

**SPROUT AI INC.**  
**Suite 4300, 888 - 3rd Street SW**  
**Calgary, Alberta**  
**T2P 5C5**  
**(the “Corporation”)**

**NOTICE OF CHANGE OF AUDITOR**  
**(the “Notice”)**

**To:           British Columbia Securities Commission**  
**Ontario Securities Commission**  
**Alberta Securities Commission**

**And To:      Segal LLP, Chartered Professional Accountants**

1. MNP LLP, Chartered Professional Accountants, has resigned as auditors of the Corporation effective February 14, 2022, of its own initiative.
2. The directors of the Corporation propose to appoint Segal LLP, Chartered Professional Accountants, as auditors of the Corporation, effective March 8, 2022, to hold office until the next annual meeting of the Corporation.

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”), the Corporation confirms that:

1. The directors of the Corporation have received the resignation of MNP LLP, Chartered Professional Accountants, to resign as auditor of the Corporation, effective February 14, 2022;
2. In the opinion of the Board of Directors of the Corporation, no “reportable event” as defined in NI 51-102 has occurred and no financial statements have expressed a modified opinion during the period that MNP LLP, Chartered Professional Accountants was first appointed by the Corporation and the date of this Notice; and
3. The Board of Directors has approved the appointment of Segal LLP, Chartered Professional Accountants as the Corporation’s new auditors.

Dated as of the 20<sup>th</sup> day of April, 2022

**SPROUT AI INC.**

DocuSigned by:

*Chris Bolton*

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