# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 10225894

ITEM 1 - REPORT TYPE					
✓ New report					
☐ Amended report If ame	nded, provide filing date	of report that is	being ame	ended	(YYYY-MM-DD)
ITEM 2 - PARTY CERTIFYING TH	e Report				
Indicate the party certifying the report (sei Instrument 81-106 Investment Fund Conti				estment fund, refer to secti	on 1.1 of National
☐ Investment fund issuer	naous Disclosure and the comp	umon policy to tvi o	7 700.		
✓ Issuer (other than an investigation)	stment fund)				
Underwriter	ourione raina,				
ITEM 3 - ISSUER NAME AND OT					
Provide the following information about to		vestment fund, abou	ut the fund.		
Full legal name	AI/ML Innovations Inc.				
Previous full legal name					
If the issuer's name changed in th	e last 12 months, provide most	recent previous lega	ıl name.		
Website	www.aiml-innovations.	com	(if applicable	e)	
If the issuer has a legal entity identifier. pr	ovide below. Refer to Part B of t	he Instructions for t	he definition o	of "legal entity identifier".	
Legal entity identifier					
If two or more issuers distributed a single	security, provide the full legal no	ame(s) of the co-issu	uer(s) other th	an the issuer named above	?.
Full legal name(s) of co-issuer(s)	(if applicable)				
ITEM A. HANDEDWEITER INCOM	AATION				
ITEM 4 - UNDERWRITER INFORM					
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm I	NRD number.		٦
Full legal name					]
Firm NRD number		(if app	olicable)		
	D number, provide the head off	number, provide the head office contact information of the underwriter.			
Street address					
Municipality		Prov	ince/State		
Country		Postal code	e/Zip code		
Telephone number			Website		(if applicable)

