vogogo

ANNUAL INFORMATION FORM

For the Year Ended December 31, 2017

Dated May 11, 2018

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DEFINITIONS

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

"**828 Acquisition**" means the agreement entered into on April 19, 2018, by the Company and 828 LP pursuant to which the Company has agreed to acquire 14,000 newly installed cryptocurrency mining machines, plus supporting electrical and HVAC infrastructure.

"**828 Option**" means the option to purchase additional electrical and HVAC equipment to be used for further expansion of the Company's cryptocurrency mining activities, to be installed at a location to be determined, which was secured in connection with the 828 Acquisition.

"**828 Transactions**" means, collectively, the 828 Acquisition and the 828 Option**.**

"**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.

"**Bitcoin**" means the digital currency in which encryption techniques are used to regulate the generation of units of currency and verify the transfer of funds, operating independently of a central bank.

"**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.

"**Crypto 205**" means Crypto 205 Inc.

"**Crypto 205 Transaction**" means the share purchase agreement dated March 13, 2018, between the Company and Crypto 205 providing for the acquisition of all of the issued and outstanding shares of Crypto 205.

"**CSE**" means the Canadian Securities Exchange.

"**Customers**" means Vogogo's customers and "**Customer**" means any one of them.

"**Management**" means the senior management of the Company.

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

"**Preferred Shares**" means the preferred shares in the capital of the Company, issuable in series, as constituted from time to time.

"**Private Placement**" means the non-brokered private placement of 60,000,000 units of the Company for aggregate gross proceeds of $6,000,000 that was completed on October 31, 2017.

"**Series 1 Preferred Shares**" means the first series of preferred shares in the capital of the Company.

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

"**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.

"**Warrants**" means the issued and outstanding warrants of the Company. Each issued and outstanding whole warrant entitles the holder thereof to purchase one Common Share, subject to adjustment in accordance with its terms.

FORWARD-LOOKING STATEMENTS

Certain statements in this Annual Information Form may constitute "forward-looking" statements, specifically relating to the anticipated closings of acquisitions described herein. When used in or in relation to this Annual Information Form, such statements use words including, but not limited to, "may", "will", "expect", "believe", "plan", "intend", "anticipate", "future" and other similar terminology (including negative variations thereof). Forward-looking information in this Annual Information Form may include, without limitation:

- expected timing of the acquisition of, and operational readiness of, additional cryptocurrency mining assets;
- the future price of cryptocurrencies;
- the costs associated with mining cryptocurrencies;
- 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;
- future liquidity, creditworthiness and financial capacity; and
- future interest rates

These forward-looking statements reflect the current expectations of the Company's management regarding future events, operating performance or other achievements, or potential matters relating to any of the foregoing of the Company, but involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such statements reflect management's current views and are based on certain assumptions. The reader must take note that there is no certainty that the Company will achieve or undertake any specific activity in respect thereto.

Some of the key assumptions include, without limitation:

- the Company's ability to complete the pending or proposed transactions described herein;
- the receipt of all required consents and approvals therefor;
- that the acquisitions will generate the financial results anticipated herein;
- that the acquired assets will be capable of running at full capacity in the timeframes contemplated herein;
- that current market conditions and current market prices do not change; and
- availability of power to operate at full capacity.

They are, by necessity, only estimates of future results, performance, achievements or developments and actual results, performance, achievements or developments may differ materially from these statements due to a number of known and unknown factors, uncertainties and risks, including the risks specified elsewhere in this Annual Information Form.

Readers are cautioned not to place undue reliance on these forward-looking statements, and that the foregoing is not an exhaustive list of all factors and assumptions that have been used.

Any forward-looking information herein is qualified by these cautionary statements, and although any forward-looking information contained herein is based upon what management believes are reasonable assumptions, there can be no assurance that actual results or outcomes will be consistent with these forward-looking statements. Any forward-looking statements are made as of the date of this Annual Information Form, and except as may be required by applicable law, the Company does not assume any obligation to update or revise them to reflect new information, events, circumstances or otherwise.

VOGOGO INC.

General

Vogogo is focused on opportunities that utilize the transformative blockchain platform, including cryptocurrency mining and related technologies. Currently, Vogogo is a cryptocurrency mining operation in Canada. The Company's mining assets are located in Quebec, Canada, and as of the date hereof include 4,125 mining rigs at the Company's Quebec facility. Vogogo has entered into an agreement in respect of the 828 Acquisition to acquire an additional 14,000 mining machines, as well as the 828 Option to acquire HVAC and electrical equipment to service an additional 35 megawatts of electrical power. Upon closing of 828 Transactions and deployment of the option assets in a suitable facility, Vogogo will be operating approximately 18,125 cryptocurrency mining machines, with further expansion capacity based on a total of 74 megawatts of available low-cost power. See "*General Development of the Business – Subsequent Developments*".

