



ANNUAL INFORMATION FORM

For the Year Ended December 31, 2016

Dated May 18, 2017

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DEFINITIONS

In this Annual Information Form, the following words and phrases have the meanings set forth below, unless otherwise indicated.

“**ABCA**” means the *Business Corporations Act* (Alberta), R.S.A. 2000, c. B-9, together with any or all regulations promulgated thereunder, as amended from time to time.

“**Amalgamation**” means the amalgamation of Southtech and Redfall pursuant to the Amalgamation Agreement.

“**Amalgamation Agreement**” means the amalgamation agreement dated May 7, 2014, as amended on July 31, 2014 between Southtech and Redfall.

“**AML-CTF**” means anti-money laundering - counter terrorist financing.

“**ANXPro**” means Mega Idea Holdings Limited.

“**APA**” means the asset purchase agreement between the Company and an arm’s length private risk management and consulting services company dated April 30, 2015.

“**Board**” means the board of directors of Vogogo, as constituted from time to time.

“**Common Shares**” means the common shares in the capital of the Company, as constituted from time to time.

“**Company**” or “**Vogogo**” means Vogogo Inc., a company amalgamated pursuant to the laws of the Province of Alberta, and where the context requires, its predecessors.

“**CPC**” means a capital pool company, as that term is defined pursuant to Policy 2.4 of the TSXV Corporate Finance Manual.

“**Customers**” means Vogogo’s customers and “**Customer**” means any one of them.

“**Disposition**” has the meaning ascribed to it in the section titled “*General Development of the Business*”.

“**ECP**” means E-comprocessing, a division of eMerchantPay Limited.

“**EMI**” means Electronic Money Issuer.

“**KYC**” means know-your-customer.

“**Limitless Debenture**” means, collectively, the secured convertible debenture issued to Limitless I Corp. on February 11, 2014 and amended and restated on March 17, 2014.

“**Management**” means the senior management of the Company.

“**Option**” means an option to acquire a Common Share pursuant to the Stock Option Plan.

“**Qualifying Transaction**” means the qualifying transaction completed by Southtech, as that term is defined pursuant to Policy 2.4 of the TSXV Corporate Finance Manual, pursuant to the Amalgamation.

“**Redfall**” means Redfall Technologies Inc.

“**Redfall Compensation Warrants**” has the meaning ascribed to it in the section titled “*General Development of the Business*”.

“**Redfall Shares**” means the common shares in the capital of Redfall.

“**Redfall Financing**” has the meaning ascribed to it in the section titled “*General Development of the Business*”.

“**Redfall Finder’s Warrants**” has the meaning ascribed to it in the section titled “*General Development of the Business*”.

“**Redfall Warrants**” means the Redfall Share purchase warrants entitling the holder thereof to purchase an aggregate of 288,462 Redfall Shares at a price of \$0.52 per Redfall Share, expiring April 1, 2017.

“**Rock Trading**” means The Rock Trading Company of Malta.

“**Shareholders**” means the holders of Common Shares from time to time and “**Shareholder**” means any one of them.

“**Southtech**” means Southtech Capital Corporation.

“**Southtech Shares**” means the common shares in the capital of Southtech.

“**SPA**” means the share purchase agreement dated January 1, 2015 between the Company and Vanado, Inc.

“**Stock Option Plan**” means the stock option plan of the Company.

“**Subscription Receipts**” means the 11,333,332 subscription receipts of Redfall, issued at a price of \$0.75 per Subscription Receipt under the Subscription Receipts Offering, for total gross proceeds of approximately \$8.5 million. Each Subscription Receipt entitled the holder to acquire one Redfall Share, which was converted into one Common Share as part of the Amalgamation.

“**Subscription Receipts Offering**” means the issuance and sale, via private placement, of an aggregate of 11,333,332 Subscription Receipts.

“**TSXV**” means the TSX Venture Exchange.

“**US**” or “**United States**” means the United States of America, its territories and possessions, any state of the United States, and the District of Columbia.

“**Vogogo Platform**” has the meaning ascribed to it in the section titled “*Vogogo Inc.*”.

“**Warrants**” means the issued and outstanding warrants of the Company, including the Redfall Finder’s Warrants, the Redfall Compensation Warrants and Redfall Warrants that became warrants of the Company pursuant to the Amalgamation. Each warrant entitles the holder thereof to purchase one Common Share, subject to adjustment in accordance with its terms.

