

Interim Financial Statements of

SOUTHTECH CAPITAL CORPORATION

For the three month period ended March 31, 2014

(Unaudited)

SOUTHTECH CAPITAL CORPORATION

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As at March 31, 2014

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SOUTHTECH CAPITAL CORPORATION
STATEMENT OF FINANCIAL POSITION
As at
(expressed in Canadian dollars)

	Notes	March 31, 2014	December 31, 2013
Assets			
Current assets			
Cash	\$	198,803	\$ 222,749
Other receivables		2,154	1,740
Total assets	\$	200,957	\$ 224,489
Liabilities and shareholders' equity			
Current liabilities			
Accrued liabilities	\$	1,059	\$ 21,491
Total liabilities		1,059	21,491
Shareholders' equity			
Share capital	3	257,796	257,796
Contributed Surplus	3	66,940	66,940
Accumulated deficit		(124,838)	(121,738)
Total shareholder's equity		199,898	202,998
Total liabilities and shareholder's equity	\$	200,957	\$ 224,489

The accompanying notes are an integral part of the financial statements.

The financial statements were approved and authorized for issue by the Board of Directors and were signed on its behalf by:

"Wade J. Larson"
Wade J. Larson, Director

"Paul S. Readwin"
Paul S. Readwin, Director

SOUTHTECH CAPITAL CORPORATION
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited, expressed in Canadian dollars)

	For the three months ended March 31, 2014	For the three months ended March 31, 2013
Revenue	\$ -	\$ -
Expenses		
Filing Expenses	2,000	5,985
General and Administrative Expenses	50	58
Professional Fees	1,050	3,368
Total expenses	3,100	9,411
Net and comprehensive loss for the period	\$ (3,100)	\$ (9,411)
Loss per share - Basic and Diluted	\$ (0.00)	\$ (0.00)
Weighted average number of shares outstanding - Basic and Diluted	6,000,000	6,000,000

The accompanying notes are an integral part of the financial statements.

SOUTHTECH CAPITAL CORPORATION
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Unaudited, expressed in Canadian dollars)

	Share capital	Contributed surplus	Deficit	Total
Balance January 1, 2013	\$ 257,796	\$ 66,940	\$ (77,503)	\$ 247,233
Comprehensive loss	-	-	(9,411)	(9,411)
Balance, March 31, 2013	257,796	66,940	(86,914)	\$237,822
Comprehensive loss	-	-	(34,824)	(34,824)
Balance, January 1, 2014	257,796	66,940	(121,738)	202,998
Comprehensive loss	-	-	(3,100)	(3,100)
Balance, March 31, 2014	\$ 257,796	\$ 66,940	\$ (124,838)	\$ 199,898

The accompanying notes are an integral part of the financial statements.

SOUTHTECH CAPITAL CORPORATION
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited, expressed in Canadian dollars)

	For the three months ended March 31, 2014	For the three months ended March 31, 2013
Cash flows from operating activities		
Net comprehensive loss for the period	\$ (3,100)	\$ (9,411)
Net Change in non-cash working capital items:		
Increase in other receivables	(414)	-
Decrease in accrued liabilities	(20,432)	(15,525)
Cash used in operating activities	(23,946)	(24,936)
Net decrease in cash used for the period	(23,946)	(24,936)
Cash – Beginning of period	222,749	262,758
Cash – End of period	\$ 198,803	\$ 237,821

The accompanying notes are an integral part of the financial statements.

SOUTHTECH CAPITAL CORPORATION
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
For the three month periods ending March 31, 2014 and March 31, 2013
(Unaudited, expressed in Canadian dollars)

1. NATURE OF OPERATIONS

Southtech Capital Corporation (the "Corporation") was incorporated pursuant to the provisions of the *Business Corporations Act* (Alberta) on April 21, 2011 and is a Capital Pool Company ("CPC") as defined pursuant to Policy 2.4 of TSX Venture Exchange Inc. ("TSX Venture"). The address of the Corporation's registered office is Suite 1600, 333 7th Avenue S.W., Calgary, Alberta T2P 2Z1.

