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**ABAXX TECHNOLOGIES INC.**

**MANAGEMENT'S DISCUSSION & ANALYSIS  
FOR THE THREE AND NINE MONTHS  
ENDED SEPTEMBER 30, 2024, AND 2023  
(EXPRESSED IN CANADIAN DOLLARS)**

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## **Introduction**

The following Management's Discussion and Analysis ("MD&A") of the financial condition and results of the operations of Abaxx Technologies Inc. (the "Company" or "Abaxx") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and nine months ended September 30, 2024. This discussion should be read in conjunction with the unaudited condensed interim consolidated financial statements for September 30, 2024, together with the notes thereto (the "Financial Statements"). This MD&A is dated as of November 14, 2024, unless otherwise indicated.

Unless otherwise indicated and as hereinafter provided, all financial information contained in this MD&A, unaudited condensed interim consolidated financial statements and the Company's Annual Financial Statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Unless otherwise noted in this MD&A; all monetary amounts are expressed in Canadian dollars, and "we", "us", "our", or the "Company" refer to Abaxx Technologies Inc. and its direct and indirect subsidiaries.

Certain statements in this MD&A constitute forward-looking statements or forward-looking information within the meaning of applicable securities laws. You should read carefully; the "Cautionary Note Regarding Forward-looking Statements" section in this MD&A and should not place undue reliance on any such forward-looking statements.

Abaxx Technologies Inc. ("Abaxx" or the "Company") is a company incorporated under the Alberta Business Corporations Act. Its corporate headquarters is 110 Yonge Street, Suite 1601, Toronto, Ontario, M5C 1T4, and the Company's registered office is 1250, 639 – 5th Avenue S.W., Calgary, AB T2P 0M9. The issued and outstanding common shares are listed and posted for trading on the Cboe Canada Exchange under the symbol "ABXX" and the OTCQX Market under the symbol "ABXXF".

## **Caution Regarding Forward-Looking Statements**

This MD&A contains forward-looking statements about the Company's objectives, plans, goals, aspirations, strategies, financial condition, results of operations, cash flows, performance, prospects, opportunities, and legal and regulatory matters. Specific forward-looking statements in this MD&A include, but are not limited to, statements with

respect to the Company's anticipated future results, events, plans, strategic initiatives, future liquidity, and planned capital investments.

Forward-looking statements are typically identified by words such as "expect", "anticipate", "believe", "foresee", "could", "estimate", "goal", "intend", "plan", "seek", "strive", "will", "may", "maintain", "achieve", "grow", "should" and similar expressions, as they relate to the Company and its management. Forward-looking statements reflect the Company's current estimates, beliefs, and assumptions, which are based on management's perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances. The Company's expectation of operating and financial performance in 2024 is based on certain assumptions including assumptions about operational growth, anticipated cost savings, operating efficiencies, anticipated benefits from strategic initiatives, future liquidity, and planned capital investments. The Company's estimates, beliefs, and assumptions are inherently subject to significant business, economic, competitive, and other uncertainties, and contingencies regarding future events and as such, are subject to change. The Company can give no assurance that such estimates, beliefs, and assumptions will prove to be correct.

Numerous risks and uncertainties could cause the Company's actual results to differ materially from those expressed, implied, or projected in the forward-looking statements. Such risks and uncertainties include:

- the nature of the business and industries that the Company competes in;
- limited assets, available funds, currency risk, absence of dividends, additional financing requirements, and anticipated use of those funds;
- the operational management of the Company by its directors, officers, and insiders, reliance on key personnel, limited management experience, conflict of interests with directors and management;
- the future growth, results of operations, performance, products, competition, slow acceptance of products, growth, and business prospects and opportunities of Abaxx;
- the ability of Abaxx to satisfy all conditions precedent and obtain all regulatory approvals.
- whether Abaxx will be able to execute its business strategy successfully such that the future growth, results of operations, performance, and business prospects and opportunities of Abaxx, will be as anticipated;
- Reporting Issuer Risk including Risks related to volatility of share price, and fluctuation of operating results;
- risks related to regulation by governmental authorities including political & regulatory risks;

- operations in foreign jurisdictions;
- protection of Abaxx Tech Software and IP portfolio, cybersecurity threats, hacking, server, system software failures or reliance on technical infrastructure;
- clearing house and exchange failure or the inadequacies of risk management procedures and facility developments;
- a deterioration occurs in the political or economic situation generally as a result of the Russian invasion of Ukraine, conflict in the Middle East or an act of war or hostilities, invasion, armed conflict or act of a foreign enemy, revolution, insurrection, insurgency occurs resulting in a material adverse result directly or indirectly affecting the company.
- the availability of financing opportunities and risks associated with general economic and financial conditions as well as those risks related to political insurrection and war;
- the speculative and competitive nature of the technology sector;
- limited operating history and share price fluctuations;
- Use and Storage of Personal Information and Compliance with Privacy Laws permits, contracts, licenses, political and regulatory risk;
- technical obsolescence and failure by third-party vendors of technologies;
- tax consequences;
- environmental regulations and liability;
- third-party risk, erroneous transactions, and human error;
- non-availability of insurance to properly compensate risk;
- loss of key employees, anthropogenic risks, as well as the risk caused by the inability to access and deploy available human resources competitively;
- risks related to the development of carbon markets in general, including related financial trading instruments that could be susceptible to corruption and other integrity risks;
- risks of hiring skilled technically proficient staff and their supervision and management;
- software development risk and risk of technological change
- acquisition risk;
- limited market for securities;
- going concern risk: The risk associated with a substantial doubt about the Company's ability to continue as a going concern including its inability to meet its obligations as they come due without substantial disposition of assets outside the ordinary course of business, restructuring of debt, additional equity or other funding, externally forced revisions of its operations, within the next 12 months;
- lawsuits and other legal proceedings, financial and human resource costs and challenges; and

- other factors beyond the Company's control.

The above is not an exhaustive list of the factors that may affect the Company's forward-looking statements. Other risks and uncertainties not presently known to the Company or that the Company presently believes are not material could also cause actual results or events to differ materially from those expressed in its forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect the Company's expectations only as of the date of this MD&A. Except as required by law, the Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

## **Mission and Strategy**

Abaxx is building smarter markets, empowered by better financial technology and market infrastructure to address our biggest challenges, including the energy transition. In addition to developing and deploying financial technologies that make communication, trade, and transactions more accessible and more secure, Abaxx is an indirect majority owner of Abaxx Exchange and Abaxx Clearing, subsidiaries recognized by MAS as an RMO and ACH, respectively.

Abaxx Exchange and Abaxx Clearing are a Singapore-based commodity futures exchange and clearinghouse that introduces centrally cleared, physically deliverable commodities futures and derivatives to provide better price discovery and risk management tools for the commodities critical to our transition to a lower-carbon economy.

The Company, which commenced its business operations in January 2018, has developed a business strategy comprised of core components: (i) developing new internet communication protocols and proprietary financial software architecture with a vision for global commodity market trading and (ii) commercializing the majority-owned commodity futures exchange and clearing house utilizing Abaxx-built technology, including foundational products in new liquified natural gas ("LNG") benchmark contracts, a new market structure vision for precious metals and battery metals markets, and new initiatives for enhancing environmental markets and their data. Consistent with its innovative and fresh approach, Abaxx is listed on the Cboe Canada Exchange (Cboe Canada Exchange: ABXX) as well as the OTCQX (OTCQX: ABXXF) and provides its shareholders with the potential for significant long-term value creation.

The Abaxx vision for Global Commodity Market Trading Infrastructure 3.0, which Abaxx describes as the "Commoditization of Trust®", is a software architecture that is natively comprised of novel software technologies that utilize novel machine learning and blockchain-like algorithms including deep learning and natural language processing ("**DL/NPL**"), self-sovereign digital identity ("**ssdID**"), encrypted content-addressing distributed file systems, smart contracting languages, and protocols, and distributed ledger and decentralized datastore technology ("**DLT/DDS**").

