Vogogo Inc.

Management Discussion and Analysis

For The Three and Nine Months Ended September 30, 2015

MANAGEMENT'S DISCUSSION & ANALYSIS

This Management's Discussion & Analysis ("MD&A") is intended to provide readers with the information that management ("Management") of Vogogo Inc. ("Vogogo" or the "Corporation"), formerly Southtech Capital Corporation ("Southtech"), believes is required to gain an understanding of the financial results of the Corporation for the three and nine months ended September 30, 2015 compared to the same period in 2014, and to assess the Corporation's future prospects. Accordingly, certain sections of this report contain forward-looking statements and forward-looking information (collectively, "Forward-Looking Information"), as defined under applicable Canadian securities laws, which are based on current plans and expectations. See under the heading "Special Note Regarding Forward Looking Information". Additional information relating to Vogogo is available under Vogogo's profile on www.sedar.com.

This MD&A, presented and dated as of November 23, 2015, should be read in conjunction with the unaudited condensed interim consolidated financial statements and related notes for the three and nine months ended September 30, 2015 and the audited consolidated financial statements and related notes for the years ended December 31, 2014 and 2013.

The Corporation's unaudited condensed interim consolidated financial statements have been prepared on a "going concern" basis, which presumes that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

The operations of the Corporation have been primarily funded through private placements of equity and debt. The continued operations of the Corporation are dependent on the Corporation's ability to generate profitable operations in the future, to receive continued financial support from shareholders, and/or to complete sufficient equity and debt financings.

Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Corporation's ability to continue as a going concern. The unaudited condensed interim consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material.

All currency amounts in the accompanying financial statements and this MD&A are in Canadian dollars unless otherwise noted.

Special Note Regarding Forward Looking Information

Certain statements in this MD&A, other than statements of historical fact, may include Forward-Looking Information that involves various risks and uncertainties. These can include, without limitation, statements based on current expectations involving a number of risks and uncertainties related to all aspects of the online payment processing industry as well as those factors set forth under the heading "*Risk Factors*" in the Annual Information Form of the

Corporation dated April 30, 2015. These risks and uncertainties may have a material impact on future prospects and may cause actual results to differ from information contained herein. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. These forward-looking statements are based on the estimates and opinions of Management on the dates they are made and are expressly qualified in their entirety by this notice. Since actual events and results could differ materially, the reader is cautioned not to place undue reliance on any Forward-Looking Information. The Corporation assumes no obligation to update Forward-Looking Information should circumstances or Management's estimates or opinions change, except as required by law.

Business Overview

Vogogo is a risk management and payment services business that has spent recent years developing and launching technologies that enable secure and compliant transaction processing for businesses. Vogogo has increasingly focused on providing fully automated transactional risk management as a stand alone service, including automated know-your-customer ("KYC") processes and client on-boarding, client underwriting, fraud mitigation, real time transaction monitoring, and smart transaction routing, coupled with compliance-based services such as reporting, sanctions checks and anti-money laundering - counter terrorist financing ("AML-CTF") processes. Vogogo also offers a bundled suite of payment services that can be sold separately or together with the risk management services. All services can be accessed and utilized via a web application with an open application-processing interface ("API"). This combination gives Vogogo a service portfolio with the security, flexibility and scalability to meet the demands of a marketplace driven by technology and seeking reliable, effective and compliant transactional risk management or payment processing services. In particular, Vogogo's services are designed and tailored for business verticals that feature higher inherent risk levels, including the emerging cryptocurrency industry.

Strategic Focus

Servicing the Cryptocurrency Vertical

Vogogo management continues to believe that cryptocurrencies have the potential to disrupt conventional financial services on a global scale and, accordingly, excelling as a service provider to the cryptocurrency sector has been and remains a key focus of the Corporation.

While cryptocurrency use continues to gain adoption, current services based on cryptocurrencies have cumbersome or high friction points for users of those services. As a result, early adopters still drive the related technologies and the industry as a whole. Management believes that the cryptocurrency industry has several challenges to overcome in order to offer the efficiency and convenience that mainstream consumers prefer. In particular, management believes that services based on cryptocurrencies need to provide end users with convenient and efficient methods of getting funds into and out of the cryptocurrency-based service(s) or, alternatively, the cryptocurrency-based service(s) must operate with a high degree of interoperability with conventional banking and payment networks. In order to do that, it is necessary that businesses offering these services gain access to commercial banking and payments. To date, most of these businesses have not been able to achieve access. As a result, current services enabling cryptocurrency use are very cumbersome, thereby limiting use to early adopters.

As emerging technologies with inherent risks that are not yet well understood, in a nascent corresponding regulatory environment, cryptocurrencies and services based on cryptocurrencies are regarded as very high risk by regulators, banks and other financial service providers ("FSPs"). Banks and other FSPs do not typically have the risk management capabilities, technology, operational experience, or regulatory compliance structures necessary to effectively mitigate the risks involved with providing financial services to businesses that operate in the cryptocurrency industry.

Vogogo focuses on solving this problem by providing risk management and compliant payment services to the cryptocurrency market. Vogogo's technology combined with the support of its commercial banking partners provides the cryptocurrency market with a secure, reliable and compliant means to access commercial banking and payments. However, Vogogo's sales of services to clients in the cryptocurrency industry have been less than expected to date. It is Management's belief that this is due to the following explanation.

The financial services industry has taken significant notice of cryptocurrencies. Cryptocurrency technologies have the potential to be very disruptive to one of the most highly regulated industries in existence - banking and financial services. This, combined with the inherently high-risk nature of the technologies, has resulted in very comprehensive diligence by regulators, banks, and other FSPs in preparing to work with Vogogo to provide financial services to the cryptocurrency industry. To add, this diligence process must be successfully navigated and finalized with each potential banking partner and within each market region (e.g. USA, UK, Canada). This has created longer-than-expected and uncertain timeframes for Vogogo to provide material revenue generating services to the cryptocurrency industry. In particular, the Corporation has experienced longer-than-expected and uncertain timeframes in finalizing commercial banking support in key markets, although significant progress was made with banking partners in both North America and Europe in Q2, Q3 and into Q4 of 2015.

As well, the uncertainty of timing with banking partners has created inefficiencies with client technical integration scheduling. This has resulted in extended timeframes for Vogogo's clients to go "live" as well as longer timeframes for clients to add additional Vogogo services.

Nonetheless, cryptocurrency adoption is steadily expanding and, based on a continuing assessment of the market, Management believes that cryptocurrencies will continue to evolve and services based on cryptocurrency technology will integrate into the mainstream financial services sector, although timing on this remains uncertain. It is also Management's belief that Vogogo's services will remain important to the cryptocurrency industry as evidenced by Vogogo now having an active client list that includes prominent industry participants such as Bitstamp, Coinbase and Kraken. Accordingly, excelling as a provider of services to the cryptocurrency sector remains a strategic focus of the Corporation.

Servicing Financial Service Providers ("FSPs") and High Risk Verticals

Banks and other FSPs are under increasing pressure from government regulators to manage the inherent risks associated with processing financial transactions. In particular, governments use the tracking of funds through the banking networks as a primary method of mitigating illicit activities, such as terrorist financing, doing business with sanctioned countries, and trafficking of controlled substances. Regulators put the responsibility on the FSPs to comprehensively understand whom they are providing services to and to detect and report those that are suspected to be acting in an illegitimate manner. There are comprehensive rules around these processes that must be followed in order for banks or other FSPs to be in compliance with their regulatory responsibilities. These rules are being enforced with increased scrutiny by regulators and a breach of these rules and responsibilities can result in significant fines, legal action or loss of a regulatory license to provide services. This all results in risks to FSPs that must be continuously assessed and effectively addressed when providing financial services, such as banking and payment processing, to their clients.

An FSP examines three primary areas of risk when considering offering financial services to a business, as follows:

1. Monetary Risk - The risk of taking a financial loss on underwriting a transaction. This risk comes from the potential for an FSP to settle funds to a payee and then have the payer either dispute or reverse the transaction, or not be able to honor the transaction.
2. Compliance Risk - The risk of an FSP not being compliant with its regulatory obligations in its offering of financial services, such as banking or payment processing, to a business. Being out of compliance can result in significant fines, penalties and even the loss of the FSP’s license.
3. Reputation Risk - The risk of loss resulting from damages to an FSP’s reputation, including lost revenue; increased operating, capital or regulatory costs; or destruction of shareholder value, consequent to an adverse event involved with offering of financial services to a business.

