

THIS LETTER OF TRANSMITTAL IS FOR USE ONLY IN CONJUNCTION WITH THE AMALGAMATION OF SOUTHTECH CAPITAL CORPORATION AND REDFALL TECHNOLOGIES INC.

THIS LETTER OF TRANSMITTAL MUST BE VALIDLY COMPLETED, DULY EXECUTED AND RETURNED TO THE DEPOSITARY, CST TRUST COMPANY. IT IS IMPORTANT THAT YOU VALIDLY COMPLETE, DULY EXECUTE AND RETURN THIS LETTER OF TRANSMITTAL ON A TIMELY BASIS IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED HEREIN.

LETTER OF TRANSMITTAL

FOR REGISTERED HOLDERS OF COMMON SHARES OF SOUTHTECH CAPITAL CORPORATION.

Please read the instructions set out below carefully before completing this Letter of Transmittal.

TO: SOUTHTECH CAPITAL CORPORATION

AND TO: CST TRUST COMPANY, AS DEPOSITARY

This letter of transmittal (the “**Letter of Transmittal**”) is for use by the registered holders (“**Southtech Shareholders**”) of common shares (“**Southtech Shares**”) of Southtech Capital Corporation (“**Southtech**”) in connection with the proposed amalgamation (the “**Amalgamation**”) of Southtech and Redfall Technologies Inc. (“**Redfall**”), that will be submitted for approval at the special meeting of Southtech Shareholders (the “**Meeting**”) to be held on Wednesday, September 10, 2014. Southtech Shareholders are referred to the joint management information circular of Southtech and Redfall dated July 31, 2014 (the “**Information Circular**”) which accompanies this Letter of Transmittal. Capitalized terms used but not defined in this Letter of Transmittal have the meanings ascribed to them in the Information Circular.

Pursuant to the amalgamation agreement dated May 7, 2014, as amended on July 31, 2014 (the “**Amalgamation Agreement**”) between Southtech and Redfall, Southtech and Redfall have agreed to amalgamate pursuant to Section 181 of the *Business Corporations Act* (Alberta) to form a new company (“**Amalco**”) which will carry on business under the name “Vogogo Inc.”. A copy of the Amalgamation Agreement is attached as Appendix A to the Information Circular. Pursuant to the Amalgamation Agreement, Southtech Shareholders will receive one (1) common share in the capital of Amalco (“**Amalco Share**”) in exchange for every five (5) Southtech Shares held.

No fractional Amalco Shares shall be issued to holders of Southtech Shares; in lieu of any fractional entitlement, the number of Amalco Shares issued to each former holder of Southtech Shares shall be rounded up to the next higher whole number of Amalco Shares if the fractional entitlement is equal to or greater than 0.5 and shall, without any additional compensation, be rounded down to the next lesser whole number of Amalco Shares if the fractional entitlement is less than 0.5 (subject to only one (1) rounding per holder of Southtech Shares).

CST Trust Company (the “**Depositary**”) is the depositary for the receipt of this Letter of Transmittal. See the back page of this Letter of Transmittal for delivery instructions.

This Letter of Transmittal, properly completed and duly executed, together with all other required documents, must accompany all certificate(s) representing Southtech Shares deposited with the Depositary.

The undersigned delivers to you the enclosed certificate(s) representing Southtech Shares to be exchanged for certificate(s) representing Amalco Shares pursuant to and in accordance with the Amalgamation Agreement:

DESCRIPTION OF CERTIFICATES DEPOSITED			
Certificate Number(s)	Name of Registered Holder	Check if certificate was held in Escrow	Number of Southtech Shares
Total:			

(If space is not sufficient, please attach a list in the above form.)

Some or all of my Southtech Share certificates have been lost, stolen or destroyed. Please review Instruction 7 below for the procedure to replace lost or destroyed certificates. (Check box if applicable)

The undersigned:

1. represents and warrants that the undersigned is the legal owner of the above listed Southtech Shares and has good title to the rights represented by the above mentioned certificate(s), free and clear of all liens, charges, encumbrances, claims and equities, together with all rights and benefits, and has full power and authority to deliver such certificate(s);
2. represents and warrants that the information provided hereunder is true, accurate and complete as of the date hereof;
3. acknowledges receipt of the Information Circular;
4. represents and warrants that it is resident in the jurisdiction set out in “Address of Southtech Shareholder” on page 3 of this Letter of Transmittal;
5. acknowledges that if the Amalgamation is approved at the Meeting, including any adjournment thereof, unless the Amalgamation is not subsequently completed, the deposit of Southtech Shares pursuant to this Letter of Transmittal is irrevocable;
6. directs the Depositary to, as soon as reasonably practicable following completion of the Amalgamation, issue or cause to be issued the Amalco Shares to which the undersigned is entitled upon completion of the Amalgamation in the name indicated below and to send the Amalco Shares to the address, or hold the same for pick-up, as indicated in this Letter of Transmittal;
7. covenants and agrees to execute, upon request, any additional documents, transfers and other assurances as may be necessary or desirable to complete the exchange of certificate(s) representing Southtech Shares for certificate(s) representing Amalco Shares;
8. acknowledges that all authority conferred, or agreed to be conferred by the undersigned herein may be exercised during any subsequent legal incapacity of the undersigned and shall survive the death, incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be binding upon the heirs, personal representatives, successors and assigns of the undersigned; and
9. agrees that by virtue of this Letter of Transmittal, the undersigned is deemed to have agreed that all questions as to validity, form, eligibility (including timely receipt) and acceptance of any Southtech Shares deposited pursuant to the Amalgamation will be determined by Southtech in its sole discretion and that such determination shall be final and binding and acknowledges that there shall be no duty or obligation on Southtech, Amalco, the Depositary or any other person to give notice of any defect or irregularity in any deposit and no liability shall be incurred by any of them for failure to give such notice.

