

# SPONSORSONE INC.

## MANAGEMENT'S DISCUSSION & ANALYSIS (“MD&A”)

### FOR THE THREE MONTHS ENDED MARCH 31, 2022

*The following management’s discussion and analysis of financial condition and results of operations (the “MD&A”) has been prepared by management and provides a review of the activities, results of operations and financial condition of Sponsorson Inc. (“Sponsorson”, “SPO” or the “Company”) based upon International Financial Reporting Standards (“IFRS”). This MD&A should be read in conjunction with the unaudited interim condensed consolidated financial statements as at and for the three months ended March 31, 2022 (the “Interim Financial Statements”) together with the MD&A and the audited consolidated financial statements of the Company as at and for the year ended December 31, 2021 as well as the notes thereto. All amounts are expressed in Canadian dollars unless otherwise stated.*

*This MD&A is dated May 30, 2022. Additional information relating to the Company, including the Company’s annual information form, is available on SEDAR at [www.sedar.com](http://www.sedar.com).*

#### **FORWARD-LOOKING STATEMENTS**

This MD&A contains certain forward-looking statements and information relating to the Company that is based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "may", "will", "anticipate", "plan", "intend", "estimate", "project", "continue", "believe", "estimate", "expect" and similar forward-looking terminology, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital and the estimated cost and availability of funding for the continued operation of the Company. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, all forward-looking statements address matters that involve known and unknown risks, uncertainties and other factors and should not be read as guarantees of future performance or results. Accordingly, there are or will be several significant factors which could cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual future results, performance or achievements to differ materially include, but are not limited to, our limited operating history, our reliance on key personnel, future capital needs, dependence on proprietary technology and limited protection thereof and general economic trends and international risk. The Company is subject to significant risks and any past performance is no guarantee of future performance. The Company cannot predict all of the risk factors, nor can it assess the impact, if any, of such risk factors on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results. This MD&A offers a brief overview of some of the risk factors to be considered in relation to the Company's business. This list may not be exhaustive and new risk factors may emerge from time to time. Please see the section "Risks and Uncertainties" for further information. We disclaim any intention or obligation to publicly update or revise any forward-looking statements after distribution of this MD&A, whether as a result of new information, future events or other circumstances, except as may be required pursuant to applicable securities laws.

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## **BUSINESS OVERVIEW AND CORPORATE UPDATE**

### **THE CORPORATION**

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 and is a wholly owned subsidiary of SponsorsOne, Inc. On December 19, 2013, MXM completed a reverse takeover transaction of SponsorsOne. For accounting purposes, MXM was 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. SponsorsOne Media, Inc. was dissolved in February 2022.

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.

Premier Beverage Consortium LLC., was acquired on November 1, 2020. The company was incorporated under the laws of the State of California United States of America, and is a wholly owned subsidiary of SponsorsOne, Inc. The primary office of Premier Beverage Consortium LLC is located at 4001 Inglewood Ave Ste 10, BMB 101, Redondo Beach, California 90278.

HS Brands Inc. was incorporated on March 17, 2021, under the laws of the State of Delaware United States of America. This is a wholly owned subsidiary of S1 Brands Inc. The primary office of HS Brands Inc. is located at South 8514 Sagewood Road, Spokane, Washington 99223.

SponsorsOne Inc. (the "Company") makes "Small Brands Big". Premium brands of tomorrow will be digitally native, data driven with direct engagement from the customer through social media and other digital channels. The Company will meet the very demanding needs of the Millennial customer, with elevated products and speed to market.

The Company accomplishes this with a complete end to end digital experience which is inclusive of marketing, sales, customer engagement & fulfillment. The Company has shifted from working with external, small brands to internal brand creation of unique, high-quality products that the market is demanding now within high growth categories. With the Company connected digitally to millions of potential customers we can democratize product creation through real time feedback derived within social media. As emerging consumer needs are analyzed through this community driven network of influence, will have the ability to conceptualize changes to the Brand/Product and implement such changes within weeks. Or, if new product ideas surface, we can create and launch new Brands within a few months. This dynamic data driven system collapses brand creation and launch from years to months.

