



THE ANONYMOUS INTELLIGENCE COMPANY

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
AND
INFORMATION CIRCULAR**

**To be held on
December 11, 2024**

Dated: November 1, 2024



THE ANONYMOUS INTELLIGENCE COMPANY

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of **ANONYMOUS INTELLIGENCE COMPANY INC.** (formerly Cloud Nine Web3 Technologies Inc.) (the “**Company**”) will be held via Zoom, on **December 11, 2024**, at **10:00 a.m.** (PST) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended September 30, 2023, together with the auditors’ reports thereon;
2. to fix the number of directors at four (4);
3. to elect directors for the ensuing year;
4. to appoint WDM Chartered Professional Accountants as the Company’s auditor for the ensuing year, and to authorize the directors to fix their remuneration;
5. to approve, ratify and confirm the 2024 Equity Incentive Plan for the ensuing three years; and
6. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice are the (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on **November 1, 2024**, will be entitled to receive notice of and vote at the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy. Each common share is entitled to one vote.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

ZOOM MEETING DETAILS:

In order to dial into the Meeting within Canada, shareholders can phone 1.778.907.2071 or in the United States, shareholders can phone 1.669.444 9171 and enter the Meeting ID and Password noted below.

Alternatively, you can find your local number at: <https://us06web.zoom.us/j/kd2vhWOHKA>

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link:

<https://us06web.zoom.us/j/82693844950?pwd=KzvMhXuLuqejm76uirjT89wKWR7pqH.1>

Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 826 9384 4950

Passcode: 997357

In order to assist the Scrutineer with attendance, shareholders are asked to log into the Meeting with their First and Last Names.

DATED at Vancouver, British Columbia, this 1st day of November, 2024.

BY ORDER OF THE BOARD OF DIRECTORS,

(signed) "Denis Franks"

Denis Franks
Chief Executive Officer



THE ANONYMOUS INTELLIGENCE COMPANY

MANAGEMENT INFORMATION CIRCULAR

The information contained in this Management Information Circular, unless otherwise indicated, is as of **November 1, 2024**.

This Information Circular is being mailed by the management of Anonymous Intelligence Company Inc. (formerly Cloud Nine Web3 Technologies Inc.) (the “Company” or “ANON”) to shareholders of record at the close of business on November 1, 2024, which is the date that has been fixed by the directors of the Company as the record date (the “Record Date”) to determine the shareholders who are entitled to receive notice of the meeting. The Company is mailing this Information Circular in connection with the solicitation of proxies by and on behalf of the Company for use at its Annual General and Special Meeting (the “**Meeting**”) of the shareholders that is to be held on **December 11, 2024** at 10:00 a.m. (PST) via Zoom.

SOLICITATION OF PROXIES

The solicitation of proxies will be primarily by mail. Certain employees or directors of the Company may also solicit proxies by telephone or in person. All costs of solicitation by management will be borne by the Company. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

QUORUM

Under ANON’s Articles, the quorum for the transaction of business at a Meeting of shareholder is one shareholder present in person (or, being a corporation, partnership, trust or other non-individual legal entity represented in accordance with the provisions of the *Business Corporations Act* (British Columbia), or by proxy holding not less than one voting share of the Company entitled to be voted at the Meeting.

NOTICE AND ACCESS

The Company has elected to use the notice and access (“**Notice and Access**”) provisions under National Instrument 54-101 (“**NI 54-101**”) *Communication with Beneficial Owners of Securities of a Reporting Issuer*, of the Canadian Securities Administrators, for the delivery to non-registered shareholders of the Company (“**Beneficial Shareholders**”) of its Notice of Meeting and Information Circular (the “**Meeting Materials**”) for its Annual General and Special Meeting to be held on December 11, 2024.

Under the provisions of Notice and Access, Beneficial Shareholders will receive a notice (“**Notice and Access Notice**”) containing information on how they can access the Meeting Materials electronically instead of receiving a printed copy or how to receive a printed copy of the Meeting Materials. Together with the Notice and Access Notice, Beneficial Shareholders will receive a Voting Instruction Form (“**VIF**”), enabling them to vote at the Meeting. The Meeting Materials for the Meeting will be posted on the Company’s website at <https://anonintelligence.com/agm-materials> as of November 11, 2024, and will remain on the website for one year. The Meeting Materials will also be available on the Company’s SEDAR corporate profile at www.sedar.com as of November 11, 2024.

The Company has elected to use the Notice and Access for the Meeting in respect of mailings to its Beneficial Shareholders but not in respect of mailings to its registered shareholders. Registered shareholders will receive a paper copy of the Meeting Materials and a Form of Proxy.

SECTION 1 - VOTING

WHO CAN VOTE?

If you are a registered shareholder of the Company as at November 1, 2024, you are entitled to notice of and to attend at the Meeting and cast a vote for each share registered in your name on all resolutions put before the Meeting. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf, but documentation indicating such officer's authority should be presented at the Meeting. If you are a registered shareholder but do not wish to, or cannot, attend the Meeting in person you can appoint someone who will attend the Meeting and act as your proxyholder to vote in accordance with your instructions (see "**Voting by Proxy**" below). If your shares are registered in the name of a "nominee" (usually a bank, trust company, securities dealer, financial institution or other intermediary) you should refer to the section entitled "**Non-Registered Shareholders**" set out below.

It is important that your shares be represented at the Meeting regardless of the number of shares you hold. If you will not be attending the Meeting in person, we invite you to complete, date, sign and return your form of proxy as soon as possible so that your shares will be represented.

VOTING BY PROXY

If you do not come to the Meeting, you can still make your votes count by appointing someone who will be there to act as your proxyholder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.

In order to be valid, you must return the completed form of proxy to the Company's transfer agent, Odyssey Trust, 350-409 Granville Street, Attention: Proxy Department, or by fax within North America at 1-800-517-4553, or by email at proxy@odysseytrust.com not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time fixed for the Meeting or any adjournments thereof.

What is a Proxy?

A form of proxy is a document that authorizes someone to attend the Meeting and cast your votes for you. We have enclosed a form of proxy with this Information Circular. You should use it to appoint a proxyholder, although you can also use any other legal form of proxy.

Appointing a Proxyholder

You can choose any individual to be your proxyholder. It is not necessary for the person whom you choose to be a shareholder. To make such an appointment, simply fill in the person's name in the blank space provided in the enclosed form of proxy. To vote your shares, your proxyholder must attend the Meeting. If you do not fill a name in the blank space in the enclosed form of proxy, the persons named in the form of proxy are appointed to act as your proxyholder (the "**Management Proxyholders**"). Those persons are directors, officers or other authorized representatives of the Company.

