

AGM Transcript

time	name	content
2022-11-18 11:02:51.3 -05	Chris Bolton, CEO	Alright, welcome. Good morning. I would like to introduce the members of the sprout AI board and management team that are here with us today. Although the board today is represented by myself Chris Bolton, chairman of the board, we may have two other board members join us a little later into the call but currently I'm representing the Board. And with regards to the management team on the call today, I am representing the chief executive officer, and Dean Callaway is representing the chief financial officer as interim CFO.
2022-11-18 11:03:23.1 -05	Chris Bolton, CEO	In addition Carlos Zapata is representing our chief of operations today. Also on our call are representatives of Endeavor Trust Company. King Tze Woo, will be acting as the Scrutineer to our meeting together with Catherine Wang. Both are on the call today representing Endeavor Trust to provide roll as Scrutineer.
2022-11-18 11:03:45.3 -05	Chris Bolton, CEO	I would like to to commence with the former part of the meeting. In order to ensure that we cover the required business, we have prearranged with certain persons to move certain motions. This is not intended to discourage participation. If you wish to participate in the formal meeting you must be a registered shareholder or proxy holder. If you wish to speak, I would ask that as a courtesy to others you identify yourself by stating your name. Please keep in mind that the normal rules of procedure for corporate meetings will apply. I also note that you should only vote by ballot or otherwise if you are a registered shareholder or proxy holder.
2022-11-18 11:04:36.3 -05	Chris Bolton, CEO	First order of business for today is appointment of secretary and Scrutineer here. The meeting will now be called into order and I ask Dean Callaway be our secretary, and Mr. King Tze Woo of Endeavor Trust Company to act as scrutineer. I have a declaration that the meeting materials were mailed to the shareholders and therefore I will dispense with reading the notes.
2022-11-18 11:05:11.7 -05	Chris Bolton, CEO	Mr. Wo has reported that the required quorum is present. I therefore declare this meeting to be properly constituted to transact this business. Moving now to presentation of financial statements. The first item of business that we have today of is the presentation of Sprout AI's financial statements for fiscal year ending January 31st, 2022 I. If anyone needs a copy of the financial statements the financial statements were formerly filed on SEDAR and for anyone wishing to find them, they're under Sprout AI inc. on SEDAR registered as of October 17, 2022.
2022-11-18 11:06:00.3 -05	Chris Bolton, CEO	With the consent of the meeting, we will dispense with reading these documents. The motion is now open for discussion.
2022-11-18 11:06:03.9 -05	Chris Bolton, CEO	There being no further discussion, our next business to set the number of directors. Is there a motion?
2022-11-18 11:06:09.7 -05	Colleen McKay	My name is Colleen McKay, and I move that Sprout AI set the number of directors to three.
2022-11-18 11:06:20.7 -05	Chris Bolton, CEO	Do I have a second of that motion?
2022-11-18 11:06:22.2 -05	Julie-Anne Bolton	My name is Julie-Anne Bolton and I second the motion.
2022-11-18 11:06:27.9 -05	Chris Bolton, CEO	Motion is now open for any discussion? Any discussion on this motion?
2022-11-18 11:06:36.9 -05	Chris Bolton, CEO	There being no discussion following our holding of this particular matter, we will now proceed with the Ballot review. By way of a ballot. I remind you that only registered shareholders and holders of valid proxies will be entitled to vote. Shareholders that are present and that have already filed their proxies are reminded that, to the extent that their voting instructions still stand, they should not complete a ballot since their shares will be voted in accordance with the instructions contained in the proxies returned to the Corporation.
2022-11-18 11:07:11.1 -05	Chris Bolton, CEO	A shareholder who has changed his or her mind, or such shareholder's attorney authorized in writing, must immediately revoke the proxy given and table with me an instrument in writing, before we proceed to the vote. Mr. Scrutineer, is there any of the Proxies that have been submitted to date that have since been revoked?
2022-11-18 11:07:46.3 -05	Catherine Wang	No, proxies revoked.
2022-11-18 11:07:50.1 -05	Chris Bolton, CEO	We have a join in from a Montreal Quebec. Got me, you didn't find yourself for the record of the call, please?
2022-11-18 11:08:05.7 -05	Chris Bolton, CEO	Is the person from Montreal, Quebec, Tony Reno?