The Company is focused on the two, largest and fastest growing segments, Beverage and Wellness. The focus is on Direct to Consumer ("DTC") sales and delivery right to the door of the Millennial. Additionally, the Company is building an international wholesale distribution channel to have its products placed within the retail stores of these wholesalers. The Company expects to have both DTC and Wholesale/Retail channels operating to meet the real time demand for the Millennial customer giving them many purchase options for our Brands. With the focus on the Millennial who is digitally connected to social media the Company can engage and build communities around each of our Brands potentially fueling sales, marketing, and new Brand creation. The Millennial is motivated around creating a movement and identifying with the buildup of a Brand, claiming it as their own. Organically, the network effect within the influencer community will create many layers of influencer. Authenticity of a multi-layered

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community can track right back to the originator of the content and measure its network effect. All of this is managed by the Company's proprietary SponsorCoin platform. SponsorCoin enables real time feedback on each Brand allowing us to drive strategy using data, enabled on scale with Artificial Intelligence and Deep Learning.

#### **Company History**

SponsorsOne has evolved from the original launch of what is now called influencer marketing and placed its roots supporting amateur extreme sports athletes back in 2006. The Company was called MX Mechanics Inc. and it managed 30 Brands, and twenty amateur athletes (micro-influencers) who promoted the Brands resulting in increased sales and market share.

In 2011 the Company enabled the Brands products to be purchased online using ecommerce and connecting the athlete to the Brand by directly influencing sales. The Company added a rewards system called X-Points and these points were issued for purchasing products. This was met with resistance from the traditional wholesale/retail network causing the Brands to resist going direct to consumers.

In 2012 the Company introduced the ability to tie the retailer into the fulfilment process accomplishing both influencer marketing and DTC sales which gave the Brands the option to support their wholesale/retail channel as the fulfilment and distribution network.

In 2013 the Company discovered that this model could work for any Brand, not just Extreme Sports and social media was exploding. The idea of an influencer was born within social media and big money was being spent on paying these influencers on placing content from the Brands. This was the beginning of a Pro-Influencer. We didn't see the sustainability of this model as it was driven mainly by very large Brands spending very large dollars with very large Influencers.

In 2015 the Company saw the emergence of the micro-influencers and smaller Brands exploding all over social media. Instagram emerged and micro-influencer became a business opportunity for the Millennial. The Company was developing for this market from day one and understood it well.

In 2018 the Company launched with Small Brands and influencers to test the platform and see the response. It was clear that the influencer network wanted to see the content generated by the influencer. Company created content was not needed until the brand was well established within that network of influencer. Only then did the network want to hear from the Company directly. We also saw the launch of affinity programs where Brands were paying a cash commission for a sale that the influencer generated. Affinity programs do not track the network effect and commissions were on direct only (single layer) influence.

In 2020, the Company pivoted away from small brands that were underfunded with a lack of management expertise and that very little value was being added by these small brands. Most of their products were sourced from other manufacturers and the margins in many of the top categories, like fashion, were very thin. We decided to build our own Brands, which we owned 100%, focusing on the Spirits and then Wellness markets. These are high volume markets, with rapidly shifting trends. We sourced top distillers to co-develop product and launched Doc Wylders. Then we launched Smithville Whiskey, 4 Corners Vodka and Riverview Gin enhancing our portfolio. We announced the intention of entering CBD market with a Hemp Smokes product offering.

In 2021 and 2022, the Company experienced supply chain issues in the Beverage market, cans, glass, cardboard among other items we difficult to obtain and costs increased. The Company started to acquire inventory to help buffer the long lead time items, while the wholesaler channel was still demanding 10 days order commitments. Concluding 2021 the Company had a large inventory position of both unfinished and finished goods.

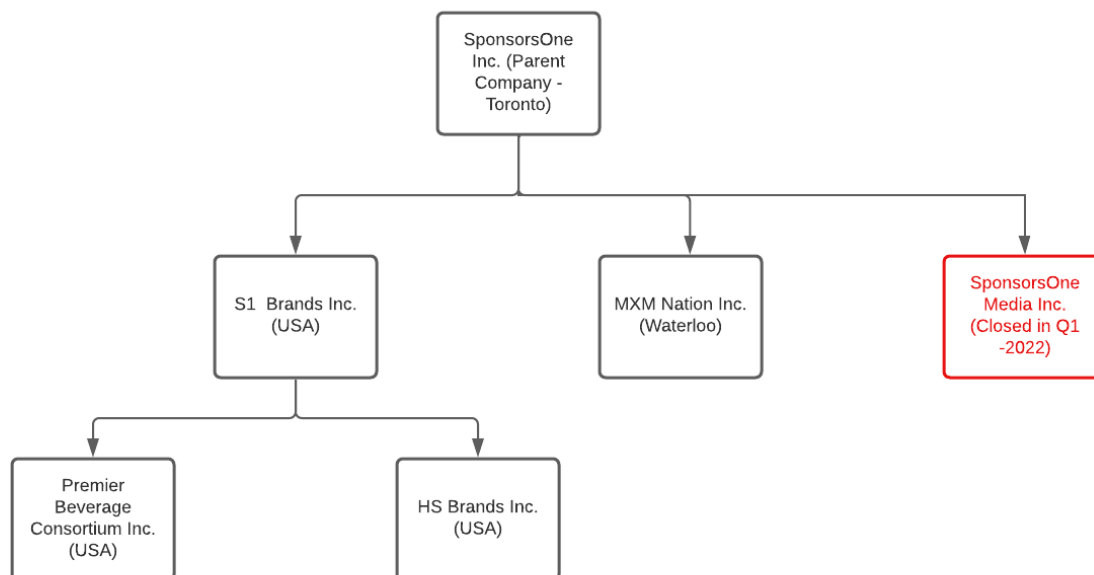
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#### Corporate Structure:

SponsorsOne Inc. is the parent company to several subsidiary companies:



1. SponsorsOne Inc. (Parent Company) public and listed on the CSE in Canada (CSE:SPO), and listed on the OTC markets (OTC:SPONF) and in Frankfurt (FSB:5S0)
2. S1 Brands Inc., a USA company, 100% owned by SponsorsOne Inc. that creates subsidiary Band companies, manages and invests in Brand creation, development, sales, marketing and the buildup of wholesale/retail distribution.
  - a. Premiere Beverage Consortium LLC, a product company, 100% owned by S1 Brands Inc., focused on the Spirits market with premium product development and manufacturing.
  - b. HS Brands Inc, a product company, 100% owned by S1 Brands Inc., focused on Hemp Smokes product development and manufacturing.
3. MXM Nation Inc. (soon to be renamed S1 Labs Inc.) is 100% owned by SponsorsOne Inc. and is a Waterloo technology company building the SponsorCoin platform and managing the company's digital infrastructure internationally.
4. SponsorsOne planned to close and dissolve SponsorsOne Media Inc., in Q1 2022, contract content creation as a business center for SponsorsOne shifted to the Influencer as the content creation and the Company saw no need to continue with this entity.

The Company may open more product divisions as emerging opportunities for Brand building occurs.

#### The SponsorCoin Platform

The Company has developed a proprietary digital marketing and ecommerce platform for influencers called the SponsorCoin. The *SponsorCoin* digital currency (it is not a cryptocurrency utilizing the blockchain) and transaction engine, in combination, are designed to address social media marketing challenges faced by Brands.

Social media marketing is influenced by people known as influencers, who are people in social media that have followings of people, which people take actions based on what a particular influencer buy, does and says. Large

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influencers charge fees for their social media influence. There are a lot of smaller influencers (“Micro-Influencers”) who have significant followings, sometimes in niche marketing areas who can be influential as well. Social media marketing through Micro-Influencers is challenging due to the difficulty of engagement with Brands, Micro-Influencers, customers, and social media advertising. SponsorsOne has developed the *SponsorCoin* platform and *SponsorCoin digital currency* to bring scale and efficiency to managing millions of micro-influencers. These technologies were designed to address the foregoing issues by creating influencer communities, which include Pro-Influencers, Macro-Influencers, Micro-Influencers and Nano-Influencers, for Brands. An "Influencer" is an individual consumer that is active on social media but with several subscribers or followers who can have a significant effect on buying habits of their followers. SponsorsOne has classified influencers based on followers in aggregate across all forms of social media (Facebook, Instagram, YouTube and Twitter as stated below:

<u>Influencer Classification</u>	<u>Range of Followers (range)</u>
Nano-Influencer	100 – 5,000
Micro-Influencer	5,001 – 25,000
Macro-Influencer	25,001 – 500,000
Pro-Influencer	500,001 – 100,000,000

**USING MICRO-INFLUENCERS TO SUCCESSFULLY PROMOTE YOUR BUSINESS**



For each Brand, the SponsorCoin platform will help build a network of influencers (Nano to Pro-Influence). The *SponsorCoin* platform will integrate with social networks and enables the delivery of social media marketing campaigns into the social channels below:

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The infographic is divided into three vertical columns, each representing a social media platform. Each column contains three distinct marketing strategies with icons, titles, and brief descriptions. The Facebook column includes 'VIDEO' (Views are easy to get...), 'PAID' (The biggest opportunity for bringing in product marketing...), and 'CONTENT' (Using the less understood content types like Stories, Status updates, Canvases and Galleries). The Instagram column includes 'STORIES' (Elevate the conversation with all the tools provided...), 'IGTV' (Instagram is putting a lot of effort into this feature...), and 'PAID' (Elevate the content that works and use targeting to get that right message...). The TikTok column includes 'CONVERSATION' (Perfect opportunity to recruit a younger female & achieve brand affinity...), 'BRAND BUILDING' (Behind the scenes, conversations, documenting all the IRL activations & building episodic content), and 'PAID' (Powerful paid platform that can be effective on a full funnel level. Ecomm Consideration). Logos for 'DRIZLY' and 'goPuff' are also present in the 'PAID' sections of the Facebook and Instagram columns.

