

NOTICE OF CHANGE IN CORPORATE STRUCTURE
Pursuant to Section 4.9 of National Instrument 51-102
Continuous Disclosure Obligations

1. The names of the parties to the Transaction

- Sproutly Canada, Inc. (formerly Stone Ridge Exploration Corp.) (the "**Company**") incorporated under the *Business Corporations Act* (British Columbia)
- Sproutly, Inc. ("**Sproutly**") incorporated under the *Canada Business Corporations Act*

2. Description of the Transaction

Sproutly completed a plan of arrangement transaction under the *Canada Business Corporations Act* involving the Company and Sproutly as approved by the Supreme Court of British Columbia on May 3, 2018 pursuant to which Sproutly completed a reverse takeover of the Company (the "**Transaction**").

Immediately prior to the Transaction, the Company completed a share consolidation of the Company's issued and outstanding common shares (the "**Pre-Consolidation Shares**") on a 2 to 1 basis. As a result, the Company consolidated every two Pre-Consolidation Shares into one post-consolidation common share (the "**Post-Consolidation Shares**").

Pursuant to the Transaction, among other things, shareholders of Sproutly received approximately two Post-Consolidation Shares, in exchange for each common share of Sproutly held by such shareholder immediately prior to the effective time of the Transaction.

As a result of the Transaction, former shareholders of Sproutly hold approximately 84% of the issued and outstanding common shares of the Company (the "**Sproutly Shares**") immediately after completion of the Transaction.

The Sproutly Shares commenced trading on the Canadian Securities Exchange (the "**CSE**") on July 9, 2018.

A full description of the Transaction can be found in the Company's listing statement dated June 29, 2018, available on the Company's SEDAR profile (www.SEDAR.com) and on the CSE website.

3. Effective Date of Transaction

July 6, 2018.

4. Reporting Issuer Status

The Company continues to be a reporting issuer in British Columbia, Alberta and Ontario. The Company is a "venture issuer", as such term is defined in NI 51-102.

5. Financial Year and Financial Markets

The date of the Company's first financial year-end subsequent to the Transaction is February 28, 2019.

The Company has filed:

- audited annual financial statements of the Company for the years ended February 28, 2018 and 2017;
- interim financial statements of the Company in respect of the Q1 period for the three month period ended May 31, 2018 and May 31, 2017; and
- unaudited financial statements of Sproutly for the year ended February 28, 2018.

The Company is required to file:

- interim financial statements in respect of the Q2 period ended August 31, 2018 and August 31, 2017;
- interim financial statements in respect of the Q3 period ended November 30, 2018 and November 30, 2017; and
- audited annual financial statements for year ended February 28, 2019.

6. Documents filed

The Company's listing statement is available on the Company's SEDAR profile and on the CSE website.

DATED this 9th day of July 2018.

SPROUTLY CANADA, INC.

Per: "*Keith Dolo*"

KEITH DOLO
Chief Executive Officer, President
& Director