

**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](http://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](http://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](http://www.sedar.com)).

**DATED** at Toronto, Ontario this 1<sup>st</sup> day of May, 2014.

**BY ORDER OF THE BOARD**

(signed) *Myles Bartholomew*

Myles Bartholomew

President and Chief Executive Officer