

**SPONSORSONE INC.**  
365 Bay Street, Suite 400  
Toronto, Ontario M5H 2V1

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (“**Meeting**”) of the shareholders (“**Shareholders**”) of SponsorsOne Inc. (the “**Company**”) will be held on Wednesday, December 9, 2015, at the hour of 10:00 a.m. (Eastern time), at 365 Bay Street, Suite 400, Toronto, Ontario for the following purposes:

1. to receive and consider the audited, consolidated financial statements of the Company for the year ended December 31, 2014, and the report of the auditors thereon;
2. to elect the directors of the Company;
3. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
4. to consider, and if thought advisable, ratify, confirm and approve amendments to the stock option plan of the Company;
5. to consider, and if thought advisable, ratify, confirm and approve a deferred share unit plan of the Company;
6. to consider, and if thought advisable, ratify, confirm and approve an employee share purchase plan of the Company; and
7. to transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his duly executed form of proxy with the Company’s transfer agent and registrar, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 not later than 10:00 a.m. (Eastern time) on Monday, December 7, 2015 or, if the meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the meeting.

**NOTICE-AND-ACCESS**

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting. The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, Shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the management information circular, the annual

financial statements and related management's discussion and analysis and other meeting materials (collectively the "**Meeting Materials**"), Shareholders receive a notification (the "**Notice-and-Access Notification**") with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to Shareholders. **Shareholders are reminded to view the Meeting Materials prior to voting.**

**Websites Where Meeting Materials Are Posted:**

Meeting Materials can be viewed online under the Company's profile at [www.sedar.com](http://www.sedar.com) or at [www.noticeinsite.tmxequity.com/sponsorsoneASM2015](http://www.noticeinsite.tmxequity.com/sponsorsoneASM2015).

**How to Obtain Paper Copies of the Meeting Materials**

Registered holders or non-registered holders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Company's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call the Company's transfer agent toll free at 1-866-393-4891 Ext. 205. **Requests should be received by 4:00 p.m. (Eastern time) on Monday, November 30, 2015 in order to receive the Meeting Materials in advance of the Meeting.**

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of meeting. Additional information about the Company and its financial statements are also available on the Company's profile at [www.sedar.com](http://www.sedar.com).

**DATED** this 23<sup>rd</sup> day of October, 2015.

**BY ORDER OF THE BOARD**

*"Myles Bartholomew" (Signed)*

President and Chief Executive Officer