SPROUTLY CANADA INC.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (“MD&A”)

FOR THE THREE MONTHS AND YEAR ENDED FEBRUARY 28, 2019

The following is a discussion and analysis of the financial condition and results of operations of Sproutly Canada Inc. ("Sproutly" or the "Company") for the year ended February 28, 2019. This MD&A should be read in conjunction with the Company's audit consolidated financial statements and accompanying notes for the year ended February 28, 2019 and the period ended February 28, 2018. All amounts in the MD&A are in Canadian dollars, except share and per share amounts or as indicated otherwise. The Company's accounting policies are in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The effective date of this MD&A is June 26, 2019.

For reporting purposes, the Company prepares consolidated financial statements in Canadian dollars. Unless otherwise indicated, all dollar (''$'') amounts in this MD&A are expressed in Canadian dollars.

All references to we, our, us and Sproutly refer to the Company.

All references to management refer to the directors, senior officers and other officers of Sproutly, unless otherwise stated.

Cautionary Statement on Forward Looking Information

This MD&A and the Company's other public disclosure contain "forward-looking information" within the meaning of applicable Canadian securities laws ("forward-looking information") concerning the Company's business plans, including, but not limited to, anticipated results and developments in the Company's operations in future periods and other matters that may occur in the future. In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "target", "scheduled", "estimates", "forecasts", "intends", "anticipates", "determine", "continue", "projects", "potential", "proposed" or "believes", or variations or the negative of such words and phrases, or statements that certain actions, events or results "may", "could", "whether to", "would", "should", "likely", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. Forward-looking information contained in this MD&A includes, but is not limited to, statements regarding the competitive and business strategies of the Company, the Company's ongoing investment strategy, market prices, values and other economic indicators, receipt and timing of governmental approvals, including Health Canada approvals, the performance of the Company's business and operations, the intention to grow the business, operations and potential activities of the Company, the expected production capacity and revenue of the Company's projects, the competitive conditions of the industry, the anticipated changes to Canadian federal laws regarding the use of recreational cannabis and the business impacts on the Company, whether the Company will continue to be in compliance with regulatory requirements, the Company's intention to build a brand and develop cannabis products, the Company's intention to build valuable intellectual property and the anticipated benefits therefrom including accelerated sales growth and profit margins, analyses and other information based on expectations of future performance and planned products, possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action, timing, costs and potential success of future activities on the Company's facilities and projects, future outlook and goals, permitting time lines and requirements, regulatory and legal changes and requirements for additional capital, whether the Company will have sufficient working capital and its ability to raise additional financing required in order to develop its business and continue operations, and planned expenditures and budgets and the execution thereof.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, including, without limitation, assumptions about possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action, revenue from the Company's proposed operations, general economic, financial market, regulatory and political conditions in which the Company operates, general demand and consumer interest in the Company's products, competition anticipated and unanticipated costs, the future market price of medical and recreational cannabis, the ability of the Company to generate cash flow from operations and obtain necessary financing on acceptable terms, government regulation of the Company's activities and products, including in the areas of taxation and environmental protection, the timely receipt of any required regulatory approvals, the ability of the Company to obtain qualified staff, equipment and services in a timely and cost-efficient manner, and the ability of the Company to conduct operations in a safe, efficient and effective manner.

While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

Furthermore, by their very nature, forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, events, results, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include, without limitation, those related to the industry-wide risks, fluctuations in capital markets and share prices, risks related to the ability to obtain financing needed to fund the continued development of the Company's business, the Company's ability to manage anticipated and unanticipated costs, risks related to securing users and customers of the Company's product, risks related to securing and protecting the Company's intellectual property rights, risks related to the Company's failure to economically commercialize its product, risks related to delays or other problems in the third-party manufacturing process, risks related to the Company's failure to obtain necessary Health Canada approvals as scheduled or at all, risks related to the Company's inability to maintain or improve its competitive position, risks related to the Company's ability to establish its business internationally, risks related to the Company's ability to maintain or improve upon the medical effectiveness and usefulness of its product to intended users in the medical services industry, risks related to the Company's failure to retain key personnel and hire additional personnel needed to develop its business, risks related to the Company's failure to adequately evaluate its current business and its future prospects, risks related to the Company's business practice reputation being negatively affected by unfavourable publicity or consumer perception of the cannabis industry or the Company, the impact of any negative scientific studies on the effects of cannabis, market conditions, volatility and global economic conditions, risks associated with agreements with third parties relating to the Company's business, including agreements to manufacture and sell the Company's product and the ability to conclude such agreements on favorable terms, environmental risks, governmental regulations, restrictions imposed by the Canadian Securities Exchange and other regulatory authorities on the Company's business, the uncertainty of profitability based upon the Company's history of losses, risks related to foreign exchange rate fluctuations, as applicable, insurance and tax risks, general risks and uncertainties related to the Company's 's prospects and business strategy; and the risks described in the section of this MD&A entitled "Risk Factors".

This is not an exhaustive list of the risks and factors that may affect the Company's forward-looking information. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in the forward-looking information, there may be other factors that cause actions, events, conditions, results, performance or achievements not to be as anticipated, estimated or intended. In addition to those discussed in this MD&A, please refer to the risks described in the Company's public disclosure record.

The Company cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking information contained in this MD&A. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake any obligation to publicly update or revise any forward-looking information other than as required under applicable securities laws.

Description of Business

Sproutly was incorporated as "Stone Ridge Exploration Corp." on January 26, 2012, pursuant to the BCBCA. On July 6, 2018, the Company closed a plan of arrangement under the CBCA pursuant to which, among other things, Sproutly, Inc. completed a reverse takeover of Stone Ridge (now, "Sproutly Canada, Inc."). Pursuant to the Arrangement, Stone Ridge changed its name to "Sproutly Canada, Inc." and Sproutly, Inc. became a wholly-owned subsidiary of the Company.

