

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that an annual general and special meeting (“**Meeting**”) of the holders of common shares (“**Shares**”) of SPARC AI Inc. (“**SPARC**” or the “**Company**”) will be held by zoom on November 30, 2023 at 2:00 p.m. PST, December 1, 2023 at 09:00 a.m. AEST for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended December 31, 2022, together with the auditor’s report thereon;
2. to elect directors to the Company for the ensuing year;
3. to re-appoint Smythe LLP as the auditor and authorize the directors to determine the remuneration to be paid to the auditor;
4. to approve the Company’s Stock Option Plan;
5. to approve the grant of stock options to the officers and directors;
6. to approve destruction of the proxies one year after the Meeting, if there is no challenge to the meeting; and
7. to transact such other business as may properly come before the Meeting and any adjournment thereof.

The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting.

Only shareholders of record on October 25, 2023 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must have deposited his duly executed form of proxy not later than 5.00 p.m. on November 28, 2023 EST, or, if the Meeting is adjourned, not later than 48 hours preceding the time of such adjourned Meeting.

Regardless of whether a shareholder plans to attend the Meeting in person, we request that each shareholder please complete, date, and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure their shares will be voted at the Meeting. A shareholder who holds shares in a brokerage account is not a registered shareholder.

DATED at Melbourne, Victoria 3000 Australia, the 26th day of October, 2023.

ON BEHALF OF THE BOARD

“Anoosh Manzoori”

Anoosh Manzoori

Chief Executive Officer