Primary industry	Item 5 - Issuer Information
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely carreagonds to the issuer is primary business activity.  NAICS industry code  5	If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
The issuer is in the mining industry, corde   S	a) Primary industry
If the issuer is in the mining industry, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.    Exploration   Development   Production   Development   Development	
mining industry. Select the cotegory that best describes the issuer's stage of operations.    Exploration   Development   Production	NAICS industry code 5 4 1 7 1 0
Step	mining industry. Select the category that best describes the issuer's stage of operations.
Mortgages	
Cryptoassets  b) Number of employees:	
Number of employees:	
c) SEDAR profile number  Does the issuer have a SEDAR profile?  No Yes If yes, provide SEDAR profile number 0 0 0 0 7 4 8 4  If the issuer does not have SEDAR profile complete item 5(d) - (h).  d) Head office address  Street address  Municipality  Country  Telephone number  e) Date of formation and financial year-end  Date of formation	b) Number of employees
Does the issuer have a SEDAR profile?  No Yes If yes, provide SEDAR profile number 0 0 0 0 7 4 8 4  If the issuer does not have SEDAR profile complete item 5(d) - (h).  If the issuer does not have SEDAR profile complete item 5(d) - (h).  Province/State  Province/State  Postal code/Zip code  Telephone number  Pate of formation and financial year-end  Date of formation and financial year-end  Date of formation issuer status  Is the issuer a reporting issuer in any jurisdication of Canada? No Yes  If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.  All AB BC MB NB NB NL NT  NS NU ON PE QC SK YT  If the issuer has a CUSIP number, provide below (first 6 digits only)  CUSIP number  Exchange and not a trading facility such as, for example, an automated trading system.  Exchange name	Number of employees: ✓ 0 - 49 ☐ 50 - 99 ☐ 100 - 499 ☐ 500 or more
No   Yes   If yes, provide SEDAR profile number   0 0 0 0 7 4 8 4	c) SEDAR profile number
If the issuer does not have SEDAR profile complete item 5(d) - (h).  d) Head office address  Street address  Municipality  Country  Telephone number  e) Date of formation and financial year-end  Date of formation  Tyryy  MM  DD  Financial year-end  MM  DD  f) Reporting issuer status  Is the issuer a reporting issuer in any jurisdication of Canada?  No  Yes  If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.  All  AB  BC  MB  NB  NI  NI  NS  NU  ON  PE  QC  SK  YT   J Hubic listing status  If the issuer is publicly listed, provide below (first 6 digits only)  CUSIP number  If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.  Exchange name	Does the issuer have a SEDAR profile?
d) Head office address  Street address  Municipality Country Postal code/Zip code Telephone number  e) Date of formation and financial year-end  Date of formation Financial year-end  Is the issuer a reporting issuer in any jurisdication of Canada? No Yes  If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.  All AB BC MB NB NB NL NT  NS NU ON PE QC SK YT  g) Public listing status  If the issuer has a CUSIP number, provide below (first 6 digits only)  CUSIP number As for example, an automated trading system.  Exchange name	No  ✓ Yes If yes, provide SEDAR profile number  0 0 0 7 4 8 4
Street address Province/State Municipality Postal code/Zip code Telephone number  e) Date of formation and financial year-end  Date of formation Financial year-end Date of formation Financial year-end MM DD  f) Reporting issuer status  Is the issuer a reporting issuer in any jurisdication of Canada? No Yes  If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.  All AB BC MB NB NB NL NT  NS NU ON PE QC SK YT  g) Public listing status  If the issuer has a CUSIP number, provide below (first 6 digits only)  CUSIP number Description on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.  Exchange name	
Municipality  Country  Telephone number  Date of formation and financial year-end  Date of formation  YYYY MM DD  Financial year-end  MM DD  Financial year-end  MM DD  Telephone number  Financial year-end  MM DD  Financial year-end  MM DD  Telephone number  MM DD  Telephone number  Financial year-end  MM DD  Telephone number  NM DD  Telephone number  MM DD  Telephone number  No	d) Head office address
Country    Telephone number	Street address Province/State
e) Date of formation and financial year-end  Date of formation	Municipality Postal code/Zip code
Date of formation	Country Telephone number
f) Reporting issuer status  Is the issuer a reporting issuer in any jurisdication of Canada? No Yes  If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.  All AB BC MB NB NL NT NS NU ON PE QC SK YT  g) Public listing status  If the issuer has a CUSIP number GUSIP number CUSIP number Gustafus on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.  Exchange name	e) Date of formation and financial year-end
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes  If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.  All AB BC MB NB NL NT  NS NU ON PE QC SK YT   g) Public listing status  If the issuer has a CUSIP number, provide below (first 6 digits only)  CUSIP number Such ange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.  Exchange name	
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.  All AB BC MB NB NL NT  NS NU ON PE QC SK YT   g) Public listing status  If the issuer has a CUSIP number, provide below (first 6 digits only)  CUSIP number Distributed the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.  Exchange name	f) Reporting issuer status
All AB BC MB NB NL NT  NS NU ON PE QC SK YT   g) Public listing status  If the issuer has a CUSIP number, provide below (first 6 digits only)  CUSIP number If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.  Exchange name	Is the issuer a reporting issuer in any jurisdication of Canada? No Yes
NS NU ON PE QC SK YT  g) Public listing status  If the issuer has a CUSIP number, provide below (first 6 digits only)  CUSIP number  If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.  Exchange name	If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
g) Public listing status  If the issuer has a CUSIP number, provide below (first 6 digits only)  CUSIP number  If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.  Exchange name	AII AB BC MB NB NL NT
If the issuer has a CUSIP number, provide below (first 6 digits only)  CUSIP number  If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.  Exchange name	NS NU ON PE QC SK YT
CUSIP number  If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.  Exchange name	g) Public listing status
exchange and not a trading facility such as, for example, an automated trading system.  Exchange name	
h) Size of issuer's assets	Exchange name
	h) Size of issuer's assets

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

☐ \$0 to under \$5M	☐ \$5M to under \$25M	☐ \$25M to under \$100M
\$100M to under \$500M	☐ \$500M to under \$1B	\$1B or over

