

Vogogo Inc.

Notice of Change in Corporate Structure Pursuant to Section 4.9 of National Instrument 51-102

1. Names of the parties to the transaction:

Redfall Technologies Inc. (“**Redfall**”) and Southtech Capital Corporation (“**Southtech**”) completed an amalgamation to form Vogogo Inc. (the “**Corporation**”) (the “**Amalgamation**”).

2. Description of the transaction:

On September 11, 2014, Redfall and Southtech completed a business combination transaction by way of an amalgamation of Redfall with Southtech to form the Corporation. Southtech was previously a capital pool company listed on the TSX Venture Exchange and the amalgamation constituted its Qualifying Transaction under Policy 2.4 of the TSX Venture Exchange Corporate Finance Manual.

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. Further, as a condition to closing the Amalgamation, Redfall completed a brokered and non-brokered private placement financing of an aggregate 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.

3. Effective date of transaction:

September 11, 2014

4. Name of each party, if any, that ceased to be a reporting issuer after the transaction and of each continuing entity:

Following the Amalgamation, the Corporation continues to be a reporting issuer in the provinces of Alberta, British Columbia and Ontario.

5. Date of the reporting issuer’s first financial year-end after the transaction:

December 31, 2014.

6. Periods of the interim and annual financial statements required to be filed for the reporting issuer’s first financial year subsequent to the transaction:

Annual financial statements for the year ended December 31, 2014 and interim financial statements for the three and nine month period ended September 30, 2014.

7. The documents that were filed under National Instrument 51-102 that describe the transaction and where those documents can be found in electronic format:

Joint Information Circular of Redfall and Southtech, July 31, 2014 - SEDAR

Press Release, September 11, 2014 – SEDAR

Material Change Report, September 19, 2014 - SEDAR

DATED this 19th day of September, 2014.