SponsorsOne Inc.

Management's Discussion & Analysis ("MD&A")

For the three months ended March 31, 2014

The MD&A of SponsorsOne Inc. ("SponsorsOne", "SPO" or the "Company") has been prepared by management of the Company as of May 28, 2014 and should be read in conjunction with the Company's audited financial statements and accompanying notes for the year ended December 31, 2013 and the listing statement dated December 19, 2013. The audited financial statements and notes thereto and this MD&A are presented in Canadian currency (unless otherwise noted) and were prepared in accordance with international financial reporting standards ("IFRS").

Forward-Looking Information

This MD&A contains certain forward-looking statements and information relating to the Company that is based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "may", "will", "anticipate", "plan", "intend", "estimate", "project", "continue", "believe", "estimate", "expect" and similar forward-looking terminology, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital and the estimated cost and availability of funding for the continued operation of the Company. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, all forward-looking statements address matters that involve known and unknown risks, uncertainties and other factors and should not be read as guarantees of future performance or results. Accordingly, there are or will be a number of significant factors which could cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual future results, performance or achievements to differ materially include, but are not limited to, our limited operating history, our reliance on key personnel, future capital needs, dependence on proprietary technology and limited protection thereof and general economic trends and international risk. The Company is subject to significant risks and any past performance is no guarantee of future performance. The Company cannot predict all of the risk factors, nor can it assess the impact, if any, of such risk factors on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results. This MD&A offers a brief overview of some of the risk factors to be considered in relation to the Company's business. This list may not be exhaustive and new risk factors may emerge from time to time. Please see the section "Risks and Uncertainties" for further information. We disclaim any intention or obligation to publicly update or revise any forward-looking statements after distribution of this MD&A, whether as a result of new information, future events or other circumstances, except as may be required pursuant to applicable securities laws.

Overview of the Business

Business Profile

SponsorsOne Inc. (formerly New International Infopet Systems Ltd., or "Infopet") was incorporated under the laws of the Province of Ontario on March 9, 1965. The primary office is located at 99 Randall Drive, Suite 2, Waterloo, Ontario, Canada, L2V 1C5.

MXM Nation Inc. ("MXM" or "MXM Nation") was incorporated on February 2, 2005 under the Business Corporations Act of Ontario, Canada. On December 19, 2013, MXM completed a reverse takeover transaction of Infopet. For accounting purposes, MXM is considered the acquirer and Infopet the acquiree.

MXM was created to support amateur athletes, specifically in Canadian motocross with sponsorship opportunities. In 2007 MXM launched its trackside sponsor promotion program in conjunction with a full support program; MXM signed 30 major sponsors to participate in the program during MXM's first full season. Sponsors recognize the benefits of promotion at a local level, within niche markets.

In 2009, social media was changing the dynamics of the advertising and promotion model. A major equipment manufacturer approached MXM to move the sponsorship model online so every athlete could participate. In response, MXM developed the xCredits online sponsorship engagement model and subsequently recognized that the online solution developed for motocross athletes and sponsors is a highly applicable and beneficial offering for the thousands of Vertical Social Networks ("VSN") in existence faced with the challenges of monetization, user engagement and return on investment for brands/advertisers. In light of recognizing this opportunity, the concept of SponsorsCloud – a platform for integration into any VSN to deliver the social sponsorship engagement and social commerce model – was developed.

Evaluating the disruptive technology innovation and the industry impact of the sponsorship engagement model, MXM pivoted its focus from the single solution for motocross athletes (B2C) to a robust B2B integrated platform for monetizing VSN by delivering social sponsorship engagement and social commerce between Brands (Sponsors) and Users. Subsequently, MXM rebranded itself as SponsorsOne in June 2013. In order to protect this technology innovation, MXM developed a major patent on Sponsorship Management within a Social Network and filed this patent as an international patent on September 20, 2013, and is currently working on drafting a second patent to be filed. MXM Nation will continue to have a presence as a vertical social network capturing the market for Canadian motocross athletes and Brands.

Strategies and Outlook

The Company is in the process of raising capital to execute its three pronged growth strategies and continued development of its disruptive xCredits social sponsorhip engine and the SponsorsCloud technologies.

