

## EARLY WARNING REPORT

### **Made Pursuant To Multilateral Instrument 62-504 – Take-Over Bids and Issuer Bids, National Instrument 62-103 – The Early Warning System and Related Take-Over bid and Insider Reporting Issues and Section 102.1 of the Securities Act (Ontario)**

This report is made pursuant to the provisions of the securities legislation referred to above in connection with certain acquisitions of securities of SponsorsOne Inc. (the “**Company**”).

**1. Name and address of the offeror.**

Myles Bartholomew (“**Mr. Bartholomew**”)  
1129-36 Blue Jays Way  
Toronto, Ontario, M5V 3T3

**2. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the report, and whether it was ownership or control that was acquired in those circumstance:**

As a result of the exercise of 350,002, and expiry of 5,483,672 common share purchase warrants of the Company (each, a “**Warrant**”), each Warrant entitling the holder to acquire one common share of the Company (each, a “**Common Share**”) at an exercise price of \$0.65 on or before December 19, 2014, Mr. Bartholomew holds 5,833,333 Common Shares and 250,000 options of the Company, representing approximately 35.75% of the issued and outstanding Common Shares and 36.22% on a partially diluted basis (assuming the full exercise of 250,000 options held by Mr. Bartholomew only).

Mr. Bartholomew is the President and Chief Executive Officer of the Company.

**3. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the report:**

Mr. Bartholomew holds 5,833,333 Common Shares and 250,000 options of the Company, representing approximately 35.75% of the issued and outstanding Common Shares and 36.22% on a partially diluted basis (assuming the full exercise of 250,000 options held by Mr. Bartholomew only).

**4. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 4 over which:**

- (i) **the offeror, either alone or together with any joint actors, has ownership and control;**

See paragraph 3 above.

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

Not applicable.

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

Not applicable. Mr. Bartholomew acquired his securities of the Company pursuant to a reverse take-over transaction (the “**RTO**”) where the Company acquired all of the issued and outstanding shares of MXM Nation Inc. (“**MXM**”) at a price of \$0.40 per MXM common share. The purchase price was satisfied by the delivery of a unit (each, a “**Unit**”) comprised of one Common Share and one half of one Warrant.

5. **Name of the market in which the transaction or occurrence that gave rise to the report took place.**

Not applicable.

6. **The value, in Canadian dollars, of any consideration offered per security if the Offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.**

The Company issued the Common Shares (comprising a part of the Units) at a deemed price of \$0.40 per share in accordance with the RTO.

7. **The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting Company.**

Other than as described below, Mr. Bartholomew acquired the Common Shares for investment purposes. The investor may in the future take such actions in respect of their securityholdings in the Company as they may deem appropriate in light of the circumstances then existing, including the purchase of additional Common Shares or other securities of the Company through open market purchases or privately negotiated transactions, or the sale of all or a portion of their holdings in the open market or in privately negotiated transactions to one or more purchasers, all subject to applicable laws and the terms of any applicable escrow requirements.

In order to facilitate the ongoing financing of the Company, Mr. Bartholomew has entered into an automatic securities disposition plan in accordance with the guidance provided in OSC Staff Notice 55-701, pursuant to which its Common Shares may be automatically sold in block trades. All trades will be reported on SEDI in the normal course.

8. **General nature and material terms of any agreement, other than lending arrangements, with respect to securities of the reporting Company entered into by the offeror, or any joint actor, and the Company of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.**

Mr. Bartholomew entered into an escrow agreement pursuant to which 10% of his Common Shares and 10% of his options were immediately released from escrow upon the completion of the RTO and an additional 15% of such securities will be released from escrow every six months thereafter over a period of 36 months.

9. **Names of any joint actors in connection with the disclosure required herein.**

Not applicable.

10. **In the case of a transaction or 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, the nature and value of the consideration paid by the offeror.**

See paragraph 3 above.

11. **If applicable, a description of any change in any material fact set out in a previous report by the offeror under the early warning requirements.**

Not applicable.

12. **If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting that reliance.**

Not applicable.

**DATED** January 20, 2015.

*“Myles Bartholomew”*

Myles Bartholomew