 36.1% of the issued and outstanding Redfall Shares).

The table below sets forth certain selected financial information for Redfall as at December 31, 2013, the last day of the most recently completed financial year for Redfall:

Statement of Financial Position As at the year ended December
31, 2013 (audited)

Cdn\$

Total Assets	\$1,616,279
--------------	-------------

Total Liabilities	\$2,242,237
-------------------	-------------

Total Shareholders' Deficiency	\$(625,958)
--------------------------------	-------------

Income Statement As at the year ended December
31, 2013 (audited)

Cdn\$

Revenue	\$159,527
---------	-----------

Operating Expenses	\$1,157,113
--------------------	-------------

Net Loss	\$(1,047,980)
----------	---------------

About Southtech

The Southtech Shares are listed for trading on the Exchange under the trading symbol "STU.P" and Southtech is classified as a "capital pool company" pursuant to Policy 2.4 of the Exchange. As a capital pool company, the current business of Southtech is to identify and evaluate potential acquisitions of commercially viable businesses and assets that have the potential to generate profits and add shareholder value. Except as specifically contemplated in the policies of the Exchange, until the completion of a Qualifying Transaction, Southtech will not carry on business, other than the identification and evaluation of companies, businesses or assets with a view to completing a Qualifying Transaction.

As at the date hereof, 6,200,000 Southtech Shares are issued and outstanding. Further financial information on Southtech is publicly available on SEDAR at www.sedar.com. Southtech was incorporated under the

Business Corporations Act (Alberta) on April 4, 2011, and is a “reporting issuer”, as defined in applicable Canadian securities legislation, in the provinces of Alberta, British Columbia and Ontario.

Proposed Directors, Officers and Insiders of the Resulting Issuer

The Resulting Issuer will carry on the business of Redfall and will be classified as a tier 2 "technology" industry issuer.

It is intended that the board of directors of the Resulting Issuer will be comprised of Rodney Thompson, Geoff Gordon, Cory Cleveland, Dale Johnson and Tony Lacavera. Further, it is intended that the officers of the Resulting Issuer will include Geoff Gordon (Chief Executive Officer), Karim Teja (Chief Financial Officer), Rodney Thompson (Chief Relationship Officer), Kris Read (Chief Technology Officer) and Janan Paskaran (Corporate Secretary). Set forth below is information on each individual that is currently anticipated to be a director, officer or insider (i.e. an owner of more than 10% of the outstanding Shares) of the Resulting Issuer upon closing of the Qualifying Transaction:

Robert (Geoff) Gordon – Proposed Chief Executive Officer; Director; Calgary, Alberta: A co-founder of Redfall Technologies Inc., Mr. Gordon is an entrepreneur with a proven track record of success in business. Mr. Gordon has gained experience from owning and managing businesses since the mid 1990’s. An engineer by trade, Mr. Gordon co-founded and successfully managed an engineering firm before getting involved in the financial services industry in 2001. Since then, Mr. Gordon has helped build and operate several payment processing and financial related services ranging from white label debit cards to commercial payment gateways to e-wallet services in several different countries including Canada, the U.S., Japan, Australia, Philippines and Hong Kong (China). These experiences have provided Mr. Gordon with an understanding of business management as well as expertise in regional and international payment and banking services. Mr. Gordon is currently responsible for the general business management of Redfall, including internal team coordination, business development efforts, financing efforts along with shareholder coordination and the continued development of commercial payments and banking structure.

Rodney Thompson – Proposed Chief Relationship Officer; Director; Calgary, Alberta: A sales and marketing executive with more than 12 years of experience in e-commerce and payment. Mr. Thompson played a major role in growing the annual sales of Neteller PLC, an e-money / e-wallet service company, to more than \$8 billion. At Neteller, he managed every facet of the sales cycle, from targeting and planning to hiring, training and directing a global team. Mr. Thompson also led new sales and marketing initiatives, including the implementation of customer relationship management tools, development of a new instant-access product called “Direct Accept”, and marketing campaigns that led to increased merchant spend and lifetime value. As Country Development Manager, he directed country targeting, payment integration, merchant localization and communications strategies for senior teams. As Product Development Manager, he oversaw tactics that aligned merchants with clients, monitored a global road-map that addressed a constantly shifting focus, communicated product priorities with executive teams and introduced the affiliate concept to Neteller. Mr. Thompson’s vast experience and proven accomplishments have made him a vital part of new ventures, including Redfall and Vogogo.

