

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1. Name and Address

AI/ML Innovations Inc. (the "Company")
203 - 645 Fort Street
Victoria, B.C.
V8W 1G2

Item 2. Date of Material Change

January 25, 2021

Item 3. News Release

The news release describing the material change was disseminated on January 25, 2021 through TheNewswire and filed on SEDAR.

Item 4. Summary of Material Change

The Company announced that, further to its news release of January 20th, it has completed the second and final closing of a non-brokered private placement offering (the "Offering"). The Offering generated gross proceeds of \$3,000,000.00 for 4,000,000 units at \$0.75 per unit. The Offering is comprised of the previously announced first closing of 2,000,000 units for gross proceeds of \$1,500,000, combined with the herein announced second closing of 2,000,000 units for gross proceeds of \$3,000,000.00.

The Company paid finder's fees to Canadian securities dealers in respect to the Offering of \$34,200 cash and issued 45,600 finder's warrants, each warrant entitling the holder to subscribe for one additional common share for \$1.00 for a period of six months

All securities issued pursuant to the financing are subject to a resale restriction until May 26, 2021.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that, further to its news release of January 20th, it has completed the second and final closing of a non-brokered private placement offering (the "Offering"). The Offering generated gross proceeds of \$3,000,000.00 for 4,000,000 units at \$0.75 per unit. The Offering is comprised of the previously announced first closing of 2,000,000 units for gross proceeds of \$1,500,000, combined with the herein announced second closing of 2,000,000 units for gross proceeds of \$3,000,000.00. Each unit is comprised of one common share and one share purchase warrant, with each warrant having an exercise price of \$1.00 and an expiration date of 18 months from the date of issuance, subject to the Company's option to accelerate expiry if its shares trade at \$1.25 or more for 10 consecutive trading days.

The Company intends to use the proceeds of this offering to further advance its platform deployment with key healthcare clients as well as to pursue accretive acquisitions.

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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

No information has been omitted in respect of this material change.

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Tim Daniels, Chief Executive Officer
Telephone: 250 384-1999

Item 9. Date of Report

January 28, 2021.