As a development stage business, the Company has generated eleven (11) process and software user interface patent applications. The Company has also engineered a foundational internet ssdID and messaging protocol called "ID++", and developed alpha-

stage software applications (e.g., Abaxx Console) using the Commoditization of Trust architecture in the fields of:

- ssdID based verified-credential management, authentication, and identity and access management (IDAM);
- end-to-end encrypted and compliant financial messaging and video chat, with enhanced deep learning and natural language processing applications;
- multi-cloud storage of financial data using encrypted content-addressing distributed file systems;
- ssdID-enabled electronic document and smart contract signing; and
- digital-contract custody and other financial workflow management applications.

Abaxx intends to commercialize its software technology suite and the Software and IP Portfolio through business-to-business (“B2B”) strategic partnerships, where novel technologies can be applied to specific markets heavily reliant on transactional transparency, transaction execution velocity, and compliance with stringent data regulation requirements.

Abaxx Technologies currently holds a gross revenue royalty over AEX in exchange for the licensed use of its proprietary software (including the use of its intellectual property and), seeks to expand this software licensing and intellectual property royalty model into other financial service segments. While Abaxx expects to generate revenue from the licensure of its software and royalties via Abaxx Technologies, Abaxx is still in its development stage and does not currently generate substantial revenue.

Abaxx is also the owner of the LabMag and KeMag iron ore assets, which were assets owned by New Millenium Iron Corp. and continue to be held by Abaxx after the reverse take-over of New Millennium Iron Corp. The Company is not undertaking any iron ore development due to the Company’s technology-focused plan. Although the Company does not believe that the LabMag and KeMag iron ore assets have material value at present, the Company developed an understanding that the market for “green” commodities may evolve to include certain types of iron ore deposits which could increase in value of the LabMag and KeMag iron ore assets. In particular, the LabMag and KeMag iron ore assets are “taconite” iron ore assets. The processing of taconite iron ore involves the production of iron ore pellets which can be optimal feedstock for electric arc furnaces. Electric arc furnaces can produce steel with lower carbon dioxide emissions than conventional blast furnace steel production, hence the potential to characterize taconite iron ore assets as a green commodity.

At this juncture, the Company intends to maintain certain LabMag and KeMag properties in good standing and continue to assess developments in the taconite iron ore market. The Company may entertain offers from third parties to dispose of or enter into a joint venture relating to these iron ore assets. The ability of the Company to monetize the iron ore assets on terms that are economic or at all is virtually entirely dependent on (i) iron ore commodity prices in general, and (ii) demand for taconite iron ore as a green commodity for use in lower carbon dioxide electric arc furnace steel production. Large-scale demand does not exist for iron ore green commodities at present, and it is not possible to determine the outcome or value that could result from any monetization of the LabMag and KeMag iron ore assets. In addition, the processing of taconite iron ore involves various types of processing and feedstock metallurgical characteristics which are not entirely certain at this time.

As a result, it cannot be assured that production of the LabMag and KeMag iron ore assets can be achieved commercially or at all.

## **Business History**

The following is a summary of the general development of the Company's business over the last three years:

On September 7, 2020, Abaxx received Approval in Principle of its RMO application, subject to various terms and conditions. The Company is in frequent contact with the MAS and is working toward the completion of the Approval in Principle process for an ACH license in the near term, with the commencement of the commercial launch phase thereafter. Planning meetings are ongoing with participants and members ahead of the launch. The Company received approval in FY 2023 from the MAS.

On December 14, 2020, Abaxx completed its reverse take-over (RTO) transaction with New Millennium.

After the successful completion of the reverse take-over transaction with New Millennium, on December 17<sup>th</sup>, 2020, Abaxx was listed on Canada's Cboe Canada Stock Exchange listing under the symbol ABXX, also accessible to American resident investors over the counter ("OTC") as ABXXF, with applications filed to begin trading in the United States ("US") under a more formal OTCQX listing sponsored by a US-based financial institution. The Company has started a review of additional senior stock exchange listings to provide increased access to global investors as the Company prepares to launch the AEX.

On December 17, 2020, Abaxx received final approval to be listed on the Cboe Canada Exchange and subsequently began trading on the Cboe Canada Exchange on December 18, 2020, under the symbol "ABXX".

On March 11, 2021, Abaxx made common shares available for trading on the OTCQB market under the ticker symbol ABXXF

On April 8, 2021, Abaxx entered into an agreement with a syndicate of underwriters co-led by Cormark Securities Inc. and BMO Capital Markets Inc. (collectively the "Underwriters") pursuant to which the Underwriters agreed to purchase on a bought deal basis 3,947,400 units of the Company (the "Units") at a price of C\$3.80 per Unit, representing total gross proceeds of C\$15,000,120 (the "Offering").

The closing was expected on or about April 29, 2021 (the "Closing Date") and was subject to regulatory approval including that of the NEO Stock Exchange.

Each Unit was to consist of one common share of the Company (a "Common Share") and one-half of one Common Share purchase warrant (each full warrant, a "Warrant"). Each Warrant would entitle the holder to acquire one Common Share of the Company at an exercise price of C\$5.10 for a period of 24 months following the closing of the Offering.

The Underwriters also had an option to purchase up to an additional 592,110 Shares at the offering price (representing 15% of the Offering) on the Closing Date for market stabilization purposes and price to cover over-allotments for a period of 30 days after the Closing Date.

The net proceeds of the Offering were to be used by the Company for ongoing regulatory capital, working capital and general corporate purposes.

On April 15, 2021, Abaxx graduated to the OTCQX market under the ticker symbol ABXXF. Trading on the OTCQX Market offers companies efficient, cost-effective access to the U.S. capital markets. For companies listed on a qualified international exchange, streamlined market standards enable them to utilize their home market reporting to make their information available in the U.S. To qualify for OTCQX, companies must meet high financial standards, follow best practice corporate governance, and demonstrate compliance with applicable securities laws.

On May 14, 2021, Abaxx closed its previously announced bought deal financing. The Company issued a total of 6,506,585 units (the "Units") on a bought deal basis, at an offering price of C\$3.80 per Unit (the "Offering Price"), which includes 848,685 Units

issued pursuant to the exercise of an over-allotment option, in full, for gross proceeds of approximately C\$24.72 million. Each Unit consists of one common share (a "Common Share") in the capital of the Company and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a "Warrant"). Each Warrant entitles the holder thereof to purchase one Common Share at a price of C\$5.10 for a period of 24 months following the closing of the Offering.

On June 2, 2021, the Company made additions to its executive management including David Greely as Senior Economic Advisor, Steve Lowe as Precious Metals Strategic Advisor and Gus Hadidi as LNG, Strategic Advisor. Read full release and bios here: <https://www.investors.abaxx.tech/abaxx-technologies-inc.-announces-additions-to-executive-management-and-market-structure-advisory-leads>

On July 15, 2021, Base Carbon Corp., was formed as an independent company with its own balance sheet and a pending technology license to solve major carbon credit industry problems including measurement, reporting and verification. To learn more about Base Carbon, visit [www.basecarbon.com](http://www.basecarbon.com).

On August 17, 2021, Abaxx appointed Steve Fray as Chief Financial Officer (CFO) and Cyrus Hiramaneek to the Abaxx Board of Directors.

On August 25, 2021, the Company received approval in principle for its Approved Clearing House business (conducted through Abaxx's wholly-owned Singaporean subsidiary, Abaxx Clearing Pte Ltd) from the MAS. The Company completed the remaining step and obtained approval in FY 2023.

On September 8, 2021, The Company completed a non- brokered private financing of a new affiliated company, Base Carbon Corp. ("Base").

On February 17, 2022, The Company announced a distribution of 5,091,864 common shares (the "Base Carbon Shares") of Base Carbon Corp. ("Base Carbon") from its holdings to shareholders of Abaxx as a return of capital (the "Return of Capital").

At the time of the release, The Return of Capital was being completed in connection with a capital reorganization and the anticipated completion of Base Carbon's reverse takeover transaction and listing on the Neo Exchange Inc. The Return of Capital was approved by shareholders of Abaxx at its annual general and special meeting held on August 25, 2021 (the "Meeting").

