

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

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

2. Date of Material Change

February 4, 2021.

3. News Release

News releases dated February 9, 2021 and February 12, 2021 were disseminated through the facilities of The Newswire and subsequently filed on SEDAR at www.sedar.com.

4. Summary of Material Change

SPO has issued 142,796,816 common shares at a price of \$0.01 per common share as debt settlement (the “Debt Settlement”) thereby reducing accounts payable by \$1,427,968.16. In addition, SPO has sold 22,420,812 units at \$0.01 per unit (the “Private Placement”) for gross proceeds of \$224,208.12. Each unit consists of 1 common share and 1 common share purchase warrant with each warrant entitling the holder to acquire 1 common share at \$0.05 for a period of 24 months. The pricing of the Private Placement and the Debt Settlement was based on the then current trading price of the common shares in accordance with the policies of the Canadian Securities Exchange.

Insiders of the Corporation were issued 19,849,016 common shares in satisfaction of \$198,490.16 in account payable under the Debt Settlement (the “Insider Debt Settlement”). The Insider Debt Settlement was completed on the same terms as the Debt Settlement.

As they involved related parties to the Corporation, the Insider Debt Settlements constituted related party transactions within the meaning of *Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions* (“MI 61-101”).

5. Full Description of Material Change

SPO has issued 142,796,816 common shares at a price of \$0.01 per common share as debt settlement (the “Debt Settlement”) thereby reducing accounts payable by \$1,427,968.16. In addition, SPO has sold 22,420,812 units at \$0.01 per unit (the “Private Placement”) for gross proceeds of \$224,208.12. Each unit consists of 1 common share and 1 common share purchase warrant with each warrant entitling the holder to acquire 1 common share at \$0.05 for a period of 24 months. The pricing of the Private Placement and the Debt Settlement was based on the then current trading price of the common shares in accordance with the policies of the Canadian Securities Exchange.

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The following supplementary information is provided in accordance with Section 5.2 of 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 Debt Settlement is to reduce the accounts payable of the Corporation.

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

The Insider Debt Settlement reduced accounts payable of the Corporation by \$198,490.16, prior to associated expenses.

(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. Myles Bartholomew, a director and officer of the Corporation, was owed \$11,700 which was settled through the issuance of 1,170,000 common shares at \$0.01 per common share.
- Mr. Gary Bartholomew, a director and officer of the Corporation, was owed \$103,060.16 which was settled through the issuance of 10,306,016 common shares at \$0.01 per common share.
- Ms. Sandy Kokkinis, an officer the Corporation, was owed \$83,730 which was settled through the issuance of 8,373,000 common shares at \$0.01 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 Debt Settlements, Mr. Myles Bartholomew held 6,951,848 common shares, 2,950,000 stock options and 5,503,919 warrants (2.46% of the issued and outstanding common shares on a partially diluted basis). Immediately after the Insider Debt Settlements, Mr. Myles Bartholomew owned a total of 8,121,848 common shares, 2,950,000 stock options and 5,503,919 warrants (2.10% of the issued and outstanding common shares on a partially diluted basis). Please refer to SEDI for current holdings as at the date of this Material Change Report.
- Prior to the Insider Debt Settlements, Mr. Gary Bartholomew held, directly and indirectly, 5,760,946 common shares, 6,400,000 stock options and 1,450,000 warrants (2.18% of the issued and outstanding common shares on a partially diluted basis). Immediately after the Insider Debt Settlements, Mr. Gary Bartholomew owned a total of 16,066,962 common shares, 6,400,000 stock options and 1,450,000 warrants (3.03% of the issued and outstanding common shares on a partially diluted basis). Please refer to SEDI for current holdings as at the date of this Material Change Report.
- Prior to the Insider Debt Settlements, Ms. Sandy Kokkinis held 0 common shares, 2,800,000 stock options and 0 warrants (0.45% of the issued and outstanding common shares on a partially diluted basis). Immediately after the Insider Debt Settlements, Ms. Sandy Kokkinis owned 8,373,000 common shares, 2,800,000 stock options and 0 warrants (1.42% of the issued and outstanding common shares on a partially diluted basis). Please refer to SEDI for current holdings as at the date of this Material Change Report.

(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 February 4, 2021 approving the Private Placement and the Debt Settlement, including the Insider Debt Settlements. No special committees were established in connection with these transactions. The Insider Debt Settlements were considered by the independent members of the board of directors,

who determined that they were in the best interest of the Corporation and necessary to reduce accounts payable of the Corporation. No materially contrary view was expressed or made by any director. Mr. Myles Bartholomew and Mr. Gary Bartholomew abstained from voting on the resolutions pertaining to their portions of the Insider Debt Settlements, and as such, it was not considered necessary to establish any special committees as the independent directors effectively fulfilled the same role that a special committee would have performed.

- (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:**

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

There have not been any “prior valuations” of the Corporation made in the 24 months before the date of the Insider Debt Settlements or the date of this material change report, the existence of which is known, after reasonable enquiry, to the Corporation or to any director or officer of the Corporation, relating to the subject matter of, or that is otherwise relevant to the Private Placement or Debt Settlement.

- (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 Debt Settlements constitute related party transactions within the meaning of MI 61-101. The Corporation is exempt from the valuation requirements of MI 61-101 pursuant to section 5.5(b) of MI 61-101 as no securities of the Corporation are listed on the specified markets. The Corporation is exempt from the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a) of MI 61-101 as, at the time the Insider Debt Settlements were agreed to, neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Insider Debt Settlements exceed 25% of the Corporation’s market capitalization.

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

February 12, 2021.