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THE ANONYMOUS INTELLIGENCE COMPANY

Anonymous Intelligence Company Inc.

(the “Company” or “ANON”)

February 22, 2024

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

SUMMARY OF OFFERING

What are we offering?

Offering:	A minimum of 10,000,000 units and a maximum of 16,000,000 units (“Units”) of the Company on a post-consolidation basis at a price of \$0.05 per Unit. Each Unit consists of one common share (each, a “Common Share”) and one Common Share purchase warrant (each, a “Warrant”). Each Warrant is exercisable into one Common Share at a price of \$0.10 per Share for a period of 24 months. If during the exercise period of the Warrants, the closing price of the Common Shares is at a price equal to or greater than \$0.25 for 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 30 th day from the date of the Acceleration Notice.
Offering Price:	\$0.05 per Unit (post-consolidation).
Offering Amount:	A minimum of \$500,000 and a maximum of \$800,000.
Closing Date:	On or about April 7, 2024.

Exchange:	The Common Shares are listed on the Canadian Securities Exchange (the “Exchange”) under the symbol “CNI” and quoted for trading on the OTCQB (U.S.) under the symbol “CLGUF” and the Frankfurt Stock Exchange under the symbol “1J10”.
Last Closing Price:	On February 21, 2024, the pre-consolidation closing price of the Shares on the Exchange was \$0.005.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

ANON is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 - Prospectus Exemptions. In connection with this Offering, the Company represents that the following is true:

- **The Company has active operations and its principal asset is not cash, cash equivalents or its Exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the Listed Issuer Financing Exemption in the 12 months immediately before the date of this Offering Document, will not exceed \$5,000,000.**
- **The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

The Offering Document contains certain information that may constitute forward-looking information and forward-looking statements as such terms are defined under applicable securities laws (collectively, the “Forward-Looking Statements”) which are based on management’s current internal expectations, estimates, projections, assumptions and beliefs. Forward-Looking Statements can be identified by the use of forward-looking terminology such as “expect”, “likely”, “may”, “will”, “should”, “intend”, “anticipate”, “potential”, “proposed”, “estimate”, and other similar words, including negative and grammatical variations thereof. The Forward-Looking Statements may include estimates, plans, expectations, opinions, forecasts, projections, targets, guidance and other statements that are not statements of fact. The Forward-Looking Statements are made only as of the date of this Offering Document. The Forward-Looking Statements include, but are not limited to, statements with respect to:

- timelines;
- the Company's anticipated cash needs and its needs for additional financing;
- the Company’s business objectives and milestones;
- the Company's ability to protect, maintain and enforce its intellectual property;
- the Company’s future growth plans, including growth of its userbase;
- the Company's expectations with respect to advancement of its business, technology, operations, products and services, including its monetization strategies;

- the Company's ability to attract new customers and develop and maintain existing customers;
- the Company's competitive position;
- anticipated trends and challenges in the Company's business;
- completion of the share consolidation;
- completion of the Offering; and
- the Company's expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering;

The actual results, performance or achievements of the Company could differ materially from those anticipated in the Forward- Looking Statements as a result of the risk factors set forth below, including, but not limited to, risks related to: (i) the Company's ability to generate sufficient cash flow from operations and obtain financing, if needed, on acceptable terms or at all; (ii) general economic, financial market and regulatory conditions in which the Company operates; (iii) advancement of technology to support the Company's operations; (iv) customer interest in the Company's products; (v) competition; (vi) anticipated and unanticipated costs; (vii) government regulation of the Company's products and operations, including privacy, cryptocurrency and cybersecurity laws and regulations; (viii) the timely receipt of any required regulatory approvals; (ix) the Company's ability to obtain qualified staff, equipment and services in a timely and cost efficient manner; (x) the Company's ability to conduct operations in a safe, efficient and effective manner; and (xi) the Company's plans and timeframe for completion of such plans.

Readers are cautioned that these factors are difficult to predict and that the assumptions used in developing the Forward- Looking Statements may prove to be incorrect. Readers are also cautioned that the list of risk factors contained in this Offering Document or the documents incorporated by reference herein is not exhaustive. Accordingly, readers are cautioned that the Company's actual results may vary from the Forward- Looking Statements, and the variations may be material.

