

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered hereunder have not been, and will not be, registered under the US Securities Act (as defined herein), or the securities laws of any state of the United States (as defined herein). Accordingly, these securities may not be offered, sold or delivered, directly or indirectly, within the United States. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States. See "Plan of Distribution".

Information has been incorporated by reference in this short form prospectus (the "Prospectus") from documents filed with the securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of Vogogo Inc. ("Vogogo" or the "Company") at 400, 320 - 23rd Avenue S.W., Calgary, Alberta, Canada, T2S 0J2, telephone (403) 648-9292, and are also available electronically at www.sedar.com.

SHORT FORM PROSPECTUS

New Issue

June 10, 2015



VOGOGO INC.

\$10,890,000
4,840,000 Common Shares

This Prospectus qualifies the distribution of 4,840,000 common shares of the Company (the "Common Shares", with each Common Share being offered pursuant to this Prospectus, an "Offered Share") at a price of \$2.25 per Offered Share (the "Offering Price") for total gross proceeds of \$10,890,000 (the "Offering").

The Common Shares are listed on the TSX Venture Exchange (the "TSXV") under the symbol "VGO". On May 27, 2015, the last trading day on which the Common Shares traded prior to the announcement of the Offering, the closing price of the Common Shares on the TSXV was \$2.43. On June 9, 2015, the last complete trading day prior to the date of this Prospectus, the closing price of the Common Shares on the TSXV was \$2.39. The Offering Price was determined by negotiation between the Company and Salman Partners Inc. and Clarus Securities Inc. on their behalf, and on behalf of Beacon Securities Limited (collectively, the "Underwriters"). The TSXV has conditionally approved the listing of the Offered Shares. Listing is subject to the Company fulfilling all of the listing requirements of the TSXV.

Price: \$2.25 per Common Share

	Price to the Public	Underwriters' Fee⁽¹⁾	Net Proceeds to the Company⁽²⁾⁽³⁾
Per Offered Share	\$2.25	\$0.1575	\$2.0925
Total	\$10,890,000	\$762,300	\$10,127,700

Notes:

- (1) The Underwriters will be paid a fee (the "Underwriters' Fee") equal to 7.0% of the aggregate gross proceeds of the Offering, including any proceeds raised through the sale of Common Shares pursuant to the exercise of the Over-Allotment Option (as defined herein). See "Plan of Distribution".
- (2) After deducting the Underwriters' Fee payable by the Company and before deducting the expenses of the Offering (estimated to be approximately \$350,000).
- (3) The Company has granted an option (the "Over-Allotment Option") to the Underwriters, exercisable at the Underwriters' sole discretion at any time, in whole or in part, for a period of 30 days following the Closing Date (as defined herein), to purchase from the Company, at the Offering Price, up to an additional 726,000 Common Shares (representing 15% of the Offered Shares being offered under this Prospectus) for the purpose of covering over-allotments, if any, and for market stabilization purposes. The Company has agreed to pay the Underwriters' Fee in respect of any Common Shares sold on exercise of the Over-Allotment Option. If the Over-Allotment Option is exercised in full, the total price to the public, Underwriters' Fee and net proceeds to the Company will be \$12,523,500, \$876,645 and \$11,646,855, respectively. This Prospectus qualifies the distribution of any additional Common Shares sold pursuant to the exercise of the Over-Allotment Option and any purchaser who acquires Common Shares forming part of the Underwriters' over-allocation position acquires those Common Shares under this Prospectus, regardless of whether the over-allocation

position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See “*Plan of Distribution*”. All references to “Offered Shares” in this Prospectus include any Common Shares issued upon exercise of the Over-Allotment Option.

<u>Underwriters’ Position</u>	<u>Maximum Size</u>	<u>Exercise Period</u>	<u>Exercise Price</u>
Over-Allotment Option	726,000 Common Shares	30 days following the Closing Date	\$2.25

The Underwriters, as principals, conditionally offer the Offered Shares for sale, subject to prior sale, if, as and when issued by the Company and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement (as defined herein), and subject to approval of certain legal matters relating to the Offering on behalf of Vogogo by Torys LLP and on behalf of the Underwriters by Bennett Jones LLP. Vogogo has been advised by the Underwriters that, in connection with the Offering and subject to applicable laws, the Underwriters may effect transactions that stabilize or maintain the market price of the Common Shares at levels other than those that might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See “*Plan of Distribution*”.

The Underwriters propose to offer the Offered Shares initially at the Offering Price. After a reasonable effort has been made to sell all the Offered Shares at the price specified, the Underwriters may subsequently reduce the selling price to purchasers from time to time in order to sell any of the Offered Shares remaining unsold. Any such reduction will not affect the net proceeds received by the Company. See “*Plan of Distribution*”.

Subscriptions for Offered Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Closing of the Offering is expected to occur on or about June 16, 2015 or such other date as the Underwriters and the Company may agree, but in any event not later than the date that is 42 days after the date of the receipt for this Prospectus. Other than in certain limited circumstances, a purchaser will receive only a customer confirmation from the registered dealer from or through which the Offered Shares are purchased and who is a CDS Clearing and Depository Services Inc. (“CDS”) participant. No certificates will be issued unless specifically requested or required. See “*Plan of Distribution*”.

An investment in the Offered Shares is speculative and involves a high degree of risk that should be considered by potential purchasers. An investment in the Offered Shares is suitable only for those purchasers who are willing to risk a loss of some or all of their investment and who can afford to lose some or all of their investment. See “*Risk Factors*” and “*Special Note Regarding Forward-Looking Information*”.

Investors should rely only on the information contained or incorporated by reference in this Prospectus. Neither the Company nor any of the Underwriters has authorized anyone to provide investors with additional or different information. Neither the Company nor any of the Underwriters is offering to sell the Offered Shares in any jurisdiction where the offer or sale is not permitted. The information contained in this Prospectus is accurate only as of the date hereof, regardless of the time of delivery of this Prospectus or any sale of the Offered Shares.

A director and the Chief Operating Officer of Vogogo resides outside of Canada. Purchasers are advised that it may not be possible for purchasers to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process. See “*Plan of Distribution - Enforcement of Judgments Against Foreign Persons or Companies*”.

Vogogo’s registered office is located at 4600, 525 - 8 Avenue S.W., Calgary, Alberta, T2P 1G1 and its head office is located at 400, 320 - 23rd Avenue S.W., Calgary, Alberta, T2S 0J2.

