

SPONSORSONE INC.

**NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS
TO BE HELD ON WEDNESDAY, JUNE 11, 2014**

AND

INFORMATION CIRCULAR

May 1, 2014

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.

SPONSORSONE INC.

**99 Randall Drive, Unit 2
Waterloo, Ontario L2V 1C5**

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the shareholders of *SponsorsOne Inc.* (the “**Company**”) will be held on **Wednesday, June 11, 2014** at the hour of 11:00 a.m. (Eastern time), at the offices of **Gowling Lafleur Henderson LLP, 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario** for the following purposes:

1. to receive and consider the consolidated financial statements of the Company for the year ended December 31, 2013 and the report of the auditors thereon;
2. to elect the directors of the Company;
3. to appoint MNP LLP as auditors of the Company and to authorize the directors to fix their remuneration;
4. to authorize the amendment of the letters patent of the Company dated March 8, 1965 (the “**Letters Patent**”), as amended from time to time, create an unlimited number of Class A Preference Shares, issuable in series, an unlimited number of Class B Preference Shares, issuable in series and an unlimited number of Class C Preference Shares issuable in series (the “**Amendment**”); and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

This year, as described in the notice-and-access notification mailed to the shareholders of the Company (the “**Shareholders**”), the Company has decided to deliver the Meeting materials to Shareholders by posting the Meeting materials on its website: www.sponsorsone.com/files/2013AGM.pdf. The use of this alternative means of delivery is more environmentally friendly as it will help reduce the use of paper and it will also reduce the Company’s printing and mailing costs. The Meeting materials will be available on the Company’s website as of May 12, 2014, and will remain on the website for one full year thereafter. The Meeting materials will also be available on SEDAR at www.sedar.com as of May 12, 2014.

All Shareholders will receive a notice-and-access notification which will contain information on how to obtain electronic and paper copies of the Meeting materials in advance of the Meeting.

Shareholders who wish to receive paper copies of the Meeting materials may request copies from the Company by calling 1(866) 393-4891. Meeting materials will be sent to such Shareholders at no cost to them within three business days of their request, if such requests are made before the Meeting.

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

The Board has by resolution fixed **Friday, May 2, 2014** as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and at any adjournments or postponements thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, TMX Equity Transfer Services (the "**Transfer Agent**"), at their offices located at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, Attention: Proxy Department or by fax at (416) 595-9593 by 11:00 a.m. (Eastern time) on Monday, June 9, 2014, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Ontario) before the time and date of any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Annual and Special Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing or any other person that holds your security on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

The accompanying 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 Annual and Special Meeting. Additional information about the Company and its financial statements are also available on SEDAR (www.sedar.com).

DATED at Toronto, Ontario this 1st day of May, 2014.

BY ORDER OF THE BOARD

(signed) *Myles Bartholomew*

Myles Bartholomew

President and Chief Executive Officer

SPONSORSONE INC.
99 Randall Drive, Unit 2
Waterloo, Ontario L2V 1C5

INFORMATION CIRCULAR

(Containing information as at May 1, 2014 unless otherwise noted)

MANAGEMENT SOLICITATION OF PROXIES

This information circular (“**Information Circular**”) is furnished to the shareholders (each a, “**Shareholder**”) of common shares (each, a “**Common Share**”) of **SponsorsOne Inc.** (the “**Company**”) in connection with the solicitation of proxies by the management of the Company for use at the annual and special meeting of the Shareholders (and any adjournment thereof) (the “**Meeting**”) to be held on **Wednesday, June 11, 2014 at 11:00 a.m. (Eastern Time)** at the offices of **Gowling Lafleur Henderson LLP, 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario**, for the purposes set out in the accompanying Notice of Annual and Special Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone without special compensation by officers, directors and the regular employees of the Company at nominal cost. No solicitation will be made by specifically engaged employees or soliciting agents. The Company does not reimburse Shareholders, nominees or agents for the costs incurred in obtaining from their principals authorization to execute instruments of proxy. All costs of solicitation by management will be borne by the Company.

THE CONTENTS AND THE SENDING OF THIS INFORMATION CIRCULAR HAVE BEEN APPROVED BY THE DIRECTORS OF THE COMPANY.

PROXY INSTRUCTIONS AND VOTING RIGHTS

Management Solicitation

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied on as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Appointment of Proxies

The individuals named in the accompanying form of proxy are directors and/or officers and/or advisers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM OR HER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY.** Such Shareholder should notify the nominee of the appointment, obtain the nominee’s consent to act as a proxy and should provide instructions to the

nominee on how the Shareholder's Common Shares should be voted. The nominee should bring personal identification to the Meeting.

A proxy will not be valid unless the completed form of proxy is received by the Company's registrar and transfer agent, TMX Equity Transfer Services (the "**Transfer Agent**"), at its offices located at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 by mail or by fax at (416) 595-9593 by 11:00 a.m. (Eastern time) on Monday, June 9, 2014 or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Ontario) before the scheduled time of the Meeting or any adjournment or postponement thereof, or delivered to the Chairman of the Meeting prior to the commencement of the Meeting.

NOTICE-AND-ACCESS

In November 2012, the Canadian Securities Administrators announced the adoption of regulatory amendments to securities laws governing the delivery of proxy-related materials by public companies. As a result, public companies are now permitted to advise their Shareholders of the availability of all proxy-related materials on an easily-accessible website, rather than mailing physical copies of the materials.

The Company has decided to deliver the Meeting materials to Shareholders by posting the Meeting materials on its website: **www.sponsorstone.com/files/2013AGM.pdf**. The Meeting materials will be available on the Company's website as of May 12, 2014, and will remain on the website for one full year thereafter. The Meeting materials will also be available on SEDAR at www.sedar.com.

Shareholders who wish to receive paper copies of the Meeting materials may request copies from Company by calling 1(866) 393-4891. Meeting materials will be sent to such Shareholders at no cost to them within three business days of their request, if such requests are made before the Meeting. In order to receive a paper copy of the Meeting materials in time to vote before the Meeting, your request should be received by June 2, 2014.

All Shareholders will receive a notice-and-access notification which will contain information on how to obtain electronic and paper copies of the Meeting materials in advance of the Meeting.

Signing of Proxies

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer, or attorney-in-fact, for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy of that document, should accompany the form of proxy.

Revocation of Proxies

A Shareholder who has given a proxy may revoke it at any time, before it is exercised, by an instrument in writing: (a) executed by the Shareholder or by that Shareholder's attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting, or, if adjourned or postponed, any reconvening of the Meeting; or (ii) to the Chairman of the Meeting prior to the vote on matters covered by

the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof; or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

Voting of Proxies

Subject to the information below under the heading “Advice to Non-Registered (Beneficial) Shareholders”, registered Shareholders are entitled to vote at the Meeting. A registered Shareholder is entitled to one vote for each Common Share that such Shareholder holds on May 2, 2014 (the “**Record Date**”) in respect of the resolutions to be voted upon at the Meeting.

A Shareholder may indicate the manner in which the designated persons named in the form of proxy is to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the form of proxy are certain, the Common Shares represented by the proxy will be voted in accordance with the instructions given in the proxy. **The Common Shares represented by a proxy will be voted in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND IN FAVOUR OF ALL OTHER MATTERS PROPOSED BY MANAGEMENT AT THE MEETING.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice of Annual and Special Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of Common Shares on any matter, the Common Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

Voting in Person

Any Shareholder attending the Meeting to vote personally shall be required to produce identification satisfactory to the Chairman of the Meeting establishing his or her identity. If a Shareholder is a corporation or an entity other than an individual, then the duly authorized officer or representative of the corporation or other entity must deliver to the Chairman of the Meeting the original or a notarial copy of the instrument empowering such person to attend the Meeting and vote on behalf of the Shareholder. Such documentation shall be in a form acceptable to the Chairman of the Meeting in his or her discretion.

ADVICE TO NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

Only Shareholders whose names appear on our records or validly appointed proxyholders are permitted to vote at the Meeting. Shareholders are considered to be “non-registered” shareholders if their Common Shares are registered in the name of a nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan or a clearing agency such as CDS Clearing and Depository Services Inc. (a “**Nominee**”). If you purchased your Common Shares through a broker, you are likely a non-registered Shareholder.

Non-registered Shareholders who have not objected to their Nominee disclosing certain ownership information about themselves to us are referred to as “NOBOs”. Those non-registered Shareholders who have objected to their Nominee disclosing ownership information about themselves to us are referred to as “OBOs”.

