

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Sprout AI Inc. (the "Company")
Suite 4300, 888 – 3rd Street SW
Calgary, Alberta
T2P 5C5

Item 2 Date of Material Change

April 7, 2022

Item 3 News Release

A news release relating to the material changes described herein was disseminated via Newsfile Corp. on March 25, 2022.

Item 4 Summary of Material Change

There has been a change in the Company's Chief Operating Officer.

Item 5 Full Description of Material Change

Full Description of Material Change

See Appendix "A".

Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

The following senior officer of the Issuer is knowledgeable about the material change and the report and may be contacted by the Commission as follows:

Chris Bolton
Tel: +011 (507) 6137-1787

Item 9 Date of Report

April 7, 2022

Appendix "A"

Announcing Sprouts AI's Auditor, Debt Financing Opportunity, and the Promotion of Carlos Zapata to COO

Calgary, Alberta--(Newsfile Corp. - March 25, 2022) - Sprout AI Inc. (CSE: BYFM) (OTCQB: BYFMF) ("Sprout AI" or the "Company"), a leading vertical farming technology company, is pleased to announce the appointment of Segal LLP, an independent firm associated with Moore Global, as its auditor. Moore Global is one of the world's leading accounting and advisory networks. Segal's relationship with Moore allows Sprout AI the unique ability to receive a global solution for its auditing needs. Sprout AI will also now have access to a network of industry specialists to stay up-to-date with changing rules, regulations, and trends across the board. Segal LLP is actively working with Moores-Panama auditors for the purpose of completing this international consolidated audit.

Chris Bolton, CEO and Chairman of Sprout AI, notes, "We are happy to be working with Moore Global and have been impressed by their breadth of knowledge and thoroughness. We feel very confident having them in place as our auditors."

Through this appointment, the Company remains on schedule for completing the Company's 2021 audited year-end financials, which are anticipated to be released on or before the Annual General Meeting scheduled for August 25, 2022. The Company anticipates providing the market with an unaudited financial update in the coming months.

Sprout AI secured a debt financing opportunity where the Company will be provided with access to USD \$540,000 by way of a commercial loan. This loan will bear an annual interest rate of 6% for a term of 3 years. The purpose of the loan is to assist with the advanced purchase of inventory to continue addressing supply chain shortages as well as operational expenses.

Sprout AI also wishes to inform their investors that commencing March 15th, 2022, the Center of Excellence (COE) re-opened to the public to host clients and potential investors for tours of the facilities and Sprout AI's assembly line. Present during the initial tours were both representatives of Ivory Medical and Twin Berry Farms, as well as potential clients from Peru, the United States, and Panama. These were the first tours provided since the Covid-19 Pandemic began in Q1 2020.

Chris Bolton notes, "The evolution in Sprouts' ability to showcase its full assembly capabilities of its controllers paired with its demonstration of Sprout AI version 2 in the rack, marks the completion of our transition as a fully owned subsidiary of TheraCann International, to a publicly-traded company."

Marking this transition, Sprout wishes to announce the promotion of Carlos Zapata to the role of Chief Operating Officer (COO). Carlos, who has been with Sprout AI since October 2020 as the Assembly and Manufacturing Manager, has an extensive background in complex engineering operations and boasts over 20 years of manufacturing experience. His past roles include Vice President of Manufacturing for the Sojitz Corporation, which manufactures and assembles vehicles for Mitsubishi, Hyundai, and FUSO, as well as Operation Manager and Partner of Susetesa, an electrical and mechanical maintenance services provider for Panamá and Central America.

Chris Bolton noted, "We are very grateful to Kyle Horak, who helped build the foundation for Sprout, having navigated the complex registration and regulatory affairs in Panama and Internationally. We would not be as strong as we are without his efforts. We are excited as we transition into the next phase of our growth, building upon that strong foundation along with Carlos' expertise."

Kyle will maintain his position as a full-time Board of Director with Sprout AI where his regulatory expertise will continue to be an asset. The Company will provide a full update on the status of its project in the coming weeks.

For non-material updates and to learn more about Sprout AI and the vertical farming industry, please follow Sprout AI on:

Twitter: <https://twitter.com/SproutAIS> (<https://www.newsfilecorp.com/redirect/3e5EoH2b7K>)

LinkedIn: <https://www.linkedin.com/company/sproutaisolutions> (<https://www.newsfilecorp.com/redirect/NNnmPImgDE>)

Facebook: <https://www.facebook.com/SproutAIS/> (<https://www.newsfilecorp.com/redirect/Xn2qGuNbG0>)

Instagram: <https://www.instagram.com/sproutais/> (<https://www.newsfilecorp.com/redirect/D35DnhWjB4>)

About Sprout AI

Sprout AI is a vertical farming technology company in the business of planning, designing, manufacturing and/or assembling sustainable and scalable AI-controlled vertical cultivation equipment for indoor vertical farming. The adaptive technology produces an environment with improved growing parameters and early detection of adverse conditions, resulting in consistent and repeatable crops

with shorter cultivation cycles independent of geographic climates.

The self-contained multilevel rolling rack technology increases the cubic cultivation area while mitigating the risk of outside and cross-contaminants.

For more information about Sprout AI, please visit <https://www.sproutai.solutions> (<https://www.newsfilecorp.com/redirect/rYA81TJD2y>).

Chief Executive Officer

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Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation, with respect to the Company. The forward-looking information included in this news release is not based on historical facts but rather, on the expectations of the Company's management regarding the future growth of the Company, its results of operations, performance, business prospects and opportunities. This news release uses words such as "will," "expects," "anticipates," "intends," "plans," "believes," "estimates" or similar expressions to identify forward-looking information. Such forward-looking information reflects the current beliefs of the Company's management based on information currently available to them.

This forward-looking information includes, among other things, statements relating to: the order, intentions, plans and future actions of the Company; statements relating to the business and future activities of the Company; and anticipated developments in operations of the Company. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions, and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties.

Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and there can be no assurance that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, prospective investors should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the expectations and predictions of the Company is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including: global or national health concerns, including the outbreak of pandemic or contagious diseases, such as COVID-19 and including the evolution of new variants of COVID-19, the duration and effect thereof and delays relating to vaccine development, procurement and distribution; risks relating to the effective management of the Company's growth; liabilities and risks, including environmental liabilities and risks associated with the Company's operations; the Company's ability to attract and retain customers; the competitive nature of the industries in which the Company operates; and the other risk factors described in the Company's final long form prospectus dated May 31, 2021.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in the forward-looking statements. Information contained in forward-looking statements in this news release is provided as of the date of this news release, and the Company disclaims any obligation to update any

forward-looking statements, whether as a result of new information or future events or results, except to the extent required by applicable Canadian securities laws. Accordingly, potential investors should not place undue reliance on forward-looking statements or the information contained in those statements.

All the forward-looking information contained in this news release is expressly qualified by the foregoing cautionary statements.



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