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GLOSSARY OF TERMS

In this Prospectus, the following terms shall have the meanings set forth below, unless otherwise indicated:

"2014 Information Circular" means the joint information circular of Southtech Capital Corporation and Redfall Technologies Inc. dated July 31, 2014 relating to the annual and special meeting of shareholders of each of Southtech Capital Corporation and Redfall Technologies Inc. held on September 10, 2014;

"AIF" means the annual information form of Vogogo dated April 30, 2015 relating to the year ended December 31, 2014;

"Amalgamation" has the meaning given to such term under the heading *"Documents Incorporated By Reference"*;

"AML-CTF" means anti-money laundering-counter terrorist financing;

"Annual MD&A" means the management's discussion and analysis of Vogogo for the year ended December 31, 2014;

"Aufry" has the meaning given to such term under the heading *"Vogogo"*;

"Board" or **"Board of Directors"** means the board of directors of the Company, as constituted from time to time;

"Business Day" means any day, other than a Saturday or Sunday, on which the chartered banks in Toronto, Ontario and Calgary, Alberta, are open for commercial banking business during normal banking hours;

"CDS" means CDS Clearing and Depository Services Inc.;

"Closing" means the completion of the sale of the Offered Shares;

"Closing Date" means the date on which the Closing occurs, which is currently expected to be on or about June 16, 2015, or such other date as the Company and the Underwriters may agree but in any event not later than 42 days after the date a receipt is issued for this Prospectus;

"Common Shares" means the common shares of the Company, as constituted from time to time;

"EMI" has the meaning given to such term under the heading *"Use of Proceeds"*;

"Forward-Looking Information" has the meaning given to such term under the heading *"Special Note Regarding Forward-Looking Information"*;

"Governmental Authority" has the meaning given to such term under the heading *"Plan of Distribution – General"*;

"KYC" means know your customer;

"Management" means the executive officers of the Company;

"NI 44-101" means National Instrument 44-101, *Short Form Prospectus Distributions*, as amended;

"Offered Shares" means the Common Shares offered pursuant to this Prospectus, including any Common Shares sold pursuant to the exercise of the Over-Allotment Option;

"Offering" means the offering of 4,840,000 Common Shares pursuant to this Prospectus;

"Offering Price" means \$2.25 per Offered Share;

“Options” means the stock options to purchase Common Shares granted under the Stock Option Plan;

“Over-Allotment Option” has the meaning given to such term on the inside cover page of this Prospectus;

“Plans” has the meaning given to such term under the heading *“Eligibility for Investment”*;

“Preferred Shares” has the meaning given to such term under the heading *“Description of Securities Being Distributed”*;

“Prospectus” means this short form prospectus;

“RRIFs” has the meaning given to such term under the heading *“Eligibility for Investment”*;

“RRSPs” has the meaning given to such term under the heading *“Eligibility for Investment”*;

“SEDAR” means the System for Electronic Document Analysis and Retrieval, the public filing system for public securities documents and information filed by public companies, which is maintained by the Canadian Securities Administrators (www.sedar.com);

“Shareholders” means the holders of Common Shares, from time to time;

“Stock Option Plan” means the incentive stock option plan of the Company as amended;

“Subscription Receipts” has the meaning given to such term under the heading *“Prior Sales”*;

“Tax Act” has the meaning given to such term under the heading *“Eligibility for Investment”*;

“TFSAs” has the meaning given to such term under the heading *“Eligibility for Investment”*;

“TSXV” means the TSX Venture Exchange;

“UK” has the meaning given to such term under the heading *“Use of Proceeds”*;

“Underwriters” means, Salman Partners Inc., Clarus Securities Inc. and Beacon Securities Limited;

“Underwriters’ Fee” has the meaning given to such term on the inside cover page of this Prospectus;

“Underwriting Agreement” means the underwriting agreement dated effective May 27, 2015 with respect to the Offering among the Company and the Underwriters;

“United States” or “US” means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia;

“US Securities Act” means the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder;

“Vogogo” or the “Company” means Vogogo Inc. and where the content so requires includes all of the Vogogo Subsidiaries;

“Vogogo Subsidiaries” means, collectively, Vogogo Canada Inc., Vogogo USA Inc., Vogogo E.U. Ltd. and Vanado, Inc.;

“Vogogo Technology” means the risk management and payment processing technology that enables secure transaction processing between businesses and their customers, utilizing conventional banking and payment networks; and

“Warrants” means the warrants to purchase Common Shares.

GENERAL MATTERS

Purchasers should rely only on the information contained in this Prospectus and the documents incorporated by reference herein, and are not entitled to rely on parts of the information contained in this Prospectus and the documents incorporated by reference herein, to the exclusion of others. The Company and the Underwriters have not authorized anyone to provide purchasers with additional or different information. The information contained on Vogogo's corporate website is not intended to be included in or incorporated by reference into this Prospectus and purchasers should not rely on such information when deciding whether or not to purchase Offered Shares. The Company and the Underwriters are not offering to sell the Offered Shares in any jurisdictions where the offer or sale is not permitted. The information contained in this Prospectus is accurate only as of the date hereof, regardless of the time of delivery of this Prospectus or any sale of the Offered Shares. The Company's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

Certain terms used throughout this Prospectus are defined in the Glossary of Terms.

Unless otherwise indicated, all information in this Prospectus assumes that the Over-Allotment Option will not be exercised by the Underwriters.

In this Prospectus and the documents incorporated by reference herein, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars. References to "\$" or "dollars" are to Canadian dollars.

SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

Certain information and statements contained in this Prospectus and the documents incorporated by reference herein constitute "forward-looking information" and "forward-looking statements" (collectively, "**Forward-Looking Information**") as defined under applicable Canadian securities laws and the Company hereby cautions purchasers of the Offered Shares about important factors that could cause the Company's actual results or outcomes to differ materially from those projected in any Forward-Looking Information contained in this Prospectus and the documents incorporated by reference herein. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "will likely result", "are expected to", "will continue", "is anticipated", "believes", "estimated", "intends", "plans", "projection" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in such Forward-Looking Information.

In particular and without limitation, this Prospectus and the documents incorporated by reference herein contains Forward-Looking Information pertaining to the following:

- the completion and timing of the Offering;
- the use of proceeds of the Offering;
- the exercise of the Over-Allotment Option;
- comments with respect to the Company's revenue, objectives and priorities for 2015 and beyond;
- project timetables;
- growth strategies and opportunities;
- working capital requirements and financial obligations; and
- outlook with respect to the Company's operations and the Canadian, US and international economies.

With respect to Forward-Looking Information contained in this Prospectus and the documents incorporated by reference herein, assumptions have been made regarding, among other things:

- the Company's ability to manage its growth;
- competition in the Company's industry;
- the Company's ability to enhance current products and develop and introduce new products;
- the Company's ability to obtain qualified staff in a timely and cost-efficient manner;
- the regulatory framework governing taxes in Canada and the United States and any other jurisdictions in which the Company may conduct its business in the future;
- future development plans for the Company's services unfolding as currently envisioned;
- future capital expenditures to be made by the Company;
- future sources of funding for the Company's capital program;
- the impact of increasing competition on the Company; and
- the Company's success in identifying risks to its business and managing the risks mentioned below.

The Company's actual results or outcomes could differ materially from those expressed in the Forward-Looking Information as a result of the risks normally encountered in its industry such as:

- maintaining and managing growth;
- history of losses;
- risks related to negative cash flow;
- risks related to new technology;
- competition risks;
- operating results and financial condition fluctuations on a quarterly and annual basis;
- risks related to intellectual property;
- risks related to additional capital requirements;
- customer base and market acceptance;
- software and product defects and design risks;
- dependence on key personnel;
- commodity price risk;
- credit risk;
- the effect of government regulation;
- risks related to international expansion;
- legal risks;
- foreign currency and fiscal matters;
- risks related to Forward-Looking Information;
- reliance on third parties; and
- conflicts of interest.

In addition, there are risks to purchasers of Offered Shares associated with the nature and structure of the Offering such as share price volatility and future sales or issuances of securities.

Since actual results or outcomes could differ materially from those expressed in the Forward-Looking Information provided by or on behalf of the Company, purchasers should not place undue reliance on any such Forward-Looking Information.

Purchasers are cautioned that the foregoing lists of assumptions and risks are not exhaustive. Further, Forward-Looking Information contained in this Prospectus and the documents incorporated by reference herein are made as of the date of such documents and the Company undertakes no obligation to update Forward-Looking Information to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by applicable Canadian securities laws. New factors emerge from time to time, and it is not possible for Management to predict all of these factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in Forward-Looking Information. No assurance can be given that these expectations will prove to be correct and such Forward-Looking Information contained in this Prospectus and the documents incorporated by reference herein should not be unduly relied upon. In addition, this Prospectus and the documents incorporated by reference herein contain Forward-Looking Information attributed to third party industry sources.

The Forward-Looking Information contained in this Prospectus and the documents incorporated by reference herein is expressly qualified by the foregoing cautionary statements. An investment in Offered Shares is suitable for only those purchasers who are willing to risk a loss of their entire investment and who can afford to lose their entire investment. Purchasers should read this entire Prospectus and the documents incorporated by reference herein and consult their own professional advisors to assess the income tax, legal and other aspects of an investment in Offered Shares. See "Risk Factors".

ELIGIBILITY FOR INVESTMENT

In the opinion of Torys LLP, counsel to Vogogo, and Bennett Jones LLP, counsel to the Underwriters, if acquired on the date hereof, the Offered Shares would be qualified investments under the *Income Tax Act* (Canada) (the "**Tax Act**") for trusts governed by registered retirement savings plans ("**RRSPs**"), registered retirement income funds ("**RRIFs**"), registered disability savings plans, deferred profit sharing plans, tax-free savings accounts ("**TFSAs**") and registered education savings plans (collectively, the "**Plans**"), provided that the Offered Shares are listed on a designated stock exchange as defined in the Tax Act (which currently includes the TSXV).

Notwithstanding that the Offered Shares may be a "qualified investment" for a trust governed by a TFSA, RRSP or RRIF, the holder of a TFSA or the annuitant under a RRSP or RRIF, as the case may be, who holds the Offered Shares will be subject to a penalty tax if such Offered Shares are a "prohibited investment" for purposes of the Tax Act. The Offered Shares will generally be a "prohibited investment" if the holder or annuitant, as the case may be: (i) does not deal at arm's length with Vogogo for the purposes of the Tax Act; or (ii) has a "significant interest" in Vogogo, within the meaning of the Tax Act. In addition, the Offered Shares will not be a prohibited investment if they are "excluded property" as defined in the Tax Act for trusts governed by a TFSA, RRSP or RRIF. Holders and annuitants should consult their own tax advisors to ensure that the Offered Shares would not be a prohibited investment for a trust governed by a TFSA, RRSP or RRIF in their particular circumstances.

TRADEMARKS, TRADE NAMES AND SERVICE MARKS

This Prospectus includes trademarks, such as "*Vogogo*TM" (word and logo), which are protected under applicable intellectual property laws and are the property of Vogogo. Solely for convenience, the Company's trademarks and trade names referred to in this Prospectus may appear without any proprietary symbol, but such references are not intended to indicate, in any way, that the Company will not assert, to the fullest extent under applicable law, its rights to these trademarks and trade names and to those trademarks and trade names referred to in the documents incorporated by reference herein. All other trademarks used in this Prospectus are the property of their respective owners.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of Vogogo at 400, 320 - 23rd Avenue S.W., Calgary, Alberta, Canada, T2S 0J2, telephone (403) 648-9292. In addition, copies of the documents incorporated by reference herein may be obtained from the Company's profile on SEDAR at www.sedar.com.

The following documents of Vogogo, filed with the various securities commissions or similar authorities in the provinces of Canada, are specifically incorporated by reference into and form an integral part of this Prospectus:

1. the AIF;
2. the audited consolidated financial statements of Vogogo for the years ended December 31, 2014 and 2013, together with the notes thereto and the independent auditor's report thereon;
3. the Annual MD&A;
4. the interim condensed consolidated financial statements of Vogogo as at March 31, 2015 and for the three months ended March 31, 2015 and 2014, together with the notes thereto;
5. the management's discussion and analysis of Vogogo for the three months ended March 31, 2015;
6. the 2014 Information Circular, but excluding the disclosure in the sections of the 2014 Information Circular entitled "*Information Concerning the Amalgamation - Certain Canadian Federal Income Tax Considerations*" and "*Information Concerning the Amalgamation - Eligibility for Investment*" (the "**Excluded Sections**");
7. the "template version" (as such term is defined in NI 44-101) of: (i) the term sheet for the Offering dated May 27, 2015 and filed May 27, 2015; and (ii) the amended term sheet for the Offering dated May 28, 2015 and filed May 28, 2015; and
8. the material change report in respect of the Offering dated June 1, 2015.

