VOGOGO INC.

Management's Discussion and Analysis

For The Three Months and Year Ended December 31, 2016

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"), believes is required to gain an understanding of the financial results of the Corporation for the three months and years ended December 31, 2016 and 2015, 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 April 13, 2017, should be read in conjunction with the audited consolidated financial statements and related notes for the years ended December 31, 2016 and 2015.

The Corporation's audited 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. 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.

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. 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 has been a specialized payment processing business with associated risk management capability. The Corporation spent recent years developing and launching technologies that enabled secure and compliant transaction processing for businesses.

During the first half of 2016, following the strategic review process announced by Vogogo, the board of directors of the Corporation (the “Board”) decided to discontinue payment-processing operations in order to preserve the Corporation’s cash position. The Corporation advised its remaining clients that it would cease to process payments by September 30, 2016. Prior to making this determination, the Board reviewed strategic alternatives that focused on increasing shareholder value, which included, but were not limited to, a modified plan for continuing the business; the sale or combination of Vogogo’s payment and risk management assets to or with another firm; a strategic vend-in, amalgamation, reverse amalgamation or similar transaction; a sale of one or more corporate assets; and/or a strategic business combination or strategic partnership. Ultimately, the Board concluded that ceasing all operations and seeking a suitable vend-in opportunity was in the best interests of the Corporation and its shareholders. The Board is currently assessing multiple options to vend one or more other viable businesses into the Corporation. There is no assurance that this process will result in any future transaction.

On July 5, 2016, the Corporation completed the disposition of certain of its assets known as the “Vogogo Risk and Rules Engine” (the “Sale Transaction”) to Mevia, an arm’s length private risk management and consulting services company (the “Purchaser”). Vogogo had originally purchased the Vogogo Risk and Rules Engine from Mevia. The Sale Transaction involved the disposition of the Corporation’s transaction risk management platform. Pursuant to the Sale Transaction, the Purchaser acquired the Vogogo Risk and Rules Engine and all associated liabilities on an “as is, where is” basis for nominal consideration. As part of the Sale Transaction, the Purchaser agreed to terminate its rights to post-closing payments of up to $3 million, which were payable in cash or common shares of the Corporation, in the sole discretion of the Corporation, upon the Corporation achieving certain performance thresholds set out in the agreement entered into in the second quarter of 2015 among Mevia, its shareholders and the Corporation, wherein the Corporation acquired the Vogogo Risk and Rules Engine. As a result, the balance of the corresponding intangible asset of $2,687,426 was fully written off during 2016 and estimated contingent consideration payable of $2,219,893 was also eliminated.

In addition to information contained herein, further details concerning the Corporation are provided in the historical financial statements and related management’s discussion and analysis, which have been filed under the profile of the Corporation at www.sedar.com.

The Corporation’s head office address is P O Box 34023, Westbrook PO, Calgary, Alberta T3C 3W2 and the registered office address is 4600, 525 – 8th Avenue S.W., Calgary, Alberta T2P 1G1.

Discontinued Operations

During the year ended December 31, 2016, the Corporation formed a special committee of its board of directors to consider strategic alternatives to its previous operations. As a result, the Corporation discontinued its payment processing and risk management businesses, and is currently pursuing alternative business opportunities. As such, the Corporation's profit or loss and cash flows have been split between continuing and discontinued operations.

Details of the Corporation's discontinued operations are as follows:

	December 31 2016 $	December 31 2015 $
REVENUE	**675,147**	142,195
EXPENSES		
General and administrative	**1,753,309**	2,520,640
Sales and marketing	**1,076,218**	1,559,967
Development and operations	**1,887,909**	3,798,355
Stock-based compensation	**68,725**	2,646,374
Amortization – property and equipment	**1,465**	5,097
Amortization – intangible assets	**322,491**	859,976
	5,110,117	11,390,409
Loss from discontinued operations	**(4,434,970)**	(11,248,214)
Foreign exchange gain	**6,817**	18,420
Loss on impairment of intangible assets	**(2,687,426)**	-
Loss on impairment of long-term investment	**(145,000)**	-
Loss on wind down of subsidiaries and elimination of foreign exchange and related accumulated other comprehensive income	**(432,729)**	-
Interest and bank charge expenses	**(33,691)**	(34,441)
Changes in fair value on contingent consideration payable	**2,519,660**	(99,948)
Net loss from discontinued operations	**(5,207,339)**	(11,364,183)
OTHER COMPREHENSIVE INCOME		
Exchange gain (loss) on translation of foreign operations	**(17,561)**	17,561
Comprehensive loss from discontinued operations	**(5,224,900)**	(11,346,622)