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%
Crypto 205 Inc.	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

Between 2014 and 2016, Vogogo focused on providing secure transaction and payment processing services for the emerging cryptocurrency sector.

In 2016, due to a 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 the Company's then current 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.

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. Pursuant to the Disposition, Mevia, Inc. 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.

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*".

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 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 were prepared to serve as a guide in assessing candidate vend-in opportunities, and included 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 were reviewed at a high level before the Company completed the acquisition of Crypto 205 Inc. (see "*Subsequent Developments*")

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*".

On October 31, 2017, the Company announced that it closed a non-brokered private placement of 60,000,000 units of the Company for aggregate gross proceeds of $6,000,000 (the **Private Placement**"), where each unit was offered at a price of $0.10 and consisted of one Common Share and one full Common Share purchase warrant, with each warrant being exercisable to acquire one additional Common Share at a price of $0.13 per Common Share, for a period of 24 months following the closing of the offering.

Subsequent Developments

On January 17, 2018, the Company announced that it received final approval to list its Common Shares on the CSE, and that it would voluntarily delist the Common Shares from the TSXV. The voluntary delisting from the TSXV and the listing on the CSE became effective on January 19, 2018. The Company now trades on the CSE with the same symbol, "VGO".

On March 13, 2018, the Company entered into a share purchase agreement providing for the acquisition of all of the issued and outstanding shares of Crypto 205 Inc. (the "**Crypto 205 Transaction**") in exchange for an aggregate of 130,000,000 Preferred Shares in the capital of Vogogo. Prior to the completion of the Crypto 205 Transaction, Crypto 205 Inc. ("**Crypto 205**") was 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. The Company announced on April 3, 2018 that the Crypto 205 Transaction was completed, and as such, Crypto 205 became a wholly owned subsidiary of the Company and continues to carry on its business as contemplated prior to the completion of the Crypto 205 Transaction. On April 10, 2018, the Company successfully installed and commenced operation of the additional 1,500 cryptocurrency miners that were acquired as part of the Crypto 205 Transaction, expanding its operations to 4,125 cryptocurrency miners.

In March, April and May of 2018 the Company experienced changes to its Board and management team, including the resignations of Gino DiMichele as Interim Chief Executive Officer and Swapan Kakumanu as Chief Financial Officer, as well as the appointments of: John FitzGerald as President, Chief Executive Officer and director; Jordan Greenberg as Chief Financial Officer; and Paul Leggett as Chief Operating Officer.

On April 19, 2018, the Company announced that it had entered into an agreement in respect of the 828 Acquisition to acquire 14,000 newly installed cryptocurrency mining machines and supporting electrical and HVAC infrastructure at a facility near Montreal, Quebec, as well as the 828 Option to acquire additional electrical and HVAC equipment to service an additional 35 megawatts of electrical power. The purchase price for the 828 Acquisition is $46 million, payable as to $36 million in cash plus a $10 million promissory note payable to the vendor. The note bears interest at 8% per annum, for a two year term, with monthly interest payments during the term of the note. Principal is repayable as $5 million on the first anniversary date of the note and $5 million at maturity. The promissory note will be secured by the mining machines and other assets acquired. If the 828 Acquisition closes and the 828 Option is exercised and the equipment is deployed in a suitable facility, in total the Company will have access to approximately 74 megawatts of low-cost electrical power. The Company can exercise the 828 Option within 180 days of closing the 828 Acquisition. The Company will be required to raise capital to fund the $36 million cash portion of the 828 Acquisition (in equity and/or debt) and, if the Company elects to exercise the 828 Option, the $20 million exercise price under such option. The 828 Acquisition is expected to close in mid-June 2018.

DESCRIPTION OF THE BUSINESS

The Company is focused on opportunities that utilize the transformative blockchain platform, including cryptocurrency mining and related technologies such as wallet management and cryptocurrency payments. The Common Shares trade on the CSE under the trading symbol “VGO”.

Summary and Operational Focus

The Company is focused on opportunities that utilize the transformative blockchain platform. Initially, Vogogo’s operations are focused on cryptocurrency mining and related technologies. The Company performs Bitcoin mining utilizing its Antminer S9 mining rigs. The Company intends to grow its cryptocurrency mining operations, as well as invest in downstream applications including a cryptocurrency wallet technology.

Personnel

As at December 31, 2017, Vogogo had 1 employee and also engaged 1 part-time consulting firm to provide accounting and financial reporting support. As at the date hereof, the Company has 3 employees and 2 part-time consultants.

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, 2017, there were 132,495,137 Common Shares and nil Preferred Shares outstanding. As of the date hereof, 137,245,137 Common Shares and 130,000,001 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. There is one series of Preferred Shares outstanding (the “**Series 1 Preferred Shares**”). The terms of the Series 1 Preferred Shares provide, among other things, that they: (i) are non-voting; (ii) are convertible into 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 Series 1 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.