FORWARD-LOOKING STATEMENTS

Certain information contained in this Annual Information Form constitutes forward-looking information under applicable securities legislation. Such forward-looking information is included for the purpose of providing information about Management’s current expectations and plans relating to the future. Readers are cautioned that reliance on such information may not be appropriate for other purposes, such as making investment decisions. Forward-looking information typically contains statements with words such as “anticipate”, “believe”, “expect”, “plan”, “intend”, “estimate”, “target”, “goal”, “propose”, “project” or similar words suggesting future outcomes or statements regarding an outlook. Forward-looking information in this Annual Information Form may include, but is not limited to, information with respect to:

- the Company’s business plan and strategy;
- future transaction and operational plans and the timing associated therewith;

- the availability of operating cash flow and the ability to finance operations;
- the ability of the Company to obtain financing on acceptable terms, or at all;
- the Company's review of strategic alternatives and the timing associated therewith;
- future economic conditions;
- decision making;
- future liquidity, creditworthiness and financial capacity;
- future interest rates; and
- future costs and expenses.

Forward-looking information is based on a number of factors and assumptions that have been used to develop such information but which may prove to be incorrect. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because the Company can give no assurance that such expectations will prove to be correct. In addition to other factors and assumptions that may be identified in this Annual Information Form, assumptions have been made regarding and are implicit in, among other things:

- the ability of the Company to execute its strategy and any changes to it;
- currency, exchange and interest rates;
- the state of the capital markets; and
- the ability of the Company to obtain financing on acceptable terms.

Readers are cautioned that the foregoing is not an exhaustive list of all factors and assumptions that have been used.

Forward-looking information is based on Management's current expectations regarding future growth, results of operations, foreign exchange rates, future capital and other expenditures (including the amount, nature and sources of funding thereof), business prospects and opportunities, and future economic conditions.

The forward-looking information contained herein is made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless required by applicable securities laws. The forward-looking information contained herein is expressly qualified by this cautionary statement.

VOGOGO INC.

General

Vogogo has been a specialized payment processing business with associated risk management capability. The Company 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 decided to discontinue payment-processing operations in order to preserve the Company's cash position. The Company 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 Company and its Shareholders. The Board is currently assessing multiple options to vend one or more other viable businesses into the Company. There is no assurance that this process will result in any future transaction.

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

The Company'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.

Organizational Structure of the Company

As at the date hereof, the Company's only subsidiary is set out below:

Name	Place of Incorporation	Ownership Interest
Vogogo Canada Inc.	Alberta, Canada	100%

In this Annual Information Form, unless the context otherwise requires, the "Company" or "Vogogo" refers to Vogogo Inc. together with its subsidiary as listed above.

GENERAL DEVELOPMENT OF THE BUSINESS

History

Southtech

Southtech was incorporated under the ABCA on April 21, 2011. On December 12, 2011, Southtech amended its articles to remove the restrictions on the transfer of securities. Southtech was a CPC as defined pursuant to Policy 2.4 of the TSXV Corporate Finance Manual. The Southtech Shares commenced trading under the stock symbol "STU.P" on May 3, 2012. Southtech's business as a CPC was to identify and evaluate corporations, businesses or assets for acquisition or participation with a view to completing a Qualifying Transaction. On April 9, 2014, the Southtech Shares were halted pending the announcement of the Amalgamation. On May 9, 2014, the TSXV suspended the Southtech Shares from trading until further notice as Southtech failed to complete a Qualifying Transaction within twenty-four months of its listing. Southtech applied for an extension to complete its Qualifying Transaction and the TSXV granted the extension, which gave Southtech until September 17, 2014 to complete its Qualifying Transaction. The Amalgamation, which was effected on September 11, 2014, constituted Southtech's Qualifying Transaction.

Redfall

Redfall was a private company incorporated as "Redfall Financial Inc." on January 23, 2008 under the ABCA. On December 30, 2009, Redfall amended its articles to change its name to "Redfall Technologies Inc."