The Excluded Sections are excluded under the basis of Item 11.1(3) of Form 44-101F1 as such sections were prepared in connection with the amalgamation of Southtech Capital Corporation and Redfall Technologies Inc. (now Vogogo) (the "Amalgamation") and do not pertain to the offering of Offered Shares that may be offered from time to time under this Prospectus.

Any documents of the type required by NI 44-101 to be incorporated by reference in a short form prospectus including any material change reports (excluding confidential reports), interim financial statements, annual financial statements and the auditor's report thereon, management's discussion and analysis of financial condition and results of operations, information circulars, annual information forms and business acquisition reports filed by Vogogo with the securities commissions or similar authorities in the provinces of Canada subsequent to the date of this Prospectus and prior to the termination of this distribution are deemed to be incorporated by reference in this Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not

misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

MARKETING MATERIALS

Any “template version” of any “marketing materials” (as such terms are defined under applicable Canadian securities laws) that are utilized by the Underwriters in connection with the Offering are not part of this Prospectus to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in this Prospectus. Any template version of any marketing materials that has been, or will be, filed on SEDAR after the date hereof and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, any template version of any marketing materials) is deemed to be incorporated into this Prospectus.

VOGOGO

Vogogo is a risk management and electronic payment services business. Vogogo has spent recent years developing and launching the Vogogo Technology to enable secure transaction processing between businesses and their customers, utilizing conventional banking and payment networks. Vogogo provides automated risk management services including fraud mitigation, KYC, sanctions checks and AML-CTF processes and procedures, combined with a bundled suite of payment services. This combination gives Vogogo the security, flexibility and scalability to meet the demands of a marketplace enabled by technology and seeking reliable, flexible, cost effective and compliant access to conventional banking and payment services.

Vogogo is primarily focused on providing compliant risk management, payment and pre-paid services to the new and emerging cryptocurrency market. Management believes that businesses developing and offering services based on cryptocurrencies or blockchain technologies are poised to significantly disrupt conventional financial services on a global scale. Vogogo’s premise is that, in order for businesses offering services based on these technologies to gain mass adoption and proliferate, they must be able to offer their end users convenient and efficient methods of getting funds into and out of the cryptocurrency ecosystem(s). These businesses face a significant challenge in that they do not have the risk management and regulatory knowledge, technology, banking relationships, or operational experience to effectively secure access to conventional banking and payment services. This problem exists across the global cryptocurrency industry and is prevalent in all the major markets including Canada, the European Economic Area and the United States.

Vogogo believes it has the risk management and regulatory knowledge, technology, banking relationships, and operational experience to effectively service the cryptocurrency industry. Vogogo provides convenient and flexible payment options allowing end users to conveniently get fiat currencies in and out of the cryptocurrency ecosystem(s). Management believes that this emerging market opportunity is significant and will expand for many years to come. Vogogo is creating an early mover advantage as the Company has many of the players in the cryptocurrency industry either under contract or in negotiations. Vogogo remains focused on first enabling the major cryptocurrency markets of the United States, Canada and the European Economic Area.

Vogogo recently announced that it had integrated the Vogogo Technology with leading Bitcoin exchange, Bitstamp. European-based Bitstamp is currently one of the largest Bitcoin exchanges in the world. The Vogogo Technology provides Bitstamp with risk management and payment processing services to support Bitstamp’s clients as they exchange between fiat currencies and Bitcoin. Vogogo is working with Bitstamp on several global initiatives and is now actively supporting Bitstamp’s expansion into the United States and Canadian markets, as well as enhancing the exchange’s European service offerings.

Vogogo also announced that it had finalized a strategic partnership with Aufry Inc. (“**Aufry**”), a Silicon Valley, California based payment processor focused on facilitating payments from Asia. With this partnership in place Vogogo expects to extend its risk management and payment processing services to clientele looking to enter Asian markets and/or to provide better payment services to their existing Asian business portfolios. The technical integration between Aufry and Vogogo is currently underway and Vogogo expects to offer beta payment processing in Asia to clients in the latter half of 2015.

Vogogo has entered into various arrangements with cryptocurrency exchanges (clients) and other payment processors (partners or vendors), including Bitstamp (exchange) and Aurfry (payment processor) as noted above, in order to integrate the Vogogo Technology with such entities. There is no certainty that these integrations will result in the generation of revenues as a result of any such arrangements. See “Risk Factors”.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Vogogo is authorized to issue an unlimited number of Common Shares. Holders of Common Shares are entitled to vote at meetings of Shareholders on the basis of one vote per Common Share, to receive dividends if, as and when declared by the Board and to receive pro rata the remaining property and assets of Vogogo upon its dissolution or winding-up. As of the date hereof, 41,418,378 Common Shares were issued and outstanding.

The Company is authorized to issue an unlimited number of preferred shares, issuable in series (“Preferred Shares”). Each series of Preferred Shares will have such designations, rights, privileges, restrictions and conditions as the Board may from time to time determine before issuance. The holders of each series of Preferred Shares will be entitled, in priority to holders of Common Shares, to be paid rateably with holders of each other series of Preferred Shares the amount of dividends, if any, specified as being payable preferentially to the holders of such series and, upon liquidation, dissolution or winding-up of the Company, in priority to holders of Common Shares, to be paid rateably with holders of each other series of Preferred Shares the amount, if any, specified as being payable preferentially to holders of such series.

DIVIDENDS

Since its incorporation, the Company has never declared or paid any dividends. There are no contractual restrictions on the ability of the Company to pay dividends. The Company has no plans or intention to declare a dividend or alter its dividend policy for the time being and any payment of dividends in the future will depend upon, among other factors, the earnings, capital requirements and the financial conditions of Vogogo.

CONSOLIDATED CAPITALIZATION

The following table sets forth the Company’s capitalization as at March 31, 2015, both before and after giving effect to the Offering.