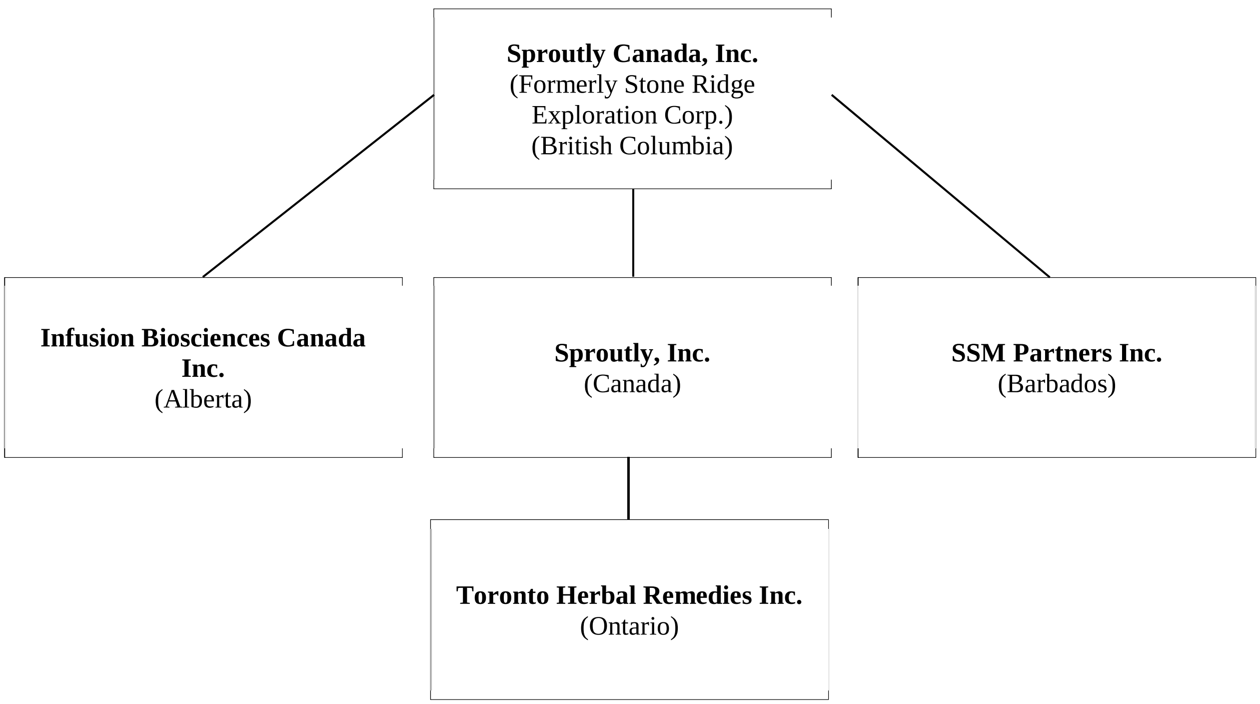
Sproutly Canada, Inc., through its wholly owned subsidiary Sproutly, Inc., is a licensed producer of medical cannabis pursuant to the Access to Cannabis for Medical Purposes Regulations (Canada) (the "ACMPR") and operates a 16,600 square foot production facility in Toronto, Ontario, Canada.

On July 6, 2018, the Company, under its former name, Stone Ridge Exploration Corp. ("Stone Ridge"), completed a reverse takeover transaction (the "Arrangement") pursuant to which it acquired all of the issued and outstanding shares of Sproutly Inc. In connection with the closing of the Arrangement, the Company changed its name from "Stone Ridge Exploration Corp." to "Sproutly Canada Inc.".

Immediately prior to the completion of the Arrangement, Stone Ridge completed a consolidation of the Stone Ridge Shares on the basis of one post-Consolidation share for every two pre-Consolidation shares. Pursuant to the Arrangement, among other things, shareholders of Sproutly Inc. received approximately two (2) post-Consolidation Stone Ridge Shares in exchange for each common share of Sproutly Inc. held by such shareholder immediately prior to the effective time of the Arrangement.

The Common Shares of the Company resumed trading following the Amalgamation on the CSE on July 9, 2018 under the symbol “SPR”. The Company is also quoted on the Frankfurt, Berlin and Munich exchanges under the symbol “38G”, and on the OTCQB Venture Marketplace under the symbol “SRUTF”

Due to the fact that the Arrangement was considered to be a reverse takeover transaction, the comparative financial information of the Company for the year ended February 28, 2019 consists of financial information of Sproutly Inc. References to the Company in this MD&A prior to July 6, 2018 refer to Sproutly Inc. unless otherwise noted.



Recent Developments

On October 12, 2018, the Company announced that the Common Shares were upgraded and approved for trading on the OTCQB under the symbol "SRUTF". The OTCQB in the United States is similar to the CSE in Canada for early stage and developing international companies. To be eligible for the OTCQB, companies must be current in their financial reporting, pass a minimum bid price test and undergo an annual company verification and management certification process.

On October 12, 2018, the Company announced that it had been added to the Canadian Securities Exchange's CSE 25 Index (the "CSE 25 Index"). The CSE 25 Index includes the top twenty-five securities by market capitalization contained in the CSE's composite index.

On October 24, 2018, the Company closed its bought deal offering, including the partial exercise of the underwriters' over-allotment option in the form of convertible debenture special warrants of the Company (the "CD Special Warrants"). A total of 10,750 CD Special Warrants at a price per CD Special Warrant of $1,000 and 15,400,000 equity special warrants of the Company (the "Equity Special Warrants") at a price per Equity Special Warrant of $0.65 were issued for aggregate gross proceeds of approximately $20.7 million.

On November 1, 2018, the Company's wholly-owned subsidiary Toronto Herbal Remedies Inc. ("THR"), a licensed producer under the Cannabis Act and located in the Greater Toronto Area has submitted an "addition of activity" in the month of October, to its Health Canada license, in order to produce cannabis oils. The Company also provided an update that its cannabis plants are in a very healthy state as it progresses through its cultivation phase.

On November 8, 2018, the Company completed the development and formulation of an initial portfolio of functional beverages with its proprietary naturally water soluble cannabinoids ("Infuz2O"). The beverages combine recently licensed rights for the proprietary water soluble mineral platform ("MiST Platform") with Infuz20. The initial portfolio consists of three separate cannabis/hemp infused beverages that provide the following functions: a) Focused Energy; b) Stress relief and Relaxation; and, c) Restful sleep support.

On November 13, 2018, the Company entered into a letter of intent with Global Canna Labs Limited ("Global Canna Labs"), the Caribbean's largest medical cannabis producer, to establish a joint venture for the purpose of developing, producing, distributing, marketing and selling cannabis infused beverages, edibles and topical products derived from Sproutly's fully licensed, APP Technology (the "LOI").

On November 27, 2018, Aman Bains resigned from the board of directors of the Company (the "Board") and the Company announced that the Board had appointed Michael Bellas to fill the casual vacancy left by Mr. Bains. Mr. Bellas is the founder, Chairman and CEO of Beverage Marketing Corporation and has over 45 years of experience in the beverage industry.

On November 29, 2018, the Company announce the appointment of Constantine Constandis to its Advisory Board. Mr. Constandis is global C-level executive with over 34 years of experience in the wine and spirits industry in Canada, USA, Europe and Asia.

On December 4, 2018, the Company announced the appointment of Melise Panetta as Vice President of

Sales and Marketing to focus on the Company's branding, marketing and sales objectives of becoming a leading cannabis formulations company focused on beverages once legalized.

On December 6, 2018, the Company announced that Keith Dolo stepped down from his role as President of Sproutly, and the Board appointed Bryan Semkuley as President to focus on the execution of the Company's strategic objectives, development of its operational plan, and tying in the different vertical divisions of sales, marketing, product innovation, operations and branding. Mr. Dolo continues to act as the Chief Executive Officer of the Company.

On March 20, 2019, SSM has completed the milestone for the cash earn-out provision. $4,975,000 was paid by the Company to settle its cash contingent consideration.

On March 29, 2019, the Company's wholly-owned subsidiary, Toronto Herbal Remedies Inc. ("THR"), a licensed producer under the Cannabis Act, received a processing license from Health Canada (the "Processing License"). The Processing License allows THR to produce cannabis oil and related products, and will also allow the Company to conduct certain research and development activities, including the formulation of proprietary beverage products.

On April 30, 2019, the Company entered into a definitive agreement to form a joint venture (the "Joint Venture" or the "JV") with OCC Holdings Ltd., an affiliate of Moosehead Breweries Ltd. ("Moosehead"). The purpose of the JV is to develop, produce, and market non-alcoholic cannabis-infused beverages in Canada. The JV will be structured as a standalone company with its own board of directors and management team. Sproutly and Moosehead will each hold a 50% interest in the JV and have the right to nominate 3 directors. Moosehead shall appoint the Chief Executive Officer and Sproutly shall appoint the Chairperson of the board of directors of the JV. Sproutly will provide Infuz20 exclusively to the Joint Venture in Canada for the purpose of producing cannabis beverages (excluding hemp) for a period of 5 years (the "Exclusivity Period"), such Exclusivity Period being subject to a potential extension based on the Joint Venture reaching certain revenue targets. The formation of the Joint Venture is subject to the satisfaction of certain conditions, including the execution and delivery of various transaction agreements, governance documents and supply agreements.

