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

These securities have not been registered under the United States Securities Act of 1993, as amended (the "U.S. Securities Act"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

AMENDED AND RESTATED OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

(Amending and Restating the Offering Document dated October 3, 2024)

October 17, 2024

Trilogy AI Corp. (formerly Ambari Brands Inc.)
("Trilogy", the "Issuer", "we", "our" or "us")

1. SUMMARY OF OFFERING

What are we offering?

Offering:	Units of the Issuer ("**Units**"), with each Unit being comprised of one common share of the Issuer (each, a "**Common Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will be exercisable to acquire an additional Common Share at an exercise price of C$0.15 per Common Share for a period of 24 months from the date of issue.
Offering Price:	C$0.09 per Unit.
Offering Amount:	3,333,333 Units for gross proceeds to the Issuer of approximately C$300,000.00 (the "**Offering**").
Closing Date:	On or about October 18, 2024 or such other date that is within 45 days from October 3, 2024 as the Issuer may agree. The Offering will close in one tranche when all of the Units being offered pursuant to the Offering have been fully subscribed for.

Exchange:	The Common Shares are listed for trading on the Canadian Securities Exchange (the "**CSE**") under the trading symbol "TRAI", the OTC Markets Group's OTCQB Venture Market (the "**OTCQB**") under the trading symbol "TRAIF", and the Frankfurt Stock Exchange (the "**FSE**") under the symbol "y92". The Issuer will make all requisite filings and notifications to each of the CSE, OTCQB and FSE, as applicable.
Last Closing Price:	The last closing price of the Common Shares on the CSE, OTCQB and FSE on October 16, 2024 was C$0.115, US$0.064 and €0.0705, respectively.
Description of Common Shares:	Holders of Common Shares are entitled to dividends, if as and when declared by the board of directors of the Issuer, to one vote per Common Share at meetings of shareholders and, upon liquidation, to receive such assets of the Issuer as are distributable to holders of Common Shares.

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

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

Unless otherwise indicated, all references to C$ in this offering document refer to Canadian dollars.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains "forward-looking information" and "forward-looking statements" within the meaning of Canadian securities laws and United States securities laws, respectively (collectively, "**forward-looking information**"). All information, other than statements of historical facts, included in this offering document that address activities, events or developments that the Issuer expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Issuer's businesses, operations, plans and other such matters is forward-looking information. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes, among others, information regarding the terms of the Offering; completion of the Offering; the intended use of proceeds from the Offering; expectations regarding future financial results of the Issuer and the Issuer's belief that its financial statements for subsequent periods will not contain a going concern note; and the sufficiency of cash and working capital for future operating activities.

Investors are cautioned that forward-looking information is not based on historical facts but instead is based on reasonable assumptions and estimates of management of the Issuer at the time they were made and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Issuer to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Such factors include, among others: market trends and competition in the Issuer's industry; the Issuer's ability to develop and market new products; marketing risks; unexpected changes in governmental policies and regulations; the Issuer's ability to continue to meet the listing requirements of the CSE, OTCQB and FSE; the ability and/or need to obtain additional financing for continued operations or on terms acceptable to the Issuer; the lack of control over the Issuer's investees; risks relating to investing in the Common Shares; discretion in the use of proceeds; volatility in the market price of the Issuer's Common Shares; dilution of shareholders' holdings; negative operating cash flow; the negative effects of interest rate and exchange rate changes; the Issuer's reliance on key employees; fluctuations in demand in the markets in which the Issuer operates; failure to obtain required regulatory and stock exchange approvals; limitations in the liquidity of the Common Shares; health, safety and environmental risks; delays in obtaining or failure to obtain governmental permits, or noncompliance with permits; assessments by taxation authorities; litigation; management of growth; the Issuer's ability to continue as a going concern; as well as the risk factors described under the heading "Risk Factors" in the Issuer's Management Information Circular dated June 14, 2024, which is available on the Issuer's profile on SEDAR+ at www.sedarplus.com.

Although the Issuer has attempted to identify important factors that could cause actual results to differ materially from statements contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Forward-looking information is made as of the date given and the Issuer does not undertake any obligation to revise or update any forward-looking information other than as required by applicable law.

2. SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Issuer’s initial business focused on luxury, performance-driven skincare, whose line of products were based on its customized “Modern Blend”, which combines high levels of active ingredients, smart adaptogens and broad-spectrum Cannabidiol. The Issuer developed three core products – the Gold Profection22™ Mask, the PM Active12® Serum, and the Complex4 Hydrator® Cream – all of which were based on the Issuer’s Modern Blend concept. The Issuer sold its products directly through its own e-commerce platform, as well as through select luxury retailers, both online and in brick-and-mortar locations.