Although the Company believes that the expectations reflected in the Forward-Looking Statements are reasonable, it can give no assurance that such expectations will prove to be correct, and the Forward-Looking Statements are expressly qualified in their entirety by this cautionary statement. The purpose of the Forward-Looking Statements is to provide the reader with a description of management's expectations, and the Forward-Looking Statements may not be appropriate for any other purpose. The reader should not place undue reliance on the Forward-Looking Statements. The Forward-Looking Statements are made as at the date hereof and the Company undertakes no obligation to update or revise any of the Forward-Looking Statements, whether as a result of new information, future events or otherwise, except as required by applicable securities laws.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

ANON is a computational intelligence, decentralized network and data technology company, focused on leveraging its proprietary suite of AI and privacy-enabled products to increase confidence in technology for consumers and businesses. Its platforms enable a privacy first AI enabled world where decentralized users and machines are able to interact with data, value and other counterparties without the need for third parties creating many benefits such as giving each user full control and ownership of all personal and corporate data. The Company's products consist of the Limitless VPN (Virtual Private Network) which is currently functional and offered to the public without charge, Turminal.ai which is currently in beta development and Haller.ai which was launched in late September 2023.

The Company is in the pre-revenue phase as business efforts to date have focused on customer acquisition and product development. As of January 29, 2024, the Company had 61,550 registered users, of which, 31,517 are active users of the Company's Limitless VPN. The Company considers active registered users as those people who provide the Company with full time access to their hardware. Those users who do not provide full time access or who have outdated or legacy hardware are not considered active registered users by the Company. The Company's Turminal.ai platform currently has 184 active users and a waitlist of 37,443 potential users as of the date of this MD&A.

Users who wish to use its Limitless VPN or Turminal.ai products are required to agree to the Company's terms of use and privacy policies. The Company intends to monetize its Limitless VPN and Turminal.ai products by utilizing its in-house developed ANON SDK public data mining plugin.

Products

Limitless VPN

The Limitless VPN is a proprietary product that provides end users the usage of network infrastructure to perform distributed computational processing with secure and encrypted connection to the internet. Consumers receive the benefits and features of a paid VPN subscription, e.g., unlimited bandwidth and number of devices, for free.

Limitless VPN, a comprehensive and free virtual private network service that prioritizes user privacy, performance and accessibility, includes the following main features:

Robust Security and Privacy: Limitless VPN offers end-to-end encryption to ensure all data remains private and secure. It adheres to a strict no-data-logging policy, meaning user activities are not tracked or stored, thus maintaining complete anonymity.

High Performance for Gaming: The service is optimized for gamers, offering low latency and high-speed connections, which are crucial for online gaming experiences.

Custom-Built Servers and Network Optimization: Unlike many VPNs that rent servers, Limitless VPN operates its custom-built servers, providing more reliable and faster connections. This setup is complemented by a unique Compression Engine that optimizes data transmission, particularly beneficial for users with slower internet connections.

User-Friendly Interface: The VPN is designed for ease of use, ensuring that even users who are not tech-savvy can navigate and utilize the service effectively.

No Cost with Unlimited Access: It is a free service, requiring no payment or credit card details. Users enjoy unthrottled bandwidth and unlimited access, which is a significant advantage over many other VPN services that limit bandwidth or offer tiered pricing.

Cross-Platform Compatibility: Limitless VPN is designed to be compatible across various platforms, ensuring users can secure their internet connection regardless of the device they are using.

This service is ideal for individuals who prioritize privacy and security online, especially for activities like streaming, browsing, and gaming. Limitless VPN's commitment to user privacy, combined with its high-performance capabilities and user-friendly design, makes it a competitive option in the VPN market.

For a complete description of the Limitless VPN including VPN Security, Services Provided to the Company by

Custodians, Regulatory Frameworks Applicable to Custodians, Cryptocurrencies and Privacy and Terms of Use, please see the Company's 2022 AIF and Filing Statement dated May 12, 2023 filed by the Company on SEDAR at www.sedarplus.ca.

