

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Vogogo Inc.
5 Hazelton Avenue, Suite 300
Toronto, Ontario M5R 2E1

Item 2 Date of Material Change

February 14, 2019

Item 3 News Release

A news release announcing the material change referred to in this report was disseminated on February 5, 2019 and subsequently filed on SEDAR at www.sedar.com.

Item 4 Summary of Material Change

On February 5, 2019, Vogogo Inc. (“**Vogogo**” or the “**Company**”) announced that its Board of Directors had authorized the implementation of a share consolidation (the “**Consolidation**”) of the Company’s common shares (“**Common Shares**”) on the basis of one post-Consolidation Common Share for every 30 pre-Consolidation Common Shares, effective February 14, 2019 (the “**Effective Date**”).

The Consolidation was made effective on the Effective Date and the Company’s Common Shares began trading on a post-Consolidation basis under the symbol “VGO” on the Canadian Securities Exchange (the “**CSE**”) at market open on the Effective Date.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On February 5, 2019, Vogogo announced that its Board of Directors had authorized the implementation of the Consolidation of the Common Shares on the basis of one post-Consolidation Common Share for every 30 pre-Consolidation Common Shares.

The Consolidation was made effective on the Effective Date and the Company’s Common Shares began trading on a post-Consolidation basis on the CSE at market open on the Effective Date.

The Common Shares continue to be traded on the CSE under the symbol “VGO” on a post-Consolidation basis, under a new CUSIP number – 928583400.

The approximately 381.6 million Common Shares of the Company outstanding pre-Consolidation were reduced to approximately 12.7 million Common Shares post-Consolidation. The Consolidation was approved by shareholders at the Company’s annual and special meeting held on December 14, 2018. No fractional Common Shares were issued and any fractions of a Common Share were rounded down to the nearest whole number of Common Shares. The exercise or conversion price and the number of Common Shares issuable under any of the

Company's outstanding convertible securities were proportionately adjusted upon the Consolidation becoming effective.

Shareholders of record as at the Effective Date will receive a letter of transmittal providing instructions for the exchange of their Common Shares following the Effective Date.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No significant facts have been omitted from this report.

Item 8 Executive Officer

Jordan Greenberg, Chief Financial Officer, (647) 715-3707

Item 9 Date of Report

February 19, 2019