

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

AI/ML INNOVATIONS INC. (the “Company”)
#203, 645 Fort St., Victoria, British Columbia, V8W 1G2

Item 2 Date of Material Change

February 21, 2025

Item 3 News Release

A news release announcing the material change was disseminated on February 21, 2025 through the facilities of Accesswire and was subsequently filed on SEDAR+ at www.sedarplus.ca.

Item 4 Summary of Material Change

On February 21, 2025 the Company held its Annual General and Special Meeting of shareholders in virtual-only format (“AGM”) and also announced the results of voting at the AGM. At the AGM, incumbent directors, Tim Daniels, Mark Orsmond, Michael Nemirow were appointed to the Board by shareholders, along with Dr. Drew Dundas, who was first appointed to the Board at the AGM. In addition, the Company announced Nicholas Watters and Fabrice Pakin did not stand for re-election at the AGM, and therefore have ceased to be directors of the Company effective the close of the AGM. The Company thanked Msrs. Watters and Pakin for their service to the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to the Company’s news release dated February 21, 2025, which is attached as Schedule “A” to this Material Change Report.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Contact: Paul Duffy, Chief Executive Officer
Telephone: (778) 405-0882
Email: info@aiml-innovations.com

Item 9

Date of Report

February 21, 2025



CSE: AIML
OTCQB: AIMLF
FWB: 42FB

NEWS RELEASE

AI/ML INNOVATIONS INC.

Annual General and Special Meeting Results

Vancouver, Canada – February 21, 2025 – **AI/ML Innovations Inc.** (“**AIML**” or the “**Company**”) (CSE: AIML; OTCQB: AIMLF; FWB: 42FB) is pleased to announce voting results from the Company’s Annual General and Special Meeting of shareholders held earlier in the day in virtual-only format (“**AGM**”). The matters voted upon were outlined in the Company’s Management Information Circular dated January 9, 2025 (“**Circular**”) and a press release dated February 20, 2025 (“**Release**”). A total of 54,405,656 common shares of the Company (“**Shares**”) were voted, representing the votes attached to 31.48% of all outstanding Shares as at the record date.

At the AGM, Shareholders passed resolutions related to the following:

- The number of directors of the Company was fixed at four (4);
- The election of the director nominees set forth in the Circular and the Release, being Tim Daniels, Mark Orsmond, Michael Nemirow, and Drew Dundas;
- The re-appointment of Baker Tilly WM LLP, as auditor of the Company for the ensuring year and the authorization of the directors of the Company to fix the auditors’ remuneration; and
- The approval of the Company’s Stock Option Plan and RSU/DSU Plan as set forth in the Circular.

The Company thanks Nicholas Watters and Fabrice Pakin, who did not stand for re-election to the Board of Directors at the AGM, for their service to the Company and wishes them both well in their future endeavours.

About AI/ML Innovations Inc.

AI/ML Innovations Inc. has realigned its business operations to capitalize on the burgeoning fields of artificial intelligence: (AI) and machine learning (ML), with an initial investment focus on emerging digital health and wellbeing companies that leverage AI, ML, cloud computing and digital platforms to drive transformative healthcare management solutions and precision support delivery across the health continuum. Through its acquisition of Quantum Sciences Ltd. (100% owned by AIML), NeuralCloud Solutions Inc. (100% owned by AIML), and strategic partnerships with Health Gauge Inc. (95.2% owned by AIML), Tech2Heal (up to 22% ownership rights, with

11.11% currently owned by AIML), AI Rx Inc. (70% owned by AIML), and other planned accretive investments, the Company continues to capitalize on expanding growth areas, to the benefit of all the Company's stakeholders. AIML's shares are traded on the Canadian Securities Exchange under the symbol "AIML", the OTCQB Venture Market under "AIMLF", and the Frankfurt Stock Exchange under "42FB".

On behalf of the Board of Directors:

“Mark Orsmond”

Executive Chairman

For more information about AIML:

For detailed information please see AIML's website www.aiml-innovations.com or the Company's filed documents at www.sedarplus.ca.

For further information, contact: Blake Fallis at (778) 405-0882 or info@aiml-innovations.com.

Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.