



**Sponsors  
One™**

# **SPONSORSONE INC.**

**Condensed Interim Consolidated Financial Statements**

**For the six and three months ended June 30, 2020**

(Unaudited)

(Stated in Canadian dollars - unless otherwise noted)

### **Notice of No Auditor Review of Interim Financial Statements**

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

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

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by CPA Canada for a review of interim financial statements by an entity's auditor.

August 19, 2020

"Myles Bartholomew" (signed)  
Myles Bartholomew, CEO

"Sandy Kokkinis" (signed)  
Sandy Kokkinis, CFO

# SPONSORSONE INC.

Condensed Interim Statements of Financial Position

(Unaudited)

As at, June 30, 2020

	Note	June 30, 2020	December 31, 2019 (Audited)
<b>Assets</b>			
<b>Current assets:</b>			
Cash and cash equivalents		2,840	235
Other receivables & Prepaids		1,772	4,228
		<b>4,612</b>	4,463
Capital assets, net	4	130,563	141,519
		<b>135,175</b>	145,982
<b>Liabilities and Shareholders' Deficit</b>			
<b>Current liabilities:</b>			
Accounts payable and accrued liabilities	5 & 13	1,281,084	1,076,064
HST/GST Payable	6	(46,974)	23,831
Convertible Note Payable	8	75,095	70,238
Current portion of long-term debt	7	26,389	26,389
		<b>1,335,594</b>	1,196,522
<b>Long-term liabilities</b>			
Long-term debt	7	23,611	23,611
		<b>1,359,205</b>	1,220,133
<b>Shareholders' deficit</b>			
Share capital	9	10,041,847	8,644,159
Shares to be issued	9	232,616	232,616
Share-based payment reserve	10	2,804,950	2,829,950
Warrant reserve	11	2,182,181	2,182,181
Equity adjustment from foreign currency translation		(9,055)	(9,055)
Accumulated deficit		(16,476,569)	(14,954,002)
		<b>(1,224,030)</b>	(1,074,151)
		<b>135,175</b>	145,982

Nature of Operations and Going Concern – Note 1

Subsequent Event – Note 17

Approved on behalf of the Board:

"Myles Bartholomew"  
Director (Signed)

"Gary Bartholomew"  
Director (Signed)

The accompanying notes are an integral part of these consolidated financial statements

# SPONSORSONE INC.

Condensed Interim Statements of Operations and Comprehensive Loss

(Unaudited)

For the six and three months ended June 30, 2020

	Note	3 months ended June 30, 2020	3 months ended June 30, 2019	6 months ended June 30, 2020	6 months ended June 30, 2019
<b>Revenue</b>		-	-	-	-
<b>Operating expenses:</b>					
Marketing, general and administrative		1,037,941	486,276	1,505,939	802,707
Research and development		-	55,141	3,342	110,908
Depreciation		6,721	6,131	13,286	12,237
HST Assessment		-	-	-	-
Loss before finance expense and other income		1,044,662	547,548	1,522,567	925,852
Finance expense		-	-	-	-
<b>Net loss</b>		1,044,662	547,548	1,522,567	925,852
<b>Comprehensive Loss</b>					
Exchange difference on translating foreign operations		-	-	-	-
<b>Net loss and comprehensive loss for the year</b>		1,044,662	547,548	1,522,567	925,852
Weighted average number of common shares	12	79,068,410	46,319,577	86,230,562	46,237,584
Loss per share - basic and diluted	12	0.01	0.01	0.02	0.02

The accompanying notes are an integral part of these consolidated financial statements

# SPONSORSONE INC.

Condensed Interim Statements of Changes in (Deficit) Equity  
(Unaudited)

For the six months ended June 30, 2020 and 2019

	Number of common shares	Share capital	Shares to be issued	Shares subscribed but not issued	Special Warrants	Warrants	Share-based payment reserve	CTA	Deficit	Total
Balance at December 31, 2019	76,999,590	8,644,159	232,616	-	-	2,182,181	2,829,950	(9,055)	(14,954,002)	(1,074,151)
Shares issued on private placement, net	-	-	-	-	-	-	-	-	-	-
Warrants exercised	525,000	26,250	-	-	-	-	(25,000)	-	-	1,250
Shares issued in debt settlement	26,928,759	1,346,438	-	-	-	-	-	-	-	1,346,438
DSU's vested in the period	500,000	25,000	-	-	-	-	-	-	-	25,000
Share-based payments	-	-	-	-	-	-	-	-	-	-
Shares issued on Verve acquisition Trauch 1	-	-	-	-	-	-	-	-	-	-
Net loss for the period	-	-	-	-	-	-	-	-	(1,522,567)	(1,522,567)
<b>Balance at March 31, 2020</b>	<b>104,953,349</b>	<b>10,041,847</b>	<b>232,616</b>	<b>-</b>	<b>-</b>	<b>2,182,181</b>	<b>2,804,950</b>	<b>(9,055)</b>	<b>(16,476,569)</b>	<b>(1,224,030)</b>

	Number of common shares	Share capital	Shares to be issued	Shares subscribed but not issued	Special Warrants	Warrants	Share-based payment reserve	CTA	Deficit	Total
Balance at December 31, 2018	45,585,737	6,521,512	232,616	-	-	2,186,475	2,043,299	(4,375)	(10,829,931)	149,596
Shares issued on private placement, net	8,528,767	419,407	-	-	-	2,831	-	-	-	422,238
Warrants exercised	375,000	25,875	-	-	-	(7,125)	-	-	-	18,750
Shares issued in debt settlement	13,110,086	737,365	-	-	-	-	-	-	-	737,365
DSU's vested in the period	-	-	-	-	-	-	-	-	-	-
Share-based payments	-	-	-	-	-	-	786,651	-	-	786,651
Shares issued on Verve acquisition Trauch 1	9,400,000	940,000	-	-	-	-	-	-	-	940,000
Net loss for the period	-	-	-	-	-	-	-	(4,680)	(4,124,071)	(4,128,751)
<b>Balance at December 31, 2019</b>	<b>76,999,590</b>	<b>8,644,159</b>	<b>232,616</b>	<b>-</b>	<b>-</b>	<b>2,182,181</b>	<b>2,829,950</b>	<b>(9,055)</b>	<b>(14,954,002)</b>	<b>(1,074,151)</b>

The accompanying notes are an integral part of these consolidated financial statements

# SPONSORSONE INC.

Condensed Interim Statements of Cash Flows

(Unaudited)