On July 19, 2024, at the Issuer's annual general special meeting, the shareholders of the Issuer approved the Issuer's change of business to become an artificial intelligence ("**AI**") company initially through development and use of its Scarlett technology ("**Scarlett**"). The Issuer intends to develop further AI related applications, software and solutions including those which leverage advanced AI algorithms and machine learning capabilities, and across any number of verticals such as medical, legal, agriculture and industrial. Scarlett is currently undergoing further development and has not yet been commercially launched. The disclosure in this offering document with respect to Scarlett describes the pre-launch, public beta version of Scarlett.

Scarlett offers personalized skincare recommendations tailored to each user's unique skin type, concerns, and preferences. Through a user-friendly interface, individuals can access a wealth of information curated by the Issuer, empowering them to make informed decisions about their skincare routine. In addition to personalized skincare recommendations, Scarlett features virtual makeup trials, allowing users to experiment with different makeup looks in real-time. By leveraging augmented reality ("**AR**") technology, users can virtually apply a diverse range of makeup products, from lipsticks and eyeshadows to foundations and blushes, to visualize how each product complements their complexion and style. Scarlett also serves as a virtual skincare advisor, providing users with expert guidance and insights to address their specific skincare concerns. Whether seeking advice on acne management, anti-aging strategies, or product recommendations for sensitive skin, users can rely on Scarlett's comprehensive database of skincare information to navigate their skincare journey with confidence. As part of the Issuer’s change of business, the Issuer is actively preparing for the further development and commercial launch of Scarlett, with plans to roll out the application to global audiences in the future. As the Issuer transitions its focus towards digital innovation, Scarlett represents a cornerstone of its strategic vision for the future of beauty. The Issuer released a public beta of Scarlett that introduces beauty enthusiasts to the Colour Matching Beauty Advisor, AR Makeup Tester, and Personalized Skincare Assistant. These features leverage advanced AI and AR to offer personalized recommendations, virtual makeup trials, and tailored skincare advice.

Recent developments

<u>Change of Name and Trading Symbol</u>

On July 23, 2024, the Issuer has changed its name to "Trilogy AI Corp." from "Ambari Brands Inc." and on July 26, 2024 the Issuer changed its stock symbol from "AMB" to "TRAI" on the CSE.

Changes to Board and Management

On May 23, 2024, the Issuer announced the appointment of Melody Cooper as a member of the board of directors of the Issuer (the "**Board**") and the appointment of Ms. Cooper as Chief Executive Officer and Corporate Secretary of the Issuer. Ms. Cooper replaced Avtar Dhaliwal, who resigned as a member of the Board and Chief Executive Officer and Corporate Secretary to facilitate the appointment, effective as of May 22, 2024.

Ms. Cooper is an experienced operator, with a background in property management and event management. She presently serves as the Director of Operations and as Corporate Secretary and a director at NextGen Food Robotics Corp. (CBOE:NGRB) ("**NextGen**"), a food manufacturing company that is also building a proprietary AI-based food application. Ms. Cooper operates all aspects of the day-to-day operations at NextGen's two facilities in Vancouver, BC, and manages more than 50 food businesses out of NextGen's commissary kitchens.

On January 29, 2024, the Issuer announced the appointment of Avtar Dhaliwal as a member of the Board and the appointment of Mr. Dhaliwal as Chief Executive Officer and Corporate Secretary of the Issuer. Mr. Dhaliwal replaced Nisha Grewal, who resigned as a member of the Board and Chief Executive Officer and Corporate Secretary to facilitate the appointment, effective as of January 29, 2024.

Discontinued Operations

During the year ended December 31, 2023, the Issuer made the decision to discontinue the operations of its subsidiary, Ambari Beauty Inc. ("**Ambari USA**"). As a result, Ambari USA was classified as a discontinued operation in accordance with IFRS 5 Non-Current Assets Held for Sales and Discontinued Operations for the six months ended June 30, 2024.

Distribution

Furthering the Issuer's international expansion which launched in fiscal 2022, the Issuer entered into an agreement for the distribution of Ambari products in India through e-tailer shops and brick and mortar chains. The Issuer does not expect to complete the registration process, due to the decision to discontinue the operations of Ambari USA.

During the year ended December 31, 2023, the Issuer began to focus on liquidation distributors to alleviate storage costs on inventory held at two of the storage facilities. Due to the slower movement of inventory through the direct consumer and retail channels, this decision allowed the Issuer to direct more attention to the research and development of the Issuer's AI software development. As a result, the operations of Ambari USA were discontinued as explained above.

