

SPROUTLY CANADA, INC.
Suite 112, 1020 Mainland Street, Vancouver, BC V6B 2T5
(Telephone: (778) 025-6868; E-Mail: info@sproutly.ca)
Website: www.sproutly.ca

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON NOVEMBER 10, 2021

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 595 Howe Street, 10th floor, Vancouver, BC V6C 2T5, on Wednesday, November 10, 2021, 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, 2021 and February 28, 2020, together with the auditors' reports thereon;
2. to fix the number of directors to be elected at the Meeting at four (4);
3. to elect directors of the Company for the ensuing year;
4. to appoint Crowe MacKay 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, to pass, with or without variation, an ordinary resolution to approve the Company's 10% rolling stock option plan; 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 consolidated financial statements of the Company for the financial years ended February 28, 2021 and February 28, 2020 have already been mailed to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at www.sedar.com.

The board of directors of the Company has fixed the record date for the Meeting at the close of business on October 4, 2021 (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 7th day of October, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

"Craig Loverock"

Craig Loverock
Chief Financial Officer