

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

SponsorsOne Inc. (the "Corporation")
2 Campbell Drive, Suite 307
Uxbridge, Ontario, Canada, L9P 1H6

2. Date of Material Change

January 13, 2020.

3. News Release

News release dated January 13, 2020 was disseminated through the facilities of The Newswire and subsequently filed on SEDAR at www.sedar.com.

4. Summary of Material Change

SPO also announces a closing under its previously announced non-brokered private placement (the "Private Placement"). SPO has issued a total of 1,400,000 common shares at a price of \$0.05 per common share under the Private Placement to certain insiders of the Corporation for amounts owing in relation to services rendered (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

SPO also announces a closing under its previously announced non-brokered private placement (the "Private Placement"). SPO has issued a total of 1,400,000 common shares at a price of \$0.05 per common share under the Private Placement to certain insiders of the Corporation for amounts owing in relation to services rendered (the "Insider Placement").

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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 \$70,000 by the issuance of 1,400,000 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. Gary Bartholomew, the Chairman and a director of the Corporation, was owed \$30,000 which was settled by the issuance of 600,000 common shares at \$0.05 per common share.

Ms. Sandy Kokkinis, CFO of the Corporation, was owed \$40,000 which was settled by the issuance of 600,000 common shares at \$0.05 per common share.

- (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. Gary Bartholomew held 3,267,146 common shares.
- Prior to the Insider Placement, Ms. Sandy Kokkinis did not hold any common shares.

- (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 January 9, 2020 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. Mr. Gary Bartholomew abstained from voting on the resolutions pertaining to the portion of the Insider Placement pertaining to himself.

- (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 had debts that were the subject thereof. The Company is not subject to the valuation requirements under section 5.4(1). The Company is exempt from the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a) and section 5.7(1)(f) of MI 61-101.

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

January 23, 2020.