On June 11, 2019, the Company entered into a debt settlement agreement with 2546308 Ontario Inc., whereby the Company issued 4,716,606 common shares to settle the outstanding loan balance of $3,537,455, consisting of principal of $3,125,000 and accrued interest of $412,455.

Outlook

The Company's objective is to capitalize on the growing medicinal and legal recreational cannabis markets in Canada, as well as in other global jurisdictions that are legally regulated for cannabis sales both medically and recreationally by legislation similar to the *Cannabis Act* (Canada), the *Cannabis Regulations* and other applicable law. The Company's vision is to become a leader in the production of cannabis and cannabis-based products specifically in the beverage and consumables markets by utilizing the "Aqueous Phytorecovery Process" cannabis extraction technology (the "**APP Technology**") acquired in the Company's acquisition of Infusion Biosciences Canada Inc. ("**Infusion Biosciences Canada**"). The Company intends to work with partners to formulate, brand and distribute cannabis-infused beverages and other consumer packaged goods products to the market as well as developing a proprietary line of consumable products.

Once the Company has obtained its licence to sell cannabis from Health Canada, the Company intends to distribute its products through other licensed producers who have obtained a dealer's licence and to distribute its product through the distribution channels permitted in the recreational cannabis market.

Selected Annual Information

	Year ended February 28, 2019	Period from January 17, 2017 to February 28, 2018
Net loss	$12,628,167	$2,670,603
Total comprehensive loss	$12,628,167	$2,670,603
Basic and diluted loss per share	$0.10	$0.12
Total assets	$76,449,966	$20,005,863
Total long-term liabilities	$10,977,405	$3,781,018

Certain comparative figures have been restated as a result of errors noted in the purchase price allocation for the acquisition of THR. The adjustment has no impact on accumulated deficit, earnings, earnings per share or cash flows for either the current or prior period. The details of the adjustments are disclosed in Note 4 of the February 28, 2019 financial statements.

The Company has no revenue to report as it is not yet earning revenues from its principal operations.

Results of Operations

Financial Results for the three months ended February 28, 2019 and 2018

During the three months ended February 28, 2019, the Company reported a net loss of $3,013,313 and a loss per share of $0.02, compared to a net loss of $1,677,257 and a loss per share of $0.05 for the three months ended February 28, 2018. The net loss for February 28, 2019 primarily consists of increases in general and administrative expenses of $889,157, marketing expenses of $1,037,655 share-based payments of $522,857 and Finance and other costs of $853,211.

General and administrative expenses increased by $889,157 for the three months ended February 28, 2019, compared to the same period in 2018. The year over year increase is due to the increase in size, scale and operations of the company, resulting in an increase in wages of $271,712, professional fees of $213,911, and general administrative expenses of $403,534.

Marketing expenses increased by $1,037,655 during the three months ended February 28, 2019 compared to the same period in the previous year. This is due to increased spending on investor relations and brand awareness. Financing expenses were $871,744 for the three months ended February 28, 2019, an increase of $853,211 over the three months ended February 28, 2018, and was the result of an increase in interest and accretion expenses.

Share-based payments were $609,864 for the three months ended February 28, 2019, compared to $87,007 for the three months ended February 28, 2018. This increase is related to the increase in staffing levels and related option grants, as well as the amortization of option granted in prior quarters.

Finance and other costs increased by $853,211 for the three months ended February 28, 2019 compared to the same period in the previous year. This is driven by an increase in accretion expense of $454,473, an increase in interest expense of $391,330, and an increase in bank fees and other charges of $7,408.

Financial Results for the year ended February 28, 2019 and 2018

During the year ended February 28, 2019, the Company reported a net loss of $12,628,167 and a loss per share of $0.10, as compared to a net loss of $2,670,603 and a net loss per share of $0.12, respectively, for the period ended February 28, 2018. The increase in net loss is driven by increases in general and admin expenses of $3,115,838, marketing expenses of $1,774,817, share-based payments of $1,458,675, listing expense of $4,656,288, and finance and other costs of $1,814,957. These expense increases were offset by a gain on extinguishment of loans of $1,251,983, and a decrease in advance receivable write-off of $984,461. The Company's operational spending has been focused on the reverse takeover of Stone Ridge, the acquisitions of Infusion Biosciences Canada and SSM, marketing and investors relations, the completion of the THR production facility and commencing production at the facility.

General and administration costs increased by $3,115,838 during the year ended February 28, 2019 as compared to the previous period. The increase was driven by increase in professional services of $896,803 related to the reverse takeover transaction, the acquisitions of Infusion Biosciences Canada and SSM Partners and the bought deal financing, as well as an increase in salaries and wages of $1,281,499, and an increase in office and other expenses of $937,536 which includes insurance, travel rent, security and other related expenses.

Marketing expenses increased by $1,774,817 for the year ended February 28, 2019 as compared to the previous period. The increase was the result of increased focus on investor relations and brand awareness as they company became operational in the year.

Share-based payments increased by $1,458,675 for the year ended February 28, 2019 as compared to the previous period. This was driven by stock option related expenses for 12,721,249 options granted to employees, consultants and Board members during the period. As of February 28, 2019, 3,334,027 options have vested.

In addition, the company incurred a listing expense of $4,656,288 in the year ended February 28, 2019 related to the reverse take over transaction.

Finance and other costs increased by $1,814,957 in the year ended February 28, 2019 as compared to the previous period. This is driven by an increase in accretion expense of $965,770, an increase in interest expense of $664,322, an increase in financing fees of $160,647, and an increase in bank fees and other charges of $24,218.

Summary of Quarterly Results

	Feb 28, 2019 $	Nov 30, 2018 $	Aug 31, 2018 $	May 31 2018 $	Feb 28 2018 $	Nov 30 2017 $	Aug 31 2017 $	May 31 2017 $
Production costs	-	15,827	-	-	-	-	-	-
Unrealized gain on changes in fair value of biological assets	(177,982)	28,198	-	-	-	-	-	-
Gross profit	(177,982)	44,025	-	-	-	-	-	-
General and administrative	1,469,971	1,128,077	538,005	1,218,193	580,814	296,600	239,228	121,766
Marketing	1,039,915	437,065	229,157	70,940	2,260	-	-	-
Depreciation and amortization	134,008	98,998	6,001	1,465	-	-	-	-
Share-based payments	609,864	604,000	408,549	166,357	87,007	88,697	89,672	64,719
Listing expense	-	-	4,656,288	-	-	-	-	-
Other expense	7,231	47,306	43,640	9,701	32,830	20,962	3,616	-
Finance and other costs	871,744	459,376	79,344	491,112	18,533	67,141	657	288
Foreign exchange	(2,243)	990	31	-	-	-	-	-
Loss on settlement of contingent cash payment	-	24,064	-	-	-	-	-	-
Changes in fair value of contingent consideration	23,274	52,258						
Gain on extinguishment of loans	-	-	(766,928)	(485,055)	-	-	-	-
Advance receivables write-off	-	-	-	-	984,461	-	-	-
Net loss before tax	3,975,782	2,896,159	5,194,087	1,472,713	1,705,905	473,400	333,173	186,733
Income tax expense (recovery)	(962,469)	(85,610)	137,505	-	(28,648)	-	-	-
Net loss	3,013,313	2,810,549	5,331,592	1,472,713	1,677,257	473,400	333,173	186,773
Net loss per share (i)(ii)	0.02	0.02	0.04	0.02	0.05	0.02	0.02	0.01

The changes in the Company's financial results on a quarter-by-quarter basis are due primarily to the increase level of activity in the Company as it completed the RTO, the acquisition of Infusion Biosciences and SSM Partners, and finished construction of its facility and commenced operations. The Company has no revenue to report as it is not yet earning revenues from its principal operations.

