

SPROUT AI INC.

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS TO BE HELD ON May 28, 2024**

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) in the capital of Sprout AI Inc. (“**Sprout**” or the “**Company**”) will be held at 2:00 PM PST on May 28, 2024 at Suite 1150 – 777 Hornby Street, Vancouver, British Columbia.

The Meeting will be held for the following purposes:

1. to receive the annual audited financial statements of the Company for the fiscal year ended January 31, 2023, together with the report of the auditors thereon;
2. to appoint Segal LLP, as the auditors of the Company for the ensuing year and to authorize the Board of Directors of the Company to fix their remuneration;
3. to increase the number of directors of the Corporation from four (4) to seven (7);
4. to elect six (6) directors of the Company for the ensuing year;
5. to transact such other business as may properly be brought before the Meeting or any adjournment(s) thereof.

Shareholders should refer to the Circular for more information with respect to the matters to be considered at the Meeting.

In the event the Company decides to change the date, time and/or location of the Meeting as part of its efforts to reduce the spread of COVID-19, the Company will issue a press release announcing the change and take all reasonable steps necessary to inform all the parties involved in the proxy infrastructure, including intermediaries and the Company’s transfer agent, of the change. The Company strongly encourages each Shareholder to submit a form of proxy or voting instruction form in advance of the Meeting. The Company also encourages all Shareholders to monitor the Company’s website for any changes to Meeting arrangements at <https://sproutai.solutions>.

Only Shareholders at the close of business on April 10, 2024 (the “Record Date”) are entitled to notice of and to vote at the Meeting or any adjournments or postponements thereof.

Shareholders may vote in person at the Meeting or any adjournments or postponements thereof, or they may appoint another person (who needs not be a Shareholder) as their proxy to attend and vote in their place.

To be valid, proxy forms must be dated, completed, signed and forwarded to Endeavor Trust Corporation, # 702, 777 Hornby Street, Vancouver, British Columbia V6Z 1S2 no later than 2 PM PST May 24, 2024, or if the Meeting is adjourned or postponed, by the second business day prior to the date on which the Meeting is reconvened.

Panama City, Panama
April 15, 2024

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Chris Bolton”

Chris Bolton
Chief Executive Officer and Chair