

SPONSORSONE INC.
#2, Campbell Drive, Suite 307C
Uxbridge, Ontario, L9P 1H6

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of shareholders of **SponsorsOne Inc.** (the "**Company**") will be held on **Monday, March 29, 2021**, at the hour of 3:00 p.m. (Eastern time), at Suite 307C, 2 Campbell Drive, Uxbridge, Ontario L9P 1H6 for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the years ended December 31, 2018 and 2019 and the report of the auditors thereon;
2. to consider and, if deemed advisable, pass, with or without variation, a special resolution to determine the number of directors of the Company and the number of directors to be elected at the Meeting to be four and to empower the directors of the Company, by resolution of the directors, to determine the number of directors within the minimum and maximum number set out in the articles of incorporation of the Company;
3. to elect the directors of the Company;
4. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
5. to consider and, if thought fit, to pass with or without variation, a special resolution to [(i)] approve the continuance (the "Continuance") of the Corporation from the Province of Ontario under the provisions of the *Business Corporations Act* (Ontario) and into the Province of British Columbia under the provisions of the *Business Corporations Act* (British Columbia); and (ii) to repeal and replace the existing by-laws of the Company upon completion of the Continuance; and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in items 2 and 5 above are attached to this Notice of Meeting as Exhibits A and B respectively.

The Company is actively monitoring the ongoing COVID-19 situation and is sensitive to public health concerns and protocols put in place by federal, provincial and municipal governments. The Company will be severely restricting physical access to the Meeting and no shareholders or formally appointed proxyholders will be allowed to attend. In order to comply with government orders concerning maximum size of public gatherings and required physical distancing parameters, the Company will be unable to admit shareholders to the Meeting. The Company strongly encourages registered shareholders and proxyholders to vote by completing and returning the enclosed form of Proxy. Shareholders and/or appointees can listen to a conference call of the Meeting which will be listen-only and shareholders will not be able to vote or speak at, or otherwise participate in the Meeting via the conference call. Given the restrictions in place, the Company's board of directors, auditors and scrutineers do not plan to attend the Meeting in person. The Company will be hosting a corporate presentation call following the Meeting. Only the first 100 participants will be admitted to the conference call. The details for the call are as follows:

Join Zoom Meeting

<https://us02web.zoom.us/j/82202110835?pwd=dHdHSEhndlBZTTdQZDh4OWx4b2RVUT09>

Meeting ID: 822 0211 0835

Passcode: 613655

One tap mobile

+13017158592,,82202110835#,,,,*613655# US (Washington DC)

+13126266799,,82202110835#,,,,*613655# US (Chicago)

Dial by your location

+1 301 715 8592 US (Washington DC)
+1 312 626 6799 US (Chicago)
+1 346 248 7799 US (Houston)
+1 669 900 6833 US (San Jose)
+1 929 436 2866 US (New York)
+1 253 215 8782 US (Tacoma)
Meeting ID: 822 0211 0835
Passcode: 613655
Find your local number: <https://us02web.zoom.us/j/kfYgiRD53>

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company's transfer agent and registrar, TSX Trust Company, at Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1 not later than 3:00 p.m. (Eastern time) on Thursday, March 25, 2021, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

The board of directors of the Company has by resolution fixed the close of business on Monday, February 22, 2021 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice Meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedar.com.

DATED at Toronto, Ontario this 26th day of February, 2021.

BY ORDER OF THE BOARD

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

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

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the number of directors of the Company and the number of directors to be elected at the annual and special meeting of the shareholders of the Company to be held on March 29, 2021, within the minimum and maximum number of directors of the Company provided for in the articles of incorporation of the Company, is hereby determined to be four;
2. the directors of the Company be and they are hereby empowered, by resolution of the directors, to determine, from time to time, the number of directors of the Company and the number of directors to be elected at meetings of the shareholders of the Company subsequent to March 29, 2021, within the minimum and maximum number of directors of the Company provided for in the articles of incorporation of the Company; and
3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

EXHIBIT B
SPECIAL RESOLUTION OF THE SHAREHOLDERS
OF
SPONSORSONE INC.
CONTINUATION FROM ONTARIO TO BRITISH COLUMBIA

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Company is hereby authorized to make application under section 181 of the *Business Corporations Act* (Ontario) to the Registrar of Corporations for the Province of Ontario to continue the Company out of the Province of Ontario and into the Province of British Columbia;
2. The Company is hereby authorized to make a continuance application to the Registrar of Corporations for the Province of British Columbia pursuant to section 302 of the *Business Corporations Act* (British Columbia) for continuation into British Columbia and to request the Registrar to issue a certificate of continuance;
3. The Company adopt new Articles, in substantially the form attached to the Information Circular for the Meeting as Appendix C, prepared in accordance with the requirements of the *Business Corporations Act* (British Columbia) in substitution and amendment for the existing By-Laws and Articles of the Company as determined by counsel to the Company to be reasonably necessary, are approved including, if required by the Registrar of Corporations for the Province of British Columbia, a change of name of the Company to a name selected by the board of directors of the Company and approved by the Registrar of Corporations for the Province of British Columbia and the Canadian Securities Exchange; and
4. The directors of the Company be and they are hereby authorized, in their discretion, by resolution to abandon the application for continuance of the Company under the Business Corporations Act (British Columbia) without further approval, ratification or confirmation by the shareholders."