In order for FSPs to capture opportunities to provide financial services they must have the capabilities to mitigate the associated risks. If they cannot mitigate the associated risks, FSPs will typically not offer financial services in response to the opportunities.

It is not currently normal for banks or other FSPs to have the risk management capabilities, regulatory knowledge, technology, and operational experience to effectively mitigate the risks associated with servicing businesses or business verticals that feature higher inherent risk levels (e.g. forex, travel, pharmaceuticals, nutraceuticals). As well, the increased scrutiny and enforcement of the rules by regulators adds to the associated risks that must be addressed. As a result, it is common for FSPs to avoid offering services to businesses operating in higher risk business verticals, commonly leaving these businesses without the core financial services necessary to be viable. It is also now common to see FSPs that historically offered financial services to businesses in higher risk business verticals moving away from those customers due to increased regulatory pressure and risk exposure. In addition, it is increasingly difficult for new FSPs looking to service higher risk business verticals to find support from banks or other FSP partners.

Vogogo’s transactional risk management service offerings are designed to effectively address and mitigate the risks associated with the offering of financial services, with a particular focus on higher risk verticals.

In the course of selling its services to the cryptocurrency sector, Vogogo attracted considerable interest, primarily from FSPs, in the Corporation’s enhanced transaction risk management services. In light of services sold to the cryptocurrency industry being considerably less than expected to date, Vogogo expanded its business development activities in Q3 2015 to include selling of its services to FSPs and businesses operating in market verticals that feature higher inherent risk levels. Early evidence supports Management's expectation that engaging FSP clients with risk management services will also provide opportunities for the Corporation to sell additional services as the relationships deepen. Importantly, this strategic adjustment required no material change in Vogogo's technology or operational processes and the delivery and selling of Vogogo's risk management services does not require Vogogo to have any material support from regulators, banking partners or other FSPs, thereby overcoming a significant challenge experienced by Vogogo in offering services to the cryptocurrency market. The Corporation took its first FSP client live with risk management services in Q2 of 2015, the risk management services were assessed and adjusted based on this initial FSP client and Vogogo now has several more FSP clients integrating its risk management services.

Mergers and Acquisitions (M&A)

Management has examined and will continue to examine potential acquisition candidates. Acquisition targets are strategically assessed based on their synergies with Vogogo's business, with a particular interest in the ability of the target to accelerate revenue growth and/or create significant efficiencies. When evaluating acquisition opportunities, a disciplined approach with comprehensive due diligence and planning is maintained to ensure a beneficial integration and good value is realized from any acquisition. Accordingly, at this time, there is considerable uncertainty attached to the likelihood and timing of any potential acquisitions by Vogogo.

Key Milestones

To effectively execute on its business plan, Vogogo has been working on achieving the following key milestones:

1) ***Financial Conduct Authority ("FCA") – Electronic Money Institution ("EMI") Authorization*** – Vogogo is now an authorized independent provider of compliant risk management, payment processing, and stored value services in the United Kingdom. This required Vogogo to secure EMI authorization from the FCA, including placing a security deposit of approximately $800,000 CAD (£400,000). EMI authorization requires that Vogogo maintain comprehensive operational structures, policies and procedures for compliance and good standing with the FCA. Vogogo was conditionally granted EMI authorization in October 2015 with final unconditional authorization being granted in November 2015. The EMI authorization extends to the broader European Economic Area ("EEA") through a cross-border services arrangement known as passporting.

   Vogogo is currently working in partnership with other EMIs and FSPs in Europe. However, securing the EMI authorization allows Vogogo to better capture opportunities, offer additional services, solidify direct European banking relationships and improve operating margins.

2) ***Safeguarding Bank Accounts for EMI authorization*** – As an authorized EMI, Vogogo must have effective safeguarding accounts with an FCA-approved Bank. Safeguarding

accounts are a unique commercial banking service whereby a bank provides bank accounts that are specifically designated to hold and segregate all funds associated with Vogogo's clients. Vogogo was granted safeguarding accounts by an FCA-approved bank in November 2015.

3) ***US Bank Program*** – Cryptocurrencies have garnered a significant amount of attention and investment from the US financial services industry. The potential to be very disruptive combined with an uncertain regulatory environment and the inherently high-risk nature of the technologies have resulted in an extensive diligence process by US banks in preparing to work with Vogogo to provide financial services to the US cryptocurrency industry. While this has resulted in longer-than-expected time frames, this work continues and the Corporation has made substantial progress in Q3 and Q4 2015. Vogogo is working on a unique partnership with a US bank that is designed to allow Vogogo to market and jointly administer a bank program that provides payment processing and stored value services in a structure that fulfills all regulatory compliance obligations. The program will support qualified businesses operating in high-risk verticals, including the cryptocurrency sector. It is expected that the Corporation will be able to start offering the US bank program services in Q4 2015.

4) ***Automated Business On-Boarding Services*** – In the selling of risk management services to FSPs, Vogogo has identified a particular service known as Automated Business On-Boarding that, based on market feedback, is highly sought after by FSPs. Business On-Boarding consists of processes and procedures that examine various aspects of a potential business customer to help an FSP determine if it wants to have a business relationship with the customer. FSPs typically administer business on-boarding manually, requiring significant time and resources to complete. This often results in queues up to several months for businesses to on-board with FSPs. Providing an automated service that effectively completes the process in a fraction of the time is a service that would be very beneficial to FSPs. Vogogo is currently implementing Automated Business On-Boarding into its overall risk management service offering and it is expected that the Corporation will be able to start offering the service in Q1 2016.

5) ***US Service Organization Control ("SOC") Compliance*** – SOCs defined by the American Institute of Chartered Professional Accountants ("AICPA") are a series of accounting standards that measure the control of financial information for a service organization. With the goal of being a direct service provider to US banks and other FSPs, management has determined that compliance with SOC 1 & 2 standards, as evidenced by third party independent audits, will improve the Corporation's credibility and confidence with US banks, FSPs and regulators. SOC implementation is underway and the corresponding third party audit is expected to be completed in 2016.

5) ***Asian Processing*** - Vogogo secured a partnership to offer payment processing in China and Japan. Management is assessing if the Asian processing will be more effectively administered through Vogogo's European banking and EMI authorization structure. As a result, payment processing in Asia is a secondary priority pending the completion of certain European objectives and initiatives. Management plans to review payment processing in Asia in Q2 2016.

About Vogogo

Vogogo Inc., formerly Southtech Capital Corporation, is a risk management and electronic payment services business. The Corporation processes multiple types of electronic payments, including card payments, pre-authorized debit, direct deposit, peer-to-peer transfers and online banking payments.

Vogogo Canada Inc. was incorporated under the Business Corporations Act (Alberta) on July 26, 2010 and is a wholly owned subsidiary of the Corporation. In addition, on August 13, 2012 the Corporation incorporated Vogogo USA Inc., a wholly owned subsidiary registered in Delaware, and on October 1, 2014 the Corporation incorporated Vogogo EU Ltd., a wholly owned subsidiary registered in the United Kingdom.

The Corporation's head office is located at 400, 320 – 23rd Avenue SW, Calgary, Alberta, Canada, T2S 0J2. The registered office is located at Torys LLP, 4600, 525 – 8th Avenue SW, Calgary, Alberta, Canada, T2P 1G1.

Southtech was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on April 21, 2011 and was classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange ("TSX Venture") Corporate Finance Manual. The principle business of Southtech was to identify and evaluate potential acquisitions or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to receipt of regulatory and, if required, shareholder approval ("Qualifying Transaction").

On September 11, 2014, Southtech completed its Qualifying Transaction, which was effected pursuant to an agreement between Southtech and Redfall. Pursuant to the agreement, Southtech and Redfall completed a business combination by way of an amalgamation. The former shareholders of Redfall received one fully paid common share in the new amalgamated company for every one class A common share held in Redfall and the former shareholders of Southtech received one fully paid common share in the new amalgamated company for every five common shares held in Southtech. The new amalgamated company changed its name to Vogogo Inc.

Upon closing of the Qualifying Transaction, the shareholders of Redfall owned 95.62% of the common shares of Vogogo and, as a result, the transaction is a reverse acquisition of Southtech by Redfall. For accounting purposes, Redfall is considered the acquirer and Southtech the acquiree. Accordingly, the consolidated financial statements are in the name of Vogogo Inc. (formerly Southtech) and are a continuation of the financial statements of Redfall. Additional information on the transaction is disclosed in Note 6(i).

