

**ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF
SPROUT AI INC.**

on Friday, November 18, 2022

Scrutineers Report

This scrutineers' report is subject to any determinations or decisions made by the Chairman of the meeting including with respect to any proxies or other voting documentation.

NUMBER OF SHAREHOLDERS VOTED IN PERSON	-
NUMBER OF SHAREHOLDERS VOTED BY PROXY	23
TOTAL NUMBER OF SHAREHOLDERS VOTED	23
VOTES REPRESENTED IN PERSON	-
VOTES REPRESENTED BY PROXY	50,394,592
TOTAL VOTES REPRESENTED	50,394,592
TOTAL ISSUED AND OUTSTANDING AS AT RECORD DATE:	92,504,806
TOTAL ELIGIBLE VOTES AS AT RECORD DATE:	92,504,806
PERCENTAGE OF VOTES PRESENTED AT THE MEETING	54.48%

1. Number of Directors: The number of Directors shall be set to 3 (three);

VOTED FOR	49,709,084
VOTED AGAINST	264,058

2. Election of Directors: i) CHRISTOPHER BOLTON;

VOTED FOR	49,699,653
VOTED WITHHELD	273,489

2. Election of Directors: ii) TOM ANDREWS;

VOTED FOR	49,757,700
VOTED WITHHELD	215,442

2. Election of Directors: iii) TONI RINOW.

VOTED FOR	49,759,460
VOTED WITHHELD	213,682

3. Appointment of Auditor: To appoint Segal LLP as auditor of the Company for the ensuing year and to authorize the Directors to fix their remuneration;

VOTED FOR	50,200,655
VOTED WITHHELD	193,937

4. Approval of Stock Option Plan: To pass an ordinary resolution providing the required annual approval of the Company's Incentive Stock Option Plan;

VOTED FOR	49,704,198
VOTED AGAINST	268,944

5. Approval of Restricted Share Unit Plan: To pass an ordinary resolution providing the required annual approval of the Company's Restricted Share Unit Plan;

VOTED FOR

49,707,298

VOTED AGAINST

265,844

6. Other Business: To transact such other business that may be brought properly before the Meeting and any adjournment or postponement of the Meeting.

VOTED FOR

49,737,373

VOTED AGAINST

235,769

Scrutineer:

King Tze Woo
Endeavor Trust Corporation