Options

As of the date hereof, the Company has granted a total of 18,485,951 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 – $0.35) with various expiry dates ending May 7, 2023 (weighted average expiry term – 4.45 years).

Warrants

As of the date hereof, the Company has 56,160,000 Warrants outstanding, of which, 55,250,000 Warrants were issued in connection with the Private Placement, 758,333 Warrants were issued to Robert Kennedy, and 151,667 Warrants were issued to Thomas English. Each Warrant issued in connection with the Private Placement entitles the holder thereof to purchase one Common Share at a price of $0.13 per Common Share, exercisable on or before October 31, 2019. Each Warrant issued to Mr. Kennedy and Mr. English 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.

DIVIDENDS

Vogogo has not declared or paid any dividends on the Common Shares since incorporation. Any issued and outstanding Preferred Shares have a right to receive dividends if, as and when declared on the Common Shares. 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, 2017, 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 60,000 Common Shares at an exercise price of $0.38 per Common Share granted on November 7, 2017, and Warrants to purchase 60,000,000 Common Shares at an exercise price of $0.13 per Common Share granted on October 31, 2017.

MARKET FOR SECURITIES

The Common Shares are listed and posted for trading on the CSE under the symbol "VGO". The following table sets forth the price ranges and traded volume of Common Shares in 2017 as reported by the CSE.

2017	High	Low	Volume
January	0.15	0.12	782,000
February	0.155	0.12	1,326,073
March	0.16	0.12	1,478,333
April	0.13	0.12	1,158,377
May	0.16	0.125	1,018,964
June	0.135	0.115	1,514,725
July	0.13	0.105	459,350
August	0.13	0.11	404,828
September	0.195	0.1	1,343,434
October	0.43	0.13	9,390,060
November	0.65	0.35	11,080,369
December	0.82	0.58	7,379,290

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.

Name and Residence	Position(s) with Vogogo	Principal Occupation(s), Work Experience and Education
Gino DeMichele (1)(2)(3)(6) Calgary, Alberta, Canada	Director since April 26, 2016 Interim President and Chief Executive Officer from August, 2016 to March 2018	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.
John FitzGerald Toronto, Ontario, Canada	President, Chief Executive Officer and Director since March 29, 2018	Mr. FitzGerald studied economics at the University of Toronto and earned a Bachelor of Laws degree (LL.B) from the University of Western Ontario in 1999. In early 2000, Mr. FitzGerald practiced corporate and securities law at a prominent Toronto law firm and later joined CryptoLogic Inc. as General Counsel. CryptoLogic was listed on the Toronto Stock Exchange, NASDAQ and the Main Market of the London Stock Exchange and was a licensor of on-line gaming

Name and Residence	Position(s) with Vogogo	Principal Occupation(s), Work Experience and Education
		software whose product offerings included support services and payment processing in the on-line gaming sector. After leaving CryptoLogic, Mr. FitzGerald began consulting in the online gaming industry and went on to co-found Ethoca in 2005, a leading, global provider of collaboration-based fraud prevention technology which assists card companies, ecommerce merchants and other online businesses in fraud prevention. In 2010, Mr. FitzGerald co-founded Virgin Gaming (formerly World Gaming), offering a social gaming community for competitive console gamers to meet, challenge and play against each other in head-to head and tournament challenges. Then, in 2012, Mr. FitzGerald founded The Intertain Group Inc. (now Jackpotjoy plc), which became the largest bingo-led online gaming company in the world. Mr. FitzGerald held the title of Chief Executive Officer from inception to 2016 and played an integral role in taking the company public on the Toronto Stock Exchange in 2014 and successfully growing the business of Intertain through various strategic acquisitions.
Jordan Greenberg Toronto, Ontario, Canada	Chief Financial Officer since April 4, 2018	Mr. Greenberg brings over 20 years of experience managing financial and administrative matters in both public and private companies in the manufacturing, distribution and agricultural sectors. Prior to Vogogo, Mr. Greenberg was the CFO of Nuuvera Inc. (TSXV:NUU). Nuuvera raised over $100 million in equity financing to enable several cannabis-related acquisitions, both in Canada and in international markets. The company completed its go-public process through the reverse takeover of a publicly traded shell then achieved a successful exit through a plan of arrangement with Aphria Inc., valued in excess of $500 million. Prior to Nuuvera, Mr. Greenberg spent two years as CFO of Dundee Agriculture, a wholly-owned subsidiary of Dundee Corp., and twelve years as the CFO of Crawford Metal Corporation, a private operator of steel distribution centers in Canada and throughout the south-eastern United States. Mr. Greenberg holds a Bachelor of Commerce degree from the University of Toronto, and earned his CPA designation while working with Ernst & Young in Toronto.
Paul Leggett Montreal, Quebec, Canada	Chief Operating Officer since May 7, 2018	Mr. Leggett brings over 15 years of experience managing technical operations in both public and private companies in the gambling and payments sectors. Prior to Vogogo, Mr. Leggett was the VP of Business Development at Payflo (PaymentFlo Inc.), a privately held payments company. Prior to that, Mr. Leggett was VP of Operations at The Stars Group Inc. (TSX:TSG), formerly Amaya Inc. During Mr. Leggett's tenure at Amaya, the company acquired 4 businesses, valued at over $5 billion. Mr. Leggett was involved in evaluating acquisition targets and integrating the operations of the acquired businesses. Prior to Amaya, Mr. Leggett spent five years as COO of Tokwiro Enterprises, a private online gambling company that operated two of the world's largest online poker brands, and five years as Director of Operations at Parlay Group (TSXV:PEI), an online and mobile games manufacturer.

