

**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**

June 8, 2023

**Item 3. News Release**

The news release describing the material change was disseminated on June 7, 2023, through Accesswire, and filed on SEDAR.

**Item 4. Summary of Material Change**

The Company announced a private placement of \$1,051,200 and that it will close the first tranche of this non-brokered private placement on June 8, 2023.

The Company has raised first tranche proceeds on the financing of \$301,200 through the sale of 4,016,000 units at a price of \$0.075 per unit.

The Company paid finders fees in relation to the first tranche to a qualified finder of \$3,750 and issued 67,500 broker warrants, which are on the same terms as the warrants forming part of the units.

Securities issued as a result of the closing of this tranche will be subject to a statutory hold period until October 9, 2023.

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

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

The Company announced a private placement of \$1,051,200 and that it will close the first tranche of this non-brokered private placement on June 8, 2023.

The Company has raised first tranche proceeds on the financing of \$301,200 through the sale of 4,016,000 units at a price of \$0.075 per unit. The Company expects to complete the second tranche of \$750,000 in the coming weeks. Each unit consists of one common share and one common share purchase warrant (a "Warrant"). Each Warrant will be exercisable into one common share of the Corporation (each a "Warrant Share"). Each Warrant will have a term of five (5) years and will entitle the holder to purchase one (1) Warrant Share at a price of \$0.10 for the first year from the date of closing, \$0.20 for the second year, \$0.30 for the third year, \$0.40 for the fourth year, and \$0.50 for the fifth year following the closing date.

The Company paid finders fees in relation to the first tranche to a qualified finder of \$3,750 and issued 67,500 broker warrants, which are on the same terms as the warrants forming part of the units.

Securities issued as a result of the closing of this tranche will be subject to a statutory hold period until October 9, 2023.

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.

**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, Interim Chief Financial Officer  
Telephone: 778 405-0882

**Item 9. Date of Report**

June 13, 2023