Instructing Your Proxy

You may indicate on your form of proxy how you wish your proxyholder to vote your shares. To do this, simply mark the appropriate boxes on the form of proxy. If you do this, your proxyholder must vote your shares in accordance with the instructions you have given.

If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxyholder can vote your shares as he or she thinks fit. If you have appointed the persons designated in the form of proxy as your proxyholder they will, unless you give contrary instructions, vote your shares IN FAVOR of each of the items of business being considered at the Meeting.

For more information about these matters, see Section 3 - The Business of the Meeting. **The enclosed form of proxy gives the persons named on it the authority to use their discretion in voting on amendments or variations to matters identified in the Notice of Meeting.** At the time of printing this Information Circular, the management of the Company is not aware of any other matter to be presented for action at the Meeting. If, however, other matters do properly come before the Meeting, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

Changing Your Mind

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by (a) attending the Meeting and voting in person; (b) signing a proxy bearing a later date; (c) signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to the Company at Suite 401, 750 West Pender Street, Vancouver, British Columbia V6C 2T7 or (d) in any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 4:00 p.m. in the afternoon (PST) on the last business day before the day of the Meeting, or any adjournment thereof, or delivered to the person presiding at the Meeting before it (or any adjournment) commences. If you revoke your proxy and do not replace it with another that is deposited with us before the deadline, you can still vote your shares but to do so you must attend the Meeting in person. **Only registered shareholders may revoke a proxy. If your shares are not registered in your own name and you wish to change your vote, you must arrange for your nominee to revoke your proxy on your behalf (see below under “Non-Registered Shareholders”).**

REGISTERED SHAREHOLDERS

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent, Odyssey Trust, 350-409 Granville Street, Attention: Proxy Department, or by fax within North America at 1-800-517-4553, or by email at proxy@odysseytrust.com.

In all cases, the proxy must be received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

NON-REGISTERED SHAREHOLDERS

Only registered holders of common shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting. In many cases, however, common shares beneficially owned by a holder (a “**Non-Registered Holder**”) are registered either:

- (a) in the name of an Intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; OR
- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”)) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as “**NOBOs**”. Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as “**OBOs**”.

Pursuant to NI 54-101, the Company has distributed copies of proxy-related materials in connection with this Meeting (including this Information Circular) indirectly or directly to the NOBOs and to the Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries that receive the proxy-related materials are required to forward the proxy-related materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries often use service companies to forward the proxy-related materials to Non-Registered Holders.

The Company will not be paying for Intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the proxy-related materials and related documents. Accordingly, an OBO will not receive copies of the proxy-related materials and related documents unless the OBO’s Intermediary assumes the costs of delivery.

Generally, Non-Registered Holders who have not waived the right to receive proxy-related materials (including OBOs who have made the necessary arrangements with their Intermediary for the payment of delivery and receipt of such proxy-related materials) will be sent a voting instruction form which must be completed, signed and returned by the Non-Registered Holder in accordance with the Intermediary’s directions on the voting instruction form. In some cases, such Non-Registered Holders will instead be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of common shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. This form of proxy does not need to be signed by the Non-Registered Holder, but, to be used at the Meeting, needs to be properly completed and deposited with Computershare as described under “**Voting by Proxy**” above.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the common shares that they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form.

Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies, including instructions regarding when and where the voting instruction form or proxy form is to be delivered.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws. The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), as amended (the “**Act**”), certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities

laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

SECTION 2 - VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value. As at the close of business on the Record Date being **November 1, 2024**, **16,862,373** common shares were issued and outstanding. Each shareholder entitled to receive notice of and to vote at the Meeting is entitled to one vote for each common share registered in his or her name at the close of business on **November 1, 2024**.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share registered in that shareholder's name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at the Company's transfer agent and will be available at the Meeting.

To the best knowledge of the Company's directors or executive officers, no persons or companies beneficially own, directly or indirectly, or exercise control or direction over, common shares carrying more than 10% of the voting rights attached to all outstanding common shares of the Company as at **November 1, 2024**.

SECTION 3 - THE BUSINESS OF THE MEETING

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the financial year ended **September 30, 2023** will be placed before you at the Meeting. It has been mailed to the shareholders who have requested they receive a copy of same together with the Notice of Meeting and this Information Circular. These audited consolidated financial statements are available under the Company's profile at the Canadian System for Electronic Document Analysis and Retrieval (www.sedarplus.ca) and on the Company's website at <https://anonintelligence.com/agm-materials>.

No approval or other action needs to be taken at the Meeting in respect of these documents.

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* and NI 54-101 of the Canadian Securities Administrators, a person or corporation who in the future wishes to receive annual and interim financial statements from the Company must deliver a written request for such material to the Company. Shareholders who wish to receive annual and interim financial statements are encouraged to complete the appropriate section on the Financial Statement Request Form attached to this Information Circular and send it to the Company.

ELECTION OF DIRECTORS

Fix Number of Directors

Under the Company's Articles and pursuant to the *Business Corporations Act* (British Columbia), the number of directors may be set by ordinary resolution but shall not be fewer than three. The Company currently has **four (4)** directors. All of the current directors are being put forward by management of the Company for election at the Meeting.

The Company's management recommends that the shareholders vote in favor of the resolution setting the number of directors at four (4). Unless you give other instructions, the Management Proxyholders intend to vote FOR the resolution setting the number of directors at four (4).

Nominees for Election

Directors of the Company are elected for a term of one year. The term of office of each of the nominees proposed for election as a director will expire at the Meeting, and each of them, if elected, will serve until the close of the next annual general meeting, unless he or she resigns or otherwise vacates office before that time.

The following table sets out, as at the Record Date, (a) the names of management's nominees for election as directors of the Company and their residency; (b) all offices in the Company each nominee now holds; (c) each nominee's principal occupation, business or employment; (d) the period of time during which each nominee has been a director of the Company, if applicable; and (e) the current equity ownership consisting of Common Shares ("Shares"), stock options ("Options"), restricted share units ("RSUs") and common share purchase warrants ("Warrants") that are beneficially owned, directly or indirectly, or over which control or direction is exercised, by each nominee as at Record Date.