Originally, ANON's intention was to monetize the technology through accessing the VPN users' unused computational power to mine cryptocurrencies. Through the Limitless VPN infrastructure, the hose can perform distributed computing, which is the process of connecting multiple servers though a network to share data and coordinate processing power. Once a critical mass of users is obtained, the collective unused processing power could be used for cryptocurrency mining. ANON planned to partner with third parties that would perform the cryptocurrency mining, and in exchange, ANON would receive a fiat commission for the cryptocurrency mined.

The initial version of the Limitless VPN was released and available to the public on September 23, 2021. By September 30, 2021, the Limitless VPN had approximately 13,000 unique users registered to the platform. By August 2022, there were 55,000 registered users, of which, 31,078 were active users.

In the second quarter of 2023, due to the volatility in the cryptocurrency sector, ANON shifted its business model from crypto currency mining to public data gathering, i.e., to gather and monetize the Limitless VPN users' information and activities undertaken while using the Limitless VPN. During this time, the Company raised capital to fund the research and development, specifically, in the development of a proprietary plugin that gathers and sanitizes user data to remove personally identifiable information. User data can include websites visited, advertisements viewed, purchases made and other activities the users undertake while using the Limitless VPN. The anonymous user data could then be sold to third parties. The plugin with data anonymization capabilities is referred to as SDK. The newest version of the Limitless VPN including the SDK plugin was launched on September 6, 2023.

The Company offers the Limitless VPN to uses at no charge at www.limitlessvpn.com, and in exchange, the users are required to agree to ANON's terms of use and privacy policies including the download of the SDK plugin.

Monetization of VPN

The Limitless VPN's monetization strategy is unique in that it does not rely on traditional methods such as subscription fees or selling user data. Instead, it generates revenue only when the VPN is actively used. This model aligns the service's financial interests with user activity, ensuring that the service remains free for users while still supporting its operational costs. The specifics of this monetization method, however, are not clearly detailed, but it is designed to be non-intrusive and respects user privacy.

The VPN is now monetized by the ANON SDK, an innovative app monetization solution that takes a different approach compared to traditional methods. It moves away from the usual reliance on in-app purchases and advertisements, aiming to improve user experience and revenue generation for app developers.

Key features of the ANON SDK include:

Non-Ad Based Monetization: ANON SDK deviates from the standard advertising SDKs by not displaying ads or requiring direct payments from users. Instead, it utilizes unused bandwidth from users' devices to collect publicly accessible data like product prices and reviews from the internet.

User Privacy and GDPR Compliance: The platform strictly adheres to GDPR regulations. It primarily uses the user's IP address to gather publicly available information from reputable websites without collecting any personal data, ensuring user anonymity and data security.

Seamless Integration and User Experience: ANON SDK is designed to function in the background, offering a non-intrusive experience for the user. This aspect is crucial as it does not disrupt the app's functionality or the user experience, differentiating it from traditional advertisements which can be seen as intrusive and annoying.

Empowering Developers and Users: The tool operates only with user consent to join the ANON SDK network. For developers, this means a potential revenue stream when the app is in active use. For users, it offers an ad-free app experience.

Versatility Across Multiple Platforms: ANON SDK is adaptable across a variety of platforms, including mobile devices, desktops, and smart TVs. This flexibility ensures developers can maximize their revenue potential across different channels while maintaining a consistent user experience.

Partnership and Support: The platform offers a lucrative partner program, investing in the success of its partners through marketing and R&D funds. It also provides personal support and exclusive resources to help businesses grow and develop innovative applications.

By incorporating ANON SDK, developers can engage in a modern monetization approach that prioritizes user-centered design and data privacy, fostering a more harmonious and beneficial relationship between developers, users, and businesses in the app ecosystem.

Turminal.ai

The Turminal.ai app, developed by ANON, is a sophisticated platform designed with a focus on privacy and AI integration. Built on ANON's Limitless privacy technology, Turminal.ai creates a secure connection between users and the AI infrastructure, addressing widespread concerns about data and privacy breaches often associated with AI technologies. This initiative is a response to the discomfort expressed by thought leaders and governments regarding the current state of AI privacy.

Key features of the Turminal.ai include:

Privacy-Centric Design: The app is tailored to ensure user privacy in AI interactions, creating a private tunnel that secures data exchange between users and the AI system.

Innovative Functionality: Turminal.ai has been developed to include a 'jailbreak' feature, which allows it to access and utilize language learning models (LLMs) to build live links for various projects. This feature enables the platform to provide practical assistance, such as creating shopping lists for specific projects with live online purchase links.