ITEM 6 - INVESTMENT	FUND ISSUER INFORMATION
If the issuer is an inves	tment fund, provide the following information.
a) Investment fund ma	anager information
Full legal name	
Firm NRD number	(if applicable)
If the investment fund mand	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.
Street address	
Municipality	Province/State
Country	Postal code/Zip code
Telephone number	Website (if applicable)
b) Type of investment	fund
Type of investment fund tha	nt most accurately identifies the issuer (select only one) .
Money market	☐ Equity ☐ Fixed income ☐ Balanced
Alternative strateg	gies Cryptoasset Other (describe)
Indicate whether one or bot	h of the following apply to the investment fund .
Invests primarily in	n other investment fund issuers
☐ Is a UCITs Fund¹	
<sup>1</sup> Undertaking for the Collec (EU) directives that allow c	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.
c) Date of formation a	and financial year-end of the investment fund
Date of forma	tion Financial year-end MM DD MM DD
d) Reporting issuer st	atus of the investment fund
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.
☐ AII ☐	AB BC MB NB NL NT
□ NS □	NU ON PE QC SK YT
e) Public listing status	s of the investment fund
If the investment fund has a	CUSIP number, provide below (first 6 digits only)
	CUSIP number
	blicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the not a trading facility such as, for example, an automated trading system.
Exchange on an exchange and h	
-	AV) of the investment fund
	investment fund as of the date of the most recent NAV calculation (Canadian \$).
\$0 to under \$5M	s5M to under \$25M s25M to under \$100M
\$100M to under \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation:  YYYY MM DD

## ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

	' '									
a)	Currency									
Sele	ct the currency or currencies i	n which the dis	stribution	was mad	e. All dollar amounts provided	in the repor	t must be	in Canad	dian dollars.	
<b>√</b>	Canadian dollar	JS dollar		Euro	Other (describe)					
b)	Distribution date(s)									
as b		the report is b	-	-	for securities distributed on on ities distributed on a continuou	-				ate
	Start dat	e 2023	06	08	End date	2023	06	08		

YYYY

DD

#### Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

DD

MM

## d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

					Canadian \$	
Security code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
UBS		Units (1 Common Share and 1 Common Share purchase warrant)	10,811,792.00	0.0750		810,884.40

#### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

exch	vertib angea urity c	able		derlyi urity c			se price idian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
						Lowest	Highest			
8	Z	Т	С	M	0)	0.1000	0.5000	2028-06-08	1:1	1 wrnt/ 1cms. Exercise price 1st year is \$.10 per share, 2nd year \$.20 per share, 3rd year \$.30 per share, 4th year \$.40 per year, 5th year \$.50 per share. Accel if market price = 400% of the exercise price for at least 20 consecutive trading days.

#### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique <sup>2</sup> purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	2	26,250.00
Alberta	NI 45-106 2.5 [Family, friends and business associates]	1	11,250.00

	Total number of unique purchasers <sup>2b</sup>	14	
	Total dollar amount of se	curities distributed	301,200.00
United Arab Emirates	NI 45-106 2.3 [Accredited investor]	1	15,000.00
Québec	NI 45-106 2.3 [Accredited investor]	1	15,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	2	41,250.00
Manitoba	NI 45-106 2.3 [Accredited investor]	1	15,000.00
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	3	19,950.00
British Columbia	NI 45-106 2.3 [Accredited investor]	3	157,500.00

<sup>&</sup>lt;sup>2a</sup> In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

# g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

<sup>&</sup>lt;sup>3</sup>"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

#### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

<sup>&</sup>lt;sup>2b</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 8 - COMPENSATION INFORMATION
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.
No ✓ Yes If yes, indicate number of persons compensated. 3