Each of the nominees has agreed to stand for election and management of the Company is not aware of any intention of any of them not to do so. Management does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

Name and place of residence⁽¹⁾	Principal occupation for the past five years⁽¹⁾	Director since	Equity Ownership⁽²⁾
Denis Franks⁽³⁾ Calgary, Alberta <i>CEO, Director</i>	Founder, Technology Architect, Financier and CEO of Era Streaming Entertainment since January 2018; Founder, Technology Architect, Financier, and Partner of BrappApps since June 2016; CEO of BlockFame since June 2018; Founder, Financier, Lead Writer, and CEO of StudioVerse since July 2020; Founder, Partner, CEO of QuantaSphere Technology Inc. since July 2020.	June 1, 2024	350,000 shares Nil RSU Nil options
Allan Larmour⁽⁴⁾ White Rock, British Columbia <i>Director, former CEO and President.</i>	Strategic business planning and investment consultant since 2009; CEO of Gama Explorations Inc. since April 2022; CEO of Norsemont Mining Inc. from June 2017 to September 2020. Director and President of Cannogen International Inc. from June 7, 2021 and CEO of Cannogen International Inc. from August 19, 2021 to present.	November 10, 2023	2,500 shares 100,000 RSU 130,000 options

Name and place of residence ⁽¹⁾	Principal occupation for the past five years ⁽¹⁾	Director since	Equity Ownership ⁽²⁾
John Bean ⁽³⁾⁽⁴⁾ West Vancouver, British Columbia <i>Director</i>	CFO of Western Canadian Properties Group from February 2014 to February 2022, a real estate and property development company; CFO of Cullinan Metals Corp. from June 9, 2022 to present; CFO of Allied Plumbing Heating & Air Conditioning Ltd. from October 26, 2022 to present.	August 29, 2022	12,250 shares 48,750 RSU 50,000 options
Kevin Kowbel ⁽³⁾⁽⁴⁾ Calgary, Alberta <i>Director</i>	President of WWIDD Corp. from March 1, 2021 to present; President of Ecohintek Corp. from July 1, 2022 to present; Well Construction Advisor of Lineup Resources from October 1, 2022 to present; Vice President of Quantaphere Technology Inc. from February 1, 2023 to present.	October 10, 2024	100,000 shares Nil RSU Nil options

Notes:

- (1) Information as to the residency and principal occupation or employment has been provided by the respective directors.
- (2) Information as to shares beneficially owned, not being within our knowledge has been furnished by the respective person, has been extracted from the list of registered shareholders maintained by the Company's transfer agent, has been obtained from insider reports filed by respective person and available through the Internet at the Canadian System for Electronic Disclosure by Insiders (www.sedi.ca) or, has been obtained from early warning report and alternative monthly reports filed by the respective person and available through the internet at the Canadian System for Electronic Document Analysis and Retrieval (www.sedarplus.ca).
- (3) Member of the Audit Committee.
- (4) Member of the Compensation Committee.

The Company's management recommends that the shareholders vote in favour of the election of the proposed nominees as directors of the Company for the ensuing year. Unless you give instructions otherwise, the Management Proxyholders intend to vote FOR the nominees named in this Information Circular.

APPOINTMENT OF THE AUDITOR

At the Meeting, WDM Chartered Professional Accountants, located at 1501 W Broadway #420, Vancouver, BC V6J 4Z6, will be recommended by management and the Board for re-appointment as auditors of the Company at a remuneration to be fixed by the directors. WDM Chartered Professional Accountants were first appointed as the auditors of the Company on May 3, 2023.

The Company's management recommends that the shareholders vote in favour of the appointment of WDM Chartered Professional Accountants, as the Company's auditor for the ensuing year and grant the Board the authority to determine the remuneration to be paid to the auditor. **Unless you give instructions otherwise, the Management Proxyholders intend to vote FOR the appointment of WDM Chartered Professional Accountants, to act as the Company's auditors until the close of its next Annual General Meeting and also intend to vote FOR the proposed resolution to authorize the Board to fix the remuneration to be paid to the auditors.**

APPROVAL OF 2024 EQUITY INCENTIVE PLAN

The current Equity Incentive Plan of the Company was approved by the shareholders of the Company on September 14, 2021.

On April 3, 2023, the Canadian Securities Exchange adopted new policies, which require issuers to obtain shareholder approval of an evergreen security based compensation plan at least once in every three years. Therefore, the Company is seeking approval of its rolling Equity Incentive Plan (the “**2024 Equity Incentive Plan**”), whereby 10% of the number of issued and outstanding shares of the Company at any given time may be reserved for issuance pursuant to the grant equity-based incentive awards in the form of options (“**Options**”), restricted share units (“**RSUs**”), performance share units (“**PSUs**”) and deferred share units (“**DSUs**”).

The purpose of the 2024 Equity Incentive Plan is to, among other things, provide the Company with a share related mechanism to attract, retain and motivate qualified directors, employees and consultants of the Company and its subsidiaries, to reward such of those directors, employees and consultants as may be granted awards under the 2024 Equity Incentive Plan by the Board from time to time for their contributions toward the long-term goals and success of the Company and to enable and encourage such directors, employees and consultants to acquire Common Shares as long-term investments and proprietary interests in the Company

The 2024 Plan is identical to the 2021 Equity Incentive Plan that was approved by the shareholders on September 14, 2021. A summary of the 2024 Equity Incentive Plan is on page 13 of this Information Circular.

At the Meeting, the 2024 Equity Incentive Plan will be recommended by management and the Board of Directors for adoption for the ensuing three years, until December 11, 2027.

Accordingly, shareholders will be asked at the Meeting to pass the following ordinary resolution:

“BE IT RESOLVED THAT:

- 1) **The 2024 Equity Incentive Plan is hereby ratified, confirmed, and approved, and the Company has the ability to grants awards under the 2024 Equity Incentive Plan until December 11, 2027, which is the date that is three years from the date of the meeting of the holders (the “Shareholders”) of common shares of the Company (“Common Shares”) at which Shareholder approval of the 2024 Equity Incentive Plan is being sought;**
- 2) **The Company be authorized to grant Options and Awards pursuant and subject to the terms and conditions of the 2024 Equity Incentive Plan, entitling the Participants to purchase up to that number of common shares in the capital of the Company (the "Common Shares") that would equal 10% of the issued and outstanding Common Shares as at the time of the grant;**
- 3) **The Options and Awards (as defined in the 2024 Equity Incentive Plan) to be issued under the 2024 Equity Incentive Plan, and all unallocated Options and Awards under the 2024 Equity Incentive Plan, be and are hereby approved;**
- 4) **The 2024 Plan must be re-approved by the shareholders no later than three years from the date of this resolution;**
- 5) **The board of directors (the “Board”) of the Company is hereby authorized to make such amendments to the 2024 Equity Incentive Plan from time to time, as may be required by the applicable regulatory authorities, or as may be considered appropriate by the Board, in its sole discretion, provided always that such amendments be subject to the approval of the regulatory authorities, if applicable, and in certain cases, in accordance with the terms of the 2024 Equity Incentive Plan, the approval of the Shareholders; and**
- 6) **Any one director or officer of the Company is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise and to deliver or to cause to be delivered, all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts**

as, in the opinion of such director or officer of the Company, may be necessary or desirable to carry out the terms of the foregoing resolutions.”

In the absence of instructions to the contrary, the shares represented by proxy will be voted FOR the approval and confirmation of the “2024 Equity Incentive Plan.”