For the six months ended June 30, 2020

	2020	2019
<b>Cash flows from operating activities:</b>		
Net income (loss) for the period	(1,522,567)	(925,853)
Adjustments for:		
Depreciation	10,956	12,237
Share-based compensation	-	252,442
Gain on settlement of debt	-	-
Accrued interest	-	-
Foreign exchange	-	-
Loss on acquisition	-	-
HST provision	-	-
Change in non-cash operating working capital		-
Other receivables & Prepaids	2,456	-
Accounts payable and accrued liabilities	209,876	36,958
Note Payable	-	32,637
HST Payable	(70,804)	(94,690)
	<b>(1,370,083)</b>	<b>(686,269)</b>
<b>Cash flows from financing activities:</b>		
Equity adjustment for foreign currency translation	-	1,325
Shares issued in debt settlement	1,346,437	108,750
Proceeds from private placement, net	-	-
Proceeds from short-form prospectus, net	-	-
Proceeds from issuance of convertible note payable	-	65,334
Proceeds from issuance of special warrants, net	-	-
Proceeds from the exercising of warrants	26,251	18,750
Payment of long-term debt	-	-
	<b>1,372,688</b>	<b>194,159</b>
<b>Cash flows from investing activities:</b>		
Investment in property and equipment	-	-
	-	-
<b>Increase (decrease) in cash and cash equivalents</b>	<b>2,605</b>	<b>(492,110)</b>
Cash and cash equivalents, beginning of period	235	493,494
<b>Cash and cash equivalents, end of period</b>	<b>2,840</b>	<b>1,384</b>

The accompanying notes are an integral part of these consolidated financial statements

# SPONSORSONE INC.

Notes to the Condensed Interim Financial Statements

Unaudited

For the three and six month period ended June 30, 2020 and 2019

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## 1. NATURE OF OPERATIONS AND GOING CONCERN

### Nature of Operations

SponsorsOne Inc. (the "Company" or "SponsorsOne") was incorporated under the laws of the Province of Ontario on March 9, 1965. Over the years, the Company has changed its name several times and currently operates as SponsorsOne, Inc. The registered office is located at 2 Campbell Drive, #307C, Uxbridge, ON L9P 1H6. References to SponsorsOne or the Company include the other names the company has operated under.

MXM Nation Inc. ("MXM") was incorporated on February 2, 2005 under the Business Corporations Act of Ontario, Canada. On December 19, 2013, MXM completed a reverse takeover transaction of SponsorsOne. For accounting purposes, MXM is considered the acquirer and SponsorsOne the acquiree.

SponsorsOne Media, Inc., was incorporated under the laws of the State of Delaware United States of America, on January 9, 2018, and is a wholly owned subsidiary of SponsorsOne, Inc. The primary office of SponsorsOne Media, Inc. is located at South 8514 Sagewood Road, Spokane, Washington 99223.

S1 Brands, Inc., was incorporated under the laws of the State of Delaware United States of America, on November 25, 2019, and is a wholly owned subsidiary of SponsorsOne, Inc. The primary office of SponsorsOne Media, Inc. is located at South 8514 Sagewood Road, Spokane, Washington 99223.

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

These consolidated financial statements were authorized by the Board of Directors of the Company on July 28, 2020.

### Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has experienced negative cash flows from operations since inception. In the six months ending June 30, 2020, the Company has generated a net loss \$1,522,567 and had a working capital deficit of \$1,330,982.

The Company has relied on financing from its shareholders and officers as well as equity raises to fund operations to date. Full implementation of the Company's business plan will require additional debt or equity financing and there can be no assurance that adequate funding will be available in the future, or available under terms favourable to the Company. In assessing whether the going concern assumption is appropriate, management considers all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management recognizes that the Company has insufficient capital to continue operations for the coming twelve months without additional investment capital and there are continuing uncertainties regarding the costs of operations and the timing of revenues. These material uncertainties may cast significant doubt upon the Company's ability to realize its assets and discharge its liabilities in the normal course of business and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern. Management believes that it can generate and/or raise enough funds to pay its ongoing administrative expenses and to meet its liabilities for the ensuing twelve months as they fall due.

Accordingly, these consolidated financial statements do not reflect adjustments or classifications which might be necessary if the Company was not able to continue as a going concern.

In March 2020, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian and U.S. government regarding travel, business

# SPONSORSONE INC.

Notes to the Condensed Interim Financial Statements

Unaudited

For the three and six month period ended June 30, 2020 and 2019

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## 1. NATURE OF OPERATIONS AND GOING CONCERN (continued)

operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak may cause reduced customer demand, supply chain disruptions, and staff shortages, all of which may negatively impact the Company's business and financial condition.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### a) Statement of Compliance with International Financial Reporting Standards

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the Interpretations of the IFRS Interpretations Committee ("IFRIC").

### b) Basis of presentation

These consolidated interim financial statements have been prepared in accordance with IFRS, as applicable to interim financial reports including International Accounting Standards 34 – Interim Financial Reporting. Therefore, these condensed consolidated interim financial statements do not include all the information and note disclosure required by IFRS for annual financial statement and should be read in conjunction with the annual consolidated financial statements for the 12 month period ended December 31, 2018, which have been prepared in accordance with IFRS.

These condensed consolidated financial statements have been prepared on a historical cost basis using accounting policies and methods consistently applied over the periods presented.

### c) Functional currency

The Company's functional and reporting currency as determined by management, is the Canadian dollar ("CAD"), which is the Company's presentation currency. As at, June 30, 2020, the functional currency of the Company's wholly owned subsidiary, SponsorsOne Media Inc., was determined to be the United States dollar. The functional currency of all other subsidiaries as at, June 30, 2020 were determined to be the Canadian dollar ("CAD").

### d) Basis of consolidation

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

### e) Use of estimates and judgments

The preparation of these consolidated financial statements requires management to make certain judgments, estimates and assumptions about the carrying amounts of assets and liabilities, revenue and expenses. These estimates and



# SPONSORSONE INC.

Notes to the Condensed Interim Financial Statements

Unaudited

For the three and six month period ended June 30, 2020 and 2019

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## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

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

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to, impairment of assets and the useful life of capital assets, the calculation of the fair value of share based payments, provisions for income taxes, assessment of going concern assumption and functional currency.