BASIS OF PRESENTATION

This review of the results of operations should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2015 and the audited consolidated financial statements for the year ended December 31, 2014.

The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The unaudited condensed interim consolidated financial statements were approved and authorized for issue by the Board of Directors on November 19, 2015.

Certain supplementary measures in this MD&A do not have any standardized meaning as prescribed under IFRS and, therefore, may not be comparable with calculation of similar measures for other entities and should be considered non-IFRS measures. These measures are described and presented in order to provide information regarding the Corporation's financial results, liquidity and ability to generate funds to finance its operations. These measures are identified and presented, where appropriate, together with reconciliations to the equivalent IFRS measures. However, they should not be used as an alternative to IFRS measures because they may not be consistent with calculations of other companies. These non-IFRS measures are further explained below.

EBITDA and Adjusted EBITDA

EBITDA refers to net income before finance costs, taxes, depreciation and amortization. Adjusted EBITDA is calculated as EBITDA before costs associated with non-recurring business acquisition costs and share-based compensation.

Management believes that EBITDA and adjusted EBITDA are key indicators for the results generated by the Corporation's core business activities because they eliminate non-recurring items and the impact of finance and tax structure variables that exist between entities.

Cash Flow From Operations

Cash flow from operations is defined as the cash generated or used in operating activities including working capital related to operating activities. It is calculated by adding non-cash items to the comprehensive income and then adding or deducting working capital sources or uses related to operating activities.

SUMMARY OF FINANCIAL AND OPERATIONAL RESULTS

The following tables set forth unaudited condensed interim consolidated financial data prepared in accordance with IFRS for the three and nine months ended September 30, 2015 and 2014, respectively.

Financial Snapshot

($)	Three Months Ended Sept 30, 2015	Three Months Ended Sept 30, 2014	Nine Months Ended Sept 30, 2015	Nine Months Ended Sept 30, 2014
Revenue	**63,950**	23,638	**112,594**	212,534
Net loss and comprehensive loss	**(2,628,001)**	(2,508,898)	**(9,269,218)**	(6,946,746)
			As at Sept 30, 2015	**As at December 31, 2014**
Working capital (current assets less current liabilities)			**9,896,109**	5,984,455
Total assets			**16,393,119**	7,459,303
Total liabilities			**4,019,059**	1,315,286

Summary Results of Operations

($)	Three Months Ended Sept 30, 2015	Three Months Ended Sept 30, 2014	Nine Months Ended Sept 30, 2015	Nine Months Ended Sept 30, 2014
Loss from operating activities	**(2,620,937)**	(2,499,499)	**(9,244,201)**	(6,627,579)
General and administrative	**501,459**	645,692	**2,662,804**	1,665,648
Sales and marketing	**365,279**	247,382	**1,038,465**	656,757
Development and operations	**994,040**	276,960	**2,653,725**	853,805
Transaction costs	**-**	3,150	**-**	373,304
Net cash used in operating activities	**(2,241,863)**	(1,209,762)	**(6,540,405)**	(2,944,693)
Non-cash operating items:				
Amortization and depreciation	**323,765**	2,423	**541,308**	7,267
Accretion	**-**	-	**-**	282,169
EBITDA	**(2,297,172)**	(2,497,076)	**(8,702,893)**	(6,620,312)
Share-based compensation	**513,301**	416,678	**2,507,807**	2,352,480
Adjusted EBITDA (EBITDA less Share-based compensation)	**(1,783,871)**	(2,080,398)	**(6,195,086)**	(4,267,832)

Selected Annual Information

($)	For the years ended December 31, 2014 (audited)	2013 (audited)	2012 (audited)
Total revenues	**254,064**	159,527	31,748
General and administrative	**2,620,823**	695,902	425,109
Sales and marketing	**1,056,021**	202,295	548,552
Research and development	**1,331,780**	239,447	893,732
Net loss and total comprehensive loss	**(8,980,661)**	(1,047,980)	(1,778,822)
Basic and diluted loss per share	**(0.33)**	(0.07)	(0.13)
Total assets	**7,459,303**	1,616,279	358,307
Total liabilities	**1,315,286**	2,242,237	427,010
Net working capital	**5,984,455**	(795,209)	(257,423)

Summary of Quarterly Results

The following table presents unaudited condensed interim selected financial data for each of the last eight quarters up to September 30, 2015.

($)	Sept 30, 2015	June 30, 2015	Mar 31, 2015	Dec 31, 2014	Sept 30, 2014	June 30, 2014	Mar 31, 2014	Dec 31, 2013
Total assets	16,393,119	18,525,387	5,432,724	7,459,303	9,187,195	9,458,084	3,504,394	1,616,279
Net working capital	9,896,109	11,451,878	3,749,580	5,984,455	7,526,431	1,299,384	1,742,505	(795,209)
Total liabilities	4,019,059	4,271,793	1,982,002	1,315,286	1,497,427	7,992,940	1,595,060	2,242,237
Revenue	63,950	23,638	25,006	41,530	23,638	68,767	120,129	112,481
Net loss and comprehensive loss	(2,628,001)	(2,882,088)	(3,759,129)	(2,033,915)	(2,508,898)	(2,060,333)	(2,377,515)	(124,130)
ted loss per Loss/share	(0.06)	(0.06)	(0.10)	(0.07)	(0.08)	(0.06)	(0.16)	(0.01)

Comprehensive loss for the three months ended September 30, 2015 increased to $2.6 million compared to $2.5 million for the same period in 2014. On a year-to-date basis, comprehensive loss increased to $9.3 million from $6.9 million for the same period in 2014. The higher loss in both cases was the result of lower revenues combined with higher general and administrative, sales and marketing, development and operations, and stock-based compensation expenses realized in 2015 as compared to the same period in 2014. Each of these items is discussed in more detail in the Results of Operations section.

RESULTS OF OPERATIONS

Revenue

	Three Months Ended		Nine Months Ended	
($)	**Sept 30, 2015**	**Sept 30, 2014**	**Sept 30, 2015**	**Sept 30, 2014**
Revenue				
- Payment processing and risk services	**31,528**	16,985	**61,539**	200,617
- Interest income	**32,422**	6,653	**51,055**	11,917
Revenue	**63,950**	23,638	**112,594**	212,534

Vogogo’s Q3 2015 revenue of $63,950 was comprised of fees of $31,528 earned through payment processing and risk management services, and $32,422 from interest income. This compares to $23,638 booked in Q3 2014, which was comprised of fees of $16,985 earned through payment processing and $6,653 from interest income. Similarly, for the nine months ended September 30, 2015, revenue of $112,594 was lower compared to $212,534 for the same period last year. The decline in revenues is the result of the following:

1) Revenues were negatively impacted as a result of adverse developments involving the two cryptocurrency customers that were active in 2014. The developments, in both cases, were completely outside of Vogogo’s control. One of the cryptocurrency merchants lost its commercial banking support for reasons that Vogogo is not aware of. It is Vogogo’s understanding that the second cryptocurrency merchant may have encountered financial difficulties, specifically around cash flows, and, as a result, had to restrict operations until it sourced additional capital.
2) With the knowledge gained from servicing the two active customers in the cryptocurrency space, Management made the decision in Q3 2013 to delay onboarding customers in order to adjust the Vogogo Technology. It was felt that the adjustments were necessary to more effectively handle risk management and to better scale to the specific requirements of the broader cryptocurrency industry. Vogogo completed the core adjustments to its software and started bringing on new customers in the cryptocurrency space in Q4 2014.

General and Administrative

	Three Months Ended		Nine Months Ended	
($)	**Sept 30, 2015**	**Sept 30, 2014**	**Sept 30, 2015**	**Sept 30, 2014**
General and administrative	**501,459**	645,692	**2,662,804**	1,665,648

General and administrative ("G&A") expenses consist primarily of personnel costs, processing costs and overhead expenses relating to the Corporation's human resource, finance, legal, regulatory and administrative functions. For the three months ended September 30 2015, G&A expenses decreased to $501,459, a decrease of $144,233 when compared to the same period in 2014. For the nine months ended September 30, 2015, G&A expenses increased to $2,662,804, an increase of $997,156 from the same period in 2014.

The decrease in G&A expenses during the current quarter compared to the same quarter last year is due to lower consulting and legal expenses. Additionally some of the people costs during the current quarter have now been classified as development and operations costs as most of the employees / consultants are involved in development and operational activities. The increases in G&A expenses for the nine months ended September 30, 2015 compared to the same period last year are the result of higher salary, consulting and legal expenses incurred in support of the Corporation's pursuit of several strategic and regulatory options to enhance its future growth opportunities.

