



**Sponsors
One™**

SPONSORSONE INC.

Unaudited Condensed Interim Consolidated Financial Statements

For the nine months ended September 30, 2014 and 2013

(Stated in Canadian dollars – unless otherwise noted)

Notice of No Auditor Review of Interim Financial Statements

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

SPONSORSONE INC.

Condensed Interim Consolidated Statements of Financial Position
(Unaudited)

| | Note | September 30, 2014 | December 31, 2013 |
|--|------|-----------------------|----------------------|
| Assets | | | |
| Current assets: | | | |
| Cash and cash equivalents | | \$ 11,293 | \$ 167,863 |
| Other receivables | 16 | 259,452 | 107,201 |
| Prepayments and deposits | | - | 21,417 |
| | | 270,745 | 296,481 |
| Investments | 17 | 10,000 | 10,000 |
| Capital assets | 5 | 157,856 | 168,119 |
| Intangible assets | 6 | 188,888 | 295,139 |
| | | \$ 627,489 | \$ 769,739 |
| Liabilities and Shareholders' Equity (Deficiency) | | | |
| Current liabilities: | | | |
| Accounts payable and accrued liabilities | | \$ 938,492 | \$ 465,130 |
| Current portion of long-term debt | 7 | 11,783 | 8,842 |
| | | 950,275 | 473,972 |
| Long-term liabilities | | | |
| Long-term debt | 7 | 173,617 | 183,300 |
| | | 1,123,892 | 657,272 |
| Shareholders' equity (deficiency) | | | |
| Share capital | 8 | 2,734,225 | 1,416,627 |
| Warrants | 9 | 770,354 | 948,551 |
| Share-based payment reserve | 10 | 286,904 | 86,178 |
| Accumulated deficit | | (4,287,886) | (2,338,889) |
| | | (496,403) | 112,467 |
| | | \$ 627,489 | \$ 769,739 |

Going concern – note 1

Approved by the Board

“Gary Bartholomew”
Director

“Doug Beynon”
Director

The accompanying notes are an integral part of these unaudited condensed interim financial statements

SPONSORSONE INC.

Condensed Interim Consolidated Statements of Comprehensive Loss
(Unaudited)

| | Note | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-----------|-------------------------------------|----------------|------------------------------------|----------------|
| | | 2014 | 2013 | 2014 | 2013 |
| Operating expenses: | | | | | |
| Marketing, general and administrative | \$ | 342,651 | 173,408 | \$ 1,420,296 | 375,458 |
| Research and development | | 296,124 | 55,403 | 399,695 | 92,725 |
| Depreciation | 5 & 6 | 39,553 | 39,396 | 118,398 | 106,115 |
| Loss before finance expense | | 678,328 | 268,207 | 1,938,389 | 574,298 |
| Finance expense | | 3,477 | 4,920 | 10,608 | 12,468 |
| Deferred income tax expense | | - | (96,983) | - | - |
| Net loss and comprehensive loss | \$ | 681,805 | 176,144 | \$ 1,948,997 | 586,766 |
| Weighted average number of common shares | | 15,664,291 | 9,166,668 | 14,372,730 | 9,166,668 |
| Loss per share - basic and diluted | \$ | 0.04 | 0.02 | \$ 0.14 | 0.06 |

The accompanying notes are an integral part of these unaudited condensed interim financial statements

SPONSORSONE INC.

Condensed Interim Consolidated Statements of Changes in Equity
(Unaudited)

| | Number of common shares | Share capital | Warrants | Share-based payment reserve | Deficit | Total |
|---|----------------------------|---------------------|-------------------|--------------------------------|-----------------------|---------------------|
| Balance at December 31, 2013 | 13,422,323 | \$ 1,416,627 | \$ 948,551 | \$ 86,178 | \$ (2,338,889) | \$ 112,467 |
| Shares issued for warrant exercise | 1,808,334 | 833,056 | (287,639) | - | - | 545,417 |
| Shares issued on private placement, net | 553,805 | 325,177 | 109,442 | | | 434,619 |
| Shares issued for debt settlement | 186,180 | 159,365 | | | | 159,365 |
| Share-based payments | - | - | - | 200,726 | | 200,726 |
| Net loss for the period | - | - | - | | (1,948,997) | (1,948,997) |
| Balance at September 30, 2014 | 15,970,642 | \$ 2,734,225 | \$ 770,354 | \$ 286,904 | \$ (4,287,886) | \$ (496,403) |

