



PUBLIC OFFERING OF COMMON SHARES

(All amounts shown in Canadian Dollars)

May 27, 2015

A preliminary short form prospectus containing important information relating to the securities described in this document **has not yet** been filed with the securities regulatory authorities in each of the provinces and of Alberta, British Columbia, and Ontario. A copy of the preliminary short form prospectus is required to be delivered to any investor that received this document and expressed an interest in acquiring the securities. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary short form prospectus, final short form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

TERMS OF THE OFFERING

ISSUER:	Vogogo Inc. (the “ Company ”)
OFFERING:	4,500,000 common shares (the “ Common Shares ”) in the capital of the Company.
ISSUE PRICE:	C\$2.25 per Common Share
AMOUNT:	C\$10,125,000
OVER-ALLOTMENT:	The Company has granted the Underwriters an option, exercisable, in whole or in part at any time until 30 days following the Closing Date to purchase up to an additional 15% of the Offering at the Issue Price to cover over-allotments, if any.
USE OF PROCEEDS:	The net proceeds from the Offering will be used for working capital and general corporate purposes.
FORM OF OFFERING:	Bought deal short-form prospectus offering to be filed in the Provinces of British Columbia, Alberta and Ontario. U.S. sales by private placement via Rule 144A or such other exemption so as not to require registration. Internationally as permitted.
LISTING:	An application will be made to list the Common Shares on the TSX Venture Exchange (the “ TSXV ”). The existing common shares are listed on TSXV under the symbol “ VGO ”.
ELIGIBILITY:	Eligible under the usual statutes as well as for RRSPs, RRIFs, DPSPs, RESPs and TFSA.
BOOKRUNNER:	Salman Partners Inc.
CLOSING:	On or about June 16, 2015 or such other date as agreed between the Company and the Underwriters (the “ Closing Date ”), each acting reasonably.
U.S. NOTICE:	The securities offered hereby have not and will not be registered under the United States Securities Act of 1933, as amended (the “ 1933 Act ”) and may not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the 1933 Act) unless the securities have been registered under the 1933 Act, or are otherwise exempt from such registration.