OTHER BUSINESS

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment(s) thereof. Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting the common shares represented by the proxies solicited hereby will be voted on such matter in accordance with the best judgement of the persons voting by proxy.

SECTION 4 – STATEMENT OF EXECUTIVE COMPENSATION

GENERAL PROVISIONS

For the purpose of this Statement of Executive Compensation:

“**Board**” means the Board of Directors of the Company.

“**CEO**” means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year.

“**CFO**” means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year.

“**Company**” or “**ANON**” means Anonymous Intelligence Company Inc.

“**Committee**” means the Compensation Committee of the Board.

“**COO**” means each individual who acted as chief operating officer of the Company or acted in a similar capacity for any part of the most recently completed financial year.

“**Exchange**” means the Canadian Securities Exchange.

“**Named Executive Officer**” or “**NEO**” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the Company’s three most highly compensated executive officers, including any of the Company’s subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than C\$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation, for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity at the end of the most recently completed financial year.

“**Awards**” means the Company’s Incentive Equity Awards pursuant to its 2024 Equity Incentive Plan.

During the year ended September 30, 2023, based on the above definition, the NEOs of the Company

were:

Name	Title	Dates
Lucas Russell	Chief Executive Officer and President	February 14, 2022 to February 5, 2024
Nilda Rivera	CFO and Corporate Secretary	February 15, 2021 to present

NAMED EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

The compensation of the Company's directors and Named Executive Officers is determined by the Board upon the recommendations of the Committee. The Committee is composed of three directors from the Board, Allan Larmour, John Bean and Kevin Kowbel. Allan Larmour is not an independent director as he was CEO of the Company within the last 3 years. John Bean and Kevin Kowbel are independent director within the meaning of section 1.4 of National Instrument 52-110 – *Audit Committees*. All of the members of the Committee have experience setting compensation for executives in companies of similar size to the Company.

Named Executive Officer Compensation

The Company does not have a formal compensation program. However, the Committee meets to discuss and determine the recommendations that it will make to the Board regarding management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Company's compensation strategy are to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a technology company without a history of earnings.

The Committee considers and evaluates executive compensation levels using various relevant factors, including the expected nature and quantity of duties and responsibilities, individual and corporate performance, comparison with compensation paid by other issuers of comparable size and nature, the overall financial strength of the Company and the availability of financial resources. The Committee recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility.

The Committee's Named Executive Officer compensation program is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Committee recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility.

Currently, the principal components of the Company's executive compensation packages are base remuneration and long-term incentive in the form of equity incentive awards.

Base remuneration is used to provide the Named Executive Officers a set amount of money during the year with the expectation that each Named Executive Officer will perform his responsibilities to the best of his ability and in the best interests of the Company.

All awards consisting of restricted share units ("**RSUs**"), performance share units ("**PSUs**") and deferred share units ("**DSUs**"), all together (the "**Awards**") are governed by the Company's 2024 Equity Incentive Plan. The granting of Awards provides a link between management compensation and the Company's share price. It also rewards management for achieving results that improve Company performance and thereby increase shareholder value. The Awards are generally granted to executive officers at the commencement of employment and periodically thereafter. In making a determination as to whether a

grant of Awards is appropriate, and if so, the number of Awards that should be granted, consideration is given to: the number and terms of outstanding Awards held by the NEO; current and expected future performance of the NEO; the potential dilution to shareholders and the cost to the Company; general industry standards and the limits imposed by the terms of the Plan and the Exchange. The Company considers the granting of Awards to be a particularly important element of compensation as it allows the Company to reward each NEO's efforts to increase value for shareholders without requiring the Company to use cash from its treasury. The terms and conditions of the Company's Awards, including vesting provisions and exercise prices, are governed by the terms of the Plan which is described under the heading below "**Equity Incentive Plan**".

The Committee considers the implications and risks of the Company's compensation policies and practices as a factor in assisting the Board in approving and monitoring guidelines and practices regarding the compensation and benefits of officers. In particular, the Committee considers the impact on NEOs and other senior executives to ensure that they do not take undue risks. The Committee has not identified any risks in the Company's existing compensation policies and practices that it believes would be reasonably likely to have a material adverse effect on the Company.

Director Compensation

The level of compensation for directors is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

The Company had no arrangements, standard or otherwise, pursuant to which directors were compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the financial year ended September 30, 2023, or subsequently, up to and including the date of this Information Circular with the exception of stock-based compensation as detailed in this Information Circular. The quantity and quality of Board compensation is reviewed on an annual basis. At present, the Board is satisfied that the current compensation arrangements adequately reflect the responsibilities and risks involved in being an effective director of the Company. The number of Awards to be granted to any director or officer is determined by the Board as a whole, thereby providing the independent director(s) with significant input into compensation decisions.

NEO AND DIRECTOR COMPENSATION

The following table sets forth all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or any subsidiary thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof for each of the three most recently completed financial years:

Table of Compensation excluding Compensation Securities							
Name and Position	Year ⁽¹⁾	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Lucas Russell ⁽⁴⁾ Former President and CEO	2023	120,000	Nil	Nil	Nil	83,041	203,041
	2022	80,000	Nil	Nil	Nil	205,800	285,800
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Nilda Rivera ⁽⁵⁾ CFO and Corporate Secretary	2023	171,145	Nil	Nil	Nil	33,217	204,362
	2022	176,106	Nil	Nil	Nil	92,281	268,387
	2021	129,038	Nil	Nil	Nil	49,304	178,342
John Bean ⁽²⁾⁽³⁾⁽⁶⁾ Director	2023	Nil	Nil	Nil	Nil	2,975	2,975
	2022	Nil	Nil	Nil	Nil	9,456	9,456
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Anthony Zelen ⁽⁷⁾ Former Director	2023	Nil	Nil	Nil	Nil	3,003	3,003
	2022	Nil	Nil	Nil	Nil	14,554	14,554
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Kant Trivedi ⁽⁸⁾ Former Director	2023	Nil	Nil	Nil	Nil	9,413	9,413
	2022	Nil	Nil	Nil	Nil	44,555	44,555
	2021	50,280	Nil	Nil	Nil	49,304	99,584
Tyler Koverko ⁽⁹⁾ Former Director	2023	Nil	Nil	Nil	Nil	9,164	9,164
	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Financial year ending September 30.
- (2) Member of audit committee.
- (3) Member of compensation committee.
- (4) Mr. Russell was appointed as CEO and President of the Company on February 14, 2022, and resigned on February 5, 2024 from both positions.
- (5) Ms. Rivera was appointed as CFO and Corporate Secretary of the Company on February 15, 2021. She was further appointed as interim CEO on February 15, 2024 and resigned from this position on June 1, 2024.
- (6) Mr. Bean was appointed as a director of the Company on August 29, 2022.
- (7) Mr. Zelen was appointed as a director of the Company on July 20, 2022 and resigned on February 7, 2024.
- (8) Mr. Trivedi was appointed as a director of the Company on February 15, 2021 and resigned on November 10, 2023.
- (9) Mr. Koverko was appointed as a director of the Company on July 10, 2023 and resigned on November 10, 2023.