### f) Standards adopted during the period

IFRS 16 - Leases - In January 2016, the International Accounting Standards Board (IASB) issued a new International Financial Reporting Standard (IFRS) on lease accounting which was incorporated into Part I of the CPA Canada Handbook – Accounting by the Accounting Standards Board (AcSB) in June 2016. IFRS 16 supersedes IAS 17 Leases, IFRIC 4 Determining Whether an Arrangement Contains a Lease, SIC-15 Operating Leases - Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. IFRS 16 introduces a single lessee accounting model that requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months unless the underlying asset is of low value. Lease assets and liabilities are initially recognized on a present value basis and subsequently, similarly to other non-financial assets and financial liabilities, respectively. The lessor accounting requirements are substantially unchanged and, accordingly, continue to require classification and measurement as either operating or finance leases. The new standard also introduces detailed disclosure requirements for both the lessee and lessor. The new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that also apply IFRS 15 Revenue from Contracts with Customers.

The Company's adoption of IFRS 16 did not have a material financial impact upon the consolidated financial statements as they are not a party to any leases under the scope of the standard.

### g) Standards issued but not yet effective

The International Accounting Standards Board ("IASB") has issued the following accounting standards which have not yet been adopted by the Company:

#### Amendment to IFRS 3 – Business Combinations

On October 22, 2018, the IASB issued Definition of a Business (Amendments to IFRS 3: Business Combinations). The amendments to IFRS 3 are applicable for acquisitions occurring on or after January 1, 2020 and are adopted prospectively. These amendments to the implementation guidance of IFRS 3 clarify the definition of a business to assist entities to determine whether a transaction should be accounted for as a business combination or an asset acquisition. The amendments to IFRS 3 – Business Combinations may affect whether future acquisitions are accounted for as business combinations or asset acquisitions, along with the resulting allocation of the purchase price between the net identifiable assets acquired and goodwill. The Company does not expect any impact to the financial statements as a result of its adoption of the amendments to IFRS 3.

# SPONSORSONE INC.

Notes to the Condensed Interim Financial Statements

Unaudited

For the three and six month period ended June 30, 2020 and 2019

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## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

### h) Foreign currency translation

Transactions in foreign currencies other than the functional currency are translated into the functional currency using the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the period end exchange rate with the resulting gains and losses being recognized in the consolidated statements of operations and comprehensive loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are not retranslated.

The financial statements of foreign subsidiaries for which the functional currency is not the Canadian dollar are translated into Canadian dollars using the exchange rate in effect at the end of the reporting period for assets and liabilities and the average exchange rates for the period for revenue, expenses and cash flows. Foreign exchange differences arising on translation are recognized in other comprehensive income (loss) and in the cumulative transaction adjustment in shareholders' equity.

### i) Revenue

The Company's revenue is derived from the completion of a performance obligation outlined by the terms of a Brand Development Agreement entered with the customer. Revenue is recognized once the performance obligation is satisfied and there is a reasonable expectation of collection.

Under IFRS 15, revenue is recognized at an amount that reflects the expected consideration receivable in exchange for transferring goods or services to a customer, applying the following five steps:

- 1) Identify the contract with a customer
- 2) Identify the performance obligations in the contract
- 3) Determine the transaction price
- 4) Allocate the transaction price to the performance obligations in the contract
- 5) Recognize revenue when (or as) the entity satisfies a performance obligation

### j) Capital assets

The Company records equipment at cost and provides for depreciation over the useful life of the assets using the straight-line method over 5 years for computer and office equipment and 15 years for marketing vehicle.

In the year of disposal, the resulting gain or loss is included in the statements of operations and comprehensive loss and the cost of the equipment retired or otherwise disposed and the related accumulated depreciation are eliminated from these accounts.

### k) Research and development costs

Research costs are expensed as incurred. The Company has not capitalized development expenditures to date. An intangible asset may be recognized in future periods if the Company can demonstrate:

- the technical feasibility of completing the intangible asset so it will be available for use or sale;
- its intention to complete and its ability to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably of the expenditure during development.

# SPONSORSONE INC.

Notes to the Condensed Interim Financial Statements

Unaudited

For the three and six month period ended June 30, 2020 and 2019

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## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

### l) Share-based compensation

The Company grants stock options and deferred stock units (“DSU’s”) to acquire common shares of the Company to directors, officers, and employees. The Board of Directors grants stock options for periods of up to ten years, with vesting periods determined at its sole discretion and at exercise prices equal to or greater than the closing market price on the day preceding the date the options were granted. DSU’s by their terms have no exercise price associated with them and the Board of Directors grants DSU’s with vesting periods determined on a case-by-case basis.

The fair value of the options for employee services is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period of the options using the graded vesting method. The fair value is recognized as an expense with the corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest.

Where the terms of a stock option are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based compensation arrangement or is otherwise beneficial to the employee as measured at the date of modification over the remaining vesting period.

The fair value of vested DSU’s are calculated and recorded using the stock price on the grant date of DSU’s, but only to the extent that the DSU’s are vested. As additional DSU’s vest according to their terms, additional compensation expense is recorded in the period when the shares vest. DSU’s do bear an exercise price, do not convert into common shares and cannot be transferred or liquidated until the holder ceases to be a director, officer, employee or consultant of the Company.

Share-based payments for non-employee services are measured at the fair value of the goods or services received and are recorded at the date the goods or services are received or, if it is determined the fair value of the goods or services cannot be reliably measured, at the fair value of the equity instruments issued.

### m) Loss per share

Basic income (loss) per share is calculated using the weighted-average number of common shares outstanding during the year. Diluted loss per share is computed using the treasury stock method. Stock options and warrants outstanding are not included in the computation of diluted loss per share if their inclusion would be anti-dilutive.

### n) Income tax

Income tax expense consists of current and deferred tax expense. Current and deferred taxes are recognized in profit or loss except to the extent that they relate to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized, and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in profit or loss or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that enough taxable earnings will be available to allow all or part of the asset to be recovered.

# SPONSORSONE INC.

Notes to the Condensed Interim Financial Statements

Unaudited

For the three and six month period ended June 30, 2020 and 2019

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## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

### o) Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Below is a summary showing the classification and measurement bases of the Company's financial instruments.

<b>Classification</b>	<b>IFRS 9</b>
Cash and cash equivalents	FVTPL
Other receivables	Amortized Cost
Accounts payable and other liabilities	Amortized Cost
Convertible note payable	Amortized Cost
Convertible note payable – conversion feature	FVTPL
Long-term debt	Amortized Cost

#### Financial assets

Financial assets are classified as either financial assets at FVTPL, amortized cost, or FVTOCI. The Company determines the classification of its financial assets at initial recognition.

