

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Corporation

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

Item 2 Date of Material Change

October 31, 2017

Item 3 News Release

A press release reporting the material change was issued on November 1, 2017, through the services of Canada Newswire.

Item 4 Summary of Material Change

On October 31, 2017, the Corporation closed a non-brokered private placement of units in the Corporation (“**Units**”) previously announced on October 23, 2017 for gross proceeds of \$6,000,000 (the “**Offering**”).

Item 5.1 Full Description of Material Change

On October 31, 2017, the Corporation closed the Offering. Each Unit consisted of one common share in the capital of the Company (“**Common Share**”) and one full common share purchase warrant (“**Warrant**”), with each Warrant being exercisable to acquire one additional Common Share (a “**Warrant Share**”) at a price of \$0.13 per Warrant Share, for a period of 24 months following the closing of the Offering. Pursuant to the Offering, the Company distributed a total of 60,000,000 Units for aggregate gross proceeds of \$6,000,000. The Offering was conducted at a price of \$0.10 per Unit.

The net proceeds of the Offering will be used for general corporate purposes and to augment the Corporation’s cash reserves. Units acquired by placees under the Offering are subject to a four-month hold period which will last until March 1, 2018, in accordance with applicable securities legislation.

Item 5.2 Disclosure For Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officers

For more information, please contact:

Gino DeMichele
Chief Executive Officer and President
403-648-9292

Item 9 Date of Report:

November 10, 2017

This material change report contains certain forward-looking statements. The words “will,” “anticipate,” “believe,” “estimate,” “expect,” “intent,” “may,” “project,” “should,” and similar expressions are intended to be among the statements that identify forward-looking statements. The forward-looking statements are founded on the basis of expectations and assumptions made by Vogogo. Readers are cautioned that assumptions used in the preparation of such information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Vogogo. Vogogo does not have any obligation to update or revise any forward-looking statements except as expressly required by applicable securities laws.