

**ANNUAL INFORMATION FORM  
FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2025**

**ABAXX TECHNOLOGIES INC.**

**abaxx.**

**March 31, 2026**

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## GLOSSARY

“**2023 ATM Program**” means the Company’s at-the-market equity offering which commenced on April 26, 2023;

“**2024 Base Shelf Prospectus**” means the Company’s final short form base shelf prospectus dated March 13, 2024;

“**2024 Bought Deal Offering**” means the Company’s bought-deal offering of up to 1,250,000 Common Shares and an additional 187,500 Common Shares pursuant to an over-allotment option, which closed on March 28, 2024;

“**2024 Strategic Financing**” means the non-brokered private placement offering of Common Shares to issue up to 215,000 Common Shares at a price of C\$13.00 per Common Share as announced on October 22, 2024;

“**2025 Strategic Financing**” means the non-brokered private placement consisting of the issuance of 1,000,000 units of the Company at a price of USD\$22.00 per unit as announced on October 6, 2025;

“**Abaxx**” or the “**Company**” means Abaxx Technologies Inc. (formerly New Millennium Iron Corp.), a corporation incorporated under the ABCA;

“**Abaxx Tech**” means Abaxx Technologies Corp., a corporation incorporated under the laws of Barbados and an indirectly wholly-owned subsidiary of Abaxx;

“**Abaxx Tech Canada**” means Abaxx Technologies Canada Inc., a corporation incorporated under the CBCA and a wholly owned subsidiary of Abaxx;

“**ABCA**” means the *Business Corporations Act* (Alberta), or its successor legislation and the regulations made thereunder;

“**ACH**” means an approved clearinghouse licensed by MAS;

“**ACX**” means Abaxx Singapore Pte. Ltd., a Singapore incorporated holding company with two operating exchange subsidiaries Abaxx Exchange Pte. Ltd. (“**Abaxx Exchange**”) and Abaxx Clearing Pte. Ltd. (“**Abaxx Clearing**”);

“**ACX Assignment Agreement**” means the agreement dated May 1, 2019, between Abaxx Tech and ACX whereby Abaxx Tech delivered and transferred possession to ACX of all technology possessed by Abaxx Tech;

“**ACX MLA Agreement**” means the exclusive software master license agreement, executed on May 15, 2019 and amended on December 14, 2020, between Abaxx Tech and ACX, which provides for, amongst other things, the grant of the ACX MLA Royalty;

**ACX MLA Royalty**” means the royalty payable to Abaxx Tech by ACX as consideration for licensed software and support services for revenues that ACX earns from sub-licensing equal to 20% of gross revenues up to US\$2,000,000, 10% of gross revenues in excess of US\$2,000,000 and up to US\$5,000,000 and 5% of gross revenues in excess of US\$5,000,000;

“**ACX Royalty**” means a two percent (2%) royalty on gross revenue during the indefinite royalty term with an option in favour of Abaxx Tech, terminating on December 14, 2026, to increase the royalty to three percent (3%) upon the payment of US\$10,000,000 to ACX;

“**ACX Royalty Agreement**” means the royalty agreement executed on February 1, 2019, as amended on December 14, 2020 and December 12, 2025, whereby ACX granted to Abaxx Tech the ACX Royalty;

“**ACX Shares**” means the ordinary shares of ACX;

“**ADMIS Singapore**” means ADM Investor Services Singapore;

“**AIF**” means this annual information form for the financial year ended December 31, 2025;

“**AirCarbon**” means AirCarbon Pte. Ltd.;

“**Base Carbon**” means Base Carbon Inc., a company existing under the laws of the Province of Ontario and listed on Cboe Canada;

“**Board**” means the board of directors of the Company;

“**CBCA**” means the *Canada Business Corporations Act*, or its successor legislation and the regulations made thereunder;

“**Cboe Canada**” means the Cboe Canada Exchange, formerly operating as the NEO Exchange, a securities exchange based in Toronto, Canada on which the Common Shares are posted for trading;

“**Cboe US**” means the Cboe US Exchange, a securities exchange based in Chicago, United States;

“**CFTC**” means the United States Commodities Futures Trading Commission;

“**CME**” means CME Group Inc.;

“**Common Share**” means a common share of the Company;

“**Digital Infrastructure Milestones**” has the meaning ascribed to such term under the heading “*Business of the Company - Future Milestones and Products*”;

“**Consolidation**” means the consolidation of the Company’s Common Shares on the basis of three (3) pre-consolidation Common Shares for one (1) post-consolidation Common Share, which became effective on May 23, 2023;

“**Debentures**” means the 7.0% senior secured convertible debentures of the Company issued on March 26, 2025;

“**Debenture Shares**” means the Common Shares issuable upon conversion of the Debentures;

“**DL/NPL**” means deep learning and natural language processing;

“**Equity Distribution Agreement**” means the equity distribution agreement between the Company and BMO Capital markets dated April 26, 2023 pursuant to which the Company established the 2023 ATM Program;

“**ESG**” means Environmental, Social and Governance;

“**FCM**” means futures commission merchant;

“**FIA**” means Futures Industry Association;

“**First MineHub Transaction**” means the share exchange transaction between the Company and MineHub which closed on September 9, 2024;

“**ICE**” means Intercontinental Exchange Inc.;

“**Lithium Carbonate Futures**” means the Company’s lithium carbonate futures contracts;

“**LNG**” means liquified natural gas;

“**Markets Milestones**” has the meaning ascribed to such term under the heading “*Business of the Company - Future Milestones and Products*.”;

“**MAS**” means Monetary Authority of Singapore;

“**MineHub**” means MineHub Technologies Inc.;

“**MineHub SEA**” means the share exchange agreement dated July 31, 2024 between the Company and MineHub;

“**MineHub Shares**” mean the common shares of MineHub acquired by Abaxx;

“**NEO**” means the NEO Exchange Inc., acquired by Cboe Canada in 2022;

“**New Millennium**” means New Millennium Iron Corp.;

“**Nickel Sulphate Futures**” mean the Company’s nickel sulphate futures contract;

“**Old Abaxx**” means Abaxx Technologies Inc., the predecessor corporation to Abaxx incorporated under the CBCA, prior to the RTO Transaction;

“**Options**” means common share purchase options of the Company;

“**OTCQX**” means the OTCQX tier operated by OTC Markets Group, being the top tier of three marketplaces for the over-the-counter trading of stocks;

“**P&H**” means Paige & Hudson Private, Limited;

“**PFIC**” means a Passive Foreign Investment Company;

“**PrivacyCode**” means PrivacyCode, Inc.;

“**Recognized Market Operator**” or “**RMO**” means a securities or commodity exchange licensed by the Monetary Authority of Singapore or “**MAS**”;

“**RSU**” means restricted stock units of the Company;

“**RTO Transaction**” means the business combination involving New Millennium and Abaxx that resulted in a reverse take-over of New Millennium by Abaxx pursuant to a plan of arrangement among New Millennium, 12404206 Canada Inc., and Abaxx, following which, securityholders of Abaxx owned the substantial majority of the Common Shares;

“**Second MineHub Transaction**” means the second share exchange transaction between the Company and MineHub which closed on December 27, 2024;

“**Shareholder**” means a holder of Common Shares;

“**Smart Crowd**” means Smart Crowd Holding Limited;

“**ssdID**” means self-sovereign digital identity;

“**VAR**” means the value added reseller agreement between the Company and MineHub entered into in connection with the First MineHub Transaction; and

“**ZEMA**” means ZEMA Global Data Corporation.

## PRELIMINARY MATTERS

### Interpretation

Unless the context otherwise requires, all references in this annual information form to the "Company", "we", "us" and "our" refer to Abaxx Technologies Inc. and its subsidiaries.

Unless otherwise noted, the information set forth in this annual information form is current as of December 31, 2025.

### Currency Presentation and Exchange Rate Information

In this annual information form, unless otherwise specified or the context otherwise requires, all dollar amounts are expressed in Canadian dollars. All references to "dollars", "\$" or "C\$" are to Canadian dollars, all references to "US\$" are to United States dollars and all references to SGD\$ are to Singapore Dollars. As of March 30, 2026, the daily average exchange rate reported by the Bank of Canada was US\$1.00 = CDN\$1.3926 or CDN\$1.00 = US\$0.7181 and SGD\$1.00 = US\$0.7745 or US\$1.00 = SGD\$1.2911.

### CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION AND RISKS

This AIF contains or refers to certain forward-looking information. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "may", "potential" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. All information, other than information regarding historical fact that addresses activities, events or developments that the Company believes, expects or anticipates will or may occur in the future is forward-looking information. Forward-looking information does not constitute historical fact but reflects the current expectations of the Company regarding future results or events based on information that is currently available. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur. Such forward-looking statements in this AIF speak only as of the date of this AIF. Forward-looking statements in this AIF include, but are not limited to, statements with respect to:

- the performance of the Company's business and operations;
- the intention to grow the Company's business and operations;
- the introduction and continued offering of services and product features;
- the market for the Company's products and services and competitive conditions;
- the Company's pricing and revenue models;
- the future liquidity and financial capacity;
- the treatment of the Company and its subsidiaries under government regulatory and taxation regimes;
- the Company's intellectual property; and
- the Company's ability to operate in certain markets.

With respect to the forward-looking information contained in this AIF, the Company has made certain assumptions regarding, among other things: (i) cash flow from the Company's operations; (ii) general economic, financial market, regulatory and political conditions in which the Company operates; (iii) consumer interest in the Company's products; (iv) competition; (v) anticipated and unanticipated costs; (vi) government regulations applicable to the Company's business and operations, and its impacts thereon; (vii) the Company's ability to obtain qualified staff, equipment, and services in a timely and cost-efficient manner; (viii) the Company's ability to conduct operations in a safe, efficient and effective manner; (ix) the Company's ability to carry out its marketing plans and their effectiveness; (x) the efficacy of the Company's security measures; and (xi) the Company's product development plans and timeframes for completion. Although the Company believes that the assumptions inherent in any forward-looking information are reasonable, forward-looking information is not a guarantee of future events or performance and, accordingly, readers are cautioned not to place undue reliance on such information due to the inherent uncertainty therein.

Risks and other factors that could cause actual results or events to differ materially those expressed in forward-looking information include, but are not limited to: the limited operating history of the Company; the competitive nature of the financial

technology industry; fluctuations in the market price of the Company's securities; the need for the Company to manage its planned growth and expansion; the effects of product development and need for continued technology change; protection of proprietary rights; the effect of government regulation and compliance on the Company and the industry in which it operates; the impact of the Company's marketing efforts; efficacy of the company's risk management and internal controls; availability and adequacy of insurance; future capital needs; global economic climate; dilution; currency exchange risks; network security risks; the ability of the Company to maintain properly working systems; disruption of operations due to global events and pandemics; theft and risk of physical harm to personnel; reliance on key personnel; as well as those risk factors discussed in this AIF. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake any obligation to update or revise any forward-looking information, except as required by law.

## INTRODUCTION

The Company operates a regulated commodity futures exchange and clearinghouse in Singapore and develops proprietary digital tools and infrastructure enabling institutions to communicate, transact, and settle across commodity and financial markets with greater speed, security, and legal certainty. The Company operates through two integrated business segments: (1) Markets – comprising regulated commodity futures exchange and clearing operations, compliant spot trading venues, and custody transfer services, and (2) Digital Infrastructure – comprising proprietary technology enabling institutions to verify counterparty identity, execute legally enforceable agreements, and mobilize physical and financial assets as digital collateral in real time. See “*BUSINESS OF THE COMPANY*” for more detail. The Company’s operations are conducted through the following primary subsidiaries:

- **Abaxx Technologies Canada Inc. (Abaxx Tech Canada)** is a wholly-owned subsidiary of the Company. Abaxx Tech Canada was incorporated under the *CBCA* on January 25, 2018 under its original name, “Abaxx Technologies Inc.” (Old Abaxx). Old Abaxx was a party to the RTO Transaction by way of plan of arrangement which was completed on December 14, 2020. As a result of the arrangement, Old Abaxx was renamed to “Abaxx Technologies Holdco. Inc.” with the name subsequently changed to “Abaxx Technologies Canada Inc.”.
- **Abaxx Technologies Corp. (Abaxx Tech)** is an indirectly wholly-owned subsidiary of the Company, incorporated under the laws of Barbados, and owns the Company’s software and technology portfolio;
- **Abaxx Singapore Pte. Ltd. (ACX)** is an indirect subsidiary of the Company incorporated under the laws of Singapore and acts as a holding company with two operating exchange subsidiaries, Abaxx Exchange Pte. Ltd. and Abaxx Clearing Pte. Ltd.;
- **Abaxx Exchange Pte. Ltd. (Abaxx Exchange)** is a commodity exchange and a wholly owned subsidiary of ACX, incorporated under the laws of Singapore; and
- **Abaxx Clearing Pte. Ltd. (Abaxx Clearing)** is a clearinghouse that settles matched trades and a wholly owned subsidiary of ACX, incorporated under the laws of Singapore.

In addition to the Company’s primary subsidiaries, the Company’s currently active subsidiaries also include:

- **Adaptive Infrastructure Inc. (Adaptive Infrastructure)** is a wholly-owned subsidiary of Abaxx Tech incorporated under the laws of Barbados and regulated by the Financial Services Commission of Barbados, focused on delivering institutional-grade custody, settlement, and transfer agency services designed to reduce risk and improve reliability across asset classes.
- **Frontline Environmental Exchange Inc.** is a wholly-owned subsidiary of Abaxx Tech incorporated under the laws of Barbados and regulated by the Financial Services Commission of Barbados, fully licensed to operate as a stock exchange concentrating on environmental securities.
- **Abaxx Spot Pte. Ltd. (Abaxx Spot)** is a wholly-owned subsidiary of Abaxx Tech incorporated under the laws of Singapore, focused on modernizing physical commodity trading through secure electronic transactions and efficient OTC transfers in the Singapore market.
- **Abaxx Technologies Inc. Limited (Hong Kong)** is a wholly-owned subsidiary of Abaxx Tech registered under the laws of Hong Kong, focused on supporting marketing operations and business development activities across Asia.
- **Privacy Code, Inc.** is a wholly-owned subsidiary of Abaxx Tech incorporated under the laws of Delaware, focused on facilitating U.S. employment and contractual obligations.

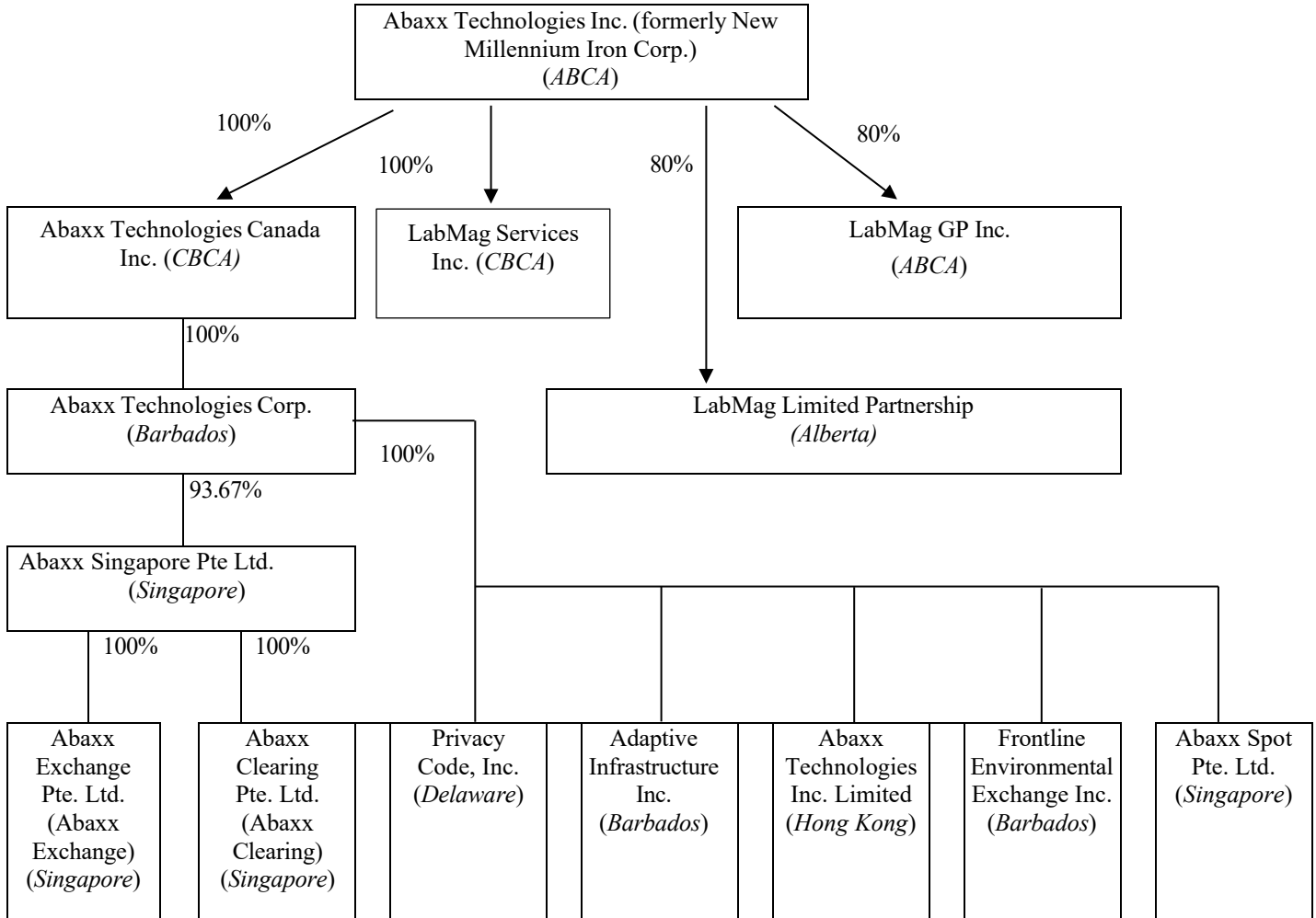
The Company’s principal operations are conducted through its Singapore-based subsidiaries, Abaxx Exchange and Abaxx Clearing, which hold licenses from the Monetary Authority of Singapore (MAS) as a Recognized Market Operator and an Approved Clearing House, respectively. Abaxx Clearing is the first physical-delivery focused clearinghouse licensed in decades and one of only five approved clearinghouses operating in Singapore. Through these businesses, the Company intends to generate revenue through software licensing sales and royalties and through its exchange and clearinghouse subsidiaries.

The Common Shares of the Company are listed on Cboe Canada under the trading symbol “ABXX” and on the OTCQX under the symbol “ABXXF”.

## CORPORATE STRUCTURE

### Name, Address, Incorporation, and Corporate Organizational Chart

Abaxx Technologies Inc. (formerly New Millennium Iron Corp.) is a company incorporated under the *Business Corporations Act* (Alberta). Its corporate headquarters is located at 110 Yonge Street, Suite 1601, Toronto, Ontario M5C 1T4 and its registered office is located at 1250, 639 – 5<sup>th</sup> Avenue S.W., Calgary, Alberta T2P 0M9. The following organization chart outlines the corporate structure of the Company:



### Material Amendments to the Company’s Articles

The Company was originally incorporated under the ABCA as a capital pool company named “New Millennium Capital Corp.” and was later renamed to “New Millennium Iron Corp.” on June 14, 2011 pursuant to a certificate of amendment issued under the ABCA. On November 10, 2003, the Company’s articles of incorporation were amended to remove the “private company” restrictions. New Millennium operated as an iron ore exploration and development company with ownership of two primary iron ore deposits: (i) the LabMag deposit situated in Western Labrador, in Elross Township, about 30 km northwest of Schefferville, Québec; and (ii) the KéMag deposit situated in Rivière Koksoak in Northern Québec, 40 km northwest of Schefferville, Québec. New Millennium was subject to a reverse take over by Old Abaxx by way of plan of arrangement pursuant to the CBCA on December 14, 2020. Prior to the closing date of the RTO Transaction, the Company filed articles of amendment to undergo a share consolidation whereby New Millennium shareholders received one (1) post-consolidation common share for each twelve (12) pre-

consolidation common shares. In connection with closing of the RTO Transaction, New Millennium filed articles of amendment to rename itself “Abaxx Technologies Inc.”. Effective May 23, 2023, the Common Shares were consolidated on the basis of three (3) pre-consolidation Common Shares for one (1) post-consolidation Common Share.

## GENERAL DEVELOPMENT OF THE BUSINESS

### Three Year History

The following is a summary of the general development of the Company’s business over the three most recently completed financial years:

#### 2023

On January 20, 2023, Abaxx Exchange submitted a “Notification of Impending Listing of Futures Contracts” to MAS. The futures contracts are designed to address the price discovery and risk management needs of energy market participants trading liquefied natural gas. Notice is required for all new products to be listed at launch and subsequently.