#### i. Financial assets recorded at FVTPL

Financial assets are classified as FVTPL if they do not meet the criteria of amortized cost or FVTOCI. Gains or losses on these items are recognized in profit or loss.

#### ii. Investments recorded at fair value through other comprehensive income (FVOCI)

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to measure the investment at FVOCI whereby changes in the investment's fair value (realized and unrealized) will be recognized permanently in OCI with no reclassification to profit or loss. The election is made on an investment-by-investment basis.

#### iii. Amortized cost

Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at FVTPL: 1) the object of the Company's business model for these financial assets is to collect their contractual cash flows, and 2) the asset's contractual cash flows represent "solely payments of principal and interest".

#### Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

#### i. Amortized cost

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

#### ii. Financial liabilities recorded FVTPL

Financial liabilities are classified as FVTPL if they fall into one of the five exemptions detailed above.

# SPONSORSONE INC.

Notes to the Condensed Interim Financial Statements

Unaudited

For the three and six month period ended June 30, 2020 and 2019

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## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Transaction costs

Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

### Subsequent measurement

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income.

### Derecognition

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

### Expected credit loss impairment model

IFRS 9 introduced a single expected credit loss impairment model, which is based on changes in credit quality since initial application. The adoption of the expected credit loss impairment model had no impact on the Company's consolidated financial statements.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

### Financial instruments at fair value through profit and loss

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The carrying amount reflected above represents the Company's maximum exposure to credit risk for the other receivables. As at March 31, 2020, December 31, 2019 and 2018, the Company did not hold financial instruments recorded at fair value that would require classification within the fair value hierarchy, except for cash and cash equivalents (Level 1) and convertible note payable – conversion feature (Level 2). The carrying value of the financial instruments noted above approximate their fair value due to the short-term nature of these instruments. The carrying value of the long-term debt also approximates its fair value.

# SPONSORSONE INC.

Notes to the Condensed Interim Financial Statements

Unaudited

For the three and six month period ended June 30, 2020 and 2019

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## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

### p) Conversion options in convertible note payable

An equity conversion feature embedded in a contract about a convertible loan granted to the Company is accounted for as equity only when it will exclusively be settled by the entity delivering a fixed number of its own equity shares in exchange for a fixed amount of cash (the 'fixed-for-fixed criterion').

Where the debt obligation in a convertible loan is denominated in a currency different from the trading currency of the shares of the Company, the consideration payable under the derivative is not fixed in the functional currency of the Company so that the fixed-for-fixed criterion is not fulfilled and the conversion feature fails the definition of equity.

In that case, the conversion option embedded in a convertible loan facility is considered an embedded derivative financial liability not closely related to the host loan agreement and is recognized as a financial liability at FVTPL. Any subsequent changes in the fair value of the conversion option are recognized in the consolidated statements of operations and comprehensive loss under Finance expense.

### q) Impairment of non-financial assets

The Company reviews its tangible assets for indications of impairment at the end of each reporting period or when events or changes in circumstances indicate that the carrying amount may not be recoverable. If any indication of impairment exists, the asset's recoverable amount is estimated. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit ("CGU") to which the assets belong. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

An impairment loss is recognized when the carrying amount of an asset, or its CGU, exceeds its recoverable amount. The recoverable amount is the higher of fair value less costs to sell and value in use. In determining the value in use, the expected future cash flows from the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses are recognized in profit or loss. Where an impairment loss subsequently reverses the carrying amount of the asset or CGU is increased by the revised estimate of its recoverable amount but not beyond the carrying amount that would have been determined had no impairment loss been recognized for the asset in the prior periods. A reversal of such impairment loss is also recognized in profit or loss.

## 3. Acquisition of Verve Beverage Company

On November 1, 2019, the Company acquired all the issued and outstanding shares of Verve Beverage Company ("VBC"). Per the terms of the agreement, the Company is to issue in escrow 47,000,000 shares in the Company of which 20% are to be released from escrow on closing and the remaining are released over a period of 6 months and 24 months after the closing date. Subsequent to year end, the Company and the previous owners of VBC entered into legal dispute due to misrepresentations in accordance with the share purchase agreement.

As part of the share purchase agreement for the acquisition, the Company issued 9,400,000 shares in the company valued at \$940,000 (note 9) and cancelled all of the remaining shares held in escrow. As VBC did not meet the definition of a business per IFRS 3, the acquisition has been accounted for as an asset acquisition, whereby the Company is considered to issue shares in return for the net assets of VBC at their fair value. On the acquisition date, the Company also recognized \$518,720 of accounts payable representing VBC's net assets and an intangible asset with a value of \$1,458,720 representing a license.

Subsequent to the acquisition and in connection with the legal disputes noted above, the license was impaired to \$nil and an impairment loss of \$1,458,720 is included in the statements of operations and comprehensive loss as a loss on acquisition.

# SPONSORSONE INC.

Notes to the Condensed Interim Financial Statements

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For the three and six month period ended June 30, 2020 and 2019

## 3. Acquisition of Verve Beverage Company (continued)

On July 16, 2020, the Company announce that the pending litigation in Alberta, Canada related to the acquisition of Verve Beverage Company (“VBC”) has been favorably resolved and the litigation will be Discontinued. The Company having now resolved this matter, reports there are no other pending or anticipated lawsuits (note 17).

The terms of settlement are; the former shareholders of VBC will keep the previously issued SPO shares totalling 9,400,000 common shares and the remaining 37,600,000 common shares that were to be held in escrow and never issued and as such the obligation to issue will be canceled.

## 4. CAPITAL ASSETS

		<b>Electronic equipment</b>		<b>Marketing vehicle</b>		<b>Total</b>
<b>Cost</b>						
At December 31, 2018	\$	70,555	\$	219,596	\$	<b>290,151</b>
Additions for the period		-		12,850		<b>12,850</b>
Foreign currency translation		(8,722)		-		<b>(8,722)</b>
Balance at December 31, 2019	\$	61,833	\$	232,446	\$	<b>294,279</b>
Additions for the period		-		-		<b>-</b>
Foreign currency translation		3,047		-		<b>3,047</b>
<b>Balance at June 30, 2020</b>	<b>\$</b>	<b>64,880</b>	<b>\$</b>	<b>232,446</b>	<b>\$</b>	<b>297,326</b>
<b>Accumulated depreciation</b>						
At December 31, 2018	\$	7,773	\$	124,725	\$	<b>132,498</b>
Additions for the period		12,634		13,607		<b>26,241</b>
Foreign currency translation		(5,979)		-		<b>(5,979)</b>
Balance at December 31, 2019	\$	14,428	\$	138,332	\$	<b>152,760</b>
Additions for the period		6,482		6,804		<b>13,286</b>
Foreign currency translation		717		-		<b>717</b>
<b>Balance at June 30, 2020</b>	<b>\$</b>	<b>21,627</b>	<b>\$</b>	<b>145,136</b>	<b>\$</b>	<b>166,763</b>
<b>Net book value</b>						
<b>At June 30, 2020</b>	<b>\$</b>	<b>43,253</b>	<b>\$</b>	<b>87,310</b>	<b>\$</b>	<b>130,563</b>
At December 31, 2019	\$	47,405	\$	94,114	\$	141,519

