

**SPONSORSONE INC.**  
Suite 400, 365 Bay Street  
Toronto, Ontario, M5H 2V1

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the "**Meeting**") of shareholders of **SponsorsOne Inc.** (the "**Company**") will be held on **Thursday, November 22, 2018**, at the hour of 11:30 a.m. (Eastern time), at Suite 400, 365 Bay Street, Toronto, Ontario M5H 2V1 for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended December 31, 2017 and the report of the auditors thereon;
2. to consider and, if deemed advisable, pass, with or without variation, a special resolution to determine the number of directors of the Company and the number of directors to be elected at the Meeting to be four and to empower the directors of the Company, by resolution of the directors, to determine the number of directors within the minimum and maximum number set out in the articles of incorporation of the Company;
3. to elect the directors of the Company;
4. to appoint the auditors of the Company and to authorize the directors to fix their remuneration; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 2 above is attached to this notice of the Meeting as exhibit A.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company's transfer agent and registrar, TSX Trust Company, at Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1 not later than 11:30 a.m. (Eastern time) on Tuesday, November 20, 2018 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

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

The board of directors of the Company has by resolution fixed the close of business on Tuesday, October 18, 2018 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 any adjournment thereof.

The accompanying management 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 Meeting. Additional information about the Company and its financial statements are also available on the Company's profile at [www.sedar.com](http://www.sedar.com).

**DATED** at Toronto, Ontario this 25<sup>th</sup> day of October, 2018.

**BY ORDER OF THE BOARD**

*"Myles Bartholomew" (signed)*  
President, Chief Executive Officer and Director

**EXHIBIT A**  
**SPECIAL RESOLUTION OF THE SHAREHOLDERS**  
**OF**  
**SPONSORSONE INC.**  
**NUMBER OF DIRECTORS**

**"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the number of directors of the Company and the number of directors to be elected at the annual and special meeting of the shareholders of the Company to be held on November 22, 2018, within the minimum and maximum number of directors of the Company provided for in the articles of incorporation of the Company, is hereby determined to be four;
2. the directors of the Company be and they are hereby empowered, by resolution of the directors, to determine, from time to time, the number of directors of the Company and the number of directors to be elected at meetings of the shareholders of the Company subsequent to November 22, 2018, within the minimum and maximum number of directors of the Company provided for in the articles of incorporation of the Company; and
3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

**SPONSORSONE INC.**  
Suite 400, 365 Bay Street  
Toronto, Ontario, M5H 2V1

**MANAGEMENT INFORMATION CIRCULAR**  
**As at October 25, 2018**

**SOLICITATION OF PROXIES**

**THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF SPONSORSONE INC.** (the "**Company**") of proxies to be used at the annual and special meeting of shareholders of the Company to be held on Thursday, November 22, 2018 at Suite 400, 365 Bay Street, Toronto, Ontario M5H 2V1 at the hour of 11:30 a.m. (Eastern time), and at any adjournment or postponement thereof (the "**Meeting**") for the purposes set out in the enclosed notice of meeting (the "**Notice of Meeting**"). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries or other intermediaries to send the Notice of Meeting, this management information circular (the "**Circular**"), the consolidated annual financial statements of the Company for the financial year ended December 31, 2017 and related management's discussion and analysis and other meeting materials, if applicable (collectively the "**Meeting Materials**") to the beneficial owners of the common shares of the Company (the "**Common Shares**") held of record by such parties. The Company may reimburse such parties for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation of proxies will be borne by the Company. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice of Meeting.

**APPOINTMENT AND REVOCATION OF PROXIES**

A holder of Common Shares who appears on the records maintained by the Company's registrar and transfer agent as a registered holder of Common Shares (each a "**Registered Shareholder**") may vote in person at the Meeting or may appoint another person to represent such Registered Shareholder as proxy and to vote the Common Shares of such Registered Shareholder at the Meeting. In order to appoint another person as proxy, a Registered Shareholder must complete, execute and deliver the form of proxy accompanying this Circular, or another proper form of proxy, in the manner specified in the Notice of Meeting.

The purpose of a form of proxy is to designate persons who will vote on the shareholder's behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers or directors of the Company. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM, HER OR IT AT THE MEETING MAY DO SO BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.** A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy with the Company's transfer agent and registrar, TSX Trust Company, (the "**Transfer Agent**"), not later than 4:00 p.m. (Eastern time) on Tuesday, November 20, 2018 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized.

Proxies may be deposited with the Transfer Agent using one of the following methods:

<b>By Mail or Hand Delivery:</b>	TSX Trust Company Suite 301, 100 Adelaide Street West Toronto, Ontario, M5H 4H1
<b>Facsimile:</b>	416-595-9593
<b>By Internet:</b>	<a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> You will need to provide your 12 digit control number (located on the form of proxy accompanying this Circular)

A Registered Shareholder attending the Meeting has the right to vote in person and, if he or she does so, his or her form of proxy is nullified with respect to the matters such person votes upon at the Meeting and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it: (a) by depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof at, or by transmitting by telephone or electronic means, a revocation signed, subject to the provisions of the *Business Corporations Act* (Ontario), by electronic signature, to (i) the registered office of the Company, located at Suite 400, 365 Bay Street, Toronto, Ontario M5H 2V1, at any time prior to 5:00 p.m. (Eastern time) on the last business day preceding the day of the Meeting or any adjournment thereof or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

### EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and, if a Registered Shareholder specifies a choice with respect to any matter to be acted upon at the meeting, the Common Shares represented by the proxy shall be voted accordingly. Where no choice is specified, the proxy will confer discretionary authority and will be voted for the election of directors, for the appointment of auditors and the authorization of the directors to fix their remuneration and for each item of special business, as stated elsewhere in this Circular.

