

May 31, 2021

Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Sprout AI Inc.

We refer to the Prospectus of Sprout AI Inc. (the “Company”) dated May 31, 2021 relating to the Company’s distribution of 11,764,706 common shares, to be distributed upon the exercise of 11,764,706 special warrants of the Company and the distribution of 500,000 common shares at a price of \$0.17 per common share (the “Prospectus”).

We consent to being named and to the use in the Prospectus, of our report dated December 14, 2020 to the shareholders of the Company on the following financial statements:

- Statement of financial position as at November 30, 2020;
- Statement of loss and comprehensive loss, changes in shareholders’ equity and cash flows for the 97-day period ended November 30, 2020, and a summary of significant accounting policies and other explanatory information.

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 Filing Statement, as these terms are defined in the Chartered Professional Accountants of Canada Handbook – Assurance.

Yours very truly,

Smythe LLP

Chartered Professional Accountants

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