# SPONSORSONE INC.

Notes to the Condensed Interim Financial Statements

Unaudited

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## 5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities are comprised of the following:

As at,	June 30, 2020	December 31, 2019
Accounts payable	\$ 1,170,511	\$ 907,756
Accrued liabilities	110,573	168,108
	<b>\$ 1,281,084</b>	<b>\$ 1,076,064</b>

During the period ending June 30, 2020, the Company entered into debt settlement agreements to settle various amounts of accounts payable in the Company. The Company issued a total of 20,728,759 share to settle \$1,036,438 of accounts payable during the period. For the year, the company has issued a total of 26,928,759 shares (note 9) to settle \$1,346,438 of accounts payable.

## 6. HST PAYABLE

On April 28, 2018, the Corporation received a Notice of (Re) Assessment (the “HST Assessment”) from Canada Revenue Agency regarding GST / HST filings for the period from July 1, 2015 to December 31, 2017, which resulted in an accrual of HST owing of \$194,994 included in HST assessment in the statements of operations and comprehensive loss

On May 30, 2019, the Canada Revenue Agency review was completed, and the Company recorded a reversal of \$48,762 relating to the accrual of HST owing in 2018 noted above. As at, June 30, 2020, the balance in HST Payable includes the final amount owing from the assessment, less additions for HST incurred in the period and have not been collected.

## 7. CURRENT PORTION OF LONG-TERM DEBT AND LONG-TERM DEBT

In connection with debt settlements negotiated during the fiscal year 2018, the Company entered into agreements with certain vendors holding accounts payable to convert these accounts payables into \$154,271 of long-term notes payable, representing the new settlement amount (see note 5 for more details on the settlement). The loans mature on June 15, 2021 and bear interest at 12% per annum. During 2019, the debt holder extended the maturity date as well as all original repayments of payments and interest by one year.

As at December 31, 2019 and 2018, \$50,000 of this long-term debt remained outstanding. The current portion of long-term debt consisting of principal payments due over the twelve-month period ending December 31, 2019 and 2018 total \$26,389. Interest expense on the note for 2019 is \$5,500 and is included under finance expenses in the consolidated statements of operations and comprehensive loss. Interest payable as at, December 31, 2019 is \$9,000 and is included in accounts payable and accrued liabilities.



# SPONSORSONE INC.

Notes to the Condensed Interim Financial Statements

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For the three and six month period ended June 30, 2020 and 2019

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## 7. CURRENT PORTION OF LONG-TERM DEBT AND LONG-TERM DEBT (continued)

Debt activity during the years were as follows:

Balance December 31, 2017	137,695
Interest	2,241
Payments	(244,207)
Additions	154,271
Balance March 31, 2020, December 31, 2019 and 2018	\$ 50,000

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

As at December 31, 2019	2022	2021	2020
Payments due within one year	\$ 8,333	\$ 15,278	\$ 26,389

## 8. CONVERTIBLE NOTE PAYABLE & PROMISSORY NOTE

During the fiscal year 2019, the Company raised total proceeds of \$64,500 (US\$50,000) related to the issuance of unsecured convertible debentures (the “Debentures”). The Debentures have a maturity date of 180 days after closing and bear interest at a rate of 15% per annum, payable semi-annually in arrears, 180 days after the closing date. The holder of the Debentures will be entitled to convert all or part the principal amount of the Debentures into units (“Units”) of the Company at a price of USD\$0.10 per Unit at any time prior to the close of business on the tenth business day immediately preceding the Maturity Date. The Units will be comprised of one common share and a one-half warrant. Each whole warrant will be exercisable into one (1) common share at an exercise price of USD\$0.20 per common share. The holder of the Debentures opted to not convert to shares and warrants and has instead opted for a repayment and is therefore a Note Payable.

As at, December 31, 2019, the value of the Debentures (Note Payable) carried at amortized cost is \$70,238 (\$54,253 USD) and accrued \$5,738 (\$4,253 USD) included in finance expenses in the consolidated statements of operations and comprehensive loss.

As at, June 30, 2020, the value of the Note Payable carried at amortized cost is \$75,095 (\$58,158 USD) and accrued financial expenses of \$4,857 for the year. The lender has opted not to convert and the Company has set up a repayment for this.

On June 22, 2020, the Company signed a promissory note for \$10,000. The note bears 15% per annum with a maturity in 90 days.

## 9. SHARE CAPITAL

*Authorized:*

The Company is authorized to issue an unlimited number of common shares with no par value.

As at, December 31, 2019, a total of 76,999,590 shares of common stock are issued and outstanding.

- (i) During the year ended December 31, 2019, a total of 375,000 warrants were exercised at \$0.05, netting the Company \$18,750 in capital. The warrants exercised had a value of \$7,125 transferred from warrant reserve to share capital.

During the year ended December 31, 2019, the Company issued a total of 13,110,086 shares in connection with debt settlement agreements entered into (note 5).

# SPONSORSONE INC.

Notes to the Condensed Interim Financial Statements

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For the three and six month period ended June 30, 2020 and 2019

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## 9. SHARE CAPITAL (continued)

- (ii) On November 1, 2019, the Company issued 9,400,000 common shares with a value of \$940,000 in connection with the acquisition of Verve Beverage Company (note 3)
- (iii) On November 20, 2019, the Company issued 8,528,767 common shares at a price of \$0.05 per share for total proceeds of \$426,328. In connection with the share issuance the Company paid \$4,500 in share issue costs and issued 84,000 broker warrants with a value of \$2,831 (note 11).

As at June 30, 2020, a total of 104,953,349 shares of common stock are issued and outstanding.

