

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Corporation**

Vogogo Inc. (“**Vogogo**” or the “**Corporation**”)  
400, 320 – 23rd Avenue SW  
Calgary, AB T2S 0J2

**Item 2 Date of Material Change**

October 28, 2014

**Item 3 News Release**

A press release reporting the material change was issued on October 29, 2014 through the services of Marketwired.

**Item 4 Summary of Material Change**

The Corporation announced the entering into of a payment processing agreement with Knox Payments Inc. (“**Knox**”) enabling regional US fiat payments in support of the US cryptocurrency industry.

**Item 5.1 Full Description of Material Change**

On October 29, 2014, Vogogo announced the entering into of an agreement forming a strategic partnership with US payment processor Knox. The agreement provides Vogogo exclusive access to Knox’s payment methods and US banking, enabling regional US fiat payments in support of the US cryptocurrency industry.

The agreement further bolsters Vogogo’s US offering and allows Vogogo to expedite and enhance its upcoming entry into the US market. Vogogo can now offer its US-based merchants multiple real-time fiat payments options. Existing Vogogo merchants will be able to use a single technical integration to accept fiat payments from both Canada and the USA.

The agreement allows Knox to leverage its US banking relationships and Vogogo’s merchant relationships, risk management technology and corporate resources to secure commercial level payment processing capabilities. This agreement with Vogogo enables Knox to participate in the US cryptocurrency industry, which has been a strategic target market for Knox.

Vogogo can now extend its compliance and risk management platform to the US market, leveraging its existing payments platform and processing capabilities to provide seamless and secure processing to what is estimated to be an addressable market over 10 times the size of the Canadian market currently being served.

The technical integration between Knox and Vogogo is well advanced and Vogogo expects to launch beta US processing in November 2014.

**Item 5.2 Disclosure For Restructuring Transactions**

Not applicable.

**Item 6 Reliance of Section 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officers**

For more information, please contact:

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Telephone: 403-648-9292

Rodney Thompson, Chief Relationship Officer  
Telephone: 403-648-9292

**Item 9 Date of Report:**

November 6, 2014

**Cautionary Note Regarding Forward-Looking Statements**

Certain statements in this material change report contain forward-looking information including, without limitation, timing for integration of the Vogogo platform with Knox and expansion plans of Vogogo. The words “will,” “anticipate,” “believe,” “estimate,” “expect,” “intent,” “may,” “project,” “should,” and similar expressions are intended to be among the statements that identify forward-looking statements. The forward-looking statements are founded on the basis of expectations and assumptions made by Vogogo. Readers are cautioned that assumptions used in the preparation of such information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Vogogo. Vogogo does not have any obligation to update or revise any forward-looking statements except as expressly required by applicable securities laws.