

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

**Item 1 Name and Address of Company**

Anonymous Intelligence Company Inc. (the “Company”)  
885 W Georgia St #900  
Vancouver, BC V6C 3H1

**Item 2 Date of Material Change**

June 11, 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 June 11, 2024.

**Item 4 Summary of Material Change**

The Company announced:

- the appointment of Denis Franks as President, Chief Executive Officer and a director of the Company effective immediately;
- a non-brokered private placement financing (the “Debt Financing”) of unsecured convertible debentures (each, a “Debt”) in the aggregate principal amount of up to \$200,000;
- a non-brokered private placement (the “Offering”) of up to 4,000,000 units (each, a “Unit”) at a price of \$0.05 per Unit for gross proceeds of up to \$200,000.

**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**

June 11, 2024.



THE ANONYMOUS INTELLIGENCE COMPANY

**ANON APPOINTS DENIS FRANKS AS PRESIDENT, CEO AND A DIRECTOR  
TO SPEARHEAD NEW STRATEGIES FOR THE COMPANY  
AND ANNOUNCES FINANCINGS**

**News Release** - Vancouver, British Columbia, June 11, 2024 – Anonymous Intelligence Company Inc. (CSE: ANON) (OTC: ANICF) (FRANKFURT: 1JI0) (“**ANON**” or the “**Company**”), a leading decentralized network, data storage technology and AI tools developer company, is pleased to announce the appointment of Denis Franks as President, Chief Executive Officer and a director of the Company effective immediately.

ANON aims to become a global leader as a GPT powered enterprise app aggregator, utilizing revolutionary tools in AI technology supporting a user-friendly interface for both personal and business success. The ANON AI technology foundation saves time and costs by eliminating the need for multiple software applications, thereby streamlining a subscriber’s business and creative processes. Regardless of the business sector, ANON AI Technology has you covered from A to Z with its SDK and VPN Capabilities. The Company is confident that under Mr. Frank’s leadership, it will realize its vision of becoming a global leader in this innovative space.

Over the past 35 years, Mr. Franks has established successful companies across many diverse industries in the United States and Canada. His extensive knowledge and expertise in leadership roles and sales and marketing encompass a wide range of sectors, including technology, finance, entertainment, cryptocurrency and blockchain, energy, oil and gas, land development and construction. Specifically, over the past 10 years Mr. Franks has focused on establishing technology solutions that improve people’s lives. His ventures include:

- **ERA Streaming Entertainment** - a streaming service that combats depression through Reminiscence Therapy.
- **BrappApps** - an App development company and technology incubator that developed an image recognition smart App for early skin cancer detection.
- **Numerous Cryptocurrencies** – notably, BlockFame, an Ethereum sidechain that utilizes a unique Proof of Celebrity consensus mechanism. This cryptocurrency supports global poverty initiatives and introduces intergenerational cryptocurrency mortgages aimed at reducing the Global Wealth Gap.
- **StudioVerse** - an entertainment technology incubator with several humanity-based initiatives, including **MyWill** - a video Smart App designed to simplify and make affordable the process of creating a last will and testament.
- **Quantasphere Technology Inc.** - leading companies into the future of corporate responsibility and safety using patented technology to reduce and prevent illness from chemicals in any skin products.

Mr. Franks states, “I am completely intrigued by ANON’s AI technology and its potential to solve real world problems. My goal is to forge new partnerships and leverage global connections to bring greater visibility to this remarkable AI technology. My first priority at ANON is to get back to business fundamentals. I will focus on expanding its subscriber base through strategic rebranding and marketing efforts, both at scale and through grassroots initiatives. We expect the changes to have an immediate and noticeable impact.” Mr. Franks further states, “With ANON’s revolutionary dashboard, Turminal.ai, we aim to showcase our AI-powered tools on a global scale, ensuring our subscribers benefit from the highest standards of privacy. Ease of use and stringent privacy measures are not just part of our brand but are integral to our AI Technology.”

“As a founder, architect and financier of several successful technology companies, ANON believes Denis can use his global reach and contacts to guide ANON to be one of the leaders in the AI Technology industry,” states Allan Larmour, Director of Anon. “His successes and expertise in running all aspects of a company make Mr. Franks perfectly suited to spearhead rapid growth for this early-stage company. Denis has outlined a detailed plan of action in product promotion, branding and implementation. We look forward to the strides he will lead us to in the coming months and years. ANON welcomes the many positive changes Denis has planned for the Company.”

