

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Vogogo Inc. (the “**Corporation**”)

Head Office: 400, 320 – 23 Ave S.W., Calgary, Alberta T2S 0J2

Registered Office: 4600, 525 – 8th Avenue S.W., Calgary, Alberta T2P 1G1

Item 2 Date of Material Change

September 11, 2014

Item 3 News Release

A news release detailing the Material Change was distributed through the services of Marketwired and filed on SEDAR on September 11, 2014.

Item 4 Summary of Material Change

On September 11, 2014, Redfall Technologies Inc. (“**Redfall**”) and Southtech Capital Corporation (“**Southtech**”) completed a business combination transaction by way of an amalgamation (the “**Amalgamation**”) of Redfall with Southtech to form the Corporation. At shareholder meetings for Redfall and Southtech held on September 10, 2014, the Amalgamation and related matters were unanimously approved by the shareholders of each of Redfall and Southtech present in person or represented by proxy. The Amalgamation constituted the Qualifying Transaction for Southtech under Policy 2.4 of the TSXV Corporate Finance Manual.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

In connection with the Amalgamation, former Redfall and Southtech shareholders approved the election of a new board of directors of the Corporation (the “**Board**”) consisting of Dale Johnson, Geoff Gordon, Rodney Thompson and Tony Lacavera. Cory Cleveland was elected to the Board but determined to resign effective September 10, 2014.

Pursuant to the Amalgamation, each 5 outstanding common shares of Southtech were exchanged for one new common share in the capital of the Corporation (“**Common Share**”) and each outstanding common share of Redfall was exchanged for one Common Share.

As a condition to closing the Amalgamation, Redfall completed a brokered and non-brokered private placement financing of 11,333,332 subscription receipts at \$0.75 per subscription receipt and raised gross proceeds of approximately \$8.5 million. Upon completion of the Amalgamation, these subscription receipts converted into 11,333,332 Common Shares.

On September 11, 2014 the Board approved the grant of stock options to acquire an aggregate of 1,705,000 Common Shares, subject to the execution of definitive option agreements, to directors, officers, consultants and employees of the Corporation. Each grant of options has a five-year term expiring on September 11, 2019. Other than 500,000 options which vest immediately, the options vest over a period of 36 months (one-third vest 12 months from the grant date, one-third vest 24 months from the grant date, and one-third vest 36 months from the grant date). Each option is exercisable to purchase one Common Share at an exercise price of \$0.75 per Common Share. After giving effect to this grant, there will be 3,675,000 outstanding stock options to purchase Common Shares, representing approximately 9.4% of the Corporation's 39,098,012 issued and outstanding Common Shares.

5.2 - Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Geoff Gordon
Chief Executive Officer
403-648-9292

Item 9 Date of Report

September 19, 2014