a) Name of person comp	ensated and regis	stration stat	us							
Indicate whether the person compensated is a registrant.    No   Yes										
If the person compensated is an individual, provide the name of the individual.										
Full legal name of indiv	ridual									
		Family name		•	First	given ı	name	•	Secondary	given names
If the person compensated is no	•									
Full legal name of non-individual PI Financial Corp./Corporation Financière PI										
Firm NRD number 5 2 9 0 (if applicable)										
Indicate whether the person co	mpensated facilitated	the distribu	tion thro	ugh a fund	ing porta	al or a	n interne	t-based <sub>l</sub>	oortal.	No Yes
b) Business contact infor	mation									
If a firm NRD number is not pro	ovided in Item 8 (a), p	provide the b	usiness c	ontact info	rmation	of the	person b	eing con	npensated.	
Street address										
Municipality						F	Province	e/State		
Country				Ī	Po	ostal	code/Zip	o code		
Email address						Telep	hone n	umber		
c) Relationship to issuer	or investment fun	d manager		_						
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.										
Connect with the issu					_			,	ner than an inves	,
Director or officer of t	he investment fund (	or investmer	it fund m	anager		Emplo	yee of th	e issuer	or investment fur	d manager
✓ None of the above										
d) Compensation details										
Provide details of all compensate Canadian dollars. Include cash of incidental to the distribution, su allocation arrangements with the	commissions, securiti ch as clerical, printin	es-based con g, legal or ac	npensatio counting	on, gifts, di services. A	scounts o An issuer	or othe is not	r compei required	nsation. I to ask fo	Do not report pay	ments for services
Cash commissions pa	aid 2,7	00.00				Г	Security	code 1	Security code 2	Security code 3
Value of all securities	es			Security co	adoo	ı	W N			Coodiny code o
distributed as compensation	n⁴		,	———	Jues					
Describe terms of warrants, options or other rights  36,000 finder's warrants. 1 finder's warrant is exercisable to purchase 1 common share. Price for the 1st year is \$.10 per share, 2nd year \$.20 per share, 3rd year \$.30 per share, 4th year \$.40 per share and 5th year \$.50 per share. Expiry June 8, 2028.										
Other compensatio	n <sup>5</sup>		escribe							
Total compensation paid 2,700.00										
Check box if the person will or may receive any deferred compensation (describe the terms below)										
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the secu dditional securities o	urity codes fo								

a) Name of person com	pensated and regis	stration status						
Indicate whether the person co	ompensated is a regist	trant.	✓ No	Y	′es			
If the person compensated is a	n individual, provide	the name of the indivi	dual.					
Full legal name of indi	vidual Wiebe		John					
		Family name	Firs	st given nam	ne	Secondary (	given names	
If the person compensated is not an individual, provide the following information.								
Full legal name	e of non-individual							
F	Firm NRD number				(if appl	icable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  V No Yes								
b) Business contact info	rmation							
If a firm NRD number is not pr	rovided in Item 8 (a), p	provide the business co	ontact informatio	n of the pe	rson being com	pensated.		
Street address	360 H Provenche	r Blvd.						
Municipality	Winnipeg			Pro	ovince/State	Manitoba		
Country	Canada		ſ	Postal cod	de/Zip code	R2H 0H1		
Email address	john@studiofloors	s.ca		Telepho	one number	2046971337		
c) Relationship to issue	r or investment fun	d manager						
Indicate the person's relations						ning of "connecte	ed" in Part B(2) of	
the Instructions and the mean			or the purposes o	•	-			
Connect with the iss	uer or investment fur	nd manager	Ш	Insider of	the issuer (oth	er than an invest	ment fund)	
Director or officer of	the investment fund	or investment fund ma	anager	Employee	e of the issuer of	or investment fun	d manager	
✓ None of the above								
d) Compensation details	5							
Provide details of all compensa								
Canadian dollars. Include cash incidental to the distribution, so								
allocation arrangements with t						·	,	
Cash commissions p	aid 1,0	50.00		Se	ecurity code 1	Security code 2	Security code 3	
Value of all securiti			Security codes					
distributed as compensati								
Describe terms of warrants, options or other rights								
Other compensation	on <sup>5</sup>	Describe						
Total compensation p	aid 1,0	50.00						
Check box if the p	erson will or may rec	eive any deferred con	npensation (desc	ribe the ter	rms below)			
<sup>4</sup> Provide the aggregate value	of all securities distri	ibuted as compensation	on, excludina ont	ions. warra	ants or other ric	nhts exercisable t	o acquire	
additional securities of the iss rights exercisable to acquire a	suer. Indicate the sec	urity codes for all secเ						
<sup>5</sup> Do not include deferred com								

