

May 31, 2021

Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

Dear Sir/Madam:

Re: Sprout AI Inc.

We refer to the prospectus of Sprout AI Inc. (the “Company”) dated May 31, 2021, relating to the sales of 500,000 Common Shares and 11,764,706 Common Shares on the Automatic Exercise of 11,764,706 Special Warrants.

We consent to being named and to the use in the above-mentioned prospectus, of our report dated May 26, 2021, to the shareholders of the Company on the following financial statements of Sprout AI, S.A.:

- a. Statements of financial position as at October 31, 2020 and October 31, 2019 and,
- b. Statements of loss and comprehensive loss, changes in shareholders' deficiency and cash flows for the year ended October 31 2020 and the period from November 19, 2018 to October 31, 2019 and the notes to the financial statements.

We report that we have read the prospectus and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the prospectus as these terms are described in the CPA Canada Handbook – Assurance.

Sincerely,



**Chartered Professional Accountants
Licensed Public Accountants**

encls.