The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his judgment may determine. At the time of printing this Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

### ADVICE TO NON-REGISTERED SHAREHOLDERS

**The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders of the Company do not hold Common Shares in their own name.** Only Registered Shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by Registered Shareholders will be recognized and acted upon at the Meeting. Common Shares beneficially owned by a beneficial holder of Common Shares who does not appear on the records maintained by the Transfer Agent as a registered holder of Common Shares (each a "**Non-Registered Holder**") are registered either: (i) in the name of an intermediary (an "**Intermediary**") with whom the Non-Registered Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency, such as CDS Clearing and Depository Services Inc., (each a "**Clearing Agency**") of which the Intermediary is a participant. Accordingly, such Intermediaries and Clearing Agencies would be the Registered Shareholders and would appear as such on the list maintained by the Transfer Agent. Non-Registered Holders do not appear on the list of the Registered Shareholders maintained by the Transfer Agent.

#### *Distribution of Meeting Materials to Non-Registered Holders*

In accordance with the requirements of NI 54-101, the Company has distributed copies of the Meeting Materials to the Clearing Agencies and Intermediaries for onward distribution to Non-Registered Holders as well as directly to NOBOs (as defined below).

Non-Registered Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Company or its agent has sent the Meeting Materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the Common Shares on your behalf.

The Company's OBOs can expect to be contacted by their Intermediary. The Company does not intend to pay for Intermediaries to deliver the Meeting Materials to OBOs and it is the responsibility of such Intermediaries to ensure delivery of the Meeting Materials to their OBOs.

### ***Voting by Non-Registered Holders***

The Common Shares held by Non-Registered Holders can only be voted or withheld from voting at the direction of the Non-Registered Holder. Without specific instructions, Intermediaries or Clearing Agencies are prohibited from voting Common Shares on behalf of Non-Registered Holders. Therefore, each Non-Registered Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

The various Intermediaries have their own mailing procedures and provide their own return instructions to Non-Registered Holders, which should be carefully followed by Non-Registered Holders in order to ensure that their Common Shares are voted at the Meeting.

Non-Registered Holders will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

*Voting Instruction Form.* In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form (a "VIF"). If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the VIF must be completed, signed and returned in accordance with the directions on the form.

or,

*Form of Proxy.* Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must complete and sign the form of proxy and in accordance with the directions on the form.

### ***Voting by Non-Registered Holders at the Meeting***

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary or a Clearing Agency, a Non-Registered Holder may attend the Meeting as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder and vote such Common Shares as a proxyholder. A Non-Registered Holder who wishes to attend the Meeting and to vote their Common Shares as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder, should (a) if they received a VIF, follow the directions indicated on the VIF; or (b) if they received a form of proxy strike out the names of the persons named in the form of proxy and insert the Non-Registered Holder's or its nominees name in the blank space provided. Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those instructions regarding when and where the VIF or the form of proxy is to be delivered.

All references to shareholders in the Meeting Materials are to Registered Shareholders as set forth on the list of registered shareholders of the Company as maintained by the Transfer Agent, unless specifically stated otherwise.

## **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. As of October 18, 2018 (the "**Record Date**"), there were a total of 45,335,727 Common Shares issued and outstanding. Each Common Share outstanding on the Record Date carries the right to one vote at the Meeting.

Only Registered Shareholders 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 Registered Shareholder and proxy holder will have one vote and, on a poll, every Registered 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 the date hereof, 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 and Municipality of Residence	No. of Common Shares <sup>(1)</sup>	Percentage
Myles Bartholomew <sup>(2)</sup> Waterloo, Ontario	5,728,219	12.64%

Notes:

- (1) The above information is based upon information supplied by the Transfer Agent and the Company's management.
- (2) Myles Bartholomew holds 5,503,052 Common Shares directly and 225,167 Common Shares indirectly through CyberNorth Ventures Inc., a company controlled by Myles Bartholomew and Gary Bartholomew.

## 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 other than as disclosed in this Circular.

## PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the board of directors of the Company (the "**Board**"), the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

### 1. PRESENTATION OF FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the year ended December 31, 2017 and the report of the auditor will 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 under the Company's profile at [www.sedar.com](http://www.sedar.com).

### 2. NUMBER OF DIRECTORS

The *Business Corporations Act* (Ontario) provides that where a minimum and maximum number of directors of a corporation is provided for in its articles, the number of directors of the corporation and the number of directors to be elected at the annual meeting of shareholders shall be such number as shall be determined from time to time by special resolution of the shareholders. Alternatively, if the shareholders empower the directors by special resolution to determine the number of directors, the number of directors shall be such number within the minimum and maximum number of directors set out in the articles of a corporation as determined by resolution of the directors. If no such resolutions are passed, the number of directors shall be the number of directors named in the articles of the corporation.

The articles of incorporation of the Company (the "**Articles**") provide that the minimum number of directors of the Company be one and the maximum number of directors of the Company be 10. At the Meeting, shareholders are being asked to consider and, if deemed advisable, pass, with or without variation, a special resolution, the text of which is attached as exhibit A to the Notice of Meeting (the "**Number of Directors Resolution**"), to determine the number of directors of the Company and the number of directors to be elected at the Meeting to be four and to empower the directors of the Company, by resolution of the directors, to determine the number of directors within the minimum and maximum number of directors set out in the Articles.