On February 22, 2023, the Company announced a special meeting of Shareholders to be held on April 14<sup>th</sup>, 2023, in preparation for a secondary US listing application of its Common Shares. On April 14<sup>th</sup>, 2023, the Company announced that Shareholders approved all three items of business at the meeting, which included (i) a special resolution authorizing a share consolidation and setting a consolidation ratio of between two and four; (ii) an ordinary resolution approving the Company’s amended restricted share unit plan; and (iii) an ordinary resolution approving certain grants under the amended restricted share unit plan.

On April 26, 2023, the Company announced certain updates to management and appointed five new members across ACX and Abaxx Clearing. Nancy Seah, Managing Director of ACX, was appointed to serve as CEO of Abaxx Exchange, Thomas Chhoa, Silvana Hleap and Catherine Flax were appointed as board members of ACX, and Neal L. Wolkoff and Ng Quek Peng were appointed as board members of Abaxx Clearing.

On April 26, 2023, the Company filed a prospectus supplement and established the 2023 ATM Program pursuant to the terms of the Equity Distribution Agreement. In accordance with the terms of the Equity Distribution Agreement, Common Shares issued under the 2023 ATM Program were issued from treasury and distributed directly on Cboe Canada (at the time, the NEO), or such other recognised marketplace to the extent permitted, at prevailing market prices at the time of sale for a term which expired on the earlier of (i) the issuance and sale of all Common Shares issuable pursuant to the 2023 ATM Program (being Common Shares with an aggregate offering price of C\$30 million), and (ii) December 4, 2023.

On May 18, 2023, the Company announced its intention to complete the Consolidation on the basis of three (3) pre-Consolidation Common Shares for one (1) post-Consolidation Common Share. The Consolidation became effective on May 23, 2023, at which time 73,548,185 issued and outstanding Common Shares were consolidated into 24,516,061 Common Shares.

On June 2, 2023, the Company announced it had received conditional approval to list its Common Shares on Tier 1 of Cboe US. On July 18, 2023, Cboe US withdrew the conditional approval for the listing of the Company’s Common Shares.

On August 14, 2023, the Company announced the signing of an initial investment agreement with a strategic corporate investor as part of a larger strategic equity offering of preferred shares of ACX for aggregate proceeds of between US\$20 million to US\$35 million. The preferred shares were offered to strategic corporate investors at a price of US\$4.718 per preferred share, and the preferred shares are convertible into ordinary shares of ACX at the option of the holder 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 shares back to ACX at the original purchase price therefor. In conjunction with this offering, the Company has also agreed to contribute up to US\$11,000,000 to ACX through a subscription for units of ACX at a price of US\$7.18 per unit.

On August 17, 2023, the Company announced Abaxx Exchange had submitted a “Notification of Impending Listing of Futures Contracts” to MAS. The notification consisted of nickel sulphate futures contract specifications, which are subject to regulatory review and final approval. The futures contract is designed to address the price discovery and risk management needs of battery metals-market participants trading nickel sulphate in addition to developing an innovative approach required for the delivery of the underlying nickel sulphate product. The submission is subject to regulatory review and an approval process required for all new products.

On September 19, 2023, the Company announced the appointment of Dr. Jeff Currie, a distinguished senior commodity market strategist, to the Company’s Board effective October 2, 2023.

On September 29, 2023, the Company announced a financing of USD\$750,000 (approx. C\$1,013,000 as at September 29, 2023) through the private placement of an unsecured convertible debenture to an existing shareholder of the Company. The debenture matured on December 15, 2023 and was convertible at the option of the holder into Common Shares from time to time and at any time at a conversion price of CAD \$7.15 per Common Share. The debenture bore interest at an annual rate of 10%, compounding monthly and payable in cash on the maturity date. The debenture was non-voting and carried no right to participate in the earnings of the Company. The Company also announced that it executed an agreement with Vanir Global Markets Pte. Ltd, a global energy and environmental interdealer brokerage firm providing market participants further access to Abaxx Exchange's suite of products via their relationships in global energy and environmental markets. This agreement is intended to facilitate a reciprocation data partnership that may strengthen the Company’s price discovery and transparency processes that is intended to benefit Abaxx Exchange participants.

On October 23, 2023, The Company announced a non-brokered private placement for aggregate gross proceeds of \$30,698,480 which closed on November 21, 2023. The financing consisted of the issuance of 5,338,866 Common Shares at a price of \$5.75 per Common Share. Concurrent with the announcement of the financing, the Company also announced the termination of the 2023 ATM Program. Over the course of the 2023 ATM Program, the Company raised a total of \$5,774,640, net of share issuance costs of \$148,068. The net proceeds from the 2023 ATM Program were used for working capital and general corporate purposes.

On December 7, 2023, the Company announced that MAS had granted an ACH license and RMO license to Abaxx Clearing and Abaxx Exchange, respectively. The grant of these licenses is expected to allow the Company 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.

## 2024

On January 3, 2024, the Company announced the signing of definitive investment agreements for the offering of preferred shares and ordinary shares of ACX. The offering consisted of the issuance of 953,787 preferred shares and 4,837,392 ordinary shares for aggregate gross proceeds of approximately US\$27,323,013. The preferred shares were offered to strategic investors only at a price of US\$4.718 per preferred shares. The preferred shares will be convertible into ordinary shares of ACX 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 ACX at the purchase price. For the ordinary shares, Abaxx Tech subscribed for 3,730,362 units of ACX at the purchase price of US\$4.718, with each unit consisting of one ordinary share and one ordinary share purchase warrant exercisable at a price of US\$4.718 for a period of 12 months.

On January 10, 2024, the Company announced the closing of its strategic private placement of preferred shares and ordinary shares of ACX announced on January 3, 2024, for aggregate gross proceeds of US\$27,323,013.

On January 29, 2024, the Company announced ACX had been approved for membership into the FIA. The FIA is a global trade organization with a diverse membership base, including clearing firms, exchanges, clearinghouses, and trading firms from over 48 countries, along with various professionals serving the industry with the mission to support open, transparent and competitive markets, protect and enhance the integrity of the financial system and promote high standards of professional conduct.

On January 30, 2024, the Company announced that StoneX Financial Pte. Ltd. had been approved as the first clearing member for Abaxx Exchange and Abaxx Clearing.

On February 14, 2024, the Company announced that KGI Securities (Singapore) Pte. Ltd had been approved as a clearing and trading member for Abaxx Exchange and Abaxx Clearing.

On March 13, 2024, the Company filed the 2024 Base Shelf Prospectus to offer for sale, over a period of twenty-five months from the date of the 2024 Base Shelf Prospectus, an aggregate of up to \$100 million worth of any combination of common shares, warrants, units, subscription receipts, debt securities or share purchase contracts.

The Company filed a prospectus supplement dated March 20, 2024 to its 2024 Base Shelf Prospectus in all provinces and territories in Canada, except Quebec, to qualify for issuance of up to 1,250,000 common shares and an additional 187,500 common shares pursuant to the over-allotment option granted to Canaccord Genuity Corp, BMO Nesbitt Burns Inc. and Cantor Fitzgerald Canada Corporation, as underwriters under the 2024 Bought Deal Offering.

On March 28, 2024, the Company completed the 2024 Bought Deal Offering for gross proceeds of \$18,687,500.

On June 28, 2024, the Company announced the launch of Abaxx Commodity Futures Exchange and Clearinghouse (Abaxx Clearing), with trading commencing in its physically-deliverable liquefied natural gas (LNG) and carbon futures contracts. With the launch of Abaxx Clearing, five new centrally-cleared, physically deliverable commodity futures contracts in LNG and Carbon were made available in Singapore. Full clearing and execution were also made accessible through two clearing members, while execution and brokering services were available to be sourced from certain execution brokers.

On August 1, 2024, the Company announced that it had entered into the MineHub SEA with MineHub for the purposes of developing a strategic partnership to drive digitization more broadly within the physical commodities markets. Under the SEA, Abaxx received 8,333,333 common shares of MineHub at a deemed issuance price of \$0.30 per MineHub Share in exchange for 219,167 Common Shares under the First MineHub Transaction. The MineHub Shares represented approximately 10.9% of the outstanding shares of MineHub issued and outstanding at the time. Additionally, Abaxx received 8,333,333 common share purchase warrants of MineHub, exercisable for a period ending November 15, 2024, at a price of \$0.35 per share, which represented an additional 9.0% of the issued and outstanding shares of MineHub. Abaxx also agreed to certain voting support provisions in favour of MineHub for so long as Abaxx's ownership is at least 9.9% of MineHub on a partially diluted basis and was granted participation rights to maintain its pro rata equity interest in MineHub. The MineHub SEA closed in two tranches on August 23, 2024, and September 9, 2024. Abaxx filed a prospectus supplement to its 2024 Base Shelf Prospectus on August 22, 2024, which qualified the Common Shares issuable under the First MineHub Transaction for distribution.

As a condition of closing of the First MineHub Transaction, MineHub and Abaxx Technologies Corp. (Barbados) an indirectly wholly owned subsidiary of Abaxx, entered into a "value added reseller" agreement (the VAR) whereby Abaxx and MineHub agreed to work together to facilitate the evaluation, marketing, demonstration, sale or co-sale, implementation, integration and distribution of Abaxx's products and to strengthen their respective images and market positions through the development of a joint relationship. The VAR has an initial term of five years and will automatically renew for additional one-year periods after the expiry of the initial five-year term unless otherwise terminated by either party.

On August 30, 2024, the Company announced the acquisition of PrivacyCode, Inc. through an indirect wholly-owned subsidiary, pursuant to a definitive agreement and plan of merger dated August 21, 2024. In connection with the acquisition of PrivacyCode, the Company issued an aggregate of 37,146 Common Shares at a deemed issuance price of C\$11.07 per Common Share, for the cancellation and settlement of simple agreements for future equity which PrivacyCode was previously party to. PrivacyCode is a data governance platforms that turns policies into actionable compliance and governance across various specialized disciplines.

On September 18, 2024, the Company announced that ADMIS Singapore, an affiliate of AGM Investor Services Inc., became the third approved clearing and trading member of Abaxx Exchange and Abaxx Clearing, introducing centrally cleared, physically-deliverable futures contracts. The membership of ADMIS Singapore with Abaxx exchange and Abaxx Clearing came in effect on November 11, 2024.

On October 22, 2024, the Company announced a binding agreement with a strategic investor to sell 215,000 Common Shares on a private placement basis at a price of C\$13.00 per Common Share for aggregate gross proceeds to the Company of C\$2,795,000 under the 2024 Strategic Financing. The first tranche of the 2024 Strategic Financing consisted of the issuance of 162,000 Common Shares for gross proceeds of C\$2,106,000 and closed on November 29, 2024.

On November 4, 2024, the Company announced the execution of the first two carbon futures block trades, between Mercuria and HNK Alpha, which occurred on October 30, 2024.

On November 18, 2024, the Company announced that it had entered into a letter of intent with MineHub pursuant to which the Company would increase its strategic ownership in MineHub from 10.83% to 19.99% through the acquisition of 8,810,000 common shares of MineHub at a deemed price per share of C\$0.35, in exchange for either C\$3,083,500 in cash or the issuance of 237,192 Common Shares at the Company's sole election under the Second MineHub Transaction. The Company acquired the shares of MineHub pursuant to the Second MineHub Transaction on December 27, 2024. Abaxx filed a prospectus supplement to its 2024 Base Shelf Prospectus on December 20, 2024 which qualified the Common Shares issuable under the Second MineHub Transaction for distribution.

On December 11, 2024, the Company announced the launch of Nickel Sulphate Futures, the first of its battery metals products, which went live for trading on January 10, 2025.

On December 12, 2024, the Company announced that it had opened representative offices in Hong Kong and Beijing as part of its efforts to expand brand awareness throughout the region.

## 2025

On January 10, 2025, the Company launched Nickel Sulphate futures, the first of its battery materials products. The Nickel Sulphate Singapore futures contract is a US dollar-denominated, 5 tonne nickel contained, DAP (Delivered-at-Place) product, physically deliverable in Singapore. Traxys and HNK Alpha executed the first block trade of NSS futures on January 10, 2025. The trade was brokered by StoneX Financial Pte Ltd., a subsidiary of StoneX Group Inc.

On January 24, 2025, the Company closed the final tranche of the 2024 Strategic Financing, which consisted of 50,000 Common Shares issued for gross proceeds of C\$650,000. In total, the 2024 Strategic Financing consisted of the issuance of 212,000 Common Shares for aggregate gross proceeds of C\$2,756,000.

On February 13, 2025, the Company announced that it would expand its battery materials product suite with the launch of three regional physically-deliverable lithium carbonate futures on March 7, 2025.

On February 26, 2025, the Company announced a partnership between Abaxx Singapore and ZEMA, a provider of enterprise data and analytics for the commodity and energy sectors. Pursuant to the partnership, Abaxx Exchange's market data was integrated in ZEMA's platform.

On March 7, 2025, The Company expanded its battery materials product suite with the launch of three regional physically-deliverable Lithium Carbonate futures contracts. Each Lithium Carbonate futures contract is US dollar-denominated, physically deliverable DAP, representing 1 tonne of lithium carbonate, with delivery locations at ports in Singapore, Rotterdam, and Baltimore. The first trade of the Lithium Carbonate futures occurred between Traxys and HNK Alpha on March 7, 2025, and consisted of 20 lots of futures contracts at USD\$10,300/tonne.

On March 24, 2025, the Company saw the first over-the-counter (“OTC”) trade of an LNG cargo indexed to Abaxx LNG futures. Two Asia-based counterparties agreed to trade an LNG cargo to be exported from the Gulf of Mexico (“GOM”) with the transaction price indexed to Abaxx GOM LNG futures.

On March 26, 2025, the Company issued pursuant to a non-brokered private placement an aggregate principal amount of C\$22,850,000 of convertible Debentures due 36 months following the date of issuance. The Debentures bear interest at a rate of 7.0% and are convertible into Debenture Shares at the option of the holder any time prior to the maturity date at a conversion price of C\$13.00 per Debenture Share. On April 10, 2026, the Company issued an additional aggregate principal amount of \$10,065,000 of Debentures, for total gross proceeds of \$32,915,000 from the sale of

Debentures. Repayment of the Debentures is secured by a certain number of MineHub Shares and Base Carbon common shares held by Abaxx.

On May 7, 2025, the Company successfully made the first delivery under a carbon futures contract on Abaxx Exchange. The transaction was completed between Mercuria Energy Trading SA (METSA) and a U.S. based counterparty, with Eagle Commodities, a division of Marex, facilitating the original trade. Clearing services were provided by KGI Securities, Marex, and another bank clearing firm.

On May 13, 2025, the Company announced the expansion of its product suite to include precious metals with the launch of Gold kilobar futures on June 12, 2025. Abaxx's Gold Singapore Futures contract is a US dollar-denominated, kilobar-sized, physically-deliverable product, with delivery into approved vaults in Singapore.

On May 13, 2025, the Company also announced Abaxx Spot, a new physically allocated gold trading platform in Singapore. The platform is designed to align spot and futures gold markets in the same location, facilitate secure physical trading and efficient OTC transfer of kilobars, and aims to enhance market access and transparency through direct participation in a pre-funded central limit order book.

On June 12, 2025, the Company announced the launch of its physically-deliverable Gold Kilobar Futures contract on Abaxx Exchange, alongside the opening of Abaxx Spot. On June 15, 2025, the Company announced active trading in its physically-deliverable Gold Singapore Futures. The Abaxx Gold Singapore Futures contract is a USD-denominated, kilobar-sized product aligned with the format preferred by the regional physical bullion trade. Deliverable into approved vaults in Singapore, the contract is purpose-built to serve refiners, industrial consumers, banks, and physical traders seeking to hedge kilobar transactions in Asia's key delivery hub.

On June 15, 2025, the Company confirmed active trading in Abaxx Exchange's physically-deliverable Gold Singapore futures following the product's official launch on June 12, 2025, as the only physically-deliverable, U.S. dollar-denominated gold futures.

On June 26, 2025, the Company announced its intention to conduct a pilot transaction to finance margin with physical gold using its ID++ Technology to create real-time digital documents of title. The intent of the pilot was to demonstrate the use of Abaxx's Digital Title, a cryptographically-secured document of title for physical gold held at Abaxx Spot, to finance cash margin requirements for gold futures positions.

On July 29, 2025, the Company announced the completion of a pre-feasibility study on the use of tokenized money market funds as financial collateral using Abaxx's proprietary ID++ and Digital Title technologies.

On September 4, 2025, the Company announced the launch of Adaptive Infrastructure, a wholly-owned subsidiary of Abaxx, established to provide a unified custodial foundation across markets. Adaptive Infrastructure addresses key structural challenges across traditional financial infrastructure by offering institutional-grade custodial, settlement, and transfer agency services that consolidate ownership records and embed legal recognition into transactions.

On September 7, 2025, the Company announced that Abaxx Exchange and Qingdao International Energy Exchange, a key energy trading platform in China, intend to explore strategic collaboration in the physical LNG market.

On September 8, 2025, the Company also announced a joint initiative to extend the use of Abaxx's Digital Title to in-transit shipments of non-ferrous metals, including copper and aluminum, through a collaboration with MineHub's post-trade platform and logistics tracking capabilities.

On October 6, 2025, the Company announced a non-brokered private placement consisting of the issuance of 1,000,000 units of the Company at a price of USD\$22.00 per unit under the 2025 Strategic Financing. Each unit consisted of one common share in the capital of the Company and one half of one common share purchase warrant, with each whole warrant exercisable for a Common Share at an exercise price of USD\$25.00 per Common Share for 30 months after the date of issuance. The 2025 Strategic Financing closed on October 20, 2025 for gross proceeds of US\$22 million.

On October 21, 2025, the Company confirmed continued growth and trading activity in its Gulf of Mexico (GOM

FOB) and North Pacific-Asia (NPA DAP) LNG futures contracts on Abaxx Exchange. Trading volume in NPA DAP futures reached 690 lots in the week ending October 17, 2025, while GOM FOB futures increased to 2,394 lots. Total LNG volume rose more than 80% from August to September, with trading activity continuing to build in October.

On October 22, 2025, the Company undertook its first technical integration of Abaxx's Verifier+ identity application with the MineHub platform. The integration established the technical foundation for the joint initiative exploring the use of Abaxx Private Digital Title to enable real-time title transfers for in-transit shipments of non-ferrous metals.

On October 27, 2025, the Company completed the integration of Abaxx Exchange's futures markets data into TradingView, an industry leading charting platform and social network for traders and investors.

On November 13, 2025, Abaxx announced a strategic investment in Artex AG as well as a cooperation agreement with Artex AG, potentially providing access to a new regulated financial market for Abaxx's proprietary Digital Title and ID++ technology, and the opportunity to develop new tradeable futures contracts on Abaxx Exchange, based on a transparent, transaction-based price index for fine art. Under the terms of the securities exchange agreement with Artex AG, Abaxx will acquire two tranches of zero-coupon convertible debentures convertible into (i) up to 10% of Artex AG's issued and outstanding common shares on a fully diluted basis at the time of conversion, for a period of three years from the date of issuance of each respective debenture at a deemed conversion price of USD\$1,000,000 per approximately 1% of Artex AG's issued and outstanding common shares on a fully diluted basis, and (ii) common share purchase warrants issued by Artex giving Abaxx the right to acquire up to an additional 9.9% of Artex's issued and outstanding common shares on a fully diluted basis, exercisable for a period of three years from the respective date of issuance of the warrants at an exercise price based on the valuation of Artex AG at the time of exercise.

On November 14, 2025, Abaxx Exchange expanded its environmental products suite with the launch of Enwex Germany Onshore Wind futures (GWM) — the first financially-settled contracts indexed to the utilization of installed wind capacity in Germany. Developed in partnership with Enwex (Energy Weather Index), the contract provides a standardized benchmark for managing weather-related volume risk in renewable power generation.

On November 17, 2025, Abaxx Exchange confirmed Gunvor Group as among the first to trade Germany Onshore Wind futures. The trade was brokered by TP ICAP Group plc with clearing services provided by ADM Investor Services Singapore, KGI Securities Co Ltd. and Marex Group plc. On November 24, 2025, Abaxx announced its inclusion in the MSCI Canada Small Cap Index, effective as of the close of trading on November 24, 2025.

On November 25, 2025, Abaxx Exchange was granted registration as a Foreign Board of Trade from the CFTC. The registration permits U.S.-based futures commission merchants (FCMs), brokers, and trading firms to directly access Abaxx Exchange's regulated markets for the first time.

On December 1, 2025, Abaxx and Stellar Trading Systems Ltd., a leading independent software vendor providing front-office execution software to global trading firms, announced the completion of full connectivity between Stellar Trading Systems Ltd.'s suite of trading platforms and the Abaxx Exchange.