Artificial Intelligence Software Development

In July 2023, the Issuer commenced research and development towards an AI-powered software name "Scarlett" with B2B and consumer applications. The software is intended to provide cutting-edge AI technology and augmented reality to further personalize the beauty experiences of customers. The Issuer hopes that Scarlett will be able to identify and assess customers' skin and provide recommendations of the best products available for their unique individual needs. Additionally, the software will utilize augmented reality by means of a virtual try-on feature allowing the customers to try a wide range of beauty products. A long-term focus of the Issuer is implementing the technology within the retail sector, to potentially eliminate the need for human beauty advisors and provide customers individualized information within seconds.

As at December 31, 2023, the Issuer began the finalization of a beta version of the application. In late January 2024, the Issuer announced the beta version was available to shareholders and the public to provide valuable feedback and become involved in testing the application. The Issuer continues to refine the application and work on improving the software and addressing any bugs that may occur. As at June 30, 2024, Scarlett is available on the Apple app store. The Issuer has engaged a third-party software development company to support with the application for Scarlett to be available on Google Play.

The regulatory landscape for AI and other emerging technologies is still evolving. Uncertainty in the legal regulatory regime relating to AI may require significant resources to modify and maintain business practices to comply with changes in laws and regulations related to AI, data privacy, and cybersecurity which could impact our operations.

Material facts

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

Business objectives and milestones

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

Our business objectives over the next 12 months using the expected net proceeds from this Offering in the amount of approximately C$300,000.00 and C$66,377 cash on hand are to continue scaling the Issuer's business and building out the Issuer's capital base, and for working capital and general corporate purposes.

The Issuer intends to use the funds to finalize the Scarlett app for use on the Apple Store and Google Play. This will require discussion with internet marketing companies to develop a budget for marketing the Scarlett app.

The anticipated expenditures of the business objectives above are set forth in the *"Use of Available Funds"* section below.

3. USE OF AVAILABLE FUNDS

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

The expected total available funds to Trilogy following completion of the Offering are estimated to be C$258,361.

		Assuming 100% of Offering
A	Amount to be raised by this Offering	C$300,000
B	Selling commissions and fees	C$Nil
C	Estimated Offering costs (e.g., legal, accounting, audit)	C$10,000
D	**Net proceeds of Offering: D = A – (B+C)**	**C$290,000**
E	Working capital as at most recent month end (deficiency)[1]	(C$31,639)
F	Additional sources of funding	C$Nil
G	**Total available funds: G = D+E+F**	**C$258,361**

Note:

(1) The Issuer's working capital for the most recent month end, being August 31, 2024, is based on a management-prepared calculation that has not been audited or reviewed by the Issuer's auditors.

The Issuer's working capital declined from approximately C$481,590 for the year ended December 31, 2023 to approximately C$74,831 for the six months ended June 30, 2024 from continuing operations. The decrease in working capital of $406,759 during the six months ended June 30, 2024 is due to a decrease in cash of $434,868 as a result of cash used in continuing operating activities, cash used in discontinued operating activities, a decrease in prepaid expenses of $12,977 due to the timing of payments and agreement terms with third parties, a decrease in inventory of $7,874 as a result of the discontinuing operations, slightly offset by a decrease in accounts payable and accrued liabilities of $35,591 and by an increase in accounts receivable of $13,369 related to sales tax receivables.

How will we use the available funds?

Trilogy intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming 100% of Offering
Working capital purposes	C$93,361
General corporate purposes and expenses	C$Nil
Scarlett app development	C$15,000
Marketing	C$150,000
Total	**C$258,361**

The above noted allocation of capital and anticipated timing represents Trilogy's current intentions with respect to its use of proceeds based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although Trilogy intends to spend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including Trilogy's ability to execute on its business plan. See the "*Cautionary Statement Regarding Forward-Looking Information*" section above.

The most recent audited annual financial statements and interim financial report of Trilogy included a going-concern note. Trilogy has not yet generated positive cash flows from its operating activities, which may cast doubt on Trilogy's ability to continue as a going concern. The Offering is intended to permit Trilogy to continue to achieve its business objectives, and is not expected to affect the decision to include a going concern note in the future financial statements of Trilogy.

Use of funds from previous financings

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

Trilogy did not raise funds in the past 12 months.

4. FEES AND COMMISSIONS

Involvement of dealers or finders and their fees

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

The Issuer has not engaged any dealers or finders in connection with this Offering.

5. PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

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

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

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

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

6. ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access Trilogy's continuous disclosure at www.sedarplus.com. You can find out more information about the Issuer on Trilogy's website www.trilogyai.ca.

[***Certificate on Following Page***]

7. DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after October 17, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

DATED as of October 17, 2024

"*Melody Cooper*"	"*Alexander McAulay*"
Melody Cooper Chief Executive Officer, Corporate Secretary & Director	**Alexander McAulay** Chief Financial Officer