

**FORM OF PROXY AND NATIONAL INSTRUMENT 51-102 ANNUAL REQUEST FORM
SOLICITED BY THE MANAGEMENT OF SOUTHTECH CAPITAL CORPORATION**

The undersigned holder (“**Shareholder**”) of common shares (“**Common Shares**”) of Southtech Capital Corporation (the “**Company**”) hereby appoints Wade Larson, President, Chief Executive Officer and Chief Financial Officer of the Company, or in lieu of the foregoing, _____ as proxyholder for the undersigned, with full power of substitution, to attend, act and vote on behalf of the undersigned at the annual and special meeting of Shareholders (the “**Meeting**”) to be held at 9:00 a.m. (Calgary time) on September 10, 2014 at the offices of Burstall Winger Zammit LLP, Suite 1600, 333 - 7th Avenue S.W., Calgary, Alberta and at any and all adjournments or postponements thereof, in the same manner, to the same extent and with the same power as if the undersigned were present at the said Meeting or any and all adjournments thereof and provided that without otherwise limiting the generality of the authority hereby conferred, the Common Shares registered in the name of the undersigned should be voted as specified below:

1. in the event the Amalgamation (as defined below) is not completed, to fix the number of directors for the next ensuing year at five (5) members, subject to the provisions of the articles of the Company relating to subsequent appointments by the board of directors:

VOTE FOR VOTE AGAINST

(and, if no specification is made, to vote FOR)

2. in the event the Amalgamation (as defined below) is not completed, the election of the following persons as directors of the Company for the ensuing year:

	FOR	WITHHOLD		FOR	WITHHOLD
Wade J. Larson	<input type="checkbox"/>	<input type="checkbox"/>	Dale P. Johnson	<input type="checkbox"/>	<input type="checkbox"/>
Donald A. Whalen	<input type="checkbox"/>	<input type="checkbox"/>	Paul S. Readwin	<input type="checkbox"/>	<input type="checkbox"/>
Michael P. Kraft	<input type="checkbox"/>	<input type="checkbox"/>			

(and, if no specification is made, to vote FOR)

3. in the event the Amalgamation (as defined below) is not completed, on the ordinary resolution appointing BDO Canada LLP, Chartered Accountants, as auditors of the Company at such remuneration as may be approved by the board of directors (the “**Board**”) of the Company:

VOTE FOR WITHHOLD VOTE

(and, if no specification is made, to vote FOR)

4. in the event the Amalgamation (as defined below) is not completed, on the ordinary resolution on the renewal and approval of the Company’s stock option plan, all as more particularly described in the accompanying joint information circular of the Company and Redfall Technologies Inc. (“**Redfall**”) dated July 31, 2014 (the “**Joint Information Circular**”):

VOTE FOR VOTE AGAINST

(and, if no specification is made, to vote FOR)

5. on the special resolution (the “**Southtech Amalgamation Resolution**”) approving the amalgamation agreement dated May 7, 2014, as amended on July 31, 2014, between the Company and Redfall, pursuant to which the Company and Redfall will amalgamate (the “**Amalgamation**”) under the provisions of the *Business Corporations Act* (Alberta) and continue as a new corporation under the name “Vogogo Inc.” (“**Amalco**”), all as more particularly described in the accompanying Joint Information Circular:

VOTE FOR VOTE AGAINST

(and, if no specification is made, to vote FOR)

6. conditional upon the Southtech Amalgamation Resolution being approved, on the ordinary resolution approving the stock option plan attached as Appendix B to the Joint Information Circular as the stock option plan of Amalco:

VOTE FOR VOTE AGAINST

(and, if no specification is made, to vote FOR)

7. conditional upon the Southtech Amalgamation Resolution being approved, on the ordinary resolution approving the Advance Notice By-Law attached as Appendix C to the Joint Information Circular as the Advance Notice By-Law of Amalco:

VOTE FOR VOTE AGAINST

(and, if no specification is made, to vote FOR)

8. in the event the Amalgamation is not completed, on the ordinary resolution of disinterested Shareholders, authorizing the Company to transfer to the NEX board of the TSX Venture Exchange as described in the Joint Information Circular:

VOTE FOR VOTE AGAINST

(and, if no specification is made, to vote FOR)

and conferring discretionary authority to vote on amendments or variations to the matters identified in the notice of meeting to Shareholders and on all other matters that may properly come before the Meeting or any adjournment or postponement thereof in such manner as the person above may see fit.