| | Number of common shares | Share capital | Warrants | Share-based payment reserve | Deficit | Total |
|---|----------------------------|-------------------|------------------|--------------------------------|-----------------------|-------------------|
| Balance at December 31, 2012 | 100 | \$ 1 | \$ - | \$ - | \$ (528,166) | \$ (528,165) |
| Shares issued on acquisition of intangible assets | 5,833,333 | 425,000 | - | - | - | 425,000 |
| Shares issued on private placements, net | 3,333,235 | 477,056 | 68,752 | | | 545,808 |
| Share-based payments | - | - | - | 257,943 | | 257,943 |
| Net loss for the period | - | - | - | | (586,766) | (586,766) |
| Balance at September 30, 2013 | 9,166,668 | \$ 902,057 | \$ 68,752 | \$ 257,943 | \$ (1,114,932) | \$ 113,820 |

The accompanying notes are an integral part of these unaudited condensed interim financial statements

SPONSORSONE INC.

Condensed Interim Consolidated Statements of Cash Flows
Nine month period ended September 30,
(Unaudited)

| | Note | 2014 | 2013 |
|---|-------|------------------|------------------|
| Cash flows from operating activities: | | | |
| Net loss for the period | | \$ (1,948,997) | \$ (586,766) |
| Adjustments for: | | | |
| Depreciation | 5 & 6 | 118,398 | 106,115 |
| Share-based compensation | 10 | 200,726 | 68,752 |
| Change in non-cash operating working capital | | | |
| Other receivables | | (152,251) | (40,393) |
| Prepayments and deposits | | 21,417 | (2,500) |
| Accounts payables and accrued liabilities | | 632,443 | 221,132 |
| | | (1,128,264) | (233,660) |
| Cash flows from financing activities: | | | |
| Proceeds from issuance of common shares, net | 9 | 434,620 | 150,000 |
| Proceeds from warrant exercise | 9 | 545,417 | - |
| Proceeds from due to shareholder | | - | 101,180 |
| Payment of long-term debt | 7 | (6,742) | 41,430 |
| | | 973,295 | 292,610 |
| Cash flows from financing activities: | | | |
| Purchase of capital assets | 5 | (1,601) | (1,600) |
| | | (1,601) | (1,600) |
| Increase (decrease) in cash and cash equivalents | | (156,570) | 57,350 |
| Cash and cash equivalents, beginning | | 167,863 | - |
| Cash and cash equivalents, end | | \$ 11,293 | \$ 57,350 |

The accompanying notes are an integral part of these unaudited condensed interim financial statements

SPONSORSONE INC.

Notes to the Condensed Interim Consolidated Financial Statements – Unaudited
Nine month period ended September 30, 2014 and 2013

1. NATURE OF OPERATIONS AND GOING CONCERN

SponsorsOne Inc. (formerly New International Infopet Systems Ltd., or “Infopet”) (the “Company” or “SponsorsOne”) 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”) 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. Additional information on the transaction is available in Note 4.

The Company is an early stage technology company developing a cloud based social sponsorship platform. This cloud-based platform called “SponsorsCloud” is designed to connect and facilitate one-to-one engagement between corporations to users within social networks.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of the business for the foreseeable future. Historically the Company has had operating losses, negative cash flows from operations and working capital deficiencies.

The Company has relied on financing from its shareholders and officers as well as equity raises to fund operations to date. There can be no assurance that adequate funding will be available in the future, or available under terms favourable to the Company. These uncertainties cast significant doubt upon the Company’s ability to continue as a going concern. These financial statements do not reflect adjustments or classifications which might be necessary if the Company was not able to continue as a going concern.

