



January 12, 2021

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 \$124,000.00 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 2,480,000 common shares of the Company as detailed in the Company's news release dated January 5, 2021 and CSE Form 9 dated January 12, 2021.

Yours truly,

SPROUTLY CANADA, INC.

Per: "*Craig Loverock*"

Craig Loverock
Chief Financial Officer