

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Sproutly Canada, Inc. (the "Issuer").

Trading Symbol: SPR

Date: March 8, 2019

### 1. New Options Granted:

Date of Grant: March 6, 2019

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Mitchell Fagan	Consultant	No	30,000	\$0.41	March 6, 2024	None

Total Number of optioned shares proposed for acceptance: 30,000

### 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Stephen B. Butrenchuk	100,000	\$0.20	May 5, 2015	May 5, 2020
Matthew Coltura	50,000	\$0.20	May 5, 2015	May 5, 2020
Keith Dolo	2,942,593	\$0.0049	March 25, 2017	March 25, 2027
Kevin Lun	101,468	\$0.0049	April 18, 2017	April 18, 2027
Aman Bains	1,953,273	\$0.2464	March 15, 2018	March 25, 2027
Keith Dolo	1,953,273	\$0.2464	March 15, 2018	March 25, 2027
Kevin Lun	152,203	\$0.2464	March 15, 2018	March 25, 2027
Aman Bains	300,000	\$0.25	July 6, 2018	July 6, 2028

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<b>Name of Optionee</b>	<b>No. of Optioned Shares<sup>(1)</sup></b>	<b>Exercise Price</b>	<b>Original Date of Grant</b>	<b>Expiry Date</b>
Keith Dolo	300,000	\$0.25	July 6, 2018	July 6, 2028
Gregg Orr	300,000	\$0.25	July 6, 2018	July 6, 2028
Justin Kates	300,000	\$0.25	July 6, 2018	July 6, 2028
Karin Studer	150,000	\$0.25	July 6, 2018	July 6, 2028
Craig Loverock	450,000	\$0.25	July 6, 2018	July 6, 2028
Craig Loverock	175,000	\$0.60	July 6, 2018	July 6, 2028
Kevin Lun	250,000	\$0.25	July 6, 2018	July 6, 2028
Kevin Lun	100,000	\$0.60	July 6, 2018	July 6, 2028
Kris Dahl	350,000	\$0.25	July 6, 2018	July 6, 2028
Gary Li	100,000	\$0.25	July 6, 2018	July 6, 2028
Gary Li	100,000	\$0.60	July 6, 2018	July 6, 2028
Arup Sen	2,000,000	\$0.67	August 1, 2018	August 1, 2028
Paul Marcellino	800,000	\$0.67	August 1, 2018	August 1, 2028
Karin Studer	155,000	\$0.62	November 6, 2018	November 6, 2028
Ranj Deol	110,000	\$0.62	November 6, 2018	November 6, 2028
Nameer Ramzaan	75,000	\$0.62	November 6, 2018	November 6, 2028
Chuck Seguin	110,000	\$0.62	November 6, 2018	November 6, 2028
Kevin Deol	90,000	\$0.62	November 6, 2018	November 6, 2028
Ruby Dhillon	50,000	\$0.62	November 6, 2018	November 6, 2028
Frank Han	110,000	\$0.62	November 6, 2018	November 6, 2028
Elaine Bonilla	50,000	\$0.62	November 6, 2018	November 6, 2028
Moussarat Fatima	37,500	\$0.62	November 6, 2018	November 6, 2028
Bryan Semkuley	750,000	\$0.44	December 11, 2018	December 11, 2023
Melise Panetta	325,000	\$0.44	December 11, 2018	December 11, 2023
Michael Bellas	200,000	\$0.44	December 11, 2018	December 11, 2023
Constantine Constandis	200,000	\$0.44	December 11, 2018	December 11, 2023
Yabacoa Partners DBD Street Smart	225,000	\$0.60	December 11, 2018	December 11, 2023
Hannah Wu	150,000	\$0.60	December 11, 2018	December 11, 2023
Hybrid Financial Ltd	350,000	\$0.39	January 3, 2019	January 3, 2024
<b>TOTAL</b>	<b>15,915,310</b>			

**FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT  
OR AMENDMENT**

- (1) Set out number of optioned shares for each grant with different terms.

**3. Additional Information**

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

N/A

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- (b) State the date of the news release announcing the grant of options.

N/A

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- (c) State the total issued and outstanding share capital at the date of grant or amendment.

180,336,775

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- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

8.84%

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- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

2,088,368

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- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A

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- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

N/A

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#### **4. Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated March 8, 2019.

Craig Loverock  
Name of Director or Senior Officer

s/ "Craig Loverock"  
Signature

CFO  
Official Capacity