G&A expenses are expected to remain at similar levels over the next several quarters.

For the nine months ended September 30, 2015 and 2014, 90% of G&A expenses related to personnel, consulting, professional fees and rent.

Sales and Marketing

	Three Months Ended		Nine Months Ended	
($)	**Sept 30, 2015**	**Sept 30, 2014**	**Sept 30, 2015**	**Sept 30, 2014**
Sales and marketing	**365,279**	247,382	**1,038,465**	656,757

Sales and marketing ("S&M") expenses consist principally of salaries, commissions, travel and other costs associated with the Corporation's sales force, marketing and commercialization activities including advertising, collateral development and printing, sales training, trade shows and pre- and post-sales technical support. S&M expenses for the three months ended September 30, 2015 were higher by $117,897 as compared to the same period in 2014 and were higher by $381,708 for the nine months ended September 30, 2015, as a result of the Corporation being sufficiently financed and able to implement its business plan.

S&M expenses are expected to remain at similar levels over the next several quarters as Vogogo continues to expand its brand awareness, value proposition and market presence in domestic and international markets.

Development and Operations

	Three Months Ended		Nine Months Ended	
($)	**Sept 30, 2015**	**Sept 30, 2014**	**Sept 30, 2015**	**Sept 30, 2014**
Development and operations	**994,040**	276,960	**2,653,725**	853,805

Development and Operations ("D&O") expenses include personnel and related equipment costs to develop and support the Corporation's products. Development costs are only capitalized if they meet the criteria set out by IFRS. While Vogogo believes that investment in development is required to remain competitive and will result in creating a valuable asset, Vogogo has not capitalized any development costs during 2014 or 2015. Expenditures for most of 2014 and to date in 2015 are based on further developing the risk management and payment processing technology to service businesses operating in the new and emerging cryptocurrency market in Canada, the US and Europe. The goal is to continue to differentiate from competitors in terms of relevant and superior technology.

D&O expenses for the three months ended September 30, 2015 were higher by $717,080 or 259% compared to the same period in 2014 and for the nine months ended September 30, 2015 were higher by $1,799,920 or 211% as a result of Management's decision to adjust the Vogogo Technology to more effectively handle risk management and to better scale to the specific requirements of the opportunity offered by servicing new and emerging verticals that are underserved by existing banking infrastructures.

To maintain relevant and industry leading technology requires continual development, enhancement, upgrading and migration to new and more effective base technologies. As such, D&O expenses are expected to continue at these levels or higher over the next several quarters.

For the nine months ended September 30, 2015 and 2014, 100% of the D&O expenses related to personnel, consulting and IT expenses.

Transaction Costs

	Three Months Ended		Nine Months Ended	
($)	**Sept 30, 2015**	**Sept 30, 2014**	**Sept 30, 2015**	**Sept 30, 2014**
Transaction costs	-	3,150	-	373,304

The transaction costs incurred during the second quarter of 2014 related to the reverse takeover of Southtech Capital Corporation (see "About Vogogo" for more details). No such expenses were incurred in 2015.

Amortization

	Three Months Ended		Nine Months Ended	
($)	**Sept 30, 2015**	**Sept 30, 2014**	**Sept 30, 2015**	**Sept 30, 2014**
Amortization	**323,765**	2,423	**541,308**	7,267

Amortization expense relates to the property and equipment and intangible assets owned by the Corporation. Specifically, the Corporation owns computer equipment, furniture and fixtures, leasehold improvements and intangible assets related to the Corporation's risk platform. These assets are depreciated over their useful lives and impairments, if any, are assessed at every reporting period. Expenses incurred for the three and nine months ended September 30, 2015 and 2014 are primarily the result of depreciating office equipment, furniture, fixtures and intangible assets. The expenses in 2015 reflect the Corporation's acquisition of significant intangible assets during the second quarter of 2015, partially offset by the fact that some of the equipment had been fully depreciated in 2014.

Foreign Exchange Gain/Loss

	Three Months Ended		Nine Months Ended	
($)	**Sept 30, 2015**	**Sept 30, 2014**	**Sept 30, 2015**	**Sept 30, 2014**
Foreign exchange (gain) / loss	**(12,957)**	-	**(47,314)**	-

As at September 30, 2015, the Corporation's foreign exchange exposure was the result of holding cash and cash equivalents denominated in US dollars, trade and other receivables denominated in US dollars, and trade and other payables denominated in US dollars. See Currency Risk section for further details. No such exposure existed in the same periods of 2014.

Stock-Based Compensation

	Three Months Ended		Nine Months Ended	
($)	**Sept 30, 2015**	**Sept 30, 2014**	**Sept 30, 2015**	**Sept 30, 2014**
Stock-based compensation	**513,301**	416,678	**2,507,807**	2,352,480

On January 1, 2015, the Corporation acquired all of the issued and outstanding shares of Vanado Inc. ("Vanado"), a specialized consulting and payment services company based in Denver, Colorado, by the issuance of 227,273 common shares in the capital of the Corporation pursuant to a share purchase agreement ("Agreement") and the fair value of contingent consideration comprised of certain post-closing payments of up to $1,000,000 payable in common shares of the Corporation subject to the Corporation achieving certain performance thresholds set out in the Agreement. The fair value of the shares issued was $545,455 and the fair value of the contingent consideration was estimated at $738,584, for a total of $1,284,039.

The acquisition did not meet the definition of a business combination under IFRS 3 and, accordingly, the entire $1,284,039 was allocated to stock-based compensation.

The remaining $1,223,768 of stock-based compensation for the nine months ended September 30, 2015 resulted from the vesting of previously issued stock options as well as valuing the following option grants using the Black Scholes option-pricing model:

- On February 17, 2015, the Corporation granted 100,000 options to acquire common shares for a period of five years at a price of $2.83 per common share, expiring five years from the date of grant.
- On March 12, 2015, the Corporation granted an aggregate of 380,000 options to acquire common shares for a period of five years at a price of $2.65 per common share, expiring five years from the date of grant.
- On August 28, 2015, the Corporation granted an aggregate of 155,000 options to acquire common shares for a period of five years at a price of $1.09 per common share, expiring five years from date of grant.
- On September 7, 2015, the Corporation granted an aggregate of 1,150,000 options to acquire common shares for a period of five years at a price of $1.20 per common share, expiring five years from date of grant.

The majority of the stock-based compensation booked in the first quarter of 2014 related to the Corporation issuing 3,333,334 stock options to certain officers and directors of the Corporation at an exercise price of $0.09. These stock options vested immediately and expired in one year on March 17, 2015. These were all exercised in Q2 2014.

Prior to Q4 2014, the Corporation's shares did not have sufficient public trading data and, therefore, the Corporation used the historical volatilities of certain members of its peer group for input into the Black-Scholes Option Pricing Model. From Q4 2014, the Corporation used its own trading data for the Black-Scholes Option Pricing Model.

Net Loss and Comprehensive Loss

	Three Months Ended		**Nine Months Ended**	
($)	**Sept 30, 2015**	**Sept 30, 2014**	**Sept 30, 2015**	**Sept 30, 2014**
Net loss and comprehensive loss	**2,628,001**	2,508,898	**9,269,218**	6,946,746

Included in net loss and comprehensive loss for the three months ended September 30, 2015 and 2014 are significant non-cash charges relating to stock-based compensation of $513,301 and $416,678 respectively and amortization of $323,765 and $2,423 respectively. Similarly, for the nine months ended September 30, 2015 and 2014, significant non-cash charges of $2,507,807 and $2,352,480 respectively were recorded through stock-based compensation and $541,308 and $7,267 respectively through amortization. Net loss and comprehensive loss for the three months ended September 30, 2015 without these non-cash items amounts to $1,790,935, which is lower by $298,862 compared to the same quarter of 2014, and for the nine months ended September 30, 2015 is $6,220,103, which is higher by $1,633,104. The higher loss excepting non-cash items is the result of lower revenues combined with higher G&A, S&M and D&O expenses as the Corporation's operations were significantly increased post financing.

Liquidity and Capital Resources

The Corporation's cash and cash equivalents at September 30, 2015 totaled $12,059,017 (December 31, 2014 - $6,519,384) and positive net working capital was $9,896,109 (December 31, 2014 - $5,984,455). The Corporation has an accumulated deficit of $20,374,649 (December 31, 2014 - $11,105,431). The Corporation has not yet generated the transaction volumes required to sustain future operations. Whether and when the Corporation can generate sufficient operating cash flows or raise sufficient equity or debt financing in order to pay for its expenditures and settle its obligations as they fall due subsequent to September 30, 2015 is uncertain.