Notes:
(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, 18,698,957 Common Shares representing approximately 13.6% 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) 15,330,000 Options to purchase Common Shares issuable pursuant to the Stock Option Plan; and (b) Warrants to purchase 17,063,250 Common Shares. If all such Options and Warrants were exercised, the directors and executive office Vogogo, as a group, would hold approximately 14.95% 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.

Liquidity and Additional Fund Requirements T

There is no guarantee that the Company will be able to achieve its business objectives. The continued development of the Company may require additional financing. The failure to raise such capital could result in the reduction, delay or indefinite postponement of current business objectives or the Company going out of business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of the Common Shares. In addition, from time to time, the Company may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions.

Conflicts of Interest

Certain of the officers and directors of the Company are also directors, officers or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company will be required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the director will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Dividends

To date, the Company has not paid any dividends on its outstanding securities and the Company does not expect to do so in the foreseeable future. Any decision to pay dividends on the Company's shares will be made by the Board of Directors.

Tax loss carryforwards

The Company has tax loss carryforwards of approximately $24 million that relate to the business it carried on historically, which are available to reduce future income taxes payable. While Management believes that the current business should be able to utilize such tax loss carryforwards to reduce taxes payable in the future, there can be no certainty that Canada Revenue Agency will not reject such use by the Company. If Canada Revenue Agency is successful in denying the use of tax loss carryforwards, the Company will pay more in tax in the future, reducing its cash flows and net income.

The Company's cryptocurrency inventory may be exposed to cybersecurity threats, flaws in code and hacks

As with any other computer code, flaws in the cryptocurrency codes have been exposed by certain malicious actors. Several errors and defects have been found and corrected, including those that disabled some functionality for users and exposed users' information. Discovery of flaws in or exploitations of the source code that allow malicious actors to take or create money have been relatively rare. The Company's cryptocurrency inventory may also be lost or severely reduced as a result of flaws in the cryptocurrency code. Further, there may be fraud or security failures of the cryptocurrency exchanges on which the Company's cryptocurrencies are exchanged, resulting in closures of the cryptocurrency exchanges or complete losses of the Company's cryptocurrency balance.

The Company is exposed to risk from system failures or inadequacies

The Company's operations are dependent on its ability to maintain its equipment in effective working order and to protect its systems against cyber security breaches, damage from fire, natural disaster, power loss, telecommunications failure or similar events. Security procedures implemented by the Company are technical and complex, and the Company depends on the security procedures to protect the storage, acceptance and distribution of data relating to its inventory of cryptocurrencies and the digital wallets into which the Company deposits its cryptocurrencies. The Company's security procedures may not protect against all errors, software flaws (i.e., bugs) or vulnerabilities. Defects in the security procedures may only be discovered after a failure in the Company's safekeeping and storage of its inventory of cryptocurrencies. While the Company will continually review and seek to upgrade its technical infrastructure and provide for certain system redundancies and backup power to limit the likelihood of systems overload or failure, any damage, failure or delay that causes interruptions in the Company's operations could have a material and adverse effect on the Company's business.

The Company is exposed to risk of loss of access to power

The Company's operations are dependent on its ability to maintain a consistent and economical source of power in order to run its cryptocurrency mining assets. While the Company believes its sources of power are reliable and its backup power limits the likelihood of power interruptions, any suspension of its power supply or failure in its backup power supply could result in a material and adverse effect on the Company's business. In March 2018, Quebec Hydro, the provincial supplier of electricity, imposed a moratorium on all requests for additional power from cryptomining companies while it reviews the industry. While there is no immediate impact on the Company's current operations or on those planned after the 828 Acquisition, the Company understands that possible responses from Quebec Hydro may include demanding higher electricity rates from cryptomining companies or the imposition of other requirements as a condition to using large amounts of electricity, such as minimum employment commitments. Increased rates or other costs associated with accessing power could materially reduce the margins that the Company generates, materially reducing its profit and cash flows and thereby adversely impacting the Company's shareholders.

