PREDICTIV AI ANNOUNCES PROPOSED SHARES FOR DEBT TRANSACTION

TORONTO, Feb. 17, 2022 /CNW/ - **Predictiv AI Inc.** (TSXV: PAI) (OTC: INOTF) (FSE: 71TA) ("**Predictiv AI**" or the "**Company**"), www.predictiv.ai, a software and solutions provider in the artificial intelligence markets, announces it has entered into debt settlement agreements (the "**Debt Settlement Agreements**") with certain directors, officers, former employees and consultants of the Company (the "**Parties**"). Predictiv AI has agreed to convert an aggregate of $114,000 in payables (the "**Payables**") owed to the Parties related to services rendered to the Company up to the period ending January 31, 2022 into Predictiv AI common shares of (the "**Settlement Shares**"). The Company is proposing to issue the Settlement Shares in order to preserve working capital to fund operations.

Predictiv AI has agreed under the terms of the Debt Settlement Agreements, to issue an aggregate of 2,280,000 Settlement Shares at a deemed issuance price of $0.05 per Settlement Share in full and final satisfaction of the Payables owing to the Parties. By issuing the Settlement Shares, the Payables will be fully settled.

The Settlement Shares will be issued in reliance on certain prospectus exemptions available under Canadian securities legislation and will be subject to a four month and one day hold period from the date of issuance.

700,000 Settlement Shares are being issued to insiders of the Company (the "**Insiders**"). Pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), the settlement of the Payables will constitute a "related party transaction" as the Insiders are considered to be related parties to Predictiv AI. The Company will rely on exemptions from the formal valuation and minority approval requirements of MI 61-101 (pursuant to subsections 5.5(a) and 5.7(a)) as the fair market value of the securities to be distributed to, and the consideration received from the Insiders will not exceed 25% of the Predictiv AI's market capitalization. The settlement of the Payables has been approved by all of the directors of the Company.

Conversion of the Payables and issuance of the Settlement Shares is subject to the acceptance of the TSX Venture Exchange ("**TSXV**"). There is no guarantee that such conditions precedent will be satisfied or that any of the transactions will be completed as described herein or at all.

Predicitiv AI also announces that Jerry Grafstein has resigned as a director of the Company.

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About Predictiv AI Inc.
Predictiv AI Inc. www.predictiv.ai is a technology company which helps businesses and organizations make smarter decisions using advanced artificial intelligence, deep machine learning and data science techniques. Its Weather Telematics Inc. subsidiary uses patented air quality monitoring sensors to provide predictive weather risk information to the insurance, logistics, fleet management and public safety sectors. The Company's R&D division, AI Labs Inc., develops new products that solve real-world business problems.

Cautionary and Forward-Looking Statements
Statements contained in this news release, which are not historical facts, are forward-looking statements that involve risk, uncertainties and other factors that could cause actual results to differ

materially from those expressed or implied by such forward-looking statements. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. All forward-looking statements included in this news release are based on information available to the Company on the date hereof. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results of the Company to differ materially from the conclusion, forecast or projection stated in such forward-looking statements. These risks, uncertainties and other factors include, but are not limited to, ThermalPass achieving the commercial results anticipated by the Company, market demand for ThermalPass and other factors referenced in the Company's other continuous disclosure filings, which are available at sedar.com. Readers should not place undue reliance on these forward-looking statements. The Company assumes no obligation to update any forward-looking statements, except as required by applicable securities laws.

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