

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 *Continuous Disclosure Obligations*

Item 1 **Names of the Parties to the Transaction**

Sprout AI Inc. (formerly, 1262803 BC Ltd.) (the “**Company**”), Sprout AI, S.A. (“**Sprout Panama**”) and TheraCann International Benchmark Corporation (“**TheraCann**”).

Item 2 **Description of the Transaction**

The Company entered into a Securities Exchange Agreement dated effective December 8, 2020 (the “**Definitive Agreement**”) among the Company and TheraCann, pursuant to which the Company acquired all of the issued and outstanding shares of Sprout AI, S.A. (the “**Transaction**”).

Pursuant to the terms and conditions of the Definitive Agreement, the Company applied for listing of the common shares in the capital of the Company (the “**Shares**”) on the Canadian Securities Exchange (the “**CSE**”) by way of preparing and filing of a non-offering prospectus with the British Columbia Securities Commission (“**BCSC**”).

The Company filed a final prospectus dated May 31, 2021 with the BCSC and a receipt was issued by the BCSC on June 3, 2021.

The Company completed the Transaction on May 31, 2021.

In connection with the closing of the Transaction, the Company:

- issued 50,000,000 Shares and 10,000,000 Share purchase warrants to TheraCann at a deemed value of \$0.17 per Share;
- changed its name from 1262803 B.C. Ltd. to “Sprout AI Inc.”; and
- reconstituted the Company’s board of directors and management team.

Following closing of the Transaction, Sprout Panama became a wholly-owned subsidiary of the Company.

Effective at the opening of trading on July 5, 2021, the Company commenced trading on CSE under the symbol “SPRT”.

Details with respect to the Transaction are disclosed in the Company’s Form 2A Listing Statement which was filed on SEDAR on July 2, 2021.

Item 3 Effective Date of the Transaction

May 31, 2021.

Item 4 Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

The Company became a reporting issuer in British Columbia, Ontario and Alberta on June 3, 2021.

Item 5 Date of the Reporting Issuer's First Financial Year-End after the Transaction, if applicable

The Company's first financial year-end subsequent to the completion of the Transaction will be November 30, 2021.

Item 6 The Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year after the Transaction, if applicable

Period and Ending Date	Comparative Period and Ending Date
Interim financial statements for the six month period ended May 31, 2021	Six months ended May 31, 2021
Interim financial statements for the nine month period ended August 31, 2021	Nine months ended August 31, 2021
Audited financial statements for the year ended November 30, 2021	Audited financial statements for the year ended November 30, 2021

Item 7. Documents filed under NI 51-102 that describe the Transaction

On June 1, 2021, the Company filed its final prospectus dated May 31, 2021 with the BCSC which is available on SEDAR.

On July 2, 2021, the Company filed its Listing Statement dated June 30, 2021 in connection with the Transaction on SEDAR.

On July 5, 2021 the Company disseminated a news release announcing the trading on the CSE and subsequently filed the news release SEDAR.

DATED: August 19, 2021