(i) Net loss per share fluctuates from period to period and is impacted by the amount of loss incurred and the number of weighted average number of common shares outstanding.

(ii) On July 6, 2018, the Company completed a reverse takeover transaction with Sproutly Inc. For the period in which a reverse acquisition occurs, the weighted-average number of common shares outstanding is calculated as the weighted average of:

- for the period from the beginning of the reporting period to the RTO date: the weighted average number of common shares of Sproutly Inc. (accounting acquirer) outstanding during that period multiplied by the exchange ratio established in the acquisition agreement (1:2), and

- for the period from the RTO date to the end of the reporting period: the actual number of common shares of Sproutly Canada Inc. (legal acquirer) outstanding during that period.

Financial Position, Liquidity and Capital Resources

	February 28, 2019	February 28, 2018
Cash	$ 9,644,015	$ 741,385
Other current assets	1,395,328	395,670
Non-current assets	65,410,623	18,868,808
Current liabilities	9,127,201	10,012,683
Non-current liabilities	10,977,405	3,781,018
Working capital	1,912,142	(8,875,628)

As at February 28, 2019, the Company had cash available of $9,644,015 (February 28, 2018 - $741,385) and working capital of $1,912,142 (February 28, 2018 - $(8,875,628)). The Company used $8,141,516 in operating activities during the year ended February 28, 2019. The Company has incurred losses to date. The Company expects to generate revenue commencing in the second quarter of fiscal 2020 and will incur losses until revenues reach a level where operations become profitable. The Company's ability to reach profitability is dependent on successful implementation of its business strategy. While Management is confident in the success and profitability of the business, there can be no assurance that Sproutly will gain adequate market acceptance for its products or be able to generate sufficient gross margins to reach profitability.

Cash from Financing Activities

During the year ended February 28, 2019, Sproutly received $2,659,000 from convertible debentures, $9,636,351 from CD Special Warrant units, $8,822,861 from Equity Special Warrant units, $10,000 from option exercises and $910,261 from warrant exercises. The Company also paid $103,552 in demand loans.

The Company entered into convertible debentures with various third parties with $815,000 received as of February 28, 2018, and a further $2,659,000 received as of May 31, 2018. These convertible debentures bear non-compounding interest rate of 10% per annum and repayable in full on April 10, 2019. The conversion feature value has been determined to be $157,855 for the $815,000 tranche for the period ended February 28, 2018, and $474,899 for the $2,659,000 tranche for the period ended May 31, 2018. The borrowing amount represents the debt element of the loan, without the conversion option, recorded at its amortized costs at using effective interest rate of 21%.

On June 18, 2018, holders exercised the rights of conversion and converted all of the principal amount outstanding including accumulating interest of $79,658 into 10,870,452 pre-reverse acquisition common shares. On the date of the reverse acquisition, the conversion of shares was equivalent to 22,060,219 common shares.

On October 24, 2018, the Company completed a Special Warrants Bought Deal financing for gross proceeds of $20,760,000. $10,750,000 of gross proceeds were derived from issuance of 10,750 CD Special Warrant units at a price of $1,000 per unit or $9,636,351 after deduction of transaction costs. The loan's embedded conversion feature was determined to meet the definition of a compound financial instrument required to assign a fair value to the debt with any residual amount recorded as equity. In addition, the Company has issued Broker CD Warrants which requires allocation of value to equity. As a result, $6,581,757 was recognized as the liability portion for the convertible loan and the remainder $3,054,594 as equity. The borrowing amount represents the debt element of the loan, without the conversion option, recorded at its amortized costs at using effective interest rate of 24.34%.

The remaining gross proceeds of $10,010,000 were derived from the issuance of 15,400,000 Special Equity Warrant units at a price of $0.65 per unit or $8,822,861, net of transaction costs.

Cash from Investing Activities

During the year ended February 28, 2019, Sproutly paid $500,060 for the acquisition of Infusion Biosciences Canada Inc. and SSM Partners Inc., and settled a $4,525,000 contingent consideration related to these acquisitions. The Company received $514,755 from the reverse takeover of Stone Ridge, and used $380,470 for plant and equipment.

Capital Resources

To date and for the foreseeable future, the Company expects to finance its operations through the issuance of common shares until the point at which its operations are profitable and self- funding. The Company periodically evaluates the opportunity to raise additional funds through either the public or private placement of equity capital to strengthen its financial position and to provide sufficient cash reserves for growth and development of the business.

Capital Structure

The following table summarizes the maximum number of common shares potentially outstanding as at February 28, 2019 and as of the date of this MD&A if all outstanding options and warrants were converted to common shares:

	As of February 28, 2019	**As of the date of this MD&A**
Common shares	180,336,775	186,274,073
Contingent equity consideration	36,857,675	36,857,675
Options	15,915,307	15,660,311
Warrants	24,613,232	22,389,555
Convertible Debenture units	14,333,333	11,000,000
Broker Convertible Debenture units	1,182,498	1,182,498
Broker Equity Warrant units	1,616,999	1,586,631
Fully diluted	**274,855,819**	**274,950,743**

Off-Balance Sheet Arrangements

As at February 28, 2019, the Company had no off-balance sheet arrangements.

Related Party Transactions and Balances

(a) Compensation of key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

The remuneration of key management personnel during the year ended February 28, 2019 are as follows:

	February 28, 2019	February 28, 2018
	$	$
Management compensation(i)	994,210	343,139
Share-based payments(ii)	1,408,805	323,123
	2,403,015	**666,262**

(i) As of February 28, 2019, the Company owed $53,487 to key management personnel and directors.

(ii) Share-based payments are the fair value of options granted and vested to key management personnel and directors of the Company under the Company's stock option plan.

(b) Loans from related parties

The Company has received loans from Bray Limited Partnership (Shareholder), 1023409 B.C. Ltd. (Shareholder) and on demand loan related to a Director of the Company.

	February 28, 2019	February 28, 2018
	$	$
On-demand loan – Director	-	100,000
Loan payable – 1023409 B.C. Ltd.	45,448	49,000
Due to related parties – Bray Limited Partnership	-	1,581,887
	45,448	**1,730,887**

(c) Due to related party

The Company settled a contingent consideration cash payment to a related party on October 25, 2018 of $4,525,000 as part of the acquisition of Infusion Biosciences Canada. For the period ended February 28, 2019, the Company recognized an accretion expense of $21,178 and a loss on extinguishment of contingent cash payment to related party of $24,064.

(d) Advance to Sproutly USA

For the year ended February 28, 2019, nil advances were made by the Company to Sproutly USA compared to $984,461 made for year ended February 28, 2018 that was determined by management that the balance was uncollectible.

