

**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

February 22, 2024

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 Stockwatch on February 22, 2024.

Item 4 Summary of Material Change

The Company announced a non-brokered private placement consisting of up to 16,000,000 units of the Company on a post Consolidation basis at a price of \$0.05 per Unit for gross proceeds of up to \$800,000.

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

February 22, 2023



THE ANONYMOUS INTELLIGENCE COMPANY

Anonymous Intelligence Company Announces Post-Consolidation Private Placement

Vancouver, British Columbia, February 22, 2024 - Anonymous Intelligence Company Inc. (CSE: ANON) (OTC: ANICF) (FRANKFURT: 1J10) (“**ANON**” or the “**Company**”), is pleased to announce that further to its news release dated February 20, 2024, it intends to complete a non-brokered private placement consisting of up to 16,000,000 units (the “**Units**”) of the Company on a post Consolidation basis at a price of \$0.05 per Unit for gross proceeds of up to \$800,000 (the “**Offering**”).

As announced on February 20, 2024, the Company will be consolidating of all of its issued and outstanding common shares on the basis of 10 pre-consolidated Common Shares for one post-consolidated Common Share (the “**Share Consolidation**”). The proposed Share Consolidation remains subject to the approval of the Canadian Securities Exchange (the “**CSE**”).

In the Offering, each Unit will consist of one common share in the capital of the Company (each, a “**Share**”) and one Share purchase warrant (each warrant, a “**Warrant**”). Each Warrant will entitle the holder to purchase one Share at a price of \$0.10 per Share for a period of two years from the closing date of the Offering. In the event that the Shares trade at a price of \$0.25 and above for ten (10) consecutive trading days, the Company may, at its option, accelerate the Warrant expiry date by providing notice (the “**Acceleration Notice**”) to the Warrant holders by way of a news release that the Warrants will expire on the 30th day from the date of the Acceleration Notice.

The Company intends to use the net proceeds from the Offering for working capital and general corporate purposes.

The closing date of the Offering is subject to the completion of the Share Consolidation and certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals.

There is an offering document related to the Offering dated February 22, 2023 that can be accessed under ANON’s profile at www.sedar.com and on the Company’s website at www.anonintel.com. Prospective investors should read this offering document before making an investment decision.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - *Prospectus Exemptions* (“**NI 45-106**”), the securities are being offered for

sale to purchasers resident in Canada and to certain foreign jurisdictions pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the “**Listed Issuer Financing Exemption**”). The securities offered under the Listed Issuer Financing Exemption will not be subject to a statutory hold period in accordance with applicable Canadian securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “1933 Act”), or any state securities laws and may not be offered or sold in the “United States” or to “U.S. persons” (as such terms are defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

On Behalf of the Board,

ANONYMOUS INTELLIGENCE COMPANY INC.

Nilda Rivera
CFO
(604) 669-9788

About Anonymous Intelligence Company Inc.

Anonymous Intelligence Company Inc. (CSE: ANON) (OTC: ANICF) (FRANKFURT: 1JIO) is a leading computational intelligence, decentralized network, and data technology company. Leveraging its proprietary suite of AI and privacy-enabled products, ANON aims to empower individuals and businesses to have increased confidence in technology. Through its innovative solutions, ANON is committed to delivering cutting-edge technology while prioritizing user privacy and data security. For more information about Anonymous Intelligence Company and its suite of products, please visit www.anonintelco.com.

Neither the Canadian Securities Exchange nor its regulation services provider accepts responsibility for the adequacy of accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

Forward-Looking Statements

Cautionary Note Regarding Forward-Looking Statements: This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include without limitation, statements regarding discussions of future plans, estimates and forecasts and statements as to management's expectations and intentions with respect to, among other things: the Share Consolidation and the Private Placement.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things, the Company not receiving the necessary regulatory approvals in respect of any of the transactions contemplated herein.

In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation, that the Company will receive the necessary regulatory approvals in respect of each of the transactions contemplated herein.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, except as required by applicable securities laws.