

**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**

September 23, 2021

**Item 3. News Release**

The news release describing the material change was disseminated on September 23, 2021 through Accesswire and filed on SEDAR.

**Item 4. Summary of Material Change**

The Company announced that it has entered into a definitive agreement with the Paris, France based company, Tech2Heal SAS (DBA Tech2Health), regarding the acquisition of an equity interest in Tech2Heal and certain exclusive territorial commercial rights to its products, by AIML (the "Transaction").

**Item 5. Full Description of Material Change**

**5.1 *Full Description of Material Change***

The Company announced that it has entered into a definitive agreement with the Paris, France based company, Tech2Heal SAS (DBA Tech2Health), regarding the acquisition of an equity interest in Tech2Heal and certain exclusive territorial commercial rights to its products, by AIML (the "Transaction").

Tech2Health is a digital healthcare innovator with a portfolio of mental wellness and health-tech products and services designed to improve an individual's mental well-being by utilizing a unique blend of proprietary digital assets, remote live counselling, and a physical wellness center. Tech2Health has developed a clinically supported and evidence-based methodology consisting of psychotherapies and non-medicinal interventions that apply body and mind healing techniques, delivered via a secure digital platform.

The salient commercial terms of the Transaction are:

1. AIML and Tech2Heal co-own, on a 70:30 basis, equity in an AIML subsidiary called AI Rx Inc, a B.C. company. AI Rx Inc. has been granted 100% of the North American rights (USA, Canada, and Mexico) to the exclusive commercial use of all products, brands, and trademarks of Tech2Heal, in perpetuity (the "Strategic Alliance"). AIML will issue 1.5 million of its common shares (subject to a

minimum 12-month voluntary restriction) from its treasury (at a deemed price of CAD\$0.80 per share) to Tech2Heal as full and final compensation regarding the Strategic Alliance. AIML retains 2 of 3 Board seats, as well as management and operational control of AI Rx Inc.

2. AIML acquires an undivided interest in Tech2Health's global operations by way of a €2million total investment into Tech2Heal, in return for 22.22% of Tech2Heal's common share equity. AIML advanced €750,000 in conjunction with the closing of the Transaction, with an additional €250,000 due on the 6-month anniversary, €500,000 due on the 12-month anniversary, and a final €500,000 due on the 18-month anniversary of the closing of the Transaction. The funds advanced to Tech2Heal by AIML will be used to further Tech2Health's technologies and global market penetration strategies as per a pre-agreed upon use of proceeds plan. AIML will hold a permanent seat on the Board of Directors of Tech2Heal.

3. AIML has agreed to pay an arm's length finder a fee equivalent to 5% of the acquisition value for the introduction to Tech2Heal. The fee will be payable in units of AIML at a deemed value of \$0.80 per unit. Each unit is comprised of one share and one warrant exercisable at \$1.00 for 2 years.

**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**

October 8, 2021.