- (iv) On January 9, 2020, the Company issued 1,400,000 common shares at a price of \$0.05 per share in satisfaction of \$70,000 of debt settlement.
- (v) On January 9, 2020, a total of 525,000 warrants were exercised at \$0.05, netting the Company \$26,250 in capital.
- (vi) On March 26, 2020, the Company issued 4,800,000 common shares at a price of \$0.05 per share in satisfaction of accounts payable to arm's length parties.
- (vii) On April 27, 2020, the Company issued 3,000,000 common shares at a price of \$0.05 per share in satisfaction of accounts payable to arm's length parties.
- (viii) On April 27, 2020, an RSU share exercise was satisfied and the Company issued 500,000 common shares at a price of \$0.05 per share as per the Company's RSU program.
- (ix) On May 8, 2020, the Company issued 5,056,000 common shares at a price of \$0.05 per share in satisfaction of accounts payable to arm's length parties.
- (x) On May 14, 2020, the Company issued 4,867,759 common shares at a price of \$0.05 per share in satisfaction of accounts payable to arm's length parties.
- (xi) On May 22, 2020, the Company issued 1,405,000 common shares at a price of \$0.05 per share in satisfaction of accounts payable to arm's length parties.
- (xii) On June, 12, 2020, the Company issued 6,400,000 common shares at a price of \$0.05 per share in satisfaction of accounts payable to arm's length parties.

## 10. SHARE-BASED PAYMENT RESERVE

### *Share Option Plan*

The Board of Directors of the Company adopted a stock option plan (the "Plan") whereby the aggregate number of common shares reserved for issuance under the Plan, including common shares reserved for issuance under any other share compensation arrangement granted or made available by the Company from time to time may not exceed 15% of the Company's issued and outstanding common shares. The Plan is administered by the Board of Directors and grants made pursuant to the Plan must always comply with the policies of the Canadian Stock Exchange and the Plan.

The terms of any options granted under the Plan are fixed by the Board of Directors and may not exceed a term of ten years. The exercise price of the options granted under the Plan is set at the last closing price of the Company's common shares before the date of grant.

Each employee share option converts into one common share of the Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither right to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry.

# SPONSORSONE INC.

Notes to the Condensed Interim Financial Statements

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For the three and six month period ended June 30, 2020 and 2019

## 10. SHARE-BASED PAYMENT RESERVE (continued)

		Number of Options	Weighted average exercise price (\$)
<b>Balance at December 31, 2017</b>	<b>\$</b>	<b>1,885,000</b>	<b>0.39</b>
Issued January 10, 2018		1,450,000	0.30
Issued August 7, 2018		2,000,000	0.18
Issued August 7, 2018		750,000	0.22
Issued October 12, 2018		50,000	0.18
Forfeited		(225,000)	0.23
<b>Balance at December 31, 2018</b>	<b>\$</b>	<b>5,910,000</b>	<b>0.28</b>
Issued April 22, 2019		700,000	0.09
Issued April 26, 2019		300,000	0.12
Issued May 1, 2019		100,000	0.10
Issued December 9, 2019		8,600,000	0.18
<b>Balance at December 31, 2019</b>	<b>\$</b>	<b>15,610,000</b>	<b>0.21</b>

On January 10, 2018, the Company granted 1,450,000 stock options with an exercise price \$0.30 per share for a period of 10 years from the date of grant. The January 10, 2018 options were fully vested on issuance. On August 7, 2018, the Company granted 2,000,000 options with an exercise price of \$0.18 per share for a period of 10 years from the date of grant. The August 7, 2018 options were fully vested upon issuance. On September 24, 2018, the Company granted 750,000 options with an exercise price of \$0.22 per share for a period of 10 years from the date of grant. 50% of the September 24, 2018 options vested upon issuance and the balance vest on August 1, 2019. On October 12, 2018, the Company granted 50,000 stock options with an exercise price \$0.18 per share for a period of 10 years from the date of grant. 10% October 12, 2018 options vested on issuance, 30% vest on the 1<sup>st</sup> anniversary, 30% on the second anniversary and the remaining 30% on the third anniversary.

On April 22, 2019, the Company granted 700,000 stock options with an exercise price \$0.09 per share for a period of 10 years from the date of grant. 610,000 of the April 22, 2019 options vested on issuance, 30,000 vests on the 1<sup>st</sup> anniversary, 30,000 on the second anniversary and the remaining 30,000 on the third anniversary. On April 26, 2019, the Company granted 300,000 stock options with an exercise price \$0.12 per share for a period of 10 years from the date of grant. The April 26, 2019 options were fully vested on issuance. On May 1, 2019, the Company granted 100,000 stock options with an exercise price \$0.10 per share for a period of 10 years from the date of grant. 10% May 1, 2019 options vested on issuance, 30% vest on the 1<sup>st</sup> anniversary, 30% on the second anniversary and the remaining 30% on the third anniversary. On December 9, 2019, the Company granted 8,600,000 stock options with an exercise price \$0.18 per share for a period of 10 years from the date of grant. 10% December 9, 2019 options vested on issuance, 30% vest on the 1<sup>st</sup> anniversary, 30% on the second anniversary and the remaining 30% on the third anniversary.

For the year ended December 31, 2019, \$207,214 (2018 - \$903,000) of stock-based compensation expense was recorded for the fair value of stock options vested.

# SPONSORSONE INC.

Notes to the Condensed Interim Financial Statements

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For the three and six month period ended June 30, 2020 and 2019

## 10. SHARE-BASED PAYMENT RESERVE (continued)

The following table summarizes the exercise price of outstanding and exercisable stock options as at, December 31, 2019:

Expiry date	Number of Options	Exercise Price	Remaining Life (Years)	Number of Options Exercisable
January 1, 2023	610,000	\$ 0.15	3.01	610,000.00
January 27, 2023	50,000	\$ 0.15	3.08	50,000.00
July 1, 2023	50,000	\$ 0.30	3.50	50,000.00
July 24, 2023	50,000	\$ 0.30	3.56	50,000.00
July 26, 2023	50,000	\$ 0.30	3.57	50,000.00
January 1, 2024	200,000	\$ 1.00	4.01	200,000.00
February 27, 2024	50,000	\$ 0.95	4.16	50,000.00
January 19, 2025	25,000	\$ 0.89	5.06	25,000.00
May 29, 2025	100,000	\$ 0.60	5.41	100,000.00
April 28, 2026	25,000	\$ 0.15	6.33	25,000.00
April 29, 2026	50,000	\$ 0.15	6.33	50,000.00
July 4, 2026	500,000	\$ 0.31	6.51	500,000.00
January 10, 2028	1,350,000	\$ 0.30	8.03	1,350,000.00
August 1, 2028	750,000	\$ 0.22	8.59	750,000.00
August 7, 2028	2,000,000	\$ 0.18	8.61	2,000,000.00
October 12, 2028	50,000	\$ 0.18	8.79	20,000.00
April 22, 2029	700,000	\$ 0.09	9.32	610,000.00
April 26, 2029	300,000	\$ 0.12	9.33	300,000.00
May 1, 2029	100,000	\$ 0.10	9.34	10,000.00
December 9, 2029	8,600,000	\$ 0.18	9.95	860,000.00
<b>Balance, December 31, 2019</b>	<b>15,610,000</b>	<b>\$ 0.21</b>	<b>8.88</b>	<b>7,660,000.00</b>