The distribution of the Base Carbon Shares was payable on March 3, 2022, to Abaxx shareholders of record at the close of business on March 1, 2022 (the “Record Date”). The Base Carbon Shares were to be distributed on a pro rata basis. No fractional shares or cash in lieu thereof (or any other form of payment) was to be payable in connection with the Return of Capital. Any fractional interests in Base Carbon Shares were to be rounded down to the nearest whole number of shares. Based upon the number of common shares of Abaxx currently outstanding, and ignoring the effect of rounding for fractional interests, one (1) Base Carbon Share was to be paid for every fourteen (14) Abaxx common shares held on the Record Date (approximately 0.0714 Base Carbon Shares per Abaxx common share).

On January 23, 2023, Abaxx Singapore Pte. Ltd.’s subsidiary, Abaxx Exchange Pte. Ltd., submitted a Notification of Impending Listing of Futures Contracts to the Monetary Authority of Singapore for Abaxx Exchange’s initial portfolio of LNG futures contracts including Northwest Europe, North Asia Pacific, and the United States Gulf of Mexico benchmarks. To support market understanding around physically settled futures contracts, Abaxx Exchange President Dan McElduff, Chief Commercial Officer Joe Raia, and Chief Economist David Greely published a whitepaper titled “Back to the Future(s): The Best Commodities Benchmarks are Still Physically Settled. The whitepaper is available to the public from the Abaxx Tech website in the Investor Relations section: <https://www.investors.abaxx.tech/back-to-the-futures-the-best-commodities-benchmarks-are-still-physically-settled>

On February 22, 2023, Abaxx announced a Special Meeting of Shareholders for April 14th, 2023, in preparation for a secondary US listing application for the Company's common shares, subject to regulatory approvals and the satisfaction of applicable listing requirements. The Company is still progressing in several aspects of preparation for a secondary listing application of Company shares on a US stock exchange, including DTC eligibility, US supplementary regulatory filings, preparing a potential change of Transfer Agent, and then calling for a Meeting of Shareholders to vote on a three-for-one share Consolidation to meet a minimum U.S. Dollar share price listing threshold. The Company proposed a Consolidation of its outstanding common share capital based on one (1) post-consolidation share for every three (3) pre-consolidation shares. The Company’s shareholders voted to approve all resolutions proposed at the Special Meeting of Shareholders.

On April 26, 2023, Abaxx Technologies appointed Nancy Seah as the CEO of Abaxx Exchange and appointed five new board members to the Abaxx Commodity Exchange boards of directors. Thomas Chhoa, Silvana Hleap, and Catherine Flax joined Abaxx Singapore’s Board of Directors, while Neal Wolkoff and Ng Quek Peng joined Abaxx

Clearing's Board of Directors. Thomas McMahon, co-founder of Abaxx Singapore, who currently sits on Abaxx Clearing's Board of Directors, was also appointed to Abaxx Singapore's Board of Directors. Mason Wallick, who sits on Abaxx Singapore's Board of Directors, was re-appointed to Abaxx Clearing's Board of Directors.

On May 15, 2023, Abaxx Exchange completed full systems integration and commenced operational readiness testing. It also completed the first user acceptance testing ("UAT") and progressed systems toward the completion of regulatory requirements.

This included Abaxx Clearing, completing the commercial onboarding of its first clearinghouse settlement bank, and signing a collateral management services agreement with Southeast Asia's largest bank by assets. At this time, Abaxx Singapore announced the completion of all key executive and senior management-level hiring.

On July 10, 2023, Abaxx Technologies announced the Company's first revenues, generated through the Company's 2.5% gross revenue royalty on Base Carbon sales, the first group revenue from an organic development project within Abaxx. In this corporate update, the Company shared the completion of its first nickel sulphate industry working group to advance final contract-specification development before submitting the proposed nickel futures products for regulatory review; 11 metals merchant trading companies, two global mining companies, four global auto and battery manufacturers, and four market makers and financial participants participated in the working group and proposed product specification review.

On August 14, 2023, Abaxx Technologies announced that Abaxx Singapore had, as part of a US\$20 million to US\$35 million best efforts equity private placement of preferred shares of Abaxx Singapore, signed a definitive investment agreement with an initial corporate investor to participate in an offering of 2,144,563 Preferred Shares and Ordinary Shares in the first tranche of the Offering. As part of the First Tranche, Abaxx Singapore will also issue 1,932,610 ordinary shares from treasury to a wholly owned subsidiary of the Company for cash and settlement of intercorporate debts. The Offering is expected to close in September 2023. The release confirmed that the investor for Preferred Shares in the First Tranche is a global market infrastructure operator.

Following the closing of the First Tranche, the Company announced plans to hold the funds raised for required reserve capital to fulfill regulatory requirements from the Monetary Authority of Singapore for Abaxx Exchange to operate as a Recognized Market Operator ("**RMO**") and in subsequent closings, for Abaxx Clearing to obtain an "Approved Clearing House ("**ACH**") license, each contingent upon regulatory approvals and successful execution of the Offering.

In concert with the Offering, Abaxx Technologies announced that the Company agreed to fund up to US\$11,000,000 of Abaxx Singapore’s projected working capital requirements through its subscription for units of Abaxx Singapore for US\$4.718 per Unit”). Each Unit will consist of one Ordinary Share and one Ordinary Share purchase warrant (each, a “**Warrant**”), with each Warrant exercisable for an Ordinary Share for US\$4.718 per Ordinary Share, exercisable within 6 months of the date of issuance. It is expected the Ordinary Share Offering will close after the First Tranche.

On August 17, 2023, Abaxx Singapore Pte. Ltd.’s subsidiary, Abaxx Exchange Pte. Ltd., submitted a Notification of Impending Listing of Futures Contracts to the Monetary Authority of Singapore (MAS) for inclusion as a flagship Abaxx Exchange and Clearing Product and that the initial Nickel Sulphate futures contract will include a new approach to the legacy warehouse structure of current base metals contracts.

Abaxx’s first-of-its-kind nickel sulphate futures contract results from collaboration with 21 firms, including a broad spectrum of industry market participants. That cooperative work involved two major global auto manufacturers, two global mining companies, six merchant trading firms, two EV battery manufacturers, three nickel sulphate producers, and four bank/broker trading firms.

Effective October 2, 2023, economist and commodities strategist Dr. Jeff Currie joined the Abaxx Technologies Board of Directors as an independent member.

On October 22, 2023, Abaxx Technologies entered a binding term sheet for financing with a strategic investor. The Financing was to consist of the issuance of up to 4,695,653 common shares of the Company for \$5.75 per common share for gross proceeds of \$27 million, of which a lead strategic investor would subscribe for \$20.5 million (3,565,218 shares).

The Company closed a Financing and terminated its “at-the-market” equity offering program relating to sales of common stock with BMO Capital Markets as a sales agent. The ATM Program was originally announced on April 26, 2023. As of October 22, 2023, the Company had sold 763,333 of its common shares and raised approximately \$5,644,815 in gross proceeds at a price of approximately \$7.39 per share.

On November 21, 2023, the Company closed its non-brokered private placement previously announced on October 23, 2023. The Financing consisted of issuing 5,338,866 common shares (the “**Shares**”) of the Company for \$5.75 per common share for aggregate gross proceeds of \$30,698,480. In the release, CEO Josh Crumb welcomed

new institutional shareholders, including Canoe Financial, K2 Asset Management, and the additional leading global institutional investors who participated in the placement.

The \$30.7 million proceeds of the Financing were intended to enable Abaxx to complete its final applications for “recognized market operator” and “approved clearing house” licenses for Abaxx Exchange Pte. Ltd. (“Abaxx Exchange”) and Abaxx Clearing Pte. Ltd. (“Abaxx Clearing”) and provide working capital and funds for general corporate purposes through to the launch of its exchange. As of this M&DA, the Company has allocated the proceeds as planned, and there are no variances in its capital allocation for the \$30.7 million.

The Company also terminated its “at-the-market” equity offering program relating to sales of common shares with BMO Capital Markets as a sales agent. The ATM Program was originally announced on April 26, 2023. Upon termination, the Company expected no further obligations related to this ATM Program.