2022-11-18 11:08:07.2 -05	Toni Rino	Yes. This is me.
2022-11-18 11:08:11.1 -05	Chris Bolton, CEO	Alright, thank you, Tony Reno is the standing director of Sprout AI inc. She has joined the call at approximately 11:08. Thank you for joining Tony.
2022-11-18 11:08:26.4 -05	Toni Rino	Thanks for having.

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2022-11-18 11:08:30.3 -05	Chris Bolton, CEO	They're being no revoked proxies we're now moving forward with the matter of the ballot counting received from shareholder how have submitted their proxies either marking them FOR or AGAINST the resolution. Mr. Wo, in counting the received Ballots sir, as Scrutineer can you review with us the percentage of the shares that voted.
2022-11-18 11:09:03.7 -05	King Tze Woo	So the percentage of votes presented at the meeting is 54.48 percent. The proposal item one number, relating to Number of Directors be set to three, the numbers that have voted FOR is 49,709,084. The number voted AGAINST is 264,058.
2022-11-18 11:09:29.1 -05	Chris Bolton, CEO	Very Good. So there is clearly a vote in favor of our resolution, I declare, the motion is hereby approved.
2022-11-18 11:09:40.5 -05	Chris Bolton, CEO	Next matter for our business is the former election of directors. The next step a business the election of directors, and for which we have received nominations.
2022-11-18 11:09:56.1 -05	Chris Bolton, CEO	I seek a mover for the motion to receive nominations for directors.
2022-11-18 11:10:03.7 -05	King Tze Woo	Okay, and I nominate the following four election as directors for the ensuing year or until their successors are elected for their appointment. Christopher Bolton, Tom Andrews and Tony Reno.
2022-11-18 11:10:24.3 -05	Chris Bolton, CEO	And do I have a secondary for that motion?
2022-11-18 11:10:28.6 -05	Julie-Anne Bolton	Hi, my name is Julie-Anne Bolton, I second that motion.
2022-11-18 11:10:34.5 -05	Chris Bolton, CEO	And may I ask is there any other nominations on this call or joined or location in Calgary this morning? Are there any other nominations for directors?
2022-11-18 11:10:50.7 -05	Chris Bolton, CEO	There being no other nominations for directors at this time, other than those referenced by Ms. McKay, being Christopher Bolton, Tom Andrews and Tony Reno.
2022-11-18 11:11:06.3 -05	Chris Bolton, CEO	In terms of the balance then that have been submitted in Ballots for those three nominees, Mr. Wo can you confirm the percentage that have voted FOR and AGAINST each of the nominee directors?
2022-11-18 11:11:22.3 -05	King Tze Woo	The election of Christopher Bolton, 49,709,084 voted FOR and 264,045 voted AGAINST, Tom Andrews 49,699,653 FOR, 273,489 AGAINST, Tony Reno 49,757,700 FOR and 215,442 AGAINST, in each case over 90 Percent have voted in favor.
2022-11-18 11:11:48.9 -05	Chris Bolton, CEO	Thank you. With there being a majority acceptance of the nominees for the three directors. I accept their nomination as the directors of Sprout AI for the subsequent calendar year.
2022-11-18 11:12:05.7 -05	Chris Bolton, CEO	Moving to our next matter as the appointment of auditors. Is their a motion.
2022-11-18 11:12:14.5 -05	Colleen McKay	My name is Colleen McKay and I move that Segal LLP, chartered accountants, as the auditor of Sprout AI. Sprout AI for the financial year ending January 31, 2023 and that Sprout AI authorizes the directors to fix the auditors' remuneration.
2022-11-18 11:12:33.9 -05	Chris Bolton, CEO	Do I have a secondary of that motion?
2022-11-18 11:12:36.4 -05	Julie-Anne Bolton	My name is Julianne Bolton, and I second the motion.
2022-11-18 11:12:44.1 -05	Chris Bolton, CEO	Mr. Scrutineer please provide us with those that are FOR and AGAINST.
2022-11-18 11:13:04.9 -05	King Tze Woo	Out of the total votes presents at the meeting which is 50,200,655 million have voted FOR, and 193,937 AGAINST, so so over 95% support this motion.