The Focus for 2017

In the latter half of 2016 and into 2017, the Board has been focused on identifying a vend-in opportunity for Vogogo with the over-arching goal of leveraging the Corporation's cash in an operating business to create shareholder value. Criteria have been prepared to serve as a guide in assessing candidate vend-in opportunities, and include characteristics such as clear path to revenue, scalability, strong management team, little or no debt, and readily financeable in current public market. Over 50 candidate opportunities have been reviewed at a high level and, of these, four opportunities qualified for more comprehensive due diligence. As at the date of this MD&A, two candidate opportunities remain of interest and continue to be assessed in detail. While these two opportunities currently appear to be promising vend-in candidates, there is no assurance that a suitable vend-in deal involving either of the opportunities can be completed. While assessing these candidates, the Board continues to seek additional candidate opportunities. It is contemplated that a vend-in deal will be completed in 2017.

BASIS OF PRESENTATION

This MD&A of the results of operations should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2016 and 2015.

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

The consolidated financial statements were approved and authorized for issue by the Board on April 13, 2017.

NON-IFRS MEASURES

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, and certain operational definitions used by the Corporation, 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. These measures do not have a standardized definition prescribed by IFRS and, therefore, may not be comparable to similar captioned terms presented by other users. The EBITDA and Adjusted EBITDA are calculated as follows:

> EBITDA = Income (Loss) + Interest Expense – Interest Income +Accretion + Taxes (if any) + Depreciation + Amortization.
>
> Adjusted EBITDA = EBITDA + Stock 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.

	Year ended December 31, 2016 $	Year ended December 31, 2015 $
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss from continuing operations	**(818,385)**	(797,772)
Add back (deduct) items not involving cash:		
Stock-based compensation from continuing operations	**281,673**	241,708
	(536,712)	(556,064)
Changes in non-cash working capital items:		
Trade and other receivables	**38,180**	(59,032)
Notes receivable	**157,500**	(4,500)
Prepaid expenses and deposits	**1,023**	(11,936)
Trade and other payables	**(363,858)**	(32,288)
Net change in non-cash working capital	**(167,155)**	(107,756)
Net cash flows from continuing operations	**(703,867)**	(663,820)
Net cash flows from discontinued operations	**(4,501,892)**	(7,850,124)
Net cash used in operating activities	**(5,205,759)**	(8,513,944)
CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash flows from discontinued operations	**8,000**	-
Net cash generated by investing activities	**8,000**	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Net cash flows from discontinued operations	**2,634,668**	12,332,486
Net cash generated by financing activities	**2,634,668**	12,332,486
Effect of changes in foreign exchange rates on cash held in foreign currencies relating to discontinued operations	**(17,561)**	151,689
Net increase in cash and cash equivalents for the year	**(2,580,652)**	3,970,231
Cash and cash equivalents, beginning of the year	**10,489,615**	6,519,384
Cash and cash equivalents, end of the year	**7,908,963**	10,489,615
Cash and cash equivalents consists of the following:		
Cash held in banks	**$ 358,638**	$1,939,616
Guaranteed investment certificates	**7,550,325**	8,549,999
	$7,908,963	$10,489,615

Summary of Quarterly Results

The following table presents unaudited selected financial data for each of the last eight quarters up to December 31, 2016.