On December 7, 2023, the Monetary Authority of Singapore (MAS) granted an Approved Clearinghouse (ACH) license and Recognised Market Operator (RMO) license to Abaxx Singapore’s fully owned subsidiaries, Abaxx Clearing Pte Ltd. (“Abaxx Clearing”) and Abaxx Exchange Pte Ltd. (“Abaxx Exchange”) respectively. The grant of these licenses is expected to allow Abaxx to operate a regulated marketplace that provides a venue for listing and trading futures and options contracts and a clearing facility that offers centralized clearing and settlement services for global commodities markets.

## **Key Events of 2024**

FY 2024 has been a milestone-driven period for Abaxx Technologies, Abaxx Exchange, and Abaxx Clearing. Below, we outline key Company dates, events, and achievements chronologically.

On January 3, 2024, Abaxx Technologies announced that Abaxx Singapore had, as part of a best-efforts equity private placement of preferred shares and Ordinary Shares of Abaxx Singapore, signed definitive investment agreements with a group of strategic corporate investors to participate in an Offering of 953,787 Preferred Shares and 4,837,392 Ordinary Shares for aggregate gross proceeds of approximately US\$27,323,013. The investors for Preferred Shares are Abaxx’s first group of globally recognized strategic participants in the market infrastructure and commodity ecosystems. At the same time, Abaxx Tech (through an indirect wholly owned subsidiary) is the investor for the Ordinary Shares. The Offering involved issuing 953,787 preferred shares to strategic partners, 4,837,392 ordinary shares, and 3,730,362 Ordinary Share purchase warrants. The investors for Preferred Shares are Abaxx’s first group of globally recognized strategic participants in the market infrastructure and commodity ecosystems and include CBOE III LLC “Cboe”, TLW Trading LLC “TLW”, Traxys Lithium Investments Limited “Traxys” — while Abaxx Tech (through an indirect wholly-owned subsidiary) is the investor for the Ordinary Shares and Warrants.

The Preferred Shares were offered solely to strategic corporate investors for US\$4.718 per Preferred Share. The Preferred Shares will be convertible into Ordinary Shares of Abaxx Singapore at the holder’s option or upon the occurrence of specific events, as well as a put right that, upon the occurrence of certain events, will allow purchasers of Preferred Shares the ability to sell their Preferred Shares back to Abaxx Singapore at the Purchase Price. In addition, investors will be granted limited pre-emptive rights concerning any future capital raising by Abaxx Singapore. Investors of the Preferred Shares will also have, subject to regulatory approval, the right to nominate one director to serve on the Abaxx Singapore board of directors.

On January 10, 2024, Abaxx Singapore closed its best-efforts equity private placement for gross proceeds of US\$27,323,013. The Offering consisted of issuing 953,787 preferred shares to strategic partners, 4,837,392 ordinary shares, and 3,730,362 Ordinary Share purchase warrants. The investors for Preferred Shares are Abaxx’s first group of globally recognized strategic participants in the market infrastructure and commodity ecosystems (CBOE III LLC “**Cboe**”, TLW Trading LLC “**TLW**”, Traxys Lithium Investments

Limited “Traxys”), while Abaxx Tech (through an indirect wholly-owned subsidiary) is the investor for the Ordinary Shares and Warrants.

On January 29, 2024, Abaxx Singapore Pte. Ltd has been approved for Futures Industry Association (FIA) membership.

The FIA is a global trade organization with a diverse membership base, including clearing firms, exchanges, clearing houses, and trading firms from over 48 countries. Its various professionals serve the industry with the mission to support open, transparent, and competitive markets, protect and enhance the financial system's integrity, and promote high standards of professional conduct.

The newly granted membership reflects Abaxx’s readiness to meet the commercial needs of global futures market participants. Abaxx Exchange and Abaxx Clearing will introduce centrally cleared, physically delivered futures contracts and derivatives to deliver better price signals and risk management tools. They will also enhance the market ecosystem enabling energy and commodity markets to accelerate the energy transition.

On January 30, 2024, Abaxx Technologies and StoneX Financial Pte. Ltd. jointly announced that StoneX has become the first approved clearing and trading member of Abaxx’s indirectly held, majority-owned Singapore-based exchange (“Abaxx Exchange”) and clearinghouse (“Abaxx Clearing”), introducing centrally cleared, physically-deliverable futures contracts, and licensed as a Recognised Market Operator (“RMO”) and Approved Clearing House (“ACH”) with the Monetary Authority of Singapore (“MAS”).

StoneX’s clients would have access to Abaxx Exchange’s suite of first-of-their-kind, physically- deliverable futures contracts, including liquefied natural gas (“LNG”), nickel sulphate, and carbon, from the first day of trading on Abaxx Exchange. This will enable StoneX clients to be the first market participants to benefit from Abaxx’s market price discovery and enhanced risk management tools for energy transition-related commodities.

On February 1, 2024, Abaxx Technologies provided a Corporate Update highlighting the following achievements:

- Abaxx Exchange and Clearing approved applications for two initial clearing members
- Began onboarding global inter-dealer broker networks — key in building market liquidity for the debut of Abaxx product verticals

- Conducted an extensive series of demos intended to familiarize brokers with the Abaxx Trade Registration Platform for block trade entry
- Finalizing additional membership approvals to build a key group of clearing members at launch
- We continued to enhance trading participants' readiness by ensuring the adequacy of their product knowledge of our launch suite of LNG, Carbon, and Nickel Sulphate futures contracts.
- Lithium futures progressed to Stage 2 (Scoping/Design/Drafting). Precious Metals solutions in Stage 3 (Industry Review/Risk/Regulatory).
- Integration, training, and onboarding of all user classes (trading firm, broker firm, and clearing firm) into production and payment network underway and on time for targeted 2024 launch
- Abaxx Singapore completed the onboarding of a multinational bank as Abaxx Clearing's second settlement bank and Abaxx Clearing is now active on the Swift network
- Held our first private demo day, reviewing our full slate of product applications and prototypes.
- Advanced work on prototyping processes and tooling for a novel, privacy-preserving deployment of Large Language Model (LLM) applications within the Abaxx Console Suite using ID++

On February 14, 2024, Abaxx Technologies and KGI Securities (Singapore) Pte. Ltd. jointly announced that KGI Securities had become an approved clearing and trading member of Abaxx's majority-owned Singapore-based exchange ("Abaxx Exchange") and clearinghouse ("Abaxx Clearing"), facilitating centrally cleared, physically-deliverable futures contracts, and licensed as a Recognised Market Operator ("RMO") and Approved Clearing House ("ACH") with the Monetary Authority of Singapore ("MAS").

The partnership between KGI Securities and Abaxx Exchange brings together KGI Securities' extensive experience in commodities trading and Abaxx Exchange's state-of-the-art marketplace. By combining their expertise, the two organizations communicated their aim to empower market participants with innovative solutions and unlock new avenues for success.

On March 11, 2024, Abaxx Technologies initiated the final exchange trading launch sequence for Abaxx Exchange and Clearinghouse to open the market in each of its commodity futures contracts. Highlights included:

- Abaxx Exchange and Abaxx Clearing will request approval from their respective Boards of Directors to provide final notices to open Abaxx markets pending the near-term finalization of a third clearing member application approval.
- With Abaxx Exchange and Clearing operational and markets open, the arrangement of first block trades in each market will be finalized and announced.
- Pending final notices, Abaxx Exchange and Abaxx Clearing will open with three approved clearing members, while additional clearing firms onboard through these clearing members or via applications as direct members of Abaxx Clearing.
- Abaxx has worked closely with market participants in three launch product verticals - LNG, Carbon, and Nickel Sulphate to initiate trading.

The Company's global broker partners had facilitated the 'go live' phase of futures block trades. Broker firms have been engaged with trading firms across the three initial product verticals to enlist their interest in 'first trades.' It is general practice with new market launches that trading and clearing firms confirm all trade information and data have been correctly routed to the proper clearing entities before continuing to trade.

At launch, market participants who have completed onboarding can engage the Abaxx Exchange central limit order book or report Block and Exchange of Futures for Related Product ("EFRP") trades through the Abaxx trade reporting system. Market data, including trade volume and open interest, will be available at [www.abaxx.exchange](http://www.abaxx.exchange) and through market data channels provided by approved Independent Software Vendors ("ISVs") and data vendors.

