

**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

August 15, 2024

Item 3. News Release

The news release describing the material change was disseminated on August 15 2024, through Accesswire, and filed on SEDAR+.

Item 4. Summary of Material Change

The Company announced that it has entered into a Debt Settlement and Security Agreement with ThreeD Capital Inc. (the “Creditor”) of Toronto, Ontario for payment of indebtedness owing to the Creditor in the aggregate total of \$47,460 with respect to services rendered by the Creditor (the “Shares for Debt Transaction”). Pursuant to the Shares for Debt Transaction, the Company will issue to the Creditor a total of 949,200 Common Shares, at a deemed price of \$0.05 per Common Share.

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

Item 5. Full Description of Material Change

5.1 *Full Description of Material Change*

The Company announced that it has entered into a Debt Settlement and Security Agreement with ThreeD Capital Inc. (the “Creditor”) of Toronto, Ontario for payment of indebtedness owing to the Creditor in the aggregate total of \$47,460 with respect to services rendered by the Creditor (the “Shares for Debt Transaction”). The Creditor has agreed to the conversion of such debt into common shares of the Company (the “Common Shares”). Pursuant to the Shares for Debt Transaction, the Company will issue to the Creditor a total of 949,200 Common Shares, at a deemed price of \$0.05 per Common Share.

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, Executive Chairman
Telephone: 778 405-0882

Item 9. Date of Report

August 26, 2024