In accordance with securities regulatory policy, we have distributed copies of a notice-and access notification and the form of proxy or voting instruction form, directly to the NOBOs and to the Nominees for onward distribution to the OBOs. These materials are being sent to both registered and non-registered Shareholders. If you are a non-registered owner, and we or our agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

Nominees are required to forward the materials to each OBO unless the OBO has waived the right to receive them. Common Shares held by Nominees can only be voted in accordance with the instructions of the non-registered Shareholder. Materials sent to non-registered holders who have not waived the right to receive Meeting materials are accompanied by a request for voting instructions (a “**VIF**”). By returning the VIF in accordance with the instructions noted on it, a non-registered Shareholder is able to instruct the registered Shareholder or Nominee how to vote on behalf of the non-registered Shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit non-registered Shareholders to direct the voting of the Common Shares which they beneficially own. If a non-registered holder of Common Shares who receives a VIF wishes to attend the Meeting or to have someone else attend on his, her or its behalf, the non-registered Shareholder should insert his, her or its name or the name of the person attending the Meeting in the space provided on the VIF and return the completed VIF in accordance with the instructions therein. Unless prohibited by law, the person whose name is written in the space provided on the VIF (the “**Appointee**”) will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out herein or on the VIF. Non-registered holders of Common Shares should consult a legal advisor if they wish to modify the authority of the Appointee in any way. The Appointee must attend the Meeting in order for the Common Shares held by such non-registered holder to be voted.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value and an unlimited number of preferred shares. As of the Record Date, there were a total of 13,422,323 Common Shares issued and outstanding and no preference shares outstanding. Each Common Share outstanding on the Record Date carries the right to one vote at the Meeting.

Only registered Shareholders of Common Shares as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting. On a show of hands, every Shareholder and proxy holder will have one vote and, on a poll, every Shareholder present in person or represented by proxy will have one vote for each Common Share held.

To the knowledge of the Company's directors and executive officers, as of May 1, 2014, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares, other than as set forth below:

Name ⁽¹⁾	Number of Common Shares	Percentage of Issued and Outstanding Common Shares ⁽²⁾
Myles Bartholomew	5,833,333	43.5%
Cybernorth Ventures Inc. ⁽³⁾	666,667	5.0%
Pilkington Capital Corporation ⁽³⁾	2,166,667	16.1%

Notes:

(1) The above information is based upon information supplied by the Transfer Agent and the Company's management.

(2) Based on 13,422,323 Common Shares issued and outstanding on May 1, 2014.

(3) Cybernorth Ventures Inc. and Pilkington Capital Corporation are companies controlled and directed by Mr. Gary Bartholomew, the Company's Executive Chairman.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

No director or executive officer of the Company who was a director or executive officer at any time since the beginning of the Company's last financial year, or any associate or affiliates of any such directors or officers, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

ELECTION OF DIRECTORS

The board of directors (the "**Board**") currently consists of four Directors and the Board has been set at four Directors. All of the four Directors are standing for re-election, namely, Messrs. Gary Bartholomew, Myles Bartholomew, Doug Beynon and Eric Leslie. Management does not contemplate that any of the nominees will be unable to serve as a Director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority will be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons identified by management in place of any nominee or nominees unable to serve. Each Director elected will hold office until the close of the first annual meeting of Shareholders of the Company following his election or until his successor is duly elected or appointed by virtue of his office becoming earlier vacated in accordance with the by-laws of the Company.

Nominees

The following table lists certain information concerning the persons proposed to be nominated for election as Directors of the Company. The information contained in the table with respect to Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by the nominees, is in each instance based upon information furnished by the nominee concerned and is as at

May 1, 2014. **Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote for the election of nominees set forth below.** The Company is required to have an Audit Committee. The Company also has a Compensation/Human Resources and Governance Committee.

<u>Name and Municipality of Residence</u>	<u>Position with the Company</u>	<u>Principal Occupation</u>	<u>Director Since</u>	<u>Number of Shares Owned or Controlled</u>	<u>Percentage of Voting Shares Owned or Controlled</u>
Gary Bartholomew ⁽¹⁾⁽²⁾⁽³⁾ Toronto, Ontario	Director	Entrepreneur and Chairman of MXM and the Company	December 19, 2013	2,833,334 ⁽⁴⁾	21.1%
Myles Bartholomew Waterloo, Ontario	Director, President and CEO	Entrepreneur, President and CEO of the Company	January 8, 2014	5,833,333 ⁽⁴⁾	43.5%
Doug Beynon ⁽¹⁾⁽²⁾ Waterloo, Ontario	Director	Founder and Chair of the Advisory Council of Conrad Business Entrepreneurship and Technology Centre, Co-CEO Square Foot Media Inc. and Co-CEO of Brandlogo Communications Inc., Chair of BLOOM (formerly the Ontario Centre for Environmental Technology Advancement - OCETA)	December 19, 2013	-	-
Eric Leslie ⁽¹⁾⁽²⁾ Calgary, Alberta	Director	President of Merchant Equities Capital Corp., CEO of Waterford Battery Systems Inc., Director of Canadian Quantum Energy Corporation, Director of Open Source Health Inc.	December 19, 2013	-	-

Notes:

- (1) Current member of the Audit Committee
- (2) Current member of the Compensation/Human Resources and Governance Committee
- (3) Executive Chairman of the Board
- (4) Mr. Bartholomew has control and direction over the shares reported above through Cybernorth Ventures Inc. and Pilkington Capital Corporation.

Additional biographical information regarding the nominees of the Company:

Gary Bartholomew is the Executive Chairman of the Board of the Company, guiding the senior management team at the Company and its wholly owned subsidiary MXM Nation Inc. (“**MXM**”). Gary is an experienced entrepreneur with a proven track record of success, and has successfully established and operated MXM since its incorporation and has been responsible for managing the operations of MXM in

the role of chief executive officer prior to February 2013. He has considerable operational experience and technical knowledge of social network portal websites and search engines. Additionally, Gary is a founding Advisor to the Masters In Business, Entrepreneurship and Technology program at the Conrad Centre, University of Waterloo, and Department of Engineering. In addition to his advisory role in the MBET program, Mr. Bartholomew is also a founding advisor of the University of Waterloo's Stratford Campus School of Global Business and Digital Arts. Gary takes an active role in mentoring technology based start-ups in the Waterloo area.

Myles Bartholomew has been responsible for managing the operations of the Company, and its wholly-owned subsidiary MXM in the role of chief executive officer. He has considerable technical knowledge of social network portal websites and search engines. He has developed the sponsorship platform since 2006 from a trackside promotional and engagement model to an online system. With over 6 years of sponsorship experience he has transitioned the concept to social networking and has designed a scalable cloud based platform. Currently, he is completing an undergraduate degree at the University of Waterloo.

Douglas Beynon is an experienced entrepreneur. Doug was appointed Entrepreneur-in-Residence at the Conrad Business, Entrepreneurship and Technology Centre in 2009 where he served as founder and Chair of the Advisory Council (2003-2009) and continues to serve as an active member of the Advisory Council. Doug is also a board member of the following organizations: Electrical Contracts Ltd, xRM Global Inc., Ubiquity Solar Inc., PinPoint Cayman Holdings Inc.; Dean's Advisory Council, Faculty of Engineering, University of Waterloo; Waterloo Stratford Campus Advisory Council, University of Waterloo; Advisory Board Member, Tangam Technologies Inc., Binnovate and Metalumen.

Eric M. Leslie founded Merchant Equities Capital Corp. in 1991. As principal of Merchant Equities he provides consulting management services primarily to early stage private and public companies. In August 2013, Eric became CEO of Waterford Battery Systems Inc., a private U.S. company that is advancing a new battery technology. Eric has over twenty years of experience serving as a director of both public and private companies. From November 2008 through to today, Eric has served as a director of Canadian Quantum Energy Corporation, a TSX Venture Exchange listed company. Eric is also a director of Open Source Health Inc., a CSE listed company.

Corporate Cease Trade Orders or Bankruptcies

Other than as set forth below, no proposed director, within 10 years before the date of this Information Circular, has been a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an "Order") and that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Other than as set forth below, no proposed director, within 10 years before the date of this Information Circular, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or

instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Gary Bartholomew was the Chairman and Chief Executive Officer of xRM Global Inc. ('xRM'), a company that was listed on the Toronto Stock Exchange Venture and subsequently delisted. In 2011, temporary cease orders were issued against xRM by the Ontario Securities Commission, Alberta Securities Commission and British Columbia Securities Commission for failure to file annual audited financial statements, annual management's discussion and analysis, and certification of annual filings for the year ended December 31, 2010 and interim unaudited financial statements, interim management's discussion and analysis, and certification of interim filings for the interim periods ended March 31, 2011, June 30, 2011 and September 31, 2011. xRM remains a reporting issuer but is not in good standing, as xRM is not current with its required regulatory filings.

Additionally, Gary Bartholomew was a director of Cervus Financial Group Inc. ("Cervus") which was subject to cease trade orders in December 2005 issued by the British Columbia Securities Commission and Ontario Securities Commission for failure to file the audited financial statements for the year ended September 30, 2005, management's discussion and analysis relating to the audited annual financial statements for the year ended September 30, 2005 and annual information form for the year ended September 30, 2005. The cease trade orders issued by both the British Columbia Securities Commission and Ontario Securities Commission were later revoked in February, 2006 upon filing of these records by Cervus. Mr. Bartholomew was not a director of the company at the time of issuance of the permanent cease trade order but was a director within a 12 month period before such event. Cervus thereafter filed for creditor protection under the Companies Creditors Arrangement Act ("CCAA") and sold its assets and shares pursuant to the creditor protection process.