The Company communicated that in addition to the current clearing members, customers of Marex and an Asian financial institution are expected to be able to access the Abaxx suite of physically deliverable futures contracts via an arrangement with carry brokers in Singapore.

It also provided an overview of Abaxx's initial product suite of first-of-their-kind, physically-deliverable futures contracts for transition commodities, accessible at the link below: <https://www.investors.abaxx.tech/abaxx-prepares-exchange-opening-sequence-and-final-notice>

On March 28, 2024, the Company closed its previously announced bought-deal financing (the "Offering") (announced on March 18th with an upsizing announced on March 19th). The Company issued 1,437,500 common shares (the "Common Shares") on a bought-deal basis at an offering price of \$13.00 per Common Share (the "Offering Price"), which includes 187,500 Common Shares issued pursuant to the exercise of an over-allotment option, in total, for gross proceeds of \$18,687,500.

The Company intends to use the net proceeds from the Offering for general corporate and working capital requirements, including to fund ongoing operations and/or working

capital and minimum regulatory requirements for Abaxx Exchange and Abaxx Clearing, or for other corporate purposes as outlined in its prospectus supplement to its base shelf prospectus dated March 20, 2024, filed in connection with the Offering.

On June 28, 2024, the Company launched the Abaxx Commodity Futures Exchange and Clearinghouse, with trading commencing in its physically-deliverable liquified natural gas (LNG) and carbon futures contracts.

Five new centrally-cleared, physically-deliverable commodity futures contracts in LNG and Carbon are now available for trading on Abaxx Commodity Futures Exchange and Clearinghouse in Singapore. Full clearing and execution are currently accessible through our two clearing members StoneX and KGI Securities, while execution and broking services can be sourced from our execution brokers Marex, Eagle Commodities, Evolution Markets, Salamander Broking, SSY, TP ICAP and Venture Commodities Partners, along with introducing broker, Sweet Futures.

Throughout that week, several of the Company's technology and exchange partners formally announced their involvement with Abaxx Exchange including Trading Technologies, Exberry, Baymarkets, Eventus, ION and CQG.

On July 31, 2024, the Company entered into a share exchange agreement with MineHub Technologies Inc. (TSXV: MHUB) (OTCQB: MHUBF) to develop a strategic partnership to drive digitization more broadly within the physical commodities markets. The companies share a joint mission to improve data transparency and empower market participants with better tools to meet the ever-evolving commodities landscape, facing new challenges such as the energy transition and increasing regulatory pressure. Comprehensive digital tools are more necessary than ever to adapt to a changing market environment.

On August 26, 2024, the Company filed an early warning report in respect of MineHub Technologies Inc. On August 23, 2024, pursuant to a share exchange agreement between Abaxx and MineHub dated July 31, 2024, Abaxx completed a first tranche closing and acquired 4,166,677 common shares of MineHub and 8,333,333 common share purchase warrants of MineHub. Each Warrant entitles Abaxx to acquire one common share of MineHub at a price of \$0.35 per Warrant Share until November 15, 2024.

On August 30, 2024, the Company announced the acquisition of PrivacyCode, Inc. by Abaxx Technologies Corp. (Barbados) ("Abaxx Barbados"), an indirect wholly owned subsidiary of Abaxx, pursuant to a definitive agreement and plan of merger dated August 21, 2024.

The business of PrivacyCode is a data governance platform that turns policies into actionable and measurable tasks and requirements. Organizations often face challenges in coordinating compliance and governance across various specialized disciplines. By

using PrivacyCode, users achieve consistent and measurable outcomes, ensuring value in the increasingly important Global Data Supply Chain.

Under the Merger Agreement, Abaxx, the Company issued an aggregate of 37,146 common shares authorized for issuance by the board of directors of Abaxx at a deemed issuance price of \$11.07 per Acquisition Share in connection with the cancellation and settlement of simple agreements for future equity previously entered into between PrivacyCode and certain other parties. An aggregate total of 6,696 Acquisition Shares have been issued to Abaxx Barbados and a director and certain officers of Abaxx in consideration for the cancellation of their respective SAFE Agreements, on equal terms to other third-party SAFE Holders. The Acquisition Shares will be subject to a statutory hold period of four months and a day from the date of issuance.

On September 9, 2024, the Company completed a second tranche closing and acquired 4,166,666 common shares of MineHub.

Immediately before the Second Tranche Closing, Abaxx held 4,166,667 MineHub Shares and 8,333,333 common share purchase warrants of MineHub representing 5.76% of the issued and outstanding MineHub Shares on an undiluted basis and 15.5% of the MineHub Shares on a partially diluted basis (assuming the full exercise of the Warrants). Immediately after the Second Tranche Closing, Abaxx held 8,333,333 MineHub Shares, representing 10.8% of the issued and outstanding MineHub Shares on an undiluted basis and 19.65% of the MineHub Shares on a partially diluted basis. As a result of the MineHub Shares issued in connection with the Second Tranche Closing, Abaxx's holdings have changed by more than 2% on a partially diluted basis since the filing of its previous early warning report. The MineHub Shares held by Abaxx are for investment purposes.

On September 18, 2024, the Company noted that ADMIS Singapore had become the third approved clearing and trading member of Abaxx's indirectly held, majority-owned Singapore-based exchange and clearinghouse, Abaxx Commodity Futures Exchange and Clearinghouse.

On October 22, 2024, the Company anticipates entering into a binding agreement with a strategic investor, pursuant to which the investor has agreed to purchase 215,000 common shares (the "Shares") of the Company at a price of \$13.00 per common share for aggregate gross proceeds of \$2,795,000 on a private placement basis (the "Financing").

The proceeds of the Financing are expected to be used for general corporate and working capital requirements, including to fund ongoing operations and/or working capital and minimum regulatory requirements for Abaxx Exchange and Abaxx Clearing. No finder's fees or commissions were paid in connection with the Financing. The parties must enter into a binding subscription agreement to complete the financing, which is expected to close as soon as reasonably practicable and is subject to final acceptance by Cboe Canada.

On November 4, 2024, the Company announced the execution of the first two carbon futures block trades on Abaxx Commodity Futures Exchange and Clearinghouse, traded between Mercuria and HNK Alpha on October 30, 2024.

Mercuria and HNK Alpha traded 50 lots of December 2024 CORSIA<sup>1</sup> Phase 1 Carbon Offset Unit Futures at USD \$24.00/tCO<sub>2</sub>e<sup>2</sup>. Mercuria and HNK Alpha also traded 50 lots of December 2025 JREDD<sup>+3</sup> Carbon Offset Unit Futures at USD \$17.75/tCO<sub>2</sub>e.

## Overall Performance

In Q2 2024, the Company launched Abaxx Commodity Futures Exchange and Clearinghouse, with trading commencing in its physically deliverable liquified natural gas (LNG) and carbon futures contracts. During Q3 2024, the Company was still developing its revenue streams for the exchange and clearing house and executing its plans to become profitable. It expects to generate more significant revenue within the next twelve months.

On September 30, 2024, the Company had \$28.2 million in cash and cash equivalents and short-term investments, compared to \$25.2 million on December 31, 2023.

The Company's loss for the three months ended September 30, 2024 ('Q3 2024') was \$9.7 million (September 30, 2023 ('Q3 2023') \$7.4 million). The Company expects to focus on growing its exchange and clearing house operations to earn more revenue and turn a profit.

See below for more details on the Company's performance.

## Summary of Quarterly Results

<i>IFRS Consolidated Income Statement</i>								
Select Data	FY 2024				FY 2023			FY 2022
(Expressed in \$000s) except EPS	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Revenue	0.4	0.4	-	-	-	0.2	-	-
Total Expenses	(9,796)	(10,753)	(7,752)	(11,810)	(7,083)	(5,986)	(6,430)	(6,243)
Net Profit (Loss) Before Tax	(9,641)	(8,941)	(11,934)	(13,356)	(7,353)	15,789	(6,567)	(5,296)
Basic Profit (Loss) per Share <sup>1</sup>	(0.28)	(0.26)	(0.37)	(0.46)	(0.28)	0.66	(0.25)	(0.19)
Diluted Profit (Loss) per Share <sup>1</sup>	(0.28)	(0.26)	(0.37)	(0.46)	(0.28)	0.63	(0.25)	(0.19)

1. The number of common shares for the comparative period was restated to reflect the one-for-three share consolidation that occurred in the period ended June 30, 2023.

