

**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

July 1, 2024

Item 3. News Release

The news release describing the material change was disseminated on July 2, 2024, through Accesswire, and filed on SEDAR+.

Item 4. Summary of Material Change

The Company announced that it has completed a first closing of its previously announced non-brokered private placement offering of up to \$850,000. The Company accepted subscriptions for 9,200,000 units at a price of \$0.05 per Unit for gross proceeds of \$460,000.

The Company paid finders fees on the first tranche to qualified finders of \$29,850 and issued 417,000 broker warrants, which are on the same terms as the warrants forming part of the Units.

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

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it has completed a first closing of its previously announced non-brokered private placement offering of up to \$850,000. The Company accepted subscriptions for 9,200,000 units at a price of \$0.05 per Unit for gross proceeds of \$460,000. Each Unit is comprised of one Common Share and one Warrant which will be exercisable into one (1) Common Share of the Company (each a “Warrant Share”). Each Warrant will have a term of three (3) years and will entitle the holder to purchase one (1) Warrant Share at a price of \$0.10 per share following the closing date, subject to the Company’s right to accelerate expiry upon 30 days’ notice if the shares trade at \$0.25 for a 10 day period. Securities issued on this closing are subject to a statutory hold period until November 2, 2024.

The Company paid finders fees on the first tranche to qualified finders of \$29,850 and issued 417,000 broker warrants, which are on the same terms as the warrants forming part of the Units.

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

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

July 5, 2024