Description	Authorized as at March 31, 2015	Outstanding as at March 31, 2015 prior to giving effect to the Offering	Outstanding as at March 31, 2015 after giving effect to the Offering ⁽¹⁾
Common Shares	Unlimited	40,110,897 ⁽²⁾⁽³⁾	44,950,897 ⁽²⁾⁽³⁾
Share Capital		\$15,845,754	\$25,623,454

Notes:

- (1) Does not include any Common Shares issuable upon exercise of the Over-Allotment Option.
- (2) As at March 31, 2015, there were 3,970,000 Options and 2,906,182 Warrants outstanding.
- (3) As of the date hereof, there were 3,406,750 Options and 2,761,951 Warrants outstanding.

PRICE RANGE AND TRADING VOLUME

The Common Shares are listed and posted for trading on the TSXV under the symbol “VGO”. The following table describes the price range and trading volume of the Common Shares, as reported by the TSXV, for the periods indicated. The amounts shown prior to September 2014 relate to the Common Share trading activity prior to the Company’s qualifying transaction which closed on September 11, 2014 as described in the 2014 Information Circular.

Period	High (\$/Common Share)	Low (\$/Common Share)	Volume
2014			

Period	High (\$/Common Share)	Low (\$/Common Share)	Volume
June.....	0.17	0.17	0
July.....	0.17	0.17	0
August.....	0.17	0.17	0
September.....	3.52	0.75	11,871,625
October.....	4.08	2.38	7,753,759
November.....	4.60	2.94	4,987,144
December.....	3.60	1.90	3,954,706
2015			
January.....	2.55	1.85	2,399,488
February.....	3.00	1.92	2,428,875
March.....	2.95	2.20	2,897,920
April.....	3.75	2.65	3,722,135
May.....	3.08	2.13	4,232,153
June (1 – 9).....	2.46	2.30	605,870

PRIOR SALES

The following table summarizes the issuances of Common Shares and securities convertible into Common Shares for the 12 months period prior to the date hereof.

Date of Issue	Number and Designation of Securities	Issue/Conversion/Exercise Price
2014		
June 27	479,540 Common Shares ⁽¹⁾	\$0.52
June 30	7,528,332 Subscription Receipts ⁽²⁾	\$0.75
August 4	3,804,999 Subscription Receipts ⁽²⁾	\$0.75
September 11	39,098,012 Common Shares ⁽³⁾	N/A
September 11	1,705,000 Options	\$0.75
September 18	122,500 Common Shares ⁽⁴⁾	\$0.33 to \$0.75
September 22	20,000 Common Shares ⁽⁴⁾	\$0.50
October 1	158,386 Common Shares ⁽¹⁾	\$0.75
October 9	20,000 Common Shares ⁽¹⁾	\$0.50
October 14	10,000 Common Shares ⁽¹⁾	\$0.75
October 28	10,000 Common Shares ⁽¹⁾	\$0.75
October 29	128,643 Common Shares ⁽¹⁾	\$0.75
November 7	5,250 Common Shares ⁽¹⁾	\$0.75
November 27	200,000 Options	\$3.65
December 2	22,000 Common Shares ⁽¹⁾	\$0.75
2015		
January 1	227,273 Common Shares ⁽⁵⁾	\$2.40
February 17	100,000 Options	\$2.83
February 23	100,000 Common Shares ⁽⁴⁾	\$0.75
March 2	20,000 Common Shares ⁽⁴⁾	\$0.33

Date of Issue	Number and Designation of Securities	Issue/Conversion/Exercise Price
March 12	380,000 Options	\$2.65
March 12	25,000 Common Shares ⁽⁴⁾	\$0.75
March 20	37,500 Common Shares ⁽⁴⁾	\$0.33
March 30	16,333 Common Shares ⁽¹⁾	\$0.75
March 30	10,000 Common Shares ⁽⁴⁾	\$0.52
April 9	100,000 Common Shares ⁽¹⁾	\$0.75
April 16	152,100 Common Shares ⁽⁴⁾	\$0.52
April 20	200,000 Common Shares ⁽⁴⁾	\$0.52
April 30	37,900 Common Shares ⁽⁴⁾	\$0.52
May 5	600,000 Common Shares ⁽⁶⁾	\$2.75
May 6	73,250 Common Shares ⁽⁴⁾	\$0.33
May 8	144,231 Common Shares ⁽¹⁾	\$0.52

Notes:

- (1) Acquired on exercise of Warrants.
- (2) On June 30, 2014 and August 4, 2014, Redfall Technologies Inc. completed a brokered and non-brokered private placement financing of an aggregate of 11,333,331 subscription receipts ("**Subscription Receipts**") at a price of \$0.75 per subscription receipt and raised gross proceeds of approximately \$8.5 million. Each Subscription Receipt entitled the holder to acquire one Common Share upon closing of the Company's qualifying transaction on September 11, 2014.
- (3) An aggregate of 39,098,012 Common Shares were issued on September 11, 2014 in connection with the closing of the Company's qualifying transaction.
- (4) Acquired on exercise of Options.
- (5) On January 1, 2015 the Company completed the acquisition of all the issued and outstanding shares from an arm's length consulting and payment services company for an initial deemed purchase price of approximately \$545,455, comprised of the issuance of 227,273 Common Shares.
- (6) On April 30, 2015 the Company completed the acquisition of certain assets from an arm's length private risk management and consulting services company for an initial deemed purchase price of approximately \$1.65 million, comprised of the issuance of 600,000 Common Shares.

PLAN OF DISTRIBUTION

General

In accordance with the Underwriting Agreement, the Company has agreed to issue and sell an aggregate of 4,840,000 Offered Shares at the Offering Price and the Underwriters have severally, and not jointly nor jointly and severally, agreed to purchase such Offered Shares on the Closing Date, payable in cash to the Company against delivery of the Offered Shares and subject to compliance with all necessary legal requirements and terms and conditions of the Underwriting Agreement.

