

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Corporation

Vogogo Inc. (“**Vogogo**” or the “**Corporation**”)
525 – 8th Ave S.W., 46th Floor
Calgary, Alberta
T2P 1G1

Item 2 Date of Material Change

October 3, 2016

Item 3 News Release

A press release reporting the material change was issued on October 4, 2016, through the services of Canada Newswire.

Item 4 Summary of Material Change

On October 3, 2016 the Corporation closed a non-brokered private placement of its common shares (“**Shares**”) (the “**Offering**”) previously announced on August 18, 2016. Pursuant to the Offering, the Company distributed a total of 27,272,727 Shares for aggregate gross proceeds of \$2,999,999.97. The Offering was conducted at a price of \$0.11 per Share.

Item 5.1 Full Description of Material Change

The net proceeds of the Offering will be used for general corporate purposes and to augment the Corporation’s cash reserves. Shares acquired by placees under the Offering are subject to a four-month hold period which will last until February 4, 2017, in accordance with applicable securities legislation.

The Corporation paid fees to certain finders with respect to the placement of Shares under the Offering in accordance with the policies of the TSX Venture Exchange.

Insiders of the Corporation acquired an aggregate of 8,152,820 Shares, which is considered a related party transaction within the meaning of Multilateral Instrument 61-101 –*Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Corporation has relied on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(c) and 5.7(1)(b), respectively, of MI 61-101 in respect of such

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:

Gino DeMichele
Chief Executive Officer
403-648-9292

Item 9 Date of Report:

October 13, 2016

This material change report contains certain forward-looking statements. 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.