From October 20, 2009 to present Doug Beynon has served as a director of xRM Global Inc. ('xRM'), a company that was formerly listed on the TSXV. In 2011, temporary cease orders were issued against xRM by the Ontario Securities Commission, Alberta Securities Commission and British Columbia Securities Commission for failure to file annual audited financial statements, annual management's discussion and analysis, and certification of annual filings for the year ended December 31, 2010 and interim unaudited financial statements, interim management's discussion and analysis, and certification of interim filings for the interim periods ended March 31, 2011, June 30, 2011 and September 31, 2011. xRM was then delisted from trading on the TSXV and remains a reporting issuer but is not in good standing, as xRM is not current with its required regulatory filings.

Eric Leslie joined the board of directors of Blue Horizon Industries Inc. ("BHI") in August 2011. On March 6, 2012, the Alberta Securities Commission issued a cease trade order against BHI for failure to file its interim financial statements for the interim period ended October 31, 2011 prepared in accordance with International Financial Reporting Standards. Eric M. Leslie resigned as a director of BHI on March 29, 2012. BHI was suspended from the CNSX and was subsequently delisted from trading.

Personal Bankruptcies

None of the Directors has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

Penalties and Sanctions

None of the Directors has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

PRESENTATION OF FINANCIAL STATEMENTS

The audited, consolidated financial statements of the Company for the year ended December 31, 2013 and the report of the auditors shall be placed before the Shareholders at the Meeting. No vote will be taken on the financial statements. The financial statements and additional information concerning the Company are available at www.sedar.com.

APPOINTMENT OF AUDITORS

At the Meeting, it is proposed to re-appoint MNP LLP, Chartered Accountants, as auditors of Company to hold office until the next annual meeting of Shareholders at such remuneration to be fixed by the Directors of Company. **Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote to approve the appointment of MNP LLP as the Company's auditors and to authorize the Directors to fix the auditors' remuneration.**

For the year ended December 31, 2013, fees for audit and audit related services provided by MNP LLP for Company were approximately \$45,500.

ARTICLES OF AMENDMENT

At the Meeting, the Shareholders will be asked to consider and, if thought appropriate, to pass a special resolution, the full text of which is set forth below (the "**Amendment Resolution**"), to amend the Letters Patent to remove the existing class of preference shares and create an unlimited number of Class A Preference Shares, issuable in series, an unlimited number of Class B Preference Shares, issuable in series and an unlimited number of Class C Preference Shares issuable in series and with the rights, privileges, restrictions and conditions more fully described in Appendix "A" attached hereto. The reasons for the Amendment are as follows:

1. The Company may need to raise additional capital in order to pursue its business objectives. Issuing preference shares is an equity vehicle by which the Company will be able to raise such additional capital.
2. Issuing preference shares offers provides the Company more flexibility in structuring financing options and also attracts shareholders looking for a fixed rate of return on their investment along with other privileges such as liquidation preference and redemption rights.
3. The directors of the Company believe that the Amendment is in the Company's best interests and recommend that the Shareholders approve the Amendment Resolution.

Unless a Shareholder has specifically instructed that the Common Shares represented by such proxy are to be voted against the Amendment, the persons named in the enclosed form of proxy will vote FOR the Amendment Resolution.

In order to be effected, the Amendment Resolution must be approved by the affirmative vote of not less than 66 2/3% of the votes cast at the Meeting or by proxy in respect of such special resolution.

Shareholders Approval of the Amendment Resolution

“WHEREAS:

- A. The Company was incorporated by Letters Patent dated March 8, 1965, as amended by Articles of Amendment dated March 6, 1979, as further amended by Articles of Amendment dated March 3, 1988, May 9, 1989, February 26, 1997, January 8, 1990 and January 8, 2014 (the “**Articles**”);
- B. The Company is currently authorized to issue an unlimited number of Common Shares and an unlimited number of preference shares.
- C. It is desirable to further amend the Articles by (i) removing the existing preference shares; and (ii) creating an unlimited number of Class A Preference Shares, issuable in series, an unlimited number of Class B Preference Shares, issuable in series and an unlimited number of Class C Preference Shares issuable in series new class of preference shares, (collectively, the “**Series Preference Shares**”).

BE IT RESOLVED as a special resolution that:

- 1. The Articles are hereby authorized to be amended by (i) removing the existing preference shares; and (ii) creating the Series Preference Shares, with such rights, privileges, restrictions and conditions as are more fully described in Appendix A to the Management Information Circular of the Company dated May 1, 2014.
- 2. Any director or officer of the Company is hereby authorized for, on behalf of and in the name of the Company and as the corporate act of the Company to execute and deliver, under common seal or otherwise, the articles of amendment and all such other instruments, certificates, documents, directions, notices, acknowledgments and receipts contemplated hereby and to perform and to do all such other acts and things necessary or desirable in connection with the foregoing.
- 3. Notwithstanding that this special resolution has been duly passed by the shareholders of the Company, the Board of Directors of the Company is hereby authorized in its sole discretion to revoke this special resolution without further approval of the shareholders of the Company at any time prior to the endorsement by the Director under the *Business Corporations Act* (Ontario), of a certificate of amendment of articles in respect of the amendments referred to above.”

EXECUTIVE COMPENSATION

Under applicable securities legislation, the Company is required to disclose certain financial and other information relating to the compensation of its Chief Executive Officer, Chief Financial Officer and SponsorsOne’s other Named Executive Officers. A summary of salary and other annual compensation earned by the Named Executive Officers for the most recently completed financial year, the year ended December 31, 2012, and, the year ended December 31, 2011 is set out in the “Summary Compensation

Table”. Other than the Chief Executive Officer and Chief Financial Officer, there are no other executive officers, or individuals acting in similar capacity of the Company that would otherwise qualify for inclusion in the discussions below.

Principles of Executive Compensation

The Company believes in linking an individual’s compensation to his or her performance and contribution as well as to the performance of the Company as a whole. The primary components of the Company’s executive compensation are base salary and option-based awards. The Compensation/Human Resources and Governance Committee believes that the mix between base salary and incentives must be reviewed and tailored to each executive based on their role within the organization as well as their own personal circumstances. The overall goal is to successfully link compensation to the interests of the shareholders. The following principles form the basis of the Company’s executive compensation program:

1. align interest of executives and shareholders;
2. attract and motivate executives who are instrumental to the success of the Company and the enhancement of shareholder value;
3. pay for performance;
4. ensure compensation methods have the effect of retaining those executives whose performance has enhanced the Company’s long term value; and
5. connect, if possible, the Company’s employees into principles 1 through 4.

Compensation Discussion and Analysis

The Compensation/Human Resources and Governance Committee is responsible for the Company’s compensation policies and practices. The Compensation/Human Resources and Governance Committee has the responsibility to review and make recommendations to the Directors concerning the compensation of the Directors and the Named Executive Officers, including the Chief Executive Officer, within the constraints of the agreement described under “Employment Contracts and Termination and Change of Control Benefits”. The Committee also has the responsibility to make recommendations concerning annual bonuses and grants to eligible persons under the Company’s stock option plan. The Compensation/Human Resources and Governance Committee also reviews and approves the hiring of executive officers.

Base Salary

The base salary level for the Named Executive Officers is established based on comparison to other Canadian publicly traded companies and the relative size of SponsorsOne. The Named Executive Officers have employment contracts which specify their respective base salary. The Compensation/Human Resources and Governance Committee assesses the base salary level of the CEO and will make recommendations for increases to the Board. The base salaries paid to Named Executive Officers which reflect any increases recommended by the CEO and approved by the Board are set out in the Summary Compensation Table.

Summary Compensation Table

The following table sets forth the compensation paid during or payable in respect of the financial years set out to the Chief Executive Officer, the Chief Financial Officer, and all of the other most highly compensated executive officers of the Company during 2013 who meet the applicable disclosure threshold (collectively, the “Named Executive Officers”).

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary \$</u>	<u>Share-Based Awards \$</u>	<u>Option-Based Awards \$</u>	<u>Non-Equity Incentive Plan</u>		<u>Pension Value \$</u>	<u>All Other Compensation \$</u>	<u>Total Compensation \$</u>
					<u>Annual Incentive Plans</u>	<u>Long-term Incentive Plans</u>			
Myles Bartholomew Chief Executive Officer ⁽¹⁾	2013	62,500	—	14,127	—	—	—	—	76,627
	2012	—	—	—	—	—	—	—	—
	2011	—	—	—	—	—	—	—	—
Mark Olson Chief Financial Officer	2013	23,323	—	13,495	—	—	—	—	36,818
	2012	—	—	—	—	—	—	—	—
	2011	—	—	—	—	—	—	—	—
Jack Greenberg Chief Executive Officer ⁽²⁾	2013	—	—	—	—	—	—	—	—
	2012	—	—	—	—	—	—	—	—
	2011	—	—	—	—	—	—	—	—

Notes:

- (1) Myles Bartholomew became Chief Executive Officer of the Company on December 19, 2013 and compensation noted herein includes funds paid to Myles Bartholomew as Chief Executive Officer of MXM, which acquired the Company by way of a reverse take-over transaction on December 19, 2013.
- (2) Ceased to be the Chief Executive Officer of the Company on December 19, 2013.

Option-Based Awards

The following table sets forth information concerning option-based awards and share-based awards granted by the Company to each of the named executive officers and that were outstanding as at December 31, 2013.