Increase in Electricity Rates

If electricity rates in Canada, the United States or other jurisdictions where the Company may conduct operations in the future increase by a substantial amount, or if the Company is unable to negotiate favourable electricity rates in connection with the operation of its business, the operating costs of the Company would likely increase which could adversely affect its profitability and deployment of capital.

Price Fluctuations

The price of cryptocurrency has fluctuated widely over the past three years. There is no assurance that cryptocurrency will maintain long-term value in terms of purchasing power in the future or that the acceptance of cryptocurrency payments by mainstream retail merchants and commercial businesses will continue to grow. In the event that the price of cryptocurrency declines, the value of an investment in the Company will likely decline. Further, the price of the Company's securities and the overall success of the Company is tied to the price of cryptocurrency, which is outside of the Company's control.

Reliance on Key Personnel

The success of the Company is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. Any loss of the services of such individuals or the Company's inability to attract and retain additional highly skilled employees could have a material adverse effect on the Company's business, operating results or financial condition.

To operate successfully and manage its potential future growth, the Company must attract and retain highly qualified managerial, financial and technological personnel. The Company is expected to face intense competition for qualified personnel in these areas. If the Company is unable to hire and retain additional qualified personnel in the future to develop its business, then its financial condition and operating results could be adversely affected.

The Company is exposed to risk of equipment breakdown of defects

The Company has agreed to purchase 14,000 cryptocurrency mining machines in the 828 Acquisition. The Company has not yet tested or inspected such machines. While it is a condition to the closing of the 828 Acquisition that these cryptocurrency mining machines are operational and that they meet agreed specifications, it is possible that after closing, serious defects or deficiencies are discovered in such machines which would make it difficult or impossible for the Company to meet its expected operational levels, which could result in a material and adverse effect on the Company's business.

The Company may not be able to acquire mining equipment at favorable prices

There can be no guarantee that the Company will be able to source mining machines required to scale the Company's business plan at prices that are favorable to the Company or at all.

Regulatory charges or actions may alter the nature of an investment in the Company or restrict the use or cryptocurrencies in a manner that adversely affects the Company's operations

As cryptocurrencies have grown in both popularity and market size, governments around the world have reacted differently to cryptocurrencies, with certain governments deeming them illegal while others have allowed for their use and trade. On-going and future regulatory actions may alter, perhaps to a materially adverse extent, the ability of the Company to continue to operate. The effect of any future regulatory change on the Company or any cryptocurrency that the Company may mine is impossible to predict, but such change could be substantial and adverse to the Company. Governments may in the future curtail or outlaw the acquisition, use or redemption of cryptocurrencies. Ownership of, holding or trading in cryptocurrencies may then be considered illegal and subject to sanction. Governments may also take regulatory action that may increase the cost and/or subject cryptocurrency companies to additional regulation. Governments may in the future take regulatory actions that prohibit or severely restrict the right to acquire, own, hold, sell, use or trade cryptocurrencies or to exchange cryptocurrencies for fiat currency. By extension, similar actions by other governments may result in restrictions on the acquisition, ownership, holding, selling, use or trading in the Company's s hares. Such restrictions could result in the Company liquidating its Bitcoin inventory at unfavorable prices and may adversely affect the Company's shareholders. For example, government officials in South Korea and China have taken steps to regulate cryptocurrency and cryptocurrency exchanges. In 2017, the South Korea Financial Services Commission placed restrictions on initial coin offerings, and in January 2018 announced a ban on trading through South Korean based cryptocurrency accounts by foreigners. Like South Korea, the People's Bank of China banned initial coin offerings in September 2017 and subsequently issued a publication in February 2018 citing its commitment to monitoring and blocking domestic access to cryptocurrency exchanges. Such restrictions, including the possibility or contemplation of such restrictions, may adversely affect the Company's operations or the market price of the Company's securities.

Regulatory changes may result in unanticipated expenses

The Company may be required to comply with regulations that may cause the Company to incur additional expenses, possibly affecting an investment in the Company in a material and adverse manner. Compliance with such regulations may result in additional recurring or in extraordinary and non-recurring expenses that may be disadvantageous to the Company and its operations.

The value of cryptocurrencies may be subject to momentum pricing risk

Momentum pricing typical is associated with growth stocks and other assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Cryptocurrency market prices are determined primarily using data from various exchanges, over-the-counter markets, and derivative platforms. Momentum pricing may have resulted, and may continue to result, in speculation regarding future appreciation in the value of cryptocurrencies, inflating and making their market prices more volatile. As a result, they may be more likely to fluctuate in value due to changing investor confidence in future appreciation (or depreciation) in their market prices, which could adversely affect the value of the Company's Bitcoin inventory and thereby affect the Company's shareholders.

