

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Anonymous Intelligence Company Inc. (the “Company”)
Suite 610 – 700 West Pender Street
Vancouver, BC V6C 1G8

Item 2 Date of Material Change

May 24, 2023

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of Globe Newswire on May 24, 2023.

Item 4 Summary of Material Change

The Company announces it has signed a non-binding letter of intent dated May 23, 2023 to acquire Haller.AI Technologies Inc. The Company also announces that it has retained Lakefront Enterprises Inc. to provide market awareness and consulting services including content creation, web development and media distribution for a fee of \$60,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See the attached news release for a full description of the material change.

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

Nilda Rivera, CFO
Telephone: (604) 669-9788

Item 9 Date of Report

May 24, 2023

Schedule A



Anonymous Intelligence Company Signs LOI to Acquire Enterprise Level Artificial Intelligence Company

News Release - Vancouver, British Columbia, May 24, 2023 - Anonymous Intelligence Company Inc. (CSE: ANON) (OTC: ANICF) (FRANKFURT: 1JIO) (“**ANON**” or the “**Company**”), a leading decentralized network, computational intelligence and data storage technology company, focused on leveraging its proprietary Web 3.0 technology products to enable the decentralized movement among consumers and business alike, is pleased to announce that it has signed a non-binding letter of intent dated May 23, 2023 (the “**LOI**”), to acquire Haller.AI Technologies Inc. (“**Haller**” or the “**Vendor**”) (the “**Acquisition**”). Haller aggregates the world’s leading GPT-powered apps for enterprise into a unified, best-in-class UI layer. Think ‘Google flights’ for enterprise artificial intelligence (“AI”), ‘too many flight sites, no single aggregator’. Haller is looking to turbocharge companies with an all-in-one enterprise AI dashboard.

AI technology is changing nearly every aspect of daily lives for internet users. The Acquisition will join internally developed company assets with best-in-class AI assets, which aim to develop and commercialize AI applications for users with little to no familiarity with ‘prompting’.

Haller is being developed by CEO Tyler Koverko and his experienced team of engineers and designers. Tyler has a strong track record at the forefront of emerging technologies where he has held senior roles at various Web3 and eCommerce companies such as Tokens.com, and Polymath Network, each of which has created significant value for shareholders.

Management Commentary

“ANON is beyond pleased to enter into this agreement to acquire Haller. The top notch team at Haller and their plans to provide an enterprise level AI product to boost productivity and remove IP issues that many current AI platforms suffer from was a winner from the beginning of our search for a complimentary asset to add to the ANON portfolio of products to be launched in the near future,” said Lucas Russell, CEO of ANON. “We look forward to launching the Haller project and working with the team to boost shareholder value and revenues as quickly as possible.”

“We are delighted to join forces with the ANON team. The immediate synergies created from our partnership will allow us to capitalize on the massive shift in AI investment to enterprise solutions. ANON’s base shelf of technology combines naturally with our platform at Haller. We look forward to launching Haller 1.0 this summer and continuing to work with ANON to develop Haller’s best-in-class Enterprise AI dashboard and incubate further AI products for the market”, commented Tyler Koverko, CEO of Haller.

Acquisition Terms

Pursuant to the terms of the LOI, ANON will acquire all of the issued and outstanding shares of Haller for aggregate consideration of approximately \$3,155,000 consisting of 20,000,000 common shares in the capital of the Company (the “**Consideration Shares**”) at a deemed issue price of \$0.10 per Consideration Share and 10,000,000 bonus performance warrants (the “**Consideration Warrants**”) exercisable at a price of \$0.25 per share for a period of five (5) years (the “**Purchase Price**”). The Purchase Price shall be paid to the Vendor subject to the following resale restrictions and releases based on certain milestones (the “**Milestones**”) achieved:

1. 25% of the Consideration Shares shall be released after 4 months +1 day from the date of closing of the Acquisition (the “**Closing Date**”);
2. 25% of the Consideration Shares shall be released after 8 months from the Closing Date;
3. 25% of the Consideration Shares shall be released upon initial commercial product launch;
4. 25% of the Consideration Shares shall be released upon ANON achieving revenues of \$50,000 in a month; and
5. 10,000,000 Consideration Warrants shall be issued upon ANON achieving revenues of \$150,000 in one quarter.

