

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 Changes**

March 29, 2018, April 3, 2018 and April 4, 2018

3. **News Release**

News releases announcing the material changes referred to in this report were disseminated by Globe Newswire on March 29, 2018, April 3, 2018 and April 4, 2018, and filed on SEDAR at www.sedar.com.

4. **Summary of Material Changes**

President and Chief Executive Officer

On March 29, 2018, John Kennedy FitzGerald joined Vogogo as its President and Chief Executive Officer. He was also appointed as a director of Vogogo on March 29, 2018.

Crypto 205 Inc. (“Crypto 205”)

On April 3, 2018, Vogogo closed the previously announced acquisition of all of the issued and outstanding shares of Crypto 205 (the “**Acquisition**”). Crypto 205 is now a wholly-owned subsidiary of Vogogo that is currently 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.

Chief Financial Officer

On April 4, 2018, Jordan Greenberg joined Vogogo as its Chief Financial Officer.

5. **Full Description of Material Changes**

President and Chief Executive Officer

On March 29, 2018, John Kennedy FitzGerald joined Vogogo as its President and Chief Executive Officer. He was also appointed as a director of Vogogo on March 29, 2018.

Crypto 205

On April 3, 2018, Vogogo closed the Acquisition. Crypto 205 is now a wholly-owned subsidiary of Vogogo.

Pursuant to the Acquisition, Vogogo acquired all of the issued and outstanding shares of Crypto 205 from its former shareholders in exchange for an aggregate of 130,000,000 non-voting, convertible series 1 preferred shares in the capital of Vogogo (the “**Preferred Shares**”). In connection with the Acquisition, Vogogo was also assigned a shareholder loan in exchange for a cash payment of \$5 million.

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. The holders of the Preferred Shares have contractually agreed not to convert any Preferred Shares until 3 months after the closing date (July 3, 2018), at which point they may elect, subject to the terms of the Preferred Shares, to convert up to 25% of the Preferred Shares held on closing of the Acquisition and up to an additional 25% of the Preferred Shares held on closing of the Acquisition after each of October 3, 2018, January 3, 2019 and April 3, 2019.

Chief Financial Officer

On April 4, 2018, Jordan Greenberg joined Vogogo as its Chief Financial Officer.

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:

John Kennedy FitzGerald
President and Chief Executive Officer
403-648-9292

9. **Date of Report**

April 9, 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 Vogogo believes, expects or anticipates will or may occur in the future is forward-looking information. Forward-looking information contained in this material change report includes, but is not limited to, the potential conversion of Preferred Shares. 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.