Significant Accounting Judgments, Estimates and Assumptions

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions about the carry amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognized in the financial statements are described in Note 2 to the Company's financial statements which accompany this MD&A and are available under the Company's profile at www.sedar.com.

Recent Accounting Pronouncements Adopted

For details please refer to Note 2 of the February 28, 2019 financial statements which accompany this MD&A and are available under the Company's profile at www.sedar.com.

Recent Accounting Pronouncements Not Yet Effective

For details please refer to Note 2 of the February 28, 2019 financial statements which accompany this MD&A and are available under the Company's profile at www.sedar.com.

Financial Instruments and Other Instruments

All financial instruments are initially recorded at fair value at the time of acquisition. The Company aggregates its financial instruments in accordance with IFRS 9, Financial Instruments, into classes based on their nature and characteristics. Management determines the classification when the instruments are initially recognized, which is normally the date of the transaction. The Company's accounting policy for each class of financial instruments is as follows:

Classification	Financial Instruments	Accounting Policy
Amortized cost	Cash Receivables Accounts payable and accrued liabilities Loans and borrowings Convertible loan payable	These financial instruments are initially recognized at fair value plus directly attributable transaction costs. Subsequently, these instruments are measured at amortized cost using the effective interest method. Financial assets are adjusted for any expected credit loss. The effective interest method is a method of calculating the amortized cost of a financial instrument and of allocating interest over the relevant period. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of the financial instrument, or, where appropriate, a

		shorter period, to the net carrying amount on initial recognition.
Fair value through profit or loss	Contingent consideration payable	These financial instruments are initially recognized at fair value; all transaction costs are recognized immediately in profit or loss. Subsequently, these instruments are recognized at fair value at each reporting date. Any changes in fair value, and gains or losses upon disposition of the financial instruments are recognized in profit or loss.

Fair value measurements and disclosures use the following hierarchy definitions in determining its classifications:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included with Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices)

Level 3 - Inputs for the asset or liability that are not based on observable market data (that is unobservable inputs

Cash, receivables, accounts payable and accrued liabilities, on-demand loans and current borrowings approximate their fair value due to their short-term nature. The initial fair value of the convertible loans payable, loan payable, contingent consideration payable and due to related party has been measured using Level 3 valuation methods and the following summarizes the key assumptions used to estimate fair value as at February 28, 2019:

Valuation approach	Key inputs	Inter-relationship between inputs and fair value measurement
The liability of the convertible debenture was valued using Company specific interest rates assuming no conversion features existed. The debt component is accreted over the term to maturity as a non-cash interest charge and the initial equity component is $3,054,594.	Discount rate – 21% per annum.	As the discount rate decreases, the fair value increases.
The fair value of the contingent consideration payable and due to a related party was driven by the Company's expectations of IBS Canada and SSM Partners achieving the contractual milestones	Probabilities of achieving the milestones; Discount rate – 2.03%.	As the probabilities of achieving the milestones increases, the fair value increases. As the discount rate decreases, the fair value increases.

(a) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Receivables mainly comprise of GST and HST. The Company has assessed ECL in accordance to IFRS 9 and management determined ECL to be nominal due to the type of receivables.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its holdings of cash and financing opportunities.

Since incorporation, the Company's primary source of funding has been through debt and equity. The Company's access to financing is always uncertain. As at February 28, 2019, the Company had current assets of $11,039,343 to settle current liabilities of $9,127,201.

(c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Currently the Company does not charge or is charged floating interest rates on its loans receivable, payables or other loan.

Commitments

On August 1, 2017 the Company entered into a two year office lease agreement at 1050 – 1095 West Pender St, Vancouver, British Columbia for monthly payments of $16,317 until the end of the 2018 calendar year and $16,801 until the lease expires on July 31, 2019. The Company has future lease payments of $84,005.

Internal Controls over Financial Reporting and Disclosure Controls and Procedures

The Company has disclosure controls and procedures in place to provide reasonable assurance that any information required to be disclosed by the Company under securities legislation is recorded, processed, summarized and reported within the applicable time periods and that required information is gathered and communicated to the Company's management so that decisions can be made about the timely disclosure of that information.

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting. Any system of internal controls over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's management, including Chief Executive Officer and Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, the Company's management cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company has been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any control system is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Risks and Uncertainties

There are a number of risk factors that could cause future results to differ materially from those described herein. The following are certain risk factors relating to the business carried on by the Company, which prospective investors should carefully consider before deciding whether to purchase Sproutly Shares. The risks and uncertainties described herein are not the only ones that the Company faces. Additional risks and uncertainties, including those that the Company does not know about now or that it currently deems immaterial, may also adversely affect the Company's business. If any of the following risks actually occur, the Company's business may be harmed and its financial condition and results of operation may suffer significantly. References to the Company include its owned and partially-owned subsidiaries and affiliates in which the Company has an interest, as applicable.

Factors related to the THR Facility which may Prevent Realization of Business Objectives

The THR Facility was completed as of September 12, 2018. The only additional need for capital expenditures relates to the addition of the APP Technology equipment and some minor modifications to the lab to retrofit its purpose for the APP Technology equipment. The commencement of production could have a material effect on the Company's business, financial condition and prospects. It is the first time that the THR Facility will be used for the production of cannabis and there are potential unseen issues that may arise. The Company has taken considerable measures and incurred substantial costs to ensure that the equipment, building and process are of the highest quality. Some additional risks relating to the THR Facility are as follows:

(a) breakdown, aging or failure of equipment or processes;

(b) contractor or operator errors;

(c) labour disputes, disruptions or declines in productivity;

(d) inability to attract sufficient numbers of qualified workers;

(e) disruption in the supply of energy and utilities; or

(f) major incidents and/or catastrophic events such as fires, explosions, earthquakes or storms.

Timeframes and Cost to Obtain a Licence Under the Cannabis Regulations

The timeframes and costs required for the Company, or any applicant for a licence under the Cannabis Regulations, to build the infrastructure required, to apply for and to receive a licence can be significant. Estimates of the timeframe and costs cannot be reliably determined at this time. Sproutly has received its processing license from Health Canada and is currently waiting for Health Canada's approval to sell product direct to retailers.

Ultimately, in the process of meeting all licensing requirements, a facility meeting the rigorous requirements of Health Canada must be available for inspection by Health Canada before any licence can be granted.

The Company's Actual Financial Position and Results of Operations May Differ Materially from the Expectations of the Company's Management

The Company's actual financial position and results of operations may differ materially from management's expectations. The Company's revenue, net income and cash flow may differ materially from the Company's projected revenue, net income and cash flow. The process for estimating the

Company's revenue, net income and cash flow requires the use of judgment in determining the appropriate assumptions and estimates. These estimates and assumptions may be revised as additional information becomes available and as additional analyses are performed. In addition, the assumptions used in planning may not prove to be accurate, and other factors may affect the Company's financial condition or results of operations.

The Company Expects to Incur Significant Ongoing Costs and Obligations Related to its Investment in Infrastructure, Growth, Regulatory Compliance and Operations

The Company expects to incur significant ongoing costs and obligations related to its investment in infrastructure and growth and for regulatory compliance, which could have a material adverse impact on the Company's results of operations, financial condition and cash flows. In addition, future changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company. Our efforts to grow our business may be costlier than we expect, and we may not be able to increase our revenue enough to offset our higher operating expenses. We may incur significant losses in the future for a number of reasons, including the other risks described in this AIF, and unforeseen expenses, difficulties, complications and delays and other unknown events. If we are unable to achieve and sustain profitability, the market price of the Sproutly Shares may significantly decrease.