This will be facilitated through our proprietary platform, *SponsorsCoin*, which will support the exchange of goods and services between brands and Influencers using our digital currency *SponsorCoin*. The main objective of the *SponsorCoin* platform is to build communities of Influencers for Brands through online, social media and e-commerce channels. *SponsorCoin* has a mobile application to allow Influencers to engage with the Brands and their campaigns. The Influencer establishes an account on the *SponsorCoin* platform through which they create their own media content, then modify, add to, and deploy this content through their own social networks. Through their *SponsorCoin* Account, this activity is all tracked and verified allowing the platform to assess the value of this additional content, validate their social media posts and reward the Influencer with *SponsorCoins*. *SponsorCoins* can be used to purchase products directly from the brands that are participating using *SponsorCoins* as a reward system. *SponsorCoins* are valued at USD\$0.10 when they are first issued and as the Influencer engages with the Brand, overtime the Influencer starts leveling up in the influencer tiering system, earning bigger discounts with the Brand(s) they engaged with. As their discounts grow, they level up, their *SponsorCoin* goes up in value too. Initially issued at par value of \$0.10, the value can increase and is proportionate to the value the brand puts on the influencer, thus increasing the Influencers spending power with that Brand. The more valued the Influencer is to that Brand, the higher the discount and the more value each *SponsorCoin* represents at the time of purchasing that Brand's product online.

In addition to *SponsorCoins*, the Influencer can earn a cash commission for influencing sales through authentic content creation and engagement which is tracked through the *SponsorCoin* network. The Brand will set the total commission to be paid for an Online sale (Shopify platform hosted by *SponsorsOne*) and that commission will be divided 60/40 for two layers of influence leading to the sale. Therefore, if an influencer (let's call them called Influencer 1) posts authentic content, and a person within Influencer 1's network purchases the product, then Influencer 1 which is closest to the individual purchasing will get 60% of the commission allocation. Influencer 2 is the Influencer that connected Influencer 1 to Influencer 2's network. Influencer 2 will get 40% of the commissions. Payments are calculated in real time and placed into a cash settlement account at Stripe. Each Influencer has connected their Stripe account to the *SponsorCoin* account. Once the product return period is over the Influencers involved in the sale will get paid their commission which settles automatically into their Stripe account.

Therefore, all Influencers who sign onto the *SponsorCoin* platform enter at level 1 and work their way through the levels by building their network effect, creating, and engaging with authentic content and effecting sales within their network. Even a Pro Influencer enters at Level 1, but because of the size of their following and their influence, the larger the network effect the faster the Pro will level up. Upon sign up, the Stripe account opening process has been embedded including the ability to link your existing Stripe account.

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**Our Brands**

Currently, the Company has announced a full line of premium Spirits and Ready to Drink (RTD) Spirits.

**Meet Doc Wylder's:**



The new Doc Wylder's product line consists of Lemonades in four types. Lemonade infused with Vodka, Lemonade infused with Tequila, Lemonade and Berry infused with Vodka and a Lemonade infused with Bourbon, all packed in a 12 oz/4pack. The aluminum bottle has a stunning graphic and is recyclable and resealable. Doc Wylder's provides the Company with a significant entry in the rapidly emerging RTD's and Hard Seltzer's market. This category is projected to have revenues of tens of billion dollars through 2025.

**Meet the Smithville Line up of Premium Whiskeys:**



**Smithville** is the name for our line-up of Bourbons and Whiskeys, including the following expressions – six-year Bourbon, four-year Bourbon, Rye Whiskey, and a Four Grain Whiskey. Our Bourbon and Whiskey line derive their name from Smithville, Texas. Smithville's name was as a result of a coin toss.

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**Meet Four Corners Vodka:**



**Four Corners Vodka**, our boutique vodka, has been handcrafted from local, small production farms, enabling us to produce the smoothest, finest tasting Vodka available. The name Four Corners inspiration is the four grains used along with the four corners in the central part of the town of Smithville.

