

## FORM 10

### **NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)<sup>1</sup>**

Name of Listed Issuer: AIML Innovations Inc. (the "Issuer").

Trading Symbol: AIML

Issued and Outstanding Securities of the Issuer Prior to Transaction: 62,922,397

Date of News Release Fully Disclosing the Transaction: September 29, 2023

#### **1. Transaction**

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

**The Company has entered into a Marketing Services Agreement dated September 22, 2023 (the "Agreement") with Octagon Media Corp. ("Octagon"), whereby Octagon will attend to meeting with management, dissemination of AIML press releases and/or AIML-generated and approved analysis, marketing and other materials, via Octagon's media site [the Wall Street Reporter, found at [www.wallstreetreporter.com](http://www.wallstreetreporter.com)] and other public media sites.**

**The Agreement is valid until March 25, 2024. The Services are to be provided by Octagon Media Corp., a company having a head office located at 7836 West Sahara Boulevard, Las Vegas, NV 89117. The individual providing the Services on behalf of Octagon is Jack Marks, and he is located at 7836 West Sahara Boulevard, Las Vegas, NV 89117. Mr. Marks can be reached by telephone at (212) 871-2057 or by email at**

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<sup>1</sup> If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

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**jm@wallstreetreporter.com. To the knowledge of the Company, Octagon and its affiliates currently own 1,800,000 common shares of the Company.**

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
  - (a) Total aggregate consideration in Canadian dollars: USD \$125,000 converted to CDN @ 0.7399 - \$168,937.50.
  - (b) Cash: CDN \$168,937.50.
  - (c) Other: 300,000 Stock Options, issued September 25, 2023 exercisable at \$0.20 until September 25, 2024.
  - (d) Work commitments: N/A.
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). **Arm's length negotiation.**
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: **Not Applicable.**
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:  
  
**Not Applicable.**
6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.): **Not Applicable.**
  - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): \_\_\_\_\_.
  - (b) Cash \_\_\_\_\_.

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(c) Other \_\_\_\_\_ .

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

**No.**

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. **Not Applicable.**

## **2. Development**

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: **See above.**

### **Certificate Of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

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5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated September 29, 2023

Tim Daniels  
Name of Director or Senior  
Officer

/S/ "Tim Daniels"  
Signature

Director  
Official Capacity

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