For the three months ended September 30, 2024, when compared to the three months ended September 30, 2023, the Company had an increase in operating expenses of \$2.7 million or 38%. This increase was mainly due to salaries and wages increasing by \$0.4 million, development costs increasing by \$0.2 million, professional fees increasing by \$0.8 million, travel, marketing & promotion increasing by \$0.1 million, general and administration increasing by \$0.1 million and non-cash stock-based compensation increasing by \$1 million. These operating expenses were for ongoing ramp-up work in Singapore and Canada to meet the Company's timelines for its various projects.

### a. Revenue

During Q3 2024, the Company generated revenue from its Base Carbon Royalty agreement. This agreement requires Base Carbon to pay Abaxx a 2.5% royalty for the usage of software it developed. The royalty is indefinite in term and Base Carbon has the

right to buy back the royalty upon the payment of US\$150 million (above or in excess any royalty already paid) to Abaxx.

For the quarter that ended September 30, 2024, \$0.4 million (September 30, 2023, \$nil) has been earned and accrued under the royalty agreement.

The Company launched the exchange and clearing house on June 28, 2024, and has not yet generated material revenue for its exchange and clearing house operations during the quarter ending September 30, 2024, or in the prior year's three-month quarter ending September 30, 2023, as revenue streams are still being developed.

**b. Net Loss (Profit) Before Tax**

For the quarter that ended September 30, 2024, the Company recorded a net loss before tax of \$9.8 million (September 30, 2023, \$7.1 million), a 38% increase. Abaxx is a developing technology company with early-stage revenue streams for either quarter. The loss was due primarily to its spending on development expenses of \$3 million (September 30, 2023, \$2.8 million), salaries and wages of \$2.2 million (September 30, 2023, \$1.8 million), professional fees of \$1.5 million (September 30, 2023, \$0.6 million), travel marketing & promotion \$0.4 million (September 30, 2023, \$0.3 million), and \$0.2 million on general & administration (September 30, 2023, \$0.1 million).

The Company also incurred non-cash stock-based compensation expense of \$2.4 million (September 30, 2023, \$1.3 million) and unrealized loss on investments at fair value of \$0.3 million (September 30, 2023, \$0.1 million).

**c. Basic and Diluted Loss per Share**

For the quarter ended September 30, 2024, the Company recorded basic and diluted loss per share of \$0.28 (September 30, 2023, \$0.28).

## Results of Operations

### Basis of Presentation

The following are the consolidated results from operations for the September 30, 2024 quarter, compared to the same period in 2023.

### Consolidated Financial Results

(expressed in \$000s)	Q3 2024	Q3 2023	\$ Change	% Change	YTD 2024	YTD 2023	\$ Change	% Change
<b>Revenue</b>	384	-	384	100%	812	216	597	277%
<b>Operating Expenses</b>								
Research and development	3,010	2,795	215	8%	9,429	8,440	989	12%
Salaries and wages	2,231	1,841	391	21%	6,417	5,053	1,364	27%
Professional fees	1,476	631	845	134%	3,041	1,199	1,842	154%
Travel, marketing and promotion	435	311	124	40%	1,656	729	926	127%
General and administrative	227	126	100	80%	1,425	1,435	(10)	(1%)
Share-based compensation	2,417	1,380	1,037	75%	6,061	2,643	3,418	129%
Regulatory expenses	-	-	-	0%	272	-	272	100%
Total operating expenses	9,796	7,083	2,713	38%	28,300	19,499	8,801	45%
Operating loss for the period	(9,412)	(7,083)	(2,329)	33%	(27,488)	(19,284)	(8,204)	43%
Foreign exchange (loss) gain	(2)	(117)	115	(99%)	(41)	(138)	97	(70%)
Investment income	12	-	12	100%	59	0	59	100%
Gain (loss) on fair value of short term investments	-	15	(15)	(100%)	-	304	(304)	(100%)
Other income	87	68	19	28%	265	222	44	20%
Gain (loss) on investment under equity method	8	(124)	131	(106%)	(2,668)	21,164	(23,832)	(113%)
Loss on investments at fair value	(333)	(113)	(220)	194%	(643)	(457)	(185)	41%
Fair value gain (loss) on note receivables	-	-	-	0%	(69)	58	(127)	100%
Net (loss) income for the period	(9,641)	(7,353)	(2,287)	31%	(30,584)	1,868	(32,453)	(1,737%)

### Revenue

The Company did not generate material revenue from the exchange and clearing house during the quarter ended September 30, 2024, or in the prior year's three-month quarter ended September 30, 2023, as revenue streams are still being developed with the AEX system launched in June 2024.

For the quarter that ended September 30, 2024, \$0.4 million (September 30, 2023, \$nil) has been earned and accrued under the royalty agreement.

### Development

The Company is concluding its more material expenditure on development activities, and quarter over quarter (Q3 2024 over Q3 2023), development costs increased by \$0.2 million or 8%. The Company has focused its development resources on building a world-class trading platform and clearing house operations. Furthermore, in Q3 2024, the Company continued its work with its technical partners to provide specific development and finetuning work following the launch of the AEX trading platform in June 2024.

### ***Salaries and wages***

Abaxx is still building its core team of operators, managers, and support staff. During Q3 2024, staff costs increased by \$0.4 million or 21% compared to Q3 2023. Management continued its effort to align with the suitable vocational skill set to grow with the Company, especially in the Asia Pacific region, where most of the Q3 2024 efforts were spent on staff training for the exchange and clearing house launch. The Company expects salaries and wages to increase in the coming quarters as management aims to hire more skilled staff for the Exchange and Clearing House as part of a world-class team to grow the business.

### ***Professional fees***

For Q3 2024, professional fees increased by \$0.8 million or 134% compared to Q3 2023. The Company incurred fees for accounting, audit, professional advisors, legal, and patent work. These professional fees were for intellectual property requirements, ongoing legal commitments, the Company's launch of new products for the Exchange and Clearing House, and building a properly functioning corporate infrastructure.

### ***Travel, marketing, and promotion***

Travel, marketing, and promotion increased by 40% or \$0.1 million quarter over quarter. The significant expenditures continue to relate to the development of our corporate brands, investment in marketing the brand, and building out investor relations protocols and podcasts, including SmarterMarkets. The Company continues to raise awareness of its brands and educate the public about major industry activities. Here is a link to our SmarterMarkets webpage for more information: <https://smartermarkets.media/>

### ***General and administrative***

During Q3 2024, the Company's general and administrative expenses increased by \$0.1 million or 80%. These expenses are mainly related to directors' and officers' insurance, public company fees, key software subscriptions (such as AWS, Microsoft, and Bloomberg), office spaces, internet services, postage, courier, delivery, communications, office equipment, and provisions.

### ***Share-based compensation***

Share-based compensation expense increased by 75% or \$1 million for Q3 2024 compared to Q3 2023. The increase was due to 0.7 million grants of RSUs and 0.9 million stock options in Q2 2024 to employees, directors, contractors, and consultants. The Company's stock options and RSU plans are intended to provide an incentive mechanism to foster the interest of its employees, directors, contractors, and consultants in the long-term success of the Company, and will continue to issue these going forward.

### ***Regulatory expenses***

During the year-to-date 2024, the Company's regulatory expenses were \$0.3 million or 100%. These expenses mainly relate to the fee paid to Singapore's Monetary Authority for operating a Clearinghouse (ACH) and Recognised Market Operator (RMO).

***Gain on fair value of short-term investments***

During the year-to-date Q3 2024, the Company recognized \$nil (September 30, 2023, \$0.3 million gain) on change in the fair market value of its gold investments in its condensed interim consolidated statement of operations and comprehensive loss. This was calculated based on the market price of gold as published on the London Bullion Market Association's website.