Karim Teja – Proposed Chief Financial Officer; Calgary, Alberta: Since September 2007, Mr. Teja has been a consultant advising pre-commercial and early commercial technology and software companies on financial, operational and strategic matters. From June 1999 to September 2007, Mr. Teja served as an officer of Imaging Dynamics Company Ltd. (“IDC”), a TSX listed company. Mr. Teja was instrumental in transitioning IDC

from a strictly R&D organization to a high growth company with revenues of almost \$40 Million and product installations and distribution partners in over 35 countries. Prior to IDC, Mr. Teja was the Chief Financial Officer and Chief Operating Officer of Erasoft Technologies Inc., a private software company, where he helped negotiate its successful acquisition by a NASDAQ traded company. Mr. Teja holds a Bachelor's degree in Business Administration with honours from Simon Fraser University and an honours certificate from the Canadian Securities Institute. He received the designation of Certified General Accountant (CGA) in 1992.

Kris Read – Proposed Chief Technology Officer; Calgary, Alberta: An entrepreneur and technology executive, Mr. Read has built a reputation over the past decade providing strategic leadership, agile process management, software architecture, and product vision. In the startup space, Mr. Read assembled and led teams at early-stage companies like Poynt (mobile local search) and Curve Dental (practice management on the web). Working with ThoughtWorks Inc. and subsequently independently, Mr. Read delivered technology consulting in the US and Canada to companies such as Stripe, Shaw Communications, Canadian Pacific, and AT&T. Mr. Read holds a Master's Degree in Software Engineering and is a conference speaker and published expert in areas such as DevOps, Cloud Computing, Mobile, Web Applications, Continuous Delivery, Lean, and Agile. In his role at Redfall, Mr. Read is responsible for technology and product delivery, with a focus on team culture, performance, and sustainable growth.

Janan Paskaran – Proposed Corporate Secretary; Calgary, Alberta: A partner at the law firm of Torys LLP, his practice focuses on corporate and securities law, with an emphasis on international transactions. Mr. Paskaran has extensive experience representing public and private issuers in a wide variety of financing, business combination and merger and acquisition transactions, including both private and publicly traded issuers. Mr. Paskaran holds a law degree from the University of Western Ontario.

Cory Cleveland – Proposed Director; Calgary, Alberta: Mr. Cleveland is a finance professional specializing in early stage ventures. He is President of Play It Gaming, a social free-to-play gaming company in emerging markets. Mr. Cleveland is also Vice President of Finance and the Business Instincts Group, a company that advises entrepreneurs on the areas of strategy, finance, development, execution, growth, sustainability and revenue. Mr. Cleveland has co-managed over \$20 million in brokered and non-brokered financings over the last four years. Mr. Cleveland was previously an analyst with the mergers and acquisitions team of Agrium Inc., a multi-billion dollar, international agri-nutrient firm in Calgary, Alberta.

Dale Johnson – Proposed Director; Calgary, Alberta: Mr. Johnson is currently the non-executive Chairman of Optimal Payments Plc, a public company listed on the AIM market of the London Stock Exchange, which provides safe payment and money transfer services. Mr. Johnson is also a Director of CanElson Drilling Inc., a public oil and gas drilling company listed on the TSX. Mr. Johnson has over 30 years of experience in corporate leadership, operations management, business development, project management and turnarounds for private and public companies. He was a founding member and a Principal of Tri Ocean Engineering Ltd., an oilfield engineering firm, from 1976 to 1987. He was a founder and Chief Executive Officer of Alpeco Limited, a specialized oilfield equipment packager, from 1988 to 1993, which was acquired by Taro Industries Ltd. where he continued as Senior Vice-President - Operations until 1997. More recently, he was President of Neovia Financial Plc's Asia Pacific operations, establishing the company's services in online payments in the region, from September 2005 to December 2006. Mr. Johnson has Bachelor and Master's degrees in Applied Science from the University of British Columbia, and a Management Diploma from the University of Calgary.