Accessibility and User Engagement: Initially launched in a private alpha stage, the app has moved to a public beta phase, with a significant number of sign-ups indicating strong consumer interest. The beta version is aimed at refining the platform based on user feedback and ensuring a high-quality product experience.

Mobile App Development: The mobile version of Turminal.ai, which will initially be available on iOS, focuses on enhancing user convenience and functionality, particularly for on-the-go use.

Monetization Strategy: The app plans to shift to a freemium model, powered by the ANON SDK. This strategy aims to provide value to shareholders and generate revenue for the Company without compromising user data. The ANON SDK, integral to this approach, harvests public data instead of private user information, aligning with the Company's privacy commitment.

Corporate Synergies and Marketing: The development of Turminal.ai is part of a broader strategy by ANON, which includes the acquisition of Haller.ai and partnerships to build a suite of enterprise AI products. Marketing and investor relations efforts are underway to broaden the Company's reach and enhance public and investor awareness of its products and technologies.

Turminal.ai represents a significant step in ANON's mission to leverage proprietary Web 3.0 technology, enabling decentralized interactions among users and machines. The company's vision is to create a sustainable world where data, value, and interactions occur on a peer-to-peer basis without third-party intermediaries, ensuring full control and ownership of personal and corporate data for users.

Haller.ai

Haller AI, developed by Haller.ai, is an innovative AI platform ("Haller.ai Platform") tailored for enterprise use, emphasizing ease of use and versatility across various markets and industries. Following ANON's acquisition of Haller.ai, Haller AI has been positioned to address the enterprise-level AI market with several key features:

Intuitive Interface: Haller AI is designed to simplify the AI experience, making it accessible and effective even for users without technical knowledge. This approach is intended to significantly boost productivity at a low cost.

Privacy and Data Security: Haller.ai incorporates top-tier security features, such as state-of-the-art encryption protocols, multi-factor authentication mechanisms, and secure data storage solutions, to ensure data integrity and confidentiality.

Market Adaptability: The platform is adaptable to all markets and industries, offering AI solutions tailored to the unique needs of different enterprises.

Focus on Enterprise Solutions: The platform is being developed with a strong focus on providing enterprise-level AI products to enhance productivity and address intellectual property issues that many current AI platforms face.

Integration with ANON's Technology: Haller AI's development aligns with ANON's strategy to combine best-in-class AI assets with internally developed Company assets. This integration aims to commercialize AI applications for users who are not familiar with 'prompting', enhancing the usability of AI technology.

The Company provides access to Haller.ai for users via www.haller.ai.

Recent Developments

The Company is in the pre-revenue phase and offers the Limitless VPN without charge as it focuses on customer acquisition and product development.

On February 5, 2024, the Company announced the resignation of Lucas Russell, Chief Executive Officer.

On February 15, 2024, the appointment of Nilda Rivera, Chief Financial Officer, as Interim Chief Executive Officer of the Company while the Board of Directors completes its search for a President and Chief Executive Officer. The appointment follows the previously announced resignation of Lucas Russell as President and CEO of the Company.

On February 15, 2024, the Company announced and the resignation of Anthony Zelen from the Board of

Directors. The Company will announce the appointment of a new director in the near future to fill the vacancy left by Mr. Zelen's resignation.

On February 20, 2024, the Company announced a consolidation of all of its issued and outstanding common shares on the basis of 10 pre-consolidated common shares for one post-consolidated common share.

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

There can be no guarantee that the Company will be successful in raising the minimum amount under this Offering.

Business Objectives and Milestones

What are the business objectives that we expect to accomplish using the available funds?

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

USE OF AVAILABLE FUNDS

Available Funds

What will our available funds be upon the closing of the Offering?

The expected availability of funds is \$500,000 and \$800,000 for the minimum and maximum. Offering size, respectively.