The Company has granted to the Underwriters the Over-Allotment Option, exercisable at the Underwriters' sole discretion at any time, in whole or in part, for a period of 30 days following the Closing Date, to purchase from the Company, at the Offering Price, up to an additional 726,000 Common Shares (representing 15% of the Offered Shares being offered under this Prospectus) for the purpose of covering over-allotments, if any, and for market stabilization purposes. The Company has agreed to pay the Underwriters' Fee in respect of any Common Shares sold on exercise of the Over-Allotment Option, and to reimburse the Underwriters for certain expenses relating to the Offering. If the Over-Allotment Option is exercised in full, the total price to the public, Underwriters' Fee and net proceeds to the Company will be \$12,523,500, \$876,645 and \$11,646,855, respectively. This Prospectus qualifies any additional Common Shares sold under the distribution of the Over-Allotment Option and any purchaser who acquires Common Shares sold pursuant to the exercise of the Over-Allotment Option and any purchaser who acquires Common Shares forming part of the Underwriters' over-allocation position acquires those Common Shares under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

The TSXV has conditionally approved the listing of the Offered Shares. Listing will be subject to the Company fulfilling all of the listing requirements of the TSXV.

The obligations of the Underwriters under the Underwriting Agreement are several and not joint or joint and several, and may be terminated at their discretion upon the occurrence of certain stated events including, in the event that: (a) there shall occur any material change in the business, financial condition, assets, liabilities (contingent or otherwise), results of operations or prospects of the Company or any change in any material fact contained or referred to in the preliminary prospectus or the final prospectus or any amendment thereof, or there shall exist or be discovered by any Underwriter any material fact which is, or may be, of such a nature as to render the preliminary prospectus or final prospectus or any amendment thereof, untrue, false or misleading in a material respect or result in a misrepresentation (other than a change or fact related solely to the Underwriters), which in the reasonable opinion of any Underwriter could be expected to have a material adverse effect on the market price or value of the Common Shares; (b) any inquiry, action, suit, investigation or other proceeding (whether formal or informal) is instituted, announced or threatened or any order is issued by any federal, provincial, state, municipal, local or other governmental or body, domestic or foreign, any subdivision or authority of any of the foregoing or any quasi-governmental, self-regulatory organization or private body exercising any regulatory, expropriation or taxing authority under or for the account of its members or any of the above (collectively, "**Governmental Authority**"), including, without limitation, the TSXV, or otherwise in respect of the Company or any of its directors and officers (other than an inquiry, investigation, proceeding or order based upon the activities or alleged activities of the Underwriters); or there is any change of law, or the interpretation or administration thereof; or any order to cease trading (including communicating with persons in order to obtain expressions of interest) in the securities of the Company is made by a Governmental Authority and that order is still in effect, which in the reasonable opinion of the Underwriter operates to prevent or restrict the trading in the Common Shares or the distribution of the Common Shares or which in the reasonable opinion of the Underwriter, acting in good faith, could be expected to have a material adverse effect on the market price or value of the Common Shares; (c) if there should develop, occur or come into effect or existence any event, action, state, condition or occurrence of national or international consequence, acts of hostilities or escalation thereof or other calamity or crisis or any change or development involving a prospective change in national or international political, financial or economic conditions or any action, law, regulation or inquiry which, in the reasonable opinion of the Underwriters, materially adversely affects or involves, or may materially adversely affect or involve, the financial markets in Canada or the United States, or the business, operations or affairs of the Company; or (d) the Company is in breach of any material term, condition or covenant of the Underwriting Agreement in any material respect or any material representation or warranty given by the Company in the Underwriting Agreement becomes or is false in any material respect.

The Underwriters may form a selling group with other registered investment dealers to market a portion of the Offering. Any fees payable to members of such selling group will be paid by the Underwriters out of the Underwriters' Fee.

The Company has agreed, subject to certain limited exceptions, not to directly or indirectly issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or agree to or announce any intention to, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, any additional Common Shares or any securities convertible or exchangeable into Common Shares, other than issuances: (i) pursuant to the Offering and the exercise of the Over-Allotment Option; (ii) under existing director or employee stock options, bonus or purchase plans or similar share compensation arrangements; (iii) upon the exercise of convertible securities, warrants or options outstanding prior to the date hereof; or (iv) previously scheduled property payments and/or other existing or proposed corporate acquisitions, from the date of the Underwriting Agreement and continuing for a period of 90 days from the Closing Date without the prior written consent of Salman Partners Inc., on behalf of the Underwriters, such consent not to be unreasonably withheld.

The Offering is being made in the provinces of British Columbia, Alberta and Ontario. The Offered Shares will be offered in the provinces of British Columbia, Alberta and Ontario through those Underwriters or their affiliates who are registered to offer the Offered Shares for sale in such provinces and such other registered dealers as may be designated by the Underwriters. Subject to applicable law and agreement of the Company, the Underwriters may offer the Offered Shares outside of Canada.

United States

The Offered Shares have not been and will not be registered under the US Securities Act or the securities laws of any state of the United States. Accordingly, the Offered Shares may not be offered, sold or delivered, directly or indirectly, in the

United States. This Prospectus does not constitute an offer to sell or a solicitation or an offer to buy any of the Offered Shares within the United States.

Certificates

Subscriptions for Offered Shares will be received subject to rejection or allotment in whole or in part. It is anticipated that the Offered Shares will be registered in the name of CDS or its nominee, and will be deposited with CDS at Closing, which is expected to occur on or about June 16, 2015 but in any case no later than 42 days after the date a receipt is issued for this Prospectus. Other than in certain limited circumstances, a purchaser will receive only a customer confirmation from the registered dealer from or through which the Offered Shares are purchased and who is a CDS participant. No certificates will be issued unless specifically requested or required.

Pricing of the Offering

The Offering Price was determined by negotiation between the Company and Salman Partners Inc. and Clarus Securities Inc. on their own behalf and on behalf of Beacon Securities Limited. Among the factors considered in determining the Offering Price were the following:

- the market price of the Common Shares;
- prevailing market conditions;
- historical performance and capital structure of the Company;
- estimates of the business potential and earnings prospects of the Company;
- availability of comparable investments;
- an overall assessment of Management; and
- the consideration of these factors in relation to market valuation of companies in related businesses.

Price Stabilization and Passive Market-Making

In connection with the Offering and subject to applicable laws, the Underwriters may over-allot or effect transactions that stabilize or maintain the market price of the Common Shares at a level other than that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

In addition, in accordance with rules and policy statements of certain Canadian securities regulators, the Underwriters may not, at any time during the period of distribution, bid for or purchase Common Shares. The foregoing restriction is, however, subject to exceptions where the bid or purchase is not made for the purpose of creating actual or apparent active trading in, or raising the price of, the Common Shares. These exceptions include a bid or purchase permitted under the by-laws and rules of applicable regulatory authorities and the TSXV, including the Universal Market Integrity Rules for Canadian Marketplaces, relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution.