Royalty Financing Liability

In 2013, the Corporation entered into a $1 million investment agreement with AVAC Ltd. to help fund the development and commercialization of the Corporation's web-based payment service provider technology. The proceeds were available to the Corporation if and when certain pre-determined milestones were achieved. Any amount drawn pursuant to the investment agreement was repayable in the form of a 3.5% royalty based on quarterly gross revenues, beginning with the quarter ending December 31, 2014 and extending until twice the gross amount received was remitted or until the Corporation had repaid all advances received plus 20% interest compounded annually from the date each advance was received, less royalties paid. During the year ended December 31, 2013, the Corporation received $200,000 as part of this arrangement. At March 31, 2014, the liability was comprised of the $200,000 principal plus $29,699 in accrued interest. This liability was fully re-paid on April 24, 2014.

Convertible Debentures

On January 25, 2013 the Corporation issued an unsecured convertible debenture with a principal amount of $100,000. The principal bore interest at a rate of 10% per annum and was convertible into common shares at $0.52 per share, at any time, at the option of the holder. Unless earlier repaid, at the option of the Corporation, or demanded in the event of default, the principal was due and payable in full on January 25, 2014. Interest was due and payable quarterly on each of April 25, 2013, July 25, 2013, October 25, 2013 and January 25, 2014. The debenture was repaid in full along with interest on January 25, 2014.

On March 6, 2013 the Corporation issued a second unsecured convertible debenture with a principal amount of $100,000. The principal bore interest at a rate of 10% per annum and was convertible into common shares at $0.52 per common share, at any time, at the option of the holder. Unless earlier repaid, at the option of the Corporation, or demanded in the event of default, the principal was due and payable in full on March 6, 2014. Interest was due and payable quarterly on each of June 6, 2013, September 6, 2013, December 6, 2013 and March 6, 2014. This debenture was converted into common shares on March 5, 2014 and a total of 192,307 common shares were issued from Treasury.

On February 11, 2014, the Corporation issued a $2,000,000 secured convertible debenture. On March 17, 2014, the Corporation increased the amount of the convertible debenture issued to $3,164,345. The debenture was secured by a first charge against all of the Corporation's present and after-acquired property and was scheduled to mature August 11, 2014. The principal bore interest at a rate of 10% per annum. The debenture along with the accrued interest was convertible into Class A common shares of the Corporation at $0.33 per share at the option of the holder. On March 26, 2014, the Corporation issued 9,588,924 Class A common shares upon conversion of the full $3,164,345 convertible debenture.

Capital Management

Management closely monitors cash flow requirements and has sufficient cash to meet all of its current operational and financial obligations.

The Corporation's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the development and sales of its payment services and to maintain a flexible capital structure that optimizes the costs of capital at an acceptable risk. However, it should be noted that the Corporation is at an early stage of its redefined commercialization program and will continue to be dependent on its ability to manage cash on hand, increase its revenues and raise additional debt or equity to meet its obligations and repay its liabilities arising from normal business operations when they become due.

The management of capital includes the components of shareholders' equity, comprised of share capital and retained earnings (deficit). The Corporation strives to maximize the value associated with shareholders' equity. In order to maintain or adjust its capital structure, the Corporation may from time to time issue shares, issue new debt, dispose of assets or adjust its spending, taking into account changes in economic conditions and the risk characteristics of the underlying assets.

The Corporation manages its working capital through timely collection of receivables, controlling exposure to future commitments and securing favorable terms from suppliers.

In order to preserve cash, the Corporation does not currently pay dividends.

The Corporation is not subject to externally imposed capital requirements and the Corporation's overall strategy with respect to managing its capital structure is:

- To safeguard the Corporation's ability to continue as a going concern
- To maintain appropriate cash reserves on hand to meet ongoing development and operating costs
- To invest cash on hand in highly liquid and highly rated financial instruments

The Corporation estimates the following major expenditures over the next eighteen months. These do not include general operating expenses and commitments (see Commitments note for details of commitments).

- $2,100,000 for software development and testing;
- $2,000,000 for one or more strategic acquisitions to accelerate growth; and
- $1,500,000 for security deposits and PCI-DSS testing and audits.

The Corporation plans to fund these expenditures through current cash available and if necessary and feasible, various financing options including equity and/or debt financing.

The following table provides a comparison of the use of proceeds as contemplated in the short form prospectus dated June 10, 2015 and as at the date of this report. Management believes the impact of the variances described below will not have a material impact on the Company's ability to achieve its business objectives and milestones.

	Use Of Proceeds (Cad)			
	As per the financing document	As at the date of the MD&A	Variance	Comment
EMI Securitization	500,000	507,750	7,750	The Company intends to keep these funds as a minimum balance in the EU subsidiary
Other banking Securitization	2,500,000	1,500,000	-1,000,000	In many cases, the amount required for securitization can be covered by having a larger working capital amount. The Company will carry a higher working capital amount in such cases so as to not unnecessarily tie up funds.
Low risk investment	2,500,000	2,500,000	-	The Company is holding these funds in short term deposits
Acquisitions	2,500,000	2,000,000	- 500,000	Valuations of potential targets has declined since the offering
Legal and regulatory	1,000,000	700,000	- 300,000	The Company is able to leverage some of the legal and regulatory work to multiple jurisdictions
Business development	1,000,000	1,000,000	-	Business development continues to be a key focus
Additional Working Capital	1,519,155	2,798,543	1,279,388	In many cases, the amount required for securitization can be covered by having a larger working capital amount. The Company will carry a higher working capital amount in such cases so as to not unnecessarily tie up funds.
Higher closing costs		256,431	256,431	The Company incurred higher legal and other closing costs than anticipated
Total Net Proceeds	11,519,155	11,262,724	- 256,431	

Acquisition of Vanado

On January 1, 2015, the Corporation acquired all of the issued and outstanding shares of Vanado, Inc., a specialized consulting and payment services company based in Denver, Colorado, US, from an arm's length third party pursuant to a share purchase agreement ("SPA").

The purchase was satisfied by the issuance of 227,273 common shares of the Corporation with a fair value of $2.40 per share for total consideration of $545,455. Additional consideration included certain post-closing payments of up to $1 million payable on or before December 31, 2016. These post-closing payments shall be payable in common shares of the Corporation upon the Corporation achieving certain performance thresholds set out in the SPA. The post-closing payments represent a contingent liability and were measured at a fair value of $738,584.

The Corporation did not acquire any assets or liabilities or obtain inputs or processes on acquisition of Vanado other than the personnel employed by Vanado. As a result, management concluded that this acquisition does not meet the definition of a business combination under IFRS and represents a share-based payment. Accordingly, the Corporation has recorded the cost of acquiring Vanado as stock-based compensation in the statement of loss and comprehensive loss.

The stock-based compensation recognized upon acquisition consisted of:

	$
Shares issued (227,273 common shares at $2.40 each)	545,455
Contingent consideration payable based on achievement of milestones	738,584
Stock-based compensation	**1,284,039**

Management reviewed the probability of meeting the performance conditions and discounted future expected cash flows to record a fair value estimate of contingent consideration. This liability is reviewed each reporting period and any adjustment is reflected in stock-based compensation in the statement of loss and comprehensive loss. There were no adjustments required for the three or nine months ended September 30, 2015.

Acquisition of assets of Mevia

On April 30, 2015, the Corporation acquired certain assets from an arm’s length, third party risk management and consulting services company, Mevia, pursuant to an asset purchase agreement (“APA”).

The purchase was satisfied by the issuance of 600,000 common shares of the Corporation with a fair value of $2.75 per share for total consideration of $1,650,000. Additional consideration included certain post-closing payments of up to $3 million payable on or before April 30, 2017. These post-closing payments shall be payable in common shares of the Corporation upon the Corporation achieving certain performance thresholds set out in the APA. The post-closing payments represent a contingent liability and were measured at a fair value of $2,219,893.

The Corporation acquired only intangible assets consisting of risk management software and no other assets or liabilities were acquired. Management concluded that this acquisition meets the definition of business combination under IFRS and has determined that the acquisition fair value equates to the fair value of the assets acquired, and has therefore recorded this acquisition value as an intangible asset addition in the statement of financial position.

Intangible assets acquired as part of a business combination are recorded at fair value at the acquisition date provided that they meet the criteria for recognition as explained for development costs in note 3(c) to the December 31, 2014 financial statements.

