

**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

July 11, 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 July 11, 2023.

Item 4 Summary of Material Change

The Company announces that it has signed the Definitive Agreement for the acquisition of all of the issued and outstanding equity securities of Haller.ai Technologies Inc. pursuant to a Share Purchase Agreement (the “Agreement”) dated July 10, 2023. The Company also announces that Allan Larmour has resigned as a director of the Company and Tyler Koverko, the current CEO of Haller.ai, will join ANON’s board of directors, effective immediately. Please see the news release in Schedule “A” for details.

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

July 11, 2023



THE ANONYMOUS INTELLIGENCE COMPANY

ANONYMOUS INTELLIGENCE COMPANY SIGNS DEFINITIVE AGREEMENT FOR ACQUISITION OF HALLER.AI

News Release - Vancouver, British Columbia, July 11, 2023 - Anonymous Intelligence Company Inc. (CSE: ANON) (OTC: ANICF) (FRANKFURT: 1J10) ("**ANON**" or the "**Company**"), a leading computational intelligence, decentralized network and data technology company, focused on leveraging its proprietary suite of AI and privacy enabled products to empower increased confidence in technology for consumers and business alike, is pleased to announce that further to its news releases dated May 24, 2023, it has signed the Definitive Agreement for the acquisition (the "**Acquisition**") of all of the issued and outstanding equity securities of Haller.ai Technologies Inc. ("**Haller.ai**") pursuant to a Share Purchase Agreement (the "**Agreement**") dated July 10, 2023. The Company anticipates closing the Acquisition following the receipt of all approvals required pursuant to relevant securities laws.

Haller.ai is looking to streamline business operations, promote productivity, and guarantee compliance across departments and sectors. From secure content creation to regulatory-compliant legal services, its premium AI-powered dashboard will be a dependable tool for businesses seeking growth and compliance in a digitized world.

Lucas Russell, the CEO of ANON commented: "We are very excited to enter into this agreement with Haller.ai. After working closely with Haller.ai over the past months and being shown several demos of the Haller.ai platform we are excited to bring the company into the Anonymous Intelligence Company umbrella. Haller.ai is looking to provide the solutions to the markets desire for a simple and elegant Enterprise AI solution that can be used by everyone in the company hierarchy regardless of tech background or position".

The Agreement

Pursuant to the terms of the Agreement, the Company will issue 20,000,000 common shares of the Company (the "**Consideration Shares**") at a deemed price of \$0.10 per share and 10,000,000 bonus warrants (the "**Consideration Warrants**"). The Consideration Warrants will be exercisable at a price of \$0.25 per Consideration Warrant for a period of five years. The Consideration Shares and Consideration Warrants will be distributed pro rata among the shareholders of Haller.ai (the "**Vendors**"). Following completion of the Acquisition, the Vendors will collectively hold approximately 19% of the issued and outstanding shares of the Company on a non-diluted basis.

The Considerations Shares and Consideration Warrants will be subject to voluntary resale restrictions pursuant to which, (a) 25% of the Consideration Shares will be released after four months and one day following closing, 25% after 8 months following closing, and 50% upon the achievement of certain performance milestones, and (b) the Consideration Warrants will be exercisable or transferable upon the achievement of certain performance milestones.

The Consideration Shares will also be subject to a statutory hold period expiring on the date which is four months and one day following the date of closing.

Following closing of the Acquisition, Allan Larmour has resigned as a director of the Company and Tyler Koverko, the current Chief Executive Officer of Haller.ai, will join ANON's board of directors. Mr. Koverko has an impressive background in emerging technologies and has held senior roles at various Web3 and eCommerce companies such as Matador Gold Technologies Inc., and Polymath Research Inc., each of which has created significant value for shareholders.

Lucas Russell, CEO, said, "On behalf of the Board, I would like to thank Allan for his contributions to the Company and wish him well in his current and future endeavors." Lucas continued, "We are very pleased to welcome Tyler to the Board and we look forward to his contributions to the growth and success of ANON."

Closing of the Acquisition remains subject to a number of standard conditions. The Acquisition is expected to close on or about July 12, 2023.

As part of the Acquisition, 2,000,000 common shares of the Company will be issued to an arm's length party as a finder's fee.

The Company is at arm's length from Haller.ai and its shareholders. The Acquisition will not constitute a fundamental change nor result in a change of control within the meaning of applicable securities laws and the policies of the CSE.

TURMINAL.AI BETA LAUNCH

The company is pleased to announce that yesterday at approximately 1pm PDT, the first 50 users were invited to begin testing the Turminal.ai beta.

"We are so excited to begin the controlled rollout of the Turminal.ai beta for our waitlist. We expect the launch to be like turning on a tap; starting with a trickle, and then getting going quickly. We plan to update the public to the number of beta users, and to update the waitlist with their place in line, later this week on the Turminal.ai website and via email" stated Lucas Russell, CEO.

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:

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Forward-Looking Statements

This press release contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities law. Forward-looking statements are based on ANON's current expectations, estimates, projections and assumptions that were made in light of the information available at the time the statements were made. Forward-looking statements in this news release include statements regarding the proposed Acquisition, consideration of the Acquisition, the expected timing of completion of the Acquisition, the expected benefits of the Acquisition for the Company and its shareholders, the receipt of all regulatory approvals and the future strategy of the Company. This information and statements address future activities, events, plans, developments and projections such as: the functionality and operability of the technology; the potential for income generating monetization opportunities; the ability for customers to gain competitive advantages with data; and expectations to increase value with respect to the technology. All statements, other than statements of historical fact, constitute forward-looking statements or forward-looking information. Such forward-looking information and statements are frequently identified by words such as "may", "will", "should", "anticipate", "plan", "expect", "believe", "estimate", "intend" and similar terminology, and reflect assumptions, estimates, opinions and analysis made by management in light of its experience, current conditions, expectations of future developments and other factors which it believes to be reasonable and relevant. Forward-looking

information and statements involve known and unknown risks and uncertainties that may cause actual results, performance and achievements to differ materially from those expressed or implied by the forward-looking information and statements and, accordingly, undue reliance should not be placed thereon. Risks and uncertainties that may cause actual results to vary include, but are not limited to: flaws or issues related to the underlying technology; customer preferences and competition; inability to scale or effectively market the technology, as well as other risks and uncertainties which are more fully described in the Company's annual and quarterly Management's Discussion and Analysis and other continuous disclosure documents which are available on SEDAR at www.sedar.com. The forward-looking statements contained in this news release are made as of the date hereof, and except as may be required by applicable securities laws, the Company assumes no obligation or intent to update publicly or revise any forward-looking statements made herein or otherwise, whether as a result of new information, future events or otherwise.