<u>Name</u>	<u>Option Based Awards</u>				<u>Share-Based Awards</u>	
	<u>Number of Securities Underlying Unexercised Options (#)</u>	<u>Option Exercise Price (\$)</u>	<u>Option Expiry Date</u>	<u>Value of Unexercised in-the-Money(1) Options (\$)</u>	<u>Number of Shares that have not Vested</u>	<u>Market or Payout Value of Share-based Awards that have not Vested (\$)</u>
Myles Bartholomew	50,000	0.15	Jan 1, 2023	42,500	-	-
	200,000	0.30	Jan 1, 2023	140,000	-	-
Mark Olson	50,000	0.30	July 1, 2023	35,000	-	-

Notes:

- (1) Unexercised “in-the-money” options refer to the options in respect of which the market value of the underlying securities as at the financial year end exceeds the exercise or base price of the option.

Incentive Plan Awards

The following table sets forth information concerning the value on vesting of all awards and the bonus payment during the year ended December 31, 2013 for each of the Named Executive Officers.

<u>Name</u>	<u>Option-Based Awards – Value Vested During the Year(1) (\$)</u>	<u>Share-Based Awards – Value Vested During the Year (\$)</u>	<u>Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)</u>
Myles Bartholomew	-	-	-
Mark Olson	-	-	-
Jack Greenberg	-	-	-

Notes:

(1) Based on the difference between the market price of options at the vesting date and the exercise price.

Composition of the Compensation Committee

As at December 31, 2013, the Company's Compensation/Human Resources and Governance Committee is comprised of the following individuals: Gary Bartholomew (Chair), Doug Beynon and Eric Leslie. None of the current members is or was during fiscal 2013, an employee of the Company or any of its subsidiaries other than Gary Bartholomew. No current member of the Compensation/Human Resources and Governance Committee is, or during fiscal 2013 was, indebted to the Company or any of its subsidiaries, or to any other entity where such debt is supported by a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries. No member of the Compensation/Human Resources and Governance Committee has, or had during fiscal 2013, any material interest in any transaction that has materially affected or would materially affect the Company or any of its subsidiaries other than Gary Bartholomew.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth, as of December 31, 2013, information concerning securities authorized for issuance under equity compensation plans.

<u>Plan Category</u>	<u>Number of Securities to be issued upon exercise of outstanding options, warrants and rights</u>	<u>Weighted average exercise price of outstanding options, warrants and rights</u>	<u>Number of securities remaining available for future issuance under equity compensation plans</u>
Equity compensation plans previously approved by security holders.....	1,385,000	0.27	623,348
Equity compensation plans not previously approved by security holders.....	-	-	-
Total.....	1,385,000	0.27	623,348

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company has entered into an agreement with Myles Bartholomew as of January 1, 2013 (“**MB Agreement**”) for an indefinite term. The MB Agreement is terminable by the Company in the event of bankruptcy, breach of the MB Agreement, or for “Cause” which includes gross negligence, gross insubordination, chronic culpable absenteeism or lateness (other than for disability under the *Human Rights Code*) and other conduct incompatible with continued services, or by either party upon 6 months’ written notice. In the event of termination of Myles’ employment in the role as a Chief Executive Officer, Myles is entitled to remain as an advisor or consultant of the Company in order to retain the options granted and vested.

The Company has entered into a Board of Directors Services Agreement with Gary Bartholomew dated January 1, 2013 for a term of one year, and automatically renewable for successive one year terms, unless notice of non-renewal is provided by the Company or Gary. Gary has also entered into a stock option agreement with the Company dated January 1, 2013 pursuant to which in the event of termination, all unvested options shall be immediately forfeited and vested options shall terminate and cease to be exercisable on the earlier of January 1, 2023 and (i) in the case of termination without cause, within 60 days after the termination date; (ii) in the event of death, within one year after the death; (iii) in the case of permanent incapacity or retirement, subject to any human rights laws, within 180 days after the termination date, and in all other cases the termination date.

DIRECTORS COMPENSATION

The following table sets forth all compensation provided to each director of the Company (other than NEOs) for the financial year ended December 31, 2013:

<u>Name</u>	<u>Fees Earned</u>	<u>Share- based Awards</u>	<u>Option- based Awards</u>	<u>Non-equity Incentive Plan Compensation</u>	<u>All Other Compensation</u>	<u>Pension</u>	<u>Total</u>
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Gary Bartholomew(1)	120,000	-	5,949	-	-	-	125,949
Doug Beynon ⁽²⁾	-	-	5,576	-	25,000	-	30,576
Eric Leslie	-	-	2,974	-	-	-	2,974

Notes:

(1) Paid to 2120315 Ontario Inc., a corporation controlled by Mr. Bartholomew. Mr. Bartholomew received compensation in his capacity as executive chairman and does not receive a retainer or meeting fees in his capacity as a director.

(2) Paid to 2241587 Ontario Limited, a corporation controlled by Mr. Beynon. Mr. Beynon received fees in an advisory capacity during the year.

Option-Based Awards

The following table sets forth information concerning option-based awards and share-based awards granted by the Company to each director of the Company (other than NEOs) outstanding as at December 31, 2013.

<u>Name</u>	<u>Option Based Awards</u>			<u>Share-Based Awards</u>		
	<u>Number of Securities Underlying Unexercised Options (#)</u>	<u>Option Exercise Price (\$)</u>	<u>Option Expiry Date</u>	<u>Value of Unexercised in-the-Money(1) Options (\$)</u>	<u>Number of Shares that have not Vested</u>	<u>Market or Payout Value of Share-based Awards that have not Vested (\$)</u>
Gary Bartholomew	100,000	0.15	Jan 10, 2023	85,000	-	-
Doug Beynon	100,000	0.30	Jan 1, 2023	70,000	-	-
Eric Leslie	50,000	0.15	Jan 1, 2023	42,500	-	-

Notes:

(1) Unexercised “in-the-money” options refer to the options in respect of which the market value of the underlying securities as at the financial year end exceeds the exercise or base price of the option.

Incentive Plan Awards

The following table sets forth information concerning the value on vesting of all awards and the bonus payment during the year ended December 31, 2013 for each director of the Company (other than NEOs).

<u>Name</u>	<u>Option-Based Awards – Value Vested During the Year(1) (\$)</u>	<u>Share-Based Awards – Value Vested During the Year (\$)</u>	<u>Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)</u>
Gary Bartholomew	-	-	-
Doug Beynon	-	-	-
Eric Leslie	-	-	-

Notes:

(1) Based on the difference between the market price of options at the vesting date and the exercise price.

INTEREST OF INFORMED PERONS IN MATERIAL TRANSACTIONS, MANAGEMENT CONTRACTS AND INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as described below, since January 1, 2013, no informed person of the Company, nominee for election as a Director, or any associate or affiliate of an informed person or nominee, has or had any material interest, direct or indirect, in any transaction or any proposed transaction, which has materially affected or will materially affect the Company or any of its subsidiaries:

During the year ended December 31, 2013, the Company entered into a reverse take-over transaction with MXM, pursuant to which the Company purchased all of the issued and outstanding shares of MXM.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Company or person who acted in such capacity in the last financial year of the Issuer, or any other individual who at any time during the most recently completed financial year of the Issuer was a director of the Company or any associate of the Company, is indebted to the Company, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

AUDIT COMMITTEE INFORMATION

National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) requires that every issuer must have an audit committee and a written charter that sets out the mandate and responsibilities of the audit committee. See Appendix B for the Company’s audit committee charter.

REPORT ON GOVERNANCE

The Company believes that adopting and maintaining appropriate governance practices is fundamental to a well-run company, to the execution of its chosen strategies and to its successful business and financial performance. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines* (the “**Governance Guidelines**”) of the Canadian Securities Administrators set out a list of non-binding corporate governance guidelines that issuers are encouraged to follow in developing their own corporate governance guidelines. The following disclosure is required by the Governance Guidelines and describes the Company’s approach to governance and outlines the various procedures, policies and practices that the Company and the Board have implemented to address the foregoing requirements.

Board of Directors

Of the Company’s nominees to the Board, two of the four (50%) are considered to be independent. The independent nominees for election as Directors are Mr. Doug Beynon and Mr. Eric Leslie.

Messrs. Gary Bartholomew and Myles Bartholomew are not considered to be independent under applicable securities laws because they are also executive officers and significant shareholders of the Company.

The independent Directors of the Company regularly hold meetings without members of management present.

The Chairman reports to the Board and shareholders and provides leadership to the Board in matters relating to the effective execution of all Board responsibilities and works with the CEO and senior management team to ensure that the organization fulfills its responsibilities to stakeholders including shareholders, employees, customers, governments and the public, and is required to establish procedures to govern the Board’s work including:

- scheduling meetings of the Board and its committees;
- chairing all meetings of the Board;
- encouraging full participation, stimulating debate, facilitating consensus and ensuring clarity regarding decision-making;

- developing the agenda for Board meetings with input from other Board members and management;
- ensuring proper and timely information is delivered to the Board;
- ensuring that the Board has appropriate administrative support; and
- addressing complaints, questions and concerns regarding Board matters.

