



AI/ML INNOVATIONS INC.
NEWS RELEASE – for immediate release

AI/ML Innovations Inc. Announces Warrant Repricing and Early Warrant Exercise Incentive Program

December 16, 2022

AI/ML Innovations Inc. (“AI/ML” or the “Company”) (CSE - AIML; OTCQB - AIMLF; FWB - 42FB) is pleased to announce the implementation of a warrant exercise incentive program (the “Program”) intended to encourage the exercise of up to 5,648,000 unlisted common share purchase warrants of the Company (the “Eligible Warrants”) which were issued as part of the Company’s private placements. The Series “B” Warrants closed on September 28, 2021 and the Series D Warrants closed March 24, 2022. The Series B Warrants are currently exercisable for one common share of the Company (each a “Common Share”) at a price of \$0.65 per Common Share, and the Series D Warrants are currently exercisable for one Common Share of the Company at a price of \$0.20 per Common Share. The September 28, 2021 warrants expire on January 11, 2023 and the March 24, 2022 warrants expire March 24, 2023, at 5:00 p.m. (Vancouver time).

To the extent that holders of Eligible Warrants take advantage of the opportunity to exercise their Eligible Warrants early, this will fund working capital purposes. Eligible Warrants that remain unexercised following the completion of the Early Exercise Period (defined below) will continue to be exercisable for Common Shares on the original terms as they existed prior to the Program.

Summary Information about Warrant Incentive Program

Pursuant to the Program, the Company is offering an inducement to each holder of Eligible Warrants (“Warrant Holders”) that exercises Eligible Warrants during an early exercise period (the “Early Exercise Period”) consisting of the repricing of the existing Series “B” and Series “D” Warrants to \$0.075 per Common Share, and one additional common share purchase warrant (an “Incentive Warrant”). Each Incentive Warrant entitles the Warrant Holder to purchase one additional Common Share until 5:00 p.m. (Vancouver time) on January 9, 2024 at a price of \$0.10 per Common Share. The repricing will only apply to the term of the Program. Once the Program is complete, the original exercise prices of the Warrants will apply.

The Early Exercise Period will commence on December 19, 2022 at 9:00 a.m. (Vancouver time) and will expire on January 9, 2023 at 5:00 p.m. (Vancouver time) (the “Early Exercise Expiry Date”). The Incentive Warrants and any Common Shares issuable on the exercise thereof will be subject to a four-month hold period from the date of issuance of the Incentive Warrants pursuant to applicable Canadian securities laws.

Depending upon the number of Eligible Warrants exercised during the Early Exercise Period, the Company expects to:

- receive gross proceeds of up to \$423,600;
- issue up to 5,648,000 Common Shares pursuant to the exercise of Eligible Warrants in accordance with the terms of the Eligible Warrants; and
- issue up to 5,648,000 Incentive Warrants to Warrant Holders pursuant to the exercise of the Eligible Warrants on or before the Early Exercise Expiry Date.

The terms and conditions of the Program and the method of exercising Eligible Warrants pursuant to the Program are set forth in a letter which is being delivered to the last known contact of each Warrant Holder. Warrant Holders who wish to participate in the Program will agree to exercise their Eligible Warrants and deliver the other necessary documents in consideration of the issuance by the Company of the Incentive Warrants.

The Program is subject to approval from the Canadian Securities Exchange (the “Exchange”) and is subject to the receipt of final approval of the Exchange. There are no Eligible Warrants to be exercised by insiders of the Company.

Procedure for the Exercise of Warrants

Upon commencement of the Early Exercise Period, registered holders of Eligible Warrants may exercise their rights to acquire the Common Shares and Incentive Warrants.

All Eligible Warrants must be processed through the Company at the offices of the Company located at 203, 645 Fort Street, Victoria, British Columbia V8W 1G2.

To exercise Eligible Warrants during the Early Exercise Period, until January 9, 2023 at 5:00 p.m. (Vancouver time), a Warrant Holder must:

1. Surrender the original Warrant Certificate(s) representing the Eligible Warrants to the Company by hand or courier at the address noted above. The Warrant Certificate(s) representing the Eligible Warrants must be submitted together with:

(a) a duly completed and executed Subscription Form as attached to the Eligible Warrant Certificate, specifying the number of Eligible Warrants that the Warrant Holder intends to exercise; and

(b) a certified cheque, bank draft or money order in Canadian dollars, payable to or to the order of “AI/ML Innovations Inc.” in an amount equal to \$0.075 multiplied by the number of Eligible Warrants that the Warrant Holder intends to exercise.

All Eligible Warrant Certificates surrendered for full exercise will be cancelled by the Company and will be of no further force or effect.

All Eligible Warrant Certificates surrendered together with a duly completed and executed Subscription Form, and payment of the applicable exercise price for the number of Eligible Warrants exercised will be deemed to be surrendered only upon personal delivery thereof to, or, if sent by mail or other means of transmission, upon actual receipt thereof by the Company. Any use of the mail to transmit Eligible Warrant Certificates is at the risk of the Warrant Holder. If such documents are to be mailed, it is recommended that registered mail, properly insured, be used with acknowledgement of receipt requested.

Fractional Shares

The Company will not be obligated to issue any fractional Common Shares, fractional Incentive Warrants or any cash or other consideration in lieu thereof upon the exchange of one or more Eligible Warrants. If any fraction of a Common Share or Incentive Warrant would otherwise be issuable, the number of such securities so issued will be rounded down to the nearest whole number without compensation thereof.

For more information, please contact:

Blake Fallis (778) 405-0882 or info@aiml-innovations.com

For detailed information please see the Company's website at <https://aiml-innovations.com/> or the Company's filed documents at www.sedar.com.

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 strategic partnerships with Health Gauge (70% owned by AIML), Tech2Heal (up to 22% ownership rights, with 9.44% currently owned), 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. The Company'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".

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.

Certain statements in this news release are "forward-looking statements", which reflect management's expectations regarding the timing of the filing of the Required Documents. All statements other than statements of historical fact contained in this news release are forward looking statements. Such forward-looking statements involve risks and uncertainties, as they reflect management's current beliefs and are based on information currently available to management. Actual results may differ materially from those anticipated in the statements made. The forward-looking statements are expressly qualified in their entirety by this cautionary statement. The forward-looking statements are made as of the date of this news release and AI/ML assumes no obligation to update or revise them to reflect new events or circumstances except as expressly required by applicable securities law. Further information regarding the uncertainties and risks can be found in the disclosure documents filed by AI/ML with the securities regulatory authorities, available at www.sedar.com.