On December 5, 2025, Abaxx announced that Abaxx Exchange will launch its Enwex United Kingdom Onshore Wind futures contract effective December 12, 2025.

On December 12, 2025, Abaxx announced that Enwex United Kingdom Onshore Wind futures were available for trading on Abaxx Exchange.

On December 17, 2025, Abaxx announced the exercise of its right to call all outstanding warrants issued pursuant to the 2025 Strategic Financing. The warrants were subsequently exercised in full on December 17, 2025.

#### 2026 to Date

On January 30, 2026, Abaxx announced that Abaxx Exchange will launch its Enwex Electric Reliability Council of Texas (ERCOT) Onshore Wind futures contract effective February 6, 2026.

On February 6, 2026, Abaxx announced that Enwex ERCOT Onshore Wind futures were available for trading on Abaxx Exchange.

On February 8, 2026, Abaxx announced that Abaxx Exchange will extend trading access through TMX Trayport's Joule trading platform, with connectivity expected before the end of the first quarter of 2026.

On February 9, 2026, Abaxx announced that Abaxx Exchange partnered with ipushpull to deliver historical and real-time exchange market data directly into Microsoft Excel, supporting trading firms' existing workflows to price risk, monitor positions, and manage exposure.

On February 10, 2026, Abaxx announced the completion of two ID++ digital title pilot transactions as the Company moves toward commercial deployment. The gold-backed Digital Title transaction was completed between an investment firm and a regulated commodity lender and enabled futures-margin financing through repo-financed custodial gold at Abaxx Spot, converting vaulted inventory into transaction-ready digital collateral within regulated market infrastructure. The second pilot used money market fund shares as collateral, with evidence of legal title to principal value transferring on margin call, while the income yield continued to accrue to the holder — a superior and more flexible yield structure to stablecoin claims against reserves.

Together, the pilots demonstrated a legally enforceable mechanism for direct ownership transfer and T+0 collateral mobilization across both physical commodities and regulated securities, addressing a core institutional constraint in posting margin, financing, and working-capital deployment.

On February 11, 2026, Abaxx announced that Abaxx Exchange would expand its European wind futures offering through the launch of Enwex Netherlands, France, and Spain Onshore Wind contracts, effective February 27, 2026.

On February 24, 2026, Abaxx announced the successful first delivery under the Abaxx Exchange Gold Singapore Futures contract. The Abaxx Gold Singapore Futures Feb. 2026 contract was physically settled, with delivery completed between MTS Gold Group and Kilo Capital, with clearing services provided by StoneX and KGI Securities, and inventory transfer supported by Abaxx Spot. The transaction represents the first gold futures position on Abaxx Exchange carried through to physical delivery, and the first Abaxx Spot inventory transfer associated with a futures delivery.

On February 27, 2026, Abaxx announced that Enwex Netherlands, France, and Spain Onshore Wind futures were available for trading on Abaxx Exchange.

On March 4, 2026, Abaxx announced it would introduce MarketOS™ at the Futures Industry Association's Global Cleared Markets Conference, on March 8–11, 2026, to accelerate collateral mobility in cleared markets.

On March 19, 2026, Abaxx Singapore was approved for membership into the Singapore Bullion Market Association.

On March 23, 2026, the Company confirmed that Abaxx Exchange reached a new weekly trading volume record of 54,740 contracts during the week of March 16 – March 20, 2026. A new single-day exchange-wide volume record of 15,718 contracts was reached on March 20, 2026 surpassing the previous daily record of 11,675 contracts set on March 18, 2026. Gold Singapore futures (GKS) reached a record weekly volume of 48,786 contracts, capped by a new all-time daily high of 13,390 contracts on March 20. Total Abaxx Exchange volume for Q1 2026 reached 149,779 contracts through March 20, representing a 55% increase over the total volume of 96,456 contracts reported in Q4 2025.

On March 26, 2026, Abaxx futures became available for trading through TMX Trayport's Joule platform.

### **Anticipated Changes in the Company's Business**

Over the next 12 months, the Company intends to continue executing on its Markets and Digital Infrastructure business objectives – see "*Business of the Company*".

## Significant Acquisitions

The Company has not engaged in any significant acquisitions of property, equipment or shares in the most recently completed financial year, ended December 31, 2025.

## BUSINESS OF THE COMPANY

The Company operates a regulated commodity futures exchange and clearinghouse in Singapore and develops proprietary digital tools and infrastructure enabling institutions to communicate, transact, and settle across commodity and financial markets with greater speed, security, and legal certainty. The Company operates through two integrated business segments:

- **Markets** - comprising regulated commodity futures exchange and clearing operations, compliant spot trading venues, and custody transfer services; and
- **Digital Infrastructure** - proprietary technology enabling institutions to verify counterparty identity, execute legally enforceable agreements, and mobilize physical and financial assets as digital collateral in real time.

The Company develops its software in-house and through sub-contractors as proprietary technology to facilitate the operation of its exchange and clearing businesses, and for eventual sale to third parties in the future. At this time, the Company remains focused on developing the Abaxx Exchange and Abaxx Clearing business using its software technology and no revenue has been generated through the licensing of the Company's software technology to third parties.

The Company also is the owner of certain non-core investments in technology enterprises which potentially provide synergies to the Company's software development businesses. Additionally, Abaxx is the owner of the LabMag and KeMag iron ore assets, which were assets owned by New Millennium and continue to be held by the Company subsequent to the reverse take-over of New Millennium. The Company is not undertaking any iron ore development at this time due to the Company's technology focussed plan of business.

For an overview of the Company's subsidiaries through which operations are conducted, refer to "*Introduction*".

## Markets Business

On June 28, 2024, the Company launched Abaxx Exchange and Abaxx Clearing with trading commencing in physically-deliverable LNG and carbon futures contracts. Since launch, Abaxx Exchange has listed a total of 16 futures contracts across energy, environmental, battery materials and precious metals markets. The Company's Markets business operates an integrated exchange and clearing infrastructure in the Asia-Pacific region (excluding China), generating fee revenue based on industry standard rates consisting of flat fees per commodity contract traded, as well as data subscription and usage fees for proprietary market data, benchmarks, and analytics under development. Principal activities include:

- **Futures Exchange:** Abaxx Exchange is licensed as an RMO by MAS and operates a commodity futures trading venue for cleared derivative contracts across energy, environmental, battery materials and precious metals products, with over 10 contracts actively trading, including physically-deliverable LNG, gold, carbon credits, nickel sulfate, and lithium carbonate futures contracts. The Company's exchange and clearing infrastructure supports a broad range of trading modalities, including on-exchange trading and bilateral trade registration for block trades and exchange-for-physical transactions.
- **Clearinghouse:** Abaxx Clearing is licensed as an ACH by MAS and operates as a central counterparty clearinghouse providing post-trade services including clearing, settlement, risk management through margining, counterparty credit risk mitigation, and regulatory reporting.
- **Spot Trading and Services:** The Company operates spot trading venues, through its subsidiaries Abaxx Spot

Pte. Ltd., for gold in Singapore, and Frontline Environmental Exchange Inc, for environmental products spot trading.

The infrastructure supports both on-exchange trading and bilateral trade registration, including block trades and exchange-for-physical transactions. See below under “*ACX Business*” for more detail.

The Company is also developing a Custody Services and Transfers business that will be initially focused on environmental markets:

- **Custody Services:** The Company’s subsidiary Adaptive Infrastructure is focused on delivering institutional-grade custody, settlement, and transfer agency services designed to reduce risk and improve reliability across asset classes. The business is regulated by the Financial Services Commission of Barbados.

### **Digital Infrastructure Business**

The Company's Digital Infrastructure business develops proprietary technology that addresses critical gaps in identity verification, legal finality, and privacy in digital asset markets, enabling the real-time mobilization of physical and financial assets as digital collateral. The Company expects to generate revenue through transaction fees and SaaS license fees and charged to custodians and participants within the “Abaxx Trust Network”, which is the network of institutional counterparties for the verified issuance, transfer, and settlement of digital titles. Principal technology products in the Company’s Digital Infrastructure business include:

- **Trust Stack:** A ledger-agnostic solution built on the Company's proprietary ID++ protocol, providing decentralized identity, verifiable credentials, and privacy-preserving verification to enable trusted counterparty identification, legally enforceable settlement, and confidential yet compliant data handling.
- **Digital Title:** A tokenization solution that converts custodial claims on physical assets (such as gold) or financial instruments (such as money market fund units) into legally enforceable digital collateral, enabling real-time settlement, enhanced liquidity, and efficient collateral management.
- **MarketOS™ Suite:** Integrated transaction productivity suite, featuring enterprise workflow applications including Messenger (encrypted communications), Sign (digital agreements with cryptographic signatures), and Drive (secure document storage), all integrated with the Company's identity verification infrastructure.

Since the completion of the 2024 financial year, the Company has further developed its Digital Title capability as part of its Digital Infrastructure business. The Company expects to generate revenue from Digital Title through transaction fees and SaaS license fees as the solution is commercialized. See below under “*Abaxx Tech Business*” for more detail.

### **ACX Business**

ACX is a Singapore-based holding company for a commodity futures exchange (Abaxx Exchange) and clearinghouse (Abaxx Clearing) granted regulatory licenses to operate from the MAS. As of the date of this AIF, Abaxx Tech controls approximately 93.67% of the issued and outstanding ACX Shares, and a two percent (2%) royalty pursuant to the ACX Royalty.

Abaxx Singapore operates an MAS-licensed commodity futures exchange and approved clearinghouse based in Singapore, offering futures contracts across energy (LNG), environmental (carbon offsets and weather), precious metals (gold), and battery materials (nickel sulphate and lithium carbonate), with more than 10 contracts currently trading and a pipeline for additional product launches. Abaxx Singapore also operates compliant spot trading venues for gold and environmental products, as well as custody transfer services for environmental markets. The exchange provides a full suite of pre-trade and post-trade services, including central clearing and settlement, risk management and margining, and trade reporting. Management believes that electrification, artificial intelligence, decarbonization, and dynamic geopolitics are driving volatility in commodity supply and demand, and that the absence of reliable physically settled pricing and efficient collateral solutions in these markets present an opportunity for a purpose-built, globally-focused exchange and clearing platform in Singapore.

The primary values of ACX are: (1) its derivative-execution venue, which is designed to be a forum for price discovery, risk transfer, and reduced transaction costs through contract standardization; and (2) a clearinghouse which is designed to mitigate credit and trade performance risk throughout the market by mutualizing wholesale market trading risk against a single central counterparty.

In order to execute on delivering a modern exchange and clearinghouse that meets the price risk transfer needs of the wholesale commodity market, ACX has made the following investments and taken the following actions:

- Building Abaxx Exchange: the exchange is the place where buyers and sellers get matched. Modern exchanges facilitate millions of transactions every day through rule-based order matching via software systems. ACX has licensed and/or developed the necessary software systems to facilitate global order books and market matching and has developed the necessary rulebooks and compliance procedures to operate the exchange. See “*ACX Accomplishments*” below.
- Building Abaxx Clearing: the clearinghouse is where trades are settled from match to offset/delivery and daisy chain transactions are simplified with trade compression. The clearinghouse is made up of Abaxx Clearing through its association with its clearing members. In order for firms to trade futures through Abaxx Clearing, they will have to engage with a clearing member to open accounts, “clear” their trades, and manage their collateral and positions. The clearinghouse does risk calculations on the underlying futures and calculates margin offsets to generate minimum margin thresholds that it requires clearing members to assess on their clients. Additionally, through the existence of the guarantee fund required by MAS, the clearinghouse guarantees the financial performance of all trades executed on the exchange and all future contracts that go to physical delivery. Modern clearinghouses also facilitate these transactions and risk calculations via robust software systems. ACX has licensed the necessary software systems to facilitate global order clearing and risk monitoring, and has developed the necessary rulebooks and compliance procedures, and risks analysis monitoring systems to operate the exchange. See “*ACX Accomplishments*” below.
- Write contracts to be traded on exchange: ACX has developed 3 LNG, 2 carbon offset, 1 nickel sulphate, 3 lithium carbonate, 1 gold and 6 weather futures contracts in conjunction with global trading firms; ACX is currently in consultation with global trading firms for additional futures contracts.
- Staff Abaxx Exchange and Abaxx Clearing: ACX has hired key executive roles with decades of experience building and operating key markets at some of the largest global exchanges, both in region and globally.
- Engage with the market to develop a trading infrastructure ecosystem: in addition to the software and rulebooks developed by Abaxx Exchange and Abaxx Clearing, ACX has onboarded clearing firms (FCMs) as clearing members to facilitate individual client account clearing and settlement and develop integration software with existing electronic trading platforms and back office data management systems.
- Assemble sufficient levels of risk capital to support performance guarantees of the clearinghouse.

### **ACX Accomplishments**

Since January 2024, Abaxx Exchange has transformed from a pre-launch platform into a multi-asset, internationally regulated commodity futures exchange and clearinghouse. Trading commenced on June 28, 2024 with physically deliverable LNG and carbon futures, and the product suite has since expanded to include nickel sulphate, lithium carbonate, gold kilobar futures, a spot gold pool, and six Enwex wind futures contracts across Germany, the UK, ERCOT, Netherlands, France, and Spain. The CFTC granted Abaxx Exchange registration as a Foreign Board of Trade in November 2025, enabling direct access for U.S. futures firms. Commercial traction has accelerated steadily, with the connected participant base growing to over 150 firms, first block trades and first physical deliveries completed across multiple asset classes, and integration with platforms such as TradingView and TMX Trayport extending market data and order routing to over 100 million users globally.

## H1 2024: Clearing Member Onboarding and Exchange Launch

- **First Clearing Members Approved:** StoneX Financial became Abaxx Exchange's first clearing and trading member in January 2024, followed by KGI Securities (Singapore) in February 2024, establishing the foundational clearing infrastructure required for exchange launch.
- **Exchange Opening Sequence Initiated:** Abaxx initiated the final exchange trading launch sequence in March 2024, pending finalization of a third clearing member application, signaling that regulatory, systems, and operational readiness had been achieved.
- **Exchange Goes Live with LNG and Carbon futures:** On June 28, 2024, trading commenced in five physically deliverable futures contracts spanning three LNG benchmarks (GOM FOB, NWE DAP, NPA DAP) and two carbon benchmarks (CORSIA Phase 1, JREDD+), supported by technology partners Exberry, Baymarkets, Eventus, FIS, ION, Trading Technologies, and CQG.
- **MAS Licensing and ISV Certification Confirmed:** The Q1 2024 corporate update confirmed receipt of three MAS regulatory licenses in December 2023 and completion of ISV certification, collectively validating the Exchange's regulatory and systems readiness ahead of launch.
- **Post-Launch Investor Engagement:** Abaxx participated in a series of institutional investor events following the exchange launch, including a Cantor Fitzgerald fireside chat, the Canaccord Genuity 44th Annual Global Growth Conference, and an Investor Cubed webinar, building public market awareness of the newly operational platform.

## H2 2024: Early Trading Traction and Product Pipeline

- **Third Clearing Member and Expanded Participation:** ADM Investor Services Singapore became the third approved clearing and trading member in September 2024, and by the Q3 update, two additional clearing firms (Marex and Mizuho, the first global bank FCM) were onboarding.
- **First Carbon Futures Block Trades:** Mercuria and HNK Alpha executed the first carbon futures block trades on Abaxx Exchange on October 30, 2024, with 50 lots each of CORSIA Phase 1 and JREDD+ contracts, marking the first traded volumes in carbon on the platform.
- **Nickel Sulphate Futures Announced:** Abaxx announced the launch of Nickel Sulphate Futures for January 10, 2025, its first battery materials product designed for price discovery in the energy transition supply chain, signaling diversification beyond energy and environmental contracts.
- **Asia Commercial Expansion:** Abaxx opened representative offices in Hong Kong and Beijing in December 2024 to expand relationships with Chinese firms and support participation in offshore commodity markets.
- **Clearing and Participant Infrastructure Scaled:** By year end 2024, the Exchange had established a clearing network of three full clearing members with two additional firms in onboarding, a growing roster of trading participants, and a multi-product pipeline spanning battery metals and precious metals.

## 2025 and Beyond: Multi-Asset Scale, Regulatory Breakthroughs, and Global Connectivity

- **Rapid Product Expansion Across Asset Classes:** The product suite expanded from five contracts at the start of 2025 to over fifteen by early 2026, with launches of Nickel Sulphate (January 2025), Lithium Carbonate (March 2025), Gold Kilobar Futures and Abaxx Spot (June 2025), Enwex German Wind (November 2025), Enwex UK Wind (December 2025), Enwex ERCOT Wind (February 2026), and Enwex Netherlands, France, and Spain Wind (February 2026).
- **CFTC FBOT Registration and ISO 27001 Certification:** The CFTC granted Abaxx Exchange registration as a Foreign Board of Trade in November 2025, enabling direct participation by U.S. futures firms across all listed products. Abaxx Singapore also achieved ISO/IEC 27001:2022 certification, confirming exchange and clearing infrastructure meets internationally recognized standards for data security and operational resilience.

- **First Physical Deliveries and Benchmark Adoption:** Abaxx completed the first ever physical delivery of a regulated, exchange-cleared voluntary carbon contract in May 2025 and the first physical gold delivery in February 2026. In March 2025, the first OTC LNG cargo trade was indexed to Abaxx LNG Futures, validating Abaxx as a price reference for the physical market.
- **Commercial and Participant Growth:** The connected participant base grew to over 150 firms by Q3 2025, an 88% increase quarter over quarter. Key commercial milestones included first block trades in nickel sulphate (Traxys/HNK Alpha), lithium carbonate (Traxys/HNK Alpha), and Enwex German Wind (Gunvor), alongside strategic collaborations with Qingdao International Energy Exchange and Zhonggong Natural Gas for physical LNG procurement.
- **Platform Connectivity and Market Access:** Abaxx integrated with TradingView (extending market data to 100M+ users), TMX Trayport's Joule platform (reaching 9,800+ traders globally), ipushpull (delivering real time data into Microsoft Excel), and Stellar Trading Systems Ltd., while also launching Adaptive Infrastructure as a regulated custodian for carbon futures and appointing Russell Robertson as Chief Business Development Officer to lead commercial expansion.

### **Abaxx Exchange Marketing Strategy**

The primary business of Abaxx Exchange is the provision of integrated exchange and clearing services to institutional market participants in the energy, environmental, precious metals and other commodity sectors. As the markets mature, the customer base should include commercial commodity market participants (producers, consumers, transporters, merchants and traders trading through registered dealers) as well as financial intermediaries (market makers and funds trading through registered dealers). Demand for the services and products offered by Abaxx Exchange can be accessed via Abaxx Clearing members. In the short term, it is anticipated this demand will likely be limited to institutions primarily located in Singapore, Geneva, London, New York and Houston who are licensed to trade on a Singapore exchange. The Abaxx Exchange business model is not unique and there are other established clearing/exchange platforms for LNG contracts in Singapore, for instance, CME Group Inc. (CME) and Intercontinental Exchange Inc. (ICE).

As to the specific marketing initiatives, Abaxx Exchange solicits prospective customers directly and indirectly through marketing efforts and in coordination with its prospective exchange participants and clearinghouse members. Market participants engage with Abaxx Exchange through accounts that each customer maintains with a member of the clearinghouse. Such market participants are recruited either directly when the prospective customer becomes a clearinghouse member and utilizes the services offered by the exchange and clearinghouse operated by Abaxx Exchange, or indirectly as a customer of an Abaxx clearinghouse member. Abaxx Exchange is unaware of any platform offering physically-deliverable LNG, battery materials and carbon futures contracts from a Singapore based entity. Prospective customers in Singapore and elsewhere may be capable of trading LNG, battery metals and carbon futures contracts offered by ICE or the CME in other jurisdictions. Abaxx Exchange does not consider other LNG, battery metals and carbon futures contracts provided to the market today to be comparable or necessarily competitive with Abaxx Exchange's prospective futures contracts which are designed to be used specifically to hedge cargos of LNG, battery metals and carbon in the regions most relevant to world trade. Abaxx Exchange has determined that there is demand for the LNG, battery metals and carbon contracts it offers.

### **Regulatory Framework in Singapore**

Abaxx Exchange and Abaxx Clearing are currently recognized by MAS as an RMO and ACH, respectively. The RMO and the ACH are two separate licensing processes, with the RMO relating to the exchange and the ACH relating to the clearinghouse. For each license, applications are made, MAS processes the application and issues the license upon satisfaction of all regulatory requirements and conditions. MAS approved Abaxx Exchange as an RMO and Abaxx Clearing as an ACH on December 7, 2023.

The capitalization requirement for Abaxx Exchange is the minimum amount of liquid assets and eligible capital to be maintained above regulatory requirements. The computation for these requirements are set out in MAS Notice number SFA 02-N04, “*Notice on Capital Requirements for Recognized Market Operators that are Formed or Incorporated in Singapore*”, issued on February 28, 2022.