The Company is currently trying to address this via a private placement offering of up to \$3 million for common shares and warrants (Notes 8).

The Board of Directors approved the Company’s financial statements on November 26, 2014.

2. BASIS OF PRESENTATION

Basis of presentation

These financial statements have been prepared on a historical cost basis except for certain financial instruments that are measured at fair value, as detailed in the Company’s accounting policies.

Statement of Compliance

The Company’s condensed interim consolidated financial statements have been prepared in accordance with IAS 34, “Interim Financial Reporting”. These condensed interim consolidated financial statements do not include all notes of the type normally included within the annual financial report and should be read in conjunction with the audited financial statements of the Company for the year ended December 31, 2013, which has been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

Functional currency

The Company and its subsidiary’s functional currency, as determined by management, are Canadian dollars. These financial statements are presented in Canadian dollars.

SPONSORS ONE INC.

Notes to the Condensed Interim Consolidated Financial Statements – Unaudited
Nine month period ended September 30, 2014 and 2013

2. BASIS OF PRESENTATION (continued)

Consolidation

The financial statements of the Company include the accounts of the Company and its subsidiary. All intercompany transactions have been eliminated. Subsidiaries are consolidated from the date of acquisition, being the date on which the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities, and continue to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent, using consistent accounting policies in all material respects.

Use of estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

3. SIGNIFICANT ACCOUNTING POLICIES

These condensed interim consolidated financial statements have been prepared following the same accounting policies used in the preparation of the audited financial statements of the Company for the year ended December 31, 2013.

4. REVERSE TAKEOVER TRANSACTION

On December 19, 2013, MXM completed a reverse takeover of Infopet (the "Transaction"). Infopet acquired all of the issued and outstanding shares of MXM by issuing one unit for each MXM common share held. Each unit consisted of one common share of Infopet and one-half warrant exercisable at \$0.65 for one common share of Infopet, expiring one year from the date of the transaction.

Each of the stock options and warrants to purchase common shares of MXM were exchanged and retain all original terms but are now exercisable for one common share of Infopet. After closing of the Transaction, the name of the Company was changed to SponsorsOne Inc.

This Transaction has been accounted for as a reverse acquisition that does not constitute a business combination. For accounting purposes, these financial statements reflect a continuation of the financial position, operating results and cash flows of the Company's legal subsidiary, MXM.

SPONSORSONE INC.

Notes to the Condensed Interim Consolidated Financial Statements – Unaudited
 Nine month period ended September 30, 2014 and 2013

5. CAPITAL ASSETS

| | | Computer equipment | | Marketing vehicles | | Total |
|--------------------------------------|-----------|-----------------------|-----------|-----------------------|-----------|----------------|
| Cost | | | | | | |
| At December 31, 2012 | \$ | 2,123 | \$ | 219,596 | \$ | 221,719 |
| Additions | | 1,601 | | - | | 1,601 |
| At December 31, 2013 | \$ | 3,724 | \$ | 219,596 | \$ | 223,320 |
| Additions | | 1,884 | | - | | 1,884 |
| Balance at September 30, 2014 | \$ | 5,608 | \$ | 219,596 | \$ | 225,204 |

Accumulated depreciation

| | | | | | | |
|--------------------------------------|-----------|--------------|-----------|---------------|-----------|---------------|
| At December 31, 2012 | \$ | 708 | \$ | 38,843 | \$ | 39,551 |
| Expense for the year | | 975 | | 14,675 | | 15,650 |
| At December 31, 2013 | \$ | 1,683 | \$ | 53,518 | \$ | 55,201 |
| Expense for the period | | 1,140 | | 11,007 | | 12,147 |
| Balance at September 30, 2014 | \$ | 2,823 | \$ | 64,525 | \$ | 67,348 |

Net book value

| | | | | | | |
|-----------------------|----|-------|----|---------|----|---------|
| At December 31, 2013 | \$ | 2,041 | \$ | 166,078 | \$ | 168,119 |
| At September 30, 2014 | \$ | 2,785 | \$ | 155,071 | \$ | 157,856 |