The fair values of stock options issued in 2019 were estimated using the Black-Scholes option pricing model with the following assumptions:

Assumptions	Options December 9, 2019	Options May 1, 2019	Options April 26, 2019	Options April 22, 2019
Volatility	178%	177%	177%	177%
Risk-free interest rate	1.54%	1.61%	1.59%	1.66%
Expected life (years)	10	10	10	10
Dividend yield	Nil	Nil	Nil	Nil
Forfeiture rate	0%	0%	0%	0%
Exercise Price	\$0.18	\$0.10	\$0.12	\$0.09
Share Price	\$0.04	\$0.10	\$0.12	\$0.09

### Deferred Share Units

The Board of Directors of the Company adopted a deferred share unit plan (the "DSU Plan"). The DSU Plan is administered by the Board of Directors and grants made pursuant to the Plan must at all times comply with the policies of the Canadian Stock Exchange and the Plan.

The terms of any DSU's granted under the DSU Plan are fixed by the Board of Directors. Deferred Share Unit's (DSU's) have a right to share in common dividends if any are authorized after the DSU's become vested in accordance with their terms. DSU's have no voting rights. Upon cessation of service, the holder of a DSU may request that the DSU's be redeemed by the Company at the then current market price for the stock, at which time the Company may redeem the DSU's either by cash payment or, upon regulatory approval, by delivery of shares of stock

# SPONSORSONE INC.

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## 10. SHARE-BASED PAYMENT RESERVE (continued)

of the Company equivalent to the number of shares specified in the DSU. Any DSU's not vested at the time of a cessation of service will expire. If any of the DSU's expire prior to vesting, the compensation expense will be reduced.

On April 22, 2019, the Company modified 1,000,000 DSU's issued in 2018 to accelerate their vesting terms resulting in the DSU's to vest immediately on that date. During 2019, 1,500,000 of the August 1, 2018 DSU's were forfeited by the holders.

On April 22, 2019 and October 30, 2019, the Company issued 500,000 and 2,000,000 DSU's respectively. Both issuances vested immediately. On December 9, 2019, the Company issued 8,000,000 DSU's. 10% December 9, 2019 DSU's vested on issuance, 30% vest on the 1st anniversary, 30% on the second anniversary and the remaining 30% on the third anniversary.

The fair value of the DSU's granted in 2019 and 2018 were valued based on the fair market value of one common share on the date of issuance.

As of December 31, 2019 14,250,000 DSU's were outstanding (2018 – 5,250,000) and 5,850,000 DSU's were exercisable (2018 – nil). For the year ended December 31, 2019, \$579,437 (2018 - \$383,000) of stock-based compensation expense was recorded for the fair value of DSU's vested.

On April 27, 2020, an RSU share exercise was satisfied and the Company issued 500,00 common shares at a price of \$0.05 per share as per the Company's RSU program. As at, June 30, 2020, there were no DSU's issued.

## 11. WARRANT RESERVE

	Number of options	Weighted average exercise price (\$)
<b>Balance at December 31, 2017</b>	<b>1,885,000</b>	<b>0.39</b>
Issued January 10, 2018	1,450,000	0.30
Issued August 7, 2018	2,000,000	0.18
Issued August 7, 2018	750,000	0.22
Issued October 12, 2018	50,000	0.18
Forfeited	(225,000)	0.23
<b>Balance at December 31, 2018</b>	<b>5,910,000</b>	<b>0.28</b>
Issued April 22, 2019	700,000	0.09
Issued April 26, 2019	300,000	0.12
Issued May 1, 2019	100,000	0.10
Issued December 09, 2019	8,600,000	0.18
<b>Balance at December 31, 2019</b>	<b>15,610,000</b>	<b>0.21</b>

- On July 5, 2016, 6,790,784 warrants were issued as part of the private placement and debt settlements. On July 4, 2018, the expiry date of these warrants was extended for one year to July 4, 2019. On June 19, 2019, the Company extended the expiry date of these warrants to July 4, 2020.
- On January 5, 2018, 2,625,000 warrants were issued as part of the private placement. On August 29, 2018, warrants to purchase 125,000 of these shares at \$0.05 per share were exercised. On October 23, 2018, warrants to purchase an additional 250,000 of these shares at \$0.05 per share were exercised. In the aggregate, the company received \$18,750 for the warrants.

# SPONSORSONE INC.

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## 11. WARRANT RESERVE (continued)

- (c) On May 16, 2018, 1,568,440 Special Warrants were issued as part of a private placement in connection with a planned public offering which closed on July 30, 2018. On July 30, 2018, the Special Warrants were converted into Units in the public offering (Note 9). The Company also issued 156,844 brokers units under the Special Warrant offering. The brokers' units are currently exercisable at \$0.18 per share and expire on May 16, 2020. These units are exercisable into one common share and one-half of one common share purchase warrant. Each whole purchase warrant is exercisable into one common share of the Company at a price of \$0.30 per share.
- (d) On July 30, 2018, the Company closed its public offering resulting in issuance of 6,212,871 warrants from the public offering exercisable at \$0.30 per share and 784,220 warrants from conversion of the Special Warrants, also exercisable at \$0.30 per share. These warrants, aggregating 6,997,091, expire on July 30, 2019. On June 19, 2019, the Company extended the expiry date of these warrants to July 30, 2020.
- (e) On July 30, 2018, in connection with the closing of its public offering, the Company issued 1,842,574 brokers' units exercisable at \$0.18 per share. The brokers' units are currently exercisable and expire on July 30, 2020. These units are exercisable into one common share and one-half of one common share purchase warrant. Each whole purchase warrant is exercisable into one common share of the Company at a price of \$0.30 per share.
- (f) On November 20, 2019, in connection with the common shares issued, the Company issued 84,000 brokers' warrants with each warrant exercisable into a common share of the Company at \$0.05 per warrant. The brokers' warrants expire on November 20, 2020.