Cryptocurrency exchanges and other trading venues are relatively new and, in most cases, largely unregulated and may therefore he more exposed to fraud and failure

To the extent that cryptocurrency exchanges or other trading venues are involved in fraud or experience security failures or other operational issues, this could result in a reduction in cryptocurrency prices. Cryptocurrency market prices depend, directly or indirectly, on the prices set on exchanges and other trading venues, which are new and, in most cases, largely unregulated as compared to established, regulated exchanges for securities, derivatives and other currencies. For example, during the past three years, a number of cryptocurrency exchanges have been closed due to fraud, business failure or security breaches. In many of these instances, the customers of the closed cryptocurrency exchanges were not compensated or made whole for the partial or complete losses of their account balances in such cryptocurrency exchanges. While smaller exchanges are less likely to have the infrastructure and capitalization that provide larger exchanges with additional stability, larger exchanges may be more likely to be appealing targets for hackers and “malware” (i.e., software used or programmed by attackers to disrupt computer operation, gather sensitive information or gain access to private computer systems) and may be more likely to be targets of regulatory enforcement action.

Banks may not provide banking services, or may cut off banking services, to businesses that provide cryptocurrency-related services or that accept cryptocurrencies as payment

A number of companies that provide Bitcoin and/or other cryptocurrency-related services have been unable to find banks that are willing to provide them with bank accounts and banking services. Similarly, a number of such companies have had their existing bank accounts closed by their banks. Banks may refuse to provide bank accounts and other banking services to Bitcoin and/or other cryptocurrency-related companies or companies that accept cryptocurrencies for a number of reasons, such as perceived compliance risks or costs. The difficulty that many businesses that provide Bitcoin and/or other cryptocurrency-related services have, and may continue to have, in finding banks willing to provide them with bank accounts and other banking services may be currently decreasing the usefulness of cryptocurrencies as a payment system and harming public perception of cryptocurrencies, or could decrease its usefulness and harm its public perception in the future. Similarly, the usefulness of cryptocurrencies as a payment system and the public perception of cryptocurrencies could be damaged if banks were to close the accounts of many or of a few key businesses providing Bitcoin and/or other cryptocurrency-related services. This could decrease the market prices of cryptocurrencies and adversely affect the value of the Company’s Bitcoin inventory.

The impact of geopolitical events on the supply and demand for cryptocurrencies is uncertain

Crises may motivate large-scale purchases of cryptocurrencies which could increase the price of cryptocurrencies rapidly. This may increase the likelihood of a subsequent price decrease as crisis-driven purchasing behavior wanes, adversely affecting the value of the Company’s Bitcoin inventory. The possibility of large-scale purchases of cryptocurrencies in times of crisis may have a short-term positive impact on the prices of said cryptocurrencies. Crises in the future may erode investors’ confidence in the stability of cryptocurrencies and may impair their price performance which would, in turn, adversely affect the Company’s investments. As an alternative to fiat currencies that are backed by central governments, cryptocurrencies such as Bitcoin, which are relatively new, are subject to supply and demand forces based upon the desirability of an alternative, decentralized means of buying and selling goods and services, and it is unclear how such supply and demand will be impacted by geopolitical events. Nevertheless, political or economic crises may motivate large-scale acquisitions or sales of Bitcoins either globally or locally. Large-scale sales of cryptocurrencies would result in a reduction in their market prices and adversely affect the Company’s operations and profitability.

The further development and acceptance of the cryptographic and algorithmic protocols governing the issuance of and transactions in cryptocurrencies is subject to a variety of factors that are difficult to evaluate

The use of cryptocurrencies to, among other things, buy and sell goods and services and complete other transactions, is part of a new and rapidly evolving industry that employs digital assets based upon a computer-generated mathematical and/or cryptographic protocol. The growth of this industry in general, and the use of cryptocurrencies in particular, is subject to a high degree of uncertainty, and the slowing or stopping of the development or acceptance of developing protocols may adversely affect the Company’s operations. The factors affecting the further development of the industry, include, but are not limited to:

- Continued worldwide growth in the adoption and use of cryptocurrencies;
- Governmental and quasi-governmental regulation of cryptocurrencies and their use, or restrictions on or

regulation of access to and operation of the network or similar cryptocurrency systems;

- Changes in consumer demographics and public tastes and preferences;
- The maintenance and development of the open-source software protocol of the network;
- The availability and popularity of other forms or methods of buying and selling goods and services, including new means of using fiat currencies;
- General economic conditions and the regulatory environment relating to digital assets; and
- Negative consumer sentiment and perception of cryptocurrencies generally.