2022-11-18 11:13:29.7 -05	Chris Bolton, CEO	Very good that being the case I'm having declared motion carried and I have accepted that the auditor has been appointed for the next calendar year. Thank you.
2022-11-18 11:13:46.5 -05	Chris Bolton, CEO	Moving to the next matter of the share option plan. Is there a motion?
2022-11-18 11:14:04.9 -05	Colleen McKay	My name is Colleen McKay and I move that Sprout AI approve of the 15% rolling share option plan, as described in the management proxy circular for this meeting.
2022-11-18 11:14:17.1 -05	Chris Bolton, CEO	Is there a second motion?
2022-11-18 11:14:19.8 -05	Julie-Anne Bolton	My name is Jule-Anne Bolton, I second the motion.
2022-11-18 11:14:23.7 -05	Chris Bolton, CEO	Thank you.
2022-11-18 11:14:26.1 -05	Chris Bolton, CEO	Mr. Scrutineer can you please provide us with the percentage for or against that motion?
2022-11-18 11:14:38.5 -05	King Tze Woo	49,704,198 voted FOR and 268,944 voted AGAINST this proposal which represents 99.46 percent of the votes presented at the meeting.
2022-11-18 11:14:53.7 -05	Chris Bolton, CEO	Thank you. That being the case the motion is passed and we approve the share option plan. The next matter is the approval of the Company's restricted share unit plan.
2022-11-18 11:15:11.1 -05	Chris Bolton, CEO	Is there emotion?

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2022-11-18 11:15:17.5 -05	Colleen McKay	My name is Colleen McKay and I moved, that Sprout AI Inc approved the restricted share unit plan as described in the management proxy circular for this meeting.
2022-11-18 11:15:28.5 -05	Chris Bolton, CEO	Is there a second?
2022-11-18 11:15:29.8 -05	Julie-Anne Bolton	My name is Julie-Anne Bolton. I second the motion.
2022-11-18 11:15:34.5 -05	Chris Bolton, CEO	Thank you. Mr. Wo as a Scrutineer or can you please confirm those that are in favor or against?
2022-11-18 11:15:43.9 -05	King Tze Woo	Confirm that 49,707,298 are FOR and 265,844 are AGAINST which represents 99.47 percent of the votes presented at this meeting.
2022-11-18 11:16:00.3 -05	Chris Bolton, CEO	Thank you. I declare that motion is approved.
2022-11-18 11:16:15.3 -05	Chris Bolton, CEO	Moving then to further business in, in to determine whether there is any further business before we terminate the meeting. I do open the floor at this time. For those are present for the call. Yes, sir. Any further business to discuss at today's ATM.
2022-11-18 11:16:38.7 -05	Chris Bolton, CEO	There having been no request further business, I appreciate and thank everyone who is in attendance to our first AGM for Sprout AI. I look forward to your attendance next year and I moved that meeting here by the terminated mean I have a motion.
2022-11-18 11:16:55.3 -05	Colleen McKay	My name is Dean Callaway and I motion that the meeting be terminated.
2022-11-18 11:16:59.7 -05	Chris Bolton, CEO	Do I have a second on that motion.
2022-11-18 11:17:02.8 -05	Julie-Anne Bolton	My name is Julie-Anne Bolton and I second that motion.
2022-11-18 11:17:08.1 -05	Chris Bolton, CEO	I declare this formal meeting is hereby terminated. Thank you very much and have a great day.
2022-11-18 11:17:15.5 -05	Julie-Anne Bolton	Thanks Chris.
2022-11-18 11:17:19.9 -05	Colleen McKay	Thank you very much.
2022-11-18 11:17:21.7 -05	King Tze Woo	No, that was good. Perfect I'll just get the signed a report and I'll send that over.
2022-11-18 11:17:29.1 -05	Chris Bolton, CEO	Fantastic. Thank you everyone catch up soon, okay.
2022-11-18 11:17:29.4 -05	Dean Callaway	Thanks very much.
2022-11-18 11:17:32.3 -05	Julie-Anne Bolton	Thanks.
2022-11-18 11:17:32.4 -05	Dean Callaway	Thanks for hosting all those people up there and.
2022-11-18 11:17:33.1 -05	Colleen McKay	Thank you everyone. Sure.
2022-11-18 11:17:48.1 -05	Colleen McKay	Thank you.