



Sproutly Amends Convertible Debenture Indenture and Issues Shares in Lieu of Interest

NOT FOR DISSEMINATION IN THE US OR THROUGH US NEWSWIRE SERVICES

VANCOUVER, BC, July 30, 2020 – Sproutly Canada, Inc. (CSE: SPR) (OTCQB: SRUTF) (FSE: 38G) (“**Sproutly**” or the “**Company**”) announces that the Company has entered into a second supplemental indenture dated July 23, 2020 (the “**Second Supplemental Indenture**”) between the Company and TSX Trust Company, as trustee, which amends the terms of its convertible debenture indenture dated October 24, 2018 (the “**Original Indenture**”), as amended by the first supplemental indenture dated April 24, 2020 (the “**First Supplemental Indenture**”, and together with the Original Indenture, the “**Indenture**”) providing for the issue of 8.0% senior unsecured convertible debentures in the aggregate principal amount of up to \$10,750,000 (the “**Debentures**”).

Pursuant to the Second Supplemental Indenture, the Indenture was modified to provide for certain payments of principal and interest under the Indenture to be settled by the Company in cash or common shares of the Company, subject to the prior written approval of Debenture holders holding more than 20% of the outstanding Debentures.

As of the date hereof, Debentures in the principal amount of \$5,239,000 are currently outstanding and due to mature on October 24, 2020. The Debentures were originally convertible by the holders thereof into common shares of the Company at a price of \$0.75 per common share. Pursuant to the First Supplement Indenture, the Company and the Debenture holders approved an amendment to the conversion price to \$0.105 per share.

For additional details regarding the Debentures, please refer to the Company’s news releases dated October 24, 2018, December 21, 2018 and April 24, 2020, along with the Company’s final short form prospectus dated December 19, 2018, each of which are available on the Company’s SEDAR profile at www.sedar.com.

In connection with the execution of the Second Supplemental Indenture, the Company wishes to settle \$295,411.34 (the “**Interest**”) in accrued and unpaid interest under the Indenture. In settlement of the Interest, the Company intends to issue 5,371,115 common shares in the capital of the Company (the “**Settlement Shares**”) at a price of \$0.055 per Settlement Share.

The outstanding Interest will be fully settled upon the issuance of the Settlement Shares. The Debenture holders voluntarily elected to satisfy the Interest with common shares of the Company which will allow the Company to preserve its cash for future operations.

About Sproutly Canada, Inc.

Sproutly's core objective is to become the leading supplier of unique ingredients and customized formulations to the cannabis beverage and edibles market. Our water-soluble Infuz2O and BioNatural Oils will deliver revolutionary brands to international markets that are striving to produce differentiated consumer products. Sproutly's business focus is to execute on partnerships with local and globally established consumer brands to leverage their existing customer bases, further expand brand loyalty, assist with marketing, and support distribution networks to deliver this scientific breakthrough with speed and efficiency worldwide.

For more information on Sproutly, please visit: www.sproutly.ca.

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Forward-Looking Statements

Cautionary Note Regarding Forward-Looking Statements: This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws or forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs regarding future events of management of Sproutly. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include without limitation, statements regarding the issuance of the Settlement Shares.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These assumptions, risks and uncertainties include, among other things, the Company's inability to issued the Settlement Shares. In making the forward looking statements in this news release, the Company has applied several material assumptions, including without limitation, that the Company will obtain all applicable regulatory approvals to issue the Settlement Shares.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbor.