

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

SponsorsOne Inc. (the “Company”)
365 Bay Street, Suite 400
Toronto, Ontario, Canada
M5H 2V1

2. **Date of Material Change**

May 29, 2015

3. **News Release**

A press release disclosing the material change was released on May 29, 2015, through the facilities of The Newswire.

4. **Summary of Material Change**

The Company announced: (i) a private placement of 350,000 units of the Company (“Units”) at a deemed price of \$0.85 per Unit for gross proceeds of \$297,500 (the “Offering”). Each Unit consists of one common share in the capital of the Company (a “Common Share”) and one non-transferable common share purchase warrant (a “Warrant”), each Warrant entitling the holder thereof to purchase an additional common share in the capital of the Company (a “Warrant Share”) for a period of 24 months from the closing date at a price of \$1.10 per Warrant Share; (ii) the resignation of its Chief Financial Officer (“CFO”), and the appointment of a replacement CFO. The new CFO will be granted 100,000 options to purchase common shares of the Company exercisable at a price of \$0.60 per common share and expiring on May 29, 2025; and (iii) debt settlement agreements with certain arm’s length creditors providing for the settlement of an aggregate of \$151,605 of indebtedness through the issuance of 207,425 common shares of the Company (71,667 at \$0.60 per common share and 135,758 at \$0.80 per common share). Total issued and outstanding is 17,120,312 common shares.

5. **Full Description of Material Change**

The material change is fully described in the Company’s press release which is attached as Schedule “A” and is incorporated herein.

The following supplementary information is provided in accordance with Section 5.2 of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”).

(a) a description of the transaction and its material terms:

In connection with the Offering, Mr. Myles Bartholomew, the President and Chief Executive Officer of the Company, acquired 350,000 Units of the Company, resulting in the issuance of the 350,000 Units being a “related party transaction” as defined in Multilateral Instrument 61-101 – Protection of Minority Security holders in Special Transactions.

(b) the purpose and business reasons for the transaction:

The Company completed the Offering to improve the Company's financial position.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

The completion of the Offering will provide working capital to the Company, and improve the Company's financial position.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

Immediately prior to the completion of the Offering, Mr. Bartholomew held 5,621,500 Common Shares and 250,000 options of the Company, representing approximately 33.98% of the issued and outstanding Common Shares on a non-diluted basis, and 35.56% on a partially diluted basis (assuming the full exercise of 250,000 options held by Mr. Bartholomew only).

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

After completion of the Offering, Mr. Bartholomew holds 5,971,500 Common Shares, 350,000 Warrants and 250,000 options of the Company, representing approximately 34.89% of the issued and outstanding Common Shares on a non-diluted basis, and 38.38% on a partially diluted basis (assuming the full exercise of 350,000 Warrants and 250,000 options held by Mr. Bartholomew only).

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

A resolution approving the Offering was passed at the meeting of the board of directors of the Company held on May 28, 2015. No special committee was established in connection with the transactions, and no materially contrary view or abstention was expressed or made by any director.

(f) A summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) **disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:**

(i) **that has been made in the 24 months before the date of the material change report:**

Not applicable.

(ii) **the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:**

Not applicable.

(h) **the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:**

In connection with the Offering, Mr. Bartholomew entered into a subscription agreement with the Company, subscribing for 350,000 units of the Company at a deemed price of \$0.85 per unit for gross proceeds of \$297,500. Each Unit consists of one common share (a “**Common Share**”) and one non-transferable common share purchase warrant (a “**Warrant**”) in the capital of the Company, each Warrant entitling the holder thereof to purchase an additional Common Share (a “**Warrant Share**”) for 24 months from the closing date at a price of \$1.10 per Warrant Share.

(i) **disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:**

The participation by Mr. Bartholomew in the Offering constitutes a “related party transaction” for the Company under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Offering is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of securities being issued to the related party nor the consideration being paid by the related party will exceed 25% of the Company's market capitalization.

This material change report is being filed less than 21 days before the closing date of the Offering, which was reasonable and necessary in the circumstances to improve the Company's financial position.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

The report is not being filed on a confidential basis.

7. Omitted Information.

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

For further information, contact Gary Bartholomew, Chairman of the Company at (647) 872 – 9986, Ext. 702.