In connection with the Acquisition and as consideration for the benefit in identifying and introducing to the Company the opportunity to complete the Acquisition, the Company will pay a finder’s fee to an arm’s length party consisting of 2,000,000 common shares of the Company (the “**Finder’s Shares**”) on the Closing Date. The Consideration Shares, Consideration Warrants and the Finder’s Shares issuable in connection with the Acquisition will be subject to a four month hold period in accordance with applicable securities laws.

The Acquisition is an arm’s length transaction and will not constitute a fundamental change or result in a change of control of the Company, within the meaning of the policies of the CSE.

The Acquisition is subject to conditions precedent as is customary for transactions of a similar nature, including but not limited to completion of due diligence, negotiation of a definitive agreement, satisfaction of the conditions negotiated therein and receipt of all necessary regulatory approvals, including, as applicable, all required filings with the Canadian Securities Exchange (the “**CSE**”). There can be no assurance that a definitive agreement will be entered into or that the Acquisition will be consummated on the terms or timeframe currently contemplated, or at all.

The Company also wishes to announce that it has retained Lakefront Enterprises Inc. (“**Lakefront**”) to provide market awareness and consulting services including content creation, web development and media distribution for a fee of \$60,000. Lakefront will not receive shares, options or other securities as compensation. Lakefront is a consulting firm based in Vancouver, British Columbia. The Company is at arm’s length with Lakefront, and neither Lakefront nor its principal has any interest, directly or indirectly, in the securities of the Company or has any right or intent to acquire such an interest.

For more information about Anonymous Intelligence Company Inc. and its anonymous data mining technology, please visit www.cloud9web3.com or contact their media relations department at media@cloud9web3.com.

On Behalf of the Board,
ANONYMOUS INTELLIGENCE COMPANY INC.

Lucas Russell
President & CEO
(604) 669-9788

About Anonymous Intelligence Company Inc.

Anonymous Intelligence Company Inc. is a technology company focused on leveraging its proprietary Web 3.0 technology products to enable the decentralized movement among consumers and business alike. Web 3.0 enables a sustainable world where decentralized users and machines are able to interact with data, value and other counterparties via a substrate of peer-to-peer networks without the need for third parties creating many benefits such as giving each user full control and ownership of all personal and corporate data.

For further information, please contact:

Paul Searle
Corporate Communications
Citygate Capital Corp
Phone: (778) 240-7724
psearle@citygatecap.com

Forward-Looking Statements

This press release contains "forward-looking statements" or "forward-looking information" (collectively referred to hereafter as "forward-looking statements") within the meaning of applicable Canadian securities legislation. All statements that address activities, events or developments that ANON expects or anticipates will, or may, occur in the future, including statements regarding the plans, intentions, beliefs and current expectations of the Company with respect to future business activities and operating performance. In some cases, forward-looking statements are preceded by, followed by or include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "proposes", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words. Forward-looking information is based on certain key expectations and assumptions made by the management of ANON, including, but not limited to, (i) expectations regarding whether the Acquisition will be consummated, including whether conditions to the consummation of the Acquisition will be satisfied including, but not limited to, the necessary regulatory approvals; (ii) the timing associated with entering into a share purchase agreement and the terms and conditions therein; (iii) the timing for completing the Acquisition, if at all; (iv) the business plans and expectations of the Company; (v) execution of business strategy; (vi) future performance and future growth; (viii) the ability to secure further financing; and (ix) expectations for other economic, business and competitive factors.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflect the Company's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although the management of ANON believes that the assumptions made and the expectations represented by such statements are reasonable, there can be no assurance that a forward-looking statement herein will prove to be accurate. Actual results and developments may differ materially from those contemplated by these statements.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of ANON to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others: risks related to the Company's business, financial position, financial performance, and cash flows; the impact on the business of broader economic factors; ANON's limited operating history and needs for additional capital; uncertainty relating to liquidity and capital requirements; risks inherent in ANON's acquisition strategy; ANON may not be able to obtain financing necessary to implement its business plan; reliance on key management; and compliance with financial reporting and other requirements as a public company. Additional risks and uncertainties applicable to the Company, as well as trends identified by the Company affecting it can be found in the Company's continuous disclosure records available on SEDAR. Although ANON has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, or intended. Such cautionary statements qualify all forward-looking statements made in this press release. ANON undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.