6. INTANGIBLE ASSETS

| | System architecture and design | Patent applications | Customer lists | Application code, design, branding | Total |
|---|--------------------------------------|------------------------|------------------|--|-------------------|
| Cost | | | | | |
| At December 31, 2012 | \$ - | \$ - | \$ - | \$ - | \$ - |
| Additions | 200,000 | 150,000 | 25,000 | 50,000 | 425,000 |
| At December 31, 2013 and June 30, 2014 | \$ 200,000 | \$ 150,000 | \$ 25,000 | \$ 50,000 | \$ 425,000 |

Accumulated depreciation

| | | | | | |
|---------------------------------|-------------------|------------------|------------------|------------------|-------------------|
| At December 31, 2012 | \$ - | \$ - | \$ - | \$ - | \$ - |
| Expense for the year | 61,111 | 45,833 | 7,639 | 15,278 | 129,861 |
| At December 31, 2013 | \$ 61,111 | \$ 45,833 | \$ 7,639 | \$ 15,278 | \$ 129,861 |
| Expense for the period | 50,001 | 37,500 | 6,249 | 12,501 | 106,251 |
| Balance at June 30, 2014 | \$ 111,112 | \$ 83,333 | \$ 13,888 | \$ 27,779 | \$ 236,112 |

Net book value

| | | | | | |
|----------------------|------------|------------|-----------|-----------|------------|
| At December 31, 2013 | \$ 138,889 | \$ 104,167 | \$ 17,361 | \$ 34,722 | \$ 295,139 |
| At June 30, 2014 | \$ 88,888 | \$ 66,667 | \$ 11,112 | \$ 22,221 | \$ 188,888 |

The Company purchased property with a value of \$425,000 in exchange for the issuance of 5,833,333 common shares during the nine months ended September 30, 2013.

SPONSORSONE INC.

Notes to the Condensed Interim Consolidated Financial Statements – Unaudited
Nine month period ended September 30, 2014 and 2013

7. LOANS PAYABLE

In February 2007, a company controlled by an officer of the Company entered into a loan agreement for the purchase of equipment. As the Company holds an exclusive use agreement over the equipment, which was obtained for the benefit of the Company, and the Company has agreed to pay for all reasonable costs associated with using and financing the equipment, the equipment and corresponding loan obligation are recorded on the Company's records. The loan amount was \$42,043, maturing February 2023 bearing interest at 6.69%. The loan was refinanced at 7.71% for another five years effective February 2012. The equipment serves as collateral for the loan. As at September 30, 2014 the balance of this loan was \$28,032 (December 31, 2013 – \$29,525).

In March 2011, an officer of the Company entered into a loan agreement for the purchase of equipment. As the Company holds an exclusive use agreement over the equipment, which was obtained for the benefit of the Company, and the Company has agreed to pay for all reasonable costs associated with using and financing the equipment, the equipment and corresponding loan obligation are recorded on the Company's records. The loan amount was \$176,910, maturing February 2028 bearing interest at 7.64%. The loan was refinanced at 7.10% in August 2013, with the maturity date unchanged. The equipment serves as collateral for the loan. As at September 30, 2014 the balance of this loan was \$157,368 (December 31, 2013 – \$162,617).

The following table summarizes the payments and interest payable for the next five years:

| | September 30, 2014 | December 31, 2013 |
|--------------------------------|-----------------------|----------------------|
| Payments due within one year | 22,722 | 22,374 |
| Payments due years two to five | 90,888 | 89,497 |
| Total Interest paid | 56,956 | 60,506 |

8. SHARE CAPITAL

Common Shares

The Company is authorized to issue an unlimited number of common shares.

| | Number of common shares | Amount |
|---|----------------------------|---------------------|
| Balance at December 31, 2013 | 13,422,323 | \$ 1,416,627 |
| Shares issued – private placement | 553,805 | 470,680 |
| Shares issued – warrant exercise | 1,808,334 | 545,417 |
| Shares issued – debt settlement | 186,180 | 159,365 |
| Fair market value of warrants exercised | - | 287,639 |
| Fair market value assigned to warrants issued | - | (100,384) |
| Cost share issuance – cash | - | (36,060) |
| Cost of share issuance – non-cash | - | (9,059) |
| Balance at September 30, 2014 | 15,970,642 | \$ 2,734,225 |

SPONSORSONE INC.