The capitalization requirements for Abaxx Clearing comprise a minimum base capital as well as requirements set out in MAS Notice number SFA 02-02A-03-N01, “*Notice of Capital Requirements for Approved Exchanges, Approved Clearing Houses, and Licensed Trade Repositories*”, issued on July 16, 2025, which covers the minimum amount of liquid assets and eligible capital and guaranty fund requirements in the event of counterparty failure by a clearing firm member. Abaxx Clearing is the central counterparty for the financial settlement of transactions submitted by clearing firms and trading participants in the financial industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional customers. Capital requirements for an ACH are liquid instruments in the amount of (i) a SGD\$10,000,000 minimum base capital requirement, and (ii) an additional requirement as a contribution to a clearing fund.

The clearinghouse contribution is equal to 25% of the of the total guaranty fund requirement. In accordance with MAS regulations, Abaxx Clearing requires a minimum clearing fund contribution of USD\$500,000 from each clearinghouse member. Each member’s contribution to the clearing fund will be commensurate with the level of counterparty risk exposure it introduces to the clearinghouse. The clearing fund for an ACH consists primarily of liquid instruments such as bank deposits. In the event a clearing member defaults on its financial obligations to Abaxx Clearing, Abaxx Clearing would commence default management procedures, including applying the resources in the clearing fund to provide restitution to the non-defaulting members. If the resources in the clearing fund are insufficient, Abaxx Clearing would be required to satisfy the shortfall from its base capitalization. Futures contracts and options for futures contracts for commodities may be traded under Abaxx Exchange’s RMO license with MAS approval. Abaxx Clearing acts as a central counterparty for and futures or options contracts. Abaxx Exchange will not be an intermediary in contracts between third parties to buy/sell liquefied natural gas or other commodities. Abaxx Clearing does not guarantee delivery, but it does guarantee financial performance of the futures contracts.

Abaxx Exchange is not licensed to operate outside of Singapore and would require a license or an exemption to operate in a foreign jurisdiction. The RMO earns trading fees from the market participants and ACH earns transaction support fees by providing clearing services.

### **Regulatory Framework in Canada**

Abaxx Exchange and Abaxx Clearing have no intention or future plans to undertake operations in Canada. Abaxx Exchange and Abaxx Clearing will not allow Canadian participants direct access to its platforms to be operated in Singapore through Abaxx Exchange or Abaxx Clearing. In the event that Abaxx Exchange or Abaxx Clearing determine to undertake operations in Canada or undertake operations that otherwise require regulation in Canada, these businesses would have to comply with the regulatory framework in Canada. Specifically, Abaxx Exchange may need to obtain recognition or registration as an exchange, marketplace and/or dealer, or an exemption from these requirements, before it may commence trading futures contracts for commodities, securities, and other types of securities or products with institutional investors in Canada. Abaxx Clearing may also be required to obtain recognition or exemption from the applicable clearing agency requirements in Canada before becoming operational. Obtaining such registrations or exemptions for Abaxx Exchange or Abaxx Clearing would require compliance with the requirements for each province in which it seeks to conduct business and is not assured.

### **Regulatory Framework in Other Jurisdictions**

Abaxx Exchange is currently evaluating access requirements and preparing requisite filings in secondary jurisdictions including Switzerland, UK and US. In the event that Abaxx Exchange determines it advantageous to undertake operations or undertake operations that otherwise require regulation in these jurisdictions, the Abaxx Exchange would have to comply with the local regulatory framework. Specifically, Abaxx Exchange may need to obtain recognition or registration as an exchange, marketplace and/or dealer, or an exemption from these requirements, before it may commence trading futures contracts for commodities, securities, and other types of securities or products with institutional investors in secondary jurisdictions. Abaxx Clearing may also be required to obtain recognition or exemption from the applicable clearing agency requirements before becoming operational. Obtaining such registrations or exemptions for Abaxx Exchange or Abaxx Clearing would require compliance with the requirements for each jurisdiction in which it seeks to conduct business, and this is not assured.

## Abaxx Tech Business

The Abaxx vision for modern Digital Infrastructure for commodity markets, is a software architecture designed to make trust, legal finality, and privacy native to digital transactions. The architecture is built on ID++, the Company's proprietary identity protocol implementing W3C standards on decentralized identity, verifiable credentials, and private data stores, and is natively comprised of emerging software technologies including self-sovereign digital identity, encrypted content addressable distributed file systems, decentralized datastore technology, and a machine readable policy engine governing credentials, rights, and obligations. The architecture underpins the Company's Trust Stack, a five-layer infrastructure consisting of a foundational identity protocol, a policy engine, identity applications, MarketOS™ applications, and commercial applications, collectively enabling participants, institutions, and intelligent agents to act with verifiable authority, privacy, and legal enforceability embedded directly into transaction workflows.

Abaxx's technology and intellectual property, held through Abaxx Tech, consists of 13 wholly owned patent families providing or seeking protection in strategically important countries. Abaxx Tech has 25 pending applications as of the date of this AIF, in strategically important jurisdictions including but not limited to the United States, Canada, Europe, Hong Kong and Singapore, as well as three applications filed with the World Intellectual Property Organization. Additionally, Abaxx Tech has been granted 13 patents, as described below:

Country	Patent Number	Application Number	Title	Filing Date	Publication Number	Publication Date	Status/Due Dates
United States	US 11,599,943	16/708,405	COMPUTER METHOD AND GUI FOR DISPLAYING A REFLEXIVE INDEX PRICE FROM THE SETTLEMENT OF COMMODITY CONTRACTS	December 09, 2019	US 2020/021908 9A1	July 9, 2020	Maintenance Fee due September 8, 2026
United States	US 12,154,170	18/106,022	Computer Method and GUI for Displaying a Reflexive Index Price from the Settlement of Commodity Contracts	February 6, 2023	US 2023/018639 0-A1	June 15, 2023	Maintenance Fee due May 26, 2028
Singapore	112021090 98X	11202.109098 X	Computer Method for Entry of Plural Input Modalities onto a Secure Disclosure Blockchain	August 27, 2019	Same as application no.	April 19, 2023	
United States	US 12,147,546	17/407,835	Computer Method for Entry of Plural Input Modalities onto a Secure Disclosure Blockchain	August 20, 2021	US 2022/004391 9-A1	February 10, 2022	Maintenance Fee due May 19, 2028

Country	Patent Number	Application Number	Title	Filing Date	Publication Number	Publication Date	Status/Due Dates
United States	US 11,824,842	17/206,027	Computer Method for Secure Disclosure of Information	March 18, 2021	US 2021/0266299	August 26, 2021	Maintenance Fee due May 21, 2027
Singapore	11202101705Q	11202101705Q	Computer Method for Secure Disclosure of Information	August 17, 2019	Same as application no.	April 29, 2021	
United States	12,327,240	17/167,002	METHOD AND APPARATUS FOR TOKENIZATION OF A NATURAL RESOURCE	February 3, 2021	US 2021-0233067	July 29, 2021	
Singapore	11202101029R	11202101029R	Method and Apparatus For Tokenization of a Natural Resource	August 5, 2019	n/a	n/a	
United States	US11,423,480	16/708,264	Method and GUI for Creating Optionality in a Commodity Contract Settlement Price	December 9, 2019	US 2020/0184559	June 11, 2020	
United States	US 11,620,704	16/708,398	METHOD AND GUI FOR SETTLEMENT OF COMMODITY CONTRACTS DENOMINATED IN COMMODITY CONTRACT TOKENS	December 9, 2019	US 2020/0184560A1	June 11, 2020	Maintenance Fee due October 5, 2026
United States	US 12,148,033	18/121,816	Method and GUI for Settlement of Commodity Contracts Denominated in Commodity Contract Tokens	March 15, 2023	US 2023/0214820-A1	July 6, 2023	Maintenance Fee due May 19, 2028
United States	US 12,153,567	17/113,082	Method and System for Data Storage and Retrieval	December 6, 2020	US 2021/0157797-A1	May 27, 2021	Maintenance Fee due May 26, 2028

Country	Patent Number	Application Number	Title	Filing Date	Publication Number	Publication Date	Status/Due Dates
Singapore	11202011749X	11202011749X	Method and System for Data Storage and Retrieval	June 4, 2019	Same as application no.	December 30, 2020	
Singapore	11202011748W	11202011748W	Blockchain structure for an intellectual property Exchange including a pointer to an oracle and user interface thereof	June 4, 2019	n/a	n/a	
Canada	3155831	3155831	System and Method for Bilateral Trades of Greenhouse Gases and Environment-al Rights	April 13, 2022	Same as application no.	September 28, 2023	Awaiting PTO action
Hong Kong	40101382A	42024089147.3	System and Method for Bilateral Trades of Greenhouse Gases and Environment-al Rights	March 25, 2024	40101382A	May 17, 2024	Awaiting PTO action

Abaxx Tech has also engineered a foundational internet self-sovereign digital Identity (“ssdID”) and messaging protocol called "ID++", and developed software applications (e.g., MarketOS™) 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 financial-data storage 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 Tech is also continually developing new proprietary software and middleware related to Abaxx Exchange and Abaxx Clearing. See “*Future Milestones and Products*”.

Abaxx Tech intends to commercialize its software technology suite and the Software and IP Portfolio through business to business strategic partnerships where emerging technologies can be applied to specific markets heavily reliant on transactional transparency and transaction execution velocity.

### Revenue Model

The Company generates fee revenue from Abaxx Exchange and Abaxx Clearing based on industry standard rates consisting of flat exchange and clearing fees per commodity contract traded. The Company also anticipates generating

revenue from proprietary market data, benchmarks, and analytics derived from exchange activity through subscription or usage based fees, which are expected to be implemented in a future period. The Company intends to generate additional revenue based on operations undertaken by Abaxx Tech in the following manner:

- **Transaction fee revenue** - from per transaction charges to custodians and participants for transacting collateral within the Abaxx Trust Network, including Digital Title transfers and related settlement activity;
- **SaaS license revenue** - from recurring per seat subscription fees for access to the Company's MarketOS applications and workflow tools, initially targeting the global commodity trading sector and Abaxx Exchange participants;
- **Royalty revenue** - from contractual revenue share arrangements with third party businesses or platforms using Abaxx's intellectual property and market infrastructure, including (i) the ACX Royalty and the ACX MLA Royalty discussed below based on user revenues earned by the exchange and clearinghouse businesses and licensing revenue earned by the exchange and clearinghouse businesses upon sub licensing the software platform and tools to other third party exchanges, and (ii) the Base Carbon Royalty discussed below.

The Company's current material royalty agreements consist of the ACX Royalty Agreement and the ACX MLA Agreement, pursuant to which Abaxx Tech will receive royalties based on the revenue generated by ACX and Base Carbon, as described in the table below:

Royalty	Date	Grantor	Grantee	Terms
ACX Royalty	Feb 1, 2019	Abaxx Singapore Pte. Ltd. (ACX)	Abaxx Tech	2% of gross revenue of ACX for an indefinite term with an unexercised option to increase to 3%.
ACX MLA Royalty	May 15, 2019	Abaxx Singapore Pte. Ltd. (ACX)	Abaxx Tech	Royalty on revenues that ACX earns from software sub-licensing equal to 20% of gross revenues up to US\$2,000,000, 10% of gross revenues in excess of US\$2,000,000 and up to US\$5,000,000 and 5% of gross revenues in excess of US\$5,000,000.
Base Carbon Royalty	September 07, 2021	Base Carbon	Abaxx Tech	2.5% of gross revenue of Base Carbon for an indefinite term. Base Carbon has the right to buy back the royalty upon the payment of US\$150,000,000 to Abaxx Tech.

The ACX Royalty provides that ACX would pay a 2% royalty on gross revenue for previous financial assistance and the usage of software it developed. The royalty is indefinite in term and the Company has the right to increase the royalty to three percent (3%) of gross revenues upon the payment of US\$10,000,000 to ACX within six years from December 14, 2020.

The ACX MLA Royalty provides ACX an exclusive right and license to market and sub-license exchange and clearing related software developed by the Company to third parties within a specific territory in return for a royalty to the Company. In addition to receiving the licensed software, ACX also receives the right to receive support services from the Company.

The Base Carbon Royalty provides that Base Carbon would pay 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 US\$150,000,000 to Abaxx Tech.

Over the approximately next 12 months the Company anticipates substantially all of its revenue will be from the operations of Abaxx Exchange and Abaxx Clearing, with negligible revenue from other sources. As of December 31, 2025, 94% of the Company's revenue was derived from the Markets Business, and the remainder was derived from royalty income.

See "*Material Contracts*" in this AIF for details related to the ACX Royalty, ACX MLA Royalty and Base Carbon Royalty.

### **Specialized Skill and Knowledge**

Most aspects of the Company's business require specialized skill and knowledge. Such skills and knowledge include software engineering, marketing, finance, accounting and regulatory compliance in Canada and Singapore. The Company meets its needs for such specialized skills and knowledge through the expertise of its directors, officers, and employees. To the extent that additional specialized skills and knowledge are required, the Company retains outside consultants.

### **Competitive Conditions**

The financial technology industry is highly competitive. The Company expects it will face increased competition and new entrants into the exchange, clearinghouse and software business but currently has a first mover advantage. See "*Risk Factors – Competition*" and "*Business of the Company – Abaxx Exchange Marketing Strategy*".

### **Intangible Properties**

The future success of the Company's business depends in part upon the intellectual property rights acquired through research and development and acquisitions of intellectual property. See "*Business of the Company – Abaxx Tech Business*".

### **Employees and Consultants**

As of the date of this AIF, the Company has 101 employees and consultants, of which 4 are based in Canada, 47 are based in Singapore, 30 are based in the U.S. and 6 are based elsewhere. In addition, the Company retains individuals on a temporary contract basis, including software engineers and marketing specialists with the appropriate skills and background as required for particular projects under development or in production. Consultants may also be engaged on a long-term basis with the Company materials. The Company believes its relationship with its employees is excellent. None of the employees are represented by a union or are subject to a collective bargaining agreement.

### **Facilities**

As at the date of this AIF, the Company leases office facilities in Singapore, Hong Kong and Beijing. The Company believes that its facilities are adequate for current needs.

### **Cycles**

The commodities underlying contracts traded and those anticipated to be traded on Abaxx Exchange are subject to seasonal cyclical fluctuations. The marketability of natural gas, carbon, nickel sulphate, precious and battery metals are also affected by worldwide economic cycles. As market fluctuations affect commodity prices, the business of ACX may be affected by the cyclical nature of these commodities. As well, the ability of the Company and its subsidiaries to continue development of its business, software and technology may be affected by the availability of financing which, in turn, is affected by the strength of the economy and other general economic factors.

## Economic Dependence

The Company is not substantially dependent on any individual contract but is highly dependent on the successful development and continued operation of Abaxx Exchange and Abaxx Clearing and associated regulatory compliance and approvals.

## Future Milestones and Products

The Company's business objectives are to: (i) commercialize its software and IP portfolio through software license sales, transaction fees, and royalties (the "**Digital Infrastructure Milestones**"); and (ii) continue operating and developing the Company's exchange and clearinghouse subsidiaries using the Company's proprietary technology towards LNG, battery metals and carbon benchmark contracts and a new market structure vision for metals and other commodity markets (the "**Markets Milestones**").

With respect to the Digital Infrastructure Milestones, the Company has completed foundational development of its application suite and is now focused on integration, commercial application testing, and refinement through a structured system of internal and external pilots.

MarketOS™ is Abaxx's integrated transaction productivity suite: unifying identity verification, communication, documentation, and agreement workflows for institutional markets. Built on the ID++ protocol, it enables participants, institutions, and intelligent agents to act with verifiable authority, privacy, and legal enforceability embedded directly into transaction workflows. Identity and enforceable ownership are established at execution, eliminating the need for post-trade verification that slows collateral movement in institutional markets.

Supporting applications include Verifier+, Sign, Messenger, and Drive, operating on ID++, Abaxx's proprietary identity protocol implementing W3C standards on decentralized identity, verifiable credentials and private data stores. The first use case for MarketOS™, Abaxx Digital Title, has already mobilized physical gold and money market fund shares as collateral through recently executed pilots. By establishing cryptographically secured, transferable evidence of ownership with embedded identity, privacy, and legal finality, Digital Title converts commodities and securities into high-velocity, yield-bearing T+0 instruments, unlocking collateral value across \$42 trillion in assets and supporting a more capital-efficient global trading system.

The key products for MarketOS™ are:

- **Verifier+**: Identity management application used to store and manage digital identities and credentials, serving as the primary authentication gateway to MarketOS™. Verifier+ is live in production on iOS and Android. The Company is currently testing the next generation version of Verifier+ (v3), which is required to support enterprise identity integration through AbaxxOne (as described below) and is expected to be released upon completion of testing.
- **Messenger**: End-to-end encrypted messaging platform integrated with the Abaxx ecosystem and designed with compliance features suitable for trading and regulated communications environments. The Company has completed desktop versions of Messenger with integrated Drive functionality for Mac, Windows, and Linux, with iOS and Android versions currently in development. The Company has commenced initial deployment of Messenger as a help desk communication tool for Abaxx Exchange participants.
- **Drive**: secure file storage and management for the Abaxx ecosystem with content addressable document sharing. Drive is live in internal production and is targeted for external technical preview in Q2 2026.
- **Sign**: digital agreements platform integrated with the Abaxx identity infrastructure that enables the execution of agreements and the issuance of associated verifiable credentials evidencing agreement state, ownership, or rights. Agreements are executed with identity verification and biometric authentication through Verifier+. Credential data generated through Sign is integrated through AbaxxOne and the Relay infrastructure and presented to users through Verifier+. The Company has completed production pilot transactions using Sign and anticipates making an external technical preview available in the second to third quarter of 2026.

Abaxx Vault, previously noted in the Company's annual information form for the year ended December 31, 2023, has been de-scoped, with features now integrated into the broader product suite.

A key enabler of the MarketOS's commercial readiness is AbaxxOne, the Company's enterprise identity integration platform. AbaxxOne provides an inline authentication layer designed to bridge the Company's ID++ identity infrastructure with existing corporate identity providers, access management systems, and administrative workflows. Enterprise clients are able to maintain their existing identity directories while gaining access to enhanced ID++ capabilities, including verifiable credentials and decentralized identifiers. AbaxxOne entered its initial development environment in February 2026, with staging anticipated in Q2 2026 and an external technical preview targeted for Q3 to Q4 2026. Integration with the MarketOS™ applications, including Messenger, Drive, and Sign, is underway enabling federated access controls and the interoperability required to engage with enterprise clients.

The Company's current development focus for the MarketOS centers on completing the integration of AbaxxOne across the application suite, advancing each application through external technical preview and pilot validation, and preparing for commercial launch. The Company has executed initial Digital Title pilot transactions involving physical gold and money market fund shares, validating the technology's ability to mobilize real world assets as collateral. Formal planning for commercial release scope, target dates, partners, and pricing structures for the MarketOS™ applications has not yet been finalized and remains subject to the completion of integration milestones, pilot outcomes, and regulatory considerations. The Company expects to progress through several hardening and refinement cycles before establishing firm commercial launch dates.

The initial commercial deployment of these applications is expected to focus on Abaxx Exchange participants. The development team combines internal staff and external vendors (leveraged for specialized functions), and the costs can be approximately allocated as 70% internal staff and 30% external vendors.

The Company's anticipated development and operational expenditures to achieve its longer term milestones over the approximately one to two year period from the date of this AIF are: (1) to continue to develop and operate its Singapore exchange and clearinghouse business, including scaling operations and the development and implementation of its suite of products, per the Markets Milestones, and (2) to continue to commercialize and scale its MarketOS™ application suite, including integration of AbaxxOne, pilot execution, compliance certification, and commercial launch preparation, per the Digital Infrastructure Milestones. For the Markets Milestones, available funds are expected to be used for ordinary business (including growth and development) and working capital purposes. For the Digital Infrastructure Milestones, available funds are expected to be allocated across the integration, testing, and commercial launch of MarketOS™, including Digital Title pilot operations and custodian onboarding.

## **Other Licensing Partners & Portfolio Investments**

### ***Base Carbon Corp.***

Base Carbon (for the Benefit of Air, Sea, Earth) is a globally diversified asset development firm in the business of sourcing, financing, developing and trading carbon credits. The firm's mandate is to be the preferred carbon project partner for financing, streaming, technology and access to markets. Base Carbon is an early-stage business with revenue streams that are still being developed as the business was recently launched. As of the date of this AIF, the Company holds 20,244,630 common shares of Base Carbon.

The Company reports its investment in Base Carbon under the equity method of accounting, due to the Company's significant influence as a result of sharing two members of the board of directors.

