

**EARLY WARNING REPORT**

**Form 62-103F1**

*Filed pursuant to National Instrument 62-103*

**Item 1 – Security and Reporting Issuer**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Common shares (the "**Shares**") and incentive stock options (the "**Options**") of Sproutly Canada, Inc. (the "**Issuer**")

The Issuer has a head office at Suite 1050 – 1095 West Pender Street, Vancouver, BC V6E 2M6.

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

The transaction that triggered the requirement to file this report was the completion of a plan of arrangement and reverse takeover transaction of Stone Ridge Exploration Corp. ("**Stone Ridge**") (now Sproutly Canada, Inc.) by Sproutly, Inc. ("**Sproutly**") which closed on July 6, 2018 (the "**Transaction**"). Pursuant to the Transaction, among other things, shareholders of Sproutly received approximately 2 Shares in exchange for each common share of Sproutly held by such shareholder immediately prior to the effective time of the Transaction.

**Item 2 – Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

Amanjit Bains

Address: 1050 - 1095 W. Pender Street, Vancouver, BC V6E 2M6

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

See Item 1.2 above.

**2.3 State the names of any joint actors.**

Not applicable.

### Item 3 – Interest in Securities of the Reporting Issuer

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.**

Upon closing of the Transaction, Mr. Bains controlled an aggregate of 17,937,994 Shares (through 0788286 B.C. Ltd., a company controlled by Mr. Bains of which he is a 50% shareholder and Park Pointe Ventures Inc., a company controlled by Mr. Bains) and 2,253,273 Options which represented approximately 14.58% of the Company's issued and outstanding Shares (based on 123,060,267 Shares outstanding upon the closing of the Transaction) on a non-diluted basis or approximately 16.11% of the Company's issued and outstanding Shares on a partially-diluted basis assuming the exercise of Mr. Bains' Options only.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

Mr. Bains acquired ownership of the Shares and Options that triggered the requirement to file this report pursuant to the Transaction.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Immediately before giving effect to the Transaction described in Item 1.2, Mr. Bains beneficially owned, through 0788286 B.C. Ltd., a total of 718,750 Shares of Stone Ridge on a post-consolidation basis, representing 4.54% of Stone Ridge's issued and outstanding common shares prior to the Transaction.

Upon closing of the Transaction, Mr. Bains beneficially held 17,937,994 Shares (12,599,060 Shares held through 0788286 B.C. Ltd. and 5,388,934 Shares held through Park Pointe Ventures Inc.) and 2,253,273 Options which represent 14.58% of the issued and outstanding Shares (based on 123,060,267 Shares outstanding upon the closing of the Transaction) on a non-diluted basis or 16.11% of the issued and outstanding Shares on a partially-diluted basis assuming the exercise of Mr. Bains' Options only.

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the acquiror, either alone or together with any joint actors, has ownership and control,**

See Item 3.4.

**(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

**(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

**3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

**3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

**3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

**Item 4 – Consideration Paid**

**4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Mr. Bains acquired the Shares and Options pursuant to the Transaction, as further described in Item 1.2 above.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1 above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

#### **Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**

**(k) an action similar to any of those enumerated above.**

Mr. Bains acquired the Shares and Options for investment purposes. Mr. Bains intends to evaluate his investment in the Issuer and to increase or decrease his beneficial shareholdings from time to time as he may determine appropriate for investment purposes.

**Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

Not applicable.

**Item 7 – Change in Material Fact**

**If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.**

Not applicable.

**Item 8 – Exemption**

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.**

Not applicable

**Item 9 – Certification**

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 7<sup>th</sup> day of August, 2018.

"Amanjit Bains"  
**AMANJIT BAINS**