Acceptance and/or widespread use of cryptocurrency is uncertain

Currently, there is relatively small use of Bitcoins and/or other cryptocurrencies in the retail and commercial marketplace in comparison to relatively large use by speculators, thus contributing to price volatility that could adversely affect the Company’s operations, investment strategies, and profitability. As relatively new products and technologies, Bitcoin, the Bitcoin network, and its other cryptocurrency counterparts have not been widely adopted as a means of payment for goods and services by major retail and commercial outlets. Conversely, a significant portion of cryptocurrency demand is generated by speculators and investors seeking to profit from the short-term or long-term holding of cryptocurrencies. The relative lack of acceptance of cryptocurrencies in the retail and commercial marketplace limits the ability of end-users to use them to pay for goods and services. A lack of expansion by cryptocurrencies into retail and commercial markets, or a contraction of such use, may result in increased volatility or a reduction in their market prices, either of which could adversely impact the Company’s operations, investment strategies, and profitability. The ability to use cryptocurrencies is also limited by the willingness of others to accept it as payment as no law requires companies or individuals to accept them as a form of payment for goods and services. In the event that no company or individual is willing to accept cryptocurrencies as payment, they will not have any value and the Company’s operations will be negatively impacted.

The Company may be required to sell its cryptocurrencies to pay for maintaining its mining datacenters

The Company may sell its cryptocurrencies to meet its current obligations and to pay for all expenses incurred in operating the Company’s business, irrespective of then-current cryptocurrency prices. Consequently, the Company’s cryptocurrencies may be sold at a time when the price is low, resulting in a negative effect on the Company’s profitability.

The Company’s operations, investment strategies, and profitability may be adversely affected by competition from other methods of investing in cryptocurrencies

The Company competes with other users and/or companies that are mining cryptocurrencies and other potential financial vehicles, possibly including securities backed by or linked to cryptocurrencies through entities similar to the Company. Market and financial conditions, and other conditions beyond the Company’s control, may make it more attractive to invest in other financial vehicles, or to invest in cryptocurrencies directly which could limit the market for the Company’s shares and reduce their liquidity.

The need for permits and licenses may negatively impact growth or expenses

The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that Company will be able to obtain all necessary licenses and permits that may be required or when they are required, slowing the anticipated growth of the Company’s assets and operations and increasing expenses.

The Company’s cryptocurrencies may be subject to loss, theft or restriction on access

There is a risk that some or all of the Company’s cryptocurrencies could be lost or stolen. Access to the Company’s cryptocurrencies could also be restricted by cybercrime (such as a denial of service (“**DoS**”) attack) against a service at which the Company maintains a hosted online wallet. Any of these events may adversely affect the operations of the Company and, consequently, its investments and profitability. The loss or destruction of a private key required to access the Company’s digital wallets may be irreversible. The Company’s loss of access to its private keys or its experience of a data loss relating to the Company’s digital wallets could adversely affect its investments. To the extent such private keys are lost, destroyed or otherwise compromised, the Company will be unable to access its cryptocurrencies and such private keys will not be capable of being restored by network. Any loss of private keys relating to digital wallets used to store the Company's Bitcoins could adversely affect its investments and profitability.

Incorrect or fraudulent cryptocurrencies transactions may be irreversible

Cryptocurrency transactions are irrevocable and stolen or incorrectly transferred cryptocurrencies may be irretrievable. As a result, any incorrectly executed or fraudulent cryptocurrency transactions could adversely affect the Company's investments. Cryptocurrency transactions are not, from an administrative perspective, reversible without the consent and active participation of the recipient of the transaction. In theory, cryptocurrency transactions may be reversible with the control or consent of a majority of processing power on the network. Once a transaction has been verified and recorded in a block that is added to the blockchain, an incorrect transfer of a cryptocurrency or a theft of cryptocurrency generally will not be reversible and the Company may not be capable of seeking compensation for any such transfer or theft. Although the Company's transfers of cryptocurrencies will regularly be made by experienced members of the management team, it is possible that, through computer or human error, or through theft or criminal action, the Company's cryptocurrencies could be transferred in incorrect amounts or to unauthorized third parties, or to uncontrolled accounts.

Cryptocurrencies are not covered by deposit insurance

Transactions using cryptocurrencies are not covered by deposit insurance, unlike banks and credit unions that provide guarantees or safeguards.

If the award of cryptocurrencies for solving blocks and transaction fees are not sufficiently high, miners may not have an adequate incentive to continue mining and may cease their mining operations