EQUITY INCENTIVE PLAN

On September 14, 2021, the shareholders of the Company approved the Equity Incentive Plan (the “Plan”) which provides flexibility to the Company to grant equity-based incentive awards in the form of Options, RSUs, PSUs and DSUs.

The purpose of granting such Awards is to attract and retain directors, officers, employees and consultants and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through Options, RSUs, PSUs and DSUs granted under the Plan to purchase shares.

The Plan is considered to be an “evergreen” plan, since the Common Shares covered by Awards which have been exercised or terminated will be available for subsequent grants under the Equity Incentive Plan and the number of Awards available to grant increases as the number of issued and outstanding Common Shares increases. The Company is required to obtain shareholder approval of the Plan every three years.

The aggregate number of shares issuable upon the exercise of all Awards granted under the Plan shall not exceed 10% of the issued and outstanding common shares of the Company from time to time subject to the following limitations:

- (a) the aggregate number of shares subject to an Award that may be granted to any one individual in any 12 month period under this Plan shall not exceed 5% of the issued and outstanding shares determined at the time of such grant;
- (b) the aggregate number of shares subject to an Award that may be granted to any one consultant in any 12 month period under this Plan shall not exceed 2% of the issued and outstanding shares determined at the time of such grant; and
- (c) The aggregate number of Shares subject to an Award that may be granted to any one person conducting Investor Relations Activities in any 12 month period under this Plan shall not exceed 2% of the issued and outstanding Shares determined at the time of such grant.

As determined by the Board or the Committee, Awards granted under the Equity Incentive Plan may be subject to vesting. The exercise price of a stock option granted under the Equity Incentive Plan shall not be lower than the greater of the closing market prices of the underlying securities on (a) the trading day prior to the date of grant of the Options; and (b) the date of grant of the Options. The Equity Incentive Plan does not permit the issuance of greater than 5% of the issued and outstanding shares within 12 months as applying to an individual. Any grant of Awards to an individual that provides for the issuance of greater than 10% of the issued and outstanding in total over a 12 month period must first be approved by a majority of shareholders other than those excluded by law, Exchange requirements, and the Company’s constating documents. The terms of an Option may not be amended once issued. If an Option is cancelled prior to its expiry date, the Company must post notice of the cancellation and shall not grant new Options to the same person until 30 days have elapsed from the date of cancellation.

The maximum length of any stock option shall be five (5) years from the date the stock option is granted. Notwithstanding the above, a participant’s stock option will expire 90 days after a participant ceases to act for the Company, other than for cause or by reason of death. Stock option of a participant that provides investor relations activities will expire 30 days after the cessation of the participant’s services to the Company. In the event of the death of a participant, the participant’s estate shall have twelve (12) months in which to exercise the outstanding Options.

The aggregate number of shares issuable upon the exercise stock options and RSUs/DSUs/PSUs under the Plan shall not exceed 6% and 4%, respectively, of the issued and outstanding common shares of the Company. As at September 30, 2023, the maximum number of Options and RSUs/DSUs/PSUs issuable under the Plan was 650,018 and 433,345, respectively.

As at September 30, 2023, 332,500 Options and 66,500 RSUs were outstanding under the Plan and there have been no Awards granted outside of the Equity Incentive Plan.

The Company will disclose the terms and conditions of Options and RSUs in its public disclosure documents and will post a notice of cancellation or exercise of all Options and RSUs in its monthly progress report filings with the Exchange. The Company will also ensure that the fair value or vesting price of RSUs, as applicable, will be included in all security-based awards.

The full text of the Plan can be obtained by contacting the Company by email at swei@aroconsulting.ca.

STOCK OPTIONS AND OTHER COMPENSATION SECURITIES

The following table sets forth all compensation securities granted or issued to each Named Executive Officer and director during the financial year ended September 30, 2023 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Financial Year Ended 2023 (\$)	Expiry Date
Tyler Koverko ⁽³⁾ Former Director	Options ⁽¹⁾	15,000 – 0.14%	July 24, 2023	0.90	0.80	0.65	July 24, 2028
	RSU ⁽²⁾	5,000 – 0.05%	July 24, 2023	N/A	0.80	0.65	N/A

Note:

(1) The above Options vest immediately.

(2) The above RSUs vest 25% every six months over two years.

(3) Mr. Koverko's remaining RSU and Options were cancelled after his resignation on November 10, 2023.

The following table sets forth the total compensation securities held by each Named Executive Officer and director as of September 30, 2023.

Name and Position	Type of Compensation Security	As at September 30, 2023	
		Total Number of Compensation Securities Held	Total Number of Common Shares Underlying Compensation Securities
Lucas Russell Former President and CEO	Options ⁽¹⁾	50,000	50,000
	RSU	12,500	12,500
Nilda Rivera	Options ⁽¹⁾	20,000	20,000

CFO	RSU	5,000	5,000
Kant Trivedi Former Director	Options ⁽¹⁾	10,000	10,000
	RSU	1,250	1,250
Anthony Zelen Former Director	Options ⁽¹⁾	20,000	20,000
	RSU	2,500	2,500
John Bean Director	Options ⁽¹⁾	15,000	15,000
	RSU	2,500	2,500
Tyler Koverko Former Director	Options ⁽¹⁾	15,000	15,000
	RSU	5,000	5,000
Total	Options⁽¹⁾	130,000	130,000
	RSU	28,750	28,750

Note:

⁽¹⁾ The above Options were cancelled on February 12, 2024.

EXERCISE OF COMPENSATION SECURITIES BY NEOs AND DIRECTORS

No Options were exercised by NEOs and Directors for the fiscal year ended September 30, 2023.

The following table sets forth the total common shares received on vested compensation securities by each Named Executive Officer and director during the fiscal year ended September 30, 2023.