Empowering the directors to determine the number of directors within the minimum and maximum range will permit management of the Company and the Board to offer seats on the Board to qualified and interested individuals without the delay and expense of seeking shareholder approval to an increase in the size of the Board or alternatively without requesting an incumbent director to resign in order to create a vacancy.

In order to pass the Number of Directors Resolution, at least two-thirds of the votes cast by the shareholders present at the Meeting in person or by proxy must be voted in favour of the Number of Directors Resolution. If the Number of Directors Resolution does not receive the requisite shareholder approval, the number of directors of the Company will be four until otherwise determined in accordance with the provisions of the *Business Corporations Act* (Ontario).

The Board recommends that shareholders vote in favour of the Number of Directors Resolution as set out above.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE NUMBER OF DIRECTORS RESOLUTION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.**

### 3. ELECTION OF DIRECTORS

The Board currently consists of four directors to be elected annually. The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees. Each director elected at the Meeting will hold office until the next annual meeting of the shareholders of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles, the by-laws of the Company or the provisions of the *Business Corporations Act* (Ontario).

The following table states the names of the persons nominated by management for election as directors, any offices with the Company currently held by them, their principal occupations or employment, the period or periods of service as directors of the Company and the approximate number of voting securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised as of the date hereof.

Name, province or state and country of residence and position, if any, held in the Company	Principal Occupation	Served as Director of the Company since	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present <sup>(1)</sup>	Percentage of Voting Shares Owned or Controlled
Myles Bartholomew <sup>(4)</sup> Ontario, Canada President, Chief Executive Officer and Director	President and Chief Executive Officer of the Company	December 19, 2013	5,728,219	12.64%
Gary Bartholomew <sup>(2)(3)(5)</sup> Ontario, Canada Executive Chairman and Director	President of CyberNorth Ventures Inc.	December 19, 2013	1,807,146	4.00%
Doug Beynon <sup>(2)(3)(6)</sup> Ontario, Canada Director	President of Beynon Enterprises, Entrepreneur-in-Residence at the Conrad Business, Entrepreneurship and Technology Centre, University of Waterloo	December 19, 2013	Nil	Nil
Stephen Barley <sup>(2)(3)(7)</sup> Ontario, Canada Director	President of CHM Financial Services Inc., a private corporate finance services company	January 12, 2015	97,933	0.002%

Notes:

- (1) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective nominees individually.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation/Human Resources and Governance Committee.
- (4) 225,167 of such Common Shares are held by Myles Bartholomew indirectly through CyberNorth Ventures Inc., a company controlled by Myles Bartholomew and Gary Bartholomew.
- (5) 225,167 of such Common Shares are held by Gary Bartholomew indirectly through CyberNorth Ventures Inc., a company controlled by Gary Bartholomew and Myles Bartholomew. 1,581,979 Common Shares are held indirectly through Pilkington Capital Corporation, a corporation controlled by Gary Bartholomew.
- (6) Chair of the Audit Committee.
- (7) Chair of the Compensation/Human Resources and Governance Committee.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.** Management has no reason to believe that any of the nominees will be unable to serve as a director but, **IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN**

**FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES AND MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.**

***Corporate Cease Trade Orders or Bankruptcies***

Other than as set forth below, no proposed director, within 10 years before the date of this 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 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.

Mr. Bartholomew was the Chairman and Chief Executive Officer of xRM Global Inc. ("**xRM**"), a company that was listed on the TSX Venture Exchange and subsequently delisted. In 2011, temporary cease trade 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 certificate of annual filings for the year ended December 31, 2010 and interim unaudited financial statements, interim management's discussion and analysis, and certificate of interim filings for the interim periods ended March 31, 2011, June 30, 2011 and September 30, 2011. xRM remains a reporting issuer but is not in good standing, as its audited statements have not yet been filed.

Additionally, Gary Bartholomew and Stephen Barley were directors 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 Cervus at the time of issue 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, a company that was formerly listed on the TSX Venture Exchange. 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, December 31, 2011 and September 31, 2011. xRM was then delisted from trading on the TSX Venture Exchange and remains a reporting issuer but is not in good standing, as xRM is not current with its required regulatory filings.

***Personal Bankruptcies***

None of the directors of the Company have, within the 10 years before the date of this 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 of the Company have 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.

## 4. APPOINTMENT OF AUDITOR

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF MNP LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, AS AUDITOR OF THE COMPANY TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.** MNP LLP, Chartered Professional Accountants, were first appointed auditors of the Company on September 24, 2013.

## STATEMENT OF EXECUTIVE COMPENSATION

Under applicable securities legislation, the Company is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officer of the Company as at December 31, 2017 whose total compensation was more than \$150,000 for the financial year of the Company ended December 31, 2017 (collectively the "Named Executive Officers") and for the directors of the Company.

