

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Corporation

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

Item 2 Date of Material Change

July 5, 2016

Item 3 News Release

A press release reporting the material change was issued on July 5, 2016, through the services of Canada Newswire.

Item 4 Summary of Material Change

Through its strategic alternatives process originally disclosed on May 25, 2016 (the “**Process**”) the board of directors of Vogogo (the “**Board**”) has determined that shareholder value would best be enhanced by selling Vogogo’s risk platform and shutting down its payment processing business.

Item 5.1 Full Description of Material Change

The Process has been conducted by a special committee (the “**Special Committee**”) of the independent members of the Board and is intended to examine alternatives to enhance shareholder value, including a sale of all or a portion of the existing business, as well as various financing and recapitalization alternatives. A number of alternatives have been explored and the Board has concluded that shareholder value would best be enhanced by selling Vogogo’s risk platform and shutting down its payment processing business.

The Corporation has commenced the process of notifying third parties, and also all of the Corporation’s employees, that it will be shutting down its payment processing business. The shutting down of the payment processing business is intended to occur in an orderly manner over the next several weeks.

The Special Committee intends to continue the Process in order to identify and evaluate strategic alternatives available to the Corporation and that have the potential to be highly accretive for Vogogo’s shareholders.

Item 5.2 Disclosure For Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officers

For more information, please contact:

Tom Wenz, Chief Financial Officer
Telephone: (403) 648 - 9292

Item 9 Date of Report:

July 7, 2016

Cautionary Note Regarding Forward-Looking Statements

This material change report contains certain forward-looking statements. All information, other than information regarding historic fact that addresses activities, events or developments that the Corporation believes, expects or anticipates will or may occur in the future is forward-looking information. Forward-looking information contained in this material change report includes, but is not limited to the timing for the shutting down of its payment processing business and its ability to identify any strategic alternative that could increase shareholder value. The words “will,” “anticipate,” “believe,” “estimate,” “expect,” “intent,” “may,” “project,” “should,” and similar expressions are intended to be among the statements that identify forward-looking statements. The forward-looking statements are founded on the basis of expectations and assumptions made by Vogogo. Readers are cautioned that assumptions used in the preparation of such information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Vogogo. Vogogo does not have any obligation to update or revise any forward-looking statements except as expressly required by applicable securities laws. See Vogogo’s Annual Information Form for the year ended December 31, 2015 and its Management’s Discussion and Analysis for the three-month period ended March 31, 2016 for a detailed discussion of risk factors.