Regulatory Risks

The proposed activities of the Company will be subject to regulation by governmental authorities, particularly Health Canada's Office of Controlled Substances and the Canada Revenue Agency. The Company's business objectives are contingent upon, in part, compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. The Company cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain, regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Company.

Furthermore, although the operations of the Company are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail the Company's ability to produce or sell medical marijuana or recreational cannabis. Amendments to current laws and regulations governing the importation, distribution, transportation and/or production of medical marijuana or recreational cannabis, or more stringent implementation thereof, could have a substantial adverse impact on the Company.

Governmental Regulations and Risks

The operations for the licence of the production of medical marijuana and recreational cannabis is subject to environmental regulation in the jurisdiction in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non- compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from its proposed production of medical marijuana and recreational cannabis, respectively, or from proceeding with the development of its operations as currently proposed.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. The Company may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing the production of medical marijuana and recreational cannabis, respectively, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in expenses, capital expenditures or production costs or reduction in levels of production or require abandonment or delays in development.

The legalization of cannabis for recreational purposes may not be implemented as anticipated, and differing approaches to the distribution and sales by the provinces and territories of Canada may impose barriers to participation by the Company in the recreational cannabis market, and may also result in changes to the current regulatory regime providing access to cannabis for medical purposes

Health Canada’s approach to the regulation of cannabis includes legislation relating to adult-use cannabis, cannabis for medical purposes and health products containing cannabis. Such legislation is new and interpretation and enforcement activities may impact the operations of licenced producers or affect the Canadian cannabis industry generally. Any such regulatory changes could adversely affect the Company’s future business, financial condition and results of operations.

In addition, there is no guarantee that provincial legislation regulating the distribution and sale of cannabis for recreational purposes will be implemented or enforced according to the terms announced by such provinces, or that such legislation will create the opportunities for growth anticipated by the Company.

Canadian investors in the Company’s securities and the Company’s directors, officers and employees may be subject to travel and entry bans into the United States

News media have reported that United States immigration authorities have increased scrutiny of Canadian citizens who are crossing the United States–Canada border with respect to persons involved in cannabis businesses in the United States. There have been a number of Canadians barred from entering the United States as a result of an investment in or act related to United States cannabis businesses. In some cases, entry has been barred for extended periods of time.

The majority of persons travelling across the Canadian and U.S. border do so without incident. Some persons are simply barred entry one time. The U.S. Department of State and the Department of Homeland Security have indicated that the United States has not changed admission requirements in response to the legalization of recreational cannabis in Canada, but anecdotal evidence indicates that the United States may be increasing enforcement of its federal laws regarding marijuana-related practices or activities, including the cultivation, possession or distribution of marijuana.

Admissibility to the United States may be denied to any person working or "having involvement in" the marijuana industry, including in States where it is deemed legal, according to United States Customs and Border Protection. Additionally, legal experts have indicated that if the admission criteria are applied broadly, this may result in a determination that the act of investing, working or collaborating with a U.S. cannabis company is considered trafficking in a Schedule I controlled substance or aiding, abetting, assisting, conspiring or colluding in the trafficking of a Schedule I controlled substance. Inadmissibility in the United States implies a lifetime ban for entry as such designation is not lifted unless an individual applies for and obtains a waiver.

According to a statement released by U.S. Customs and Border Protection on September 21, 2018 (as updated on October 9, 2018), a Canadian citizen working in or facilitating the proliferation of the legal marijuana industry in Canada, coming to the U.S. for reasons unrelated to the marijuana industry will generally be admissible to the U.S.; however, if a traveler is found to be coming to the U.S. for reason related to the marijuana industry, such traveler may be deemed inadmissible and subject to the aforementioned travel bans.

While the Company currently does not engage in U.S. marijuana-related activities nor does it intend on doing so in the future, the Company's involvement in the U.S. marijuana industry may change subject to the discretion of management.

The Cannabis Industry and Market are Relatively New in Canada and this Industry and Market May Not Continue to Exist or Grow as Anticipated or the Company May Be Ultimately Unable to Succeed in this New Industry and Market.

The Company and its subsidiaries are operating their businesses in a relatively new industry and market. In addition to being subject to general business risks, the Company must continue to build brand awareness in this industry and market through significant investments in its strategy, its production capacity, quality assurance and compliance with regulations. In addition, there is no assurance that the industry and market will continue to exist and grow as currently estimated or anticipated or function and evolve in the manner consistent with management's expectations and assumptions. Any event or circumstance that adversely affects the cannabis industry and market could have a material adverse effect on the Company's business, financial conditions and results of operations.

The Company's Industry is Experiencing Rapid Growth and Consolidation that May Cause the Company to Lose Key Relationships and Intensify Competition.

The cannabis industry is undergoing rapid growth and substantial change, which has resulted in an increase in competitors, consolidation and formation of strategic relationships. Acquisitions or other consolidating transactions could harm the Company in a number of ways, including the loss of strategic partners if they are acquired by or enter into relationships with a competitor, losing customers, revenue and market share or forcing the Company to expend greater resources to meet new or additional competitive threats, all of which could harm the Company's operating results. As competitors enter the market and become increasingly sophisticated, competition in the Company's industry may intensify and place downward pressure on retail prices for its products and services, which could negatively impact its profitability.

Limited Operating History

THR was incorporated and began carrying on business in 2013. It became a wholly owned subsidiary of Sproutly Sub on February 28, 2018 and is yet to generate any revenue. The Company is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

History of Losses

The Company has incurred losses in recent periods. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If the Company's revenues do not increase to offset these expected increases in costs and operating expenses, it will not be profitable.

Risks Inherent in an Agricultural Business

The Company's business may, in the future, involve the growing of medical marijuana, an agricultural product. Such business will be subject to the risks inherent in the agricultural business, such as insects, plant diseases and similar agricultural risks. Although all such growing is expected to be completed indoors under climate controlled conditions, there can be no assurance that natural elements will not have a material adverse effect on any such future production.

Reliance on Management

Another risk associated with the production and sale of medical marijuana is the loss of important staff members. The Company is currently in good standing with all high level employees and believes that with well managed practices it will remain in good standing. The success of the Company will be dependent upon the ability, expertise, judgment, discretion and good faith of its senior management and key personnel. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

If the Company is Unable to Attract and Retain Key Personnel, it May Not Be Able to Compete Effectively in the Cannabis Market.

The Company’s success has depended and continues to depend upon its ability to attract and retain key management, including the Company’s CEO, technical experts, management team and sales personnel. The Company will attempt to enhance its management and technical expertise by continuing to recruit qualified individuals who possess desired skills and experience in certain targeted areas. The Company’s inability to retain employees and attract and retain sufficient additional employees or engineering and technical support resources could have a material adverse effect on the Company’s business, results of operations, sales, cash flow or financial condition. Shortages in qualified personnel or the loss of key personnel could adversely affect the financial condition of the Company, results of operations of the business and could limit the Company’s ability to develop and market its cannabis-related products. The loss of any of the Company’s senior management or key employees could materially adversely affect the Company’s ability to execute its business plan and strategy, and the Company may not be able to find adequate replacements on a timely basis, or at all. The Company does not maintain key person life insurance policies on any of its employees.

Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, accidents, labour disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, environmental damage, delays in operations, monetary losses and possible legal liability.