### Summary Compensation Table

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years to the Named Executive Officers and the directors of the Company:

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES <sup>(1)</sup>							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Myles Bartholomew <sup>(2)</sup> President, Chief Executive Officer and Director	2017	180,000	nil	nil	nil	nil	180,000
	2016	180,000	nil	nil	nil	nil	180,000
Arvin Ramos <sup>(3)</sup> Former Chief Financial Officer	2017	36,000	nil	nil	nil	nil	36,000
	2016	36,000	nil	nil	nil	nil	36,000
Gary Bartholomew <sup>(4)</sup> Executive Chairman and Director	2017	120,000	nil	nil	nil	nil	120,000
	2016	120,000	nil	nil	nil	nil	120,000
Doug Beynon <sup>(5)</sup> Director	2017	nil	nil	nil	nil	nil	nil
	2016	nil	nil	nil	nil	nil	25,500
Stephen Barley <sup>(6)</sup> Director	2017	nil	nil	nil	nil	nil	nil
	2016	13,000	nil	nil	nil	nil	13,000

Notes:

- (1) On January 16, 2018, the Company appointed Mr. Guy Zajonc as President of Sponsors One Media Inc., a wholly owned subsidiary of the Company.
- (2) This table does not include any amount paid as reimbursement for expenses.
- (3) Fees paid in accordance with the employment agreement of Myles Bartholomew described under the heading "Employment, Consulting and Management Agreements".
- (4) Mr. Ramos resigned as the chief financial officer of the Company on March 28, 2018 and was replaced by Mr. Brad E. Herr.
- (5) Fees paid in accordance with the employment agreement of Gary Bartholomew described under the heading "Employment, Consulting and Management Agreements".
- (6) None of the compensation paid to Mr. Beynon was paid for his services as a director of the Company.
- (7) None of the compensation paid to Mr. Barley was paid for his services as a director of the Company.

## Stock Options and Other Compensation Securities

No compensation securities were granted to any Named Executive Officer or any director of the Company during the most recently completed financial year of the Company.

As at December 31, 2017, the Named Executive Officers and directors of the Company held compensation securities as set out in the table below.

COMPENSATION SECURITIES HELD BY DIRECTORS AND NAMED EXECUTIVES OFFICERS			
Name and position	Type of compensation security	Number of compensation securities	Number of underlying securities exercised or exchanged
Myles Bartholomew <sup>(1)</sup> President, Chief Executive Officer and Director	stock options	350,000	350,000
Gary Bartholomew <sup>(2)</sup> Executive Chairman and Director	stock options	200,000	200,000
Doug Beynon <sup>(3)</sup> Director	stock options	275,000	275,000
Stephen Barley <sup>(4)</sup> Director	stock options	150,000	150,000

- On January 10, 2018, an additional 100,000 Stock Options were granted to Myles Bartholomew at an exercise price of \$0.30 per Common Share with such options expiring on January 10, 2028. On August 7, 2018, an additional 500,000 Stock Options were granted to Myles Bartholomew at an exercise price of \$0.18 per Common Share with such options expiring on August 7, 2028.
- On January 10, 2018, an additional 500,000 Stock Options were granted to Gary Bartholomew at an exercise price of \$0.30 per Common Share with such options expiring on January 10, 2028. On August 7, 2018, an additional 1,000,000 Stock Options were granted to Gary Bartholomew at an exercise price of \$0.18 per Common Share with such options expiring on August 7, 2028.
- On January 10, 2018, an additional 100,000 Stock Options were granted to Doug Beynon at an exercise price of \$0.30 per Common Share with such options expiring on January 10, 2028. On August 7, 2018, an additional 250,000 Stock Options were granted to Doug Beynon at an exercise price of \$0.18 per Common Share with such options expiring on August 7, 2028.
- On January 10, 2018, an additional 100,000 Stock Options were granted to Stephen Barley at an exercise price of \$0.30 per Common Share with such options expiring on January 10, 2028. On August 7, 2018, an additional 250,000 Stock Options were granted to Stephen Barley at an exercise price of \$0.18 per Common Share with such options expiring on August 7, 2028.

No compensation securities were exercised by any Named Executive Officer or any director of the Company during the most recently completed financial year of the Company.

## Stock Option Plan and other Incentive Plans

The Company has in place a "rolling" stock option plan (the "**Stock Option Plan**"), as amended which was approved by the shareholders on December 9, 2015.

The purpose of the Stock Option Plan is to, among other things, encourage Common Share ownership in the Company by directors, officers, employees and consultants of the Company and its affiliates and other designated persons. Options may be granted under the Stock Option Plan only to directors, officers, employees and consultants of the Company and its subsidiaries and other designated persons as designated from time to time by the Board. The number of options which may be issued under the Stock Option Plan is limited to 15% of the number of Common Shares outstanding at the time of the grant of the options. As at the date hereof, 6,800,359 stock options may be reserved for issue pursuant to the Stock Option Plan, 5,860,000 stock options have been issued and 940,359 stock options are still available for issue. Any Common Shares subject to an option which is exercised, or for any reason is cancelled or terminated prior to exercise, will be available for a subsequent grant under the Stock Option Plan. The option price of any Common Shares cannot be less than the market price of the Common Shares. Options granted under the Stock Option Plan may be exercised during a period not exceeding ten years, subject to earlier termination upon the termination of the optionee's employment, upon the optionee ceasing to be an employee,

officer, director or consultant of the Company or any of its subsidiaries or ceasing to have a designated relationship with the Company, as applicable, or upon the optionee retiring, becoming permanently disabled or dying. The options are non-transferable. The Stock Option Plan contains provisions for adjustment in the number of Common Shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the common shares, a merger or other relevant changes in the Company's capitalization. Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time. The Stock Option Plan does not contain any provision for financial assistance by the Company in respect of options granted under the Stock Option Plan.

### ***Deferred Share Unit Plan***

The Company has in place a deferred shared unit plan (the "**DSU Plan**") which was approved by the shareholders on December 9, 2015.