**Meet Riverview Gin:**



**Riverview Gin** is a compilation of proprietary local and statewide botanicals carefully blended to create the most aromatic expression while providing flavors rarely captured in a bottle. Riverview derives its name from the many early families who settled in Smithville; and lived on the Colorado River.

The Company has completed development and testing of these products. Specifically with Doc Wylder's the Company established successful test markets with major USA retailers in 2021.

**Meet the HS Brands line up of Hemp Smokes (Primero, Suede and Reign):**



Hemp Smokes will contain 20 smokes per pack and 10 packs per case. Each smoke contains 15 mg of CBD. All product complies with the Federal law definition of Industrial hemp which restricts Delta 9 THC to a limit of 0.3% on a dry weight basis. In fact, test results often indicate that hemp used by our manufacturer has THC levels far below the legal limit, often certified as "undetected". No hemp is received by or allowed in the manufacturer's facilities without being 100% compliant with the 2018 Federal Farm Bill definition of industrial hemp.



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## RESULTS OF OPERATIONS

### Financial Discussion – Three Months Ended March 31, 2022

For the three months ended March 31, 2022, the Company reported a net loss of \$731,885 (or \$0.0004 loss per share) compared to net loss of \$8,505,952 (or \$0.01 loss per share) incurred during the three months ended March 31, 2021. The Company continued to experience operating losses.

During the three months ended March 31, 2022, the Company issued 305,202,187 common shares for \$3,052,022 worth of expenses. The expenses are for marketing and consulting fees. \$2,746,820 was recorded as prepayments for future services and the remaining \$305,202 was expensed.

Operating expenditures came to \$723,428 during the three months ended March 31, 2022. This is a significant decrease compared to \$8,503,910 for the three months ended March 31, 2021. The significant decreased are mainly due to the following:

#### Marketing

During the three months ended March 31, 2022, the Company incurred \$320,202 in marketing related expenses. These expenses will help the Company maintain the Doc Wylder's Band while the Company try to determine and coordinate regional roll out in 2022. These marketing expenses will also help maintain the SponsorsOne corporate brand within the public market. We also entered into an agreement with SRAX Inc. to implement on their platform to manage and communicate directly with the 25,000+ shareholder of SponsorsOne and provide ongoing marketing support to the Company.

The marketing expense is funded as part of the Company's issuance of 305,202,187 common shares during the three months ended March 31, 2022 (valued at \$3,052,022). The expenses are for marketing and consulting fees. \$2,746,820 was recorded as prepayments for future services and the remaining \$305,202 was expensed as marketing expenses.

#### Administrative and general

Administrative and general expense decreased to \$350,200 from \$1,046,965 during the same period of fiscal 2021 due to cash constraint.

**SPONSORSONE, INC.****Management's Discussion and Analysis for the Three Months March 31, 2022 & 2021****Dated as at, May 30, 2022****Selected Quarterly Financial Information**

The following table highlights selected unaudited financial information in respect of the previous eight quarters of the Company. The Company's quarterly operating results have varied in the past and may vary substantially in the future. Accordingly, the information below is not necessarily indicative of results for any future quarter.

(Amounts expressed in \$)			
Period	Revenue	Net income (loss)	Basic and diluted loss per share
<b>Q1 – 2022</b>	<b>26,287</b>	<b>(731,885)</b>	<b>(0.0004)</b>
Q4 – 2021	26,152	(4,887,307)	(0.001)
Q3 – 2021	76,102	(6,769,365)	(0.001)
Q2 – 2021	153,763	(6,671,637)	(0.010)
Q1 – 2021	Nil	(8,505,951)	(0.010)
Q4 – 2020	Nil	(4,490,717)	(0.030)
Q3 – 2020	Nil	(2,624,956)	(0.020)
Q2 – 2020	Nil	(1,044,662)	(0.050)

The Company generated some revenues during the year from PBC operations. However, due to the supply chain issue, the sales were slowing quarter over quarter.

The significant quarterly losses is due to the significant higher marketing expenses as discussed previously.

**Liquidity and Capital Resources**

As at March 31, the Company had \$10,915 in cash and working capital of \$479,008. The positive working capital is due to a prepayment of \$2,746,820 recorded from issuance of shares. The Company will still require additional working capital to fund further product development and business development efforts, establishing strategic partnerships, and targeting specific marketing sectors.

SponsorsOne is currently generating negative operating cash flows. The Company will need to raise additional funds to aggressively pursue its business development strategy. Although SponsorsOne has been successful in obtaining financing to date, there can be no assurance that adequate funding will be available in the future, or available under terms favorable to SponsorsOne. Whether and when the Company can attain profitability and positive operating cash flows is uncertain. These uncertainties represent significant risks to the Company's ability to continue as a going concern.

