

**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 23, 2024

**Item 3. News Release**

The news release describing the material change was disseminated on December 24, 2024 through Accesswire and filed under the Company’s profile on SEDAR+.

**Item 4. Summary of Material Change**

The Company announced that it has closed the arms-length share purchase previously announced on December 10, 2024 (“**Acquisition**”) and acquired all of the issued and outstanding shares of Quantum Sciences Ltd. (“**Quantum**”). The Company satisfied the Acquisition purchase price of \$750,000 by the issue of 10,000,000 common shares of the Company (“**Shares**”) at a deemed price of \$0.075 per Share.

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

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

The Company announced that that it has closed the arms-length share purchase previously announced on December 10, 2024 (“**Acquisition**”) and acquired all of the issued and outstanding shares of Quantum Sciences Ltd. (“**Quantum**”).

The Company satisfied the Acquisition purchase price of \$750,000 by the issue of 10,000,000 common shares of the Company (“**Shares**”) at a deemed price of \$0.075 per Share. The Shares issued are subject to a trading restriction of the longer of 4 months and a day, and that date which is 10 trading days after the filing of the Company’s quarterly financials due on April 1, 2025, as well as voluntary escrow conditions that allows for 4,000,000 Shares to be released from escrow on the termination of the above noted hold period, with 750,000 Shares released each month thereafter for a 8 month period.

The Company notes that neither it nor Quantum Science are involved in the development or exploitation of quantum technology or quantum computers.

**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:

Name: Paul Duffy, Chief Executive Officer  
Telephone: (778) 405-0882  
Email: info@aiml-innovations.com

**Item 9. Date of Report**

December 24, 2024