Name and Position	Type of Compensation Security	Total Number of Common Shares Issued on Vested Compensation Securities	Exercise Price	Date of Common Shares Issued
Lucas Russell President and CEO	RSUs	12,500	N/A	Oct 11, 2022
	RSUs	12,500	N/A	Feb 21, 2023
	RSUs	12,500	N/A	Aug 16, 2023
Nilda Rivera CFO	RSUs	5,000	N/A	Feb 21, 2023
	RSUs	5,000	N/A	Aug 16, 2023
Kant Trivedi Former Director	RSUs	1,250	N/A	Oct 11, 2022
	RSUs	1,250	N/A	Feb 21, 2023
	RSUs	1,250	N/A	Aug 16, 2023
Anthony Zelen Former Director	RSUs	1,250	N/A	Feb 21, 2023
	RSUs	1,250	N/A	Sep 25, 2023

John Bean Director	RSUs	1,250	N/A	Mar 20, 2023
	RSUs	1,250	N/A	Sep 7, 2023
Tyler Koverko Former Director	Nil	Nil	N/A	N/A
Total		56,250		

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets out information with respect to all compensation plans under which equity securities are authorized for issuance as of the financial year ended September 30, 2023:

Plan Category	Number of securities to be issued upon exercise of outstanding options and rights, under equity compensation plans ⁽¹⁾ (a)	Weighted-average exercise price of outstanding options and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by Securityholders	Options – 332,500 RSU – 66,250	Options - \$0.90 RSU - \$2.60	Options – 317,518 ⁽¹⁾ RSU – 367,090 ⁽²⁾
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	Options – 332,500 RSU – 66,250	Options - \$0.90 RSU - \$2.60	Options – 317,518⁽¹⁾ RSU – 367,090⁽²⁾

Note:

- (1) The number of common shares available under the Plan, which reserves a number of common shares for issuance Options, that is equal to 6% of the issued and outstanding common shares from time to time.
- (2) The number of common shares available under the Plan, which reserves a number of common shares for issuance of RSUs is equal to 4% of the issued and outstanding common shares from time to time.

EMPLOYMENT, CONSULTING AND MANAGEMENT AGREEMENTS

There are no employment, consulting or management agreements between the Company and the Named Executive Officers or directors.

TERMINATION AND CHANGE OF CONTROL BENEFITS

There are no compensatory plans, contracts, agreements or arrangements in place that provide for payments to the Named Executive Officers at, following or in connection with any termination of employment (whether voluntary, involuntary or constructive), resignation, retirement or a change in the Named Executive Officer's or director's responsibilities following a change in control.

Pension Plan

No pension plan or retirement benefit plans have been instituted by the Company and none are proposed at this time.

SECTION 5 - AUDIT COMMITTEE

As the Company is considered a “Venture Issuer” pursuant to relevant securities legislation, the Company is relying on the exemption in Section 6.1 of National Instrument 52-110 *Audit Committees (“NI 52-110”)*, from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110.

NI 52-110 requires the Company, as a venture issuer to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

The Audit Committee is a standing committee of the Board of Directors, the primary function of which is to assist the Board of Directors in fulfilling its financial oversight responsibilities, which will include monitoring the quality and integrity of the Company’s financial statements and the independence and performance of the Company’s external auditor, acting as a liaison between the Board of Directors and the Company’s external auditor, reviewing the financial information that will be publicly disclosed and reviewing all audit processes and the systems of internal controls management and the Board have established.

AUDIT COMMITTEE CHARTER

The text of the Company’s Audit Committee Charter is attached hereto as Schedule “A” to this information circular.

COMPOSITION OF AUDIT COMMITTEE

NI 52-110 provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment.

NI 52-110 provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

As of the date hereof, the members of the Audit Committee are John Bean (Chair), Denis Franks and Kevin Kowbel. Denis Franks is the President & CEO of the Company and, therefore, he is not considered independent. John Bean and Kevin Kowbel are not executive officers or employees of the Company and, therefore, are considered independent members of the Audit Committee.

All members of the Audit Committee are considered to be financially literate. They have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

RELEVANT EDUCATION AND EXPERIENCE

All of the Audit Committee members are senior level business people with experience in financial matters. Each has an understanding of accounting principles used by the Company to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavor.

Each member also has an understanding of the education technology business in which the Company is engaged in and has an appreciation of the financial issues and accounting principles that are relevant in assessing the Company's financial disclosures and internal control systems.

In addition, each of the members of the Audit Committee have knowledge of the role of an audit committee in the realm of reporting companies from their years of experience as directors or officers of public companies other than the Company. See Section 6 – Corporate Governance – Directorships in Other Public Companies.

John Bean

Mr. Bean is a CPA, CA with extensive experience in capital markets, strategic planning, and corporate governance. He has served on the board of directors and acted as a CFO of companies spanning cannabis, real estate and technology.

Kevin Kowbel

Kevin Kowbel has over 25 years of executive experience, particularly in overseeing large-scale global capital projects, with a focus on operational efficiency and innovation. As co-founder of QuantaSphere Technology Inc., he has driven the commercialization of patented technologies, showcasing his expertise in corporate governance and strategic planning. His leadership in developing innovative solutions and managing companies to successful outcomes highlights his strong background in financial oversight and risk management. His extensive experience makes him well-suited for audit committee responsibilities, ensuring effective financial oversight and accountability.

Denis Franks

Mr. Franks has over 35 years of entrepreneurial experience in diverse industries across the U.S. and Canada, focusing on leadership, sales, and marketing. Over the past decade, he has developed technology solutions like ERA Streaming Entertainment, BrappApps, and StudioVerse, aimed at improving quality of life. He is also active in cryptocurrency, with initiatives like BlockFame, which addresses global poverty and wealth inequality. His broad expertise in technology, finance, and corporate responsibility makes him a valuable addition to the audit committee.

AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

RELIANCE ON CERTAIN EXEMPTIONS

At no time since the commencement of the Company's most recently completed financial year ended September 30, 2022 and 2021, has the Company relied on the exemptions in Sections 2.4, 6.1.1(4), 6.1.1(5), or 6.1.1(6) or Part 8 of NI 52-110. Section 2.4 (De Minimis Non-audit Services) provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Sections 6.1.1(4) (Circumstance Affecting the Business or Operations of the Venture Issuer), 6.1.1(5) (Events Outside Control of Member) and 6.1.1(6) (Death, Incapacity or Resignation) provide exemptions from the requirement that a majority of the members of the Company's Audit Committee must not be executive officers, employees or control persons of the Corporation or of an affiliate of the Company. Part 8 (Exemptions) permits a company to apply to a securities regulatory authority or regulator for an exemption from the requirements of NI 52-110 in whole or in part.

PRE-APPROVAL POLICIES AND PROCEDURES FOR NON-AUDIT SERVICES

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services, other than as set out in the Audit Committee Charter.

