

**SPROUT AI INC.**  
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**NOTICE OF SPECIAL MEETING OF THE SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that a special meeting (the “**Meeting**”) of the shareholders of Sprout AI Inc. (“**Sprout**” or the “**Company**”) will be held at #1150, 777 Hornby Street, Vancouver, British Columbia V6Z 1S2 on August 30, 2024 at 1:30 PM (PST), for the following purposes:

1. to consider and, if thought advisable, approve, with or without variation, an ordinary resolution (the “**Sprout Fundamental Change Resolution**”) authorizing the business combination among Sprout, Sprout AI, S.A. (“**Sprout Subco**”) and TheraCann International Benchmark Corporation (“**TheraCann**”), on the terms and subject to the conditions contained in an amalgamation agreement dated as of May 29, 2023 between Sprout, Sprout Subco and TheraCann (the “**Transaction**”), all as more particularly set forth in the accompanying management information circular and proxy statement (the “**Information Circular**”);
2. to consider, and, if deemed appropriate, to approve an ordinary resolution conditional on and to take effect only in the event of the closing of the Transaction approving the election of Chris Bolton, Jaikishin Aswani, Doug Connell, Kevin Delano, Brian Nolan, and Calie-Anne Bolton as directors of the Resulting Issuer (the “**Resulting Issuer Director Election Resolution**”);
3. to appoint the auditors of the Resulting Issuer to hold office conditional on and effective following the closing of the Transaction and to authorize the directors of the Resulting Issuer to fix the remuneration of the auditor so appointed, to take effect only in the event that the Transaction is completed (the “**Resulting Issuer Auditor Resolution**”); and
4. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The foregoing resolutions are referred to herein as the “**Sprout Resolutions**”.

Information relating to matters to be acted upon by the shareholders at the Meeting are set forth in the accompanying Information Circular.

A shareholder may attend the Meeting or may be represented at the Meeting by proxy. Registered shareholders who are unable to attend the Meeting and wish to be represented by proxy are requested to date, sign and return the accompanying instrument of proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the accompanying Information Circular. An instrument of proxy will not be valid unless it is deposited at the offices of Endeavor Trust Corporation, #1150, 777 Hornby Street, Vancouver, British Columbia V6Z 1S2, in the enclosed self-addressed envelope, or by fax or by email, or voted via internet (online) as specified in the proxy form, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof.

A non-registered shareholder who plans to attend the Meeting must follow the instructions set out in the form of proxy (or voting instruction form) accompanying this Notice and the Information Circular, to ensure that such shareholder’s common shares will be voted at the Meeting. If you hold your common shares in a brokerage account, you are not a registered shareholder. If you are a non-registered Sprout shareholder, please refer to the section in the Information Circular entitled “*General Proxy Information — Non- Registered Holders*” for information on how to vote your Sprout Shares.

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Copies of this Notice of Meeting, the Information Circular, the form of proxy and voting information form (together "Proxy Materials"), will also be posted on the Sprout website at <https://sproutai.solutions/> and are filed on the System for Electronic Data Analysis and Retrieval at [www.sedar.com](http://www.sedar.com) ("SEDAR") under Sprout's profile.

### **Notice-and-Access**

The Company has elected to use the "notice-and-access" provisions under National Instrument 54-101 – Communications with Beneficial Owners of Securities of a Reporting Issuer (the "Notice-and-Access Provisions") for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials which are mailed to shareholders by allowing a reporting issuer to post an information circular in respect of a meeting of its shareholders and related materials online. The Company has contracted Broadridge Financial Solutions, Inc. ("Broadridge") to provide list of shareholders, and list of intermediaries holding securities as shown on a NOBO list, in relation to its use of the Notice-and-Access Provisions, the Company will not use procedures known as "stratification", meaning that both Registered Shareholders and shareholders who do not own Common Shares in their own name ("Beneficial Shareholders") will be mailed a notification of availability of Meeting materials directing them to those websites where they can access the Information Circular and other relevant information (the "Notice-and-Access Notification").

The Company anticipates that notice-and-access will directly benefit the Company through substantial reductions in postage and printing costs. The Company believes that notice-and-access is also environmentally responsible

to the extent that it decreases the large volume of paper documents generated by printing proxy-related materials.

The Company will be delivering the Notice-and-Access Notification to non-objecting Beneficial Shareholders indirectly with the assistance of Broadridge. Management does not intend to pay for intermediaries to forward the Notice-and-Access Notification to Beneficial Shareholders who have objected to their intermediary/broker disclosing ownership information about them pursuant to applicable securities laws ("Objecting Beneficial Shareholders"). Consequently, an Objecting Beneficial Shareholder will not receive the Notice-and-Access Notification unless the Objecting Beneficial Shareholder's intermediary/broker assumes the cost of delivery.

Shareholders with questions about notice-and-access can call Endeavor Trust Corporation toll free at 1 888 7870888.

In order to receive a paper copy of this Information Circular and other relevant information, requests by Beneficial Shareholders may be made up to one year from the date the Information Circular was filed on System for Electronic Document Analysis and Retrieval ("SEDAR") by: (i) online at the Company's website: <https://sproutai.solutions/>; (ii) calling Endeavor Trust Corporation toll free at 1 888 787 0888. The Company estimates that a Shareholder's request for paper copies of the Information Circular and other relevant information will need to be received prior to August 21, 2024, in order for such Shareholder to have sufficient time to receive and review the materials requested and return the completed Form of Proxy by the due date set out under the heading "Completion of Proxies" in this Information Circular.

The accompanying Information Circular provides additional information relating to the matters to be considered at the Meeting. Please review the Information Circular before voting. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only shareholders of Sprout of record at the close of business on July 16, 2024 will be entitled to receive notice of and vote at the Meeting.

**DATED** at Panama City, Panama as of July 17, 2024.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*/s/ "Chris Bolton"*

Chris Bolton  
Chief Executive Officer and Chair