Orientation and Continuing Education

The Company has an orientation program whereby new Directors will receive a comprehensive orientation from appropriate executives and staff regarding the business affairs of the Company. Particular aspects of operations are to be presented by the Company executives and staff, as part of the agenda of regular board meetings. Other continuing education events and events including best practices will be undertaken periodically. An education log, detailing seminar topics, attendance, mailing of educational supplemental materials is kept and presented for review at each meeting of the board of directors.

Nomination of Directors

The Board has established the Compensation/Human Resources and Governance Committee which has assumed responsibility for the appointment and assessment of Directors. The Compensation/Human Resources and Governance Committee is comprised of Messrs. Gary Bartholomew, Doug Beynon and Eric Leslie (Chair), of which Messrs Beynon and Leslie are considered independent.

The Board believes that its current composition is appropriate given the size of the Company and its current stage of development. While there are no formal criteria for Board membership, the Company attempts to attract and retain Directors with business knowledge and a particular knowledge of the industry in which the Company operates. As such, nominations would normally be the result of recruitment efforts and discussions amongst the Compensation/Human Resources and Governance Committee, prior to the consideration of the Board as a whole.

The Compensation/Human Resources and Governance Committee's primary role is to assist the Board in fulfilling its oversight responsibilities by, among other things, (i) assessing the effectiveness of the Board as a whole as well as the contribution of individual directors, (ii) assessing and improving the Company's governance practices, (ii) overseeing the recruitment and selection of new nominees for appointment to the Board, and (iii) orienting new directors.

The Compensation/Human Resources and Governance Committee's duties include (i) reviewing the size and composition of the Board, (ii) evaluating the competencies and skill of each director and of the Board as a whole, (iii) reviewing the Company's governance practices at least annually and recommending to the Board any changes to such practice that it considers appropriate, and (iv) reviewing the Board's committee structure on an annual basis and recommending to the Board any changes it considers necessary or desirable.

Board Mandate

See Appendix C for the Company's Board of Directors Charter.

OTHER MATTERS

The management of the Company knows of no other matters to come before the Meeting other than as set forth in the Notice of Annual and Special Meeting. However, if other matters which are not known to management should properly come before the Meeting, the accompanying instrument of proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

ADDITIONAL INFORMATION

Additional Information relating to the Company is available on SEDAR at www.sedar.com.

Shareholders may contact the Company at its office by mail at the address set out below to request copies of: (i) this Information Circular; and (ii) the Company's financial statements and the related Management's Discussion and Analysis (the "MD&A") which will be sent to the Shareholder without charge upon request. Financial information is provided in the Company's comparative financial statements and MD&A for its financial year ended December 31, 2013.

SponsorsOne Inc.
99 Randall Drive, Unit 2
Waterloo, Ontario L2V 1C5
Telephone: (519) 279-6793
Fax: (519) 279-6793 E-mail: info@sponsorsone.com

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved, and the delivery of it to each Shareholder entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

DATED at Toronto, Ontario, on the 1st day of May, 2014.

BY ORDER OF THE BOARD

(signed) *Myles Bartholomew*
President and Chief Executive Officer

APPENDIX A

CLASS A PREFERENCE SHARES, CLASS B PREFERENCE SHARES AND CLASS C PREFERENCE SHARES, ISSUABLE IN SERIES

The Class A Preference Shares, Class B Preference Shares and Class C Preference Shares, may, at any time, and from time to time, be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be fixed by the directors of the Company. The directors of the Company may, before issuance and subject as hereinafter provided, determine the designation, rights, privileges, restrictions, conditions attaching to the Class A Preference Shares, Class B Preference Shares and Class C Preference Shares including, without limiting the generality of the foregoing:

- (i) Whether any such shares shall be entitled to dividends, the rate, amount or method of calculation of any dividends, whether any dividends are to be cumulative, non-cumulative or partially cumulative and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which any such dividends shall accrue, provided always that dividends on each series of Series Preference Shares shall be non-cumulative;
- (ii) any right of redemption and/or purchase and the redemption or purchase prices and terms and conditions of any such right;
- (iii) any right of retraction vested in the holders of Class A Preference Shares, Class B Preference Shares and Class C Preference Shares of such series and the prices and terms and conditions of any such rights and whether any other rights of retraction may be vested in such holders in the future;
- (iv) any rights to receive the remaining property of the Company upon dissolution, liquidation or winding-up of the Company and the amount and preference of any such rights;
- (v) any voting rights;
- (vi) any conversion rights; and
- (vii) any other provisions attaching to any such series of Class A Preference Shares, Class B Preference Shares and Class C Preference Shares.
- (viii) The whole subject to the issue by the Registrar appointed under the *Business Corporations Act* (Ontario) (the “Act”) of a certificate of amendment in respect of articles of amendment in prescribed form to designate a series of Class A Preference Shares, Class B Preference Shares and Class C Preference Shares.

2. RANKING OF CLASS A PREFERENCE SHARES, ISSUABLE IN SERIES

The Class A Preference Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of liquidation, dissolution or winding

up of the Company, whether, voluntary or involuntary (to the extent that such rights are conferred on any such series) rank on a parity with the Class A Preference Shares of every other series to which such rights have been conferred and be entitled to preference over the Class B Preference Shares of any series, the Class C Preference Shares of any series and the Common shares. If any amount of cumulative dividends (whether or not declared) or any amount payable on any such distribution of assets constituting a return of capital in respect of the Class A Preference Shares of any series is not paid in full, the Class A Preference Shares of such series, shall participate rateably with the Class A Preference Shares of every other series in respect of all such dividends and amounts.

3. RANKING OF CLASS B PREFERENCE SHARES, ISSUABLE IN SERIES

The Class B Preference Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of liquidation, dissolution or winding up of the Company, whether, voluntary or involuntary (to the extent that such rights are conferred on any such series) rank on a parity with the Class B Preference Shares of every other series to which such rights have been conferred and be entitled to preference over the Class C Preference Shares of any series and the Common shares. If any amount of cumulative dividends (whether or not declared) or any amount payable on any such distribution of assets constituting a return of capital in respect of the Class B Preference Shares of any series is not paid in full, the Class B Preference Shares of such series, shall participate rateably with the Class B Preference Shares of every other series in respect of all such dividends and amounts.

4. RANKING OF CLASS C PREFERENCE SHARES, ISSUABLE IN SERIES

The Class C Preference Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of liquidation, dissolution or winding up of the Company, whether, voluntary or involuntary (to the extent that such rights are conferred on any such series) rank on a parity with the Class C Preference Shares of every other series to which such rights have been conferred and be entitled to preference over the Common shares. If any amount of cumulative dividends (whether or not declared) or any amount payable on any such distribution of assets constituting a return of capital in respect of the Class C Preference Shares of any series is not paid in full, the Class C Preference Shares of such series, shall participate rateably with the Class C Preference Shares of every other series in respect of all such dividends and amounts.

5. Notices and Voting

The holders of any share in a series of Class A Preference Shares, Class B Preference Shares and Class C Preference Shares shall not, as such, be entitled to receive notice of or to attend any meeting of the shareholders of the Company and shall not be entitled to vote at any such meeting (except where holders of a specified class or series of shares are entitled to vote separately as a class as provided in the Act. Notwithstanding the aforesaid restrictions, conditions or prohibitions on the right to vote, the holders of a

series of the Class A Preference Shares, Class B Preference Shares and Class C Preference Shares are entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Company or the sale, lease or exchange of all or substantially all the property of the Company other than in the ordinary course of business of the Company under Subsection 184(3) of the Act, as such subsection may be amended from time to time.

6. Liquidation, Dissolution and Winding-up

In the event of liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of the Common Shares shall be entitled to receive, subject to the prior rights, if any, of the holders of the Class A Preference Shares, Class B Preference Shares and Class C Preference Shares of any series, the remaining property and assets of the Company.

APPENDIX B

SPONSORSONE INC. (the “Corporation”) FINANCE and AUDIT COMMITTEE CHARTER

PART I. General

The Board of Directors of the Corporation (the “Board”) has established a Finance and Audit Committee (the “Committee”) to take steps on its behalf as are necessary to assist the Board in fulfilling its oversight responsibilities regarding:

- a. the integrity of the Corporation’s financial statements;
- b. the internal control systems of the Corporation;
- c. the external audit process;
- d. the internal audit and assurance process;
- e. risk management;
- f. investment opportunities and the raising of funds by the Corporation;
- g. the administration, financial reporting and investment activities of the pension plan(s);
- h. the Corporation’s compliance with legal and regulatory requirements, and
- i. any additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

PART II. Members

The Board will in each year appoint a minimum of three (3) directors as members of the Committee. All members of the Committee shall be non-management directors when the company no longer is an emerging issuer, until then at least a majority of non-management directors will be elected. In addition, the Committee will have an appropriate representation of independent directors, as required and defined by law, and all regulatory orders and exemption orders issued in respect of the Corporation by applicable securities regulatory authorities.

All members of the Committee shall be financially literate. While the Board shall determine the definition of and criteria for financial literacy, this shall, at a minimum, include the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

The Chief Executive Officer (“CEO”) of the Corporation and, to the extent the Chair of the Board is not otherwise a member of the Committee, the Chair, and all other directors who are not members of the Committee may attend all meetings of the Committee in an exofficio capacity and shall not vote. The CEO and other directors that are part of the management team shall not attend in-camera sessions.