Although the Company maintains and intends to continue to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards encountered in the operations of the Company is not generally available on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

The Company Currently has Insurance Coverage; However, Because the Company Operates Within the Cannabis Industry, There are Additional Difficulties and Complexities Associated with Such Insurance Coverage.

The Company believes that it currently has insurance coverage with respect to workers' compensation, general liability, directors' and officers' insurance, fire and other similar policies customarily obtained for businesses to the extent commercially appropriate; however, because the Company is engaged in and operates within the cannabis industry, there are exclusions and additional difficulties and complexities associated with such insurance coverage that could cause the Company to suffer uninsured losses, which could adversely affect the Company's business, results of operations and profitability. There is no assurance that the Company will be able to fully utilize such insurance coverage, if necessary.

Difficult to Forecast

The Company must rely largely on its own market research to forecast sales, as detailed forecasts are not generally obtainable from other sources at this early stage of the medical marijuana industry in Canada. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

The Size of the Company's Target Market is Difficult to Quantify, and Investors Will be Reliant on Their Own Estimates on the Accuracy of Market Data.

Because the cannabis industry is in a nascent stage with uncertain boundaries, there is a lack of information about comparable companies available for potential investors to review in deciding about whether to invest in the Company and few, if any, established companies whose business model the Company can follow or upon whose success the Company can build. Accordingly, investors will have to rely on their own estimates in deciding about whether to invest in the Company. There can be no assurance that the Company's estimates are accurate or that the market size is sufficiently large for its business to grow as projected, which may negatively impact its financial results.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Internal Controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements and materially adversely affect the trading price of Sproutly Shares.

Risks Related to the Medical Marijuana Industry

Dried marijuana is not an approved drug or medicine in Canada. The Government of Canada does not endorse the use of marijuana, but the courts have required reasonable access to a legal source of marijuana when authorized by a healthcare practitioner.

On March 29th, 2019, Toronto Herbal Remedies Inc. was issued a processing licence from Health Canada. This new level of licensing allows THR to perform activities with Cannabis oil including possession and extraction. It also allows THR to demonstrate to Health Canada that it can package and label under the rules and regulations set out by the Cannabis Act. Since the issuance of the license, Toronto Herbal Remedies has completed all of the packaging requirements and submitted all supporting documents to Health Canada for the purpose of selling dried flower to the OCS. Toronto Herbal Remedies is in the process of submitting all supporting documents for packaging and labelling cannabis oil products. A sales license is issued upon a successful site inspection by Health Canada which is the next step in the licensing process. The Company and Infusion Biosciences are in the process of finalizing the analytics around the Infuz$_2$O products through a research agreement with Trace Analytics in Spokane, Washington.

The Company's Success to Date Has Relied Upon Licences Which Must Be Renewed and Involve Ongoing Compliance and Reporting Requirements

The Company's success to date has relied upon the following factors:

- the Company, through its indirect wholly owned subsidiary THR, was granted its licence to cultivate cannabis as of June 8, 2018;
- the Company personnel have passed through the security clearance stage of the licensing process;
- the Company has completed the build out of its THR Facility; and received all of its permits;

- the Company received a "compliant" rating following its first inspection in January of 2019;
- the Company, through THR, was granted its processing license on March 29, 2019;
- the Company is now in full production and has completed several harvests of its crop;
- the Company has submitted documentation to Health Canada to obtain a sales license; and
- the Company has brought in new strains in anticipation of its processing activities.

Even though the Company has obtained a licence, such licence will subject the Company to ongoing compliance and reporting requirements. Failure to comply with the requirements of the licence or any failure to maintain the licence could have a material adverse impact on the business, financial condition and operating results of the Company. Upon expiration of the licence, the Company would be required to submit an application for renewal to Health Canada containing information prescribed under the Cannabis Regulations, and renewal cannot be assured.

Licensing Requirements Under the Cannabis Regulations

The market for cannabis (including medical marijuana) in Canada is regulated by the Cannabis Act, the Cannabis Regulations and other applicable law. Health Canada is the primary regulator of the industry as a whole. The Cannabis Regulations aim to treat cannabis like any other narcotic used for medical purposes by creating conditions for a new commercial industry that is responsible for its production and distribution.

Applicants and licensed producers are required to demonstrate compliance with regulatory requirements, such as quality control standards, record-keeping of all activities, including inventories of marijuana, and physical security measures to protect against potential diversion. Licensed producers are also required to employ qualified quality assurance personnel who ultimately approve the quality of the product prior to making it available for sale. This approval process includes testing (and validation of testing) for microbial and chemical contaminants to ensure that they are within established tolerance limits for herbal medicines for human consumption as required under the Food and Drugs Act and determining the percentage by weight of.

The CRA is responsible for licensing cultivators, producers and packagers of cannabis products and collecting federal duties and taxes. Provincial and territorial governments are responsible for the distribution and retail sale of cannabis. CRA Licensees are required to register for the cannabis stamping regime (if packaging cannabis products for final sale), calculate the duty imposed on cannabis, report, file and remit the monthly duty payable, report on unpackaged and packaged cannabis product inventories. The licences are valid for a maximum of two years and the licensee must reapply for a licence renewal at least 30 days before the expiry of the licence.

Cultivators, producers and packagers of cannabis products are required to obtain a cannabis licence from the CRA before production. In order to qualify for a CRA cannabis licence, applicants are also required to obtain a licence from Health Canada. Failure to comply with CRA licensing requirements can result in revocation both the CRA licence and the licence from Health Canada.

The Expansion of the Medical Cannabis Industry May Require New Clinical Research into Effective Medical Therapies, When Such Research Has Been Restricted in the U.S. and Is New to Canada

Research in Canada and internationally regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis or isolated cannabinoids, such as CBD and THC, remains in early stages.

There have been relatively few clinical trials on the benefits of cannabis or isolated cannabinoids, such as CBD and THC. Although the Company believes that the articles, reports and studies support its beliefs regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis, future research and clinical trials may prove such statements to be incorrect, or could raise concerns regarding, and perceptions relating to, cannabis. Given these risks, uncertainties and assumptions, investors should not place undue reliance on such articles and reports. Future research studies and clinical trials may draw opposing conclusions to those stated in this AIF or reach negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing, social acceptance or other facts and perceptions related to medical cannabis, which could have a material adverse effect on the demand for the Company’s products with the potential to lead to a material adverse effect on the Company’s business, financial condition and results of operations.

Under Canadian Regulations, a Licensed Producer of Cannabis May Have Restrictions on the Type and Form of Marketing It Can Undertake, Which Could Materially Impact the Company’s Sales Performance

The development of the Company’s future business and operating results may be hindered by applicable restrictions on sales and marketing activities imposed by Health Canada. The regulatory environment in Canada limits the Company’s ability to compete for market share in a manner similar to other industries. If the Company is unable to effectively market its products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for its products, the Company’s sales and operating results could be adversely affected.

The Company could be Liable for Fraudulent or Illegal Activity By Its Employees, Contractors and Consultants Resulting in Significant Financial Losses or Claims Against the Company

The Company is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to the Company that violates: (i) government regulations; (ii) manufacturing standards; (iii) federal and provincial healthcare fraud and abuse laws and regulations; or (iv) laws that require the true, complete and accurate reporting of financial information or data. It is not always possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against the Company, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on the Company’s business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings and curtailment of the Company’s operations, any of which could have a material adverse effect on the Company’s business, financial condition and results of operations.

The Company May Be Subject to Breaches of Security at Its Facilities

Given the nature of the Company’s product and its lack of legal availability outside of channels approved by the Government of Canada, as well as the concentration of inventory in its facilities, despite meeting or exceeding Health Canada’s security requirements, there remains a risk of shrinkage as well as theft. A security breach at one of the Company’s facilities could expose the Company to additional liability and to potentially costly litigation, increase expenses relating to the resolution and future prevention of these breaches and may deter potential patients from choosing the Company's products.

The Company's Officers and Directors May Be Engaged in a Range of Business Activities Resulting In Conflicts of Interest

The Company may be subject to various potential conflicts of interest because some of its officers and directors may be engaged in a range of business activities. In addition, the Company's executive officers and directors may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to the Company. In some cases, the Company's executive officers and directors may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to the Company's business and affairs and that could adversely affect the Company's operations. These business interests could require significant time and attention of the Company's executive officers and directors.

In addition, the Company may also become involved in other transactions which conflict with the interests of its directors and the officers who may from time to time deal with persons, firms, institutions or companies with which the Company may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of the Company. In addition, from time to time, these persons may be competing with the Company for available investment opportunities. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, if such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company.

Unfavourable Publicity or Consumer Perception

Management of the Company believes that each of the medical marijuana and the recreational cannabis industries are highly dependent upon consumer perception regarding the safety, efficacy and quality of the medical marijuana and recreational cannabis, respectively, produced. Consumer perception of the Company's proposed products may be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of medical marijuana products or recreational cannabis products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to either the medical marijuana or recreational cannabis market or any particular product, or consistent with earlier publicity.

Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Company's products and the business, results of operations, financial condition and the Company's cash flows. The Company's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Company, the demand for the Company's products and the business, results of operations, financial condition and cash flows of the Company. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of medical marijuana or recreational cannabis in general, or the Company's products specifically, or associating the consumption of medical marijuana or recreational cannabis with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products appropriately or as directed.

Product Liability

If licensed as a distributor of products designed to be ingested by humans, the Company faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the sale of the Company's products would involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of the Company's products alone or in combination with other medications or substances could occur. The Company may be subject to various product liability claims, including, among others, that the Company's products caused injury or illness, provide inadequate instructions for use or provide inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against the Company could result in increased costs, could adversely affect the Company's reputation with its clients and consumers generally, and could have a material adverse effect on the results of operations and financial condition of the Company. There can be no assurances that the Company will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of the Company's potential products.

The Company May Not Be Able to Develop its Products, Which Could Prevent It from Ever Becoming Profitable

If the Company cannot successfully develop, manufacture and distribute its products, or if the Company experiences difficulties in the development process, such as capacity constraints, quality control problems or other disruptions, the Company may not be able to develop market-ready commercial products at acceptable costs, which would adversely affect the Company's ability to effectively enter the market. A failure by the Company to achieve a low-cost structure through economies of scale or improvements in cultivation and manufacturing processes would have a material adverse effect on the Company's commercialization plans and the Company's business, prospects, results of operations and financial condition.

If the Company Is Unable to Develop and Market New Products, It May Not Be Able to Keep Pace with Market Developments

The cannabis industry is in its early stages and it is likely that the Company and its competitors will seek to introduce new products in the future. In attempting to keep pace with any new market developments, the Company will need to expend significant amounts of capital in order to successfully develop and generate revenues from new products. The Company may also be required to obtain additional regulatory approvals from Health Canada and other applicable authorities which may take significant time. The Company may not be successful in developing effective and safe new products, bringing such products to market in time to be effectively commercialized or obtaining any required regulatory approvals, which together with capital expenditures made in the court of such product development and regulatory approval processes, may have a material adverse effect on the Company's business, financial condition and results of operations.

There is No Assurance that the Company Will Turn a Profit or Generate Immediate Revenues

There is no assurance as to whether the Company will be profitable, earn revenues or pay dividends. The Company has incurred and anticipates that it will continue to incur substantial expenses relating to the development and initial operations of its business. The payment and amount of any future dividends will depend upon, among other things, the Company's results of operations, cash flow, financial condition and operating and capital requirements. There is no assurance that future dividends will be paid, and, if dividends are paid, there is no assurance with respect to the amount of any such dividends.

Product Recalls

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of the Company's products are recalled due to an alleged product defect or for any other reason, the Company could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Company may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although the Company has detailed procedures in place for testing its products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the Company's significant brands were subject to recall, the image of that brand and the Company could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Company's products and could have a material adverse effect on the results of operations and financial condition of the Company. Additionally, product recalls may lead to increased scrutiny of the Company's operations by Health Canada or other regulatory agencies, requiring further management attention and potential legal fees and other expenses.

Competition

The Company will face competition from other companies, some of which have longer operating histories and more financial resources and manufacturing and marketing experience than the Company. In addition, the government has only issued to date a small number of licences under the ACMPR and the Cannabis Regulations to produce and sell medical marijuana. There are, however, several hundred applicants for licences. The number of licences granted could have an impact on the operations of the Company. Because of the early stage of the industry in which the Company operates, the Company expects to face additional competition from new entrants. If the number of users of medical marijuana in Canada increases, the demand for products will increase and the Company expects that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products. To remain competitive, the Company will require a continued high level of investment in research and development, marketing, sales and client support.

The Company may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Company.

The Company’s Operations Are Subject to Environmental Regulation in the Various Jurisdictions in Which It Operates.

Government environmental approvals and permits are currently and may in the future be required in connection with the Company’s operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from its proposed business activities or from proceeding with the development of its operations as currently proposed.

Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. The Company may be required to compensate those suffering loss or damage due to its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Anti-Bribery and Anti-Corruption Laws

The Company is subject to anti-bribery and anti-corruption laws, including the *Corruption of Foreign Public Officials Act* (Canada). Failure to comply with these laws could subject the Company to, among other things, reputational damage, civil or criminal penalties, other remedial measures and legal expenses, which could adversely affect the Company's business, results of operations and financial condition. It may not be possible for the Company to ensure compliance with anti-bribery and anti-corruption laws in every jurisdiction in which its employees, agents, sub-contractors or joint venture partners are located or may be located in the future.

Market Risks for Securities

The market price of the Sproutly Shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Company, divergence in financial results from analysts’ expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Company, general economic conditions, legislative changes and other events and factors outside of the Company’s control.

Dividends

As set out below under the heading “*Dividends and Distributions*”, the Company has not paid any dividends on the issued and outstanding Sproutly Shares to date and may not pay dividends in the foreseeable future. Any decision to declare and pay dividends in the future will be made at the discretion of the Board and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Board may deem relevant. As a result, investors may not receive any return on an investment in the Sproutly Shares unless they sell their Sproutly Shares for a price greater than that which such investors paid for them.

Financing Risk

The Company will be dependent upon the capital markets to raise additional financing in the future. As such, the Company is subject to liquidity risks in meeting its development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. An economic downturn of global capital markets has been shown to make the raising of capital by equity or debt financing more difficult. These and other factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favorable to the Company and its management. The Company may not be able to raise capital on favorable terms or at all, which could have an adverse impact on the Company's operations and the trading price of the Sproutly Shares. Additionally, future financing may substantially dilute the interests of the Company's shareholders.

Forward-Looking Statements May Prove Inaccurate

Investors are cautioned not to place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, assumptions and uncertainties are found in this AIF under the heading "*Cautionary Statement Regarding Forward-Looking Information*".

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