The following is a summary of warrants as at, December 31, 2019:

<b>Expiry date</b>	<b>Number of Warrants</b>	<b>Exercise Price</b>	<b>Remaining Life (Years)</b>
July 4, 2020	6,790,784	\$ 0.30	0.51
May 8, 2020	2,350,548	\$ 0.15	0.35
January 5, 2020	1,875,000	\$ 0.05	0.01
July 30, 2020	6,997,091	\$ 0.30	0.58
May 16, 2020	156,844	\$ 0.18	0.38
July 30, 2020	1,842,574	\$ 0.18	0.58
November 20, 2020	84,000	\$ 0.05	0.89
<b>Balance, December 31, 2019</b>	<b>20,096,841</b>	<b>\$ 0.23</b>	<b>0.42</b>

The fair values of warrants issued in 2019 were estimated using the Black-Scholes option pricing model under the following assumptions:

<b>Assumptions</b>	<b>Broker Warrant November 20, 2019</b>
Volatility	194.81%
Risk-free interest rate	1.540%
Expected life (years)	1
Dividend yield	Nil
Forfeiture rate	0%
Exercise price	\$0.05
Share price	\$0.05
Fair value	\$2,831

# SPONSORSONE INC.

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## 12. LOSS PER SHARE

The calculation of basic and diluted loss per share for the period ended December 31, 2019 was based on the loss attributable to common shareholders of \$4,124,071 (2018 – loss of \$1,197,960) and the weighted average number of common shares outstanding of 50,783,069 (2018 – 36,619,938). Diluted loss per share did not include the effect of stock options DSU's and warrants as they are anti-dilutive.

As at, June 30, 2019, the loss attributable to common shareholders was \$1,522,567 and weighted average number of common shares outstanding of 86,230,562.

## 13. RELATED PARTY TRANSACTIONS

During the period ended June 30, 2020, officers, directors, and key management personnel received compensation totaling \$nil (December 31, 2019 - \$366,456). Management compensation has been included in the marketing, general and administrative account:

As at	June 30, 2020	December 31, 2019
Consulting fees	\$ 30,000	\$ 252,188
Accounting fees	40,000	119,855
Share-based compensation		207,992
	\$ 70,000	\$ 579,965

As at, March 31, 2020, included in accounts payable and accrued liabilities is \$nil (December 31, 2019 – \$164,759) due to related parties for consulting services.

The Company entered into settlement agreements, including \$70,000 that was payable to current related parties for accounts payable from 2019.

## 14. FINANCIAL RISK FACTORS

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

### *Credit Risk*

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

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

### *Liquidity risk*

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to capital markets is hindered, whether as a result of a downturn in stock market conditions, generally, or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at

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## 14. FINANCIAL RISK FACTORS (continued)

June 30, 2020, the Company had a cash balance of \$2,840 (December 31, 2019 - \$235) to settle current liabilities of \$1,335,594 (December 31, 2019 - \$1,196,522) (Note 1).

All the Company's financial liabilities classified as current liabilities have contractual maturities of less than one year and are subject to normal trade terms. The Company cannot ensure there is sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's cash holdings. The Company is currently implementing its business plan to generate recurring revenue and is concurrently seeking additional sources of funding to settle short-term liabilities, and short-term cash requirements.

### *Market risk*

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

### *Interest rate risk*

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

Due to the short-term nature of the Company's financial instruments paired with fixed interest rates for which are imposed on the Company, fluctuations in market rates do not have a significant impact on the estimated fair values.

### *Foreign currency risk*

The Company's functional currency is the Canadian Dollar and major purchases are transacted in Canadian and US dollars. The Company funds certain operations and administrative expenses in the United States on a cash basis using US dollar currency converted from its Canadian dollar bank accounts held in Canada and maintains a checking account in the US that is funded primarily with transfers from its Canadian accounts. Management believes the foreign exchange risk derived from currency conversions is not significant to its operations and therefore does not hedge its foreign exchange risk. As at, March 31, 2020, the Company held \$nil US dollars in its US account.

### *Other price risks*

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

## 15. CAPITAL MANAGEMENT

The Company's objectives when managing capital, defined as shareholders' equity, are to safeguard the Company's ability to continue as a going concern (Note 1) in order to maintain a flexible capital structure that optimizes the cost of capital at an acceptable risk.

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

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry



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## 15. CAPITAL MANAGEMENT (continued)

conditions. The Board of Directors has not yet established quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities of 365 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations. There have been no changes to the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

## 16. SEGMENT REPORTING

Operating segments were identified based on internal reporting reviews that are performed. Two segments were identified based on the operational activities and the reporting structure of the Company. Assets, liabilities and loss/(income) within each segment are as follows:

As at March 31, 2020			
	Canada	United States	Total
Assets	\$ 90,802	\$ 45,579	\$ 136,381
Liabilities	1,310,777	38,839	1,349,616
Revenue	-	-	-
Operating expenses	472,348	3,277	475,625

## 17. SUBSEQUENT EVENTS

On July 16, 2020, the Company announce that the pending litigation in Alberta, Canada related to the acquisition of Verve Beverage Company ("VBC") has been favorably resolved and the litigation will be discontinued. The Company having now resolved this matter, reports there are no other pending or anticipated lawsuits. The terms of settlement are; the former shareholders of VBC will keep the previously issued SPO shares totalling 9,400,000 common shares and the remaining 37,600,000 common shares that were to be held in escrow and never issued and as such the obligation to issue will be canceled.

On July 23, 2020, the Company announced that it was granted a temporary management cease trade order which prohibits trading in securities of the Company by certain insiders of the Company. Since April 29, 2020, the Company had put its management and certain insiders under blackout trading restrictions will continued until all filings were current. On July 28, 2020, the Company was in full compliance with all filings being up to date.

On August 12, 2020, the Company announced that it completed a non-brokered Private Placement and issued a total of 52,410,920 common shares at a price \$0.02 per common share under the Private Placement for gross proceeds of \$1,070,273. This amount includes a total of \$860,273 (41,910,920 common shares) from cash subscriptions and debt settlements to arm's length creditors of the Company and \$230,00 (11,500,000 common shares) subscribed for, or issued in settlement of amounts owing to, certain insiders of the Company. The Private Placement included the issuance of \$4,500,000 common share purchase warrants with each warrant entitling the holder thereof to purchase 1 common share at a price of \$0.10 per common share for a period of 2 years.