PART III. Duties

The Committee shall have the following duties:

(a) Financial Reporting and Disclosure

1. **Audited Annual Financial Statements:** Review the audited annual financial statements, all related management discussion and analysis, (“MD&A”), and earnings press releases for submission to the Board for approval.
2. **Quarterly Review:** Following their review by the external auditor, review the quarterly financial statements, the related MD&A, and earnings press releases for submission to the Board for approval.
3. **Significant Accounting Principles and Disclosure Issues:** Review with management and the external auditor, significant accounting principles and disclosure issues, including complex or unusual transactions, highly judgmental areas such as reserves or estimates, significant changes to accounting principles, and alternative treatments under Canadian GAAP for material transactions. This shall be undertaken with a view to understanding their impact on the financial statements, and to gaining reasonable assurance that the statements are accurate, complete, do not contain any misrepresentations, and present fairly the Corporation’s financial position and the results of its operations in accordance with Canadian GAAP.
4. **Compliance:** Confirm through discussions with management and external auditors that Canadian GAAP and all applicable laws or regulations related to financial reporting and disclosures have been complied with.
5. **Legal Events:** Review any actual or anticipated litigation or other events, including tax assessments, which could have a material current or future effect on the Corporation’s financial statements, and the manner in which these have been disclosed in the financial statements.
6. **Off-Balance-Sheet Transactions:** Discuss with management the effect of any off-balance-sheet transactions, arrangements, obligations and other relationships with unconsolidated entities or other persons that may have a material current or future effect on the Corporation’s financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components or revenues and expenses.
7. **Other Disclosures:** Satisfy itself that adequate procedures are in place for the review of the Corporation’s public disclosure of financial information, other than the public disclosure of the information referred to in sections 1 and 2 above, and periodically assess the adequacy of those procedures.

(b) Oversight of Internal Controls

8. **Review and Assessment:** Review and assess the adequacy and effectiveness of the Corporation’s system of internal controls over financial reporting and management information systems through discussions with management, the Chief Financial Officer (“CFO”), and the external auditor.
9. **Oversight:** Oversee system of internal control, by:
 - a. Monitoring and reviewing policies and procedures for internal accounting, internal audit,

- financial control and management information;
 - b. Consulting with the external auditor regarding the adequacy of the Corporation's internal controls;
 - c. Reviewing with management its philosophy with respect to internal controls and, on a regular basis, all significant control-related findings together with management's response; and
 - d. Obtaining from management adequate assurances that all statutory payments and withholdings have been made.
10. **Fraud**: Oversee investigations of alleged fraud and illegality relating to the Corporation's finances.
11. **Complaints**: Review with management that appropriate procedures exist for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, and for the protection from retaliation of those who report such complaints in good faith.

(c) **External Audit**

12. **Appointment or Replacement**: Recommend to the Board appointment or replacement of the external auditor for the purposes of preparing or issuing an auditor's report and performing the audit. The Board, will consider the recommendation prior to submitting the nomination to the shareholders for their approval.
13. **Compensation**: Review with management, and make recommendations to the Board, regarding the compensation of the external auditor. In making a recommendation with respect to compensation, the Committee shall consider the number and nature of reports issued by the external auditor, the quality of internal controls, the size, complexity and financial condition of the Corporation, and the extent of internal audit and other support provided by the Corporation to the external auditor.
14. **Reporting Relationships**: The external auditor will report directly to the Committee.
15. **Performance**: Review with management, on a regular basis, the terms of the external auditor's engagement, accountability, experience, qualifications and performance. Evaluate the performance of the external auditor.
16. **Transition**: Review management's plans for an orderly transition to a new external auditor, if required.
17. **Audit Plan**: Review the audit plan and scope of the external audit with the external auditor and management, and consider whether the nature and scope of the planned audit procedures can be relied upon to detect weaknesses in internal controls, frauds or other illegal acts.
18. **Audit Plan Changes**: Discuss with the external auditor any significant changes required in the approach or scope of their audit plan, management's handling of any proposed adjustments identified by the external auditor, and any actions or inactions by management that limited or restricted the scope of their work.

19. **Review of Results:** Review, in the absence of management, the results of the annual external audit, the audit report thereon and the auditor's review of the related MD&A, and discuss with the external auditor the quality (not just the acceptability) of accounting principles used, any alternative treatments of financial information that have been discussed with management, the ramifications of their use and the auditor's preferred treatment, and any other material communications with management.
20. **Disagreements with Management:** Resolve any disagreements between management and the external auditor regarding financial reporting in a timely manner.
21. **Material Written Communications:** Review all other material written communications between the external auditor and management, including the post-audit management letter containing the recommendations of the external auditor, management's response and, subsequently, follow up identified weaknesses.
22. **Interim Financial Statements:** Engage the external auditor to review all interim financial statements and review, in the absence of management, the results of the auditor's review of the interim financial statements and the auditor's review of the related MD&A.
23. **Other audit matters:** Review any other matters related to the external audit that are to be communicated to the Committee under generally accepted auditing standards.
24. **Meeting with External Auditor:** Meet with the external auditor in the absence of management at least quarterly to discuss and review specific issues as appropriate as well as any significant matters that the auditor may wish to bring to the Committee for its consideration.
25. **Correspondence:** Review with management and the external auditor any correspondence with regulators or governmental agencies, employee complaints or published reports that raise material issues regarding the Corporation's financial statements or accounting policies.
26. **Independence:** At least annually, and before the external auditor issues its report on the annual financial statements, review and confirm the independence of the external auditor through discussions with the auditor on their relationship with the Corporation, including details of all non-audit services provided. Consider the safeguards implemented by the external auditor to minimize any threats to their independence, and take action to eliminate all factors that might impair, or be perceived to impair, the independence of the external auditor. Consider the number of years the lead audit partner has been assigned to the Corporation, and consider whether it is appropriate to recommend to the Board a policy of rotating the lead audit partner more frequently than every five years, as is required under the rules of the Canadian Public Accountability Board.
27. **Non-Audit/Audit Services:** Pre-approve any non-audit services to be provided to the Corporation and its subsidiaries, by the external auditor, with reference to compatibility of the service with the external auditor's independence. The Committee shall satisfy the pre-approved requirements in accordance with applicable laws, rules and regulations as adopted or in force or amended from time to time, including sections 2.4 and 2.6 of Multilateral Instrument 52-110 – Audit Committees.
28. **Hiring Policies:** Review and approve the hiring policies regarding partners, employees and former partners and employees of the present and former external auditor.

(d) Internal Audit and the Provision of Assurance

29. **Chief Financial Officer:** Review and approve the appointment, replacement or dismissal of the CFO. The CFO reports to the CEO administratively and to the Committee functionally.
30. **Assurance Activities:** Review with management and the CFO the mandate, staffing, plans, activities, and results of the Corporation's assurance providers to gain reasonable assurance that their activities are appropriately comprehensive, effective and coordinated with the external auditor.
31. **Assurance Findings:** Discuss the impact of any significant assurance findings, together with the appropriateness of management's response, on the adequacy and effectiveness of the Corporation's system of internal control.
32. **Meeting:** Meet with the CFO in the absence of management at least annually to discuss and review specific issues as appropriate as well as any significant matters that the auditor may wish to bring to the Committee for its consideration, including a discussion of any restrictions or limitations placed on the CFO with respect to scope of work or access to required information.

(e) Risk Management

33. **Adequacy of Policies and Procedures:** Review and assess the adequacy of the Corporation's risk management policies and procedures with regard to identification of the Corporation's principal risks annually, and review quarterly updates on these risks from the Executive Vice President of Treasury and Risk Management. Review and assess the adequacy of the implementation of appropriate systems to mitigate and manage the risks, and report regularly to the Board.

(f) Financial Planning and Investments

34. **Business Plan:** Review and recommend the Business Plan, including the annual Operating and Capital Budgets for submission to the Board for approval. Review periodic financial forecasts.
35. **Investment Opportunities:** Review and assess investment opportunities of a value exceeding management's authority, in accordance with procedures established by the Board from time to time.
36. **Guidelines and Policies:** Review and approve guidelines and policies for the investing of cash and marketable securities and review reports from management on the results of such investments against established benchmarks.
37. **Additional Funds for Investment:** Review and assess management's plans with respect to raising additional funds whether through debt or capital, in accordance with procedures established by the Board from time to time.

(g) Compliance

38. **Filings with Regulatory Authorities:** Review with management the Corporation's relationship with regulators, and the timeliness and accuracy of Corporation filings with regulatory authorities.

39. **Employee Code of Conduct:** Review the Corporation's Employee Code of Conduct and confirm that adequate and effective systems are in place to enforce compliance. Ensure the Employee Code of Conduct is disclosed in the Corporation's annual report or information circular at least every three years or following a material amendment. Alternatively, confirm with management that an up-to-date version of the Employee Code of Conduct is disclosed on the Corporation's website.

(h) Communication

40. **Communication Channels:** Establish and maintain direct communication channels with management, the CFO, the external auditor and the Board to discuss and review specific issues as appropriate.
41. **Coordination with Management:** The Committee will coordinate with management on audit and financial matters, and will:
- Meet privately with management at least quarterly to discuss any areas of concern to the Committee or management; and
 - Review expenses incurred by the Chair of the Board and CEO of the Corporation. Ensure that the CEO reviews all expenses incurred by direct executive reports of the CEO.

