

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Vogogo Inc. (“Vogogo”)
PO Box 34023, Westbrook PO
Calgary, AB T3C 3W2

2. **Date of Material Change**

March 13, 2018.

3. **News Release**

News releases announcing the material change referred to in this report were disseminated by Globe Newswire on March 13, 2018, and filed on SEDAR at www.sedar.com.

4. **Summary of Material Change**

On March 13, 2018, Vogogo entered into a share purchase agreement (the “**Agreement**”) providing for the acquisition of all of the issued and outstanding shares of Crypto 205 Inc. (the “**Transaction**”). Crypto 205 Inc. (“**Crypto 205**”) is a privately held company engaged in the business of mining for cryptocurrencies for its own account, as a service for third party customers and within mining pools, together with corresponding support services.

5. **Full Description of Material Change**

On March 13, 2018, Vogogo entered into the Agreement, which provides for the acquisition of all of the issued and outstanding shares of Crypto 205.

Pursuant to the Agreement, Vogogo will acquire all of the issued and outstanding shares of Crypto 205 from its current shareholders in exchange for an aggregate of 130,000,000 Preferred Shares. Included in Crypto 205’s liabilities is a shareholder loan, which will be assumed by Vogogo on closing in exchange for a cash payment of \$5 million. The Agreement contains customary representations, warranties, covenants and indemnities. The Agreement is also subject to customary closing conditions.

The terms of the Preferred Shares provide, among other things, that they: (i) are non-voting; (ii) are convertible into common shares of Vogogo (“**Common Shares**”) on a one for one basis, subject to customary adjustments; (iii) are eligible to participate in dividends if and when declared on the Common Shares; (iv) have priority rights on liquidation; and (v) are subject to a restriction that no holder of the Preferred Shares may convert into a number of Common Shares that would result in such holder beneficially owning greater than 9.9% of the Common Shares.

As disclosed in the Company’s Canadian Securities Exchange Listing Statement dated January 15, 2018, the Company has been seeking an acquisition with a primary focus on the cryptocurrency sector to accelerate growth, with the aim of redeploying the Company’s existing proprietary software as a payout vehicle in support of serving as a mining pool hub and mining for third parties on a fee-for-service basis. The board of directors of Vogogo determined that the Transaction is in the best interests of the Company and is in line with the Company’s business strategy. The

Transaction is expected to close on or about April 1, 2018. Upon closing of the Transaction, Crypto 205 will be a wholly owned subsidiary of Vogogo.

6. **Reliance on subsection 7.1(2) if National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officers**

For further information, please contact:

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

9. **Date of Report**

March 22, 2018

Cautionary Note Regarding Forward-Looking Statements

This material change report contains certain forward-looking statements. All information, other than information regarding historic fact that addresses activities, events or developments that the Company believes, expects or anticipates will or may occur in the future is forward-looking information. Forward-looking information contained in this news release includes, but is not limited to, the closing of the Transaction, the creation of a mining pool hub, the Company assessing alternative opportunities in the blockchain/cryptocurrency space and the ability to source business opportunities that will enhance shareholder value. The words “will,” “anticipate,” “believe,” “estimate,” “expect,” “intent,” “may,” “project,” “should,” and similar expressions are intended to be among the statements that identify forward-looking statements. The forward-looking statements are founded on the basis of expectations and assumptions made by Vogogo. Readers are cautioned that assumptions used in the preparation of such information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Vogogo. Vogogo does not have any obligation to update or revise any forward-looking statements except as expressly required by applicable securities laws.