

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF ISSUER

Sproutly Canada, Inc. (the "**Company**")
Suite 1050 – 1095 West Pender Street
Vancouver, BC, Canada V6E 2M6

ITEM 2. DATE OF MATERIAL CHANGE

August 1, 2018

ITEM 3. NEWS RELEASE

Issued and distributed on August 1, 2018 through the facilities of Business Wire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has completed the acquisition of all of the issued and outstanding shares of each of Infusion Biosciences Canada Inc. ("**Infusion Biosciences Canada**") and SSM Partners Inc. ("**SSM**") (collectively, the "**Acquisition**").

The Company also announced that it is now listed on the Frankfurt Stock Exchange, trading under the symbol 38G.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Acquisition

The Acquisition was completed pursuant to: (i) a share purchase agreement dated July 31, 2018 (the "**Infusion SPA**") among Sproutly, Infusion Biosciences Canada, and Infusion Biosciences Inc. ("**Infusion Biosciences**"); and (ii) a share purchase agreement dated July 31, 2018 (the "**SSM SPA**") among Sproutly, SSM Partners, and BNO Holdings Inc. ("**BNO**").

Under the Infusion SPA, Infusion Biosciences has received, or is entitled to receive, the following consideration: (i) 36,857,676 common shares of Sproutly ("**Sproutly Shares**"); (ii) a cash payment of CAD\$4,525,000, due within 12 months from closing of the Acquisition and subject to adjustments as set forth in the Infusion SPA; and (iii) an earn-out of up to an additional 14,743,070 Sproutly Shares upon Sproutly achieving certain milestones as set forth in the Infusion SPA.

Under the SSM SPA, BNO has received, or is entitled to receive, the following consideration: (i) a cash payment of CAD\$4,975,000 due within 12 months from closing of the Acquisition or convertible into common shares, subject to adjustments and SSM achieving certain milestones as set forth in the SSM SPA; and (ii) an earn-out of up to 22,114,605 Sproutly Shares upon Sproutly achieving certain milestones as set forth in the SSM SPA.

In connection with the Acquisition, Dr. Arup Sen will assume the role of Chief Science Officer of the Company and join the board of directors of the Company, and Paul Marcellino will join the Company as Business Development Officer.

Listing on Frankfurt Stock Exchange

The Company is now listed on the Frankfurt Stock Exchange, trading under the symbol 38G.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact: Keith Dolo, President and Chief Executive Officer
Telephone: (778) 945-6868

ITEM 9. DATE OF REPORT

August 10, 2018