($)	Dec 31, 2016	Sept 30, 2016	June 30, 2016	Mar 31, 2016	Dec 31, 2015	Sept 30, 2015	June 30, 2015	Mar 31, 2015
Total assets	8,148,556	6,618,097	10,668,049	16,623,173	15,788,160	16,393,119	18,525,387	5,432,724
Net working capital	7,612,153	5,213,825	6,528,077	5,645,886	7,428,490	9,896,109	11,451,878	3,749,580
Total liabilities	536,403	1,404,272	4,131,947	8,136,116	5,195,288	4,019,059	4,271,793	1,982,002
Revenue	224,862	31,338	254,495	164,452	80,657	31,527	18,268	11,743
Net loss and comprehensive loss	(602,639)	(1,041,344)	(1,932,999)	(2,466,303)	(2,875,176)	(2,628,001)	(2,882,088)	(3,759,129)
Basic and diluted loss per Share	(0.01)	(0.02)	(0.04)	(0.05)	(0.05)	(0.06)	(0.06)	(0.10)

Comprehensive loss for the three months ended December 31, 2016 decreased to $0.6 million compared to $2.9 million for the same period in 2015. For the year ended December 31, 2016 comprehensive loss decreased to $6.0 million compared to $12.1 million for the year ended December 31, 2015. The lower quarterly and annual losses in 2016 were the result of lower general and administrative, sales and marketing, development and operations and stock-based compensation expenses compared to the same periods in 2015. In addition, revenue for the current year was higher when compared to the previous year.

RESULTS OF OPERATIONS

Revenues

($)	December 31, 2016	December 31, 2015
Revenue – Discontinued Operations	**675,147**	142,195

Vogogo's 2016 revenue was significantly higher at $675,147 compared to $142,195 for the same period a year earlier. This increase is mainly due to an increase in revenues from payment processing in Europe. Vogogo EU received an EMI license during the fall of 2015 and started generating corresponding revenue in March 2016. During 2016, Vogogo EU voluntarily applied for and received confirmation of cancellation of its EMI license, and discontinued operations in Europe. Further, the Company decided to shut down all its operations effective June 30, 2016 and subsequently dissolved Vogogo EU Ltd., Vanado Inc. and Vogogo USA Inc. during the second half of 2016. As a result, no revenue was generated during the fourth quarter of 2016.

General and Administrative

($)	December 31, 2016	December 31, 2015
General and administrative expenses – Discontinued Operations	**1,753,309**	2,520,640
General and administrative expenses – Continued Operations	**601,515**	630,724
TOTAL	**2,354,824**	3,151,364

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 year ended December 31, 2016, G&A expenses decreased by $796,540 or 25% to $2,354,824 from $3,151,364 in 2015.

For the year ended December 31, 2016 G&A expenses were lower when compared to the same period last year due to cost reduction initiatives that the Corporation had been implementing since the beginning of 2016 and the implementation of shut down of business operations.

For the year ended December 31, 2016, 49% of G&A expenses related to personnel, consulting, professional fees and rent while, for the same period in 2015, 75% of G&A expenses related to personnel, consulting, professional fees and rent. A larger percentage of 2015 expenses related to higher legal, regulatory and administrative costs as compared to 2016.

Sales and Marketing

($)	December 31, 2016	December 31, 2015
Sales and marketing expenses – Discontinued Operations	**1,076,218**	1,559,967

Sales and marketing expenses consist principally of salaries, commissions, travel and other costs associated with the Corporation's sales force, as well as marketing and commercialization activities including advertising, collateral development and printing, sales training, trade shows and pre-sales technical support. Sales and marketing expenses for the year ended December 31, 2016 were lower by $483,749 or 31% compared to the previous year because of cost reduction initiatives that the Corporation had been implementing since the beginning of 2016 and the implementation of shut down of business operations.

Development and Operations

($)	December 31, 2016	December 31, 2015
Development and operations expenses – Discontinued Operations	**1,887,909**	3,798,355

Development and operations ("D&O") expenses include personnel and related equipment costs to develop and support the Corporation's products. The Corporation expenses all research costs as they are incurred. Development costs are only capitalized if they meet the criteria set out by IFRS. Vogogo did not capitalize any development costs during 2016 and 2015. Expenditures for the year ended December 31, 2016 were based on further developing the risk management and payment processing technologies to service businesses operating in higher risk verticals with e-commerce markets, in the key regional markets of Canada, the US and Europe. As noted above, the Vogogo Risk and Rules Engine was sold during the first half of 2016, and all payment processing operations of the Corporation ceased in the second half of 2016.