During Redfall's initial years, it designed and built web-based risk management and payment processing technology (the "**Vogogo Platform**") used to process data and payments on behalf of online poker operators. Redfall enabled the poker operators to process and remit legal tender to and from their customers while effectively mitigating payment related fraud and other forms of risk inherent in online payments. Redfall serviced the online poker operators until the summer of 2010. Upon the disruption of the online poker industry by US authorities, Redfall refocused its business on Canadian small and mid-sized businesses that faced challenges in accessing and effectively using online payments. Adjustments were made to Redfall's processing and risk management technology, and Redfall launched the Vogogo Platform in April 2011 in Canada. Up until the summer of 2013, Redfall continued development of the Vogogo Platform.

During the 12-month period from July 2013 to July 2014, Redfall raised an aggregate of \$1,416,755 pursuant to equity financings and an aggregate of \$3,164,345 in accordance with the terms of the Limitless Debenture. On February 11, 2014, Redfall issued the Limitless Debenture in the principal amount of \$2,000,000. On March 17, 2014, Redfall amended and restated the Limitless Debenture, increasing the principal amount to \$3,164,345. The Limitless Debenture was secured by a first charge against all of Redfall's present and after-acquired property and

was scheduled to mature on August 11, 2014. The Limitless Debenture bore interest at a rate of ten percent (10%) per annum. The principal amount of the Limitless Debenture was also convertible into Redfall Shares at a price of \$0.33 per Redfall Share. The aggregate principal amount of \$3,164,345 was converted to 9,588,924 Redfall Shares on March 26, 2014. No interest was due or payable on the conversion date. In connection with the issuance of the initial Limitless Debenture financing completed on February 11, 2014, Redfall issued an aggregate of 2,275,000 Warrants (the “**Redfall Finder’s Warrants**”), each such Redfall Finder Warrant being exercisable at a price of \$0.33 per Redfall Finder’s Warrant on or before February 11, 2019.

On June 30, 2014 and August 4, 2014, Redfall completed a brokered and non-brokered private placement financing (the “**Redfall Financing**”) of an aggregate of 11,333,332 Subscription Receipts at a price of \$0.75 per Subscription Receipt and raised gross proceeds of approximately \$8.5 million, which was a condition of closing the Amalgamation. In connection with the Redfall Financing, Redfall issued to the agents and certain arm’s length finders an aggregate of 793,332 warrants to purchase Redfall Shares at a price of \$0.75 per Redfall Share, exercisable on or before June 30, 2016 (the “**Redfall Compensation Warrants**”). Immediately prior to completion of the Amalgamation, these Subscription Receipts converted into 11,333,332 Redfall Shares. Pursuant to the Amalgamation Agreement, on September 11, 2014, Southtech and Redfall completed the Amalgamation. The former shareholders of Redfall received one fully paid Common Share for every one Redfall Share and the former shareholders of Southtech received one Common Share for every five Southtech Shares. Upon closing of the Qualifying Transaction, the former shareholders of Redfall owned 95.62% of the Common Shares. The new amalgamated company changed its name to “Vogogo Inc.”.

Vogogo

In 2014, Vogogo focused on providing secure transaction services for the emerging cryptocurrency sector and entered into agreements to integrate its proprietary compliance, risk management and payment processing platform with CoinTrader, which is a North American Bitcoin exchange, and Cryptsy, a leading alternative cryptocurrency exchange in the US.

In December 2014, the Company entered into agreements with cryptocurrency exchanges ANXPro of China and Rock Trading based in Europe. Vogogo also signed contracts with Canadian cryptocurrency exchange QuadrigaCX, and Hong Kong based BitMEX, a Bitcoin derivatives exchange.

On January 1, 2015, Vogogo acquired all of the issued and outstanding shares of Vanado, Inc., a Denver-based payments consulting company, pursuant to the SPA. The aggregate deemed purchase price of the acquisition was approximately \$610,000, comprised of the issuance of 227,273 Common Shares. The SPA provided for certain post-closing payments of up to \$1,000,000, payable in Common Shares upon Vogogo achieving certain performance thresholds set out in the SPA. In December 2015, certain of the performance conditions set out in the agreement were satisfied, and an aggregate of 591,366 common shares in the capital of Vogogo were issued pursuant to the agreement at a deemed value of \$500,000.

In February 2015, the Company finalized a strategic partnership with the acquiring division of UK-based ECP, enabling Vogogo to offer ECP’s European-based cryptocurrency merchants the ability to accept credit and debit card payments from customers worldwide. Vogogo also announced a technical integration with US-based Bitcoin platform, Harborly.