Pursuant to the DSU Plan, directors, officers, employees and consultants (the "**Eligible Participants**") are entitled to elect to receive deferred share units ("**DSUs**") in full or partial satisfaction of their compensation. An Eligible Participant is entitled to redemption of their DSUs on termination of their service and will then be entitled to receive from the Company, one Common Share for each whole DSU redeemed. Each Eligible Participant is required to hold the DSUs until he or she either resigns or is removed, following which the DSU will be redeemed by the Company for cash during a prescribed period at a value equal to the market price of the Common Shares prevailing at the date of redemption. There are no restrictions on a director assigning his or her entitlement to payment pursuant to the DSU Plan. The DSUs and other benefits under the DSU Plan are non-transferable and non-assignable. Any Common Shares subject to a DSU which, for any reason, is cancelled or terminated will be available for a subsequent DSU grant under the DSU Plan. The aggregate number of Common Shares issuable by the Company under the DSU Plan is limited to 20% of the outstanding Common Shares from time to time. As at the date hereof, an aggregate of 9,067,145 DSUs may be issued pursuant to the DSU Plan, an aggregate of 5,000,000 DSUs are outstanding and an aggregate 4,067,145 are still available for issue. The Company may amend the DSU Plan as it deems necessary or appropriate, but no such amendment may adversely affect the rights of an Eligible Participant in DSUs granted prior to the date of amendment without their consent. Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the DSU Plan or may terminate the DSU Plan at any time.

### ***Employee Share Purchase Plan***

The Company has in a place an employee share purchase plan (the "**Employee Share Purchase Plan**") which was approved by the shareholders on December 9, 2015.

The purpose of the Employee Share Purchase Plan is to, among other things, advance the interests of the Company by encouraging its employees, directors and officers ("**Eligible Employees**") to invest in Common Shares, thereby increasing the proprietary interests of such Eligible Employees in the Company and aligning the interests of such Eligible Employees with the interests of the Company's shareholders generally. Under the Employee Share Purchase Plan, the Board (or a committee thereof) has authority to select Eligible Employees, who may participate in the Employee Share Purchase Plan. The Company will match the contribution of the Eligible Employee, which is limited to 10% of the basis annual remuneration of the Eligible Employee, on a quarterly basis. Each Eligible Employee will receive Common Shares having a value equal to the aggregate amount contributed to the Employee Share Purchase Plan by the Eligible Employee and the Company or through treasury issuances or market purchases. The purchase price per Common Share will be the weighted average price of the Common Shares on the Canadian Securities Exchange for the calendar quarter in respect of which the Common Shares are issued. These Common Shares will either be issued from treasury or acquired through market purchases and delivered to Eligible Employees 12 months after their date of issue or purchase, as applicable (or a later date if required by applicable laws, regulations or listing requirements). The maximum number of Common Shares made available for the Employee Share Purchase Plan may be determined from time to time by the Board (or committee thereof) but, in any case, is limited to 5% of the Common Shares issued and outstanding. No Common Shares have been issued under the Employee Share Purchase Plan.

### **Employment, Consulting and Management Agreements**

The Company has in place the following employment agreements between the Company or any subsidiary or affiliate thereof and its Named Executive Officers:

### ***Myles Bartholomew***

Pursuant to an employment agreement made as of January 1, 2013, as amended in 2015 and further amended in 2016, the Company engaged the services of Myles Bartholomew as Chief Executive Officer of the Company at a salary of \$180,000 per year (the "**MB Agreement**").

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 Bartholomew's employment in the role as a Chief Executive Officer, he is entitled to remain as an advisor or consultant of the Company in order to retain the options granted and vested.

### ***Gary Bartholomew***

The Company entered into a Board of Directors Services Agreement with Gary Bartholomew dated January 1, 2013 for a term of one year at a salary of \$120,000 per year, and automatically renewable for successive one year terms, unless notice of non-renewal is provided by the Company or Gary Bartholomew.

There are no employment agreements in place with any of the directors of the Company.

## **Oversight and Description of Director and Named Executive Officer Compensation**

### ***Compensation of Directors***

The Board, at the recommendation of the management of the Company, determines the compensation payable to the directors of the Company and reviews such compensation periodically throughout the year. For their role as directors of the Company, each director of the Company who is not a Named Executive Officer may, from time to time, be awarded stock options under the provisions of the Stock Option Plan. There are no other arrangements under which the directors of the Company who are not Named Executive Officers were compensated by the Company or its subsidiaries during the two most recently completed financial years for their services in their capacity as directors of the Company.

### ***Compensation of Named Executive Officers***

#### ***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 Board 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 above.

The Board is responsible for the Company's compensation policies and practices. The Board has the responsibility to review and make recommendations concerning the compensation of the directors of the Company and the Named Executive Officers. The Board also has the responsibility to make recommendations concerning annual bonuses and

grants to eligible persons under the Stock Option Plan. The Board also reviews and approves the hiring of executive officers.

#### Base Salary

The Board approves the salary ranges for the Named Executive Officers. The base salary review for each Named Executive Officer is based on assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. Comparative data for the Company's peer group is also accumulated from a number of external sources including independent consultants. The Company's policy for determining salary for executive officers of the Company is consistent with the administration of salaries for all other employees.

#### Annual Incentives

The Company is not currently awarding any annual incentives by way of cash bonuses. However, the Company, in its discretion, may award such incentives in order to motivate executives to achieve short-term corporate goals. The Board approves annual incentives.