Notes to the Condensed Interim Consolidated Financial Statements – Unaudited
Nine month period ended September 30, 2014 and 2013

8. SHARE CAPITAL (continued)

2014

Private Placement

In May 2014, the Company announced it intends to raise up to \$3,000,000 through a non-brokered private placement of up to 3,529,412 units at a price of \$0.85 per unit. Each unit will consist of one common share and one half of one common share purchase warrant. Each whole warrant will be exercisable for a common share at a price of \$1.10 for a period of 24 months from the date of close.

The Company may pay a cash finder's fee equal to up to 8% of the units sold, as well as issue finder warrants equal to 8% of the shares sold. Each finder warrant would be entitled to one common share at an exercise price of \$1.10 for a period of 24 months from the date of close.

During the quarter ended September 30, 2014, 553,805 Units were issued on this private placement for gross proceeds of \$470,680. The Company paid \$36,060 cash in commission and issued 19,648 broker warrants in connection to the issuance which has a fair market value of \$9,059. The fair market value of the 296,550 warrants issued is \$100,384.

Exercise of Warrants

In September 2014, 275,000 warrants were exercised for common shares for gross proceeds of \$85,417. \$42,589 was transferred from the Warrant reserve to share capital with respect to this warrant exercise.

In June 2014, 1,166,667 warrants were exercised for common shares for gross proceeds of \$350,000. \$186,451 was transferred from the Warrant reserve to share capital with respect to this warrant exercise.

In March 2014, 366,667 warrants were exercised for common shares for gross proceeds of \$110,000. \$58,599 was transferred from the Warrant reserve to share capital with respect to this warrant exercise.

Debt Settlement

During the quarter ended September 30, 2014, the Company issued 186,180 common shares to settle \$159,365 of debt.

2013

On February 5, 2013, the Company issued 5,833,333 common shares to an officer of the Company in exchange for the transfer of intangible property valued at \$425,000 (notes 6 & 13).

On February 12, 2013, the Company issued 1,666,567 common shares to companies controlled by an officer of the Company for consideration consisting of \$249,999 in advances and expenses paid on behalf of the Company (note 13).

On February 19, 2013, the Company issued 500,000 common shares and warrants exercisable at \$0.30 to a company controlled by an officer of the Company for consideration consisting of \$150,000 in advances and expenses paid on behalf of the Company (note 13). A value of \$79,483 was ascribed to the warrants.

SPONSORSONE INC.

Notes to the Condensed Interim Consolidated Financial Statements – Unaudited
Nine month period ended September 30, 2014 and 2013

9. WARRANTS

Outstanding warrants:

| Expiry date | Number of warrants | Weighted average exercise price |
|--------------------------------------|--------------------|---------------------------------|
| December 19, 2015 | 395,764 | \$ 0.30 |
| December 19, 2015 | 750,000 | \$ 0.30 |
| December 19, 2015 | 2,367,335 | \$ 0.30 |
| December 19, 2014 | 5,825,340 | \$ 0.65 |
| December 19, 2015 | 686,667 | \$ 0.30 |
| July 4, 2016 | 290,250 | \$ 1.10 |
| August 28, 2016 | 6,300 | \$ 1.10 |
| Balance at September 30, 2014 | 10,321,656 | \$ 0.52 |

During the nine months ended September 30, 2014, 1,808,334 warrants were exercised for common shares for gross proceeds of \$545,417. \$287,639 was transferred from the Warrant reserve to share capital with respect to this warrant exercise.