Amortization methods, useful lives and residual values are reviewed at each fiscal year end and adjusted if appropriate. These intangible assets are being amortized on a straight-line basis over the estimated useful lives of three years.

The Intangible Assets recognized upon acquisition consisted of:

	$
Shares issued (600,000 common shares at $2.75 each)	1,650,000
Contingent consideration payable based on milestones	2,219,893
Intangible Assets	3,869,893

Management reviewed the probability of meeting the performance conditions and discounted future expected cash flows to record a fair value estimate of contingent consideration. This liability is reviewed each reporting period and any adjustments to this liability are reflected in Intangible Assets on the statement of financial position. There were no adjustments required for the three or nine months ended September 30, 2015.

Estimated contingent consideration payable on milestones as at September 30, 2015:

($)	**Vanado Inc.**	**Mevia Assets**	**Total**
Current portion	396,143	1,552,138	1,948,281
Long-term portion	342,441	667,755	1,010,196
Totals	**738,584**	**2,219,893**	**2,958,477**

RELATED PARTY TRANSACTIONS

(a) The Corporation considers its key management personnel to include the Chief Executive Officer, Chief Operating Officer, Chief Relationship Officer, Chief Financial Officer, Chief Technology Officer and directors. Key management compensation is composed of payroll, stock-based compensation and consulting fees paid to key management and companies controlled by key management. During the three and nine months ended September 30, 2015, key management compensation amounted to $345,711 and $955,784, respectively (2014 - $516,684 and $1,078,445), split between general and administrative, sales and marketing, stock-based compensation and development and operations expenses, based on expense type and work performed.

Total personnel expenses for employees, consultants, directors and management included in expenses in the consolidated statement of loss and comprehensive loss for the three and nine months ended September 30, 2015 were $2,495,437 and $6,160,047 respectively (2014 - $776,270 and $2,099,628), split between general and administrative, sales and marketing, stock-based compensation and development and operations expenses, based on expense type and work performed.

(b) On April 28, 2014, the Corporation provided loans of $75,000 to each of two companies controlled by two key management personnel for a total of $150,000. These companies provided promissory notes to the Corporation. These two loans bear interest at 3 percent per annum and are payable on maturity on April 28, 2016. Interest income of $6,375 has been accrued as at September 30, 2015 and included in the notes receivable balance.

Commitments

The Corporation is committed under a lease on its office space, expiring July 31, 2017, with future minimum rental payments exclusive of occupancy costs as follows:

2015	$ 20,592
2016	82,368
2017	48,048
	$ 151,008

Contingencies

In December 2014, a statement of claim was filed in the Alberta Court of Queen's Bench by a company controlled by the previous Chief Technology Officer of the Corporation. The claim alleges a breach of certain provisions of the Business Corporations Act (Alberta) by the Corporation in connection with a February 2014 repurchase of certain Common shares of the Corporation previously held by the company. The claim seeks damages in an amount in excess of $15,000,000.

In August 2015, a letter was received claiming that the Corporation owes $325,000 to a company that previously transacted with the Corporation. This claim relates to fees incurred by the company in connection with transactions involving the Corporation, as well as a non-completion fee under the contract that the company had with the Corporation.

The Corporation believes that both of the above-described suits and the claims are without merit and litigation counsel has been authorized and instructed to vigorously defend against these claims. Accordingly, the Corporation has not accrued a provision relating to the claims. As at the date of these consolidated financial statements, these claims are still pending.

Off-Balance Sheet Arrangements

At the date of this report, the Corporation had no off-balance sheet arrangements.

Outstanding share capital

Vogogo is authorized to issue an unlimited number of preferred shares without nominal or par value and an unlimited number of common shares. As at the date of this MD&A, the Corporation had 47,666,044 common shares, 4,586,750 stock options, 2,155,285 warrants convertible into common shares, and no preferred shares outstanding.

As at September 30, 2015, a total of 3,272,116 common shares (December 31, 2014 – 9,816,347) were held in escrow in compliance with TSX Venture requirements. These shares will be released from escrow on March 11, 2016.

SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments in applying its accounting policies, including estimates and assumptions about the future. These judgments, estimates, and assumptions affect the reported amounts of assets and liabilities at the reporting date, and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. The following discusses the most significant accounting judgments, estimates and assumptions that the Corporation has made in the preparation of its condensed interim consolidated financial statements.

(a) Areas of judgment

(i) Long-term investment valuation

Investments in equity instruments classified as available-for-sale are measured at cost when there is no quoted price in an active market and fair value cannot be reliably measured. Judgment is required to assess whether the fair value of the equity instruments can be measured reliably. This involves an assessment of whether the variability in the range of reasonable fair value estimates is significant for the instrument or whether the probabilities of the various estimates within the range can be reasonably assessed and used in estimating fair value.

(ii) Impairment tests

Management exercises judgment to determine whether there are factors that would indicate that an asset or a cash generating unit ("CGU") is impaired. The determination of CGUs is also based on management's judgment and is an assessment of the smallest group of assets that generate cash inflows independently of other assets. Factors considered include whether an active market exists for the output produced by the asset or group of assets as well as how management monitors and makes decisions about the Corporation's operations.

(iii) Going concern

Determining if the Corporation has the ability to continue as a going concern is dependent on its ability raise additional financing and to achieve profitable operations. Certain judgments are made when determining if the Corporation will be able to continue as a going concern. Further disclosure is included in note 2(c) of the condensed interim financial statements.

(b) Assumptions and critical estimates

(i) Compound financial instruments

Certain financial instruments are comprised of a liability and an equity component. The determination of the amount allocated to the liability and equity components requires management to estimate various components and characteristics of present value calculations used in determining the fair value of the instrument, including the market interest rates of non-convertible debentures.

(ii) Stock-based compensation and warrants

The amounts recognized for the fair value of stock options and warrants are based on estimates of future volatility in the Corporation's share price, the expected lives of options and warrants, the risk-free interest rate, and other relevant assumptions. Volatility is estimated based on the average price volatility of common shares of a comparative group of companies over the preceding period equaling the expected lives of the Corporation's options and warrants.

(iii) Impairment of property and equipment and intangible assets

Impairment exists when the carrying value of an asset or CGU exceeds its recoverable amount, which is the higher of its fair value less disposal costs and its value in use. The fair value less disposal costs estimate is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use estimate is based on a discounted cash flow model. The cash flows are derived from the projection for the next five years and do not include restructuring activities that the Corporation is not yet committed to or significant future investments that will enhance the performance of the asset or CGU being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

(iv) Contingent consideration

The valuation of the contingent consideration issued for the acquisition of Vanado Inc. ("Vanado") and for the acquisition of assets from Mevia Inc. ("Mevia") (note 5 of the financial statements) has been recorded at the fair value and has been based on management's assessment of the likelihood of the performance targets being met.

(v) Tax assets and liabilities

Provisions for income taxes are made using the best estimate of the amount expected to be paid or recovered based on a qualitative assessment of all relevant factors. The Corporation reviews the adequacy of these provisions at the end of each reporting period. However, it is possible that at some future date an additional liability could result from audits by tax authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Deferred tax assets and liabilities contain estimates about the nature and timing of future permanent and temporary differences as well as the future tax rates that will apply to those differences. Changes in tax laws and rates as well as changes to the expected timing of reversals may have a significant impact on the amounts recorded for deferred tax assets and liabilities. Management closely monitors current and potential changes to tax law and bases its estimates on the best available information at each reporting date.

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the condensed interim consolidated financial statements are consistent with those followed in the preparation of the Corporation's annual consolidated financial statements for the year ended December 31, 2014. Because the disclosures provided in these condensed interim consolidated financial statements do not conform in all respects with IFRS for annual consolidated financial statements, these condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2014.

Intangible assets purchased or acquired as part of a business combination are recorded at fair value at the acquisition date provided that they meet the criteria for recognition as explained for development costs in note 3(c) to the December 31, 2014 financial statements.

Amortization methods, useful lives and residential values are reviewed at each fiscal year end and adjusted if appropriate.

There were no new accounting standards, interpretations or amendments to existing standards adopted during the nine months ended September 30, 2015 that would be expected to have a significant impact on the Corporation's condensed interim consolidated financial statements. There were no new accounting standards, interpretations or amendments issued during the nine months ended September 30, 2015 that are applicable to the Corporation in future periods. Further, the Corporation has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Financial Instruments and Risk Management

The Corporation's risk management policies are established to identify, analyze and manage the risks faced by the Corporation and to implement appropriate procedures to monitor risks and adherence to established controls. Risk management policies and systems are reviewed periodically in response to the Corporation's activities and to ensure applicability.

