



## SponsorsOne Announces CA\$3 Million Financing

For Immediate Release

Waterloo, Ontario, May 17, 2018: SponsorsOne Inc. (CSE: SPO) (Frankfurt: 5SO) (the “Company”, or “SponsorsOne”) is pleased to announce it has entered into an engagement letter with Emerging Equities Inc. (the “Agent”) to act as agent, on a reasonable best-efforts basis, in connection with a proposed financing (the “Offering”) to be conducted by way of short form prospectus of up to 16,666,667 units (“Units”) of the Company at a price of \$0.18 per Unit (the “Offering Price”) for gross proceeds of CA\$3 million. Each Unit shall be comprised of one common share (“Common Share”) and one half of a common share purchase warrant (each whole warrant, being a “Warrant”). The Company has also granted the Agent an option (the “Agent’s Option”) to increase the size of the Offering by up to an additional 5,555,556 Units at \$0.18 per Unit which Agent's Option is exercisable at any time up to 48 hours prior to the closing of the Offering.

Each Warrant will be exercisable into one Common Share at an exercise price of \$0.30 per Common Share for a period of twelve (12) months following the Private Placement Closing Date (as defined below), provided that if the closing price at which the Common Shares trade on the Canadian Securities Exchange (the “CSE”) (or any such other stock exchange in Canada as the Common Shares may trade at the applicable time) exceed \$0.55 for five (5) consecutive trading days at any time following the date that is four (4) months and one (1) day after the closing date of the Offering, the Company may accelerate the expiry date of the Warrants (the “Reduced Warrant Term”) to the date that is twenty-one (21) calendar days following the date a press release is issued by the Company announcing the Reduced Warrant Term.

The Company also announces it has completed a private placement (“Private Placement”) of 1,568,440 special warrants (“Special Warrants”) of the Company at \$0.18 per special warrant for gross proceeds of \$282,319 which form part of the Offering. Each Special Warrant entitles the holder, for no additional consideration, to receive 1 Unit (the “Underlying Securities”) on the earlier of: (i) the date that is 120 days following the closing date of the Private Placement (the “Private Placement Closing Date”); and (ii) the date the Company obtains a receipt for a final short form prospectus qualifying the distribution of the securities comprising the Units (the “Qualification Condition”). The Company will use its best efforts to satisfy the Qualification Condition on or before the date that is 60 days following the Private Placement Closing Date (the “Qualification Deadline”). If the Qualification Condition does not occur before the Qualification Deadline, each holder of a Special Warrant shall be entitled to receive, without any action on their part, to 0.1 of a Common Share in addition to the Underlying Securities. The issuance of Units on conversion of the Special Warrants will be qualified under the Prospectus. Unless the Qualification Condition occurs, securities issued in connection with the Private Placement will be subject to a 4-month hold period from the Private Placement Closing Date.

The Units will be offered by way of a short form prospectus (the “Prospectus”) to be filed in British Columbia, Alberta and Ontario and in any other provinces as the Agent and the Company may agree. The Prospectus will also qualify the Underlying Securities for distribution.

The Agent will receive a cash commission equal to 10% of aggregate gross proceeds raised from the Offering (including the Private Placement) as well as compensation options (the “Compensation Options”) equal to 10% of the number of Units and Special Warrants sold, including any amount subscribed for pursuant to the exercise of the Agent’s Option. The Compensation Options shall be exercisable into Units



at a price of \$0.18 per Unit at any time up to 24 months following the closing date of the Offering. As a result of the Offering, Mr. Myles Bartholomew has rescinded his National Instrument 45-102 - Notice of Resale of Securities, dated and filed on SEDAR May 9, 2018.

This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any of the securities in the United States. The securities have not been and will not be registered under the *United States Securities Act of 1933*, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

## **ABOUT SPONSORSONE**

SponsorsOne is disrupting the traditional advertising model and leveling the playing field for small brands. Our cloud based platform, SponsorsCloud, lets brands reach millions of targeted consumers with authentic, word-of-mouth advertising, bypassing intermediaries like agencies and ad networks. Our proprietary cryptocurrency, SponsorCoin will be awarded to influencers who share brand promotions with their social media followers. SponsorCoin will then be able to be used to purchase products and services at a discount from any brand on our network or trade for popular cryptocurrencies such as Ethereum, Bitcoin and Litecoin. This new advertising model will significantly cut upfront costs for brands and give every customer an incentive to become a brand ambassador.

For more information, please contact:

Gary Bartholomew, Executive Chairman

To learn more please visit <http://sponsorsone.com>  
Or email: [info@sponsorsone.com](mailto:info@sponsorsone.com)

The CSE has neither approved nor disapproved the contents of this Press Release.

## **FORWARD-LOOKING INFORMATION AND STATEMENTS**

This press release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities laws. Forward-looking statements relate to future performance, events or circumstances, and are based upon internal assumptions, plans, intentions, expectations and beliefs. All statements other than statements of current or historical fact constitute forward-looking statements. Forward-looking statements are typically, but not always, identified by words such as "will", "expect", "believe", "anticipate", "estimate", "plan", "forecast", "potential", "continue" and similar expressions. More particularly and without limitation, this press release contains forward-looking statements regarding: the terms of the Special Warrants, Underlying Securities and Compensation Options; the jurisdictions in which Units will be offered; the Qualification of the Special Warrants, including the timing thereof; and the number of Special Warrants and Units under the Private Placement and Offering, respectively. By their nature, forward-looking statements are based upon certain assumptions and are subject to numerous risks and uncertainties, many of which are beyond SponsorsOne's control, including the impact of general economic conditions, industry conditions, current and future commodity prices, currency and interest rates, anticipated production rates, borrowing, operating and other costs and funds from operations, the timing, allocation and amount of capital expenditures and the results therefrom, anticipated results, the sufficiency of budgeted capital expenditures



in carrying out planned activities, competition from other industry participants, availability of qualified personnel or services and equipment, stock market volatility, effects of regulation by governmental agencies including changes in environmental regulations, tax laws and royalties, and the ability to access sufficient capital from internal sources and bank and equity markets. This list is not exhaustive.

The forward-looking statements contained in this press release are made as of the date hereof and SponsorsOne assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable securities laws. All forward-looking statements contained in this press release are expressly qualified by this cautionary statement.