On April 30, 2015, the Company completed the acquisition of certain assets from an arm’s length private risk management company for an aggregate deemed purchase price of approximately \$1,650,000, comprised of the issuance of 600,000 Common Shares pursuant to the APA. In connection with the acquisition, the Company entered into employment and consulting agreements with certain individuals. The acquisition, by way of adding experienced and highly talented individuals, bolstered the Company’s integrated risk management and compliance services. The APA also provided for certain post-closing payments of up to \$3,000,000, payable in cash or Common Shares, in the sole discretion of the Company, upon the Company achieving certain performance thresholds set out in the APA.

During 2015, the Company raised additional capital by issuing 5,566,000 Common Shares through a short form prospectus offering for gross proceeds of \$12,523,500.

In December 2015, the Company entered into a formalized partnership with US-based CBW Bank. Via the partnership, Vogogo's role was to be the marketer of the bank program in addition to providing risk management services to all participants. The service was offered to qualified US businesses and consumers, including certain businesses offering cryptocurrency-based services. For its part, CBW Bank was to provide all the banking, stored value and payment processing services to the bank-approved program participants.

In addition, during 2015, Vogogo entered into agreements with Canadian cryptocurrency exchanges Bitcoin Brains, Taurus Exchange and CAVirtext, as well as global players including Bitstamp, Kraken, Coinbase, Celery, Digatrade and Easy Payment.

Throughout 2014 and the first half of 2015, Vogogo was focused on servicing the emerging cryptocurrency market. Management believed that businesses developing and offering services based on cryptocurrencies or blockchain technologies were poised to disrupt conventional financial services and it was expected that there would continue to be growth in the cryptocurrency sector for the foreseeable future.

Arranging supportive acquiring relationships for cryptocurrency transactions proved problematic, especially in the primary US market. The nascent cryptocurrency technologies coupled with traditional bank conservatism and an uncertain, developing regulatory environment specific to each jurisdiction resulted in significant caution by banking partners and regulators in assessing and preparing to fully engage with Vogogo. This resulted in longer-than-expected timing for Vogogo to be able to deliver payment services to the cryptocurrency industry in the key markets of the US and Europe.

As well, the pace of growth in cryptocurrency adoption had slowed. Transaction services based on cryptocurrencies remained cumbersome for users and the corresponding service businesses were mired in low-margin business models. As a result, early adopters still drive the cryptocurrency market and most have been unable to achieve sustainable financial viability.

Cryptocurrencies and blockchain technologies attracted attention from the conventional financial services sector. Many conventional financial services businesses (e.g. banks) are researching how these technologies can improve their businesses. Regulatory frameworks that include these technologies are beginning to take shape. Management observed that these technologies were transitioning from a competitive-disruptive path to a more integrated path with conventional financial services. This trend resulted in a reduced number of viable companies offering services based solely on cryptocurrencies and, as a result, the momentum declined for disrupting the business models of the conventional financial services sector. Vogogo's market opportunity based on servicing cryptocurrency companies was not growing as expected. In Q3 2015, Management determined that the focus of the Company's business development efforts needed to extend beyond the cryptocurrency market in order to meet the growth projections the Company had planned for.

In Q3 2015, Vogogo commenced an expanded sales program focused on providing payment processing and risk management services to business verticals that have challenges dealing with transaction risk. Establishing supportive acquiring bank relationships remained problematic, even for clients outside of the cryptocurrency market. To mitigate the uncertainty of bank support in Europe and to increase margins, the Company worked throughout 2015 to become an authorized EMI, thereby enhancing the banks' comfort in actively working with Vogogo and allowing the Company to become a Payment Facilitator ("**PayFac**") with European banking partners. Following authorization as an EMI in November 2015, the Company arranged two European acquiring bank partners and established a PayFac structure in Q1 2016.

Vogogo focused on generating near-term revenue by selling payment services through its new PayFac relationship in the first half of 2016. The process for activating the PayFac relationship involved comprehensive set-up and coordination with Vogogo's European banking partner, with several corresponding delays. Originally scheduled to be active in January 2016, the PayFac program went live in March 2016.

Vogogo continued to work with its US bank partner on a jointly administered US bank program. The process for activating the US bank program also involved comprehensive set-up and coordination, and there were corresponding delays beyond the scheduled launch in February 2016.