9. **Date of Report.**

This report is dated at Toronto, this 4th day of June, 2015.

SPONSORSONE INC.

Per: Gary Bartholomew (Signed)
Gary Bartholomew, Chairman



SponsorsOne Announces Private Placement and Provides Business Update

For Immediate Release

Waterloo, Ontario, May 29, 2015: **SponsorsOne Inc.** (CSE: SPO) (Frankfurt: 5SO) (“**SponsorsOne**” or the **Company**”), the Company that has developed the SponsorsCloud™ platform, is pleased to announce that Myles Bartholomew, the President and CEO of the Company, will be subscribing for 350,000 units (“**Units**”) of the Company at a deemed price of \$0.85 per Unit for gross proceeds of \$297,500 on a private placement basis (the “**Offering**”). Each Unit will consist of one common share in the capital of the Company (a “**Common Share**”) and one non-transferable common share purchase warrant (a “**Warrant**”), each Warrant entitling the holder thereof to purchase an additional common share in the capital of the Company (a “**Warrant Share**”) for a period of 24 months from the closing date at a price of \$1.10 per Warrant Share.

The Company further announces that Mr. James Fairbairn has resigned as Chief Financial Officer of the Company effective immediately. The board of directors and management would like to thank Mr. Fairbairn for his contributions to the Company and wish him every success in his future endeavours. The Company wishes to fill the vacancy created by the current resignation, with the appointment of Mr. Arvin Ramos. Mr. Ramos holds a degree in commerce and has over 15 years of business experience, having supported a broad range of industries, including mining, technology and banking. During the same period, he has served as CFO of several junior mining companies. Mr. Ramos will be granted 100,000 options to purchase common shares of the Company exercisable at a price of \$0.60 per common share and expiring on May 29, 2025. The common shares issuable upon exercise of the options are subject to a four-month hold period from the original date of grant.



The Company also announces that it will enter into debt settlement agreements with various arm's length creditors to satisfy \$151,605 of indebtedness through the issuance of 207,425 common shares of the Company.

The participation by Mr. Bartholomew in the Offering constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Offering is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of securities being issued to the related party nor the consideration being paid by the related party will exceed 25% of the Company's market capitalization. A material change report in respect of the related party transaction was not filed at least 21 days in advance of the closing of Offering due to the Company's immediate need to address its financial situation.

About SponsorsOne:

SponsorsOne is positioning itself to become a leader in the next evolution of digital marketing with the SponsorsCloud platform for social sponsorship and commerce. The SponsorsCloud™ platform creates brand focused proprietary ad networks for data driven marketing campaigns that will change the way brands connect to their customers. SponsorsCloud™ is a tool for brands to inspire real movements around their products and services in which their most valuable customers become their best salespeople, producing far greater ROI than current social media advertising methods.

SponsorsOne is also the creator of a proprietary Social Sponsorship Currency that gives consumers real compensation for their authentic social media engagement (blogs, videos, tweets, pins and posts) along with a Social Marketplace to trade their social currency for products and services with the brands they love.

ON BEHALF OF THE BOARD

Gary Bartholomew, Executive Chairman

To learn more please visit <http://sponsorsone.com>

Or <http://www.sponsorsone.com/de/>



The Canadian Securities Exchange ("CSE") has neither approved nor disapproved the contents of this Press Release.

Forward-Looking Statements

This news release contains forward-looking statements and information that are based on the beliefs of management and reflect the Company's current expectations. When used in this news release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology, are intended to identify forward-looking statements and information. Such statements and information reflect the current view of the Company with respect to risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: risks associated with marketing and sale of securities; the need for additional financing requirements and access to capital, reliance on key personnel; the potential for conflicts of interest among certain officers or directors with certain other projects; the volatility of the volume and price of the Common Shares, the failure of the business strategy, the integrity of the Company's patents and proprietary intellectual property and competition. The Company cautions that the foregoing list of risk factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors. When relying on the Company's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events, including the risk factors set out in the Company's Listing Statement. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to above will not cause such forward-looking statements and information to differ materially from actual results or events.



THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS NEWS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS NEWS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE SECURITIES LEGISLATION.