

FORM 62-103F3

**REPORT UNDER PART 4 OF
NATIONAL INSTRUMENT 62-103**

Item 1 – Security and Reporting Issuer

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to common shares ("**Shares**") in the capital of

Sproutly Canada, Inc. (the "**Issuer**")
#112, 1020 Mainland Street
Vancouver, BC
V6B 2T5

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Canadian Securities Exchange (the "**CSE**")

Item 2 – Identity of the Eligible Institutional Investor

- 2.1 State the name and address of the eligible institutional investor.

MM Asset Management Inc. ("**MM Asset**")
161 Bay Street
Suite 2240
Toronto, Ontario
M5J 2S1

MMCAP International Inc. SPC ("**MMCAP**") is an investment fund advised by MM Asset.

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

The requirement to file this report was triggered on September 24, 2020 when MM Asset, on behalf of MMCAP, disposed of 450,000 Shares via the open market facilities of the CSE.

2.3 State the name of any joint actors.

Not applicable.

2.4 State that the eligible institutional investor is eligible to file reports under Part 4 in respect of the reporting issuer.

MM Asset is eligible to file reports under Part 4 of National Instrument 62-103 (“**NI 62-103**”) in respect of the Issuer.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and the net increase or decrease in the number or principal amount of securities, and in the eligible institutional investor’s securityholding percentage in the class of securities, since the last report filed by the eligible institutional investor under Part 4 or the early warning requirements.

Since the last report filed on August 10, 2020, the percentage of securities over which MM Asset exercised control and direction on behalf of MMCAP has increased by approximately 7.38% of the Issuer’s 267,724,222 outstanding Shares as reported in its Management Discussion and Analysis of Financial Condition and Results of Operations dated September 28, 2020 (the “**Outstanding Shares**”), calculated on a partially diluted basis. This net increase resulted from: (i) disposal of 5,346,000 Shares, (ii) receipt of 5,190,918 Shares in lieu of interest payment on the Debentures (as defined below), and (iii) assuming that the Debentures are repaid in Shares only.

The Issuer entered into a third supplemental indenture dated September 23, 2020 (the “**Third Supplemental Indenture**”) with 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 the second supplemental indenture dated July 23, 2020 (the “**Second Supplemental Indenture**”, and together with the Original Indenture, the “**Indenture**”) providing for the issue of 8.0% secured unsecured convertible debentures (the “**Debentures**”).

The Debentures were originally convertible by the holders into Shares at a price of \$0.75 per Share. Pursuant to the First Supplemental Indenture, the Issuer and the Debenture holders approved an amendment to the conversion price to \$0.105 per Share.

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 Issuer in cash or Shares, subject to the prior written approval of Debenture holders holding more than 20% of the outstanding Debentures.

Pursuant to the Third Supplemental Indenture, the Issuer and the Debenture holders approved an extension to the maturity date from October 24, 2020 to April 24, 2021 and an amendment to the conversion price from \$0.105 to \$0.06 per Share.

- 3.2 State the designation and number or principal amount of securities and the eligible institutional investor's securityholding percentage in the class of securities at the end of the month for which the report is made.

As at the end of September, 2020, MM Asset, on behalf of MMCAP, exercised control and direction over:

- (i) 4,218,194 Shares;
- (ii) an aggregate principal amount of \$5,000,000 of the Debentures; and
- (iii) 8,208,500 common share purchase warrants ("**Warrants**"), each Warrant entitles the holder thereof to acquire one Share at an exercise price of \$0.90 per Share at any time on or before October 24, 2020,

representing approximately 26.65% of the Outstanding Shares, assuming that the Debentures are converted into Shares only and calculated on a partially-diluted basis.

- 3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

- 3.4 State the designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities to which this report relates and over which

- (a) the eligible institutional investor, either alone or together with any joint actors, has ownership and control,

Not applicable.

- (b) the eligible institutional investor, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the eligible institutional investor or any joint actor, and

Not applicable.

- (c) the eligible institutional investor, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

MM Asset exercises control or direction, but not ownership, over all of the securities referred to in item 3.2 above on behalf of MMCAP over which it has discretionary trading authority. MM Asset specifically disclaims any beneficial ownership of the securities referred to herein.

- 3.5 If the eligible institutional investor or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the eligible institutional investor's securityholdings.

Not applicable.

- 3.6 If the eligible institutional investor or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement. State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.7 If the eligible institutional investor or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the eligible institutional investor's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Purpose of the Transaction

State the purpose or purposes of the eligible institutional investor and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the eligible institutional investor and any joint actors may have which relate to or would result in any of the following:

The securities were acquired in the ordinary course of business, for investment purposes only and not for the purpose of exercising control or direction over the Issuer.

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the issuer;

Depending on market conditions and other factors, MM Asset, on behalf of MMCAP, may in the future increase or decrease its ownership, control or direction over securities of the Issuer through open market transactions, private agreements or otherwise.

- (b) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

Not applicable.

- (c) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

Not applicable.

- (d) a material change in the present capitalization or dividend policy of the reporting issuer;

Not applicable.

- (e) a material change in the reporting issuer's business or corporate structure;

Not applicable.

- (f) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person;

Not applicable.

- (g) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

Not applicable.

- (h) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

Not applicable.

- (i) a solicitation of proxies from securityholders;

Not applicable.

(j) an action similar to any of those enumerated above.

Not applicable.

Item 5 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the eligible institutional investor and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 6 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the eligible institutional investor under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

Item 7 – Certification

Certificate

The undersigned, as the eligible institutional investor, certifies, or the undersigned, as the agent filing the report on behalf of the eligible institutional investor, certifies to the best of its knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 13th day of October, 2020.

MM ASSET MANAGEMENT INC.

By: “Hillel Meltz”
Hillel Meltz, President