

SPROUTLY CANADA, INC.
Suite 3318, 1055 Dunsmuir Street, Vancouver, BC V7X 1L2
(Telephone: (778) 025-6868; E-Mail: info@sproutly.ca)
Website: www.sproutly.ca

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON AUGUST 13, 2019

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the "**Meeting**") of the holders of common shares ("**Common Shares**") of Sproutly Canada Inc. (the "**Company**") will be held at Suite 3318 - 1055 Dunsmuir Street, Vancouver, BC V7X 1L2, on Tuesday, August 13, 2019, at 11:00 a.m. (Pacific Time) or any adjournment thereof, for the following purposes:

1. to receive the consolidated financial statements of the Company for the financial years ended February 28, 2019, together with the auditors' reports thereon;
2. to fix the number of directors to be elected at the Meeting at six (6);
3. to elect directors of the Company for the ensuing year;
4. to appoint MNP LLP as auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditors;
5. to consider and, if thought fit, pass an ordinary resolution providing the approval of the Company's 10% "rolling" stock option plan, as more particularly described in the accompanying Management Information Circular (the "**Circular**"); and
6. to transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

This notice is accompanied by a Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular.

The board of directors of the Company has fixed the record date for the Meeting at the close of business on July 9, 2019 (the "**Record Date**") for determining shareholders entitled to receive notice of, and to vote at the Meeting and any postponement or adjournment of the Meeting, unless any such shareholder transfers such Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not later than ten days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

The accompanying Circular provides instructions on the various methods that a shareholder can use to have vote their Common Shares at the Meeting, including instructions regarding voting in person, by mail or by phone.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact TSX Trust Company by telephone at 1-866-600-5869 (toll free in North America), by fax at 416-361-0470 or by e-mail at tmxinvestorservices@tmx.com.

DATED at Vancouver, British Columbia this 12th day of July, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

"Craig Loverock"

Craig Loverock
Chief Financial Officer