

**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS  
ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON FRIDAY, NOVEMBER 18, 2022**

You are receiving this notification because **Sprout AI Inc.** (the “**Company**”) 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 Company in respect of its annual general & special meeting of Shareholders to be held on Friday, November 18, 2022 (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 Company’s paper use and it also reduces the Company’s printing and mailing costs.

**MEETING DATE AND LOCATION**

**WHEN:** Friday, November 18, 2022 at 9:00 a.m. Mountain Time

**WHERE:** Suite 600, 520 – 5th Avenue SW, Calgary, Alberta.

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

- **FINANCIAL STATEMENTS:** To receive and consider the consolidated audited financial statements of the Company for the year ended January 31, 2022, together with the auditor’s report thereon. See section entitled “Business of the Meeting – Financial Statements and Auditors’ Report” in the Information Circular.
- **FIX THE NUMBER OF DIRECTORS:** to fix the number of Directors of the Company at three. See the section entitled “Business of the Meeting – Number of Directors” in the Information Circular.
- **ELECTION OF DIRECTORS:** to elect the Directors of the Company for the ensuing year. See the section entitled “Business of the Meeting - Election of Directors” in the Information Circular.
- **APPOINTMENT AND REMUNERATION OF AUDITORS:** to appoint Segal LLP, as auditor of the Company for the ensuing year and to authorize the Directors to fix their remuneration. See the section entitled “Business of the Meeting – Appointment and Remuneration of Auditors” in the Information Circular.
- **APPROVAL OF STOCK OPTION PLAN:** to pass an ordinary resolution providing the required annual approval of the Company’s Incentive Stock Option Plan. See the section entitled “Particulars of Other Matters to be Acted Upon - Annual Approval of Option Plan” in the Information Circular.
- **APPROVAL OF RESTRICTED SHARE UNIT PLAN:** to pass an ordinary resolution providing the required annual approval of the Company’s Restricted Share Unit Plan. See the section entitled “Particulars of Other Matters to be Acted Upon - Annual Approval of Restricted Share Unit Plan” in the Information Circular.
- **OTHER BUSINESS:** to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

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

## WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED:

The Information Circular can be viewed online under the Company's profile at [www.sedar.com](http://www.sedar.com) or on the Company's website at [www.sproutai.solutions](http://www.sproutai.solutions)

The Financial Statement Request Card is included with the proxy and voting instruction form.

## 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 Company for the year ended January 31, 2022 and the report of the auditors thereon and related Management's Discussion and Analysis, by first class mail, courier or the equivalent at no cost to the shareholder. Requests 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 November 10, 2022**. 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 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 your proxy, which is by 9:00 a.m. Mountain Time on Wednesday, November 16, 2022:

<b>ONLINE:</b>	Go to <a href="http://www.eproxy.ca">www.eproxy.ca</a> and follow the instructions.
<b>EMAIL:</b>	Send to <a href="mailto:proxy@endeavortrust.com">proxy@endeavortrust.com</a>
<b>FACSIMILE:</b>	Fax to Endeavor Trust Company. at 604-559-8908.
<b>MAIL:</b>	Complete the form of proxy or any other proper form of proxy, sign it and mail it to: Endeavor Trust Company 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:

<b>INTERNET:</b>	Go to <a href="http://proxyvote.com">proxyvote.com</a> and follow the instructions.
<b>MAIL:</b>	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.**