

SPROUT AI INC.

**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS
SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON FRIDAY, AUGUST 30, 2024**

You are receiving this notification because **Sprout AI Inc.** (the “**Corporation**”) has opted to use the “notice and access” model for the delivery of its management information circular (the “**Information Circular**”) to the holders (the “**Shareholders**”) of common shares in the capital of the Corporation in respect of its special meeting of Shareholders to be held on Friday, August 30, 2024 (the “**Meeting**”).

Under “notice and access” instead of receiving paper copies of the Information Circular, Shareholders are receiving this notice with information on how to access the Information Circular electronically. Shareholders will also be receiving a proxy or voting instruction form, as applicable, together with this notification to use to vote at the Meeting.

The use of this alternative means of delivery is more environmentally friendly and more economical. It reduces the Corporation’s paper use and it also reduces the Corporation’s printing and mailing costs.

MEETING DATE AND LOCATION

WHEN:	Friday, August 30, 2024	WHERE:	Suite 1150, 777 Hornby Street Vancouver, BC, V6Z 1S4
	1:30 P.M Pacific Time		

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

- **SPROUT FUNDAMENTAL CHANGE RESOLUTION:** Authorize the business combination among Sprout AI Inc., and its Subsidiary Sprout AI SA, and TheraCann International Benchmark Corporation. See the section entitled “Particulars of Matters to Be Acted Upon at The Sprout Meeting - Sprout Fundamental Change Resolution” in the Information Circular.
- **ELECTION OF DIRECTORS FOR RESULTING ISSUER:** to elect six (6) directors of the Resulting Issuer. See the section entitled “Particulars of Matters to Be Acted Upon at The Sprout Meeting - Resulting Issuer Director Election Resolution” in the Information Circular.
- **APPOINTMENT OF AUDITORS FOR RESULTING ISSUER:** to appoint **Segal LLP, Chartered Professional Accountants** as auditor of the Resulting Issuer conditional and effective only upon the completion of the Transaction, and to authorize the directors of the Resulting Issuer to fix their remuneration. See the section entitled “Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditors” in the Information Circular.
- **OTHER BUSINESS:** to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.

SPROUT AI INC.

WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED:

The Information Circular can be viewed online under the Corporations profile at www.sedarplus.ca or on the Corporation's website at www.sproutai.solutions.

The Financial Statement Request Card will be mailed to Shareholders together with the proxy or voting instruction form, as applicable, and this notification to use to vote at the Meeting.

HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR

Shareholders may request paper copies of the Information Circular and other meeting materials, including the audited consolidated financial statements of the Corporation for the year ended December 31, 2022 and 2023 and Unaudited Financial Statements for the three month period ended March 31, 2024 and TheraCann Management Discussion and Analysis for the fiscal year ended December 31, 2022 and December 31, 2023 and the three month period ended March 31, 2024, by first class mail, courier or the equivalent at no cost to the shareholder. Requests must be made by email to proxy@endeavortrust.com or by calling toll-free at 1-888-787-0888. Requests may be made up to one year from the date the Information Circular was filed on SEDAR.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received **no later than August 21, 2024**. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request.

Requests must be made by email to proxy@endeavortrust.com or by calling toll-free at 1-888-787-0888.

VOTING

YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on the proxy, which is by 1:30 PM, Pacific Time on Wednesday, August 28, 2024:

ONLINE:	Go to www.eproxy.ca and follow the instructions.
EMAIL:	Send to proxy@endeavortrust.com
FACSIMILE:	Fax to Endeavor Trust Corporation. at 604-559-8908.
MAIL:	Complete the form of proxy or any other proper form of proxy, sign it and mail it to: Endeavor Trust Corporation Suite 702, 777 Hornby Street, Vancouver, BC V6Z 1S4

Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

INTERNET:	Go to proxyvote.com and follow the instructions.
MAIL:	Complete the voting instruction form, sign it and mail it in the envelope provided.

Shareholders with questions about notice and access can call toll free at 1-888-787-0888.