SponsorsCloud and xCredits Model

SPO is powered by the SponsorsCloud platform and the xCredits sponsorship engagement currency and rewards engine, in combination addressing the social media marketing challenges faced by brands. SponsorsCloud is the platform that integrates with social networks and enables the delivery of the sponsorship engagement model to Brands and users. xCredits is the underlying currency and sponsorship engagement rewards engine that drives the sponsorship engagement model.

Historically, it has been difficult to earn and measure the return on investment and the impact of sponsorship marketing for Brands, aside from when dealing with the top high profile sponsored persons. It is also very challenging for the Brands to nurture one-on-one relationships and keep the sponsored person engaged and promoting the Brand. Frequently, sponsored persons never engage with the Brand again after the initial product/service support engagement. There has been limited ways to measure the impact of sponsorship and/or to determine if promotion of the Brand ever even occurred. To alleviate the challenges of sponsorship engagement (i.e. maintaining ongoing engagement with sponsored persons, no meaningful understanding of the return on investment, costs related to product/service and support given to the sponsored persons with no communication channel post sponsorship), MXM has developed the patent pending xCredits engagement model and is developing the SponsorsCloud platform.

The xCredits system establishes and nurtures a one-to-one relationship between Users and Brands and motivates the user to continuously engage with the Brands through social media. Sponsorship provides an immediate benefit to the User of a social network in the form of immediate discounts to the User from the Brand, set by the Brand. The Brand further engages the User by offering the incentive of xCredits whereby the User will be rewarded with xCredits for engaging with the Brand. Users work their way up to higher levels of sponsorship by continuously and authentically engaging with Brands through various social engagement activities online and in store promotion activities, all the while earning xCredits as a sponsorship reward and currency that can also be used for transactions with the sponsors through the system. The xCredits engine monitors all the activity of the User within the social network and based on criteria set by the Brand such as quantity, quality, and type of engagement related to a Brand (sponsorship program/campaign criteria), xCredits will be transferred from the Brand to the User representing sponsorship currency. The more points the User receives the higher the sponsorship discount levels the User will be entitled to in a tiered format set by the Brand. The xCredits can also be used to access special promotions/offers aside from the core sponsorship program.

The SponsorsCloud platform is being developed to also allow the User to perform ecommerce transactions with the Brands within the system, transfer xCredits to other users, and perform transactions offline in retail locations with discounts and/or offers earned with xCredits. As Users earn xCredits and reach higher sponsorship discount levels, the sponsored User can exchange their xCredits for products and services from their sponsoring brands in whatever channel works best for them, either direct from brand (online/in store) or from a retailer (online/in store).

In combination, SponsorsCard – the SPO mobile app that runs on all mobile devices – will be the primary device that the user of the social network engages with the brand so this can be in real time, anywhere, anytime and any way.

SPO will attract the global and national sponsors into the platform and manage these relationships and SPO will seek to acquire existing digital media marketing firms that have established relationships with major brands. The VSN also have opportunity and are encouraged to bring Brands specific to their network to the platform. The general categories of Brands are:

Global/National: These are the major corporation such as car rental, hotel, fuel, airline, drug prescription, services, office supplies, insurance, financial services, food, home repair, etc.

Regional: These are local product and service providers that may compete with the national sponsors but offer a higher level of local service. Their promotional strategy may be highly differentiated from the national sponsors.

Vertical: These sponsors are very specialized within the VSN and their topic of interest. For example extreme sports may have helmets and snow board manufacturers targeted specifically to this vertical.

The SPO platform will provide all the tools necessary for Brands, Users, and VSN to achieve their social media goals and objectives including earning an impressive return on investment from their social media efforts, which has proven to be very challenging to date in the social era. Brands are provided with an automated, data rich sponsorship platform to reach hundreds of millions of member accounts and thousands of social networks.

The system monitors and tracks and logs all of the relevant data of the system, specifically engagement activity of the User and Brands within the social networks, all of the movement of xCredits between users, brands, and across social networks. This data is then used to perform in-depth analysis and provide analytics reporting to the Brand in the form of marketing intelligence, which is invaluable for Brands. This is an essential component of the platform and this potential insight to be gained by the Brand is unlike any other social media analytics or marketing intelligence available because of the nature of the unique one-to-one social sponsorship engagement model and the data it produces.

