

**Form 51-102F3  
Material Change Report**

**Item 1 Name and Address of Company**

AI/ML INNOVATIONS INC. (the “Company”)  
#203, 645 Fort St., Victoria, British Columbia, V8W 1G2

**Item 2 Date of Material Change**

January 6, 2025

**Item 3 News Release**

A news release announcing the material change was disseminated on January 6, 2025 through the facilities of Accesswire and was subsequently filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**Item 4 Summary of Material Change**

On January 6, 2025 the Company announced that it had appointed Peter Kendall to serve as the Company’s President and Chief Commercialization Officer. Mr. Kendall brings extensive expertise in revenue generation, strategic planning, and team leadership.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Please refer to the Company’s news release dated January 6, 2025, which is attached as Schedule “A” to this Material Change Report.

**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**

Not Applicable.

**Item 8 Executive Officer**

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

**Item 9 Date of Report**

January 6, 2025

Schedule "A"  
News Release



CSE: AIML  
OTCQB: AIMLF  
FWB: 42FB

## NEWS RELEASE

# AI/ML INNOVATIONS INC.

## AI/ML Innovations Inc. Announces Appointment of Peter Kendall as President and Chief Commercialization Officer

- **Accomplished Commercialization Leader to Drive Global Growth.**
- **Proven Expertise in Scaling Health Tech Businesses** - Mr. Kendall Brings a Track Record of Success Leading High-Performing Teams Across Canada, the US, and Europe.
- **Strategic Leadership to Propel Expansion** - New Appointment Signals AIML's Commitment to Transforming Healthcare Through Global Market Success.

January 6, 2025

**AI/ML Innovations Inc.** ("AIML" or the "**Company**") (CSE - AIML; OTCQB - AIMLF; FWB - 42FB) is pleased to announce that it has appointed Peter Kendall to serve as the Company's President and Chief Commercialization Officer.

With a distinguished career spanning senior leadership roles at TELUS Health, Medisys, Lifemark, and 3M, Mr. Kendall brings extensive expertise in revenue generation, strategic planning, and team leadership.

An accomplished leader in healthcare and technology, Mr. Kendall has consistently driven organizational growth and innovation. His proven ability to scale businesses, cultivate strategic alliances, and optimize operations has made him a transformative force across Canada, the US, and Europe.

*"We are thrilled to welcome Peter Kendall to AIML as President and Chief Commercialization Officer," said Paul Duffy, CEO of AIML. "Peter's outstanding expertise in commercialization, combined with his exceptional track record in leading teams to success, positions AIML for robust growth and continued impact in the health tech industry. His strategic vision and global experience will be instrumental in driving AIML's growth and expanding footprint on a global scale."*

Effective January 6, 2025 (the "**Effective Date**"), the Company entered into an independent contractor agreement (the "**Agreement**") with a management company owned by Mr. Kendall (the "**Contractor**") to set out the terms and conditions of the Contractor's ongoing services to be provided to the Company (the

“**Services**”). The Services will generally consist of the Contractor providing the services of Mr. Kendall (the “**Executive**”) to serve as the Company’s President and Chief Commercialization Officer.

In addition to a monthly cash fee, the Contractor is awarded a signing bonus in the aggregate amount of \$120,000, payable to or as directed by the Executive as follows:

- i) \$60,000 payable in common shares in the capital of the Company (“**Shares**”) on the Effective Date; and
  - ii) \$60,000 payable in Shares on the second anniversary of the Effective Date
- (collectively, the “**Bonus Shares**”)

Any Shares issued to the Contractor shall be issued at a price per share equal to the greater of \$0.05 or the fair market value at the time of issuance. The Bonus Shares due to the Contractor as of the Effective Date will be issued at \$0.145. The Bonus Shares are subject to a hold period.

The Contractor has also been granted stock options to purchase up to 2,500,000 Shares with an exercise price of \$0.145 per Share and a term of five years (the “**Options**”). The Options shall vest in three installments with 1,000,000 Options vesting on the Effective Date, 750,000 Options vesting 6 months from the Effective Date, and 750,000 Options vesting 12 months from the Effective Date.

The issuance of the Bonus Shares and the Options are subject to the receipt of all necessary approvals, including approval from the Canadian Securities Exchange.

**For more information about AIML:**

For detailed information please see AIML's website or the Company's filed documents at [www.sedarplus.ca](http://www.sedarplus.ca).

For further information, contact: Blake Fallis at (778) 405-0882 or [info@aiml-innovations.com](mailto:info@aiml-innovations.com).

**About AI/ML Innovations Inc. <https://aiml-innovations.com/>**

AI/ML Innovations Inc. has realigned its business operations to capitalize on the burgeoning fields of artificial intelligence (“AI”) and machine learning (“ML”), with an initial investment focus on emerging digital health and wellbeing companies that leverage AI, ML, cloud computing and digital platforms to drive transformative healthcare management solutions and precision support delivery across the health continuum. Through its recent acquisitions of Quantum Sciences Ltd and NeuralCloud Solutions Inc. (both 100% owned by AIML), and strategic partnerships with Health Gauge (70% owned by AIML), Tech2Heal (22% ownership commitment by AIML), AI Rx Inc. (70% owned by AIML) and other planned accretive investments, the Company continues to capitalize on expanding growth areas, to the benefit of all the Company’s stakeholders. AIML’s shares are traded on the Canadian Securities Exchange under the symbol "AIML", the OTCQB Venture Market under “AIMLF”, and the Frankfurt Stock Exchange under “42FB”.

On behalf of the Board of Directors  
Tim Daniels, Executive Chairman

**Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.**