The success of Named Executive Officers in achieving their individual objectives and their contribution to the Company in reaching its overall goals are factors in the determination of their annual bonus. The Board assesses each Named Executive Officers' performance on the basis of his or her respective contribution to the achievement of the predetermined corporate objectives, as well as to needs of the Company that arise on a day to day basis. This assessment is used by the Board in developing its recommendations with respect to the determination of annual bonuses for the Named Executive Officers.

#### Compensation and Measurements of Performance

It is the intention of the Board to approve targeted amounts of annual incentives for each Named Executive Officer at the beginning of each financial year. The targeted amounts will be determined by the Board based on a number of factors, including comparable compensation of similar companies.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day to day corporate activities, will trigger the award of a bonus payment to the Named Executive Officers. The Named Executive Officers will receive a partial or full incentive payment depending on the number of the predetermined targets met and the Board's assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate.

#### Long Term Compensation

The Company currently has no long-term incentive plans, other than stock options granted from time to time by the Board under the provisions of the Stock Option Plan.

#### **Pension Disclosure**

There are no pension plan benefits in place for the Named Executive Officers or the directors of the Company.

#### **Termination and Change of Control Benefits**

The Company has not provided compensation, monetary or otherwise, during the two preceding fiscal years, to any person who now acts or has previously acted as a Named Executive Officer or director of the Company in connection with or related to the retirement, termination or resignation of such person. The Company has not provided any compensation to such persons as a result of a change of control of the Company, its subsidiaries or affiliates. Except as set forward under "*Employment, Consulting and Management Agreements*", the Company is not party to any compensation plan or arrangement with Named Executive Officers or directors of the Company resulting from the resignation, retirement or the termination of employment of such person.

## SECURITIES AUTHORIZED FOR ISSUE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information with respect to all compensation plans of the Company under which equity securities are authorized for issue as of December 31, 2017:

### Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (#)
Equity compensation plans approved by securityholders (Stock Option Plan <sup>(1)</sup> )	1,760,000	0.34	2,407,707
Equity compensation plans approved by securityholders (DSU Plan <sup>(2)</sup> )	nil	nil	5,556,942
Equity compensation plans not approved by securityholders	nil	nil	nil
<b>Total</b>	<b>1,760,000</b>	<b>0.35</b>	<b>7,964,649</b>

Notes:

- (1) *The Stock Option Plan is a "rolling" stock option plan whereby the maximum number of Common Shares that may be reserved for issue pursuant to the Stock Option Plan will not exceed 15% of the outstanding Common Shares at the time of the stock option grant. As at the date of this Circular, 6,800,359 stock options are authorized for issue under the Stock Option Plan, 5,860,000 stock options are outstanding and an additional 940,359 Common Shares are reserved for issue and remain available for future issue.*
- (2) *Based on the terms of the DSU Plan as approved by shareholders on December 9, 2015, as at the date of this Circular, the Company is authorized to issue up to 9,067,145 DSUs, an aggregate of 5,000,000 DSUs have been issued and an additional aggregate of 4,067,145 DSUs remain available for future issue..*

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Circular, no director, executive officer or principal shareholder of the Company, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction since the commencement of the most recently completed financial year end of the Company or in any proposed transaction that has materially affected or will materially affect the Company.

## 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 Company, or any other individual who at any time during the most recently completed financial year of the Company 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 REQUIRED IN THE INFORMATION CIRCULAR OF A VENTURE ISSUER

National Instrument 52-110 - *Audit Committees* ("**NI 52-110**") requires that certain information regarding the Audit Committee of a "venture issuer" (as that term is defined in NI 52-110) be included in the management information circular sent to shareholders in connection with the issuer's annual meeting. The Company is a "venture issuer" for the purposes of NI 52-110.

### Audit Committee Charter

The full text of the charter of the Company's Audit Committee is attached hereto as appendix A.

## Composition of the Audit Committee

The Audit Committee members are currently Doug Beynon (Chair), Gary Bartholomew and Stephen Barley, each of whom is a director and financially literate. Messrs. Beynon and Barley are each independent in accordance with NI 52-110.

## Relevant Education and Experience

The following is a description of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements;
2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and
4. an understanding of internal controls and procedures for financial reporting.

***Doug Beynon, Director*** - Mr. Beynon is an experienced entrepreneur and holds a PhD in Business from the University of Kansas. Mr. Beynon 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. Mr. Beynon is the President and CEO of Advanced Chemical Technologies Inc. and 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. and Metalumen.

***Gary Bartholomew, Executive Chairman and Director*** - Mr. Bartholomew is the Executive Chairman of the Board, guiding the senior management team at MXM Nation Inc., a wholly owned subsidiary of the Company, ("MXM") and the Company. Mr. Bartholomew 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, Mr. Bartholomew is a founding Advisor to the Masters In Business, Entrepreneurship and Technology program (the "MBET 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. Mr. Bartholomew takes an active role in mentoring technology based start-ups in the Waterloo area.

***Stephen Barley, Director*** - Mr. Barley has over 30 years of experience in the public corporate arena assisting in the structuring of financings, mergers, acquisitions and providing general corporate finance advice. After 15 years of successful private practice as a corporate finance and securities lawyer, Mr. Barley left the practice of law to participate in a number of publicly traded companies either as a founder, investor, or as an officer and director. Currently he is the Chairman and CEO of Bankers Cobalt Corp. and the Executive Chairman of a TSX listed resource company engaged in international projects. Mr. Barley is well versed in all aspects of public company finance and regulatory compliance. He is a member in good standing of the Law Societies of British Columbia and Alberta and holds a B.Comm. degree from Mount Allison University and a LLB from Dalhousie University.

## Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

## Reliance on Exemptions in NI 52-110 regarding

### *De Minimis* Non-audit Services or on a Regulatory Order Generally

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit); or
2. an exemption from the requirements of NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

### Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the charter of the Audit Committee.

### Audit Fees

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Company for professional services rendered to the Company during the fiscal years ended December 31, 2017 and December 31, 2016:

	Audit Fees (\$)	Audit-Related Fees (\$)	Tax Fees (\$)	All Other Fees (\$)
Year ended December 31, 2017	\$17,000	nil	nil	nil
Year ended December 31, 2016	30,000	nil	nil	nil

Audit Fees – aggregate fees billed for professional services rendered by the auditor for the audit of the Company's annual financial statements as well as services provided in connection with statutory and regulatory filings.

Audit-Related Fees – aggregate fees billed for professional services rendered by the auditor and were comprised primarily of audit procedures performed related to the review of quarterly financial statements and related documents.

Tax Fees – aggregate fees billed for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.

All Other Fees – aggregate fees billed for professional services which included accounting advice and advice related to relocating employees.

## REPORT ON CORPORATE 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* (collectively 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. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations.



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.

### **Board of Directors**

The Board is currently composed of four directors. Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)* ("**Form 58-101F2**") requires disclosure regarding how the Board facilitates its exercise of independent supervision over management of the Company by providing the identity of directors who are independent and the identity of directors who are not independent and the basis for that determination. NI 52-110 provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. In addition, under NI 52-110, an individual who is, or has been within the last three years, an employee or executive officer of an issuer, is deemed to have a "material relationship" with the issuer. Accordingly, of the proposed nominees, Myles Bartholomew, President and Chief Executive Officer and Gary Bartholomew are considered "inside" or a management director and accordingly are considered not "independent". The remaining two proposed directors, Doug Beynon and Stephen Barley, are considered by the Board to be "independent", within the meaning of NI 52-110. In assessing Form 58-101F2 and making the foregoing determinations, the Board has examined the circumstances of each director in relation to a number of factors.

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 Chief Executive Officer 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.

### **Directorships**

The following table sets forth the directors of the Company who currently hold directorships with other reporting issuers:

<b>Name of Director</b>	<b>Reporting Issuer</b>
Gary Bartholomew	xRM Global Inc. and Open Source Health Inc.
Doug Beynon	xRM Global Inc.
Stephen Barley	Bankers Cobalt Corp. and Redhawk Resources Inc.

### **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.

### **Ethical Business Conduct**

The Board has not adopted guidelines or attempted to quantify or stipulate steps to encourage and promote a culture of ethical business conduct, but does promote ethical business conduct through the nomination of Board members it considers ethical, through avoiding or minimizing conflicts of interest, and by having at least two of its Board members independent of corporate matters.

### **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. Stephen Barley (Chair), Gary Bartholomew and Doug Beynon, of which Messrs. Beynon and Barley 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**

The full text of the Company's Board of Directors charter is attached hereto as appendix B.

### **Other Board Committees**

In addition to the Audit Committee, the Board has established a Compensation/Human Resources and Governance Committee.

### **Assessments**

Currently the Board has not implemented a formal process for assessing directors.

## **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 Meeting.** However, if other matters which are not known to management should properly come before the Meeting, the accompanying form 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](http://www.sedar.com). Shareholders may contact the Company in order to request copies of: (i) this 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 financial statements and MD&A for the financial year ended December 31, 2017.

**APPROVAL OF THE BOARD OF DIRECTORS**

The contents of this 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 25<sup>th</sup> day of October, 2018.

**BY ORDER OF THE BOARD**

*"Myles Bartholomew" (signed)*

President, Chief Executive Officer and Director

## APPENDIX A

### SPONSORSONE INC.

#### FINANCE AND AUDIT COMMITTEE CHARTER

##### **PART I.**      General

The Board of Directors of the Company (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 Company's financial statements;
- b. the internal control systems of the Company;
- 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 Company;
- g. the administration, financial reporting and investment activities of the pension plan(s);
- h. the Company'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 Company 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 Company's financial statements.

The Chief Executive Officer ("**CEO**") of the Company 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 ex-officio 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 Company'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 Company'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 Company'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 Company'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 Company'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 Company'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 Company's finances.
11. **Complaints:** Review with management that appropriate procedures exist for the receipt, retention and treatment of complaints received by the Company 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 Company, and the extent of internal audit and other support provided by the Company 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 Company'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 Company, 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 Company, 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 Company 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 Company'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 Company'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 Company's risk management policies and procedures with regard to identification of the Company'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 Company's relationship with regulators, and the timeliness and accuracy of Company filings with regulatory authorities.
39. **Employee Code of Conduct:** Review the Company'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 Company'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 Company'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 Company. 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 Company'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 Company, 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 Company'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**

(a) The CFO of the Company, 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 Company. The minutes of the Committee will be circulated to all members of the Board.