D&O expenses for the year ended December 31, 2016 were lower by $1,910,446 or 50% compared to the previous year as a result of Management's decision to shut down operations during 2016.

For the years ended December 31, 2016 and 2015, 100% of the R&D expenses related to personnel, consulting and IT expenses.

Amortization

($)	December 31, 2016	December 31, 2015
Amortization expense – Discontinued Operations	**323,956**	865,073

Amortization expense relates to the property, equipment and intangible assets owned by the Corporation. Specifically, the Corporation owned computer equipment, furniture and fixtures, leasehold improvements ("Property and Equipment") and intangible assets related to the Corporation's risk platform. These assets were depreciated over their useful lives and impairments, if any, were assessed at every reporting period. During Q3 2016, the Corporation disposed all of its Property and Equipment for a net book value of $8,000 in cash. Following the Sale Transaction on July 5, 2016, the intangible asset with a net book value of $2,687,426 was impaired as the Vogogo Risk and Rules Engine was sold for a nominal price to a third party, resulting in a decrease in amortization expense for the year ended December 31, 2016 when compared to the same period previous year.

Stock-based Compensation

($)	December 31, 2016	December 31, 2015
Stock-based compensation – Discontinued Operations	**68,725**	2,646,374
Stock-based compensation – Continued Operations	**281,673**	241,708
TOTAL	**350,398**	2,888,082

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 ("Vanado"), for an aggregate deemed purchase price of approximately $1,284,039 comprised of the issuance of 227,273 common shares in the capital of the Corporation, and the fair value of contingent consideration comprised of certain post-closing payments of up to $1,000,000, which would be payable in common shares of the Corporation subject to the Corporation achieving certain performance thresholds. The entire $1,284,039 was allocated to stock-based compensation for Q1 2015.

Stock-based compensation for the year ended December 31, 2016 relates entirely to stock options, which were valued using the Black Scholes option-pricing model. For the year ended December 31, 2016, 5,465,000 stock options were issued (2015 – 1,915,000), 3,840,083 stock options were cancelled or forfeited (2016 – 375,001) and no stock options were exercised (2015 – 837,416). The lower number of new stock option issues and a higher number of stock option cancellations resulted in lower stock-based compensation expense for the current year.

Net Loss and Comprehensive Loss

($)	December 31, 2016	December 31, 2015
Net loss	**(6,025,724)**	(12,161,955)
Comprehensive loss	**(6,043,285)**	(12,144,394)

Included in net loss and comprehensive loss for the year ended December 31, 2016 are significant non-cash charges including $350,398 and 323,956 respectively in stock-based compensation and amortization compared to $2,888,082 and $865,073 respectively for the year ended December 31, 2015. In addition, during the year ended December 31, 2016, there were one-time transactions such as an impairment of intangible assets of $2,687,426, an impairment of the long-term investment of $145,000, wind down of subsidiaries of $432,729 and a gain on changes in contingent consideration payable of $2,519,660.

The difference between net loss and comprehensive loss is the result of foreign exchange gain on translation of foreign operations.

The Corporation's cash and cash equivalents at December 31, 2016 totaled $7,908,963 (December 31, 2015 - $10,489,615) and the positive net working capital position amounted to $7,612,153 (December 31, 2015 - $7,428,490). The Corporation has an accumulated deficit of $29,293,110 (December 31, 2015 - $23,267,386). As at March 31, 2016, the Corporation had not generated sufficient transaction volumes to sustain future operations and the Board decided to cease all operations, which occurred during the second half of 2016.

Liquidity and Capital Resources

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 were originally 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 optimized the costs of capital at an acceptable risk. However, as previously noted, during 2016, the Board made the decision to cease all payment processing operations and on July 5, 2016 sold the Vogogo Risk and Rules Engine in order to preserve cash and continue to evaluate strategic alternatives.

The management of capital includes the components of shareholders' equity, comprised of share capital, warrants, contributed surplus, other comprehensive income and 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 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'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; and
- To invest cash on hand in highly liquid and highly rated financial instruments.

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

In order to maintain or adjust its capital structure, the Corporation may from time to time issue shares and adjust its spending.