With direction from the Board, Management commenced a vigorous cost reduction program in March 2016 while simultaneously focusing on near-term revenue opportunities. Adjustments included staffing reductions and intense cost stewardship that prioritized cash preservation while maintaining critical business functions. The adjustments were substantially completed in Q2 and Q3 of 2016.

In April of 2016 the Company experienced changes to its Board including the resignations of Margaret Gilmour and John Robinson, and the appointments of Gino DeMichele and Thomas English.

Due to the deterioration in Vogogo's core market opportunity involving services for the cryptocurrency industry and the longer-than-expected timing for generating material revenues in more conventional payment processing and transaction risk services, the Board determined that a process be initiated in Q2 2016 to identify and examine strategic alternatives for the Company. Following the strategic review process announced by Vogogo, the Board decided to discontinue payment-processing operations in order to preserve the Company's cash position. The Company 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 Company and its Shareholders.

In connection with ceasing all operations, the Company had certain changes in management, which included the resignation of its former President and Chief Executive Officer, Chief Revenue Officer and Chief Technology Officer at the end of Q2 2016; and its Chief Operating Officer and Chief Financial Officer at the end of Q3 2016. Also, in connection with these changes, Geoff Gordon resigned from the Board on July 10, 2016 and Tom Wenz did not stand for re-election as a Board member at the Company's 2016 annual and special meeting of Shareholders.

On July 5, 2016, the Company completed the disposition of certain of its assets known as the "Vogogo Risk and Rules Engine" (the "**Disposition**") to Mevia, Inc., an arm's length private risk management company. Vogogo had originally purchased the Vogogo Risk and Rules Engine pursuant to the APA. The Disposition involved the disposition of the Company's transaction risk management platform. Pursuant to the Disposition, the purchaser acquired the Vogogo Risk and Rules Engine and all associated liabilities for nominal consideration. As part of the Disposition, the purchaser agreed to terminate its rights to post-closing payments of up to \$3 million, which were payable in cash or Common Shares, in the sole discretion of the Company, upon the Company achieving certain performance thresholds set out in the APA.

In August 2016, the Company announced its intention to conduct a non-brokered private placement of Common Shares and announced the appointment of Mr. Gino DeMichele as Interim President and Chief Executive Officer of the Company. On October 3, 2016, the Company closed the previously announced non-brokered private placement of an aggregate of 27,272,727 Common Shares for aggregate gross proceeds of approximately \$3 million, at a price of \$0.11 per Common Share.

In November 2016, the Company announced that it had entered into a settlement agreement with Axiom Foreign Exchange International, in respect of its previously announced claim against the Company. See "*Legal and Regulatory Proceedings*".

Subsequent Developments

From Q2 2016 to the end of 2016, the Company aggressively reduced its cash expenditures as it wound down its payment processing business and ceased its former operations. The Board has been focused on identifying a vend-in opportunity for Vogogo with the over-arching goal of leveraging the Company'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 Annual Information Form, 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. However, there is no assurance that this process will result in any future transaction.

On May 15, 2017, the Company announced that it had entered into a settlement agreement with a company controlled by the previous Chief Technology Officer of the Company, in respect of its previously announced claim against the Company. See “*Legal and Regulatory Proceedings*”.

DESCRIPTION OF THE BUSINESS

Vogogo has provided payment processing and related transaction risk services. During 2016, the Company discontinued its payment services, and the Board is currently assessing alternative business opportunities. The Common Shares trade on the TSXV under the trading symbol “VGO”.

Summary and Operational Focus

Vogogo was a risk management and payment services business that spent recent years developing and launching technologies that enabled secure and compliant transaction processing for businesses. Vogogo offered risk mitigation capabilities as a stand-alone service, including automated KYC processes and client on-boarding, client underwriting, fraud mitigation, real-time transaction monitoring, and smart transaction routing, coupled with compliance services such as reporting, sanction checks and AML-CTF processes. Vogogo also offered a suite of payment services that could be sold separately or bundled together with its risk management services. All services could be accessed and utilized via a web application with an open application-processing interface (API). During 2016, the Company discontinued its payment processing and related transaction risk services and sold the Vogogo Risk and Rules Engine pursuant to the Disposition.

The Company’s operational focus is currently to assess and seek out alternative business opportunities in the manner described under “*Subsequent Developments*” above.

While exploring strategic options, Vogogo will continue to make cash conservation a top priority.