In the normal course of business, the main risks arising from the Corporation's use of financial instruments include credit risk, liquidity risk, market risk and currency risk. These risks, and the actions taken to manage them, include:

(a) Fair value

Due to the short-term nature of cash and cash equivalents, cash held in trust, trade and other receivables, deposits, notes receivable, trade and other payables and trust liabilities, the Corporation determined that the carrying amounts of these financial instruments approximate their fair value. Long-term investment consists of common shares held in a private corporation. The Corporation has determined that the fair value of these common shares cannot be reliably determined and as such the long-term investment is carried at cost.

(b) Credit risk

Credit risk is the risk of financial loss to the Corporation if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash held with banks and financial institutions, trade and other receivables and notes receivable. The maximum exposure to credit risk is equal to the carrying value of the Corporation's cash and cash equivalents, cash held in trust, trade and other receivables and notes receivable.

The Corporation minimizes credit risk associated with its cash balance substantially by dealing with major financial institutions in Canada and the United States. The Corporation mitigates credit risk associated with trade and other receivables by evaluating the credit worthiness of entities prior to extending credit terms to them. The notes receivable are due from key management personnel and the Corporation minimizes the associated credit risk by monitoring the amounts receivable and the financial positions of the debtors.

Approximately 32% of the Corporation's revenue during the nine months ended September 30, 2015 (2014 - 94%) was generated from 2 (2014 – 2) customers.

(c) Liquidity risk

Liquidity risk is the risk that the Corporation will incur difficulties meeting its financial obligations as they come due. As at September 30, 2015, the Corporation had cash and cash equivalents of $12,059,017 (December 31, 2014 - $6,519,384) and had a positive net working capital position of $9,896,109 (December 31, 2014 - $5,984,455).

(d) Currency risk

Currency risk is the risk that the value of financial assets and liabilities denominated in currencies other than the functional currency of the Corporation will fluctuate due to changes in foreign currency exchange rates. As at September 30, 2015, the Corporation's exposure to currency risk was limited to cash and cash equivalents denominated in US dollars in the amount of US $407,732 (December 31, 2014 - US $583,064), trade and other receivables denominated in US dollars in the amount of US $3,952 (December 31, 2014 – $Nil) and trade and other payables denominated in US dollars in the amount of US $48,484 (December 31, 2014 - $36,268). A 1% rate change between the Canadian and US dollar would have a $3,500 (December 31, 2014 - $5,500) impact on the net income and cash flows of the Corporation.

(e) Interest rate risk

Interest rate risk is the risk that the fair value and cash flows associated with the Corporation's interest bearing financial assets and liabilities will fluctuate due to changes in market interest rates. As at September 30, 2015, the Corporation's exposure to interest rate risk was limited to cash and cash equivalents that earned interest of 0.88% per annum. A 1% change in the interest rate would have a $120,000 (December 31, 2014 – $70,600) impact on the net income and cash flows of the Corporation.

Risks and Uncertainties

Due to the nature of the business, the legal and economic climate in which the Corporation is operating and the present stage of development of its operations, the Corporation is subject to risks. The Corporation's future development and actual operating results may be different from those expected as at the date of this MD&A. There can be no certainty that the Corporation will be able to successfully implement its corporate strategy. No representation is or can be made as to the future performance of the Corporation and there can be no assurance that the Corporation will achieve its objectives. Accordingly, readers should carefully consider the following discussion of risks that pertain to the Corporation (the text below summarizes some of these risks and is not intended to be complete or exhaustive).

Additional Capital Requirements

The Corporation intends to continue to make investments to support its business growth and will require additional funds to implement its business strategy, including expansion of sales and marketing activities; development of new software, products and features; enhancement of its current operating infrastructure; and acquisition of complementary businesses and technologies. The Corporation's cash reserves may not be sufficient to fund its ongoing activities at all times. Accordingly, the Corporation may need to engage in equity or debt financings to secure additional funds. If the Corporation raises additional funds through further issuances of equity or convertible debt securities, shareholders of the Corporation could suffer significant dilution, and any new equity securities the Corporation issues could have rights, preferences and privileges superior to those of current shareholders. Any debt financing secured by the Corporation in the future could involve restrictive covenants relating to its capital raising activities and other financial and operational matters, which might make it more difficult for the Corporation to obtain additional capital and to pursue business opportunities. The Corporation can provide no assurance that sufficient debt or equity financing will be available for necessary or desirable infrastructure expenditures or acquisitions or to cover losses. Accordingly, the Corporation's ability to continue to support its business growth and to respond to business challenges could be significantly limited.

Banking & Processing

The Corporation's success depends on its ability to secure and develop banking and/or third party processing relationships that can effectively support Vogogo's service offering in target markets. The Corporation's service offering is focused on market verticals that are considered high risk from a banking perspective and consequently require sophisticated approaches to transactional risk management, compliance and financial crime prevention. Due to the high-risk nature of its target markets, the Corporation may be unable to successfully secure and retain banking partners. Failure to do so could materially reduce the Corporation's revenue potential.

Regulatory Risk

Vogogo's anticipated global operations may require it to be compliant with laws in many jurisdictions on matters such as anti-corruption, trade restrictions, taxation, securities regulation, banking regulations and data privacy, amongst others. Complying with these diverse requirements in multiple jurisdictions may be a challenge and could require significant resources. Some of these laws may impose conflicting requirements; there may be restrictions on the movement of cash and other assets; or restrictions on the import and export of certain technologies; or restrictions on the repatriation of earnings, all of which may expose the Corporation to penalties for non-compliance and harm its reputation. Vogogo's relationships with its banking partners require that it comply with complex laws and regulations relating to the banking and payment processing industry.

New Technology

The Corporation's success will depend in part on its ability to develop software and products that keep pace with continuing changes in technology, evolving industry standards and changing client preferences and requirements. The Corporation's software and products embody complex technology that may not meet those standards, changes and preferences. The Corporation may be unable to successfully address these developments on a timely basis or at all. Failure to respond quickly and cost-effectively to new developments through the development of software and new products or enhancements to existing software and products could reduce the Corporation's revenue.

Dependence on Key Personnel and Consultants

The success of the Corporation will be largely dependent upon the performance of its Management and key employees. Failure by the Corporation to attract and retain key employees with necessary skills could have a materially adverse impact upon the Corporation's growth and profitability. The Corporation currently does not have key person insurance for its Management or other key employees. These individuals, and the contributions they will make, are important to the future operations and success of the Corporation. The unexpected loss or departure of any of the key officers, employees or consultants of the Corporation could be detrimental to the Corporation's future operations. The competition for skilled technical, management, sales and other employees is high in the Corporation's industry. There can be no assurance that the Corporation will be able to engage the services of such personnel or retain the Corporation's current personnel.

Foreign Currency, Payment Processing and Fiscal Matters

The Corporation's operations are subject to inherent market and industry risks resulting from unpredictable fluctuations in foreign currency exchange rates, failed or fraudulent financial transactions and similar credit risks. These occurrences could have a material adverse impact on the Corporation's results of operations.

Competition

The Corporation operates in a competitive industry that is constantly evolving and changing. The Corporation expects this competition to increase as new competitors enter the market. The Corporation's competitors may have greater financial, technical, sales, production and marketing resources. The Corporation may not be able to compete on the same scale as these companies. Such competition may result in reduced sales, reduced margins and / or increased operating expenses.

Customer Base and Market Acceptance

While Management believes it can expand its client base, the inability to expand such a client base could have a material adverse effect on the Corporation. Although the Corporation believes that its products offer advantages over competitive companies and products, no assurance can be given that the Corporation's products will attain a degree of market acceptance on a sustained basis or that it will generate revenues sufficient for sustained profitable operations. Since the Corporation's current revenue source is highly dependent on electronic currency exchanges (specifically, BitCoin exchanges), the regulatory and acceptance risks of such electronic currencies could have a material impact on the Corporation's business.