(j) Related Party Transactions

42. **Related Party Transactions:** Review with management all related party transactions and the development of policies and procedures related to those transactions.

(k) Board Relationship and Reporting

43. **Adequacy of Charter:** Review and assess the adequacy of the Committee Charter annually and submit such amendments as the Committee proposes to the Governance Committee.
44. **Disclosure:** Oversee appropriate disclosure of the Committee's Charter, and other information required to be disclosed by applicable legislation, in the Corporation's Annual Information Form and all other applicable disclosure documents.
45. **Reporting:** Report regularly to the Board on Committee activities, issues and related recommendations.

PART IV. Chair

The Board will in each year appoint the Chair of the Committee. The Chair shall have accounting or related financial expertise. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised.

PART V. Meetings

The Committee shall meet at the request of its Chair, but in any event it will meet at least four to six times a year. Notices calling meetings shall be sent to all Committee members, to the external auditors, to the CEO of the Corporation, to the Chair of the Board and to all other directors. The external auditor or any member of the Committee may call a meeting of the Committee.

PART VI. Quorum

A majority of members of the Committee, present in person, by teleconferencing, or by videoconferencing will constitute a quorum.

PART VII. Removal and Vacancy

A member may resign from the Committee, and may be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to be a director. The Board will fill vacancies in the Committee by appointment from among the independent directors of the Board in accordance with Section 2 of this Charter. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will exercise all its powers.

PART VIII. Experts and Advisors

The Committee may retain or appoint, at the Corporation's expense, such experts and advisors as it deems necessary to carry out its duties, and to set and pay their compensation. The Committee shall provide notice to the Governance Committee of its actions in this regard.

PART IX. Secretary and Minutes

The CFO of the Corporation, or such other person as may be appointed by the Chair of the Committee, will act as Secretary of the Committee. The minutes of the Committee will be in writing and duly entered into the books of the Corporation. The minutes of the Committee will be circulated to all members of the Board.

APPENDIX C

SponsorsOne Inc. (the “Corporation”)

BOARD CHARTER

PART I. Corporate Governance Guidelines

The Board of Directors of SponsorsOne Inc. (SponsorsOne) has adopted guidelines to promote effective functioning of the board and its various committees.

PART II. Role of the Board

The business affairs of SponsorsOne are managed by or under the direction of the board of directors in accordance with Canadian laws and regulations. It is the duty of the directors’ to exercise their business judgment in the best interests of SponsorsOne.

PART III. Board Structure

- (a) **Board size** – The size of the board will provide sufficient diversity among non-employee directors while facilitating discussions in which each director can meaningfully participate. The board size will be within the limits prescribed by SponsorsOne articles of incorporation which currently provide that the board may have no fewer than three and no more than ten directors.
- (b) **Independent directors** – The majority of the board will eventually consists of directors whom the board has determined to be independent. In general, an independent director must have no material direct or indirect relationship with SponsorsOne. While classified an emerging issuers, the Board will have no less than two independent directors.
- (c) **Election of directors** – All directors will stand for election at the annual general meeting of shareholders.
- (d) **Chairman and Chief Executive Officer** – The board believes that the Chairman and CEO roles should be separate and not combined. While the Chairman may act in the executive role, the CEO will be responsible and accountable for all business strategy and performance.
- (e) **Experience and term limits** – The SponsorsOne board believes experience is a valuable asset in the operation of its business. Accordingly, it is appropriate that at least two of the directors have experience as professional directors with public company experience. Elections to the board are not subject to term limits, except as a result of a director reaching the boards mandatory retirement age of 70.
- (f) **Nominations** – The human resource committee of the board will nominate a slate of director candidates for election at each annual meeting of shareholders and the board will elect directors to fill vacancies created as a result of any increase in the size of the board, between annual meetings. The nominations and the governance committees of the board will review and update the selection and tenure guidelines for directors from time to time and make recommendations to the board as appropriate.

- (g) **Orientation and Continuing Education** – New directors will receive a comprehensive orientation from appropriate executives and staff regarding the business affairs of SponsorsOne with quarterly scheduled seminars on topical business and technical issues. Such seminar schedule is published annually with the regular board meeting schedule. In addition, particular aspects of operations are to be presented by SponsorsOne executives and staff, as part of the agenda of regular board meetings. Other continuing education events and events including best practices will be undertaken periodically. An education log, detailing seminar topics, attendance, mailing of educational supplemental materials is kept and presented for review at each meeting of the board of directors.

PART IV. Board Meetings

- (a) **Number of regular meetings** – The board normally holds twelve regular meetings, four of which are detailed quarterly and additional meetings may be scheduled as required. Attendance is either by phone or in person, with the expectation that best effort be made to attend detailed quarterly meetings in person when requested. The meeting schedule is published in advance of the fiscal year.
- (b) **Agenda and briefing materials** – An agenda for each board meeting and briefing materials will to the extent practicable be distributed to each director approximately one week prior to each meeting. Briefing materials are concise, yet sufficiently detailed to permit directors to make informed judgments. The chair will normally set the agenda for board meetings. Any director may request the inclusion of specific items.
- (c) **Meeting attendance** – It is expected that every director will make their best effort to attend each board meeting and the meeting of any committee on which the director sits. Attendance in person is preferred, but attendance by teleconference is permitted with the exception of quarterly meetings.
- (d) **Director preparedness** – Each director should be familiar with the agenda for each meeting, have carefully reviewed all materials distributed in advance of the meeting, and be prepared to participate meaningfully in the meeting and to discuss all scheduled items of business.
- (e) **Confidentially** – The proceedings and deliberations of the board and its committees are confidential. Each director will maintain the confidentiality of information received in connection with responsibilities as a director.

PART V. Non-employee director executive session, internal and external services

- (a) **Executive sessions** - The non-employee directors, as deemed appropriate, may reserve time to conduct executive sessions following every board meeting in the absence of members of management to monitor and assess board processes and issues, and to communicate to management as appropriate the results of private discussions among non-employee directors. These meetings are chaired by Chair of the Finance and Audit Committee.
- (b) **Access to employees** – Non-employee directors will have full access to senior management and other employees on request to discuss the business affairs of the company. The board expects there will be regular opportunities for the directors to meet with the chief executive officer and other members of management in board and committee meetings and in other formal and informal settings.

- (c) **Services of outside consultants** - In order to effectively carry out its mandates, the board directly and through its committees is empowered to engage the services of outside consultants and other advisors as appropriate, and at the expense of the company, subject to board approval or the Finance and Audit Committee.

PART VI. Board self-evaluation

The board (and its committees) will annually evaluate its own performance and effectiveness with an objective of continuous improvements. To facilitate this process, the board will carry out a confidential survey using the questionnaire published by the Canadian Coalition on Corporate Governance or similar processes. Generally, board performance will be measured against the following key metrics, including:

- (a) The effectiveness with which the board functions, including satisfaction of board members regarding the functioning of the board.
- (b) The extent to which SponsorsOne carries out its responsibilities to shareholders, employees, customers, governments, and the public.
- (c) The quality of communications between the board and management, including satisfaction of members of management and board members regarding this communication.

PART VII. Committees of the Board

The board will appoint from among its non-employee members, the committees it determines are necessary or appropriate to conduct its business. Currently, the standing committees are: (i) finance and audit, (ii) Compensation/Human Resource and Governance. Committees are to be solely comprised of non-employee or independent directors. The charter, including various key responsibilities of each of these committees is set out in tabular form below. Each board committee will report to the full board on its activities, normally in the form of the minutes of proceedings. Other members of the board are entitled to attend the meetings of these committees unless they are requested not to attend. The non-members of the committee are not entitled to vote within these committees if they are in attendance.

PART VIII. General Responsibilities of the Board of Directors

The board is responsible for the stewardship of the company. In fulfilling its mandate, the board oversees major corporate plans including strategic plans, plans for management development and succession and plans for business development. The board monitors the integrity of internal controls, management information systems, systems and procedures to identify the principal risks assumed by the business and reviews interim and annual financial and operations results. General responsibilities in greater detail include:

- (a) Approve a mandate for the board and the chair of the board
- (b) Appoint a chair of the board
- (c) Appoint officers of the company, including the chief executive officer
- (d) Regularly evaluate the effectiveness and performance of the appointed officers in their management of the operations of the company and associated plans to cope with risks on which the company is exposed