### ***MineHub Technologies Inc.***

MineHub Technologies Inc. (MineHub) is a digital supply chain platform company for global commodity markets, providing cloud based, enterprise grade software that digitizes and automates post trade operations across buyers, sellers, laboratories, logistics providers, and financiers in physical commodities supply chains. The platform leverages blockchain, artificial intelligence, and IoT technologies to replace paper-based processes with secure, automated

digital workflows, and generates recurring revenue through a volumetric SaaS model tied to metric tons of non ferrous metals processed.

MineHub processed approximately US\$14.7 billion of copper and aluminum transactions in FY24. MineHub is a revenue generating, but not yet profitable and continues to invest in platform development and expansion into adjacent commodity verticals.

As of the date of this AIF, the Company holds 17,669,649 common shares of MineHub.

The Company reports the interest in MineHub at fair value, and as at December 31, 2025, the fair value of the Company's investment in MineHub was estimated at \$13.9 million.

### ***Artex AG***

ARTEX AG (Artex) is a Liechtenstein incorporated holding company that, through its subsidiary ARTEX Global Markets AG, operates the world's first regulated securities exchange dedicated to trading fractional equity shares in fine art, licensed as a Multilateral Trading Facility by the Financial Market Authority of Liechtenstein within the European MiFID II legislative framework.

The exchange enables institutional investors to buy, sell, and hold equity shares in securitized masterworks through standard financial infrastructure including Euroclear settlement and SIX Swiss Exchange connectivity. Artex is an early-stage business that commenced trading operations in 2024, with revenue streams that are still being developed. As of the date of this AIF, the Company holds zero coupon convertible debentures of Artex with an aggregate value of US\$5 million convertible into up to 5% of Artex's issued and outstanding common shares on a fully diluted basis, and common share purchase warrants entitling the Company to acquire up to an additional 4.9% of Artex's shares.

The Company reports the interest in Artex at fair value, and as at December 31, 2025, the fair value of the Company's investment in Artex was estimated at \$6.8 million.

### ***Pasig & Hudson, Limited***

Pasig & Hudson Private, Limited ("**P&H**") is a Singapore private company that provides consulting, advisory, and development services in blockchain and other non-traditional banking solutions. P&H operates as a digital business incubator and provides business consulting and proprietary product development services to clients ranging from entrepreneurs and small businesses to large enterprises. P&H organizes its global resources to create small teams that leverage market analysis and innovation to create market-viable products for its clients, enhance the product development process, and guide its clients through branding and market strategies. P&H has offices in Singapore, Manila, Tampa, New York and Phoenix.

P&H was founded in 2015. It has been a revenue-generating entity and is projected to continue in business.

In March 2018, the Company purchased 2,699,410 common stock of P&H, which represented 18% of the outstanding common stock, for a total consideration of US\$600,000 in cash and 1,250,000 common shares of the Company at a fair value of \$500,000. In addition, P&H contributed 50% of the work capacity of 2 senior executives for 12 months to April 2019. The fair value of the work capacity was estimated at US\$410,000. As a result, at the time of recognition, the fair value of the investment was recorded at \$863,185.

The Company does not have significant influence over P&H, as it is not represented on the board of directors and holds less than 20% of the issued shares. For the year ended December 31, 2025, the Company engaged a third-party professional valuation firm to undertake a valuation. The Company obtained financial statements and other inputs from P&H's management, which were incorporated into the valuation process by the third-party valuator and audited by the Company's auditors. The Company reports the interest in P&H at fair value and as at December 31, 2025, the fair value of the Company's investment in P&H was estimated at \$1.3 million.

## **Operations in an Emerging Market Jurisdiction**

Guidance from Canadian securities regulators provides that issuers operating in markets deemed “emerging markets” include additional disclosure with respect to operations in such markets. The Company has material operating subsidiaries located in Singapore. Although Singapore is considered to be a relatively stable jurisdiction for business, it is possible that operating in Singapore may expose the Company to a certain degree of political, economic and other risks and uncertainties. For these reasons, the following disclosure is included in contemplation of the guidance in Staff Notice 51-720 - *Issuer Guide for Companies Operating in Emerging Markets of the Ontario Securities Commission*.

The establishment and development of Abaxx Exchange and Abaxx Clearing in Singapore adds an additional regulatory framework to which the Company operates and is supplementary to the existing regulatory framework existing in Canada. The Company’s operations are regulated at a significantly higher level than non-market regulatory businesses and this creates potential risk in the form of significantly higher costs associated with compliance and operations as well as standards or requirements that other businesses do not have to meet.

The dual regulatory framework that the Company will have to operate under when operations in Singapore are active, creates layers of structure that are governed by local regulatory environments that differ and will create additional risks and costs to monitor for the management of the Company. Each jurisdiction will require greater internal controls and adherence to a regulatory framework that creates challenges in relation to decisions making, communication, and compliance. The Company has enlisted internal risk managers and policies as well as experienced management to help facilitate adherence to regulatory requirements in order to meet this challenge.

The Company and its subsidiaries also employ numerous senior members of staff such as directors, officers and employees that have significant experience in Singaporean markets. These include:

- Thomas McMahon, a director on the Board of the Company, who has been operating in Singaporean exchange markets since April 2009 (17 years of experience).
- Mason Wallick, a portfolio manager has been operating in Singaporean exchange markets since May 2007 (19 years of experience).
- Nancy Seah, a managing director of Abaxx Exchange has been operating in global commodities and Singaporean exchange markets since May 1995 (31 years of experience).
- Tock Siong Tan, chief regulatory officer at Abaxx Exchange, has been operating in Singaporean exchange markets since July 2010 (16 years of experience). Prior to joining Abaxx Exchange, he served in a similar role at Asia Pacific Exchange (2016-2019) and Singapore Mercantile Exchange which was acquired and rebranded as ICE Futures Singapore (2010-2015).
- Ong Sian Hwee, chief risk officer at Abaxx Exchange, has been operating in Singaporean exchange markets since July 2014 (12 years of experience).
- Lawrence Foo, general counsel at Abaxx Exchange, has over 14 years of experience across a spectrum of legal sectors, including Singaporean exchange markets since 2018 (8 years of experience).
- Richard Fang, chief technology officer at Abaxx Exchange, has over 18 years of experience in the technology sector, including the Asia Pacific Exchange since 2017 (9 years of experience).

## ***Language and Cultural Differences***

The government of Singapore recognizes four official languages, being English, Malay, Mandarin and Tamil.

The Company’s executive officers and all members of the Board are fluent in English and, in each case, English is their primary language. In addition, the Company operates in English and all Board materials are prepared in English. The Company works with advisors capable of professionally conversing in English.

The financial records of the Company and its subsidiaries existing under the laws of Singapore are maintained in English. The Company does not believe that any material language or cultural barriers exist.

Should a translation from a jurisdiction's official language to English be required, the Company intends to engage a professional translator to execute the required translation. In particular, the Company can rely on translators, bilingual local lawyers and/or bilingual local auditors.

The Company's executive officers and members of the Board are familiar with local management and take a strong interest in the direction and operational aspects of ongoing managerial decisions. The Company engages with all subsidiaries and staff on a global basis as a team and interacts through cross company telecommunications and internal media to update and communicate corporate advancement with great frequency.

### ***Risk Management and Disclosure***

The Company has implemented a system of corporate governance, internal controls over financial and disclosure controls and procedures that apply to the Company and its subsidiaries, which are overseen by the Board and implemented by senior management of the Company. Executive management and the Board prepare and review the financial reporting of its subsidiaries as part of preparing its consolidated financial reporting, and the Company's independent auditors review the consolidated financial statements under the oversight of the Company's Audit Committee. As required under NI 52-110, the Company's Audit Committee has the authority to engage independent counsel and other advisors as it deems necessary, to set the compensation for any such advisors, and to communicate directly with internal and external auditors. For additional details related to the Audit Committee and its role of oversight of the external auditor, see the heading "*Audit Committee Information*" in this AIF.

The board of ACX and its Chief Risk Officer are responsible for maintaining good corporate governance practices and risk controls. Board members and management of the Company regularly discuss business operations and risk management practices with directors and management of ACX. The Company has a disclosure policy that establishes the protocol for the preparation, review and dissemination of information about the Company. This policy provides for multiple points of contact in the review of important disclosure matters, which includes input from a Board member located in Singapore.

### ***Internal Controls***

The Company prepares its consolidated financial statements on a quarterly and annual basis, using IFRS. The Company implements internal controls over the preparation of its financial statements and other financial disclosures, including its MD&A, to provide reasonable assurance that its financial reporting is reliable, the quarterly and annual financial statements are being prepared in accordance with IFRS and other financial disclosures, including its MD&A, are being prepared in accordance with relevant securities legislation. These systems of internal control over financial reporting and disclosure controls and procedures are designed to ensure that, among other things, the Company has access to material information about its subsidiaries.

The Company's operations and adherence to risk management in Singapore is regulated and actively monitored. The Company when operational in Singapore will have daily and monthly risk adherence standards to meet and communicate to the regulator. The Company provides internal monitoring through management and deploys corporate risk officers in Singapore to facilitate this ongoing requirement. Risk officers in Singapore, in addition to internal compliance standards, are both pre-approved and their activities monitored by the regulatory authority.

### ***Related Parties***

The Company is subject to Canadian securities laws and accounting rules with respect to approval and disclosure of related party transactions and has policies in place which it follows to mitigate risk associated with potential related party transactions. The Company may transact with related parties from time to time, in which case such related party transaction may require disclosure in its consolidated financial statements and in accordance with relevant securities laws.

### ***Local Counsel and Advice***

The Company has retained legal counsel in various international jurisdictions in which it operates regarding various corporate and regulatory legal issues, including the Company's right to conduct business in Singapore and other applicable jurisdictions, and has relied on advice from that counsel with respect to such matters.

The Company ensures that any such counsel or provider retained has their credentials vetted, referenced, with considerable diligence and adherence to local licenses, professional associations, and regulators.

## **RISK FACTORS**

AN INVESTMENT IN THE COMMON SHARES OF THE COMPANY IS SPECULATIVE IN NATURE AND INVOLVES A HIGH DEGREE OF RISK. 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 described below and elsewhere in this AIF. 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 its operating results and as a result could materially impact its business, results of operations, prospects and financial condition.

### ***Nature of Business***

The Company is a software technology company focused on developing exchange and marketplace infrastructure including trading and clearing software, financial messaging and data services, digital identity and access management, and with a majority-owned subsidiary engaged in the development of a regulated commodity futures exchange and clearinghouse. Each of these activities involve a high degree of risk. The long-term profitability of the Company's operations will be directly related to success of the Company's ability to license its software and IP portfolio, and continue to operate Abaxx Exchange and Abaxx Clearing, which may be affected by a number of factors outside the Company's control.

### ***Limited Operating History and Financial Resources***

The Company has a limited history of operations in Singapore. As such, the Company will be subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources, and lack of revenues. There is no assurance that the Company will be successful in achieving a return on Shareholders' investment and the likelihood of success must be considered in light of its early stage of operations. There can be no assurance that the Company will be able to achieve its stated business objectives, or that any of their activities will generate positive cash flow. The Company currently has negative cash flow from operating activities. Consequently, there can be no assurance that the Company will be able to operate profitably.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. The Company incurs substantial expenses in the establishment and operation of its business. A significant portion of the Company's financial resources have been and will continue to be, directed to the development and operations of its business and related activities. If the Company does not have access to the required funds to continue the operation and development of its business and operational activities, and to the extent that it does not generate cash flow and income, the Company's long-term viability may be materially and adversely affected.

### ***Dividends***

Any decision to distribute securities owned by Abaxx or pay cash dividends on Common Shares will be made by its board of director and will depend on our earnings, if any, our financial condition and such other factors as our directors consider appropriate.

### ***Reporting Issuer Risk***

As a reporting issuer, the Company is subject to reporting requirements under applicable laws and Cboe Canada policies. Among other things, the Company is required to file annual, quarterly and current reports with respect to its business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight is required. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and result of operations. The Company may need to hire additional employees to comply with these requirements in the future, which would increase its costs and expenses.

### ***Limited Assets***

The Company holds shares in multiple development stage companies which are at different stages of development and maturity, although all of these companies are relatively early-stage businesses. Each of the businesses may be impacted by factors outside of their control or all of them could be impacted by fluctuations in access to capital markets.

The likelihood of success of the Company must be considered in light of the potential problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment and growth of any business. The Company will have limited financial resources and there is no assurance that additional funding will be available to the Company for further investments in the software and IP portfolio or ACX if required. There is no assurance that the Company can operate profitably or provide a return on investment. The ability of the Company to raise capital, satisfy its obligations and provide a return to its Shareholders will be dependent upon the future performance of the Company's ability to successfully operate its exchange and clearinghouse business and license its software and IP portfolio.

### ***Indebtedness***

The Company has issued the Debentures and may decide to issue additional debt instruments in the future. The degree to which the Company is leveraged could have important consequences to the Company, including: (i) the Company's future ability to obtain additional financing for working capital, capital expenditures or other purposes may be limited; (ii) the Company may be unable to refinance indebtedness on terms acceptable to the Company or at all; (iii) a significant portion of the Company's cash flow could be dedicated to the payment of the principal of and interest on its indebtedness, thereby reducing funds available for future operations, capital expenditures and/or dividends on its Common Shares and increasing the risk of default; (iv) the Company may be negatively impacted by rising interest rates; and (v) the Company may be more vulnerable to economic downturns and be limited in its ability to withstand competitive pressures.

The Debentures and any future debt incurred by the Company may adversely affect its ability to meet its obligations. This, or any other failure to comply with the Debenture terms, would result in a risk of default, which could have a material adverse effect on the Company's financial condition, results of operations, business prospects, and long term future viability.

### ***Limited Market for Securities***

The Common Shares are listed on Cboe Canada; however, there can be no assurance that an active and liquid market for the Common Shares will be maintained.

### ***Risks related to insurance of Abaxx's operations***

The Company intends to insure its operations. However, given the nature of its business and the business of its subsidiaries, such insurance may not be available, uneconomical for the Company, or the nature or level may be insufficient to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the Company. While the Company believes its operations have or will have adequate insurance, such insurance will be subject to coverage limits and exclusions and may not be available

for the risks and hazards to which the Company is exposed. In addition, no assurance can be given that such insurance will be adequate to cover the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Company were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Company were to incur such liability at a time when it is not able to obtain liability insurance, its business, results of operations and financial condition could be materially adversely affected.

### ***Volatility in commodity prices and market risk***

Global conflicts, including Russia's invasion of Ukraine and ongoing conflicts in the Middle East, may result in supply shortages, sanctions or other international action, any of which may have a destabilizing effect on commodity prices, including natural gas, and global economies more broadly. The extent and duration of current conflicts cannot be accurately predicted at this time and the effects of such conflicts may magnify the impact of the other risks identified in this AIF.

### ***Additional Financing Requirements***

The Company may require additional financing to achieve its longer term milestones. See "*Business of the Company - Future Milestones and Products*". If such a need arises, there can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delays or failure to complete the Company's stated business milestones. Further, revenues, financings and profits, if any, will depend upon various factors, including the successful creation, adoption and utilization of technologies developed by the Company and its subsidiaries, which will largely depend on the Company's ability to provide a compelling value proposition to potential customers. Any additional equity financing may cause dilution to Shareholders and may result in a change of control.

Furthermore, any additional equity financing may be dilutive to Shareholders and debt financing, if available, may involve restrictive covenants. If additional funds are raised through the issuance of equity securities, the percentage ownership of the Shareholders of the Company will be reduced, Shareholders may experience additional dilution in net book value per share, or such equity securities may have rights, preferences or privileges senior to those of the holders of the common shares. If adequate funds are not available on acceptable terms the Company may be unable to develop or enhance its business, take advantage of future opportunity or respond to competitive pressures, any of which could have a material adverse effect on the Company's business, financial condition and operating results.

### ***Exposure and Sensitivity to Macro-Economic Conditions***

Given the nature of the Company's commercialization and licensing activities, the results of operations and financial condition of the Company will be dependent, in part, upon general macro-economic conditions. Various factors affecting a sector could have a negative impact on the Company's commercialization and licensing efforts and thereby have an adverse effect on its business.

Macro factors such as fluctuations in commodity prices and global political and economic conditions could also negatively affect the Company's performance. The Company may be adversely affected by the ability of its subsidiaries to continue to raise capital. Moreover, company-specific risks could have an adverse effect on one or more of the investments that may constitute the Company's portfolio at any point in time. Company specific and industry specific risks that may materially adversely affect the Company's ability to effectively operate Abaxx Exchange and Abaxx Clearing and its software and IP portfolio may have a materially adverse impact on its operating results. Factors affecting macro-economic conditions are and will be beyond the Company's control.

### ***Risks related to regulation by governmental authorities***

The activities of the Company may be subject to regulation by governmental authorities wherever its business is conducted. Achievement of the Company's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining and maintaining all regulatory approvals. Notwithstanding the fact that the RMO and ACH approvals have been received from MAS, the Company cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing

and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals could have a material adverse effect on the business, results of operations and financial condition of the Company.

The business of the Company is subject to rapid regulatory changes. Failure to stay current with such changes may adversely affect the business of the Company. Failure to follow regulatory requirements will have a detrimental impact on the business. Timing and nature of changes in legislation cannot be predicted and could irreparably harm the business.

### ***Operations in Foreign Jurisdictions***

The Company's investments and interests may be exposed to various degrees of political, economic and other risks and uncertainties in a foreign jurisdiction. In particular, the Company's business objectives may be affected by the local and governing political and economic developments including and not limited to: expropriation of property including intellectual property rights, invalidation of government orders, permits or agreements to operate, political unrest, labour disputes, limitations on repatriation of earnings, limitation on foreign ownership, inability to obtain or delays in obtaining necessary approvals, licenses, permits, or authorizations, government participation, royalties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations, taxation and changes in laws, regulations or policies.

The Company's investments may also be adversely affected by the laws and policies of Canada affecting foreign trade, taxation and investment. In the event of a dispute arising in connection with a business interest of the Company in an international jurisdiction, the Company may be subject to the exclusive jurisdiction of foreign courts and may not be successful in subjecting foreign persons to the jurisdiction of courts of Canada or enforcing Canadian judgments in other jurisdictions. The Company may also be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity. Accordingly, regulated exchange activities in international jurisdictions involving the Company or a subsidiary could be substantially affected by factors beyond the Company's control, and which could have a material adverse effect on the Company.

### ***Operations in Foreign Jurisdictions – Singapore Operations***

A large portion of the Company's operations take place in Singapore. The Singaporean legal system is based on the English common law, and the Singaporean economy is widely considered a highly developed free market economy. However, the Singapore market is influenced to a high degree by economic and market conditions in other countries, particularly emerging market countries in Asia. Adverse developments in the economies of countries that are important export markets for Singapore, such as surrounding Asian economies, or in emerging market economies elsewhere, could result in a loss of confidence in the Singaporean economy. Any future deterioration of the Singaporean economy could adversely affect the Company's business, revenues, and financial condition.

As the Singaporean economy evolves, its legal and regulatory environment may change. These changes may include: changes to compensation and other social programs; political uncertainty in Singapore; and export, import and foreign currency restrictions and tariffs. These changes can affect the Singaporean economy and we cannot be certain that any such changes would not adversely or disproportionately affect our business, results of operations and financial condition.

### ***Global Pandemics***

The outbreak of COVID-19 led governments worldwide to enact emergency measures to combat the spread of the virus. These measures, which included, among other things, the implementation of travel bans, self-imposed quarantine periods and social distancing, caused material disruption to businesses globally, resulting in an economic slowdown. Such events may result in a period of business disruption, and in reduced operations, any of which could have a material adverse impact on the Company's result of operations, financial condition and the market and trading price of the Company's securities.

While the outbreak of COVID-19 did not cause material disruptions to the Company's business as of the date of this AIF, future global pandemics may cause disruptions to the Company's business and operations plans. Such disruptions

may result from (i) restrictions that governments and communities impose to address pandemics; (ii) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others; (iii) shortages of employees and/or unavailability of contractors and subcontractors; (iv) interruption of supplies from third-parties upon which the Company relies; and/or (v) inability to raise capital due to the economic uncertainty caused by pandemics. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on the Company's business, financial condition and results of operations, which could be rapid and unexpected. These disruptions may severely impact the Company's ability to carry out its business plans.

While the Company maintains a close nexus between Singaporean and Canadian operations by having daily videoconference calls and having Singapore-resident directors, officers, and staff, there is no guarantee that global pandemics and the associated developments will not create circumstances which make communication or management of the Company's operations difficult, and adversely affect the Company's ability to effectively carry out its business plans.

