

**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

December 19, 2023

Item 3. News Release

The news release describing the material change was disseminated on December 18, 2023, through Accesswire, and filed on SEDAR+.

Item 4. Summary of Material Change

The Company announced that it has closed its previously announced arms-length non-brokered private placement financing of \$754,599.98. The Company issued 12,576,666 units at a price of \$0.09 per unit.

The Common Shares and Warrants comprising the Units will be subject to a four-month and one day hold period to April 20, 2024.

The Company paid finders fees to qualified finders of \$43,700 and issued 100,000 broker warrants having the same terms as the Warrants.

Item 5. Full Description of Material Change

5.1 *Full Description of Material Change*

The Company announced that it has closed its previously announced (December 8, 2023) arms-length non-brokered private placement financing of \$754,599.98. The Company issued 12,576,666 units at a price of \$0.09 per unit, with each unit consisting of one common share and one common share warrant (“Warrant”). Each Warrant will have a term of two (2) years and will entitle the holder to purchase one (1) Warrant Share at a price of \$0.15 per share following the closing date, subject to the Company’s right to accelerate expiry upon 30 days’ notice if the shares trade at \$0.20 for a 10 day period.

The Common Shares and Warrants comprising the Units will be subject to a four-month and one day hold period to April 20, 2024.

The Company intends to use net proceeds of the Private Placement for working capital requirements.

The Company paid finders fees to qualified finders of \$43,700 and issued 100,000 broker warrants having the same terms as the Warrants.

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

December 21, 2023