***Loss on investments at fair value***

During Q3 2024, the Company recognized \$0.3 million (September 30, 2023, \$0.1 million loss) on change in investments at fair value in its condensed interim consolidated statement of operations and comprehensive loss. The measurement basis for the investment at fair value was the projected revenue and revenue multiplier as of September 30, 2024.

***Profit (loss) on investment under equity method***

The Company (a founding investor in Base Carbon Inc.) held an equity ownership of approximately 17.2% on September 30, 2024. The quoted market value for these shares in Base Carbon at September 30, 2024, was \$8.7 million. The Company reports its investment in Base Carbon using the equity method of accounting due to its significant influence as a result of sharing two members of the board of directors and ownership percentage in Base Carbon.

Abaxx recorded a \$8 thousand gain as its share in its equity-accounted investee for three ending September 30, 2024 (three ending September 30, 2023, \$0.1 million). During the quarter ended September 30, 2024, Base Carbon revalued the carbon credits on its balance sheet to fair value, and revaluation gains and losses are accounted for using Abaxx's 17.2% share of ownership.

## Liquidity and Financial Position

### Capital Resources

A key element of the Company's financing strategy is to fund its operations primarily by issuing equity instruments. Accordingly, the Company has historically carried manageable amounts of long-term debt.

The Company may enter into credit facilities or other financing arrangements in future periods to capitalize on market opportunities.

The following table summarizes capital resources and cash as of September 30, 2024, and December 31, 2023:

(expressed in \$000s)	September 30, 2024	December 31, 2023	\$ Change	% Change
Cash and cash equivalents	28,179	25,164	3,015	12%
Cash and cash equivalent margin deposits and guaranty funds	2,714	-	2,714	100%
Short term investments	57	56	1	2%
Other receivables	410	392	18	5%
Prepaid and other assets	875	681	194	28%
Convertible note receivables	636	760	(125)	(16%)
Accounts payable and accrued liabilities	(4,854)	(5,818)	964	17%
Margin deposits and guaranty funds	(2,714)	-	(2,714)	(100%)
<b>Net Working Capital</b>	<b>25,302</b>	<b>21,235</b>	<b>4,067</b>	<b>19%</b>
Investments at fair value	3,599	1,718	1,881	109%
Investment in associate	17,648	19,931	(2,283)	(11%)
Goodwill	379	-	379	100%
<b>Tangible Capital</b>	<b>46,928</b>	<b>42,885</b>	<b>4,044</b>	<b>9%</b>

At September 30, 2024, the Company had \$28.2 million in cash and cash equivalents and short-term investments, an increase of \$3 million or 12% over December 31, 2023. The net working capital on September 30, 2024, was \$25.3 million, an increase of \$4.1 million or 19% over December 31, 2023.

Tangible Capital on September 30, 2024, was \$46.9 million, as compared to \$42.9 million on December 31, 2023, this was an increase of \$4 million or 9%. The Company owns 19 million shares in Base Carbon (Cboe Canada Exchange: BCBN) with a market value of \$8.7 million on September 30, 2024. The investment in Base Carbon is not recognized on the Company's balance sheet at fair value due to the IFRS reporting requirements for investment in an associate entity, which must be accounted for under the equity method.

## Cash Flow Summary

(expressed in \$000s)	Q3 2024	Q3 2023	\$ Change	% Change	YTD 2024	YTD 2023	\$ Change	% Change
Net cash provided by (used in)								
Operating activities	(5,819)	(6,123)	304	5%	(22,641)	(15,610)	(7,031)	(45%)
Investing activities	-	437	(437)	(100%)	-	5,242	(5,242)	(100%)
Financing activities	229	5,204	(4,974)	(96%)	24,933	7,004	17,929	256%
Change in cash and cash equivalents	(5,590)	(482)	(5,107)	(1,059%)	2,292	(3,364)	5,656	168%

### **Operating Activities**

For Q3 2024, the Company used \$5.8 million in cash for operating activities, a decrease of \$0.3 million or 5% compared to Q3 2023. This was due to a net loss of \$9.7 million adjusted for loss on investments at fair value of \$0.3 million, share-based compensation of \$2.4 million, foreign exchange loss of \$0.3 million and changes in operating assets and liabilities \$0.7 million. The Company continues to invest and build its operational capabilities during the September 30, 2024, quarter.

### **Investing Activities**

During the quarter ended September 30, 2024, the Company did not engage in any investing activities (September 30, 2023, \$0.4 million).

### **Financing Activities**

During the quarter ended September 30, 2024, the Company received \$0.2 million from the exercise of stock options (September 30, 2023, \$0.6 million).

For the year to date, September 30, 2024, the Company received \$17.5 million in net proceeds from issuing its shares. It raised an additional \$6.1 million by issuing preferred shares in its subsidiary Abaxx Singapore, net of share issuance costs.

The preferred shares are non-cumulative and do not have a par value. All issued preferred shares are fully paid. The preferred shareholders are not entitled to a cash dividend. These preferred shares are convertible at the option of the preferred shareholders into ordinary shares of Abaxx Singapore Pte.

In the event of any voluntary or involuntary liquidation, dissolution or winding-up of Abaxx Singapore Pte or defined Liquidation Event, the holders of outstanding Preferred Shares shall be entitled to be paid out of the assets of Abaxx Singapore Pte available for distribution before any payment made to the holders of common shares. The Abaxx Singapore Pte's Board of Directors must approve any deemed Liquidation Event.

The Conversion Price for the Preferred Shares is subject to appropriate adjustment in the event of any share dividend, share split, combination or other similar recapitalization. The Preferred Shares also contain 'down-round' anti-dilution adjustments to the conversion

ratio. The anti-dilution adjustments will affect the Conversion Price of the Preferred Shares (into Abaxx Singapore Pte Ordinary Shares) by varying the number of Abaxx Singapore Pte Ordinary Shares to be issued upon conversion than what was initially require without a down-round. No adjustments have been required to date under these provisions.

## **Commitments and Contractual Obligations**

### **Royalty Payments**

During the year ended December 31, 2019, the Company entered into a Royalty Agreement ("Royalty") with its subsidiary Abaxx Singapore. The Royalty payment contains the following terms:

- Abaxx Singapore will accrue and pay a royalty equal to 2% of gross revenue to the Company, payable quarterly as of April 1, 2019, continuing in perpetuity until the obligation is relinquished by the Company.
- The amounts payable become due to the Company after Abaxx Singapore generates positive earnings before income tax and depreciation of USD\$25,000,000 in a calendar quarter.
- There is no interest accrued on royalty payments accrued and not yet paid.

As of September 30, 2024, Abaxx Singapore has not generated any material revenue, and as such, no amounts have been accrued in the consolidated financial statements.

In addition, the Royalty permits the Company to purchase an increase in the royalty payments by 1% for USD\$10,000,000 by December 2025. As of September 30, 2024, the Company has not made any payments to Abaxx Singapore to increase the royalty earnings percentage.

The Company has a royalty agreement with Base Carbon that would pay Abaxx a 2.5% royalty on gross revenue for previous financial assistance and the usage of software it developed. The royalty is indefinite in term and Base Carbon has the right to buy back the royalty upon the payment of USD\$150,000,000 to Abaxx. The Company has earned \$1 million since the inception of this royalty agreement.

### **Transfer of Intellectual Property and License Agreement**

The Company has developed proprietary digital technology and intellectual property for application to exchange trading and clearing for commodities and financial products including liquid natural gas and other tradable commodities and applications. ("Exchange Technology").

During the year ended December 31, 2019, the Company entered into a Master Licensing Agreement ("MLA") with its majority-owned affiliate Abaxx Singapore (amended December 2020). As a result of this agreement, the Company was assigned exclusive title rights of use and sub-license rights to the Exchange Technology by way of a master license agreement.

The Company maintains ownership of the intellectual property licensing in the MLA.