The SPO sponsorship engagement and incentive model drives long-term user engagement and is the future of targeted online marketing within social networks in the social era. Sponsorship is the cornerstone to establishing a one-to-one connection between Brands and members of a social network. Dollar for dollar, Brands much prefer to spend their dollars on one-to-one promotion rather than on targeted display ads. Brands recognize the value of word-of-mouth, and the bragging rights Users associate with being sponsored. SPO facilitates this type of marketing in a highly innovative and disruptive manner; continuously connecting the brand and the User on a one-to-one basis through sponsorship while serving the VSN's best interest as well. The Sponsorship model applies to all VSN whereby social networks of all type can benefit from Sponsorship by using it to drive engagement with their Users and monetize their user base.

Expansion Strategy

SponsorsOne has a 3-pronged License, Build, and Buy strategic approach to rapidly build its business and establish its social sponsorship engagement platform as the industry standard for Brands to most effectively engage users in the social era.

1) License Strategy – License and Integrate the Social Sponsorship Engagement Platform: SponsorsCloud is designed for integration into existing VSN. These VSN are targeted to specific markets and interests with a highly engaged user base. While these networks are not necessarily large compared to Twitter or Facebook, they tend to have higher Revenue Per User (RPU) potential than these large consumer-based social networks.

VSN tend to have a smaller user base (between 100,000 to 1,000,000 members) but can usually demonstrate higher RPU. This is driven by higher user engagement and higher conversion to paid subscriptions with higher subscription costs. Further, the RPU through the sponsorship engagement model expects to generate significantly higher RPU than display ads.

Under this strategy, SPO will also seek to partner with major professional influencers who have a substantial number of followers in social media, and who can be considered a VSN of their own with all their followers. These professional influencers will typically have relationships established with major Brands, and Brands are greatly interested in accessing their followers. SPO will license and integrate the SPO platform in their web/mobile properties to monetize their followers.

Integration Revenue

It is anticipated that it will take about 2-3 months to integrate SponsorsCloud into an existing VSN, using the SponsorsOne integration services. The VSN will then begin their marketing programs to encourage user migration to sponsorship, engagement and conducting transactions. Integration fees may be applicable in certain instances and not in other depending on the licensing agreement.

License Revenue

SponsorsOne will bring a slate of national sponsors onto the platform that the VSN can offer to their community immediately with discounts in the 10% - 30% range. This brings immediate benefit to the members of the VSN, encouraging them to engage with xCredits for higher discounts and eventually to transact business among the members and the sponsors. In a licensing model, SponsorsOne will license the platform for a share of gross revenue from subscriptions and sponsorship. In addition, SPO will operate, maintain and support the social sponsorship and commerce Platform, and may charge a monthly fee based on the number of total users on the system.

Transaction Revenue

In addition, SponsorsBank will operate, maintain and support the xCredit transaction system within the SponsorsCloud platform. Revenue is generated from either a monthly fee, continuous on demand, or block purchases of xCredits for rewarding users on engagement activity.

2) Build Strategy: Build the Vertical Social Network: SponsorsOne can rapidly build a social network using its social sponsorship engagement platform and launch to the target user base using traditional social networking techniques. This is the case with the extreme sport's athletes, whereby MXM has established relationships with multiple sponsors, athletes and dealers to participate within the vertical. It is estimated that Extreme sports have 5 million amateur and professional athletes competing in local and international competitions around the world. These sports are very expensive and athlete support is critical. Most sponsorship programs offered by the major manufacturers and service providers are ad hoc and not very well organized and funded. The user engagement model and sponsorship incentives are designed to bring all athletes together with their sponsors and drive an economic model of support, both financially and socially.

SPO will continuously pursue opportunities to develop VSNs to capitalize on target market opportunities. SPO can virtually segment markets to create user clusters for Brands to target, and hence can create and monetize social network segments based on events, demographics, and virtual communities, etc.

Revenues will be derived from Brands paying to access and deliver targeted sponsorship promotion campaigns to these users in the form of a monthly fee, or continuous on demand, or block purchases of xCredits for rewarding users on engagement activity. Note that sponsorship revenue per VSN will vary depending on the number of users within the VSN.

3a) Buy Strategy 1: Acquire the Vertical Network: It is estimated that there are thousands of vertical social networks operating around the world with little to no revenue. Their user count is typically 100,000 to 5 million and their revenue sources are display advertising through Google or Yahoo and possibly a small subscription fee. The valuations on these VSN are low making them an ideal acquisition target in order to acquire more specific users that Brands can target. SponsorsOne will allow each Brand, national, regional and vertical to select the networks they wish to participate in, allowing one-to-one sponsorship