The Company has implemented a strict cash flow management to stretch available resources as far as possible while seeking additional funds. The cash flow management program includes periodic cash flow reviews, pre-approval of all cash expenses and disbursements, and on-going cash balance tracking and management. Management and the board of directors collectively prioritize necessary payments and communicate payment plans with the relevant stakeholders/vendors.

As previously discussed, the Company issued 305,202,187 common shares during the three months ended March 31, 2022 for \$3,052,022 worth of expenses. The expenses are for marketing and consulting fees. \$2,746,820 was recorded as prepayments for future services and the remaining \$305,202 was expensed as marketing expenses.

**Subsequent Events**

The Company received total of CA\$37,000 proceeds from issuance of promissory notes subsequent to quarter one close. These notes are unsecured, bear 6% interest rate and with 90 – 180 days maturity.

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**Commitments**

The Company has no commitments for capital expenditures.

**Contingencies and Off-Balance Sheet Arrangements**

The Company has no contingencies and no off-balance sheet arrangements.

**Outstanding Share Data**

The authorized share capital of the Company consists of an unlimited number of common shares.

As at May 30, 2022, the Company had outstanding 1,993,742,722 common shares, 56,260,000 stock options, 23,500,000 DSUs and 240,841,653 common share purchase warrants.

**Transactions with Related Parties**

During the three months ended March 31, 2022, the Company incurred compensations to officers, directors, and key management personnel totaling \$77,350 (March 31, 2021 - \$307,495). Management compensation has been included in the marketing, general and administrative account:

	For the three months ended	<b>March 31, 2022</b>		March 31, 2021
Consulting fees	\$	<b>77,350</b>	\$	201,615
Accounting fees		-		105,880
	\$	<b>77,350</b>	\$	307,495

As at, March 31, 202, included in accounts payable and accrued liabilities is \$15,802 (December 31, 2021 – \$37,672) due to related parties for consulting services.

**Financial Instruments**

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). Marketable securities are classified as Level 1.

**Accounting Policies & Critical Accounting Estimates and Judgements**

Accounting policies followed by the Company in preparation of its financial statements are summarized in Note 2 to the Unaudited Condensed Interim Consolidated Financial Statements for the three months ended March 31, 2022 and Audited Consolidated Financial Statements for the year ended December 31, 2022 as filed on SEDAR.

**Standards adopted during the period**

No new accounting standards were adopted during the year.

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#### **Standards issued but not adopted during the period**

Changes and amendments to the following accounting standards applicable for the Company will be effective in future years and are not expected to have a significant impact:

- IAS 1 — Presentation of Financial Statements
- IAS 8 — Accounting Policies, Changes in Accounting Estimates and Errors
- IAS 12 — Income Taxes
- IAS 16 — Property, Plant and Equipment
- IAS 37 — Provisions, Contingent Liabilities and Contingent Assets

#### **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 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 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 twelve-month period ended December 31, 2021. The Company is not subject to externally imposed capital requirements.

#### **Risks and Uncertainties**

Given the speculative nature of the business of the Company, an investment in the Common Shares should only be considered by those persons who can afford a total loss of their investment. The risks presented below should not be considered exhaustive and may not represent all of the risks that the Company may face. It is believed that these are the factors that could cause actual results to be different from expected and historical results. Additional risks and uncertainties not presently known to the Company or that the Company currently deems immaterial may also impair the Company's business operations. If any of the risks described below occur, the Company's business, financial condition, liquidity and results of operations could be materially harmed:

##### *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.

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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 enough capital in order to meet short-term business requirements, after considering 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. As at December 31, 2022, the Company had a cash balance of \$10,915 (December 31, 2021 - \$4,487) to settle current liabilities of \$2,267,812 (December 31, 2021 - \$1,827,836).

#### *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 risks.

#### *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. Sensitivity to a plus or minus 5% change in the foreign exchange rate of the US dollar compared to the Canadian dollar would affect the Company's equity by \$12,449 (December 31, 2021 – \$21,822) with all other variables held constant.

#### *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.

#### *Limited Operating History and Sales*

The Company has a limited operating history on which to base an evaluation of its business, financial performance and prospects. As such, the Company's business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stage of development. As the Company is in an early stage and is introducing new products, the Company's revenues may be materially affected by the decisions, including timing decisions, of a relatively consolidated customer base. In addition, it is also difficult to evaluate the viability of the Company's SponsorCoin platform because the Company has had limited experience to address the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly companies in new and rapidly evolving markets such as the Company's target markets. There can be no assurance that the Company will be successful in addressing these risks, and the failure to do so in any one area could have a material adverse effect on the Company's business, prospects, financial condition and results of operations.