As at March 31, 2014, the Corporation had no business operations and its only significant asset was cash. As a CPC, the Corporation's principal business is the identification and evaluation of assets, properties or businesses with a view to acquisition or participation therein subject, in certain cases, to shareholder approval and acceptance by the TSX Venture. Where an acquisition or participation is warranted (the "Qualifying Transaction"), additional funding may be required. The ability of the Corporation to fund its potential future operations and commitments is dependent upon the ability of the Corporation to obtain additional financing. There is no assurance that the Corporation will complete a Qualifying Transaction within twenty-four months from the date (May 3, 2012) the Corporation's shares are listed on the TSX Venture, at which time the TSX Venture may suspend or de-list the Corporation's shares from trading.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

These condensed interim financial statements for the three month period ended March 31, 2014 have been prepared in accordance with IAS 34 Interim Financial Reporting. They do not include all disclosures that would otherwise be required in a complete set of financial statements and should be read in conjunction with the Corporation's 2013 annual financial statements which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The accounting policies applied by the Company in these Condensed Interim Financial Statements are the same as those applied by the Corporation in its Financial Statements for the year ended December 31, 2013.

Accounting standards issued but not yet applied

The following new standard which has not been applied within these financial statements, will or may have an effect on the Corporation's future financial statements:

- IFRS 9: Financial Instruments (Effective for periods beginning on or after July 1, 2015). This standard addresses the classification and measurement of financial assets and liabilities.
- IFRS 15: Revenue from Contracts with Customers (Effective for periods beginning on January 1, 2017 onwards). This standard establishes the principles that an entity shall apply to report useful information to users of financial statements about the nature, timing, and uncertainty of revenue and cash flows arising from a contract with a customer.

The condensed interim financial statements were authorized for issue by the Board of Directors on June 2, 2014.

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3. SHARE CAPITAL

Authorized

Unlimited number of common shares.

Unlimited number of preferred shares, issuable in series

The preferred shares may be issued in one or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions, and conditions attached to the shares of each series.

Issued and outstanding and changes during the year

	Number	\$
Common shares		
As at December 31, 2013	6,000,000	257,796
Issued for cash	-	-
Share issue cost	-	-
As at March 31, 2014	6,000,000	257,796

Stock Option Plan

The Corporation has adopted an incentive stock option plan in accordance with the policies of the TSX Venture (the "Stock Option Plan") which provides that the Board of Directors of the Corporation may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation non transferrable options to purchase common shares, provided that the number of common shares reserved for issuance under the Stock Option Plan shall not exceed ten percent (10%) of the issued and outstanding common shares. The options are exercisable for up to ten (10) years. In addition, the number of common shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to any one consultant will not exceed two percent (2%) of the issued and outstanding common shares. The Board of Directors determines the price per common share and the number of common shares which may be allocated to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of TSX Venture.

Stock Options

The Corporation has a stock option plan for its key officers, directors, employees and consultants. Up to 10% of the issued and outstanding shares may be reserved for issuance under the Plan.

As at March 31, 2014, the Corporation had outstanding options to acquire 800,000 shares as follows:

	Number	Weighted average exercise price
Outstanding December 31, 2013	800,000	\$0.10
Issued during the period	-	-
Outstanding March 31, 2014	800,000	\$0.10

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All the options outstanding vest immediately and are all exercisable as at May 3, 2012.

Grant Date	Options Outstanding	Exercise Price	Expiry Date	Remaining contractual life (years)
03-May-12	600,000	\$0.10	03-May-22	9
03-May-12	200,000	\$0.10	03-May-14	1
	800,000	\$0.10		10

The fair value of stock options was estimated at the grant date based on the Black-Scholes option pricing model, using the following assumptions:

	Director's	Agent's
Weighted average risk-free interest rate	2%	1.3%
Weighted average expected life	10 years	2 years
Weighted average expected volatility	110%	110%
Weighted average fair value of options granted	\$0.09	\$0.06
Share price at grant date	\$0.10	\$0.10
Dividend yield rate	0%	0%
Forfeiture rate	0%	0%

Contributed Surplus

Share based compensation expense is based on estimated fair value of the related stock options at the time of grant and is recognized as an expense with a corresponding increase in contributed surplus.

A reconciliation of contributed surplus is provided below:

Balance as at December 31, 2013	\$66,939
Share issue costs-agent options	-
Share based compensation	-
Balance, March 31, 2014	\$66,939

4. SUBSEQUENT EVENTS

Exercise of options

On May 3, 2014, 200,000 options which were outstanding as at March 31, 2014 were exercised for 200,000 common shares at \$0.10 per unit for proceeds of \$20,000.

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Qualifying transaction

On May 7, 2014, the Company entered into an amalgamation agreement (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.

Pursuant to the Agreement, the Company 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.

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.