

FORM 62-103F3

REQUIRED DISCLOSURE BY AN ELIGIBLE
INSTITUTIONAL INVESTOR UNDER SECTION 4.5(d)

Item 1 – Identity of the Eligible Institutional Investor

- 1.1 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.

Item 2 – Security and Reporting Issuer

- 2.1 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.

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

This report relates to common shares (“**Shares**”) in the capital of the Issuer.

- 2.2 State the designation and number or principal amount of voting or equity securities of the reporting issuer in respect of which the report is being filed and the securityholding percentage of the eligible institutional investor in the class of securities.

As at the end of February, 2021, MM Asset, on behalf of MMCAP, exercised control and direction over:

- (i) 1,752,487 Shares; and
- (ii) an aggregate principal amount of \$2,000,000 of 8% convertible debentures (the “**Debentures**”) maturing on April 24, 2021 at a conversion price of \$0.06 per Share,

representing approximately 9.86% of the Issuer’s 306,001,192 outstanding Shares as reported in its Management Discussion and Analysis of Financial Condition and Results of Operations dated January 27, 2021 and the issuance of 16,666,667 Shares to MMCAP upon conversion of an aggregate principal amount of \$1,000,000 of the Debentures, assuming that the outstanding Debentures are converted into Shares only and calculated on a partially-diluted basis..

Item 3 – Statement of Eligibility

3.1 MM Asset is eligible to file reports under Part 4 of National Instrument 62-103.

DATED this 10th day of March, 2021.

MM ASSET MANAGEMENT INC.

By: “Hillel Meltz”
Hillel Meltz, President