

Form 45-102F1

**Notice of Intention to Distribute Securities under Section 2.8 of
NI 45-102 Resale of Securities**

Reporting issuer

1. Name of reporting issuer: **Sprout AI Inc. (the “Issuer”).**

Selling security holder

2. Your name: **TheraCann International Benchmark Corp. (“TheraCann”).**
3. The offices or positions you hold in the reporting issuer: **N/A. TheraCann is a control person of the Issuer by virtue of holding more than 20% of the common shares of the Issuer (“Common Shares”). Chris Bolton, the controlling shareholder of TheraCann, is the CEO and a director of the Issuer.**
4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer? **No**
5. Number and class of securities of the reporting issuer you beneficially own: **TheraCann holds 47,500,000 Common Shares and 10,000,000 Common Share purchase warrants of the Issuer. Chris Bolton holds 294,118 Restricted Trust Units of the Issuer.**

Distribution

6. Number and class of securities you propose to sell: **TheraCann (or Mr. Bolton) has no current intention to sell Common Shares at this time. TheraCann intends to enter into a specified securities lending arrangement with a third party pursuant to which TheraCann will lend such third party up to 2,871,794 amount of Common Shares.**
7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name. **Privately. See response to Item 6 above.**

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date: **October 18, 2021**

TheraCann International Benchmark Corp.

Your name (Selling security holder)

“Chris Bolton”

Your signature (or if a company, the signature of your authorized signatory)

Chris Bolton, CEO of TheraCann

Name of your authorized signatory