EXTERNAL AUDITOR SERVICE FEES

The Audit Committee has reviewed the nature and amount of the audit services provided by WDM Chartered Professional Accountants to the Company to ensure auditor independence. The aggregate fees billed by the Company's external auditor during the financial year ended September 30, 2023 and 2022, are as follows:

Financial Period Ending	Audit Fees (\$) ⁽¹⁾	Audit Related Fees (\$) ⁽²⁾	Tax Fees (\$) ⁽³⁾	All Other Fees (\$) ⁽⁴⁾
2023	44,300	5,700	2,800	-
2022	35,700	-	2,500	-

Notes:

- (1) "Audit Fees" relate to professional services rendered for audits of annual financial statements and reviews of interim financial statements of the Company.
- (2) "Audit-Related Fees" relate to assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements that are not included under the heading "Audit Fees".
- (3) "Tax Fees" relate to fees for tax compliance, tax planning, tax structuring and tax advice.
- (4) "All Other Fees" refer to fees for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

SECTION 6 - CORPORATE GOVERNANCE

GENERAL

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") provides guidelines on corporate governance disclosure for venture issuers as set out in Form 58-101F2 and requires full and complete annual disclosure of a listed company's systems of corporate governance with reference to National Policy 58-201 – *Corporate Governance Guidelines* (the "Guidelines"). Where a company's corporate governance system differs from the Guidelines, each difference and the reason for the difference is required to be disclosed. The Company's approach to corporate governance is provided below.

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders and also takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices that are both in the interest of its shareholders and contribute to effective and efficient decision making. The Guidelines establish corporate governance guidelines that apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. NI 58-101 mandates disclosure of corporate governance practices for Venture Issuers in Form 58-101F2, which disclosure is set out below.

COMPOSITION OF THE BOARD OF DIRECTORS

All of the proposed nominees for election as a director at the Meeting are current directors of the company. Form 58-101F1 suggests that the Board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. "Material

relationship” is defined as a relationship that could, in the view of the Company’s Board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.

Of the director nominees, Denis Franks, CEO of the Company, is considered not to be “independent”. All other director nominees are considered to be “independent”. In assessing Form 58-101F2 and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors. It is the objective of the Company to have a majority of independent Board members and enhance the quality of the Company’s corporate governance.

The Company does not currently have a Chair of the Board and, given the current size of the Board, does not consider that a Chair is necessary. The independent directors exercise their responsibilities for independent oversight of management and are provided with leadership through their positions on the Board. The Board will give consideration to appointing an “independent” member as Chair at such time as it believes that such a position is required.

Management was delegated the responsibility for meeting defined corporate objectives, implementing strategic and operating plans, carrying on the Company’s business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management through infrequent meetings of the Board and by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its audit committee, the Board examines the effectiveness of the Company’s internal control processes and management information systems. The Board and its Compensation Committee reviews executive compensation and recommends equity incentive grants accordingly.

MANDATE OF THE BOARD

The Board is elected by and accountable to the shareholders of the Company. The mandate of the Board is to continually govern the Company and to protect and enhance the assets of the Company in the long-term best interests of the shareholders. The Board will annually assess and approve a strategic plan which takes into account, among other things, the opportunities and the identification of the principal risks of the Company’s business, and ensuring the implementation of appropriate systems to manage these risks.

DIRECTORSHIPS IN OTHER PUBLIC COMPANIES

Certain of the Board nominees are also directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Other reporting issuer (or equivalent in a foreign jurisdiction) ⁽¹⁾
Allan Larmour	Norsemont Mining Inc. Tisdale Clean Energy Corp. Avarone Metals Inc. Gama Explorations Inc.
John Bean	Norsemont Mining Inc. Cullinan Metals Corp. Tearlach Resources Limited Avarone Metals Inc.
Denis Franks	None
Kevin Kowbel	None

Note:

⁽¹⁾ Information not being within our knowledge has been furnished by the respective person or has been obtained from insider reports filed by respective person and available through the Internet at the Canadian System for Electronic Disclosure by Insiders (www.sedi.ca).

ORIENTATION AND CONTINUING EDUCATION

New directors are briefed on strategic plans, corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. New directors are also encouraged to review the Company's public disclosure records as filed under its profile at www.sedar.com. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current level of operations. However, if the growth of the Company's operations warrants it, it is likely that a formal orientation process will be implemented.

The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records and to the Company's legal counsel to better understand the operations of the Company. Reference is made to the table under the heading "Election of Directors" for a description of the current principal occupations of the members of the Company's Board.

ETHICAL BUSINESS CONDUCT

The Board has determined that the fiduciary duties placed on individual directors by the Company's governing corporate legislation, common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest are sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Furthermore, the Board promotes fair dealing with all its stakeholders and requires compliance with the laws of each jurisdiction in which the Company operates.

The Board of Directors is also required to comply with the conflict of interest provisions of the *Business Corporations Act* (British Columbia) and relevant securities regulation in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his interest and is not entitled to vote on any matter that is the subject of the conflict of interest.

NOMINATION OF DIRECTORS

The Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. The Board as a whole determines new nominees to the Board of Directors, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the individual Board members, including both formal and informal discussions among Board members and the President and CEO. The current size of the Board is such that the entire Board takes responsibility for selecting new directors and assessing current directors. Proposed directors' credentials are reviewed and discussed amongst the members of the Board prior to the proposed director's nomination.

The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions. The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

COMPENSATION OF DIRECTORS AND NAMED EXECUTIVE OFFICERS

The Board and the Compensation Committee have the responsibility for determining compensation for the directors and senior executives of the Company including the CEO and CFO. The Company does not currently pay its directors any remuneration for acting as directors and the only compensation for acting as directors received by non-management directors is through the grant of incentive equity awards and certain consulting fees.

At present, the Board is satisfied that the current compensation arrangements adequately reflect the responsibilities and risks involved in being an effective director and/or senior executive of the Company. In addition, the number of equity incentive awards to any director or senior executive is determined by the Board as a whole, thereby providing the independent directors with input into compensation decisions.

COMMITTEES OF THE BOARD OF DIRECTORS

The Company has an Audit Committee and a Compensation Committee.

ASSESSMENTS

The Board has not, as yet, established procedures to formally review the contributions of individual directors. At this point, the directors believe that the Board's current size facilitates informal discussion and evaluation of members' contributions within that framework.

SECTION 7 - OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Circular, there was no indebtedness outstanding with any current or former Director, executive officer or employee of the Corporation or its subsidiaries which is owing to the Corporation or its subsidiaries, or which is owing to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of the Corporation, no proposed nominee for election as a Director of the Corporation and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Corporation or its subsidiaries; or
- (ii) is indebted to another entity, which indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or its subsidiaries, in relation to a securities purchase program or other program.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Information Circular, no person who has been a director or executive officer of the Company at any time during the financial years ended **September 30, 2023** and **2022**, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Applicable securities legislation defines “*informed person*” to mean any of the following: (a) a director or executive officer of a reporting issuer; (b) a director or officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; (c) any person or company who beneficially owns, directly or indirectly, voting securities of a reporting issuer or who exercises control or direction over voting securities of a reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities Except as otherwise disclosed herein, no informed persons had (or has) any interest in any transaction with the Company during the completed financial year ended **September 30, 2023** and **2022**, or in any proposed transaction, that has materially affected the Company or is likely to do so.

