



September 22, 2021

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

Re: Receipt of Proceeds from Share Issuance

In accordance with Section 2.7(a) of CSE Policy 6 - *Distributions*, Sproutly Canada, Inc. (the "**Company**") confirms that \$145,448.44 in unpaid compensation for services rendered owed by the Company and unpaid loan amounts to certain arm's length creditors has been settled in exchange for the issuance of 2,908,968 common shares of the Company as detailed in the Company's news releases issued September 16 and 22, 2021 and CSE Form 9 dated September 22, 2021.

Yours truly,

SPROUTLY CANADA, INC.

Per: "Craig Loverock"
Craig Loverock
Chief Financial Officer