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#### *No Assurance of Profitability*

The Company cannot give assurances that it will not incur net losses in the future. The limited operating history makes it difficult to predict future operating results. The Company is subject to the risks inherent in the operation of a new business enterprise in an emerging business sector, and there can be no assurance that the Company will be able to successfully address these risks.

#### *Future Capital Needs; Uncertainty of Additional Funding*

The Company may not be able to fully implement and execute its business strategy without additional financing. There can be no assurance that such additional financing will be available, and if available, there can be no assurance that the cost of obtaining such financing will be on favourable or reasonable commercial terms or that financing will not result in substantial dilution to the Company's shareholders.

#### *Dependence on Key Personnel*

The Company's future success depends on its ability to retain key employees and attract, train, retain and successfully integrate new talent into its management team. The Company's success is highly dependent on its continuing ability to identify, hire, train, motivate and retain appropriate personnel. Competition for these personnel can be intense, and the Company cannot provide assurance that it will be able to attract or retain them. To do so, it may be necessary for the Company to materially increase the compensation it pays.

#### *Management of Growth*

The Company may experience a period of significant growth in the number of personnel that will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and other key employees to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train, motivate and manage the workforce. The Company's current and planned personnel, systems, procedures and controls may be inadequate to support its future operations.

#### *Competition*

Competition in the advertising industry as it relates to digital and social media is increasing. While the Company is targeting smaller niche sites with higher expected revenues per subscriber, there can be no assurances that competitors will not adopt a similar strategy and attempt to enter the markets that the Company has targeted.

#### *Dependence on Proprietary Technology and Limited Protection Thereof*

The Company will be relying on a combination of trademark, copyright, patent and trade secret law, as well as confidentiality restrictions contained in certain confidentiality agreements, to establish and protect the Company's proprietary rights in its intellectual property. As a result, the Company may not be able to adequately prevent a competitor, business partner or customer from creating or obtaining an illegal copy of its software or otherwise using it for inappropriate purposes such as reverse engineering.

#### *General Economic Trends*

The worldwide economic slowdown and tightening of credit in the financial markets may impact the business of the Company's customers, which could have an adverse effect on the Company's business, financial condition, or results of operations. Adverse changes in general economic or political conditions in any of the major countries in which the Company does business could also adversely affect the Company's operating results.

#### *Asset Location and Legal Proceedings*

Substantially all the Company's assets are located in Canada where intellectual property is generally enforced. Social media is global in nature, and the Company expects to have subscribers and assets located outside of Canada. Accordingly, the Company may be subject to legal proceedings and judgments in foreign jurisdictions.

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#### *Risk Associated with Foreign Operations in Developing Countries*

The Company's primary revenues are expected to be achieved in North America initially. However, the Company may expand to markets outside of North America and become subject to risks normally associated with conducting business in a developing country. The Company cannot predict government positions on such things as foreign investment, intellectual property rights or taxation. A change in government positions on these issues could adversely affect the Company's business.

#### *Market Acceptance*

The Company's ability to gain and increase market acceptance of its platform depends upon its ability to establish and maintain its brand name and reputation. In order to do so, substantial expenditures on market research, product development, product testing, strategic relationships and marketing initiatives may be required.

#### *Rapid Technological Change*

The advertising industry as it relates to social and digital media marketing is characterized by rapid technological change, changes in user and customer requirements and preferences, frequent new product and service introductions embodying new technologies and emergence of new industry standards and practices that could render the Company's existing products and systems obsolete and can exert price pressures on existing products. It is critical to the Company's success that it is able to anticipate and react quickly to changes in technology or in industry standards and successfully develop and introduce new, enhanced and competitive products on a timely basis. The Company cannot give assurance that it will successfully develop new products or enhance and improve its existing products, that new products and enhanced and improved existing products will achieve market acceptance or that the introduction of new products or enhanced existing products by others will not render the Company's products obsolete. The process of developing new technology is complex and uncertain, and, if the Company fails to accurately predict customers' changing needs and emerging technological trends, its business could be harmed. The Company must commit significant resources to developing new products before knowing whether its investments will result in products the market will accept. To remain competitive, the Company may be required to invest significantly greater resources than currently anticipated in research and development and product enhancement efforts, and result in increased operating expenses.