Unless otherwise indicated under “Special Registration Instructions” or “Special Delivery Instructions” below (in which case delivery should be made in accordance with those instructions), the Amalco Share certificates should be issued in the name of the undersigned and forwarded to the undersigned at the address specified below the signature of the undersigned (or if no address or delivery instructions are made, to the latest address of record on the share register maintained by the Depositary, in its capacity as transfer agent for Southtech). If the Amalgamation is not completed and the Amalgamation Agreement is terminated, or if Southtech or Redfall terminate their obligations under the Amalgamation Agreement in accordance with its terms, the undersigned directs the Depositary to return the enclosed certificate(s) to the address of the undersigned as indicated on the share register maintained by the Depositary, in its capacity as transfer agent for Southtech.

Non-registered Southtech Shareholders should contact their nominee (i.e. broker, investment dealer, bank, trust company or other nominee) which holds their Southtech Share certificate(s) on their behalf to arrange for their exchange.

Signatures guaranteed by *(if required under Instruction 4)*:

DATED _____, 2014.

Authorized Signature of Guarantor

Signature of Southtech Shareholder or Authorized Representative (see Instructions 3 and 5)

Name of Guarantor *(please print or type)*

Address of Southtech Shareholder

Address of Guarantor *(please print or type)*

Telephone Number of Southtech Shareholder

Facsimile Number of Southtech Shareholder

Social Insurance Number or U.S. Resident Taxpayer Identification Number of Southtech Shareholder *(must be provided)*

Name of Southtech Shareholder *(please print or type)*

Name of Authorized Representative, if applicable *(please print or type)*

BOX A SPECIAL REGISTRATION INSTRUCTIONS (See Instructions 2 and 4)	
<i>To be completed ONLY if the certificate(s) for Amalco Shares are to be registered in a name other than the name of the undersigned. If this box is completed, the signature must be guaranteed. See Instructions 2 and 4 below.</i>	
In the Name of:	_____
	<i>(Please Print)</i>
Address:	_____

	<i>(include postal or zip code)</i>
Telephone Number	<i>(during business hours)</i>
Social Insurance Number or U.S. Resident Taxpayer Identification Number	

BOX B SPECIAL REGISTRATION INSTRUCTIONS (See Instructions 2 and 4)	
<i>To be completed ONLY if the certificate(s) for Amalco Shares are to be delivered to a name or an address other than the name and address of the undersigned specified below the signature of the undersigned. If this box is completed, the signature must be guaranteed. See Instructions 2 and 4 below.</i>	
In the Name of:	_____
	<i>(Please Print)</i>
Address:	_____

	<i>(include postal or zip code)</i>
Telephone Number	<i>(during business hours)</i>

BOX C
<i>To be checked only if the certificate(s) for Amalco Shares are to be held for pick-up rather than mailed, at the office of the Depository at which this Letter of Transmittal is deposited.</i>
<input type="checkbox"/>

INSTRUCTIONS

1. Use of Letter of Transmittal

- (a) This Letter of Transmittal (or a manually executed copy hereof) properly completed and signed as required by the instructions set forth below, together with accompanying certificate(s) representing the Southtech Shares and all other required documents must be received by the Depository at any of its offices specified on the back page of this document.
- (b) The method used to deliver this Letter of Transmittal and any accompanying certificate(s) representing Southtech Shares and all other required documents is at the option and risk of the person depositing the same, and delivery will be deemed effective only when such documents are actually received by the Depository at its office specified on the back page of this document. It is recommended that the necessary documentation be hand delivered to the Depository, at its office specified on the back page of this document, and a receipt obtained. However, if such documents are mailed, it is recommended that registered mail be used and that proper insurance be obtained and a return receipt requested. Southtech Shareholders whose Southtech Shares are registered in the name of a nominee should contact their broker, investment dealer, bank, trust company or other nominee for assistance in depositing those Southtech Shares.

2. Special Registration and Special Delivery Instructions

Box A — Special Registration Instructions must be completed if the certificate(s) for Amalco Shares are to be issued in the name of a person other than the person signing the Letter of Transmittal. Box B — Special Delivery Instructions must be completed if the certificate(s) for the Amalco Shares are to be sent to someone other than the person signing the Letter of Transmittal, or to the person signing the Letter of Transmittal at an address other than that appearing on the books of Southtech. Box C should be completed only if the certificate(s) for Amalco Shares are to be held by the Depository for pick-up. If either Box A or Box B are completed, the signature on the Letter of Transmittal must be guaranteed. See Instruction 4 below.

