

FORM 51-102F3  
MATERIAL CHANGE REPORT

1. Name and Address of Company

SponsorsOne Inc. (“SPO” or, the “Corporation”)  
2 Campbell Drive, Suite 307  
Uxbridge, Ontario, Canada, L9P 1H6

2. Date of Material Change

November 20, 2019.

3. News Release

News release dated November 20, 2019 was disseminated through the facilities of The Newswire and subsequently filed on SEDAR at [www.sedar.com](http://www.sedar.com).

4. Summary of Material Change

SPO has completed a closing under its previously announced non-brokered private placement (the “Private Placement”). SPO has issued a total of 19,277,742 common shares at a price of \$0.05 per common share under the Private Placement. This amount includes a total of \$738,887 (14,777,742 common shares) from cash subscriptions and debt settlements to arm’s length creditors of SPO and \$225,000 (4,500,000 common shares) subscribed for, or issued in settlement of amounts owing to, certain insiders of the Corporation (the “Insider Placement”).

The Insider Placement constitutes a related party transaction within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions as related parties to the Corporation were parties to the Insider Placement. For more information, see the Material Change Report be filed on SEDAR in conjunction with the Insider Placement.

5. Full Description of Material Change

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The following supplementary information is provided in accordance with Section 5.2 of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”).

**(a) a description of the transaction and its material terms:**

See 5 above.

**(b) the purpose and business reasons for the transaction:**

The purpose of the Insider Placement is to improve the working capital position of the Corporation.

**(c) the anticipated effect of the transaction on the issuer’s business and affairs:**

The Insider Placement improved the working capital position of the Corporation, prior to associated expenses, by gross proceeds of \$225,000 by the issuance of 4,500,000 common shares.

**(d) a description of:**

**(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:**

Mr. Douglas Beynon, a director of the Corporation, was owed \$50,000 which was settled by the issuance of 1,000,000 common shares at \$0.05 per common share.

Mr. Stephen Barley, a director the Corporation, was owed \$50,000 which was settled by the issuance of 1,000,000 common shares at \$0.05 per common share.

Mr. Gary Bartholomew, the Chairman and a director of the Corporation, was owed \$100,000 which was settled by the issuance of 2,000,000 common shares at \$0.05 per common share.

Mr. Myles Bartholomew, President, CEO and a director of the Corporation, subscribed for 500,000 common shares for an aggregate subscription price of \$25,000.

**(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:**

- Prior to the Insider Placement, Mr. Stephen Barley held 97,933 common shares (0.10% of the issued and outstanding common shares); 650,000 stock options (with strike prices ranging from \$0.15 to \$0.90) and 97,933 warrants to acquire common shares at a price of \$0.30. Mr. Stephen Barley now owns a total of 1,097,933 common shares (0.96% of the issued and outstanding).
- Prior to the Insider Placement, Mr. Douglas Beynon held 0 common shares (0% of the issued and outstanding common shares), 650,000 stock options (with strike prices ranging from \$0.15 to \$0.95). Mr. Douglas Beynon now owns a total of 1,000,000 common shares (0.87% of the issued and outstanding).
- Prior to the Insider Placement, a company owned as to 50% by Mr. Gary Bartholomew and 50% by Mr. Myles Bartholomew held 225,167 common shares prior to the Insider Placement. That company's holdings have not changed as a result of the Insider Placement.
- Prior to the Insider Placement, a company owned 100% by Mr. Gary Bartholomew held 390,000 of the common shares (0.41% of the issued and outstanding common shares and 0.3% subsequent to the Insider Placement) and warrants priced at \$0.30, for a total of 1,450,000 warrants.
- Prior to the Insider Placement, Mr. Gary Bartholomew held 1,011,979 common shares (1.1% of the issued and outstanding common shares), 2,400,00 stock options (with strike prices ranging from \$0.09 to \$0.30). Mr. Gary Bartholomew now owns a total of 3,011,979 common shares (2.6% of the issued and outstanding).
- Prior to the Insider Placement, Mr. Myles Bartholomew held 2,757,596 common shares (2.9% of the issued and outstanding common shares), 950,000 stock options (with strike prices ranging from \$0.18 to \$0.31) and 3,503,919 Warrants (with strike price ranging from \$0.30 to \$1.10. Mr. Myles Bartholomew now owns a total of 3,527,596 common shares (2.8% of the issued and outstanding).

**(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:**

A resolution of the board of directors was passed on October 30, 2018 approving the Insider Placement. No special committees were established in connection with these transactions, and no materially contrary view was expressed or

made by any director. Each of the directors abstained from voting on the resolutions pertaining to the portion of the Insider Placement pertaining to themselves.

- (f) A summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:**

Not applicable.

- (g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:**

- (i) that has been made in the 24 months before the date of the material change report:**

Not applicable.

- (ii) the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:**

Not applicable.

- (h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:**

Not applicable.

- (i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:**

The Insider Placement constitutes a related party transaction within the meaning of MI 61-101 as insiders of the Company participated therein. The Company is exempt from the valuation requirements of MI 61-101 pursuant to section 5.5(a). The Company is exempt from the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a).

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For additional information please contact Gary Bartholomew, Executive Chairman of the Corporation at (647) 400 – 6977.

9. Date of Report

November 20, 2019.