As a result of these activities, the price of the Offered Shares may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the Underwriters at any time. The Underwriters may carry out these transactions on any stock exchange on which the Common Shares are listed, in the over-the-counter market, or as otherwise permitted by applicable law.

Commissions and Expenses

The following table shows the Underwriters' Fee per Offered Share and in the aggregate that the Company will pay to the Underwriters:

	<u>Over-Allotment Option Not Exercised</u> <u>(\$)</u>	<u>Over-Allotment Option Fully Exercised</u> <u>(\$)</u>
Per Offered Share	0.1575	0.1575
Total	762,300	876,645

The Underwriters propose to offer the Offered Shares initially at the Offering Price. After a reasonable effort has been made to sell all of the Offered Shares at the Offering Price, the Underwriters may subsequently reduce the selling price to purchasers from time to time in order to sell any of the Offered Shares remaining unsold. In the event the selling price of the Offered Shares is reduced, the compensation received by the Underwriters will be decreased by the amount of the aggregate price paid by the purchasers for the Offered Shares is less than the gross proceeds paid by the Underwriters to the Company for the Offered Shares. Any such reduction will not affect the net proceeds received by the Company.

Enforcement of Judgments Against Foreign Persons or Companies

A director and the Chief Operating Officer of Vogogo resides outside of Canada. Such individual named below has appointed the following agent for service of process:

<u>Name of Director and Chief Operating Officer</u>	<u>Name and Address of Appointed Agent</u>
Thomas B. Wenz	Torys LLP, 4600, 525 – 8 Avenue S.W., Calgary, Alberta, T2P 1G1

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that resides outside of Canada, even if the party has appointed an agent for service of process.

USE OF PROCEEDS

The net proceeds to be received by Vogogo from the Offering are expected to be \$9,777,700, after deducting the Underwriters' Fee of \$762,300 and the estimated expenses of the Offering of approximately \$350,000. If the Over-Allotment Option is exercised in full, the estimated net proceeds to be received by Vogogo from the Offering are estimated to be \$11,296,855, after deducting the Underwriters' Fee of \$876,645 and the estimated expenses of the Offering of approximately \$350,000.

Estimated allocations for the net proceeds from the Offering are as follows:

- between \$500,000 and \$3,000,000 of the net proceeds will be used for securitization with banking partners in the form of deposits or term deposits. Securitization is sometimes necessary and always helpful in working with conventional banks as a commercial payment processor. Within this range, \$500,000 are expenditures that are expected to be incurred in order for Vogogo to secure an Electronic Money Issuer ("EMI") license in the United Kingdom ("UK"), while the remaining \$2,500,000 are expenditures that could potentially be incurred as the Company continues to develop new banking partners and banking relationships. The \$500,000 is the amount required to be held on deposit with a UK bank by the Financial Conduct Authority, the UK regulatory authority responsible for the oversight of companies that offer financial services, which amount is required to be held on deposit for as long as the Company maintains an EMI license. The remaining \$2,500,000 are amounts that may be required by Vogogo's banking partners in order to support the processing of payments for the cryptocurrency industry and to potentially allow Vogogo to increase its payment processing volumes. Such deposits may be considered a safeguard against the inherent risks of Vogogo as a payment processor processing large amounts of

funds. Such deposits are typically reduced and/or eliminated over time as Vogogo's banking partners become more comfortable with the Company as it processes larger volumes of transactions, however there is no certainty such deposit amounts will be reduced or eliminated. The funds held in deposit will not be available to Vogogo in respect of its day to day working capital and operational requirements;

- between \$500,000 and \$2,250,000 of the net proceeds will be deposited in secure, low risk investments and used to present a strong balance sheet to new and existing banking partners. A strong balance sheet is one of the requirements necessary to work with conventional banks as a commercial payment processor. These funds will remain accessible for use by the Company and will not be placed in deposits that restrict access by the Company. However, depending on the nature of the investment, there may be certain penalties for early withdrawal of the applicable funds;
- between \$2,000,000 and \$2,500,000 of the net proceeds may be used for an acquisition of a consulting and software development company that is focused on payment and risk management consulting and software development;
- between \$500,000 and \$1,000,000 of the net proceeds will be used for legal and regulatory based initiatives, including the addition of compliance resources to support growth in current and new industry verticals as well as international markets;
- between \$500,000 and \$1,000,000 of the net proceeds will be used for new sales and business development initiatives, including the addition of new resources to support growth in current and new industry verticals as well as international markets; and
- the remainder, if any, will be used for working capital purposes and for general corporate purposes.

If the Over-Allotment Option is exercised in full, the Company intends to allocate the additional net proceeds of \$1,519,155 for working capital purposes as set forth above.

Although the Company intends to expend the net proceeds from the Offering as set forth above based on the current knowledge and planning by Management, there may be circumstances where for sound business reasons, a reallocation of funds may be deemed prudent or necessary, and may vary materially from that set forth above.

Historical Cash Burn

For the three months ended March 31, 2015, the Company had a net loss of \$3,759,129 comprised of revenue of \$25,006 and operating expenses of \$2,174,137 (\$724,712 per month) and non-cash expenses of \$1,600,517. Operating expenses included general and administrative expenses of \$1,084,297, sales and marketing expenses of \$333,596, research and development expenses of \$810,074 and foreign exchange gain of \$53,830.

The Company has negative cash flow from operating activities of \$4,885,839 for the most recently completed financial year ended December 31, 2014 and \$2,105,351 for the three month period ended March 31, 2015.

If the Company has negative cash flows from operating activities in future periods, it may need to deploy a portion of its existing working capital, including the proceeds raised from the Offering, to fund such negative cash flows or seek additional debt or equity financing in order to continue operations and continue its objectives.

The Company may be considered to be a "development stage issuer" in the early stage of commercialization.

The business objectives that Management expects to accomplish using the net proceeds of the Offering is to continue to fund its growth strategy as set forth under the heading "*Description of the Business*" in the AIF. The milestones that must occur for the aforementioned objective to be accomplished are described under the heading "*Description of the Business*" in the AIF. Based on cash or cash equivalents of approximately \$3.8 million as at the date of this Prospectus, the Company

expects to have sufficient funds available to fund its projected cash burn rate for approximately 6 months following the date hereof and without requiring alternative sources of funding. See “*Risk Factors – Negative Cash Flow*”.

