

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

SponsorsOne Inc. (the “Company”)
365 Bay Street, Suite 400
Toronto, Ontario, Canada
M5H 2V1

2. **Date of Material Change**

August 17, 2015

3. **News Release**

A press release disclosing the material change was released on August 19, 2015, through the facilities of The Newswire.

4. **Summary of Material Change**

The Company announced that it had completed its previously announced acquisition of NFU Inc. (the “**Acquisition**”) pursuant to a share purchase agreement between the Company, NFU Inc. and certain vendors dated June 24, 2015 (the “**Share Purchase Agreement**”). In connection with the Acquisition, the Company issued 904,615 common shares in the capital of the Company (“**Common Shares**”) as partial consideration for the acquisition of NFU Inc. The remaining 387,692 Common Shares will be issued to the vendors upon certain conditions being satisfied pursuant to the Share Purchase Agreement. Pursuant to the Acquisition, NFU Inc. is a wholly owned subsidiary of the Company and will act as the sale, support and delivery organization for Canada.

5. **Full Description of Material Change**

The material change is fully described in the Company’s press release which is attached as Schedule “A” and is incorporated herein.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis.

7. **Omitted Information.**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

For further information, contact Gary Bartholomew, Chairman of the Company at (647) 872 – 9986, Ext. 702.

9. **Date of Report.**

This report is dated at Toronto, this 24th day of August, 2015.

SPONSORSONE INC.

Per: “Seth Brouwers” (Signed)
Seth Brouwers
Chief Operating Officer



SponsorsOne General Business Update and NFU Inc. Acquisition

For Immediate Release

Waterloo, Ontario, August 19, 2015: [SponsorsOne Inc.](#) (CSE: SPO) (Frankfurt: 5SO) (“SponsorsOne” or the Company”), the Company that has developed the SponsorsCloud™ platform that allows Brands to build authentic and engaged communities around their products and services, is pleased to announce that it has closed the acquisition of 100% of the shares of NFU Inc., a Toronto based Marketing Agency.

Further to the Company’s press release on June 24, 2015, the Company would like to announce that it has closed the previously announced acquisition of NFU Inc. pursuant to a share purchase agreement between the Company, NFU Inc. and certain vendors dated June 24, 2015 (the “**Share Purchase Agreement**”). The Company has issued 904,615 common shares in the capital of the Company (“**Common Shares**”) as partial consideration for the acquisition of NFU Inc. The remaining 387,692 Common Shares will be issued to the vendors upon certain conditions being satisfied pursuant to the Share Purchase Agreement. NFU is now a wholly owned subsidiary of SPO and will act as the sale, support and delivery organization for Canada. NFU’s founder, Adam Pearsall will assume the roll of Chief Revenue Officer

“NFU provides SPO with invaluable access to the creative and digital marketing industry. This includes access to potential agencies for the Company’s acquisition pipeline, major Brands as customers for SponsorsCloud, and major Influencers as participants on the platform,” states Myles Bartholomew, CEO, SponsorsOne. “This acquisition comes at an ideal time as SPO is planning to work with select brand and agency partners to launch a beta version of SponsorsCloud.”

“I am excited to be part of the SponsorsOne team because I strongly believe that after concluding alpha testing, SponsorsCloud will be the platform that rises above the noise in the Social Media Marketplace,” states Adam Pearsall, Chief Revenue Officer of SponsorsOne. “Having an intuitive dashboard available 24/7 for brand managers and



influencers to monitor and engage with one another will be the foundation for the future of Social Media Marketing. The success of SponsorsOne is its multiple platform publishing / analytics tool, which enables users to monetize their networks with one click. It puts ad dollars in the hands of the individuals while building brand equity and delivering real time analytics and much greater returns on marketing dollars than current social media marketing approaches.”

SponsorsOne is pleased to also provide investors with a brief corporate update.

1. Initial beta testing is completed internally and the company is planning to start demonstrating the platform to beta launch partners and other key stakeholders. In addition, a demo login for investors will be made available to view the member side of the platform.
2. The Company continues to advance its acquisition strategy by building its acquisition pipeline. An acquisition pipeline that represents in excess of \$50M in revenue and access to a number of the top 100 brands has been established, and analysis of the key target acquisitions is underway.
3. The Company continues to pursue equity and debt financing options to fund the next stage of development and growth of the Company.

About SponsorsOne:

SponsorsOne is positioning itself to become a leader in the next evolution of digital marketing with the SponsorsCloud™ platform that allows Brands to build and manage their own proprietary and highly engaged digital ad networks within the social realm. The SponsorsCloud™ platform allows for data driven marketing campaigns that will change the way brands connect to their customers. SponsorsCloud™ is a tool for brands to inspire real movements around their products and services in which their most valuable customers become their best salespeople, producing far greater ROI than current social media advertising methods.

SponsorsOne is the creator of a proprietary Social Sponsorship Currency that gives consumers real compensation for their authentic social media engagement (blogs,



videos, tweets, pins and posts) along with a Social Marketplace to exchange their social currency for products and services with the brands they love.

ON BEHALF OF THE BOARD

Gary Bartholomew, Executive Chairman

To learn more please visit <http://sponsorsone.com>

Or <http://www.sponsorsone.com/de/>

The Canadian Securities Exchange ("CSE") has neither approved nor disapproved the contents of this Press Release.

Forward-Looking Statements

This news release contains forward-looking statements and information that are based on the beliefs of management and reflect the Company's current expectations. When used in this news release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology, are intended to identify forward-looking statements and information. Such statements and information reflect the current view of the Company with respect to risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: risks associated with marketing and sale of securities; the need for additional financing requirements and access to capital, reliance on key personnel; the potential for conflicts of interest among certain officers or directors with certain other projects; the volatility of the volume and price of the Common Shares, the failure of the business strategy, the integrity of the Company's patents and proprietary intellectual property and competition. The Company cautions that the foregoing list of risk factors is not exhaustive and is subject to change and there



can be no assurance that such assumptions will reflect the actual outcome of such items or factors. When relying on the Company's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events, including the risk factors set out in the Company's Listing Statement. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to above will not cause such forward-looking statements and information to differ materially from actual results or events.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS NEWS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS NEWS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE SECURITIES LEGISLATION.