

EARLY WARNING REPORT
UNDER NATIONAL INSTRUMENT 62-103

1. Name and Address of Offeror:

Rodney Thompson (“**Offeror**”)
400, 320 – 23rd Avenue SW
Calgary, Alberta T2S 0J2

2. Designation and number or principal amount of securities and the Offeror’s securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:

As a result of a business combination transaction by way of an amalgamation of Southtech Capital Corporation (“**Southtech**”) and Redfall Technologies Inc. (“**Redfall**”) to form Vogogo Inc. (the “**Corporation**”) completed on September 11, 2014 (the “**Amalgamation**”), the Offeror acquired an aggregate of 5,166,666 common shares in the capital of the Corporation (the “**Common Shares**”). The Amalgamation constituted Southtech’s Qualifying Transaction and the Common Shares began trading on the facilities of the TSX Venture Exchange (“**TSXV**”) on September 15, 2014 under the trading symbol “VGO”.

Prior to the Amalgamation, the Offeror beneficially owned and controlled 5,166,666 common shares in the capital of Redfall (the “**Redfall Shares**”).

As a result of the Amalgamation, each 5 outstanding common shares in the capital of Southtech were exchanged for one Common Share and each Redfall Share was exchanged for one Common Share. Immediately following the Amalgamation there were 39,098,012 Common Shares issued and outstanding.

As a result of the Amalgamation, the Offeror beneficially owns and exercises control over an aggregate of 5,166,666 Common Shares, representing an interest of approximately 13.2% of the issued and outstanding Common Shares as at the date hereof. Assuming the full exercise of all of the Offeror’s convertible securities, the Offeror would own and exercise control over approximately 11.6% of the Common Shares on a fully diluted basis.

3. Designation and number or principal amount of securities and the Offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the reporting obligation:

As of the date hereof, the Offeror beneficially owns and exercises full control and direction over a total of 5,166,666 Common Shares and 200,000 stock options convertible into Common Shares, which represents approximately 13.2% of the issued and outstanding Common Shares at the date hereof and 11.6% of the Common Shares on a fully diluted basis.

4. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3, above, over which:

- (a) **the Offeror, either alone or together with any joint actors, has ownership and control;**

Please refer to item 3 above.

- (b) **the Offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor; and**

Not applicable.

- (c) **the Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership:**

Not applicable.

- 5. The name of the market in which the transaction or occurrence that gave rise to the reporting obligation took place:**

The TSXV. Please refer to item 2 above.

- 6. The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the reporting obligation:**

Please refer to item 2 above.

- 7. Purpose of the Offeror and any joint actors in effecting the transaction or occurrence that gave rise to the reporting obligation, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

The Offeror a director of the Corporation. While the Offeror will have an ongoing role as an advisor and a director of the Corporation, the purpose of holding the Common Shares is for investment purposes and not for exercising control or direction over the Corporation. The Offeror may, from time to time dispose of, or acquire, additional securities of the Corporation in accordance with the policies of the TSXV and applicable securities laws.

- 8. General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the reporting obligation, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

The Offeror has entered into an escrow agreement with the Corporation, CST Trust Company and certain other parties whereby all of the securities in the Corporation held by the Offeror as at the date of the Amalgamation are subject to certain escrow restrictions providing that 25% of such securities will be released on each of the following dates: September 12, 2014; February 12, 2015; September 12, 2015; and February 12, 2016.

9. Names of any joint actors in connection with the disclosure required herein:

Not applicable.

10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value in Canadian dollars of the consideration paid by the Offeror:

Not applicable.

11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:

Not applicable.

12. If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting that reliance:

Not applicable

Dated the 29th day of September, 2014.

"Rodney Thompson"

RODNEY THOMPSON