	December 31, 2016	December 31, 2015
	$	$
Share capital	**31,222,125**	30,944,778
Warrants	**403,826**	550,364
Contributed surplus	**5,205,596**	2,347,555
Accumulated other comprehensive income	**-**	17,561
Deficit	**(29,293,110)**	(23,267,386)
	7,612,153	10,592,872

The Corporation is not subject to externally imposed capital requirements and the Corporation's overall strategy with respect to capital risk management remained unchanged during the years presented.

Acquisitions

(a) Acquisition of Vanado shares

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, USA, 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 based on the closing trading price on January 1, 2015 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 were to be payable in common shares of the Corporation upon the Corporation achieving certain performance thresholds as set out in the SPA. $500,000 of the contingent consideration was dependent on the Corporation securing US domestic automated clearinghouse processing capabilities, and the remaining contingent consideration was dependent on meeting monthly revenue targets of US $200,000, US $425,000 and US $600,000 in any two consecutive months. The fair value of the contingent consideration was valued at $738,584 at the closing date based on the likelihood of the performance thresholds being met and the estimated timing of the payments. The performance threshold related to the clearinghouse capabilities was deemed to be achieved during the year ended December 31, 2015 and, as a result, 591,366 common shares of the Corporation were issued on December 3, 2015 with a fair value of $0.78 per share for total value of $461,265. On September 30, 2016 a final 500,000 common shares of the Corporation were issued as part of the final post-closing payments with a fair market value of $0.155 per share for a total value of $77,500. The remaining contingent consideration was reduced to $NIL on mutual termination of the Corporation's agreement with Vanado's former shareholders on September 30, 2016.

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 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 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 was reviewed each reporting period and any adjustments to this liability value were recorded through the statement of loss and comprehensive loss. There was an adjustment of $99,948 during the year ended December 31, 2015. A final adjustment of $299,767 was made during the year ended December 31, 2016 after issuing 500,000 common shares of the Corporation with a fair market value of $0.155 per share for a total value of $77,500 as part of the final post-closing payment to settle the contingent consideration in full.

(b) Acquisition of assets of Mevia

On April 30, 2015, the Corporation acquired certain assets from an arm's length, third party, private risk management and consulting services company, Mevia, in order to obtain the company's risk management software, 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 based on the closing trading price on April 30, 2015 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 were to be payable in cash or common shares of the Corporation at the option of the Corporation upon the Corporation achieving certain performance thresholds as set out in the APA. The contingent consideration was dependent on meeting monthly revenue targets of CDN $250,000, CDN $500,000 and CDN $800,000 in any two consecutive months. The post-closing payments represent a provision and were measured at fair value of $2,219,893.

The Corporation acquired only intangible assets consisting of risk management software. Management concluded that this acquisition meets the definition of a business combination under IFRS and determined that the acquisition fair value equates to the fair value of the assets acquired, and recorded this acquisition value as the intangible asset addition on the statement of financial position. The fair value of the acquired intangible assets was measured using Level 3 inputs at the acquisition date, based on estimated discounted future cash flows.

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 was reviewed each reporting period and any adjustments to this liability value were recorded through the statement of loss and comprehensive loss.

These intangible assets were being amortized on a straight-line basis over the estimated useful life 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**

The book value of intangible assets is as follows:

	$
Balance, December 31, 2014	-
Additions	3,869,893
Amortization	(859,976)
Balance, December 31, 2015	**3,009,917**
Amortization	(322,491)
Impairment (*)	(2,687,426)
Balance, December 31, 2016	**-**

(*) On July 5, 2016, the Corporation completed the disposition of certain assets (the "Sale Transaction") to Mevia, an arm's length private risk management and consulting services company. The Sale Transaction involved the disposition of the Corporation's risk platform known as the "Vogogo Risk and Rules Engine". Mevia acquired the above described assets and all associated liabilities therewith on an "as is, where is" basis for nominal consideration. As part of the Sale Transaction, Mevia agreed to terminate its rights to post closing payments of up to $3 million, which were payable in cash or common shares of the Corporation, in the sole discretion of the Corporation, upon the Corporation achieving certain performance thresholds set out in the original agreement wherein the Corporation acquired the assets that are subject to the Sale Transaction. As a result, the balance of the intangible asset of $2,687,426 was fully impaired during the year ended December 31, 2016 and contingent consideration payable of $2,219,893 was also eliminated.