a) Name of person compensated and registration status								
Indicate whether the person compensated is a registrant.    No   Yes								
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual								
Family name First given name Secondary given names								
If the person compensated is not an individual, pro	If the person compensated is not an individual, provide the following information.							
Full legal name of non-individual RESEARCH CAPITAL CORPORATION / CORPORATION RECHERCHE CAPITAL								
Firm NRD number 3 0 7 0 (if applicable)								
Indicate whether the person compensated facilitate	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  V No Yes							
b) Business contact information								
If a firm NRD number is not provided in Item 8 (a),	provide the business co	ontact information	of the person being o	compensated.				
Street address								
Municipality			Province/Stat	е				
Country		j P	ostal code/Zip cod	е				
Email address			Telephone number	er				
c) Relationship to issuer or investment fur	nd manager							
Indicate the person's relationship with the issuer or the Instructions and the meaning of "control" in sec	ction 1.4 of NI 45-106 †	for the purposes of	completing this section	on.				
Connect with the issuer or investment fu	nd manager		Insider of the issuer (	other than an investment fund)				
Director or officer of the investment fund	or investment fund ma	anager	Employee of the issu	er or investment fund manager				
✓ None of the above								
d) Compensation details								
Provide details of all compensation paid, or to be po Canadian dollars. Include cash commissions, securion incidental to the distribution, such as clerical, printi- allocation arrangements with the directors, officers	ties-based compensationg, legal or accounting	on, gifts, discounts services. An issuer	or other compensatio r is not required to ask	n. Do not report payments for services				
-	362.50		Security code 1	Security code 2 Security code 3				
Value of all securities distributed as compensation <sup>4</sup>		Security codes	W N T					
Describe terms of warrants, options or other rights  31,500 finder's warrants. 1 finder's warrant is exercisable to purchase 1 common share. Price for the 1st year is \$.10 per share, 2nd year \$.20 per share, 3rd year \$.30 per share, 4th year \$.40 per share and 5th year \$.50 per share. Expiry June 8, 2028.								
Other compensation <sup>5</sup>	Describe							
Total compensation paid 2,3	362.50							
Check box if the person will or may receive any deferred compensation (describe the terms below)								
<sup>4</sup> Provide the aggregate value of all securities distinguished additional securities of the issuer. Indicate the securights exercisable to acquire additional securities <sup>5</sup> Do not include deferred compensation.	curity codes for all sec							

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER						
If the issuer is an investment fund	d, do not complete l	Item 9. Procced to	Item 10.							
Indicate whether the issuer is any o	f the following (select	t the one that appli	es - if more than one	applies, select onl	y one).					
✓ Reporting issuer in any juris	sdiction of Canada									
Foreign public issuer										
Wholly owned subsidiary of	a reporting issuer in	any jurisdiction of	Canada <sup>6</sup>							
Provide name of reporting issuer										
Wholly owned subsidiary of	a foreign public issu	uer <sup>6</sup>						_		
Provide name of	foreign public issue	r						7		
Issuer distributing only eligil	ble foreign securities	and the distribution	n is to permitted clie	ents only <sup>7</sup>				_		
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.						
securities that are required by law to respectively. <sup>7</sup> Check this box if it applies to the cu	<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. <sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.									
If the issuer is none of the	above, check this b	oox and complete	Item 9(a) - (c).							
a) Directors executive officer	s and promoters of	of the issuer								
a) Directors, executive officers and promoters of the issuer  Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or										
territory; otherwise state the country.							province			
Organization or company name	Organization or company name  Family name  First given name  Secondary given names  Secondary given names  Business location of non-individual or residentail jurisdiction of individual  Relationship to issuer (select all that apply)									
				Province or	country	D	0	Р		
b) Promoter information										
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.										
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual			to promo			
				Province or country	D		C	)		
c) Residential address of eac	h individual									
Complete Schedule 2 of this form completed report. Schedule 2 also					(a) and (b)	and at	tach to t	he		

# ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	AI/ML Innovations Inc.					
Full legal name	Fallis					
	Family name	First given name		Seconda	ary given na	ames
Title	Office Manager					
Telephone number	7784050882	Email address	Morga	ınf.aiml@gm	nail.com	
Signature	Morgan Fallis	Date	202	3 07	12	
		·	YYY	Y MM	DD	

ITEM 11- CONTACT F	PERSON						
Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.							
Same as individua	I certifying the report						
Full legal name				Title			
_	Family name	First given name	Secondary given names				
Name of company							
Telephone number		Er	mail address				

### Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.