In connection with Mr. Frank’s appointment, the Company will pay a \$21,000 signing bonus to Mr. Frank in the form of common shares of the Company (the “**Bonus Shares**”). The Bonus Shares consisting of 350,000 shares of ANON will be a stand-alone award agreement outside of the Company’s Equity Incentive Plan, and will be issued as an inducement to Mr. Frank’s entering into an employment agreement with the Company. The Bonus shares will be subject to a four month and one day hold period in accordance with applicable Canadian securities legislation. The issuance of the Bonus Shares is subject to the approval of the Canadian Securities Exchange (the “**CSE**”).

### **Unsecured Convertible Debenture**

The Company is pleased to announce a non-brokered private placement financing (the “**Debenture Financing**”) of unsecured convertible debentures (each, a “**Debenture**”) in the aggregate principal amount of up to \$200,000.

The terms of the Debentures will include:

- a maturity date of one year from the date of issuance (the “**Maturity Date**”) and the principal amount of the Debenture, together with any accrued and unpaid interest, will be payable on the Maturity Date, unless earlier converted in accordance with its terms;
- each Debenture will bear simple interest (the “**Interest**”) at a rate of 1.5% per month, which interest will be payable quarterly in cash, and any accrued and unpaid interest will be converted at the Maturity Date;

- the principal amount of a Debenture, together with all accrued and unpaid interest thereon, will be convertible into units of the Company at the option of the holder (each, a “**Debenture Unit**”) at a conversion price of \$0.06 per Debenture Unit, with each Debenture Unit comprised of one common share of the Company (each, a “**Share**”) and one transferable share purchase warrant (each, a “**Warrant**”), with each Warrant exercisable into one additional Share at an exercise price of \$0.07 per Share for a period of two years from the date of conversion; and
- The Debentures and the Warrants contain certain provisions (the “**Blocker Provision**”), which provide that a Holder of the Debentures and the Warrants, as applicable, together with any person or company acting jointly or in concert with such Holder, shall not be able to convert their Debentures or exercise their Warrants, as applicable, to the extent that such conversion or exercise, as applicable, would result in the Holder beneficially owning or exercising control over, in the aggregate, 9.99% of the total issued and outstanding Shares, immediately after giving effect to such conversion or exercise, as applicable.

### **Non-Brokered Private Placement**

The Company is also pleased to announce a non-brokered private placement (the “**Offering**”) of up to 4,000,000 units (each, a “**Unit**”) at a price of \$0.05 per Unit for gross proceeds of up to \$200,000. Each Unit consists of one Share and one transferable Warrant. Each Warrant entitles the holder to acquire one Share at a price of \$0.07 per Share for a period of two years from the date of closing of the Offering subject to the Blocker Provision.

The proceeds of the Debenture Financing and the Offering are expected to be used for working capital.

The Debenture Financing and the Offering are subject to the approval of the CSE.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities offered have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws, unless an exemption from such registration is available.

### **Grant of Stock Options (“Options”) and Restricted Share Units (“RSUs”)**

Pursuant to the Company’s Equity Incentive Plan, the Company granted 595,000 Options and 428,750 RSUs to directors, officers, employees and consultants of the Company.

Each Option is exercisable to purchase one common share in the capital of the Company at a price of \$0.06 per common share for a period of five years, and each RSU represents the right to receive one common share in the capital of the Company over a two year vesting period.

All securities to be issued pursuant to the Debenture Financing, the Offering and the Options and RSUs (and any common shares issuable upon exercise thereof) will be subject to a four month and one day hold period in accordance with the policies of the CSE and applicable Canadian securities legislation.

On Behalf of the Board,

**ANONYMOUS INTELLIGENCE COMPANY INC.**

Allan Larmour  
Director

### **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](http://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**

*Certain statements in this press release are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as “may”, “should”, “will”, “could”, “intend”, “estimate”, “plan”, “anticipate”, “expect”, “believe” or “continue”, or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding the Company’s ability to successfully launch products and expand partnerships, the ability of the new management to use his experience to positively impact ANON’s business, and the ability of the Company to close the Debenture Financing and the Offering for any reason. Such statements are qualified in their entirety by the inherent risks and uncertainties that the proceeds of the Offering may be used other than as set out in this news release and other factors beyond the control of the Company. Such forward-looking statements should therefore be construed in light of such factors, and the Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*