- (e) Review the management succession plan and the human resources plan
- (f) Oversee employee compensation plans to ensure that they are consistent with sustainable achievement of business objectives, prudent management of operations and prompt ongoing assessments on the risks to which the company is exposed
- (g) Establish standards of business conduct and ethical behaviour of directors, officers and employees and ensure there is an ongoing process for ensuring compliance with these standards
- (h) Establish board committees and approve their mandates
- (i) Approve all major changes to the structure of the organization
- (j) Establish procedures for the approval of all significant acquisitions and major contracts and approve all significant acquisitions and major contracts outside the ordinary course of business,
- (k) Approve all policies, including those pertaining to corporate disclosure and communications, risk management, liquidity, funding management and capital management,
- (l) Oversee communications with shareholders, including interim and annual financial statements, filings with various securities authorities and shareholder meeting materials
- (m) Establish overall business objectives and consider whether they continue to be appropriate in the context of business opportunities being pursued
- (n) Approve management strategies and plans designed to pursue business objectives and ensure they continue to remain prudent in the context of the objectives of the business, the economic environment, available resources and reasonable achievability of results
- (o) Evaluate financial and operations results against budgets and forecasts in the context of business objectives, strategies and operations plans being pursued
- (p) Receive reports from board committees at least semi-annually
- (q) Declare dividends, approve stock buy-backs and new issuances of shares, including those associated with employee equity incentive programs
- (r) Monitor compliance documents filed with applicable regulators, including but not limited to the Ontario Securities Commission and the Canadian Stock Exchange and similar filings with other applicable authorities
- (s) Ensure there is an appropriate framework of controls in place and monitor ongoing reports on the adequacy and continuous improvement in such controls
- (t) Review systems plans and disaster recovery plans
- (u) Approve appointment of the external auditor as recommended by the finance and audit committee

Part IX. General Responsibilities of Board and the Board Committees

Board Committees & Members	Primary Responsibilities	Minimum Meetings per Year
<p><i>Chairman of the Board</i></p>	<ul style="list-style-type: none"> • The Chair of the Board reports to the Board and shareholders and provides leadership to the Board in matters relating to the effective execution of all Board responsibilities and works with the CEO and senior management team to ensure that the organization fulfills its responsibilities to stakeholders including shareholders, employees, customers, governments and the public. • Provide effective leadership so that the Board can function independently of management by ensuring that the Board meets regularly without management and that the Board may engage outside advisors as required subject to any approvals determined by the Board or the Finance and Audit Committee. • Establish procedures to govern the Board’s work including: <ul style="list-style-type: none"> • together with the Corporate Secretary, scheduling meetings of the Board and its committees; • chairing all meetings of the Board; • encouraging full participation, stimulating debate, facilitating consensus and ensuring clarity regarding decision-making; • developing the agenda for Board meetings with input from other Board members and management; • together with the Corporate Secretary, ensuring proper and timely information is delivered to the Board; • ensuring that the Board has appropriate administrative support; and • addressing complaints, questions and concerns regarding Board matters. • Ensure the Board fully exercises its responsibilities and duties and complies with applicable governance and other policies. • Meet or communicate regularly with the CEO regarding corporate governance matters, corporate performance and feedback from Board members • Act as a liaison between the Board and management. • Serve as advisor to the CEO and other officers. • Together with the Board’s Compensation/Human Resource and Governance Committee, establish appropriate committee structures, including the assignment of Board members and the appointment of committee chairs. • Ensure that adequate orientation and ongoing training programs are in place for Board members. • Together with the Board’s Compensation/Human Resource and Governance Committee, establish performance criteria for the Board and for individual Board members and co-ordinate the evaluation of performance and reporting against these criteria. <p>The Chair of the Board’s performance will be measured against the following key metrics:</p> <ul style="list-style-type: none"> • The effectiveness with which the Board functions, including satisfaction of Board members regarding the functioning of the Board. • The extent to which the Corporation carries out its responsibilities to shareholders, employees, customers, governments, and the public. 	<p>12</p>

	The quality of communications between the Board and management, including satisfaction of members of management and Board members regarding this communication.	
<u>Chief Executive Officer</u>	<ul style="list-style-type: none"> • The chief executive officer is accountable to the Board for achievement of corporate objectives within specified limitations and in accordance with performance objectives determined by the Board. • Provides vision and leadership for SponsorsOne • Develops and recommends corporate strategies, and business and financial plans for the approval of the Board • Executes the corporate strategy to achieve profitable growth and maximize shareholder value for SponsorsOne shareholders. • Manages SponsorsOne business operations in accordance with the strategic direction approved by the Board and within operational policies as determined by the Board, including: <ul style="list-style-type: none"> • Protection of the core business of SponsorsOne • Examination of selective new opportunities • Challenges management to set and achieve viable annual and long-term strategic and financial goals. • Monitors the performance of management against a set of initially agreed corporate objectives directed at maximizing shareholder value. • Recommends appropriate rewards and incentives for management. • Reports information from management to the board in a manner and time so that the Board may effectively monitor and evaluate corporate (operational and financial) performance against stated objectives and within executive limitations. • Reports to the Board on relevant trends, anticipated media and analyst coverage, material external or internal changes, and any changes in the assumptions upon which any Board decision or approval has previously been made. • Advises the Board if it is not in compliance with its own policies, or legal and/or regulatory requirements. • Provides the Board with all information and access that the Board may require in order to make informed decisions. • Reports in a timely manner any actual or anticipated non-compliance with any Board approved policy or decision. 	12
Finance and Audit	<ul style="list-style-type: none"> • The committee will eventually be comprised entirely of directors unrelated to the management of the company when the company is no longer classified an emerging issuer. • Recommend selection and compensation of external auditor to board • Meet with external auditor(s) on a regular basis • Review and approve expenditures to the external auditor in accordance with established policy • Monitor amounts paid to external auditors and other accounting and consulting firms • Approve mandate of the internal audit function and the process with which this discipline is to achieved • Receive and review all audit and other risk based reports and follow-up on management compliance plans thereon • Prior to release, review annual financial statements and audit results, related management discussion and analysis, annual report and press release • Prior to release, review quarterly financial statements and quarterly 	6

	<p>earnings statements, related management discussion and analysis and press release</p> <ul style="list-style-type: none"> • Review the framework of controls and various internal controls procedures in the context of underlying risks, applicable laws & regulations and company by-laws • Review related party transactions and matters where there is an actual or potential conflict of interest 	
Governance	<ul style="list-style-type: none"> • Develop, monitor and assess corporate governance guidelines and lead the implementation of governance guidelines • Make recommendations on size and composition of board to the Human Resource committee • Oversee the development of an external communications policy for the company • Review at least annually, policies and procedures with respect to capital management, liquidity, funding management, proceeds of crime, money laundering and the overall framework of internal controls • Review reports from the designated code of corporate conduct compliance officer and the corporate information disclosure review officer • Record and report potential conflicts of interest and the appropriate actions taken • Annually review with the CEO, the management succession plan along with the human resources development plan prior to presentation to the full board. 	2

<p>Human Resources</p>	<ul style="list-style-type: none"> • The committee will eventually be comprised entirely of directors unrelated to the management of the company when the Company no longer is classified as an emerging issuer. • Annually review and assess a detailed list of duties and responsibilities of the chief executive officer • Carry out a formal chief executive officer evaluation process and report results to the board • Adoption and review of major compensation plans, including board compensation • Approve compensation for executive officers and designated senior management • Administration of annual incentives, equity and long term incentive plans • Ensure that detailed job descriptions are maintained for all employees • Review quality of working life issues including harassment in the workplace situations • Review the company log of customer complaints • Along with the governance committee, develop a succession plan for the chair, the chief executive officer and the chair of board sub-committees 	<p>4</p>
	<ul style="list-style-type: none"> • Set criteria for the selection of directors and recommend nominees to the board of directors for election by shareholders • Evaluate board and board committee effectiveness and that of its incumbent candidates • Review arrangements involving the outsourcing of significant operations • Review business systems plans and disaster recovery plans • Annually review with the Chairman and the Chair of the Finance, Audit & Governance Committee, the development and succession for directors prior to presentation to the full board • Annually reviews with the Chairman and the Chair of the Finance, Audit and Governance Committee, the slate of directors to be presented for election by shareholders at the annual or special general meeting of shareholders 	<p>2</p>

Part X. Code of business conduct and ethics

SponsorsOne has adopted comprehensive standards of business conduct and implementation guidelines. The Board of Directors Code of Business Conduct includes an ethics compliance mandate and applies to all SponsorsOne directors, and sets forth the ethical and legal principles required to be followed in conducting business on behalf of the SponsorsOne. The Employee Code of Conduct sets forth a similar standard for officers and other employees. The objective of these Codes of conduct is to promote honest and ethical conduct, full and accurate reporting and compliance with applicable laws and regulations.

Part XI. Shares and shareholders

- (a) **Voting rights** – Each share of SponsorsOne common stock is entitled to one vote. The articles of incorporation will not impose voting requirements for actions by holders of common stock higher than the minimum requirements of Canadian law and will not restrict the ability of shareholders to act by written consent.
- (b) **Confidential voting** – In accordance with a decision previously adopted by the Board, a shareholder’s vote will be counted by the personnel of an independent transfer agency and will be kept confidential from management, unless special circumstances exist. For example, proxy cards may be forwarded to SponsorsOne management for comment, if a shareholder writes any comment on the card.

Part XII. Various risks

- (a) The operations of the company are subject to various risks, which are to be assessed on an ongoing basis including, but not limited to those pertaining to:
 - Deal flow as committed by the Mortgage Brokers
 - Operations
 - Credit quality
 - Liquidity
 - Interest rate changes
 - Capital market dynamics and ongoing availability of capital
 - Adequacy of capital to operate the business
 - Reputational risk
- (b) Management reports are to address the significance of these risks along with processes and procedures designed to improve understanding and where possible the mitigation of these risks in business operations.