Personnel

As at December 31, 2016, Vogogo had 1 employee. The Company also engaged 1 part-time consultant to provide accounting and financial reporting support. As at the date hereof, the Company has 1 employee and 1 part-time consultant.

DESCRIPTION OF CAPITAL STRUCTURE

Vogogo is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares (the “**Preferred Shares**”).

As at December 31, 2016, there were 72,495,137 Common Shares and nil Preferred Shares outstanding. As of the date hereof, 72,495,137 Common Shares and nil Preferred Shares were issued and outstanding. The following is a summary of the rights, privileges, restrictions and conditions attaching to the Common Shares and Preferred Shares.

Common Shares

The Company is authorized to issue an unlimited number of Common Shares. The holders of the Common Shares are entitled to dividends if, as and when declared by the Board; to one vote per share at meetings of the Shareholders; and, upon liquidation, to receive such assets of the Company as are distributable to the holders of the Common Shares.

Preferred Shares

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

Options

As of the date hereof, the Company has granted a total of **5,830,000** Options to purchase Common Shares to its directors, officers, employees and consultants, exercisable at prices of between \$0.16 and \$1.20 per Common Share (weighted average – \$0.24) with various expiry dates ending November 4, 2021 (weighted average expiry term – 4.16 years).

Warrants

As of the date hereof, the Company has 910,000 Warrants outstanding. These Warrants were issued by Redfall prior to the Amalgamation. Each Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.33 per Common Share, exercisable on or before February 11, 2019, if the Warrant was a Redfall Finder's Warrant.

DIVIDENDS

Vogogo has not declared or paid any dividends on the Common Shares since incorporation. It is not currently expected that dividends will be paid in respect of the Common Shares during the current phase of development of Vogogo's business and operations. The payment of dividends in the future will be at the discretion of the Board and will be dependent on the future earnings and financial condition of the Company and such other factors as the Board considers appropriate.

PRIOR SALES

During the year ended December 31, 2016, the only securities that Vogogo issued which class of securities are outstanding but are not listed or quoted on a marketplace were options to purchase 5,300,000 Common Shares at an exercise price of \$0.16 per Common Share granted on November 4, 2016 and 30,000 Common Shares at an exercise price of \$0.60 per Common Share granted on February 17, 2016.

MARKET FOR SECURITIES

The Common Shares are listed and posted for trading on the TSXV under the symbol "VGO". The following table sets forth the price ranges and traded volume of Common Shares in 2016 as reported by the TSXV.

2015	High	Low	Volume
January	1.05	0.60	1,545,254
February	0.73	0.53	853,659
March	0.66	0.33	2,263,773
April	0.37	0.235	2,029,980
May	0.29	0.15	4,182,254
June	0.20	0.125	895,674
July	0.18	0.10	1,952,580
August	0.16	0.11	802,139
September	0.20	0.14	899,400
October	0.195	0.145	488,150
November	0.18	0.13	892,325

December

0.15

0.11

970,722

DIRECTORS AND EXECUTIVE OFFICERS

Directors and Executive Officers

The following table sets forth the names, province or state and country of residence, present positions with Vogogo and principal occupations during the past five years of the executive officers and directors of Vogogo. The term of office for each director is from the date of the annual meeting at which they are elected until the next annual meeting or until their successor is elected or appointed.

