

**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 14, 2024

Item 3. News Release

The news release describing the material change was disseminated on June 14, 2024, through Accesswire, and filed on SEDAR+.

Item 4. Summary of Material Change

The Company announced that it has entered into a shares for debt transaction with Wonderful Ventures LLC of Las Vegas, Nevada (“WV”). The Company entered into a finder’s agreement dated June 7, 2024 with WV. Pursuant to the terms of the Finder’s Agreement, the Company will pay CAD \$67,500 to WV by a cash payment of \$30,000 and the issuance of C\$37,500 in Common Shares of the Company (the “Shares for Debt Transaction”).

Item 5. Full Description of Material Change

5.1 *Full Description of Material Change*

The Company announced that it has entered into a shares for debt transaction with Wonderful Ventures LLC of Las Vegas, Nevada (“WV”). The Company entered into a finder’s agreement dated June 7, 2024 with WV wherein WV would assist the Company in the search for a new CEO. Pursuant to the terms of the Finder’s Agreement, the Company will pay CAD \$67,500 to WV by a cash payment of \$30,000 and the issuance of C\$37,500 in Common Shares of the Company (the “Shares for Debt Transaction”). Pursuant to the Shares for Debt Transaction, the Company will issue an aggregate of 750,000 Common Shares, at a deemed price of \$0.05 per Common Share. The proposed Shares for Debt Transaction is subject to the approval of the Canadian Securities Exchange.

The Common Shares issued will be subject to a four-month hold period.

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 17, 2024