Estimated contingent consideration payable on milestones as at December 31, 2015:

	Vanado $	Mevia $	Total $
Current portion	**377,267**	**2,219,893**	**2,597,160**
Long-term portion	**-**	**-**	**-**
	377,267	**2,219,893**	**2,597,160**

The revenues and profit or loss since the closing date of the acquisitions, and proforma revenues and profit or loss giving effect to the acquisitions as if they had occurred on January 1, 2015, are not practical to determine. The operations of the acquired assets are not managed as separate business units, and the Corporation's general business overhead and other costs are not allocated or identified on a specific asset basis. Such allocations would, accordingly, be arbitrary and would require significant assumptions and estimates concerning management's intentions and decision-making.

Related Party Transactions

(a) The Corporation’s key management personnel included the Chief Executive Officer, Chief Revenue Officer, Chief Financial Officer, Chief Operating Officer and Chief Technology Officer. Key management compensation is composed of salary and benefits severance, stock based compensation and consulting fees paid to key management and companies controlled by key management. During the year ended December 31, 2016, key management compensation amounted to $1,660,846 (2015 - $2,142,049), split between general and administrative, sales and marketing, development, operations, and stock-based compensation expenses, based on work performed.

    Total personnel expenses for employees, consultants, directors and management included in expenses in the consolidated statement of loss and comprehensive loss total $4,094,280 for the year ended December 31, 2016 (2015 - $7,591,175), split between general and administrative, sales and marketing, development and operations expenses, based on work performed.

(b) On April 28, 2014, the Corporation provided loans to two companies controlled by two key management personnel of $75,000 each for a total of $150,000. These companies provided promissory notes to the Corporation. These two loans bore interest at 3 percent per annum and were originally due April 28, 2015. The loan agreements were amended to extend the maturity date to April 28, 2017. These promissory notes were repaid in full during the year.

Commitments and Contingencies

(a) Commitments

The Corporation is committed under leases on its Calgary office space, expiring July 31, 2017, for gross future minimum rental payments exclusive of occupancy costs totaling $46,046.

During the year ended December 31, 2016, the Corporation entered into an agreement to sublease its office space for the remaining lease term, expiring July 31, 2017. Sublease receipts of $32,046 are expected, resulting in expected net lease outflows of $14,000 during 2017.

(b) Contingencies

In December 2014, a company controlled by the previous Chief Technology Officer of the Corporation filed a statement of claim in the Alberta Court of Queen’s Bench. 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.

Subsequent to December 31, 2016, an application by the above noted company seeking a summary judgment was dismissed by the Court of Queen's Bench. The company has not yet filed an appeal. The Corporation has been advised that the company now seeks to amend its pleadings to include a claim for oppression.

The Corporation believes that these claims are without merit and litigation counsel has been authorized and instructed to vigorously defend against the claims and, accordingly, the Corporation has not accrued a provision relating to the claim.

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 December 31, 2016 and the date of this MD&A, the Corporation had 72,495,137 common shares, 6,060,000 stock options, 1,054,231 warrants convertible into common shares, and no preferred shares outstanding.

As at December 31, 2016, a total of Nil common shares (December 31, 2015 – 3,272,116) were held in escrow in compliance with TSX Venture Exchange requirements. The last of these shares were released from escrow on March 11, 2016.

SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the 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.

1) Areas of Judgment

(a) 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. Factors considered include whether an active market exists for the output produced by the

asset or group of assets, estimates of future revenues and costs, discount rates and other relevant assumptions.

(b) Business combinations

Determining whether an acquisition should be accounted for as a business combination or represents an asset purchase requires judgment on a case-by-case basis, depending on Management's assessment as to whether the acquisition meets the definition of a business.

(c) Going concern

Determining if the Corporation has the ability to continue as a going concern is dependent on its ability to 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.

(d) Discontinued operations

Profit or loss attributable to operations that have been discontinued are presented separately in the consolidated financial statements of loss and comprehensive loss with specifics of the discontinuation of operations and details of the profit or loss attributable to those operations as disclosed in the notes to the consolidated financial statements.