3. Signatures

- (a) This Letter of Transmittal must be duly completed and signed by the Southtech Shareholder (or by such Southtech Shareholder's duly authorized representative in accordance with Instruction 5 below).
- (b) If this Letter of Transmittal is signed by the registered owner(s) of the accompanying certificate(s), such signature(s) on this Letter of Transmittal must correspond with the name(s) as registered or as written on the face of such certificate(s) without any change whatsoever, and the certificate(s) need not be endorsed. If such transmitted certificate(s) are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal.
- (c) If this Letter of Transmittal is signed by a person other than the registered owner(s) of the Southtech Shares or if the Amalco Shares are to be issued to a person other than the registered holder(s):
 - (i) such deposited certificate(s) must be endorsed or be accompanied by an appropriate share transfer power of attorney duly and properly completed by the registered owner(s); and
 - (ii) the signature(s) on such endorsement or power of attorney must correspond exactly to the name(s) of the registered owner(s) as appearing on the certificate(s) and must be guaranteed as noted in Instruction 4 below.

4. Guarantee of Signatures

If (a) this Letter of Transmittal is executed by a person other than the registered owner(s) of the Southtech Shares, or (b) the Amalco Shares are to be registered in a name other than the name of such registered owner(s) or sent to an address other than the address of the registered owner(s) as shown on the share register maintained by the Depository, in its capacity as transfer agent for Southtech, such signature must be guaranteed by an Eligible Institution, or in some other manner satisfactory to the Depository (except that no guarantee is required if the signature is that of an Eligible Institution).

An "Eligible Institution" means a Canadian schedule I chartered bank, a member of the Securities Transfer Agent Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada or

the United States, members of the Investment Dealers Association of Canada, members of the National Association of Securities Dealers or banks or trust companies in the United States.

5. Fiduciaries, Representatives and Authorizations

Where this Letter of Transmittal or any certificate or share transfer or power of attorney is executed by a person as an executor, administrator, trustee, guardian, attorney-in-fact or agent or on behalf of a corporation, partnership or association or is executed by any other person acting in a fiduciary or representative capacity, this Letter of Transmittal must be accompanied by satisfactory evidence of the authority to act. Southtech and the Depositary, at their discretion, may require additional evidence of authority or additional documentation.

6. Miscellaneous

- (a) If the space on this Letter of Transmittal is insufficient to list all certificates for Southtech Shares, additional certificate numbers and the number of Southtech Shares represented thereby may be included on a separate signed list affixed to this Letter of Transmittal.
- (b) If Southtech Shares are registered in different forms (e.g. "John Doe" and "J. Doe"), a separate Letter of Transmittal should be signed for each different registration.
- (c) No alternative, conditional or contingent deposits will be accepted. All depositing Southtech Shareholders by execution of this Letter of Transmittal (or a copy thereof) waive any right to receive any notice by the Depositary.
- (d) The holder of the Southtech Shares that are the subject of this Letter of Transmittal hereby unconditionally and irrevocably attorns to the non-exclusive jurisdiction of the courts of the Province of Alberta and the courts of appeal therefrom.
- (e) Additional copies of the Letter of Transmittal may be obtained on request and without charge from the Depositary at any of their offices at the addresses listed on the back page of this document.

7. Lost or Destroyed Certificates

If a share certificate representing Southtech Shares has been lost or destroyed, this Letter of Transmittal should be completed as fully as possible and forwarded to the Calgary office of the Depositary together with a letter describing the loss. The Depositary will respond with replacement requirements, which must be properly completed and returned prior to effecting the exchange. If a share certificate has been lost or destroyed, please ensure that you provide your telephone number to the Depositary so that they may contact you.

8. Privacy Notice from the Depositary

CST Trust Company (previously defined as the "**Depositary**") is committed to protecting individuals' personal information. In the course of providing its services, the Depositary receives non-public personal information from transactions it performs for investors, forms sent to it, other communications it has with investors or representatives, etc. This information could include name, address, social insurance number, social security number, securities holdings and other financial information. The Depositary uses this to administer investor accounts, to better serve investors' and clients' needs and for other lawful purposes relating to the Depositary's services. The Depositary has prepared a Privacy Policy to tell you more about its information practices and how personal information is protected. It is available at the website of the Depositary at www.canstockta.com.

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Office of the Depositary:

CST TRUST COMPANY

By Mail

P.O. Box 1036
Adelaide Street Postal Station
Toronto, Ontario
M5C 2K4

Attention: Corporate Actions

By Hand or by Courier or Registered Mail

In Toronto

CST Trust Company
320 Bay Street
Basement Level (B1)
Toronto, Ontario
M5H 4A6

In Calgary

CST Trust Company
600, 333 - 7th Avenue SW
Calgary, Alberta T2P 2Z1

Telephone: (416) 682-3860
Toll Free (Canada): 1-800-387-0825
Email: inquiries@canstockta.com

Any questions and requests for assistance may be directed by Southtech Shareholders to the Depositary at the telephone numbers, email address and locations set out above.