

**ANACOTT ACQUISITION CORPORATION**  
**MATERIAL CHANGE REPORT**  
**FORM 51-102F3**

**Name and Address**

**Anacott Acquisition Corporation** (the “Corporation”)  
360 Main Street,  
Winnipeg, Manitoba, R3C 4G1

**Date of Material Change**

April 13, 2021

**News Release**

The corporation issued a press release dated April 13, 2021 regarding the material change.

**Summary of Material Change**

The Corporation completed its initial public offering (“**IPO**”) to raise gross proceeds of \$200,000 pursuant to the final prospectus dated March 17, 2021. A total of 2,000,000 common shares of the Company (“**Shares**”) were subscribed for at a price of \$0.10 per Share. After completion of the IPO, the Company now has 4,400,000 Shares issued and outstanding, with the directors and officers of the Company, in aggregate, holding 2,000,000 Shares, which Shares are subject to escrow restrictions pursuant to the policies of the TSX Venture Exchange (“**TSXV**”)

The Shares were listed on the TSXV at the market open on April 13, 2021, and immediately halt traded pending closing of the IPO. The halt was lifted and trading of the Shares commenced on April 16, 2021 under the symbol "AAC.P".

**Full Description of Material Change**

A full description of the material change is attached as Schedule “A” hereto.

**Reliance on subsection 7.1 (2) of National Instrument 51-102**

Not applicable.

**Omitted Information**

Not applicable.

**Executive Officer**

Inquiries in respect of this material change report may be made to:

Michael Romanik, Chief Executive Officer

Tel: 204-724-0613

Email: romanikm@mymts.net

**Date of Report**

May 5, 2021

## Schedule "A"

### ANACOTT ACQUISITION CORPORATION

360 Main Street,  
Winnipeg, Manitoba, R3C 4G1 Canada

#### **Anacott Acquisition Corporation Completes Initial Public Offering as a Capital Pool Company and Lists on the TSX Venture Exchange**

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**April 13, 2021 – Vancouver, British Columbia** – Anacott Acquisition Corporation (the "**Company**" or "**Anacott**") is pleased to announce that on April 13, 2021, it successfully completed its initial public offering ("**IPO**") to raise gross proceeds of \$200,000 pursuant to the final prospectus ("**Prospectus**") dated March 17, 2021. A total of 2,000,000 common shares of the Company ("**Shares**") were subscribed for at a price of \$0.10 per Share. After completion of the IPO, the Company now has 4,400,000 Shares issued and outstanding, with the directors and officers of the Company, in aggregate, holding 2,000,000 Shares, which Shares are subject to escrow restrictions pursuant to the policies of the TSX Venture Exchange ("**TSXV**").

Canaccord Genuity Corp. (the "**Agent**"), of Vancouver, British Columbia, acted as agent for the IPO and received a cash commission of \$20,000 being 10% of the gross proceeds raised in the IPO, a corporate finance fee of \$15,000, and agent's warrants to purchase up to 200,000 Shares at a price of \$0.10 per Share exercisable until the date that is 5 years after the Company's Shares are listed on the TSXV. The Company also granted incentive stock options to its directors and officers to purchase up to 400,000 Shares, which are exercisable at a price of \$0.10 per Share until November 26, 2025, which are subject to escrow restrictions pursuant to the policies of the TSXV.

The Shares were listed on the TSXV at the market open on April 13, 2021, and immediately halt traded pending closing of the IPO. The halt is expected to be lifted and trading of the Shares is expected to commence on or about April 16, 2021 under the symbol "**AAC.P**".

The net proceeds of the IPO, together with the proceeds from prior sales of Shares as disclosed in the Prospectus, will be used by Anacott to identify and evaluate assets or businesses for acquisition with a view to completing a "Qualifying Transaction" (as that term is defined in TSXV Policy 2.4 – *Capital Pool Companies* (the "**CPC Policy**")) under the TSXV's Capital Pool Company ("**CPC**") program.

The current directors of the Company are Michael Romanik, Jeff Smulders, and Glen Wallace.

For further information please see the Prospectus, available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com),

#### **ABOUT ANACOTT ACQUISITION CORPORATION**

The Company is a CPC created to identify and evaluate potential acquisitions of commercially viable businesses and assets. The Company has not commenced commercial operations and has no assets other than cash. Except as permitted under the CPC Policy, until the completion of the Qualifying Transaction, Anacott will not carry on business, other than the identification and evaluation of companies, businesses or assets with a view to completing a Qualifying Transaction.

For further information, please contact:

Michael Romanik, Chief Executive Officer  
Telephone: 204.724.0613  
E-mail: [romanikm@mymts.net](mailto:romanikm@mymts.net)

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*This news release includes forward-looking statements that are subject to risks and uncertainties. All statements within, other than statements of historical fact, are to be considered forward looking. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable*

*assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing, and general economic, market or business conditions. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. The Company does not assume any obligation to update any forward-looking statements.*