

**NOTICE DECLARING INTENTION TO BE QUALIFIED UNDER
NATIONAL INSTRUMENT 44-101
SHORT FORM PROSPECTUS DISTRIBUTIONS ("NI 44-101")**

October 31, 2018

TO: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Sproutly Canada, Inc. (the "**Issuer**") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus.

This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

SPROUTLY CANADA, INC.

Per: "Craig Loverock"
Name: Craig Loverock
Title: Chief Financial Officer