

FORM 6

**CERTIFICATE OF COMPLIANCE**

TO: CANADIAN SECURITIES EXCHANGE ("CSE")

Sprout AI Inc., (the "Listed Issuer") hereby certifies to CSE that the Listed Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in Policy 1).

Date: 30th day of June, 2021.



Chris Bolton

Director, Chief Executive Officer