

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 Security and Reporting Issuer

1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

8% Extendible Unsecured Convertible Debentures of Vogogo Inc. (the “**Convertible Debentures**”) and Common Share Purchase Warrants of Vogogo Inc. (the “**Warrants**”).

Vogogo Inc. (“**Reporting Issuer**”)
P.O. Box 34023
Westbrook PO
Calgary, Alberta
T3C 3W2

Vogogo Inc. is a reporting issuer, in the reporting jurisdictions of British Columbia, Alberta and Ontario. The Convertible Debentures of the Reporting Issuer are listed on the Canadian Securities Exchange (“**CSE**”) under stock symbol “VGO.DB”.

1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

The report is filed in respect of the acquisition by the Acquiror (defined below) of Convertible Debentures and Warrants of the Reporting Issuer pursuant to a private transaction agreement dated as of November 26, 2018 (“**Agreement**”) and which closed on November 29, 2018. Since the Convertible Debentures are listed on the CSE, the transfer of the Convertible Debentures was effected via the facilities of the CSE.

Item 2 Identity of the Acquiror

2.1 *State the name and address of the acquiror.*

828 L.P. (the “**Acquiror**”)
1000 Sherbrooke Street West, Suite 2700
Montreal, Quebec, H3A 3G4

2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

Under the terms of the Agreement, the Acquiror acquired a total of 2,500 Convertible Debentures in the principal amount of \$2,500,000 and 2,500,000 Warrants for an aggregate consideration of \$2,500,000, which closed on November 29, 2018. Each Convertible Debenture has a maturity date of June 30, 2020 (the “**Maturity Date**”) and is convertible into common shares in the capital of the Reporting Issuer (each a “**Conversion Share**”) at the option of the holder at any time prior to the close of business on the business day immediately preceding the Maturity Date, at a conversion price of \$0.50 per Conversion Share (the “**Conversion Price**”), being a conversion rate of approximately 2,000 Conversion Shares per \$1,000 principal amount of Convertible Debentures, subject to adjustment in certain events as described in the Debenture Indenture entered into on June

21, 2018 between the Reporting Issuer and AST Trust Company (Canada) as debenture trustee. Each Warrant entitles the holder thereof to acquire one common share in the capital of the Reporting Issuer (a “**Warrant Share**”) at an exercise price of \$0.70 per Warrant Share for a period of two years following June 21, 2018.

Assuming the conversion of all of the 2,500 Convertible Debentures and the exercise of all of the 2,500,000 Warrants, the Acquiror would acquire 7,500,000 common shares in the capital of the Reporting Issuer (“**Common Shares**”), representing 2.63% of the issued and outstanding common shares of the Reporting Issuer on an as-converted basis.

2.3 *State the names of any joint actors.*

F.I.T. Ventures L.P., an affiliate of the Acquiror, is deemed to be acting jointly or in concert with the Acquiror pursuant to applicable securities laws and, accordingly, the Acquiror and F.I.T. Ventures L.P. may be referred to collectively as the “Acquiror”. In addition, each of the Acquiror and F.I.T. Ventures L.P. may ultimately be considered to be controlled by 9377-0105 Quebec Inc., the General Partner of F.I.T. Ventures GP L.P. which is itself the General Partner of F.I.T. Ventures L.P. 9377-0105 Quebec Inc. is a company controlled by Mr. Samar Vikram Pai.

Item 3 Interest in Securities of the Reporting Issuer

3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.*

Immediately prior to the completion of the acquisition of the 2,500 Convertible Debentures and 2,500,000 Warrants, the Acquiror had ownership of 85,358,000 Common Shares of the Reporting Issuer, representing approximately 30.77% of the 277,339,390 issued and outstanding Common Shares, 39 Convertible Debentures and 51,798,805 non-voting, convertible series 1 preferred shares in the capital of the Reporting Issuer (the “**Preferred Shares**”). As previously disclosed by the Reporting Issuer, the terms of the 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 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. Accordingly, the Acquiror has not converted any of its Preferred Shares.

Assuming the conversion of all of the 2,500 Convertible Debentures and the exercise of all of the 2,500,000 Warrants, as well as the conversion of the 39 Convertible Debentures already held, the Acquiror would acquire an additional 7,578,000 Common Shares resulting in the Acquiror holding an aggregate of 92,936,000 Common Shares, representing approximately 32.62% of the 284,917,390 issued and outstanding Common Shares on a partially diluted basis. The Preferred Shares have not been taken in account in the foregoing calculations as they are not convertible under the current circumstances.

3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.*

The Acquiror acquired ownership of the securities that are the subject of this report.

3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not applicable.

3.4 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

Immediately prior to the completion of the acquisition of the 2,500 Convertible Debentures and 2,500,000 Warrants, the Acquiror had ownership of 85,358,000 Common Shares of the Reporting Issuer, representing approximately 30.77% of the 277,339,390 issued and outstanding Common Shares, 39 Convertible Debentures and 51,798,805 Preferred Shares. Assuming the conversion of all of the 2,500 Convertible Debentures and the exercise of all of the 2,500,000 Warrants, as well as the conversion of the 39 Convertible Debentures already held, the Acquiror would acquire an additional 7,578,000 Common Shares resulting in the Acquiror holding an aggregate of 92,936,000 Common Shares, representing approximately 32.62% of the 284,917,390 issued and outstanding Common Shares on a partially diluted basis. The Preferred Shares have not been taken in account in the foregoing calculations as they are not convertible under the current circumstances.

3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which:*

(a) *the acquiror, either alone or together with any joint actors, has ownership and control,*

See the response to Item 3.4.

(b) *the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*

Not applicable.

(c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not applicable.

3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not applicable.

- 3.7** *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8** *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

Item 4 Consideration Paid

- 4.1** *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

Under the terms of the Agreement, the Acquiror acquired a total of 2,500 Convertible Debentures in the principal amount of \$2,500,000 and 2,500,000 Warrants for an aggregate consideration of \$2,500,000.

- 4.2** *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See Item 4.1.

- 4.3** *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

Not applicable.

Item 5 Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) *the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*

The securities were acquired as part of the Agreement, for investment purposes and not with a view toward acquiring control or influence over the board of directors or management of the Reporting Issuer. In the future, additional securities of the Reporting Issuer may be acquired or disposed of, through the market, privately or otherwise, subject in all cases to market conditions and compliance with applicable securities laws.

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

Not applicable.

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

Not applicable.

- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

Not applicable.

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**

Not applicable.

- (f) a material change in the reporting issuer's business or corporate structure;**

Not applicable.

- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**

Not applicable.

- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

Not applicable.

- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

Not applicable.

- (j) a solicitation of proxies from securityholders;**

Not applicable.

- (k) an action similar to any of those enumerated above.**

Not applicable.

Item 6 Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer.

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

The Acquiror has availed itself of the exemption provided for in Section 4.2 (Private agreement exemption) of National Instrument 62-104 – Take-Over Bids and Issuer Bids in that (i) it entered into a private agreement with one person, (ii) it did not make a bid generally to holders of Convertible Debentures, and (iii) the consideration paid is not greater than 115% of the market price of the Convertible Debentures on the CSE.

Item 9 Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I, as the Acquiror, certify, to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated at Montreal, Quebec, the 30th day of November 2018

**828 L.P., herein acting and duly represented by its
General Partner, 9371-8328 QUÉBEC INC.**

**Per: (signed) Samar Pai
Samar Vikram Pai, President**