MANAGEMENT CONTRACTS

Except as disclosed under Section 4 – Executive Compensation, the Company has no management agreements or arrangements under which the management functions of the Company are performed other than by the Company’s directors and executive officers.

The Company entered into an employment agreement with Nilda Rivera effective February 15, 2021, which provided for her annual salary of \$200,000, five weeks’ annual vacation, participation in equity incentive plans and eligibility to participate in the Company’s standard benefit plans. This agreement may be terminated by either party at any time. The Company may terminate Ms. Rivera’s employment without cause, and without further obligation, by providing notice or wages in lieu of notice according to the BC Employment Standards Act. In the event of a change of control of the Company and a termination occurring within twelve months of the date such change of control, Ms. Rivera is entitled to receive from the Company a payment equal to twenty four months’ salary or notice. Effective October 1, 2022, Ms. Rivera verbally agreed to a reduced salary of \$12,500 per month, and effective June 1, 2024, Ms. Rivera verbally agreed to a reduced fee of \$5,000 per month.

The Company entered into an employment agreement with Denis Franks effective June 1, 2024, which provided for his annual salary of \$84,000 and commission based on performance milestones. In addition, Mr. Franks will be paid a commission and his annual salary will increase upon the achievement of the following performance milestones: (i) commission of 20% of the Company’s net revenue plus an increase of annual salary to \$144,000 upon achievement of 300,000 paid subscribership (“Milestone 1”); (ii) commission will be reduced to 15% of the Company’s net revenue plus an increase of annual salary to \$240,000 when paid subscribership is above 500,000; and (iii) Commission will be reduced to 10% of the Company’s net revenue thereafter. In addition, Mr. Franks received a signing bonus of 350,000 shares at a deemed price of \$0.06 per share.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Except as set out below, no director, officer, or promoter of the Company, or a shareholder that holds a sufficient amount of securities of the Company to materially affect control of the Company, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Except as disclosed herein, no proposed nominee for election as a director of the Company is, or has been, within 10 years before the date of this Information Circular:

1. a director, chief executive officer or chief financial officer of any company (including the Company and any personal holding company of the proposed director) that, while that person was acting in that capacity:

- (a) was subject to a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order) or an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an “**Order**”); or
 - (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
2. a director or executive officer of any company (including the Company) and any personal holding company of the proposed director) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Bean was an officer of Underground Energy Corporation (“UGE”). UGE was dissolved in 2018. On March 4, 2013, Underground Energy, Inc. (“UEI”), the wholly-owned subsidiary of UGE, voluntarily filed for Chapter 11 creditor protection in the U.S. Federal Court. The filing was made in response to liens filed by creditors against UEI’s principal properties. On January 5, 2015, the U.S. Federal Court approved a plan of reorganization, whereby the assets of UEI were managed by a trust, the trustees of which were representatives of the creditors. Over the ensuing years to December, 2017, the trust sold all assets, with proceeds going to the creditors. UEI was dissolved in 2015. The Underground Energy Trust bankruptcy case entity was officially closed in December, 2017. The parent company, UGE, was dissolved in 2018.

Financial information about the Company is included in the Company’s audited consolidated financial statements and Management’s Discussion and Analysis for the financial years ended September 30, 2023 and September 30, 2022, and Annual Information Form for the financial year ended September 30, 2022, which have been electronically filed with regulators and are available through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. You may also access the Company’s public disclosure documents through the Internet on SEDAR at www.sedar.com.

DATED at Vancouver, British Columbia, this 1st day of November, 2024.

BY ORDER OF THE BOARD OF DIRECTORS,

(signed) “Denis Franks”

Denis Franks
Chief Executive Officer

**SCHEDULE A
AUDIT COMMITTEE CHARTER**

ANONYMOUS INTELLIGENCE COMPANY INC.

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company' s audit committee, or its Board of Directors in lieu thereof (the "**Audit Committee**"). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Company and any subsidiaries.

1. Composition

- (a) *Number of Members.* The Audit Committee must be comprised of a minimum of three directors of the Company.
- (b) *Chair.* If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.
- (c) *Financial Literacy.* All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

2. Meetings

- (a) *Quorum.* The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.
- (b) *Agenda.* The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.
- (b) *Notice to Auditors.* The Company's auditors (the "**Auditors**") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.
- (d) *Minutes.* Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

External Auditor

The Audit Committee will:

- (a) *Selection of the external auditor.* Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company's accounts, controls and financial statements.
- (b) *Scope of Work.* Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.
- (c) *Compensation.* Recommend to the Board the compensation to be paid to the external auditors.

- (d) *Replacement of Auditor.* If necessary, recommend the replacement of the Auditor to the Board of Directors.
- (e) *Approve Non-Audit Related Services.* Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.
- (f) *Responsibility for Oversight.* Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.
- (g) *Resolution of Disputes.* Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

Consolidated Financial Statements and Financial Information

The Audit Committee will:

- (a) *Review Audited Financial Statements.* Review the audited consolidated financial statements of the Company, discuss those statements with management and with the Auditor, and recommend their approval to the Board.
- (b) *Review of Interim Financial Statements.* Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.
- (c) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports.* Review the Company's management discussion and analysis, interim and annual press releases, and audit committee reports before the Company publicly discloses this information.
- (d) *Auditor Reports and Recommendations.* Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

Risk Management, Internal Controls and Information Systems

The Audit Committee will:

- (a) *Internal Control.* Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.
- (b) *Financial Management.* Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.
- (c) *Accounting Policies and Practices.* Review management plans regarding any changes in accounting practices or policies and the financial impact thereon.
- (d) *Litigation.* Review with the Auditor and legal counsel and litigation, claims, or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.
- (e) *Other.* Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

Complaints

- (a) *Accounting, Auditing and Internal Controls.* The audit Committee must establish a procedure for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal controls and auditing matters.
- (b) *Employee Complaints.* The Audit Committee must establish a procedure for the confidential

transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

3. Authority

(a) *Auditor.* The Auditor, and any internal auditors hired by the company, will report directly to the Audit Committee.

(b) *Independent Advisors.* The Audit Committee may, at the Company's expense and without the approval of management, retain, the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.

4. Reporting

The Audit Committee will report to the board on:

(a) the Auditor's independence;

(b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;

(c) the reappointment and termination of the Auditor;

(d) the adequacy of the Company's internal controls and disclosure controls;

(e) the Audit Committee's review of the annual and interim consolidated financial statements;

(f) the Audit Committee's review of the annual and interim management discussion and analysis;

(g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and

(h) all other matters dealt with by the Audit Committee.