

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

Item 1. Name and Address

AI/ML Innovations Inc. (the “Company”)
#203, 645 Fort Street
Victoria, BC
V8W 1G2

Item 2. Date of Material Change

March 24, 2022

Item 3. News Release

The news release describing the material change was disseminated on March 24, 2022 through Accesswire and filed on SEDAR.

Item 4. Summary of Material Change

The Company announced that it has completed a non-brokered private placement offering (the “Offering”) to identified strategic health technology investors of 4,000,000 units (“Units”) at \$0.15 per Unit for gross proceeds of \$600,000.

The Company intends to use the proceeds of this offering to further advance its platform deployment with key healthcare clients as well as general operating capital.

Item 5. Full Description of Material Change

5.1 *Full Description of Material Change*

The Company announced that it has completed a non-brokered private placement offering (the “Offering”) to identified strategic health technology investors of 4,000,000 units (“Units”) at \$0.15 per Unit for gross proceeds of \$600,000. Each Unit is comprised of one common share and one share purchase warrant, with each warrant having an exercise price of \$0.20 and an expiration date of 12 months from the date of issuance, subject to acceleration if the Company trades at \$0.30 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 general operating capital. The Company paid finder's fees of \$25,337.81 in respect to the Offering.

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:

Dave Cross, Chief Financial Officer
Telephone: 604-558-4300

Item 9. Date of Report

March 25, 2022.