



August 12, 2020

Canadian Securities Exchange  
First Canadian Place  
100 King Street West, Suite 7210  
Toronto, Ontario M5X 1E1

**Re: Receipt of Proceeds from Debt Settlement**

In accordance with Section 2.7(a) of CSE Policy 6 - *Distributions*, Sproutly Canada, Inc. (the “**Company**”) confirms that \$295,411.34 in accrued and unpaid interest owed by the Company pursuant to outstanding 8.0% senior unsecured convertible debentures has been settled in exchange for the issuance of 5,371,114 common shares of the Company as detailed in the Company’s news release issued July 30, 2020 and CSE Form 9 dated August 12, 2020.

Yours truly,

**SPROUTLY CANADA, INC.**

Per: *Craig Loverock*  
Craig Loverock  
Chief Financial Officer