

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Sprout AI Inc. (the "Company")
Suite 4300, 888 – 3rd Street SW
Calgary, Alberta
T2P 5C5

Item 2 Date of Material Change

January 25, 2022

Item 3 News Release

A news release relating to the material changes described herein was disseminated via Newsfile Corp. on January 25, 2022.

Item 4 Summary of Material Change

There has been a change in the Company's Chief Financial Officer.

Item 5 Full Description of Material Change

Full Description of Material Change

See Appendix "A".

Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

The following senior officer of the Issuer is knowledgeable about the material change and the report and may be contacted by the Commission as follows:

Chris Bolton
Tel: +011 (507) 6137-1787

Item 9 Date of Report

February 2, 2022

Appendix "A"

Sprout AI Inc. Announces the Resignation of Its CFO and Appointment of Their Interim CFO

Calgary, Alberta--(Newsfile Corp. - January 25, 2022) - **Sprout AI Inc.** (CSE: BYFM) (OTCQB: BYFMF) ("**Sprout AI**" or the "**Company**") Sprout AI wishes to announce the resignation of its CFO, John Olsen. The Company would like to take this opportunity to announce it has appointed Albert Bangcaya as its Interim Chief Financial Officer ("CFO"). Mr. Bangcaya boasts an impressive resume with over 30 years of experience in both the private and public financial spaces. Having worked with various publicly traded companies where he focused on auditing, taxation, forecasting, and planning Mr. Bangcaya will be an asset during this transitional time. He will assume the responsibilities of the CFO and will aid with the continued preparation and completion of our audit while the Company continues its pursuit of a new Chief Financial Officer.

Chris Bolton notes, "We would like to welcome Albert to the Sprout AI team and look forward to his contribution to our Company. As we continue to seek a permanent CFO, this presents an opportunity to pursue a candidate who has international public listing experience and can provide skilled guidance as we continue taking steps towards rebuilding our shareholder's confidence. As our investors know, we have had only positive news, yet we have not seen the stock price respond accordingly. The Company has shown resilience and believes with the right CFO in place to assist with its next phase of growth, the market will begin to note."

For non-material updates and to learn more about Sprout AI and the vertical farming industry, please follow Sprout AI on:

<https://twitter.com/SproutAIS>

<https://www.linkedin.com/company/sproutaisolutions>

<https://www.facebook.com/SproutAIS/>

<https://www.instagram.com/sproutais/>

About Sprout AI

Sprout AI is a technology company in the business of planning, designing, manufacturing and/or assembling scalable AI-controlled vertical cultivation equipment for international urban farming. The adaptive technology produces an environment with improved growing parameters and early detection of adverse conditions resulting in consistent and repeatable crops, with shorter cultivation cycles, independent of geographic climates. The self-contained multi-level rolling rack technology increases the cubic cultivation area while mitigating the risk of outside and cross-contaminants.

For more information about Sprout AI, please visit <http://sproutai.solutions>

Chris Bolton

Chief Executive Officer

Sprout AI Inc.

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THE CANADIAN SECURITIES EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS RELEASE, NOR HAS OR DOES THE CSE'S REGULATION SERVICES PROVIDER.

Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation, with respect to the Company. The forward-looking information included in this news release is not based on historical facts, but rather on the expectations of the Company's management regarding the future growth of the Company, its results of operations, performance, business prospects, and opportunities. This news release uses words such as "will", "expects", "anticipates", "intends", "plans", "believes", "estimates", or similar expressions to identify forward-looking information. Such forward-looking information reflects the current beliefs of the Company's management, based on information currently available to them.

This forward-looking information includes, among other things, statements relating to: the intentions, plans and future actions of the Company; statements relating to the business and future activities of the Company and anticipated developments in operations of the Company. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions, and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties.

Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and there can be no assurance that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties, and assumptions, prospective investors should not place undue reliance on these forward-looking statements. Whether actual results, performance, or achievements will conform to the expectations and predictions of the Company is subject to a number of known and unknown risks, uncertainties, assumptions, and other factors, including: global or national health concerns, including the outbreak of pandemic or contagious diseases, such as COVID-19 and including the evolution of new variants of COVID-19, the duration and effect thereof and delays relating to vaccine development, procurement and distribution; risks relating to the effective management of the Company's growth; liabilities and risks, including environmental liabilities and risks associated with the Company's operations; the Company's ability to attract and retain customers; the competitive nature of the industries in which the Company operates; and the other risk factors described in the Company's final long form prospectus dated May 31, 2021.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in the forward-looking statements. Information contained in forward-looking statements in this news release is provided as of the date of this news release, and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information or future events or results, except to the extent required by applicable Canadian securities laws. Accordingly, potential investors should not place undue reliance on forward-looking statements, or the information contained in those statements.

All of the forward-looking information contained in this news release is expressly qualified by the foregoing cautionary statements.