The undersigned revokes any proxies previously given to vote the Common Shares covered by this proxy.

National Instrument 51-102 - *Continuous Disclosure Obligations* requires that the Company send annually to the Shareholders a request form to allow the Shareholders to elect to receive a copy of the Company's Interim Financial Statements. If you wish to receive the Company's Interim Financial Statements or other selective shareholder communications, please complete and return this form.

The undersigned Shareholder hereby elects to receive:

Interim Financial Statements and MD&A

The Company is required by the *Business Corporations Act* (Alberta) to mail to each registered shareholder the Annual Financial Statements and MD&A of the Company. If you DO NOT wish to receive these documents please indicate:

I DO NOT wish to receive the Annual Financial Statements and MD&A of the Company.

Please note that this request form will be mailed each year and registered shareholders must return this form each year to remain on the Company's distribution list for the mailing of Interim Financial Statements and MD&A of the Company.

The Canadian Securities Administration recognizes that developments in information technology allow companies to disseminate documents to shareholders and investors in a more timely and cost efficient manner than by traditional paper methods. By providing an e-mail address, you will be deemed to be consenting to the electronic delivery to you at such e-mail address of the interim financial statements and reports, if electronic delivery is allowed by applicable regulatory rules and policies.

E-MAIL (optional): _____

DATED this ____ day of _____, 2014.

Signature of Shareholder

Name of Shareholder (Please Print)

Address

INSTRUCTIONS

1. If you are a registered Shareholder and are unable to attend in person, kindly fill in, sign and return the enclosed instrument of proxy.
2. **The Shareholder submitting this proxy has the right to appoint a person to represent such Shareholder at the Meeting other than Wade J. Larson. To exercise this right, the Shareholder may either insert the name of the desired representative in the blank space provided or submit another form of proxy. THE COMMON SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS SPECIFIED BY THE SHAREHOLDER BUT IF NO SPECIFICATION IS MADE, THE COMMON SHARES REPRESENTED BY THIS PROXY WILL BE VOTED FOR ALL ITEMS.**
3. If amendments or variations to matters identified in the Notice of Meeting or any other matters properly come before the Meeting or any adjournment thereof, this proxy confers discretionary authority upon the Shareholder's nominee to vote on such amendments, variations or other matters as such nominee sees fit. At the date of the Notice of Meeting, management knew of no such amendments, variations or other matters to come before the Meeting.
4. This proxy must be signed by the registered Shareholder or such Shareholder's attorney in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized. Any proxy which is undated will be deemed to bear the date on which it was mailed to the Shareholder.
5. A Shareholder who has given a proxy has the power to revoke it. A proxy may be revoked by an instrument in writing signed by the Shareholder or his attorney authorized in writing, or, if the Shareholder is a corporation, under its corporate seal or signed by a duly authorized officer or attorney for the corporation, and either delivered to the offices of CST Trust Company, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1 or by facsimile at (416) 368-2502, at any time, prior to 9:00 a.m. (Calgary time) on September 5, 2014 or if the Meeting is adjourned then at least two business days prior to the date of such adjourned meeting or with the Chairman of the Meeting on the day of the Meeting or an adjournment of the Meeting. In addition, a proxy may be revoked by the Shareholder executing another form of proxy bearing a later date and depositing same at the offices of CST Trust Company, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1 or by facsimile at (416) 368-2502, not less than 24 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or adjournment thereof, or by the Shareholder personally attending the Meeting and voting his shares.
6. PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY. Properly executed forms of proxy must be received by 9:00 a.m. (Calgary time) on September 5, 2014 or two business days preceding the date of any adjournment or postponement with the chairman of the Meeting on the day of the Meeting or on adjournment of the Meeting. Proxies may be delivered using the enclosed self-addressed envelope, or by otherwise delivering them to CST Trust Company, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1 or by facsimile at (416) 368-2502 or email to proxy@canstockta.com.