<u>Name and Residence</u>	<u>Position(s) with Vogogo</u>	<u>Principal Occupation(s), Work Experience and Education</u>
Gino DeMichele ⁽¹⁾⁽²⁾⁽³⁾⁽⁶⁾ Calgary, Alberta, Canada	Director since April 26, 2016 and Interim President and Chief Executive Officer since August, 2016	In addition to his roles with the Company, Mr. DeMichele currently serves as the president and chief executive officer of A2 Capital Management Inc., a private merchant banking and trading operation active since 2006. Prior to this, Mr. DeMichele was Vice President and Senior Investment Advisor of a Canadian brokerage firm from 2009 to 2013. He has been engaged in global and domestic financial markets since 1990 and brings 25 years of corporate finance and merger-and-acquisition expertise.
Dale Johnson ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ Invermere, British Columbia, Canada	Director since September 11, 2014	Mr. Johnson is currently the non-executive Chairman of Vogogo. Mr. Johnson has over 40 years of experience in corporate leadership, operations management, business development, project management and turnarounds for private and public companies. He was a founding member and a Principal of Tri Ocean Engineering Ltd., an oilfield engineering firm, from 1976 to 1987. He was a founder and Chief Executive Officer of Alpeco Limited, a specialized oilfield equipment packager, from 1988 to 1993, which was acquired by Taro Industries Ltd. where he continued as Senior Vice-President - Operations until 1997. He was President of Neovia Financial Plc's (now part of PaySafe plc) Asia Pacific operations, establishing the company's services in online payments in the region, from 2005 through 2006. He has held multiple directorships of public companies, including Chairman of Optimal Payments plc (now PaySafe). Mr. Johnson has Bachelor and Master's degrees in Applied Science from the University of British Columbia, and a Management Diploma from the University of Calgary.
Thomas Burton English ⁽¹⁾⁽²⁾⁽³⁾ Toronto, Ontario, Canada	Director since April 26, 2016	Mr. English has extensive experience in the public capital markets and is currently president and chief executive officer at AC Group. He served as Director of EastCoal, Inc. from 2014 to 2016 and head of trading and co-head of institutional equity sales at Salman Partners from 2001 to 2016. Previous to this, Mr. English spent five years with CIBC World Markets Inc. Mr. English holds a BA in economics and political science from the University of Western Ontario.

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) Member of the Corporate Governance Committee.
- (4) Chair of the Audit Committee.
- (5) Chair of the Corporate Governance Committee.
- (6) Chair of the Compensation Committee.

As of the date hereof, the directors and executive officers of Vogogo, as a group, beneficially own, directly or indirectly, 11,589,765 Common Shares representing approximately 16% of the issued and outstanding Common Shares of Vogogo.

As of the date hereof, the directors and executive officers of Vogogo, as a group, beneficially own, directly or indirectly: (a) 5,580,000 Options to purchase Common Shares issuable pursuant to the Stock Option Plan; and (b) Warrants to purchase Nil Common Shares. If all such Options and Warrants were exercised, the directors and executive office Vogogo, as a group, would hold approximately 22% of the then issued and outstanding Common Shares (on a fully diluted basis).

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of Management, no director, executive officer or Shareholder holding a sufficient number of securities of Vogogo to affect materially the control of Vogogo is, as at the date hereof, or has been, within 10 years before the date hereof, a director or chief executive officer or chief financial officer of any Company (including Vogogo) that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant Company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or officer ceased to be a director or officer, in the Company being the subject of a cease trade or similar order or an order that denied the relevant Company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) is, as at the date hereof, or has been within 10 years from the date hereof, a director or executive officer of any company (including Vogogo) that, while that person was acting in such capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Personal Bankruptcies

To the knowledge of Management, no director or executive officer of Vogogo has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

Penalties or Sanctions

To the knowledge of Management, no director, executive officer or Shareholder holding a sufficient number of securities of Vogogo to affect materially the control of Vogogo has: (i) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, other than penalties for late filing of insider reports; or (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Circumstances may arise where Board members are directors or officers of companies that are in competition to the interests of Vogogo. No assurances can be given that opportunities identified by such Board members will be provided to Vogogo. Pursuant to the ABCA, directors who have an interest in a proposed transaction upon which the Board is voting are required to disclose their interests and refrain from voting on the transaction.

RISK FACTORS

Since the Board has made the decision to cease all operations, the Company 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 Company continues to evaluate its strategic alternatives, it is subject to a number of associated risks. There can be no certainty that the Company 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 Company and there can be no assurance that the Company will achieve its objectives. Accordingly, readers should carefully consider the risks associated with pursuing a strategic alternative and its current status as a reporting issuer, including but not limited to the following.

Ability to Effect Strategic Alternative

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

Additional Capital Requirements

The Company's cash reserves may not be sufficient to fund its ongoing activities at all times. Accordingly, the Company may need to engage in equity or debt financings to secure additional funds. If the Company raises additional funds through further issuances of equity or convertible debt securities, shareholders of the Company could suffer significant dilution, and any new equity securities the Company issues could have rights, preferences and privileges superior to those of current Shareholders. Any debt financing secured by the Company 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 Company to obtain additional capital and to pursue business opportunities. The Company can provide no assurance that sufficient debt or equity financing will be available in a timely manner, or at all.

Dependence on Key Personnel

The success of the Company 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 Company could be detrimental to the Company.