As the number of cryptocurrencies awarded for solving a block in the Bitcoin blockchain decreases, the incentive for miners to continue to contribute processing power to the network will transition from a set reward to transaction fees. Either the requirement from miners of higher transaction fees in exchange for recording transactions in the blockchain or a software upgrade that automatically charges fees for all transactions may decrease demand for the relevant cryptocurrencies and prevent the expansion of the network to retail merchants and commercial businesses, resulting in a reduction in the price of the relevant cryptocurrency that could adversely impact the Company's Bitcoin inventory and investments. In order to incentivize miners to continue to contribute processing power to the network, the network may either formally or informally transition from a set reward to transaction fees earned upon solving a block. This transition could be accomplished either by miners independently electing to record on the blocks they solve only those transactions that include payment of a transaction fee, or by the network adopting software upgrades that require the payment of a minimum transaction fee for all transactions. If transaction fees paid for the recording of transactions in the blockchain become too high, the marketplace may be reluctant to accept the network as a means of payment and existing users may be motivated to switch between cryptocurrencies or back to fiat currency. Decreased use and demand for cryptocurrencies may adversely affect their value and result in a reduction in the market price of cryptocurrencies. If the reward of cryptocurrencies for solving blocks and transaction fees for recording transactions are not sufficiently high to incentivize miners, miners may cease expending processing power to solve blocks and confirmations of transactions on the blockchain could be slowed temporarily. A reduction in the processing power expended by miners could increase the likelihood of a malicious actor or botnet obtaining control in excess of 50 percent of the processing power active on the blockchain, potentially permitting such actor or botnet to manipulate the blockchain in a manner that adversely affects the Company's mining activities. If the reward of cryptocurrencies for solving blocks and transaction fees are not sufficiently high, miners may not have an adequate incentive to continue mining and may cease their mining operations. Miners ceasing operations would reduce collective processing power, which would adversely affect the confirmation process for transactions (i.e., decreasing the speed at which blocks are added to the blockchain until the next scheduled adjustment in difficulty for block solutions) and make the network more vulnerable to a malicious actor or botnet obtaining control in excess of 50 percent of the processing power. Any reduction in confidence in the confirmation process or processing power of the network may adversely impact the Company's mining activities, inventory of cryptocurrencies, and future investment strategies.

The price of cryptocurrencies may be affected by the sale of cryptocurrencies by other vehicles investing in cryptocurrencies or tracking cryptocurrency markets

To the extent that other vehicles investing in cryptocurrencies or tracking cryptocurrency markets form and come to represent a significant proportion of the demand for cryptocurrencies, large redemptions of the securities of those vehicles and the subsequent sale of cryptocurrencies by such vehicles could negatively affect cryptocurrency prices and therefore affect the value of the inventory held by the Company.

Risk related to technological obsolescence and difficulty in obtaining hardware

To remain competitive, the Company will continue to invest in hardware and equipment at the datacenters required for maintaining the Company's mining activities. Should competitors introduce new services/software embodying new technologies, the Company recognizes its hardware and equipment and its underlying technology may become obsolete and require substantial capital to replace such equipment. The increase in interest and demand for cryptocurrencies has led to a shortage of mining hardware as individuals purchase equipment for mining at home. Equipment in the datacenters will require replacement from time to time.

Risks related to insurance

The Company intends to insure its operations in accordance with technology industry practices. However, given the novelty of cryptocurrency mining and associated businesses, such insurance may not be available, uneconomical for the Company, or the nature or level may be insufficient to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the Company.

Intellectual property rights claims may adversely affect operations

Third parties may assert intellectual property claims relating to the holding and transfer of cryptocurrency and their source code. Regardless of the merit of any intellectual property or other legal action, any threatened action that reduces confidence in the cryptocurrency network's long-term viability or the ability of end users to hold and transfer cryptocurrency may adversely affect an investment in the Company. As a result, an intellectual property claim could adversely affect the business and affairs of the Company.

The Company's business strategy presents risks

As part of the Company's business strategy, it has sought and will continue to seek new opportunities in the cryptocurrency mining industry. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates, negotiate acceptable arrangements or other partnerships as well as arrangements to finance acquisitions or integrate the acquired businesses and their personnel into the Company. The Company cannot assure that it can complete any acquisition or business arrangement that it pursues or is pursuing, on favorable terms, or that any acquisitions or business arrangements completed will ultimately result in a favorable outcome for the Company. The Company may be subject to growth-related risks. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Litigation can be costly and result in distractions form the business

The Company may from time to time be involved in various claims, legal proceedings and disputes arising in the ordinary course of business. If the Company is unable to resolve these disputes favorably, it may have a material adverse effect on the Company. Even if the Company is involved in litigation and wins, litigation can redirect significant Company resources. Litigation may also create a negative perception of the Company's brand. Securities litigation as well as potential future proceedings, could result in substantial costs and damages and divert the Company's management's attention and resources. Any decision resulting from any such litigation that is adverse to the Company could have a negative impact on the Company's financial position.

Competition with other cryptocurrency companies

The Company will compete with other cryptocurrency and distributed ledger technology businesses. The Company's operations, investment strategies and profitability may be adversely affected by competition from other cryptocurrencies or financial vehicles. Market, financial , and other conditions beyond the Company's control could also adversely impact the business and affairs of the Company. Further, the algorithm for cryptocurrencies may change, resulting in the Company losing its competitive advantage.

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, 2017, 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 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 former CEO in connection with a February 2014 repurchase of certain common shares of Redfall Technologies Inc. from such entity by Redfall Technologies Inc. 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, 2017, 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

AST Trust Company (Canada), 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 and the Crypto 205 Transaction, 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, 2017.

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.