2) Assumptions and Critical Estimates

(a) Stock-based compensation and warrants

The amounts recorded relating to fair value of stock options and warrants are based on estimates of future volatility in the Corporation's share price, 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.

(b) 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.

(c) Estimate of useful lives for intangibles

Management's judgment involves the use of estimates of the useful lives for intangibles to determine amortization methods and rates.

(d) Contingent consideration

The valuations of the contingent considerations issued on the acquisition of shares of Vanado and the acquisition of assets from Mevia (note 6 of the consolidated financial statements) have been recorded at fair value, based on Management's assessment of the likelihood of the performance targets being met. The associated liability is measured at fair value at each reporting date based on the likelihood of the performance targets being met.

(e) 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 periods in which such determinations were 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.

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 in adherence with 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 and market risk. These risks, and the actions taken to manage them, include:

(a) Fair value

Due to the short-term nature of trade and other receivables, notes receivable, deposits, 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, deposits 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, deposits and notes receivable.

The Corporation minimizes credit risk associated with its cash balance substantially by dealing with major financial institutions in Canada, the United States and the United Kingdom. Trade and other receivables consist primarily of accrued interest receivable on the guaranteed investment certificates issued by the Corporation's Canadian bank. The notes receivable are due from key management personnel and the Corporation minimizes the associated credit risk by monitoring the amount receivable and the financial position of the debtors.

Approximately 73% (2015 - 51%) of the Corporation's revenue during the year ended December 31, 2015 was generated from 4 (2015 – 3) 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 December 31, 2016, the Corporation has cash and cash equivalents of $7,908,963 (2015 - $10,489,615) and has a positive net working capital position of $7,612,153 (2015 - $7,428,490) in order to manage liquidity risk. Trade and other payables, trust liabilities and the contingent consideration payable are expected to be paid in the next year.

(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 December 31, 2016, the Corporation's exposure to currency risk is limited to cash and cash equivalents of US $274,565 (2015 - US $338,718) and GBP Nil (2015 – GBP 389,938); trade and other payables of US $Nil (2015 - US $296,774) and GBP Nil (2015 – GBP 7,644); and trade and other receivables of US $Nil (2015 – US $11,382) and Euro Nil (2015 – Euro 2,697). A 1% change in the exchange rate between the Canadian and US dollar, GBP and Euro would have a trivial impact on the net income and cash flows of the Corporation for the years ended December 31, 2016 and 2015.

(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 December 31, 2016 and 2015, the Corporation is not exposed to any interest rate risk.

Risks and Uncertainties

Since the Board has made the decision to cease all operations, the Corporation is no longer subject to the risks associated with the legal and economic climate in which it previously operated or the prior stage of development of its operations. However, as the Corporation continues to evaluate its strategic alternatives, it is subject to a number of associated risks. There can be no certainty that the Corporation will be able to successfully implement any strategic alternative going forward. 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 risks associated with pursuing a strategic alternative, including but not limited to the following.

(a) Ability to Effect Strategic Alternative

The Corporation may not be able to source or effect a suitable strategic alternative in a timely manner or at all.

(b) Additional Capital Requirements

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 in a timely manner, or at all.

(c) Dependence on Key Personnel

The success of the Corporation in arranging a strategic alternative will be largely dependent upon the performance of its Board. The unexpected loss or departure of any of the current directors or consultants of the Corporation could be detrimental to the Corporation.

(d) Future Acquisitions

The Corporation may seek to expand its business and capabilities through the acquisition of 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 that the board 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.

(e) Continued Losses from Operations

As at December 31, 2016, the Corporation has cash and cash equivalents of $7,908,963 (2015 - $10,489,615) and has a positive net working capital position of $7,612,153 (2015 - $7,428,490). However, the Corporation had an accumulated deficit of $29,293,110 (December 31, 2015 - $23,267,386) as at December 31, 2016 and incurred a net loss during the year ended December 31, 2016 of $6,025,724 (2015 - $12,161,955). The Corporation ceased all of it operations and is actively seeking business vend-in options.

(f) 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 the board.

(g) Operating Results and Financial Condition May Fluctuate

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 investors 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

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.