### ***Protection of Abaxx Tech Software and IP Portfolio***

The future success of the Company's business depends in part upon the intellectual property rights acquired through research and development and acquisitions of intellectual property. Although the Company will seek to protect its proprietary rights through, for example, trademark registrations and patent applications, its actions may be inadequate to protect any proprietary rights or to prevent others from claiming violations of their proprietary rights. There can be no assurance that other companies are not investing or developing other technologies that are similar or identical to the technologies that may be developed by the Company. In addition, effective intellectual property protection may be unenforceable or limited in certain countries, and the global nature of the internet makes it impossible to control the ultimate designation of intellectual property held by the Company. If the protection of proprietary rights is inadequate to prevent unauthorized use or appropriation by third parties, the value of the Company's software and IP portfolio may be diminished. Any of these events could have an adverse effect on the Company's business and financial results.

If third party patents or patent applications contain claims infringed by the software and IP portfolio and these claims are valid, the Company may be unable to obtain licenses to these patents at a reasonable cost, if at all, and may also be unable to develop or obtain alternative technology. If such licenses cannot be obtained at a reasonable cost, the business could be significantly impacted. Further, the enforceability of the patents owned by the Company may be challenged and the Company's patents could be partially or wholly invalidated following challenges by third parties.

The Company cannot assure Shareholders that its activities will not infringe on patents, trademarks or other intellectual property rights owned by others. If the Company is required to defend itself against intellectual property rights claims, it may spend a significant time and effort and incur significant litigation costs, regardless of whether such claims have merit. If the Company is found to have infringed on the patents, trademarks or other intellectual property rights of others, the Company may also be subject to substantial claims for damages or a requirement to cease the use of such disputed intellectual property, which could have an adverse effect on the Company's revenue. Such litigation or claims and the consequences that could follow could distract management of the Company from the ordinary operation of its business and could increase costs of doing business, resulting in a negative impact on the business, financial condition or results of the Company.

The Company's software and IP portfolio also relies on trade secrets, which include information relating to the development and administration of its technology. The protective measures that the Company employs may not provide adequate protection for their trade secrets. This could erode the competitive advantage of the Company's software and IP portfolio and materially harm the value of the business of the Company. The Company cannot be certain that others will not independently develop the same or similar technologies on their own or gain access to trade secrets or disclose such technology, or that the Company will be able to meaningfully protect its trade secrets and unpatented know-how and keep them secret.

### ***Global Financing Conditions***

Market events and conditions, including disruption in the Canadian, United States and international financial markets

and other financial systems and the deterioration of Canadian, United States and global economic and financial market conditions, could, among other things, impact currency trading and impede access to capital or increase the cost of capital, which would have an adverse effect on the Company's ability to fund its stated business objectives of continuing to operate and develop Abaxx Clearing and Abaxx Exchange and licensing Abaxx's software and IP portfolio. Current and future conditions in the domestic and global economies remain uncertain. As a result, it is difficult to estimate the level of growth or contraction for the economy as a whole. It is even more difficult to estimate growth or contraction in various parts, sectors and regions of the economy, including the market areas in which the Company intends to license its software and IP portfolio.

The Company and its subsidiaries may be subject to counterparty risk and liquidity risk. The Company will be exposed to various counterparty risks including, but not limited to: (i) through financial institutions that hold the Company's cash; (ii) through companies that have payables to the Company; and (iii) through the Company's insurance providers. The Company will also be exposed to liquidity risks in meeting its operating expenditure requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of the Company to obtain loans and other credit facilities in the future, and, if obtained, on terms favorable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Common Shares could be adversely affected.

The ability of the Company to continue as a going concern in the future is dependent on its ability to secure additional equity or other financing, and there is no guarantee any additional financings will be completed on acceptable terms to the Company or at all.

#### ***Acquisition Risk***

If appropriate opportunities present themselves, the Company intends to invest in businesses, technologies, services or products that the Company believes will add value to its software and IP portfolio. There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully. There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired business, technology, service or product into the Company may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Company's business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company's business, results of operations and financial condition. Any such future acquisitions of other businesses, technologies, services or products might require the Company to obtain additional equity or debt financing, which might not be available on terms favourable to the Company, or at all, and such financing, if available, might be dilutive.

#### ***Risks related to volatility of share price, dividends and fluctuation of operating results.***

Market prices for the securities of technology companies have historically been highly volatile. Factors such as fluctuation of the Company's operating results, announcements of technological innovations, patents or new commercial products by the Company or competitors, and other factors could have a significant effect on the share price or trading volumes for the Common Shares. Any decision to pay dividends is dependent on the financial condition of the Company and at the discretion of the Board.

As a result of any of these factors, the market price of Common Shares at any given point in time may not accurately reflect the long-term value of the Company. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

#### ***Human Resource Risk***

The probability of unfavorable events and threats, and realization occurrences as a result of decision making and the inability to access and deploy available human resources competitively. Anthropogenic related risk realization can

lead to the loss of important competitive positioning, sustaining and conformity of the business mandate, confidential information, commercial losses, profit losses, and a decline in the Company's goodwill. Anthropogenic risk is a pronounced risk for company's that rely on technological expertise or skill set and the competitive challenges the Company faces in the marketplace to attract and continuously employ them. The Company's adequate deployment of personnel risks will improve the personnel quality and, consequently, reduce the damage from human resource risk. This is in addition to the process risk associated with correctly employing specialized people at competitive compensation levels, to adequately perform their vocation, which is exacerbated in the highly regulated and technologically competitive environment that the Company may operate under.

### ***Risks Associated with Carbon Markets***

With the rapid development and continuous capacity expansion of carbon markets, financial trading instruments have evolved into a decisive factor of carbon market development, and carbon financial trading has risen as an important economic means to promote greenhouse gas (GHG) emission reduction. As a new market with a developing architecture, the carbon market has proven susceptible to corruption and other integrity risks. These risks are significant to the Company's business prospects generally and could also attempt to undermine major elements of the global response to climate change. Carbon pricing is an important mechanism for providing companies with incentives to invest in carbon abatement. As price formation in carbon markets involves a complex interplay between policy targets, dynamic technology costs, and market rules, the Company may be negatively affected by errors in interpretation of pricing and developing products based upon this information. Carbon price volatility beyond a reasonable range and consequent series of financial risks dampen the normal operation of carbon financial markets. This can also undermine economic stability which may detrimentally affect the Company; carbon pricing, and trading. Associated products developed may also under-perform in the marketplace due to general market externalities or technological displacement, requiring additional actions which themselves affect market prices, viability and risk.

### ***Greenhouse Gas Emissions and Climate Change***

Global climate change continues to attract considerable public, scientific and regulatory attention, and greenhouse gas emission regulation is becoming more commonplace and stringent. Several governments or governmental bodies have introduced or are contemplating regulatory changes in response to the potential impacts of climate change. Where legislation already exists, regulation relating to emission levels and energy efficiency is becoming more stringent. Changes in legislation and regulation will likely increase the Company's compliance costs. The Company may also be subject to additional monitoring and reporting requirements. Concerns around climate change may also affect the market price of our Common Shares as institutional investors and others may divest interests in industries that are thought to have more environmental impact.

### ***Competition***

The Company may face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and more marketable intellectual property than the Company. To remain competitive, the Company will require a continued high level of investment in research and development, marketing, sales and client support. The Company may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Company.

Many of the Company's competitors and potential competitors are larger and have greater name recognition, longer operating histories, larger marketing budgets and significantly greater resources than the Company does. With the introduction of new technologies and market entrants, the Company expects competition to continue to intensify in the future. If the Company fails to compete effectively, its business will be harmed. For these reasons, the Company may not be able to compete successfully against its current and future competitors.

Some of the Company's current and potential competitors have significantly greater resources and better competitive positions in certain markets than the Company does. These factors may allow the Company's competitors to respond more effectively than the Company to new or emerging technologies and changes in market requirements. The Company's competitors may develop products, features, or services that are similar to the Company or that achieve greater market acceptance, may undertake more far-reaching and successful product development efforts or marketing

campaigns, or may adopt more aggressive pricing policies. Certain competitors could use strong or dominant positions in one or more markets to gain a competitive advantage against the Company. As a result, the Company's competitors may acquire and engage users at the expense of the growth or engagement of its user base, which may negatively affect the Company's business and financial results. The Company believes that its ability to compete effectively depends upon many factors both within and beyond the Company's control, including:

- the usefulness, ease of use, performance, and reliability of the Company's products and services compared to its competitors;
- customer service and support efforts;
- marketing and selling efforts;
- the Company's financial condition and results of operations;
- changes mandated by legislation, regulatory authorities, or litigation, some of which may have a disproportionate effect on the Company;
- acquisitions or consolidation within the Company's industry, which may result in more formidable competitors;
- the Company's ability to attract, retain, and motivate talented employees and consultants;
- the Company's ability to cost-effectively manage and grow its operations; and
- the Company's reputation and brand strength relative to that of its competitors.

The financial technology sector and start-up software technology businesses, given the market potential and innovation, are highly competitive. The Company has invested in technologies that will compete with numerous, well-established companies and individuals, including competitors with greater financial, technical and other resources than the Company or its subsidiaries, in the development and commercialization of financial software technologies. The ability of the Company to successfully develop financial technology assets in the future will depend not only on its ability to market its current software and IP portfolio, but also on its ability to develop new intellectual property. There is no assurance that the Company will continue to be able to develop intellectual property that competes successfully with the development and deployment of potentially profitable software technologies.

### ***Growth Risk***

As new software technologies including Self-Sovereign Identity (SSI), Machine Learning and Natural Language Processing (ML/NLP), and blockchain technologies become more widely available, the Company expects its software and IP portfolio to evolve. As a result, to stay current with the industry, the Company's business model may need to evolve as well. From time to time, the Company may modify aspects of its business model. The Company cannot offer any assurance that these or any other modifications will be successful or will not result in harm to the business. The Company may not be able to manage growth effectively, which could damage the Company's reputation, limit the Company's growth and negatively affect its operating results.

### ***Risks related to conflicts of interest***

Certain of the directors and officers of the Company are also directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of the Company and as officers and directors of such other companies.

In addition, certain directors may, from time to time, have positions or interests with ACX. For instance, Joshua Crumb is CEO and Chairman of the Company and a shareholder and director of ACX. In accordance with the ABCA, directors who have a material interest in any Person who is a party to a material contract or proposed material contract with the

Company are required, subject to certain exemptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers of the Company are required to act honestly and in good faith with a view to the best interests of the Company.

### ***Political Regulatory Risks***

Any changes in government policy may result in changes to laws affecting ownership of assets, monetary policies, taxation, rates of exchange, labour relations, repatriation of income, regulation of Abaxx's business, the ability of Abaxx to conduct financings in the U.S., Canada or other jurisdictions and return of capital. This may affect both the Company's ability to develop intellectual property and assist in the commercialization of Abaxx Exchange and Abaxx Clearing. The possibility that future governments may adopt substantially different policies, which might extend to expropriation of intellectual property or otherwise negatively impact Abaxx, cannot be ruled out.

### ***Currency Risk***

The Company's operations and revenue will be incurred primarily in US Dollars and Singapore Dollars, and its readily accessible market to raise future financing is in Canadian dollars. Depending on whether the Company operates profitably, currency fluctuations may affect future cash flow which the Company may realize. The Company may have financial risk exposure to varying degrees relating to the currency risk and volatility of each of the countries in which it operates. If income is generated in currency besides the US Dollar, Singapore Dollar or Canadian Dollar, there may be a material adverse effect on the Company's revenue.

### ***Contractual Risk***

The Company is a party to various contracts essential to the execution of its stated business objectives of licensing intellectual property and commercializing its exchange and clearinghouse business and it is always possible that the other contracting parties may not fully perform their obligations. Any dereliction of contractual duties could and may have a material adverse effect on the Company's ability to generate revenue.

### ***Profitability***

There is no assurance that the Company will earn profits in the future, or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue the Company's operations, portfolio, and marketing activities. If the Company does not have sufficient capital to fund the development and maintenance of its Software and IP Portfolio or the commercialization of its exchange and clearinghouse business, it may be required to dispose of certain assets, reduce its marketing efforts or forego certain business development strategies, which could adversely affect an investment in the Company.

### ***Risks related to value of securities***

The value of the Common Shares may be reduced for a number of reasons, many of which are outside the control of the Company, including:

- general economic and political conditions in Canada, Singapore, the United States and globally;
- governmental regulation of digital commodity assets technology and exchange and marketplace industries;
- failure to subdue global pandemics;
- failure to achieve desired outcomes by the Company;
- failure to obtain industry partner and other third-party consents and approvals, when required;
- stock market volatility and market conditions;

- competition for, among other things, capital, and skilled personnel;
- the need to obtain required approvals from regulatory authorities;
- revenue and operating results failing to meet expectations in any particular period;
- investor perception of the financial technology sector and exchange and marketplace industries;
- limited trading volume of the Common Shares;
- announcements relating to the Company’s business or the businesses of the Company’s competitors; and
- the Company’s ability or inability to raise additional funds.

***Tax Amendment Risk***

Legislation may be proposed, both in domestically and internationally, that could add a transaction tax or change the way market participants are taxed. If such proposals were to become law, they could have a negative impact on the securities industry and on the value of the Company.

In addition to proposed tax changes that could affect market participants, changes in tax laws, regulations or policies against corporations could result in the Company paying higher taxes, which would in turn reduce net income.

***Passive Foreign Investment Company Regulations Could Affect U.S. Shareholders***

Generally adverse U.S. federal income tax rules apply to U.S. persons owning stock of a Passive Foreign Investment Company (a “PFIC”). The determination as to whether a non-U.S. corporation is a PFIC is a factual determination made on an annual basis after the close of each taxable year. This determination is based on the application of complex U.S. federal income tax rules, which are subject to differing interpretations, and the determination will depend on, among other things, the composition of the non-U.S. corporation's income, expenses and assets, as well as the relative value of its assets (which may fluctuate with the non-U.S. corporation's market capitalization), from time to time, and the nature of its activities. Accordingly, there can be no assurance that the Company will not be classified as a PFIC for the current taxable year or for any future taxable year. Prospective investors contemplating an investment in the Common Shares are urged to consult their tax advisors regarding the Company's status as a PFIC and the U.S. federal income tax consequences that may apply if the Company is determined to be a PFIC in any taxable year.

***Tariff and Trade Policy Risk***

Tariffs and trade policies could materially and adversely affect the Company’s business operations and financial performance. Any new or increased tariffs on imports from countries such as China, Canada, the United States, Mexico, or other nations may cause: (i) Supply Chain Disruptions - tariffs could disrupt global supply chains critical to our operations, potentially increasing costs of components and materials essential to our business, (ii) Commodity Market Volatility - tariffs and other trade restrictions may cause significant volatility in global commodity markets, which could affect trading volumes and activities on our commodity futures exchange. Market participants may alter their trading strategies or reduce participation in response to heightened uncertainty, potentially reducing our transaction volumes and revenue, (iii) Technology Development Costs - Company technology initiatives may face increased costs and these cost increases could delay development timelines, reduce margins, or require us to seek alternative suppliers with potentially different quality standards or delivery capabilities, (iv) Changing Regulatory Environment - trade policies may prompt changes in the regulatory landscape in jurisdictions where we operate, including by MAS. Additional compliance requirements or regulatory responses to trade tensions could increase our operational costs or restrict certain business activities, (v) Macroeconomic Impacts - broader economic effects of trade policies, including potential retaliatory measures by other countries, could lead to reduced economic growth, currency fluctuations, or market instability in regions important to our business. These macroeconomic impacts could indirectly harm our business by affecting our customers, partners, and overall market conditions, (vi) Strategic Adaptation Costs - Responding to changes in trade policies may require significant resources to modify our business strategies, supply

chains, and operational approaches. These strategic adaptations could strain management resources and require substantial capital investments with uncertain returns. The Company cannot predict the duration or extent of current or future trade measures, nor determine the ultimate impact such measures will have on our business. The ability to adapt to these changing trade conditions is subject to numerous factors outside of the Company's control, and there can be no assurance that we will successfully mitigate all related risks.

### ***Litigation Risks***

The Company and/or its directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of its business, the Company may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. If the Company is unable to resolve these disputes favourably, it may have a material and adverse effect on the financial performance of the Company. Even if the Company is involved in litigation and wins, such matters can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Litigation may also create a negative perception of the Company's brand. Securities litigation as well as potential future proceedings could result in substantial costs and damages and divert the Company's management's attention and resources. Any decision resulting from any such litigation that is adverse to the Company could have a negative impact on the Company's financial position.

### ***Going Concern Risk***

The Company's financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable investments at an indeterminate time in the future. There can be no assurance that the Company will be successful in completing an equity or debt financing or in achieving profitability.

The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

### ***Economic environment and global economic risk***

The Company's operations could be affected by the economic context should the unemployment level, interest rates or inflation reach levels that influence consumer trends and consequently, impact the Company's sales and profitability.

Any economic slowdown and downturn of global capital markets could make the raising of capital by equity or debt financing more difficult. Access to financing has been negatively impacted by the ongoing global economic risks. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and the trading price of the Common Shares on a stock exchange.

### ***Market for Securities***

There can be no assurance that an active trading market in the Common Shares will be sustained. The market price of the Common Shares could be subject to wide fluctuations. Factors such as government regulation, interest rates, share price movements of the Company's peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of the Company.

### ***Third Party Risk***

In order to grow its business, the Company anticipates that it will continue to depend on relationships with third parties, such as alliance partners, distributors, system integrators and developers. Identifying partners, and negotiating and documenting relationships with them, requires significant time and resources. The Company's competitors may be more effective in providing incentives to third parties to favour their products or services, or to prevent or reduce

subscriptions to the services offered by subsidiaries of the Company. In addition, acquisitions of the Company's partners by its competitors could result in a decrease in the number of current and potential customers, as its partners may no longer facilitate the adoption of the Company's technology by potential customers.

If the Company is unsuccessful in establishing or maintaining its relationships with third parties, its ability to compete in the marketplace or to grow its revenue could be impaired, and its operating results, and ultimately, the Company's operating results, may suffer. Even if the Company is successful in retaining third party relationships, the Company cannot assure investors that these relationships will result in increased revenue or profitability for the Company. Furthermore, if the Company's partners fail to perform as expected, the reputation of the Company and its subsidiaries may be harmed, and its business and operating results could be adversely affected, and ultimately, the Company may have to write-off certain assets.

#### ***Clearinghouse Risk Management – Operation Risk***

ACX operates a clearinghouse that provides risk management, clearing and settlement services for the Company's exchange. Through the operation of a clearinghouse, the Company in the ordinary course of business routinely guarantees transactions that are risk-managed and cleared by Abaxx Clearing on behalf of its clearing members, which typically consist of financial counterparties such as banks, brokers and dealers, and other institutional companies.

Due to this, the Company's business could be adversely impacted by the financial distress or failure of one or more of its clearing members, should it result in non-performance of their obligations to the clearinghouse and a scenario where the amount of collateral collected from them is insufficient to meet their obligations.

While the Company will strive to maintain a comprehensive risk framework to promote the integrity of the clearinghouse and its clearing members, and to mitigate the potential exposure in the event of a clearing member financial distress or failure, it may not succeed in detecting problems or preventing non-performance of obligations by a clearing member. Therefore, the Company cannot ensure that such measures will be sufficient to protect the integrity of the clearinghouse and its clearing members and prevent the Company's business from being adversely impacted.

#### ***Clearinghouse Risk Management – Credit Risk***

ACX maintains a comprehensive risk framework to support the financial integrity of the clearinghouse and to mitigate the potential exposure in the event a clearing member fails to meet their obligations to the clearinghouse. The Company has introduced membership criteria necessary to become a clearing member and maintains risk policies and procedures to monitor and adjust such requirements where it may be necessary. Clearing members are required to deposit collateral in an amount commensurate with the amount of risk exposure they present to the clearinghouse based on a risk methodology established by the clearinghouse. The clearinghouse also maintains a guaranty fund, comprised of risk-based capital contributions from the clearing members and the clearinghouse, which provides further protection against the potential exposure of a clearing member's default.

In the scenario that a clearing member does not adhere or is at risk of not meeting any risk or capital requirements prescribed by the clearinghouse, they will be required to act immediately to increase their collateral on deposit, increase their capital and/or reduce their trading exposure to the clearinghouse. Such actions may have a significant impact on the amount of activity on the Company's exchange business and thereby adversely impact the Company's revenues.

#### ***New Benchmark Adoption and Market Liquidity Risk***

The Company is seeking to establish new benchmark contracts in liquefied natural gas, carbon credits, battery metals, gold, and wind-linked futures. The success of these contracts depends on their adoption by market participants as reference prices for physical and financial transactions. There is no assurance that the Company's contracts will achieve sufficient liquidity, open interest, or market acceptance to become recognized benchmarks. Failure to achieve benchmark status may result in limited trading volumes, reduced fee revenue, and an inability to attract institutional participants who require deep, liquid markets for hedging and price discovery purposes. Established competitors with existing benchmark contracts may retain market share, limiting the Company's ability to gain commercial traction.

