

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: **AI/ML Innovations Inc.** (the "Issuer").

Trading Symbol: **AIML**

Issued and Outstanding Securities of the Issuer Prior to Transaction: **29,081,672**

Date of News Release Fully Disclosing the Transaction: **July 6, 2021**

1. Transactions

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:

Volt Strategic Partners agreement

On July 5, 2021, the Company entered into an arms length general service agreement with Volt Strategic ("Volt") which remains in effect until January 5, 2022 for the following services

- Strategic Planning and Business Optimization
- Business and Market Communications
- Market Making and Liquidity Services
- Stakeholder and Opinion Leader Engagement
- General Management Consulting.

Venture Liquidity Providers agreement

On July 5, 2021, the Company entered into an arms length agreement with Venture Liquidity Providers Inc. ("VLP") to provide consulting and market making services to provide assistance in maintaining an orderly trading market for the shares of the Company within the requirements of the CSE – Investor Relations, Promotions and Market Making Activities. VLP is a

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

specialized consulting firm providing a variety of services focused on publicly listed stocks. VLP's exclusive market-making service is provided by W.D. Latimer Co. Limited. ("Latimer"), a registered investment dealer, in compliance with all applicable laws and the policies of the Canadian Securities Exchange (the "CSE"). The finances and the shares required for the market-making service are provided by W.D. Latimer. The fee paid by the Company to VLP is for services only. The agreement shall continue in force for a period of 3 months until otherwise terminated. Following the initial term of 3 months, the agreement will automatically renew for successive additional 1 month terms. The agreement may be terminated at any time immediately upon receiving written notice by either party after the initial term of four months.

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:

- **To Volt**

- \$5,000 cash per month
- 50,000 stock options exercisable on or before July 5, 2023 at \$0.80 per share vesting quarterly in equal amounts over 12 months.
- \$75,000 worth of RSU's at market value.
- \$25,000 cash liquidity deposit to be returned upon completion of the contract.

- **To VLP**

- \$5,000 cash per month
- 50,000 stock options exercisable on or before July 5, 2023 at \$0.80 per share vesting quarterly in equal amounts over 12 months.

(b) Cash: see above .

(c) Other: see above .

(d) Work commitments: see above .

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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: N/A .
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:
N/A, not an acquisition.
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.):
- (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): none
_____ .
- (b) Cash none _____ .
- (c) Other none _____ .
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.
Not a related party
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.
N/A .

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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: No new development

3. 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).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated July 21, 2021.

Timothy Daniels
Name of Director or Senior
Officer


Signature

Director
Official Capacity