Future Acquisitions

The Company 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 Company's operations. To the extent that the Board is successful in identifying suitable companies or products for acquisition, the Company 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 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 Company's assets, impeding the Company's ability to obtain bank financing, decreasing the Company's liquidity, and adversely affecting its ability to declare and pay dividends to Shareholders.

Continued Losses from Operations

As at December 31, 2016, the Company had cash and cash equivalents of \$7,908,963 (2015 - \$10,489,615) and a positive net working capital position of \$7,612,153 (2015 - \$7,428,490). However, the Company 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 Company ceased all of its operations and is actively seeking business vend-in options.

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 Company's control. These events could, in turn, cause the market price of the Company's shares to fluctuate. If operating results do not meet the expectations of securities analysts or investors, the market price of the Common Shares may decline.

Public Company Costs

As a public company, Vogogo currently incurs significant legal, accounting and other expenses not incurred by private companies. It may be time consuming, difficult and costly to develop, implement and maintain the additional internal controls, processes and reporting procedures required by federal statutes, applicable securities laws, other government regulations affecting public companies and/or stock exchange compliance requirements. Vogogo may need to hire additional financial reporting, internal auditing and other finance staff in order to develop, implement and maintain appropriate internal controls, processes and reporting procedures, which will increase Vogogo's expenses and may adversely affect the Company's operating results and financial condition.

Legal Proceedings

From time to time, Vogogo may be involved in various litigation matters. Vogogo may, from time to time, also be involved in or be the subject of governmental or regulatory agency inquiries or investigations. If Vogogo is unsuccessful in its defense in the litigation matters, or any other legal proceeding, Vogogo may be forced to pay damages or fines and/or change its business practices, any of which could have a material adverse effect on the Company's business, financial condition and results of operations. For more information about our legal proceedings, see "*Legal and Regulatory Proceedings*".

LEGAL AND REGULATORY PROCEEDINGS

Except as noted below, Vogogo is not a party to any legal proceeding nor was it a party to, nor is or was any of its property the subject of, any legal proceeding during the financial year ended December 31, 2016, nor is Vogogo aware of any such contemplated legal proceedings, which involve a claim for damages, exclusive of interest and costs, that may exceed 10 percent of the current assets of Vogogo.

In January 2016, a statement of claim was filed in the Alberta Court of Queen's Bench by Axiom Foreign Exchange International. The claim alleged that Geoff Gordon, while representing Redfall Technologies, conspired to terminate the agreement in a manner that breached the terms of the agreement in order to pursue an alternative business opportunity for Redfall Technologies. The claims sought damages for, among other things, expenses incurred by Axiom from the business combination agreement in the amount of \$225,000 as well as proposed lost opportunity damages to Axiom in excess of \$4.0 million. The Company entered into a settlement agreement on November 4, 2016 with respect to such claim and it is no longer outstanding.

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 Company. The claim alleged breaches of certain provisions of the ABCA by the Company and its CEO in connection with a February 2014 repurchase of certain Redfall Shares from such entity by Redfall. The claim sought damages in excess of \$15,000,000. The Company entered into a settlement agreement on May 15, 2017 with respect to such claim and it is no longer outstanding.

During the year ended December 31, 2016, there were no: (i) penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority; (ii) penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision; or (iii) settlement agreements the Company entered into before a court relating to securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, officer or principal Shareholder, nor any affiliate or associate of such a person, has or has had any material interest in any transaction or any proposed transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect Vogogo.

TRANSFER AGENT AND REGISTRAR

CST Trust Company, at its principal office in Calgary, Alberta, is the transfer agent and registrar for the Common Shares.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the Company has not entered into any material contracts within the most recently completed financial year, or before the most recently completed financial year that are still in effect.

INTERESTS OF EXPERTS

The auditors of the Company, Collins Barrow Calgary LLP are independent with respect to the Company, in accordance with the Rules of Professional Conduct of the Institute of Chartered Accountants of Alberta.

ADDITIONAL INFORMATION

Additional information, including information as to directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the Proxy Statement and Information Circular of the Company prepared in connection with the most recent annual meeting of Shareholders that involved the election of directors. Additional financial information is provided in the Company's financial statements and management discussion and analysis for the year ended December 31, 2016.

Copies of this Annual Information Form, any interim financial statements of the Company subsequent to the annual financial statements, the Company's Proxy Statement and Information Circular and other additional information relating to the Company are available on SEDAR at www.sedar.com.