Consumer Privacy, Data Use and Security

The Corporation is subject to regulations related to privacy and data protection and information security in the jurisdictions in which it does business, and could be negatively impacted by these regulations. Recently, these topics have received heightened legislative and regulatory focus in jurisdictions around the world. Regulation of privacy and data protection and information security may raise concerns about and scrutiny of the Corporation's practices in regard to the collection, use, disclosure or security of personal and sensitive information. Failure to comply with the privacy and data protection and security laws and regulations to which we are subject could result in fines, sanctions or other penalties, which could materially and adversely affect the Corporation's results of operations and overall business, as well as have an impact on the Corporation's reputation. Any addition or change to regulations in these areas (as well as the manner in which such laws could be interpreted or applied) may also increase the Corporation's costs to comply with such regulations. Changes to these laws could also impact the Corporation's business operations by requiring changes to the Corporation's data practices and other processes such as fraud monitoring. Any of these changes could materially and adversely affect the Corporation's overall business and results of operations.

Future Acquisitions

The Corporation may seek to expand its business and capabilities through the acquisition of compatible technology, products or businesses. There can be no assurance that suitable acquisition candidates can be identified and acquired on favorable terms, or that the acquired operations can be profitably operated or integrated in the Corporation's operations. To the extent Management is successful in identifying suitable companies or products for acquisition, the Corporation may deem it necessary or advisable to finance such acquisitions through the issuance of shares, securities convertible into shares, debt financing, or a combination thereof. In such cases, the issuance of shares or convertible securities could result in dilution to the shareholders of the Corporation at the time of such issuance or conversion. The issuance of debt to finance acquisitions may result in, among other things, the encumbrance of certain of the Corporation's assets, impeding the Corporation's ability to obtain bank financing, decreasing the Corporation's liquidity, and adversely affecting its ability to declare and pay dividends to shareholders of the Corporation.

Continued Losses from Operations

As at September 30, 2015, the Corporation had cash and cash equivalents of $12,059,017 (December 31, 2014 - $6,519,384) and positive net working capital of $9,896,109 (December 31, 2014 - $5,984,455). However, the Corporation had an accumulated deficit of $20,374,649 (December 31, 2014 - $11,105,431). The Corporation has not yet been able to generate the transaction volumes required to create positive cash flows from operations. Whether and when the Corporation can generate sufficient operating cash flows or raise sufficient equity or debt financing in order to pay for its expenditures and settle its obligations as they fall due subsequent to September 30, 2015 is uncertain.

Stage of Development

The Corporation may be subject to growth-related risks, capacity constraints and pressure on its internal systems and controls, particularly given the early stage of the Corporation's development. The ability of the Corporation to manage growth effectively will require it to continue to expand its operational and financial systems and to train and manage its employee base. The inability of the Corporation to deal with this growth could have a material adverse impact on its business, operations and prospects.

Transaction Processing Systems

The Corporation's payment processing systems and other key service offerings may experience interruptions as a result of a disaster including, but not limited to, technology malfunctions, fire, weather events, power outages, telecommunications disruptions, terrorism, workplace violence, accidents or other catastrophic events. A disaster that occurs at, or in the vicinity of, our primary and/or back-up facilities in any location could interrupt our services. Although the Corporation continually monitors and assesses risks and potential impacts, and develops effective response strategies, the Corporation cannot ensure that its business would be immune to these risks.

Additionally, the Corporation relies on third-party service providers for the timely transmission of information across its global data network. Inadequate infrastructure in lesser-developed markets could also result in service disruptions, which could impact the Corporation's ability to do business in those markets. If, as a result of natural disaster, one of our service providers fails to provide the communications capacity or services the Corporation requires, the failure could interrupt the Corporation's services. Because of the intrinsic importance of the Corporation's processing systems to its business, any interruption or degradation could adversely affect the perception of the reliability of products carrying the Corporation's brand and materially reduce the Corporation's results of operations.

Legal Risks

The Corporation is subject to legal risks related to operations, contracts, relationships and otherwise, which could result in the Corporation being served with legal claims. Whether or not the claims are legally valid, such claims may result in legal fees, damages, settlement and other costs as well as significant time and distraction of Management and employees.

Money Laundering and Terrorism

The Corporation is subject to regulations that affect the payments industry. In particular, many of the Corporation's customers are subject to regulations applicable to banks and other financial institutions and, consequently, the Corporation is at times affected by such regulations. Regulation of the payments industry, including regulations applicable to the Corporation and its customers, has increased significantly in the last several years. The Corporation is subject to Anti-Money Laundering and Anti-Terrorism regulations with respect to the activities of its Internet payment gateway. Money laundering or terrorist financing involving the Corporation's payment gateway could result in an enforcement action and/or damage the Corporation's reputation, which could result in a material adverse impact on the Corporation's business.

Operating Results and Financial Condition May Fluctuate on a Quarterly and Annual Basis

Operating results and financial condition may fluctuate from quarter to quarter and year to year, and are likely to continue to vary due to a number of factors, some of which are outside of the Corporation's control. These events could, in turn, cause the market price of the Corporation's shares to fluctuate. If operating results do not meet the expectations of securities analysts or investors, the market price of the Corporation's shares would likely decline.

Due to all of the foregoing factors and risks discussed in this "Risk and Uncertainties" section, individuals should not rely on quarter-to-quarter or year-to-year comparisons of the Corporation's operating results as an indicator of future performance.

Forward Looking Statements May Prove Inaccurate

Prospective purchasers are cautioned not to place undue reliance on forward-looking information. By its nature, forward looking information involves numerous assumptions, known and unknown risks, and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. See under the heading "*Special Note Regarding Forward-Looking Information*".

Conflicts of Interest

Certain directors of the Corporation may engage in businesses similar to the Corporation and situations may arise where the directors may be in direct competition with the Corporation's business. Conflicts of interest, if any, that arise will be subject to and governed by the procedures prescribed by the Act, which require a director or officer of a corporation who is a party to, or is a director or an officer of, or has a material interest in any person who is a party to, a material contract or proposed material contract with the Corporation to disclose his/her interest and, in the case of directors, to refrain from voting on any matter in respect of such contract unless otherwise permitted under the Act.

Absence of Cash Dividends

The Corporation has not paid any cash dividends to date on the common shares and there are no plans for such dividend payments in the foreseeable future.

OUTLOOK

Vogogo's primary focus during 2014 and the first half of 2015 has been on developing and selling best-in-class risk management and payment processing services to businesses offering products or services based on cryptocurrencies. While the technology development phase was successful, sales to date have been lower than expected due primarily to longer-than-expected and uncertain timeframes for banks and other FSPs (in Europe and the US) in assessing, implementing and preparing to work with Vogogo to provide financial services to the cryptocurrency industry.

Nonetheless, cryptocurrency adoption is steadily expanding and, based on a continuing assessment of the market, Management believes that cryptocurrencies will continue to evolve and services based on cryptocurrency technology will integrate into the mainstream financial services sector, although timing on this remains uncertain. It is also Management's belief that Vogogo's services will remain important to the cryptocurrency industry as evidenced by Vogogo now having an active client list that includes prominent industry participants such as Bitstamp, Coinbase and Kraken. Accordingly, excelling as a provider of services to the cryptocurrency sector remains a strategic focus of the Corporation.

In the course of selling its services to the cryptocurrency sector, Vogogo attracted considerable interest, primarily from FSPs, in the Corporation's enhanced transaction risk management services. In response, Vogogo expanded its business development activities in Q3 2015 to include selling of its services to FSPs and businesses operating in market verticals that feature higher inherent risk levels. Early evidence supports Management's expectation that engaging FSP clients with risk management services also provides opportunities for the Corporation to sell additional services as the relationships deepen. Importantly, selling risk management services to FSPs does not require Vogogo to have any material support from banking partners or other FSPs, noting that the long cycles associated with establishing banking support has significantly delayed Vogogo's ability to offer services to the cryptocurrency market.

The central operational focus for Vogogo going forward into 2016 is material revenue generation. Key catalysts to achieving material revenues in these time frames are compliant banking engagements in the key markets of Europe and the US. Following the recent success in securing EMI authorization, it is expected that Vogogo will start providing services as an EMI, in Europe, in Q4 2015. As well, it is expected that Vogogo will finalize its US bank program initiative and start providing services in the US in Q4 2015. Services in Europe and the US will be in support of the cryptocurrency industry as well as conventional FSPs, and will include risk management and payment related offerings.

Throughout the remainder of 2015 and into 2016, business development efforts will remain focused on selling risk management services to FSPs in Europe and North America and then upselling FSP clients into additional services. These efforts are expected to generate material revenue in 2016 but specific timing remains uncertain.

In parallel, appropriate business development efforts will also be put towards enabling key cryptocurrency-based clients for services in the EU and the US. These efforts are expected to generate material revenue in 2016 but specific timing remains uncertain.