

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**") of Sproutly Canada, Inc. (the "**Issuer**")

The Issuer has a head office at Suite 3318-1055 Dunsmuir Street, Vancouver BC V7X 1L2.

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.

Amanjit Bains completed an internal restructuring which resulted in the transfer and disposition of the Shares in a series of transactions (the "**Transactions**"), which took place both privately and on the Canadian Securities Exchange (the "**Exchange**").

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Amanjit Bains

Address: Suite 3318 – 1055 Dunsmuir Street, Vancouver BC V7X 1L2.

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.

In connection with an internal restructuring transaction, Mr. Bains transferred 4,500,000 Shares and disposed of 558,500 Shares which were completed as private sales and trades on the Exchange.

Pursuant to the restructuring of 0788686 B.C. Ltd. ("**Numberco**"), a company jointly held by Mr. Bains, Mr. Bains acquired 100% control of Numberco from the other

shareholder of the company which resulted in 3,500,000 Shares held by Numberco being distributed to the other shareholder, an arm's length party to Mr. Bains.

In addition, Park Point Ventures Inc. ("**Park Point**"), which is 100% controlled by Mr. Bains, privately transferred 1,000,000 Shares to Grandview Projects Ltd., an arm's length party to Mr. Bains.

Mr. Bains did not receive any consideration in connection with the above-mentioned restructuring transactions.

Additionally, Mr. Bains, through Numberco and Park Point, sold a combined 558,500 Shares on the Exchange for an average price of \$0.43 prior to the aforementioned restructurings taking place. Such Shares were sold for tax purposes and to cover interest and acquisition costs relating to the shares and warrants that Mr. Bains purchased over the past two years.

As a result, Mr. Bains security holding percentage decreased from 11.19% to 8.73% on a partially-diluted basis (assuming exercise of Mr. Bains' Options only).

Mr. Bains has not acquired additional convertible securities of the Issuer.

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 transferred and disposed ownership of the Shares which triggered the requirement to file this report.

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.

Prior to the Transactions, Mr. Bains controlled an aggregate of 18,023,106 Shares representing approximately 10.07% of the Company's issued and outstanding Shares (based on 178,918,025 Shares issued and outstanding at such time) on a non-diluted basis or approximately 11.19% of the Company's issued and outstanding Shares on a partially-diluted basis assuming the exercise of Mr. Bains' Options only.

After the Transactions, Mr. Bains controls an aggregate of 13,683,356 Shares (taking into account the exercise of 718,750 warrants by Mr. Bains), held through Numberco and Park Pointe Ventures Inc., and 2,253,273 Options which represents approximately 7.59% of the Company's issued and outstanding Shares (based on the Company's 180,336,775 issued and outstanding Shares) on a non-diluted basis or approximately 8.73% of the Company's 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, through Numberco and Park Point, sold a combined 558,500 Shares on the Exchange for an average price of \$0.43 per Share. Mr. Bains did not receive any consideration for the disposition of any other Shares in connection with the Transactions.

- 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.**

Numberco, a company jointly held by Mr. Bains, completed a restructuring whereby 3,500,000 Shares held by Numberco were distributed to the other shareholder of Numberco, who is an arm's length party to Mr. Bains, in connection with such shareholder's exit from Numberco. No consideration was received by Mr. Bains in this restructuring.

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 transferred and disposed of the Shares for investment and tax purposes and to cover interest and acquisition costs relating to the shares and warrants that Mr. Bains purchased over the past two years. 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 6th day of June, 2019.

“Amanjit Bains”
AMANJIT BAINS