INTEREST OF EXPERTS

No person or company whose profession or business gives authority to a statement made by such person or company and who is named in this Prospectus as having prepared or certified a part of this Prospectus, or a report or valuation described in this Prospectus has received or shall receive a direct or indirect interest in the property of the Company or any associate or affiliate of the Company.

Certain legal matters in connection with the Offering will be passed upon, on behalf of the Company by Torys LLP, and on behalf of the Underwriters by Bennett Jones LLP. As of the date hereof, the partners and associates of Torys LLP, as a group, beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares and the partners and associates of Bennett Jones LLP, as a group, beneficially own, directly or indirectly, less than 1.6% of the outstanding Common Shares.

RISK FACTORS

Risk factors relating to Vogogo are discussed in the AIF and the Annual MD&A, each of which are incorporated by reference in this Prospectus. These risk factors, together with all of the other information included or incorporated by reference in this Prospectus, should be carefully reviewed and considered before a decision is made to invest in the securities offered hereunder. Such risks may not be the only risks facing Vogogo. Additional risks not currently known may also negatively impact Vogogo’s business operations and results of operation. In addition to such risk factors, prospective purchasers should consider the following risks:

Share Price Volatility

The market price of the Common Shares may be volatile. The volatility may affect the ability of holders to sell the Common Shares at an advantageous price. Market price fluctuations in the Common Shares may be due to Vogogo’s operating results failing to meet the expectations of securities analysts or investors in any quarter, downward revision in securities analysts’ estimates, governmental regulatory action, adverse change in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by Vogogo or its competitors, along with a variety of additional factors, including, without limitation, those set forth under “*Special Note Regarding Forward-Looking Information*” in this Prospectus. In addition, the market price for securities in the stock markets, including the TSXV, recently experienced significant price and trading fluctuations. These fluctuations have resulted in volatility in the market prices of securities that often has been unrelated or disproportionate to changes in operating performance. These broad market fluctuations may adversely affect the market price of the Common Shares.

Use of Proceeds

Although the Company intends to expend the net proceeds from the Offering as set forth under “*Use of Proceeds*” based on the current knowledge and planning by Management, there may be circumstances where for sound business reasons, a reallocation of funds may be deemed prudent or necessary, and may vary materially from that set forth above. The failure by Management to apply the net proceeds effectively could have a material adverse effect on the business of the Company.

Future Sales or Issuances of Securities

Significant Shareholders may sell their Common Shares. The Company may also issue additional securities to finance future activities. The Company cannot predict the size of future issuances of securities or the effect, if any, that future issuances and sales of securities will have on the market price of the Common Shares. Sales or issuances of substantial numbers of Common Shares, or the perception that such sales could occur, may adversely affect prevailing market prices of the Common Shares. With any additional issuance of Common Shares, investors will suffer dilution to their voting power and the Company may experience dilution in its earning per share.

Negative Cash Flow

The Company has negative cash flow from operating activities of \$4,885,839 for the most recently completed financial year ended December 31, 2014 and \$2,105,351 for the three month period ended March 31, 2015. If the Company has negative cash flow from operating activities in future periods, it may need to deploy a portion of its existing working capital, including the proceeds raised from this Offering, to fund such negative cash flows or seek additional debt or equity financing in order to continue operations and achieve its objectives; in the alternative, if the Company cannot obtain debt or equity financing on terms acceptable to it or at all, the Company may be forced to reduce its operations. There can be no assurance that debt or equity financing will be available to the Company or, if available, will be on terms acceptable to the Company.

PROMOTER

Redfall Technologies Inc., one of the entities that was amalgamated to form Vogogo, may be considered to be a promoter of Vogogo under applicable securities laws in that it took the initiative in substantially reorganizing the business of Vogogo in connection with the Amalgamation. For more information regarding the Amalgamation, see the AIF and the 2014 Information Circular incorporated by reference herein.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The Company's auditor is Collins Barrow Calgary LLP, Chartered Accountants, at its offices located at 1400, 777 - 8th Avenue S.W., Calgary, Alberta, T2P 3R5. Collins Barrow Calgary LLP is independent within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Alberta.

MNP LLP and BDO Canada LLP are prior auditors of the Corporation or its predecessors and each have reports incorporated by reference herein. Each of MNP LLP and BDO Canada LLP is, or was as at the date of each report, independent within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Alberta.

The Company's transfer agent and registrar for the Common Shares is CST Trust Company located at 600, 333 - 7th Avenue S.W., Calgary, Alberta, T2P 2Z1.

STATUTORY AND CONTRACTUAL RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages, if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. Purchasers should refer to any applicable provisions of the securities legislation of the province in which the purchaser resides for the particulars of these rights or consult with a legal advisor.

CERTIFICATE OF THE COMPANY

DATED: June 10, 2015

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of the Provinces of British Columbia, Alberta and Ontario.

VOGOGO INC.

(signed) *"Robert Geoffrey Gordon"*

Robert Geoffrey Gordon
Chief Executive Officer

(signed) *"Karim Teja"*

Karim Teja
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) *"Dale Johnson"*

Dale Johnson
Director

(signed) *"M.E. (Peggy) Gilmour"*

M.E. (Peggy) Gilmour
Director

CERTIFICATE OF THE UNDERWRITERS

DATED: June 10, 2015

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of the Provinces of British Columbia, Alberta and Ontario.

SALMAN PARTNERS INC.

CLARUS SECURITIES INC.

BEACON SECURITIES LIMITED

(signed) *"Greg McKenzie"*

(signed) *"Mark Pavan"*

(signed) *"Mario Maruzzo"*

Greg McKenzie

Mark Pavan

Mario Maruzzo

Managing Director, Head of Investment
Banking

Managing Director, Investment Banking

Director, Investment Banking

CERTIFICATE OF THE PROMOTER

DATED: June 10, 2015

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of the Provinces of British Columbia, Alberta and Ontario.

REDFALL TECHNOLOGIES INC.

(signed) *“Robert Geoffrey Gordon”*

Robert Geoffrey Gordon
Managing Partner

(signed) *“Karim Teja”*

Karim Teja
Chief Financial Officer

(signed) *“Rodney Thompson”*

Rodney Thompson
Chief Relationship Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) *“Robert Geoffrey Gordon”*

Robert Geoffrey Gordon
Director

(signed) *“Cameron Chell”*

Cameron Chell
Director