### ***Physical Delivery and Operational Risk***

Certain of the Company's futures contracts, including gold and LNG contracts, contemplate physical delivery of the underlying commodity. Physical delivery introduces operational risks including logistics coordination, storage and warehousing arrangements, quality verification and assay procedures, title transfer mechanics, and delivery location infrastructure. Failures or disruptions in the physical delivery process, disputes regarding commodity quality or specifications, or inadequate delivery infrastructure could result in settlement failures, reputational harm, regulatory scrutiny, and potential liability to market participants. The Company's reliance on third-party vault operators, warehouse facilities, and logistics providers for physical delivery creates additional counterparty and operational dependencies.

### ***Competition from Established Exchanges***

The Company operates in a highly competitive global market for commodity derivatives trading and clearing services. Established exchanges, including CME, ICE and Singapore Exchange (SGX), possess significant competitive advantages including established benchmark contracts, deep liquidity pools, extensive clearing member networks, brand recognition, and substantial financial resources. These competitors may respond to the Company's market entry by reducing fees, enhancing product offerings, or leveraging existing customer relationships to retain market share. The Company may be unable to attract sufficient trading volume away from established venues, which could materially impact revenue generation and the Company's ability to achieve profitability.

### ***Multi-Jurisdictional Regulatory Compliance Risk***

The Company operates regulated entities across multiple jurisdictions with differing and potentially conflicting regulatory requirements. Abaxx Exchange and Abaxx Clearing are regulated by MAS as a Recognized Market Operator and Approved Clearing House, respectively. Abaxx Exchange has obtained Foreign Board of Trade registration with the U.S. Commodity Futures Trading Commission, subjecting it to ongoing oversight and compliance obligations. Adaptive Infrastructure Inc. and Frontline Environmental Exchange Inc. are regulated by the Financial Services Commission of Barbados. Changes in regulatory frameworks, loss of regulatory licenses, failure to maintain compliance with applicable laws, or adverse regulatory actions in any jurisdiction could materially impair the Company's ability to conduct operations, result in significant fines or penalties, and damage the Company's reputation with market participants.

### ***Concentration of Trading Participants***

In the early stages of Abaxx Exchange operations, trading volume may be concentrated among a limited number of market participants, including proprietary trading firms, market makers, and early-adopter commercial hedgers. Dependence on a small number of participants for a significant portion of trading activity creates concentration risk, as the withdrawal or reduced activity of any major participant could materially reduce trading volumes and liquidity. Concentrated trading activity may also raise concerns regarding market integrity, potential manipulation, and the representativeness of price discovery, which could deter broader market adoption and attract regulatory scrutiny.

### ***Intercompany Arrangements and Related Party Transaction Risk***

The Company's corporate structure involves material intercompany arrangements, including royalty agreements between Abaxx Tech and Abaxx Singapore pursuant to which Abaxx Tech is entitled to receive a perpetual royalty of three percent (3%) of Abaxx Singapore's gross revenue. These intercompany arrangements affect the allocation of cash flows among the Company's subsidiaries and may be subject to transfer pricing regulations in multiple jurisdictions. Disputes regarding the interpretation or enforcement of intercompany agreements, changes in transfer pricing rules, or challenges by tax authorities could result in unexpected tax liabilities, recharacterization of payments, or restrictions on the movement of funds within the corporate group.

### ***Inadequacy of Risk Management Procedures – Administrative Expenses***

In the normal course of ACX's business, matters are discussed with regulators during regulatory examinations, in an

effort to avoid being subject to their inquiry and scrutiny. MAS has broad enforcement powers, including the powers to censure, fine, issue cease-and-desist orders, prohibit Abaxx Exchange from operating as a recognized exchange, or suspend or revoke its designation as an approved exchange. ACX's ability to comply with applicable laws and rules is largely dependent on the establishment and maintenance of compliance, review and reporting systems, as well as its ability to attract and retain qualified compliance and other risk management personnel. ACX and its subsidiaries face the risk of significant intervention by regulatory authorities, including extensive examination and surveillance activity. In the case of alleged non-compliance with applicable laws or regulations, ACX and its subsidiaries could be subject to investigations and judicial or administrative proceedings that may result in substantial penalties or civil lawsuits, including by customers, for damages, which could be significant. Any of these outcomes may adversely affect the Company's reputation, financial condition and operating results. In extreme cases, these outcomes could adversely affect ACX's ability to operate, and ultimately, may adversely decrease the Company's revenue or increase the Company's costs.

ACX's policies and procedures to identify, monitor, and manage its risks may not be fully effective. Some of ACX's risk management methods depend upon evaluation of information regarding markets, customers or other matters that are publicly available or otherwise accessible by ACX. That information may not in all cases be accurate, complete, up-to-date or properly evaluated. Management of operational, financial, legal, regulatory and strategic risk requires, among other things, policies and procedures to record properly and verify a large number of transactions and events. The Company cannot assure investors that ACX's policies and procedures will always be effective and successful in monitoring or evaluating the risks to which ACX may be exposed.

#### ***Malicious Actor Risk***

There have been a number of highly publicized cases involving fraud or other misconduct by employees of financial services firms in recent years. Misconduct by employees of the Company or its subsidiaries and/or agents could include hiding unauthorized activities, improper or unauthorized activities on behalf of customers or improper use or unauthorized disclosure of confidential information. Misconduct could subject the Company or its subsidiaries to financial losses or regulatory sanctions and seriously harm its reputation. It is not always possible to deter misconduct, and the precautions the Company takes to prevent and detect this activity may not be effective in all cases. The employees and agents of the Company or its subsidiaries may commit errors that could subject it to financial claims for negligence, as well as regulatory actions, which may impact the value of the Company.

#### ***Third-party Software License Risk***

ACX currently licenses software that provides the technological framework to its business objectives. The Company anticipates that ACX may continue to rely on such third-party software and development tools in the future. Although the Company believes that there are commercially reasonable alternatives to the third-party software that ACX currently licenses, this may not always be the case, or it may be difficult or costly to replace. In addition, integration of the software used in technology licensed by the Company or services offered by ACX with new third-party software may require significant work and require substantial investment of the Company's time and resources. Also, to the extent that the Company's technology or ACX's services depend upon the successful operation of third-party software in conjunction with its own software, any undetected errors or defects in this third-party software could prevent the deployment or impair the functionality of the Company's technology or ACX's services, delay new services introductions, result in a failure of the Company's technology or ACX's services, and injure the Company and ACX's reputation which could adversely affect the value of the Company. The Company's or its subsidiaries' use of additional or alternative third-party software would require the entering into of additional license agreements with third parties, which may or may not be on favorable terms to the Company or ACX.

#### ***Competitive Risks for Abaxx Tech***

The success of the Company's and its subsidiaries' business depends, in part, on the ability of their technology to create interactive electronic marketplaces that have the required functionality, performance, capacity, reliability and speed to attract and retain customers. The electronic trading platform and financial messaging marketplaces continues to be competitive, and accordingly, Abaxx Tech will be subject to risks, expenses and uncertainties that are typically encountered in a rapidly evolving market. Certain risks to Abaxx Tech include the failure or inability to:

- provide reliable and cost-effective services to its customers;
- develop, in a timely manner, the required functionality to support electronic trading in a manner that is competitive with the functionality supported by other electronic markets;
- match fees of its competitors;
- respond to technological developments or service offerings by its competitors; and
- generate sufficient revenue to justify the substantial capital investment it has made and will continue to make to enhance its electronic trading platform.

If Abaxx Tech does not develop and enhance its electronic trading systems or is unable to develop electronic trading systems that incorporate other products and markets or if those electronic trading systems do not have the required functionality, performance, capacity, reliability, and speed desired by its customers, then Abaxx Tech's ability to successfully compete and its revenue and profits will be adversely affected.

To facilitate any interactive electronic marketplace utilizing the Company's proprietary applications, Abaxx Tech may also have to rely on any potential client's capacity to effectively support the Company's technology. To the extent the customers of Abaxx Tech are not prepared and/or lack the resources or infrastructure, the success of Abaxx Tech may be compromised, which may have a material adverse effect on the Company's revenues and performance.

#### ***System Failure Risk***

ACX will be heavily dependent on the capacity, reliability and security of the computer and communications systems and software supporting their operations. The operation of interactive electronic trading marketplaces by ACX will require the receipt of all trade order information via electronic means, through either public or private communication networks. If ACX's network, or its third-party providers, fail or operate slowly, one of the following may occur:

- unanticipated disruptions in service to its customers;
- slower response times;
- delays in customers' trade execution;
- failed settlement of trades;
- incomplete or inaccurate accounting, recording or processing of trades;
- financial losses;
- security breaches;
- litigation or other customer claims;
- loss of customers; and
- regulatory sanctions.

The Company cannot guarantee that the customers of ACX will not experience system failures from power or telecommunication failure, acts of God, war or terrorism, human error, natural disasters, pandemics, fire, sabotage, hardware or software malfunctions or defects, computer viruses, acts of vandalism or similar occurrences. If the systems of ACX do not operate properly, are compromised or are disabled, including as a result of a system failure, employee or customer error or misuse of its systems, the financial performance of the Company could be materially

affected.

The expansion or development of the business, including through acquisitions, increased product offerings or other strategic growth opportunities, may cause disruptions in the Company's business, which may have an adverse effect on the Company's business, operations or financial results.

The Company may seek to expand and develop its business, including through acquisitions, increased product offerings, or other strategic growth opportunities. In the ordinary course of business, the Company may review, analyze, and evaluate various potential transactions or other activities in which it may engage. Such transactions or activities could cause disruptions in, increase risk or otherwise negatively impact its business. Among other things, such transactions and activities may:

- disrupt the Company's business relationships with its customers, depending on the nature of or counterparty to such transactions and activities;
- direct the time or attention of management away from other business operations;
- fail to achieve revenue or margin targets, operational synergies or other benefits contemplated;
- increase operational risk or volatility in the Company's business; and/or
- result in current or prospective employees experiencing uncertainty about their future roles with the Company, which might adversely affect the Company's ability to retain or attract key managers or other employees.

### ***Security Threats***

The infrastructure of ACX, both physical and digital, may be vulnerable to damage, disruptions, or shutdowns due to unauthorized access, computer viruses, cyber-attacks, and other security breaches. An attack attempt or security breach could potentially result in interruption or cessation of certain of the ACX services to its customers, an inability to meet expected levels of service, or compromise the data transmitted over customers' networks. The Company cannot guarantee that security measures will not be circumvented, resulting in customer network failures, data breaches or interruptions that could impact their customers' network availability and have a material adverse effect on their business, financial condition, or operational results.

The Company's exchange and clearing operations are critically dependent on the continuous availability, integrity, and security of its technology infrastructure, including trading platforms, matching engines, clearing systems, and connectivity to market participants. System failures, capacity constraints, software defects, or cybersecurity incidents including unauthorized access, data breaches, ransomware attacks, or distributed denial-of-service attacks could result in trading disruptions, erroneous transactions, loss of customer data, regulatory sanctions, and reputational damage. The Company may face liability claims from market participants for losses arising from technology failures. The evolving nature of cyber threats requires ongoing investment in security measures, and there can be no assurance that such measures will be effective against all potential attacks.

ACX (or any other subsidiaries of the Company that may operate a marketplace exchange) may be required to expend significant resources to protect against or recover from such threats. If an actual or perceived breach of security systems occur, the market perception of the effectiveness of their security measures could be harmed, and ACX (or any other subsidiaries of the Company that may operate a marketplace exchange) may lose customers in the event of such a breach. Further, the perpetrators of cyber-attacks are not restricted to particular groups or persons. These attacks may be committed by employees, contractors, or external actors operating from any number of geographical locations. Any such event could result in legal claims or penalties, disruption in operations, misappropriation of sensitive data, damage to the reputation of ACX (or any other subsidiaries of the Company that may operate a marketplace exchange), lead to negative market perception, or costly response measures, which could adversely affect the value of the Company.

### ***Limited Management Experience***

Although the Company's directors and executives have breadth and depth building these types of companies, the management teams of certain subsidiaries of the Company may have a limited history of past performance in managing marketplaces or software technology companies, and the past performances of management in other positions are no indication of their ability to successfully manage a start-up company. If the experience of management is inadequate or unsuitable to manage a subsidiary of the Company, operations may be adversely affected, which may negatively impact the value of the Company.

### ***Reliance on Management and Key Personnel***

The Company and its subsidiaries have small senior management groups, which are expected to be sufficient in the short-term given the contemplated level of business activity. The Company's future growth and its ability to develop depends, to a significant extent, on its ability to attract, train, and retain highly qualified personnel. The Company and its subsidiaries will rely on a limited number of key employees, consultants and members of senior management. There is no assurance that the Company or its subsidiaries will be able to retain such key employees, consultants, and senior management. The loss of one or more of such key employees, consultants, or members of senior management, if not replaced, could have a material adverse effect on the Company's business, financial condition and prospects, which may negatively impact the value of the Company.

To operate successfully and manage its potential future growth, the Company must attract, train, and retain highly qualified managerial, financial, and technological personnel. The Company is expected to face fierce competition in the exchange and marketplace technology industry. If the Company is unable to hire and retain additional qualified personnel to develop its business in the future, then its financial condition and operating results could be adversely affected, which may negatively impact the value of the Company's investments.

The Company does not plan to maintain key-person insurance on the lives of any of their key personnel. Without key person insurance, the Company may not have the financial resources to develop or maintain its business until those individuals are replaced.

### ***Software Development Risk***

ACX's services rely on software developed and maintained by third-party software vendors. ACX also expects that it may incorporate software from third-party vendors and open-source software in its future services. ACX's business may be disrupted if this software, or functional equivalents of this software, were either no longer available to ACX or no longer offered to it on commercially reasonable terms. In either instance, ACX would either be required to redesign services to function with alternate third-party software or open source software, or ACX may need to develop these components itself, which could result in increased costs and could result in delays in providing future services; furthermore, ACX might be forced to limit the features available in its current or future services, which may affect ACX's ability to execute on its business plan, which may materially adversely affect the value of the Company.

### ***Undetected Error Risk***

The Company's intellectual property and software suite are highly technical and complex and may contain undetected errors that could adversely affect the business of the Company. It is possible that the Company's technology may now or in the future contain undetected errors, bugs or vulnerabilities. Some errors in software code may only be discovered after the code has been released into commercial operation. Any errors, bugs or vulnerabilities in software (including unanticipated errors arising from interactions between different pieces of software) developed by the Company or its subsidiaries discovered after release could result in damage to the Company's reputation, loss of clients, loss of revenue, or liability for damages, any of which could adversely affect the Company's software and IP portfolio and financial results. Several intellectual property applications are "pending" status and have not yet been examined by the USPTO or other global sovereign patent examiners. There is no assurance that the applications will be approved. There is no assurance that the development of software using the Company's intellectual property will result in commercially viable software for customers.

### ***Risk of Technological Change***

To remain competitive, the Company must continue to enhance and improve the responsiveness, functionality and features of its software technology and intellectual property. The Internet and the electronic commerce industry have historically undergone rapid technological change, changes in user and customer requirements and preferences, frequent new product and service introductions embodying new technologies, and the emergence of new industry standards and practices. If these trends continue, this could render the Company's existing operations and proprietary technology and systems obsolete. There can be no assurance that the Company will successfully implement new technologies and transaction processing systems to meet industry standards, if the Company is unable to adapt in a timely matter, the business of the Company could be materially affected.

The ability of the Company and its subsidiaries to effectively use the information generated by their information technology systems, as well as their success in implementing new systems and upgrades, may affect their ability to:

- conduct business with their clients, including delivering services and solutions;
- manage their inventory and accounts receivable;
- purchase, sell, ship and invoice their products and services efficiently and on a timely basis; and
- maintain their cost-efficient operation model while expanding their business in revenue and in scale.

The failure of the Company or its subsidiaries to use, maintain and update proper technological systems may negatively impact the value of the Company.

There can be no assurance that new and unforeseeable technology, either hardware-based or software-based, will not disrupt the existing state of technology and that the existing technology of the Company will not become obsolete.

### ***Dependence of Technical Infrastructure***

The ability for the Company or ACX to attract, retain and adequately service customers is dependent upon the reliable performance of their technology, including software platforms, and the underlying technical infrastructure. It is possible that Abaxx Tech or ACX may fail to effectively scale and grow its technical infrastructure to accommodate increased demands. In addition, the success of the Company will likely be reliant upon third party partners, including financial service providers, clearing and settlement organizations, telephone companies, on-line service providers, data processors, and software and hardware vendors. Any disruption or failure in the services of the Company or any of its subsidiaries receive from third party partners used to facilitate its business could harm the Company's business, and consequently, may adversely affect the value of the Company. Any financial or other difficulties these partners face may adversely affect the Company's business, and the Company or its subsidiaries exercise little control over these partners, which increases vulnerability to problems from the services such third party partners provide.

### ***Use and Storage of Personal Information and Compliance with Privacy Laws***

The Company (and its subsidiaries) may receive, store and process personal information and other customer data including, addresses, telephone numbers, images of government identification, and information relating to financial transactions. As a result, the Company and each subsidiary thereof must comply with the applicable federal, state, and local laws of the relevant jurisdiction relating to the collection, use, disclosure, storage, and safeguarding of personal information. Any failure or perceived failure by a subsidiary of the Company to comply with its privacy policies, privacy-related obligations to customers or other third parties, privacy-related legal obligations, or any compromise of security that results in the unauthorized release or transfer of personally identifiable information or other customer data, may result in governmental enforcement actions, fines, or litigation (including litigation by individuals), which could adversely affect the value of the Company.

### ***Slow Acceptance of Products***

The marketplace may be slow to accept or understand the significance of the Company or Abaxx Tech’s technology due to their unique nature and the competitive landscape. If the Company is unable to promote, market and license its software and IP portfolio and secure relationships with strategic partners, the Company’s business and financial condition will be adversely affected.

### **DIVIDENDS AND DISTRIBUTIONS**

Any decision to distribute securities owned by Abaxx or pay cash dividends on Common Shares will be made by its board of director and will depend on our earnings, if any, our financial condition and such other factors as our directors consider appropriate.

### **DESCRIPTION OF CAPITAL STRUCTURE**

The authorized share capital of the Company consists of an unlimited number of Common Shares of which 36,723,020 Common Shares are issued and outstanding as of the date hereof and an unlimited number of preferred shares, issuable in series, of which no such preferred shares have been issued.

All of the Common Shares rank equally as to voting rights, participation in a distribution of the assets of the Company on a liquidation, dissolution or winding-up of the Company and entitlement to any dividends declared by the Company. The holders of the Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of Shareholders (other than meetings at which only holders of another class or series of shares are entitled to vote).

Each Common Share carries the right to one vote. In the event of the liquidation, dissolution or winding-up of the Company, or upon any distribution of the assets of the Company among Shareholders being made (other than by way of dividend out of monies properly applicable to the payment of dividends) the holders of the Common Shares are entitled to the right to receive a proportionate share, on a per share basis, of the assets of the Company available.

The holders of the Common Shares are entitled to receive any dividends declared by the Company in respect of the Common Shares.

Any alteration of the rights attached to our Common Shares must be approved by at least two-thirds of the Common Shares voted at a meeting of our Shareholders. Provisions as to the modification, amendment or variation of such rights or provisions are contained in the Company’s articles and in the ABCA.

### **MARKET FOR SECURITIES**

#### **Trading Price and Volume**

The Common Shares are listed for trading on Cboe Canada under the trading symbol “ABXX” and on the OTCQX under the symbol “ABXXF”.

The following table sets out the intraday high and low prices and the trading volume for the Common Shares traded on Cboe during the 12-month period ended December 31, 2025:

<b>Month</b>	<b>Price Range</b>		<b>Volume</b>
	<b>High (CAD\$)</b>	<b>Low (CAD \$)</b>	
January 2025	12.24	10.50	284,930
February 2025	11.21	9.67	357,647
March 2025	11.20	9.11	387,790
April 2025	10.50	8.25	799,143

Month	Price Range		Volume
	High (CAD\$)	Low (CAD \$)	
May 2025	11.75	8.80	597,203
June 2025	12.96	10.84	724,375
July 2025	13.25	11.70	633,064
August 2025	24.49	12.55	1,222,716
September 2025	32.00	22.43	802,328
October 2025	41.79	31.26	1,345,594
November 2025	59.48	37.57	1,651,097
December 2025	58.28	41.79	631,842

### Prior Sales

The following table sets forth the Debentures, Options and RSUs issued or granted by the Company during the fiscal year ended December 31, 2025:

Date of Issue	Type of Security	Number of Securities	Exercise Price per Security
26-Mar-25	Debentures <sup>(3)</sup>	22,850 <sup>(3)</sup>	\$13.00 <sup>(3)</sup>
09-Apr-25	RSUs <sup>(2)</sup>	10,204	\$34.30
10-Apr-25	Debentures <sup>(3)</sup>	10,065 <sup>(3)</sup>	\$13.00 <sup>(3)</sup>
14-May-25	Stock Options <sup>(1)</sup>	80,000	\$13.00
14-May-25	Stock Options <sup>(1)</sup>	598,500	\$10.00
14-May-25	RSUs <sup>(2)</sup>	100,000	\$10.00
19-Jun-25	Stock Options <sup>(1)</sup>	119,000	\$11.15
19-Jun-25	RSUs <sup>(2)</sup>	49,164	\$11.15
17-Oct-25	RSUs <sup>(2)</sup>	20,000	\$34.30

Notes:

- (1) Each Option in the table above is convertible into one common share at the indicated exercise price.
- (2) Each RSU in the table above is automatically convertible into one common share upon vesting.
- (3) Each Debenture consists of C\$1,000 principal amount of secured debentures of the Company and is convertible into common shares at the option of the holder thereof at a conversion price equal to \$13.00 per common share.