## APPENDIX B

### SPONSORSONE INC. (the "Company")

#### 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**

I. 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**

<b>Board Committees &amp; Members</b>	<b>Primary Responsibilities</b>	<b>Minimum Meetings per Year</b>
Chairman of the Board	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> <li>• Establish procedures to govern the Board's work including:               <ul style="list-style-type: none"> <li>• together with the Corporate Secretary, scheduling meetings of the Board and its committees;</li> <li>• chairing all meetings of the Board;</li> <li>• encouraging full participation, stimulating debate, facilitating consensus and ensuring clarity regarding decision-making;</li> <li>• developing the agenda for Board meetings with input from other Board members and management;</li> <li>• together with the Corporate Secretary, ensuring proper and timely information is delivered to the Board;</li> <li>• ensuring that the Board has appropriate administrative support; and</li> <li>• addressing complaints, questions and concerns regarding Board matters.</li> </ul> </li> </ul>	12

	<ul style="list-style-type: none"> <li>• Ensure the Board fully exercises its responsibilities and duties and complies with applicable governance and other policies.</li> <li>• Meet or communicate regularly with the CEO regarding corporate governance matters, corporate performance and feedback from Board members</li> <li>• Act as a liaison between the Board and management.</li> <li>• Serve as advisor to the CEO and other officers.</li> <li>• 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.</li> <li>• Ensure that adequate orientation and ongoing training programs are in place for Board members.</li> <li>• 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.</li> </ul> <p>The Chair of the Board's performance will be measured against the following key metrics:</p> <ul style="list-style-type: none"> <li>• The effectiveness with which the Board functions, including satisfaction of Board members regarding the functioning of the Board.</li> <li>• The extent to which the Company carries out its responsibilities to shareholders, employees, customers, governments, and the public.</li> </ul> <p>The quality of communications between the Board and management, including satisfaction of members of management and Board members regarding this communication.</p>	
Chief Executive Officer	<ul style="list-style-type: none"> <li>• 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.</li> <li>• Provides vision and leadership for SponsorsOne</li> <li>• Develops and recommends corporate strategies, and business and financial plans for the approval of the Board</li> <li>• Executes the corporate strategy to achieve profitable growth and maximize shareholder value for SponsorsOne shareholders.</li> <li>• 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"> <li>• Protection of the core business of SponsorsOne</li> <li>• Examination of selective new opportunities</li> </ul> </li> <li>• Challenges management to set and achieve viable annual and long-term strategic and financial goals.</li> <li>• Monitors the performance of management against a set of initially agreed corporate objectives directed at maximizing shareholder value.</li> <li>• Recommends appropriate rewards and incentives for management.</li> <li>• 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.</li> <li>• 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.</li> </ul>	12

	<ul style="list-style-type: none"> <li>• Advises the Board if it is not in compliance with its own policies, or legal and/or regulatory requirements.</li> <li>• Provides the Board with all information and access that the Board may require in order to make informed decisions.</li> <li>• Reports in a timely manner any actual or anticipated non-compliance with any Board approved policy or decision.</li> </ul>	
<b>Finance and Audit</b>	<ul style="list-style-type: none"> <li>• 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.</li> <li>• Recommend selection and compensation of external auditor to board</li> <li>• Meet with external auditor(s) on a regular basis</li> <li>• Review and approve expenditures to the external auditor in accordance with established policy</li> <li>• Monitor amounts paid to external auditors and other accounting and consulting firms</li> <li>• Approve mandate of the internal audit function and the process with which this discipline is to achieved</li> <li>• Receive and review all audit and other risk based reports and follow-up on management compliance plans thereon</li> <li>• Prior to release, review annual financial statements and audit results, related management discussion and analysis, annual report and press release</li> <li>• Prior to release, review quarterly financial statements and quarterly earnings statements, related management discussion and analysis and press release</li> <li>• Review the framework of controls and various internal controls procedures in the context of underlying risks, applicable laws &amp; regulations and company by-laws</li> <li>• Review related party transactions and matters where there is an actual or potential conflict of interest</li> </ul>	6
<b>Governance</b>	<ul style="list-style-type: none"> <li>• Develop, monitor and assess corporate governance guidelines and lead the implementation of governance guidelines</li> <li>• Make recommendations on size and composition of board to the Human Resource committee</li> <li>• Oversee the development of an external communications policy for the company</li> <li>• 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</li> <li>• Review reports from the designated code of corporate conduct compliance officer and the corporate information disclosure review officer</li> <li>• Record and report potential conflicts of interest and the appropriate actions taken</li> <li>• Annually review with the CEO, the management succession plan along with the human resources development plan prior to presentation to the full board.</li> </ul>	2

<p><b>Human Resources</b></p>	<ul style="list-style-type: none"> <li>• 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.</li> <li>• Annually review and assess a detailed list of duties and responsibilities of the chief executive officer</li> <li>• Carry out a formal chief executive officer evaluation process and report results to the board</li> <li>• Adoption and review of major compensation plans, including board compensation</li> <li>• Approve compensation for executive officers and designated senior management</li> <li>• Administration of annual incentives, equity and long term incentive plans</li> <li>• Ensure that detailed job descriptions are maintained for all employees</li> <li>• Review quality of working life issues including harassment in the workplace situations</li> <li>• Review the company log of customer complaints</li> <li>• Along with the governance committee, develop a succession plan for the chair, the chief executive officer and the chair of board sub-committees</li> </ul>	<p>4</p>
	<p>Set criteria for the selection of directors and recommend nominees to the board of directors for election by shareholders</p> <ul style="list-style-type: none"> <li>• Evaluate board and board committee effectiveness and that of its incumbent candidates</li> <li>• Review arrangements involving the outsourcing of significant operations</li> <li>• Review business systems plans and disaster recovery plans</li> <li>• Annually review with the Chairman and the Chair of the Finance, Audit &amp; Governance Committee, the development and succession for directors prior to presentation to the full board</li> <li>• 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</li> </ul>	<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.





