

Sprout AI Inc.

Date: April 26, 2024

RE: Annual General Meeting of the shareholders of Sprout AI Inc. (the “Company”) to be held on May 28, 2024 (the “Meeting”)

I Christopher Bolton, Chief Executive Officer of the Company hereby certify in my capacity as an officer of the Company, for and on behalf of the Company, and not in my personal capacity, that:

(a) arrangements have been made to have proxy related materials for the Meeting sent in compliance with National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer (the “Instrument”), to all beneficial owners of the Company at least 21 days before the date fixed for the Meeting;

(b) arrangements have been made to carry out all of the requirements of the Instrument in addition to those described in subparagraph (a); and

(c) the Company is relying upon section 2.20 of the Instrument to abridge the time prescribed in subsection 2.5(1) of the Instrument.

The terms “beneficial owner” and “proxy-related materials” as used in this Certificate shall have the respective meanings ascribed thereto in NI 54-101.

/s/ Christopher Bolton

Christopher Bolton
Chief Executive Officer