

**SPECIAL MEETING OF SHAREHOLDERS OF
SPROUT AI INC.
on Friday, August 30, 2024
Scrutineer's Report**

This scrutineer's report is subject to any determinations or decisions made by the Chairman of the meeting including with respect to any proxies or other voting documentation.

NUMBER OF SHAREHOLDERS VOTED IN PERSON	-
NUMBER OF SHAREHOLDERS VOTED BY PROXY	19
TOTAL NUMBER OF SHAREHOLDERS VOTED	<u>19</u>

VOTES REPRESENTED IN PERSON	-
VOTES REPRESENTED BY PROXY	51,457,271
TOTAL VOTES REPRESENTED	<u>51,457,271</u>

TOTAL ISSUED AND OUTSTANDING AS AT RECORD DATE:	90,964,806
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TOTAL ELIGIBLE VOTES AS AT RECORD DATE:	90,964,806
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PERCENTAGE OF VOTES PRESENTED AT THE MEETING	56.57%
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1. Sprout Fundamental Change Resolution: Authorize the business combination among Sprout AI Inc., and its Subsidiary Sprout AI SA, and TheraCann International Benchmark Corporation.

VOTES FOR	3,743,096	94.59%
VOTES AGAINST	214,175	5.41%
VOTES EXCLUDED FROM INTERESTED SHAREHOLDER(S)	47,500,000	

2. Election of Directors for Resulting Issuer: i) Chris Bolton

VOTES FOR	3,772,229	95.32%
VOTES WITHHELD	185,042	4.68%
VOTES EXCLUDED FROM INTERESTED SHAREHOLDER(S)	47,500,000	

2. Election of Directors for Resulting Issuer: ii) Jaikishin Aswani

VOTES FOR	3,936,661	99.48%
VOTES WITHHELD	20,610	0.52%
VOTES EXCLUDED FROM INTERESTED SHAREHOLDER(S)	47,500,000	

2. Election of Directors for Resulting Issuer: iii) Doug Connell

VOTES FOR	3,942,737	99.63%
VOTES WITHHELD	14,534	0.37%
VOTES EXCLUDED FROM INTERESTED SHAREHOLDER(S)	47,500,000	

2. Election of Directors for Resulting Issuer: iv) Kevin Delano

VOTES FOR	3,935,412	99.45%
VOTES WITHHELD	21,859	0.55%
VOTES EXCLUDED FROM INTERESTED SHAREHOLDER(S)	47,500,000	

2. Election of Directors for Resulting Issuer: v) Brian Nolan

VOTES FOR	3,785,412	95.66%
VOTES WITHHELD	171,859	4.34%
VOTES EXCLUDED FROM INTERESTED SHAREHOLDER(S)	47,500,000	

2. Election of Directors for Resulting Issuer: vi) Calie-Anne Bolton

VOTES FOR	3,786,253	95.68%
VOTES WITHHELD	171,018	4.32%
VOTES EXCLUDED FROM INTERESTED SHAREHOLDER(S)	47,500,000	

3. Appointment of Auditor: 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.

VOTES FOR	3,920,961	99.08%
VOTES WITHHELD	36,310	0.92%
VOTES EXCLUDED FROM INTERESTED SHAREHOLDER(S)	47,500,000	

4. Other Business: To transact such other business that may be brought properly before the Meeting and any adjournment or postponement of the Meeting.

VOTES FOR	51,201,201	99.50%
VOTES AGAINST	256,070	0.50%

Scrutineer:

Dora Wang
Endeavor Trust Corporation