Tony Lacavera – Proposed Director: Mr. Lacavera is the Chairman and CEO of Globalive Holdings and WIND Mobile, which are telecommunication companies. Mr. Lacavera was named CEO of the Year for 2010 by the Globe and Mail's Report on Business Magazine. He was named one of Canada's Top 40 under 40 in 2006.

Under Mr. Lacavera's leadership, Globalive has received numerous best in business awards including ranking #1 on Profit Magazine's 2004 list of Canada's 100 fastest growing companies.

In addition, Limitless is expected to own, direct or control approximately 27.4% of the Resulting Issuer Shares assuming a price per security of \$0.75, gross proceeds of \$5,400,000 pursuant to the Private Placement and completion of the Qualifying Transaction.

Trading Halt

Southtech Shares will remain halted pending receipt of applicable documentation by the Exchange.

Arm's Length Qualifying Transaction

The Qualifying Transaction was negotiated by the parties who are dealing at arm's length with each other and therefore, in accordance with the policies of the Exchange, is not a Non-Arm's Length Qualifying Transaction, as that term is defined by the Exchange.

Conditions Precedent and Sponsorship

The completion of the Qualifying Transaction is subject to a number of significant conditions including, but not limited to: (a) shareholder approval by the holders of Redfall Shares and Southtech Shares, (b) the receipt of Exchange approval of the Qualifying Transaction; and (c) the completion of the Private Placement. Redfall and Southtech intend to hold meetings of their respective shareholders in July 2014 to obtain the approval of such shareholders.

The Exchange also requires the Qualifying Transaction to be sponsored by a participating organization of the Exchange. Based on the fact that Redfall intends to complete the Private Placement prior to completion of the Qualifying Transaction, Southtech will apply to the Exchange for an exemption from the sponsorship requirement in connection with the Qualifying Transaction. However, there is no assurance that the exemption will be granted. If such exemption is not granted, Southtech will be required to engage a sponsor for the Qualifying Transaction.

Pursuant to Policy 2.4 of the Exchange, Southtech will file on SEDAR a joint information circular (the "**Information Circular**") in respect of the Qualifying Transaction upon mailing of the Information Circular to the shareholders of Redfall and Southtech. The Information Circular will include full disclosure regarding the Qualifying Transaction, Southtech, Redfall and the Resulting Issuer.

Reader Advisory

Completion of the Qualifying Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance. The Qualifying Transaction cannot close until the Redfall and Southtech shareholder approval is obtained. There can be no assurance that the Qualifying Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Information Circular to be prepared in connection with the Qualifying Transaction, any information released or received with respect to the Qualifying

Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the Qualifying Transaction and has neither approved nor disapproved of the contents of this press release.

Neither the TSX Venture Exchange nor its regulation services provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.

FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information or statements. More particularly and without limitation, this news release contains forward looking statements and information concerning the terms of the Qualifying Transaction, the completion of the Qualifying Transaction, the intended use of the proceeds of the Private Placement, the filing of the Information Circular and the Resulting Issuer's business. The forward-looking statements and information are based on certain key expectations and assumptions made by Southtech, including expectations and assumptions relating to the ability to obtain Exchange approval and Redfall and Southtech shareholder approval, that Redfall will be able to complete the Private Placement, that the Resulting Issuer can commercialize its products and there is a demand for its products once commercialization has been accomplished and the expected ownership of the Resulting Issuer. Although Southtech believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward looking statements and information because Southtech can give no assurance that they will prove to be correct. By its nature, such forward-looking information is subject to various risks and uncertainties, which could cause the actual results and expectations to differ materially from the anticipated results or expectations expressed. These risks and uncertainties, include, but are not limited to, Redfall being unable to complete the Private Placement, Southtech being unable to obtain the required Exchange approval, Redfall or Southtech being unable to obtain shareholder approval, that the proposed directors and officers of the Resulting Issuer are unable to serve as directors and officers of the Resulting Issuer and the Resulting Issuer cannot commercialize its products or demand for its products decreases or disappears. Readers are cautioned not to place undue reliance on this forward-looking information, which is given as of the date hereof, and to not use such forward-looking information for anything other than its intended purpose. Southtech undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.

For further information contact:

Southtech Capital Corporation

Paul Readwin
Director of Southtech
(403)-605-2336