

**NEW INTERNATIONAL INFOPET SYSTEMS LTD.**

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

NEW INTERNATIONAL INFOPET SYSTEMS LTD., 181 Eglinton Avenue Street East,  
Suite 204, Toronto, Ontario, M4P 1J4.

**Item 2. Date of Material Change**

November 14, 2013.

**Item 3. News Release**

The Press Release was sent on November 19, 2013 via TheNewswire—Toronto, Ontario.

**Item 4. Summary 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.

**Item 5. Full Description of Material Change**

A full description of the material change is contained in Item 4 above.

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

Confidentiality is not requested.

**Item 7. Omitted Information**

No information has been omitted in respect of the material change.

**Item 8. Executive Officer**

Jack Greenberg, President 416 485-8833.

**Item 9. Date of Report**

November 20, 2013.

## **SCHEDULE "A"**

### **NEW INTERNATIONAL INFOPET SYSTEMS LTD. ANNOUNCES REVERSE TAKE-OVER BY MXM NATION INC.**

#### **FOR IMMEDIATE RELEASE**

November 18, 2013 - Toronto, Ontario

New International Infopet Systems Ltd. ("Infopet" or the "Company") is pleased to announce that it has signed an agreement of purchase and sale on November 14, 2013 whereby it will acquire 100% of the shares of MXM Nation Inc. ("MXM") (the "Transaction").

MXM was incorporated in 2006 to build a sponsorship model in the extreme sports market for motocross. In 2012, MXM refocused its business from a trackside promotional model to a cloud based sponsorship marketing program model that allows brands to engage directly with the users of a social network by offering incentives to the users for properly promoting the brand to their friends and connections.

Completion of the Transaction is conditional upon the satisfaction of a number of conditions, including, without limitation, the acceptance of the Company for listing by the Canadian National Stock Exchange (the "CNSX") and approval from shareholders of the Company representing at least 51% of the issued and outstanding shares of the Company. The Transaction was unanimously approved by the Company's board of directors. The shareholders of MXM have agreed that, until completion of the Transaction or termination of the purchase agreement, they will not solicit, initiate or encourage the sale of any of the MXM shares to a third party. Completion of the Transaction is currently expected to occur on or prior to December 30, 2013.

The purchase price payable by Infopet will be satisfied by the issuance of units ("Payment Units") to the shareholders of MXM. Each Payment Unit will be comprised of one common share in the capital of the Company and one-half of a share purchase warrant, each whole warrant entitling the holder to purchase one common share of the Company at a price of \$0.65 per share for a period of 12 months from closing of the Transaction.

On closing of the Transaction, all outstanding MXM shares (including any MXM shares issued pursuant to the private placement described below) will be exchanged for Payment Units and all outstanding share purchase warrants and options of MXM (including any MXM warrants issued pursuant to the private placement described below) will be exchanged for share purchase warrants and options of Infopet.

Upon completion of the Transaction, the MXM shareholders will hold, as a group, approximately 83.16% of the outstanding common shares of the Company (on a

consolidated basis, prior to the completion of the private placement discussed below). Upon completion of the Transaction, (but prior to the completion of the private placement), and assuming no additional securities of either the Company or MXM are issued prior to closing, it is anticipated that the Company will have approximately 10,420,000 common shares outstanding.

Following the Company's acquisition of MXM by means of the share exchange described above, MXM will be a wholly-owned subsidiary of the Company. At the closing of the Transaction, Messrs. Jack Greenberg and Zoolficarali Kassum will resign as directors of the Company. A new board comprised of Messrs. Myles Bartholomew, Gary Bartholomew, William Beynon and Eric Leslie shall be constituted as at the closing of the Transaction. It is proposed that following closing, the Company will then call a meeting of the shareholders to approve, among other things, a change in the Company's name to "SponsorsOne Inc."

### **MXM Private Placement**

On or prior to the completion of the Transaction, MXM is completing a private placement of up to 3,333,333 units of MXM ("Private Placement Units") for total gross proceeds of up to \$1,000,000. Each Private Placement Unit is comprised of one MXM share and one MXM share purchase warrant entitling the holder to purchase one MXM share at a price of \$0.30 per share for a period of 24 months from the date of issuance. MXM may pay a 10% finder's fee to authorized persons in connection with the private placement as well as issue up to 333,333 finder warrants, each such warrant to be exercisable on a one for one basis in the capital of the Company upon payment of \$0.30 at any time up to the second anniversary of the completion of the private placement. The intended proceeds of the private placement are for product development, marketing, SG&A, legal costs as well as general corporate purposes. Completion of private placement by MXM in whole or in part is not a condition of closing the Transaction.

***Completion of the Transaction is subject to a number of conditions, including CNSX approval. The Transaction cannot close until all such approvals have been obtained and the other necessary conditions of closing are fulfilled or waived by the parties entitled to do so. There can be no assurance that the Transaction will be completed as proposed or at all.***

***Investors are cautioned that, except as disclosed in any management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.***

***Infopet is only responsible for the disclosure herein directly related to Infopet and shall not be responsible for the disclosure provided herein related to MXM.***

***The CNSX has in no way passed upon the merits of the proposed Transaction and has neither approved or disapproved the contents of this press release.***

For further information, please contact:

New International Infopet Systems Ltd.  
Mr. Jack Greenberg  
President  
(416) 485-8833

### **Forward-Looking Statements**

*Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of Infopet, including, but not limited to, the uncertainty of the Transaction proceeding, the impact of general economic conditions, industry conditions, dependence upon regulatory and shareholder approvals, the execution of definitive documentation and the uncertainty of obtaining additional financing. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement.*

*The forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities law.*

**THIS PRESS RELEASE IS NOT FOR DISTRIBUTION TO U.S. NEWS SERVICES OR FOR DISSEMINATION IN THE UNITED STATES, AND DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO SELL ANY OF THE SECURITIES DESCRIBED HEREIN IN THE UNITED STATES. THESE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS, AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO U.S. PERSONS UNLESS REGISTERED OR EXEMPT THEREFROM.**