#### *Product Defects and Reputation*

The Company will continue developing source code for its platform. Such source code and related products may contain errors or hidden defects that may significantly impact the user experience. The Company may not be able to correct the defects in a timely manner and may lead to a loss of or a delay in market acceptance. In addition, such errors or hidden defects could cause adverse damage to its reputation and impair its ability to acquire new users. In addition, the Company may need to make significant expenditures to eliminate defects from its products. As well, errors and defects could lead to claims for liability or other claims involving costly litigation.

#### *Electronic Communication Security Risks*

A significant potential vulnerability of electronic communications is the security of transmission of confidential information over public networks. Anyone who can circumvent the Company's security measures could misappropriate proprietary information or cause interruptions in its operations. The Company may be required to expend capital and other resources to protect against such security breaches or to alleviate problems caused by such breaches.

#### *Data Transmission*

The Company transmits much of the content of its Sponsorcoin platform as a service over the Internet. If the Company experiences transmission failures or limited transmission capacity on the Internet or other data networks the Company may use, it may be unable meet its commitments.

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#### *Insurance Coverage*

The Company will require insurance coverage for several risks, including business interruption, environmental matters and contamination, personal injury and property damage. Although the Company believes that the events and amounts of liability covered by its insurance policies will be reasonable, taking into account the risks relevant to its business, and the fact that agreements with users contain limitations of liability, there can be no assurance that such coverage will be available or sufficient to cover claims to which the Company may become subject. If insurance coverage is unavailable or insufficient to cover any such claims, the Company's financial resources, results of operations and prospects could be adversely affected.

#### *Tax Risk*

The Company will be considered to have been carrying on business in Canada for purposes of the *Income Tax Act* (the "**Tax Act**"). However, the Company will be operating in the social and digital media space, a new and developing industry that has had historically low regulations and tax compliance. There is risk that foreign governments may look to increase their tax revenues or levy additional taxes to level the playing field for perceived disadvantages to the traditional brick and mortar business. While the Company does not foresee any adverse tax affects, there is no guarantee that governments will not impose such additional adverse taxes in the future.

#### *Risks in Foreign Jurisdictions*

Social media is a global phenomenon, and the Company anticipates that a significant user base will be located outside Canada. International business activities entail additional risks such as uncertainty as to the protection and use of intellectual property, partnership risks, political risks, legal and regulatory risks, the risk of increase in taxes (including value added taxes) and trade barriers. Furthermore, as profits of foreign subsidiaries are taxable under foreign income tax legislation, revenues from foreign operations could be adversely impacted.

#### *Currency Fluctuations*

Due to the Company's present operations, and its intention to in the future operate in jurisdictions outside Canada, the Company is expected to be exposed to significant currency fluctuations in the future. Recent events in the global financial markets have been coupled with increased volatility in the currency markets. A substantial portion of the Company's revenue could be earned in US dollars, but a substantial portion of its operating expenses are incurred in Canadian dollars. Fluctuations in the exchange rate between the US dollar and other currencies, such as the Canadian dollar, may have a material adverse effect on the Company's business, financial condition and operating results. The Company intends to continue to expand operations globally so it may be subject to additional gains and losses against additional currencies. The Company does not currently have a foreign exchange hedging program in place. However, in the future, it may establish a program to hedge a portion of its foreign currency exposure with the objective of minimizing the impact of adverse foreign currency exchange movements. However, even if the Company develops a hedging program, it may not hedge its entire exposure to any one foreign currency, and it may not hedge its exposure at all with respect to certain foreign currencies.

#### *Fluctuations in Quarterly Results*

The Company's quarterly operating results may fluctuate significantly in the future depending on factors such as the popularity of social media, the ability to attract users, progress on implementation of projects and upgrades, the number, timing and significance of new product announcements by the Company and its competitors, the ability to license and develop new VSN, introduce and market new and enhanced versions of products on a timely basis, changes in operating expenses, and general economic factors, among others. A significant portion of the Company's expenses are based on expectations of future revenue and, therefore, is relatively fixed in the short-term. Accordingly, if revenue levels are below expectations, operating results are likely to be adversely affected. As quarterly revenue is dependent upon building a significant user base, and the ability to monetize that user base, the inability to build and monetize the user base could cause the Company to plan or budget inaccurately, and those variations could adversely affect its financial results.



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*Officer and Director Conflicts*

The Company's officers and directors may have certain interests and arrangements that are different from, or in addition to the Company's shareholders. Executive officers and directors may have rights to indemnification including directors' and officers' liability insurance that will survive consummation of their agreements.