Abaxx Singapore has agreed to pay the Company earnings if in the future it sub-licenses the Exchange Technology, in which case a result of the MLA royalty fees would be as follows:

- An amount equal to 20% of revenues on the first USD\$2,000,000
- An amount equal to 10% of revenues on the next USD\$3,000,000
- An amount equal to 5% of revenue on any excess revenue

Payments from Abaxx Singapore under these agreements are due monthly to the Company. As of September 30, 2024, Abaxx Singapore has accrued no amounts and no amounts have been recorded as receivable by the Company under either a royalty agreement or the MLA.

The Company has not recorded the benefits under either of these agreements and as of September 30, 2024, no material revenue has been generated from the Exchange Technology.

As of the quarter ended September 30, 2024, this agreement does not impact the Company's consolidated financial statements.

### **Contingency**

The Company is a party to the claims & litigation arising in the normal course of business. Due to the inherent uncertainties of litigation and/or the early stage of certain proceedings, the outcomes of all ongoing litigation and claims cannot be predicted with certainty and the amount of any potential losses cannot be estimated reliably. The resolution of any future matters could materially affect the Company's financial position, results of operations, or cash flows.

### **Off-Balance Sheet Arrangements**

There are currently no off-balance sheet arrangements that could have an effect on current or future results or operations or the financial condition of Abaxx.

### **Critical Accounting Estimates**

The preparation of the consolidated financial statements requires management to make certain estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated

financial statements and may require accounting adjustments based on future occurrences.

Revisions to accounting estimates are recognized in the period in which the estimate is revised and in future periods if the revision affects both current and future periods. The estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, if actual results differ from assumptions made, relate to, but are not limited to, the following:

#### Share-based payments

Management is required to make certain estimates when determining the fair value of stock options awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as share-based compensation in the statement of loss and comprehensive loss, based on estimates of forfeiture and expected lives of the underlying stock options.

#### Fair value of financial instruments

The individual fair values attributed to the different components of a financing transaction, and/or derivative financial instruments, are determined using valuation techniques. The Company uses judgment to select the methods used to make certain assumptions and in performing the fair value calculations in order to determine (a) the values attributed to each component of a transaction at the time of their issuance; (b) the fair value measurements for certain instruments that require subsequent measurement at fair value on a recurring basis; and (c) for disclosing the fair value of financial instruments subsequently carried at amortized cost. These valuation estimates could be significantly different because of the use of judgment and the inherent uncertainty in estimating the fair value of these instruments that are not quoted in an active market.

#### Consolidation

Judgment is applied in assessing whether the Company exercises control and/or has significant influence over the entities in which the Company directly or indirectly owns an interest. The Company has control when it has the power over the subsidiary, has exposure to rights or variable returns and has the ability to use its power to affect the returns. Significant influence is defined as the power to participate in the financial and operational decisions of the subsidiaries. Where the Company is determined to have control, these entities are consolidated. Additionally, judgment is applied in determining the effective date on which control, or significant influence was obtained.

#### Investment in associate

The values relating to investment in associate involve significant estimates and assumptions, including future cash flows and discount rates. It is tested for impairment annually or more frequently if the circumstances or assumptions change significantly.

## **Political and Economic Risk**

In general, a deterioration may occur in the political or economic situation as related to the Company as a result of the Russian invasion of the Ukraine, conflict in the Middle East or an act of war or hostilities, invasion, armed conflict or act of a foreign enemy, revolution, insurrection, insurgency occurs resulting in a material adverse result directly or indirectly affecting the company. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

## **Capital risk management**

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholders' return by enhancing the share value.

The Company monitors its capital structure and adjusts according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general.

The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. Management and the Board of Directors review the capital structure on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, contributed surplus, reserves, non-controlling interest, cumulative other comprehensive income, and deficit, which totaled \$46.9 million as of September 30, 2024, (December 31, 2023, \$42.9 million).

The Company manages capital through its financial and operational forecasting processes. It reviews its working capital and forecasts its future cash flows based on operating expenditures and other investment and financing activities. The company's approach to capital risk management did not change during the three months ended September 30, 2024, and it is not subject to any externally imposed capital requirements.

## **Related Party Transactions**

The Company considers key management to be officers and directors. During the three and nine months period ended September 30, 2024, \$ \$113,124 and \$315,397 (three and nine months September 30, 2023, \$89,150 and \$267,450) of fees were incurred from key management and companies controlled by or related to key management.

Key management and directors received \$230,755 and \$316,703, respectively, in share-based compensation during the period ended September 30, 2024 (September 30, 2023, \$116,485 and \$120,888, respectively).

During the period ended September 30, 2024, the Company received a loan of \$1,359,300 (US\$1,000,000) (September 30, 2023, \$750,000) from Base Carbon, an associate entity and see note 7 (of the unaudited condensed interim consolidated financial statements) for transactions with the Company's investment in associate.

### **Outstanding Share Capital Data**

As of the date of this MD&A, the Company had 33,510,061 common shares issued and outstanding, 2,338,272 options outstanding, each option exercisable for the purchase of one common share, 835,602 RSUs, each exercisable for one common share outstanding.

### **Risks and Uncertainties**

Due to the nature of the Company's business and its present stage of development, prospective investors in the Company's securities should carefully consider the specific and general risks involved in an investment in the Company's securities. Risk factors that could materially affect the Company's business, results of operations, prospects, and financial condition include:

Nature of Business; Limited Operating History and Financial Resources; Dividends Reporting Issuer Risk; Limited Assets; Limited Market for Securities; Risks related to insurance of Abaxx's operations; Additional Financing Requirements; Exposure and Sensitivity to Macro-Economic Conditions; Risks related to regulation by governmental authorities; insurrection and war; anthropogenic and carbon market related risk, Operations in Foreign Jurisdictions; Protection of Abaxx Tech Software and IP Portfolio; Global Financing Conditions; Acquisition Risk; Risks related to volatility of share price, absence of dividends and fluctuation of operating results; Competition; Growth Risk; Risks related to conflicts of interest; Political Regulatory Risks; Currency Risk; Contractual Risk; Profitability Risks related to value of securities; Tax Amendment Risk; Litigation Risks; Going Concern Risk Economic environment and global economic risk; Market for Securities; Third Party Risk Clearinghouse Risk; Inadequacy of Risk Management Procedures; Malicious Actor Risk; Third-party Software License Risk; Competitive Risks for Abaxx Tech; Competitive Risks for AEX System Failure Risk; Security Threats; Limited Management Experience; Reliance on Management and Key Personnel; Software Development Risk; Undetected Error Risk; Risk of Technological Change; Dependence of Technical Infrastructure; Use and Storage of Personal Information and Compliance with Privacy Laws; Slow Acceptance of Products; Going Concern Risk;

Additional risks and uncertainties not presently known to the Company or that the Company does not currently anticipate will be material, may impair the Company's business operations and operating results, and as a result could materially impact its business, prospects and financial condition. Please refer to those risks discussed in the materials that management from time to time file with, or furnish to, the Canadian securities regulatory authorities, including the section entitled "Risks and Uncertainties"

in the Company's most recently filed annual information form, available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **Disclosure Controls and Procedures**

The Company's disclosure controls and procedures are designed to provide reasonable assurance that information is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. As of September 30, 2024, the Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of its disclosure controls and procedures, as defined under the Canadian securities regulatory authorities, and have concluded that the Company's disclosure controls and procedures are effective.

## **Internal control over financial reporting (ICFR)**

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. These controls include policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and that receipts and expenditures are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding the prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could materially affect the financial statements.

All control systems contain inherent limitations, no matter how well designed. As a result, the Company's management acknowledges that its internal control over financial reporting will not prevent or detect all misstatements due to error or fraud. In addition, management's evaluation of controls can provide only reasonable, not absolute, assurance that all control issues that may result in material misstatements, if any, have been detected. Our management under the supervision of our CEO and CFO has evaluated the design of our ICFR based on the Internal Control – Integrated Framework issued in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission. As at September 30, 2024, management assessed the design of our ICFR and concluded that our ICFR is appropriately designed, and no material weaknesses have been identified.

### **Changes in internal control over financial reporting**

There have been no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting during the period ended September 30, 2024.

**Additional Information**

Additional information relating to the Company, including its annual information form, can be found on SEDAR at [www.sedar.com](http://www.sedar.com).