The fair value of warrants were estimated using the Black-Scholes option pricing model under the following assumptions:

| | |
|---|--------------|
| Volatility - estimate based on comparable companies | 100% |
| Risk-free interest rate | 1.1% - 1.13% |
| Expected life (years) | 2.00 |
| Dividend yield | Nil |

During the nine months ended September 30, 2013, 1,716,668 warrants were issued to investors as part of a private placement. These warrants are exercisable into common shares at an exercise price of \$0.30 for a period of 2 years from the date of the reverse takeover transaction. These warrants were valued at \$257,943.

The fair value of warrants were estimated using the Black-Scholes option pricing model under the following assumptions:

| | |
|---|---------------|
| Volatility - estimate based on comparable companies | 100% |
| Risk-free interest rate | 1.97% - 2.57% |
| Expected life (years) | 2.00 |
| Dividend yield | Nil |

SPONSORSONE INC.

Notes to the Condensed Interim Consolidated Financial Statements – Unaudited
 Nine month period ended September 30, 2014 and 2013

10. STOCK OPTIONS

The Company adopted a stock option plan under which it is authorized to grant options to officers, directors, employees, and consultants enabling them to acquire up to 15% of the issued and outstanding common stock of the Company. The options granted can be exercised for a maximum of 10 years and vest as determined by the Board of Directors. The exercise price of each option may not be less than the fair market value of the common shares on the date of grant.

The option details of the Company are as follows:

| | Expiry date | Weighted average exercise price | Number of options |
|--------------------------------------|-------------------|---------------------------------|-------------------|
| Balance at December 31, 2013 | | \$ 0.27 | 1,385,000 |
| Granted - February 27, 2014 | February 27, 2024 | \$ 0.95 | 150,000 |
| Granted - May 15, 2014 | May 15, 2024 | \$ 0.87 | 100,000 |
| Granted - June 11, 2014 | June 11, 2024 | \$ 0.95 | 100,000 |
| Granted - August 28, 2014 | August 28, 2024 | \$ 1.00 | 300,000 |
| Forfeited | | \$ 0.30 | (500,000) |
| Balance at September 30, 2014 | | \$ 0.51 | 1,535,000 |

During the nine months ended September 30, 2014, the Company granted 650,000 stock options at an exercise price range of \$0.87 to \$1.00 per share for a period of 10 years from the date of grant. 160,000 of the options vested immediately. The remaining balance will vest as follows: 90,000 options on the first anniversary of the date of grant and 90,000 on the second anniversary of the date of grant. 60,000 options will vest in January 1, 2015 and another 60,000 will vest on January 1, 2016. 30,000 each will vest annually on August 1, 2015, 2016 and 2017. The remaining 100,000 options vest quarterly starting in August 2014.

During the nine months ended September 30, 2014, 500,000 previously issued options were forfeited.

Outstanding options as at September 30, 2014:

| Weighted average exercise price | Number of options | Weighted average remaining life (years) | Vested and exercisable |
|---------------------------------|-------------------|---|------------------------|
| \$ 0.15 | 300,000 | 8.45 | 300,000 |
| \$ 0.30 | 685,000 | 8.47 | 552,234 |
| \$ 0.87 | 100,000 | 9.63 | 25,000 |
| \$ 0.95 | 150,000 | 7.13 | 71,250 |
| \$ 1.00 | 300,000 | 9.92 | 90,000 |
| \$ 0.51 | 1,535,000 | 8.69 | 1,038,484 |

SPONSORSONE INC.

Notes to the Condensed Interim Consolidated Financial Statements – Unaudited
Nine month period ended September 30, 2014 and 2013

10. STOCK OPTIONS (continued)

The fair value of stock options used to calculate compensation expense is estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

| | February 14, 2014 | May 15, 2014 | June 11, 2014 | August 28, 2014 |
|---|-------------------|--------------|---------------|-----------------|
| Assumptions | | | | |
| Volatility - estimate based on comparable companies | 100% | 100% | 100% | 100% |
| Risk-free interest rate | 2.41% | 2.28% | 2.34% | 2.00% |
| Expected life (years) | 10.00 | 10.00 | 10.00 | 10.00 |
| Dividend yield | Nil | Nil | Nil | Nil |
| Forfeiture rate | 0% | 0% | 0% | 0% |
| Exercise price | \$ 0.85 | \$ 0.87 | \$ 0.89 | \$ 1.00 |
| Share price | \$ 0.95 | \$ 0.87 | \$ 0.95 | \$ 1.00 |

11. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS

Fair Value

The Company has determined that the carrying values of other receivables, short term investments, accounts payable and accrued liabilities and due to shareholder approximates their fair values due to the current nature of these instruments. The fair value of long-term debt is based on the discounted value of future cash flows under the current financial arrangements at the interest rate the Company expects to currently negotiate for loans with similar terms and conditions and maturity dates. The fair value of long-term debt approximates its carrying value due to the current market rates.

Credit Risk

Credit risk is the risk of financial loss to the Company if a counter party to a financial instrument fails to meet its payment obligations. The Company is exposed to credit risk with respect to its cash and cash equivalents and other receivables.

The Company's credit risk is primarily attributable to cash and HST recoverable. Management believes that the credit risk with respect to cash is remote as it maintains accounts with highly rated financial institutions and the Government of Canada.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying its financial obligations. The Company manages its liquidity risk by forecasting its operations and anticipating its operating and investing activities.

As described in note 1, the Company has disclosed certain conditions which may cast doubt about its ability to continue as a going concern.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

SPONSORSONE INC.

Notes to the Condensed Interim Consolidated Financial Statements – Unaudited
Nine month period ended September 30, 2014 and 2013

11. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

Interest rate risk

Interest rate risk consists of a) the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, and b) to the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Due to the short-term nature of the Company's financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values. The Company's long term debt has a fixed rate of interest, which are not up for renewal until 2023 and 2028 respectively.

Foreign currency risk

The Company is not exposed to any significant foreign currency risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

12. CAPITAL MANAGEMENT

The Company monitors its common shares, warrants and share-based payment reserve as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to maintain a flexible capital structure that optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest bearing investments with maturities of 365 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

There have been no changes to the Company's approach to capital management during the nine months ended September 30, 2014. The Company is not subject to externally imposed capital requirements.

SPONSORSONE INC.

Notes to the Condensed Interim Consolidated Financial Statements – Unaudited
Nine month period ended September 30, 2014 and 2013

13. RELATED PARTY TRANSACTIONS

| | September 30, 2014 | December 31, 2013 |
|---|-----------------------|----------------------|
| Due from a company controlled by a director | 1,300 | 2,300 |

The following table outlines the Company's related party transactions for the periods ending:

| | September 30, 2014 | March 31, 2013 |
|---|-----------------------|-------------------|
| Transfer of Intangible Property by an officer of the Company (note 6&9) | - | 425,000 |
| Shares issued to a company controlled by a director of the Company to settle expense reimbursement amounts due (note 9) | - | 399,999 |

As at September 30, 2014, the Company owed approximately \$222,240 (December 31, 2013 - \$34,364) to executive officers for outstanding consulting fees and expenses.

14. COMMITMENTS

The Company is committed to the rental of facilities. Future minimum lease payments are as follows: \$15,855 in 2014.

14. NFU ACQUISITION

The Company entered into a term sheet to acquire NFU Inc. ("NFU"), a Toronto-based digital marketing and creative agency. The Company intends to issue up to 1,000,000 shares at a price of \$0.90 per share for a total of \$900,000. These shares will be issued under the following schedule: 20% at closing, 20% six months after closing, 30% on the first anniversary of closing, and the remaining 30% issued eighteen months after closing. The final 30% tranche of shares will be subject to NFU meeting certain performance criteria.

The acquisition is conditional on board approval, regulatory approval, due diligence and the negotiation of definitive documentation.

16. OTHER RECEIVABLES

Other receivables consist of \$259,452 HST recoverable (December 31, 2013 - \$104,783) and \$Nil other receivables (December 31, 2013 - \$2,418).

17. INVESTMENTS

The Company holds \$10,000 in 2-year GIC, bearing interest at 1.40% per annum. The GIC is used to secure the Company's credit card facility.