		Assuming minimum Offering (\$)	Assuming 100% of Offering (\$)
A	Amount to be raised by this Offering	500,000	800,000
B	Selling commission and fees	-	-
C	Estimated Offering costs (e.g., legal, accounting, audit)	-	-
D	Net proceeds of Offering: $D = A - (B+C)$	500,000	800,000
E	Working capital as at most recent month end (deficiency)	(300,000)	(300,000)
F	Additional sources of funding	-	-
G	Total available funds: $G = D+E+F$	200,000	500,000

Use of Available Funds

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming minimum Offering (\$)	Assuming 100% of Offering (\$)
General corporate and administrative expenses	200,000	500,000

The above noted allocation and anticipated timing represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan.

The most recent audited annual financial statements of the Company included a going-concern note. The Company is still in the development phase of its business, has not yet generated revenues, has a working capital deficiency, has had negative operating cash flow since its inception, and relies on financing activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to continue to develop its business operations, and is not expected to affect the decision to include a going concern note in the next financial statements of the Company.

The available funds will not be paid to an insider, associate, or affiliate of the Company, except for normal course of salaries currently paid by the Company to its officers.

Use of Funds from Previous Financings

How have we used the other funds we have raised in the past 12 months?

On April 24, 2023, the Company completed a non-brokered private placement of 13,215,600 units at a price of \$0.05 per unit for gross proceeds of \$660,780. Each unit consisted of one common share and one warrant exercisable at \$0.06 per share expiring April 24, 2028. The private placement was completed pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - Prospectus Exemptions.

The Company intended to use the net proceeds from this private placement for research and development, marketing, working capital and general corporate purposes. However, there were circumstances where, for sound business reasons, a reallocation of funds was necessary for the Company to achieve its objectives. During the period, the Company started developing Turminal.ai and acquired Haller.ai. As a result, a portion of the proceeds has been allocated to the Turminal.ai and Haller.ai development costs.

Below is a summary of the proportionate allocation of use of proposed proceeds according to the amount of financing closed and actual use of proceeds:

Description	Proposed Use of Proceeds (\$)	Actual Use of Proceeds (\$)	Variance (\$)	Reason for Variance
Limitless VPN enhancement and development	37,000	32,000	5,000	Funds reallocated to Turmina.ai development.
Turmina.ai development	-	199,000	(199,000)	Funds reallocated to Turmina.ai development.
Advance to Haller.ai	-	100,000	(100,000)	Funds reallocated to the acquisition of Haller.ai.
Haller.ai development	-	83,000	(83,000)	Funds reallocated to Haller.ai development
Commencement of internal monetization activities (Limitless VPN)	37,000	-	37,000	Funds reallocated to development of new products.
Marketing – growing userbase to 100,000 registered active users (Limitless VPN)	168,780	50,000	118,780	Funds reallocated to development of new products.
General and administration	372,000	196,780	175,220	Cut costs
Unallocated working capital	46,000	-	46,000	Funds allocated to development of new products.
Total	660,780	660,780		

FEES AND COMMISSIONS

Involvement of Dealers or Finders and their Fees

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

The Company has not engaged any dealers or finders to introduce investors to participate in the Offering.

While the Company does not expect to engage any agents in connection with the Offering, the Company may compensate certain agents in connection with the sale of units to purchasers introduced to the Company. The extent and nature of any compensation to be paid to agents in connection with the Offering and the identity of the agents, are not known at this time. Such compensation, if any, will only include finders warrants. The finders warrants, to the extent they are issued, shall entitle the holder to acquire one Common Share at a price of \$0.10 per Common Share for a period of 24 months.

Dealer Conflicts

Do the Agents have a conflict of interest?

To the knowledge of the Company, the Company is not a “related issuer” or “connected issuer” of or to any Dealer(s), as such terms are defined in National Instrument 33-105 - Underwriting Conflicts.

PURCHASERS’ RIGHTS

Purchasers’ rights

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right to:

- (a) rescind your purchase of these securities with the Company, or
- (b) damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

Additional information about the Company (including its continuous disclosure documents) may be found under the Company’s SEDAR profile at www.sedar.com as well as on the Company’s website at www.anonintelcom.com.

DATE AND CERTIFICATE

Certificate

This Offering Document, together with any document filed under Canadian securities legislation on or after February 22, 2023, such date being twelve months before the date of this Offering Document, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: February 22, 2024

(signed) “Nilda Rivera”

Nilda Rivera
CEO and CFO

(signed) “Allan Larmour”

Allan Larmour
Director