### DIRECTORS AND OFFICERS

The following table sets out, for each of the Company's directors and executive officers, the person's name, province and country of residence, positions with the Company, principal occupation, and, if a director, the date upon which the person became a director. Each director will hold office until the next annual meeting of the Company unless his or her office is earlier vacated:

<b>Name, Municipality of Residence, Proposed Offices</b>	<b>Principal Occupation During Last Five Years<sup>(1)</sup></b>	<b>Position with Abaxx</b>
Joshua Crumb <sup>(2)(3)</sup> <i>Ontario, Canada</i>	Chief Strategy Officer of Goldmoney Inc. (TSX: XAU); (July 2015 to June 2018); Director of various public companies including: Solitario Zinc Corp. (TSX; SLR) (July 2017 to present); Fortress Technologies Inc. (TSXV: FORT) (August 2018 to September 2021); and Mene Inc. (TSXV: MENE) (October 2018 to present).	President, CEO and Director since December 14, 2020
Thom McMahon <sup>(3)</sup> <i>Singapore</i>	Co-Founder and CEO of Aircarbon Pte. Ltd. (January 2019 to present).	Director since December 14, 2020
Margot Naudie <sup>(1)(2)(4)</sup> <i>Ontario, Canada</i>	Senior Portfolio Manager of the IP Alpha Fund (December 2017 to 2021); President of Elephant Capital Inc. (December 2017 to present); Independent director of various companies, including: Amerigo Resources Ltd., Base Carbon Inc., Cotec Holdings Corp., Osino Resources Corp. and NeXGold Mining Corp.	Director since December 14, 2020
Catherine Flax <sup>(1)(2)(3)</sup> <i>New York, USA</i>	Managing Director of CRA, Inc. (April 2019 to present); President of Private Markets at X Machine Capital Strategies (October 2021 to Present).	Director since December 14, 2020
Steve Fray <i>Ontario, Canada</i>	Chief Financial Officer, Goldmoney Inc., (2018 to 2021).	Chief Financial Officer since August 17, 2021
Jeff Lipton <i>Barbados</i>	Chief Legal Officer (2017- Present)	Chief Legal Officer of Abaxx since February 1, 2017
W. Scott Leckie <sup>(1)</sup> <i>Ontario, Canada</i>	Principal and Chairman of 7th Merchant Corporation (December 2021 to Present); PM and CCO Concord Delta (Aug 2021- Sept 2023); Director, Sterling Maple (2019-present).	Director since June 23, 2016
Cyrus Hiranamek <i>New York, USA</i>	Managing Director of M. Klein & Company, (July 2015 to 2021).	Director since August 17, 2021
Jeff Currie <i>New York, USA</i>	Global Head of Commodity Research and Strategy at Goldman Sachs (1996 – 2023).	Director since October 2, 2023

**Notes:**

- (1) Members of the Audit Committee.
- (2) Members of the Compensation Committee.
- (3) Members of the Nominating and Corporate Governance Committee.
- (4) Lead Director.

Directors and executive officers, as a group, beneficially own, control or direct, directly or indirectly, 4,569,967 Common Shares, representing approximately 12.44% of the issued and outstanding Common Shares.

**Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

Other than as set out below, no director or officer of the Company is, as at the date hereof, or has been, within the previous 10 years, a director, chief executive officer or chief financial officer, of any company that:

- while that person was acting in the capacity was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

- was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued after the director ceased to be a director, chief executive officer or chief financial officer of such company and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Other than as set out below, no director of the Company (or any personal holding company of any such individual):

- is at the date hereof, or has been within the previous 10 years, a director or executive officer of any corporation that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver manager or trustee appointed to hold its assets; or
- has, within 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets such individual.
- No director or officer of the Company (or any personal holding company of any such individual) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### ***Scott Leckie***

On June 30, 2005, Mr. Leckie agreed to pay a fine of \$100,000 under a settlement agreement with Market Regulation Services Inc. with regard to certain trading activities.

Mr. Leckie served on the board of directors for Acerus Pharmaceuticals Corp. until December 2022. On January 26, 2023, subsequent to Mr. Leckie's resignation, Acerus Pharmaceuticals Corp. received an order for creditor protection from the Ontario Superior Court of Justice under the *Companies' Creditors Arrangement Act*.

### **Conflicts of Interest**

Directors and officers of the Company also serve as directors and/or officers of other companies and may be presented from time to time with situations or opportunities which give rise to apparent conflicts of interest which cannot be resolved by arm's length negotiations, but only through exercise by the officers and directors of such judgment as is consistent with their fiduciary duties to the Company which arise under Alberta corporate law, especially insofar as taking advantage, directly or indirectly, of information or opportunities acquired in their capacities as directors or officers of the Company. All conflicts of interest will be resolved in accordance with the ABCA. Any transactions with officers and directors will be on terms consistent with industry standards and sound business practice in accordance with the fiduciary duties of those persons to the Company and depending upon the magnitude of the transactions and the absence of any disinterested board members, may be submitted to the Shareholders for their approval.

### **AUDIT COMMITTEE INFORMATION**

The Audit Committee oversees the accounting and financial reporting practices and procedures of the Company and the audits of the Company's financial statements. The principal responsibilities of the Audit Committee are: (i) overseeing the quality and integrity of the internal controls and accounting procedures of the Company, including

review of the Company’s procedures for internal control with the Company’s auditor and chief financial officer; (ii) reviewing and assessing the quality and integrity of the Company’s annual and quarterly financial statements and related management discussion and analysis, as well as all other material continuous AIFs; (iii) monitoring compliance with legal and regulatory requirements related to financial reporting; (iv) reviewing and approving the engagement of the auditor of the Company and independent audit fees; (v) reviewing the qualifications, performance and independence of the auditor of the Company, considering the auditor’s recommendations and managing the relationship with the auditor, including meeting with the auditor as required in connection with the audit services provided to the Company; (vi) assessing the Company’s financial and accounting personnel; (vii) reviewing the Company’s risk management procedures; (viii) reviewing any significant transactions outside the Company’s ordinary course of business and any pending litigation involving the Company; and (ix) examining improprieties or suspected improprieties with respect to accounting and other matters that affect financial reporting.

### **Audit Committee Charter**

The full text of the charter of the Audit Committee is attached as Schedule “A” to this AIF.

### **Composition of the Audit Committee**

The Audit Committee of the Company is comprised of Margot Naudie, Catherine Flax, and W. Scott Leckie (Chair). All members of the Audit Committee are “independent” within the meaning of National Instrument 52-110 – *Audit Committees*. In addition, each Audit Committee member is “financially literate”, within the meaning of National Instrument 52-110 – *Audit Committees* and possess education or experience that is relevant for the performance of their responsibilities as Audit Committee members.

The following table summarizes the relevant education and experience of the members of the Audit & Risk Committee:

<b>Name of Member</b>	<b>Education</b>	<b>Experience</b>
Margot Naudie	B.A, <i>McGill University</i> M.B.A, <i>Western University – Ivey School of Business</i> CFA Designation	Managing Director at TD Asset Management, Inc. (2005 to 2010) Senior Portfolio Manager & Head of Materials Sector at Canadian Pension Plan Investment Board (February 2010 to May 2013) Senior Portfolio Manager at Marret Asset Management (September 2015-June 2017); Senior Portfolio Manager of the IP Alpha Fund (December 2017 to 2021 );
Catharine Flax	B. Econ, <i>Texas A&amp;M University</i> M. Econ, <i>Brown University</i>	Managing Director of BNP Paribas (November 2013 to March 2016) CEO of Pefin (March 2016 to October 2018) Managing Director of CRA, Inc. (April 2019 to present)
W. Scott Leckie (Chair)	B.PHE, <i>University of Toronto</i> CFA designation ICD.D designation	Principal and Chairman, 7th Merchant Corporation (2021-present) Portfolio Manager & CCO Concord Delta family office/hedge fund (2022-2023) Director, Sterling Maple (2019-present)

### **PROMOTERS**

Joshua Crumb is considered a promoter of Abaxx through his initiative in founding and organizing Abaxx. Mr. Crumb holds in the aggregate 3,961,490 Common Shares, representing 10.79% of the issued and outstanding Common Shares on a non-diluted basis. In addition, Mr. Crumb holds in the aggregate 421,000 options of Abaxx, and 585,684 restricted stock units of Abaxx. Additionally, Mr. Crumb holds 850,001 ACX Shares, representing 2.4% of the issued and outstanding ACX Shares.

## **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

Abaxx is not currently a party to any actual or pending legal proceedings or regulatory actions which would materially affect Abaxx, nor is Abaxx currently contemplating any legal proceedings, which are material to its business or of which any of its assets are likely to be subject. Furthermore, Abaxx is not aware of any such proceeding known to be contemplated or threatened which would materially affect Abaxx.

## **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

On March 4, 2026, Abaxx announced the repurchase of 725,000 ACX Shares from an entity controlled by a director of the Company and the repurchase of 40,000 ACX Shares from an officer of Abaxx Exchange at a price of US\$6.9051 per ACX Share.

Other than as described above and in this AIF, no director, executive officer, person or company that beneficially owns, or controls, or directs, directly or indirectly, more than 10% of the Common Shares or any associate or affiliate of any such person or company, has or had any material interest, direct or indirect, in any transaction either within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Company.

## **TRANSFER AGENT AND REGISTRAR**

The transfer agent and registrar for the Common Shares is Odyssey Trust Company, Toronto, 702 – 67 Yonge Street, Toronto, ON M5E 1J8.

## **MATERIAL CONTRACTS**

The following material contracts of the Company were either entered into during the last financial year or entered into prior to the last financial year and still in effect:

1. ACX Shareholders' Agreement (December 14, 2020, as amended December 21, 2023) - Under the terms of the ACX Shareholders' Agreement, ACX and the ACX shareholders agreed to the following terms: (a) ACX granting pre-emptive rights to each ACX shareholder prior to the issuance of any voting ACX Shares; (b) ACX shareholders providing a right of first refusal to other ACX shareholders prior to any transfer of ACX Shares; (c) "tag along" rights granted to ACX shareholders whereby any third party offer for ACX Shares must provide an offer to all ACX shareholders; (d) "drag along" rights granted to ACX shareholders whereby if fifty percent (50%) of issued and outstanding ACX Shares accept an offer for ACX Shares, all ACX shareholders can participate in the offer on the same terms; and (e) upon certain "buy-out events", the ACX shareholder triggering the "buy-out event" must surrender their ACX Shares for purchase to other ACX shareholders. On December 21, 2023, ACX and the ACX shareholders entered into an amended and restated Shareholders' Agreement pursuant to which Cboe III, LLC, TLW Trading, L.L.C. and Traxys Lithium Investments Limited were added as parties, being holders of Class A preferred shares in ACX. The amendments include the rights of holders of Class A preferred shares to liquidation preference over holders of ordinary shares and the rights to vote in a separate class for reserved matters.
2. ACX Royalty Agreement (December 12, 2025) – Agreement whereby ACX and Abaxx Tech would amend and restate the previous February 1, 2019 royalty agreement, as previously amended on December 12, 2020, between the parties. Under the restated agreement, ACX would pay a 2% royalty (with an option to increase to 3% exercisable until December 12, 2026) on gross revenue to Abaxx Tech for previous financial assistance and the usage of software developed by Abaxx Tech.
3. ACX MLA Agreement (December 14, 2020) – Agreement whereby Abaxx Tech would grant ACX an exclusive right and license to market and sub-license software developed by Abaxx Tech. Under the agreement, ACX would pay a royalty for the exclusive right and license to third parties within a specific territory.

4. ACX Assignment Agreement (May 1, 2019) – Agreement whereby Abaxx Tech delivered and transferred possession to ACX of all technology possessed by Abaxx Tech as of the date of the agreement. ACX agreed under the ACX Assignment Agreement to assume the responsibility of research and development of all Assigned Technology.
5. The Base Carbon Royalty Agreement (September 7, 2021) – Agreement whereby Base Carbon would pay 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 US\$150,000,000 to Abaxx Tech.
6. Trust Indenture (March 26, 2025) – Agreement entered into between Abaxx and Odyssey Trust Company, as trustee and collateral agent, for the issuance of up to \$40 million principal amount of Debentures.

#### **INTERESTS OF EXPERTS**

KPMG LLP, 333 Bay Street, Suite 4600, Toronto, Ontario M5H 2S5, prepared the auditor's report for the audited financial statements of Abaxx for the years ended December 31, 2025 and 2024.

To the knowledge of the Company, the aforementioned firm held less than 1% of the outstanding securities of the Company or of any associate or affiliate of the Company when they prepared the aforementioned report or following the preparation of the report and did not receive any direct or indirect interest in any securities of the Company or any associate or affiliate of the Company in connection with the preparation of the report.

#### **ADDITIONAL INFORMATION**

Additional financial information is provided in the Company's audited annual financial statements and the management's discussion and analysis for its most recently completed financial year. Other additional information, including directors' and officers' remuneration and indebtedness, principal holders of securities of the Company and securities authorized for issuance under equity compensation plans, may be found in the management information circular of the Company for its most recent meeting of Shareholders. These documents and other additional information relating to the Company may be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## SCHEDULE "A" - AUDIT & RISK COMMITTEE CHARTER

### ABAXX TECHNOLOGIES INC. AUDIT COMMITTEE CHARTER

This charter (the "**Charter**") sets forth the purpose, composition, responsibilities and authority of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Abaxx Technologies Inc. ("**Abaxx**" or the "**Corporation**").

#### 1.0 Mandate

The Committee shall:

- (a) assist the Board in its oversight role with respect to the quality and integrity of the financial information;
- (b) assess the effectiveness of the Corporation's risk management and compliance practices;
- (c) assess the independent auditor's performance, qualifications and independence;
- (d) assess the performance of the Corporation's internal audit function;
- (e) ensure the Corporation's compliance with legal and regulatory requirements; and
- (f) prepare such reports of the Committee required to be included in any Management Information Circular in accordance with applicable laws or the rules of applicable securities regulatory authorities.

#### 2.0 Composition and Membership

The committee shall be composed of not less than three members, each of whom shall be a director of the Corporation. A majority of the members of the Committee shall not be an officer or employee of the Corporation. All members shall satisfy the applicable independence and experience requirements of the laws governing the Corporation, the applicable stock exchanges on which the Corporation's securities are listed and applicable securities regulatory authorities.

Each member of the Committee shall be financially literate as such qualification is interpreted by the Board of Directors in its business judgment.

Members of the Committee shall be appointed or reappointed at the annual meeting of the Corporation and in the normal course of business will serve a minimum of three years. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a Director. The Board of Directors may fill a vacancy that occurs in the Committee at any time.

The Board of Directors or, in the event of its failure to do so, the members of the Committee, shall appoint or reappoint, at the annual meeting of the Corporation a Chairman among their number. The Chairman shall not be a former Officer of the Corporation. Such Chairman shall serve as a liaison between members and senior management.

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members therefore provided that:

- (a) a quorum for meetings shall be at least three members;

- (b) the Committee shall meet at least quarterly;
- (c) notice of the time and place of every meeting shall be given in writing or by telephone, facsimile, email or other electronic communication to each member of the Committee at least 24 hours in advance of such meeting;
- (d) a resolution in writing signed by all directors entitled to vote on that resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee.

The Committee shall report to the Board of Directors on its activities after each of its meetings. The Committee shall review and assess the adequacy of this charter annually and, where necessary, will recommend changes to the Board of Directors for its approval. The Committee shall undertake and review with the Board of Directors an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board of Directors may take the form of an oral report by the chairperson of the Committee or any other designated member of the Committee.

### **3.0 Duties and Responsibilities**

#### ***Oversight of the Independent Auditor***

- (a) Sole authority to appoint or replace the independent auditor (subject to shareholder ratification) and responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between Management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.
- (b) Sole authority to pre-approve all audit services as well as non-audit services (including the fees, terms and conditions for the performance of such services) to be performed by the independent auditor.
- (c) Evaluate the qualifications, performance and independence of the independent auditor, including (i) reviewing and evaluating the lead partner on the independent auditor's engagement with the Corporation, and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.
- (d) Obtain and review a report from the independent auditor at least annually regarding: the independent auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm; any steps taken to deal with any such issues; and all relationships between the independent auditor and the Corporation.
- (e) Review and discuss with Management and the independent auditor prior to the annual audit the scope, planning and staffing of the annual audit.
- (f) Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.

- (g) Review as necessary policies for the Corporation's hiring of partners, employees or former partners and employees of the independent auditor.

***Financial Reporting***

- (h) Review and discuss with Management and the independent auditor the annual audited financial statements prior to the publication of earnings.
- (i) Review and discuss with Management the Corporation's annual and quarterly disclosures made in Management's Discussion and Analysis. The Committee shall approve any reports for inclusion in the Corporation's Annual Report, as required by applicable legislation.
- (j) Review and discuss with Management and the independent auditor management's report on its assessment of internal controls over financial reporting and the independent auditor's attestation report on management's assessment.
- (k) Review and discuss with Management the Corporation's quarterly financial statements prior to the publication of earnings.
- (l) Review and discuss with Management and the independent auditor at least annually significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles, any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies.
- (m) Review and discuss with Management and the independent auditor at least annually reports from the independent auditors on: critical accounting policies and practices to be used; significant financial reporting issues, estimates and judgments made in connection with the preparation of the financial statements; alternative treatments of financial information within generally accepted accounting principles that have been discussed with Management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and other material written communications between the independent auditor and Management, such as any management letter or schedule of unadjusted differences.
- (n) Discuss with the independent auditor at least annually any "Management" or "internal control" letters issued or proposed to be issued by the independent auditor to the Corporation.
- (o) Review and discuss with Management and the independent auditor at least annually any significant changes to the Corporation's accounting principles and practices suggested by the independent auditor, internal audit personnel or Management.
- (p) Discuss with Management the Corporation's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance (if any) provided to analysts and rating agencies.
- (q) Review and discuss with Management and the independent auditor at least annually the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.
- (r) Review and discuss with the Chief Executive Officer and the Chief Financial Officer the procedures undertaken in connection with the Chief Executive Officer and Chief Financial Officer certifications for the annual filings with applicable securities regulatory authorities.

- (s) Review disclosures made by the Corporation's Chief Executive Officer and Chief Financial Officer during their certification process for the annual filing with applicable securities regulatory authorities about any significant deficiencies in the design or operation of internal controls which could adversely affect the Corporation's ability to record, process, summarize and report financial data or any material weaknesses in the internal controls, and any fraud involving Management or other employees who have a significant role in the Corporation's internal controls.
- (t) Discuss with the Corporation's General Counsel at least annually any legal matters that may have a material impact on the financial statements, operations, assets or compliance policies and any material reports or inquiries received by the Corporation or any of its subsidiaries from regulators or governmental agencies.

#### ***Oversight of Risk Management***

- (u) Review and approve periodically Management's risk philosophy and risk management policies.
- (v) Review with Management at least annually reports demonstrating compliance with risk management policies.
- (w) Review with Management the quality and competence of Management appointed to administer risk management policies.
- (x) Review reports from the independent auditor at least annually relating to the adequacy of the Corporation's risk management practices together with Management's responses.
- (y) Discuss with Management at least annually the Corporation's major financial risk exposures and the steps Management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies.

#### ***Oversight of Regulatory Compliance***

- (z) Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- (aa) Discuss with Management and the independent auditor at least annually any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Corporation's financial statements or accounting.
- (bb) Meet with the Corporation's regulators, according to applicable law.
- (cc) Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Directors.

#### **4.0 Funding for the Independent Auditor and Retention of Other Independent Advisors**

The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of issuing an audit report and to any advisors retained by the Committee. The Committee shall also have the authority to retain and, at Abaxx's expense, to set and pay the compensation for such other independent counsel and other advisors as it may from time

to time deem necessary or advisable for its purposes. The Committee also has the authority to communicate directly with internal and external auditors.

#### **5.0 Procedures for Receipt of Complaints and Submissions Relating to Accounting Matters**

1. The Corporation shall inform employees on the Corporation's intranet, if there is one, or via a newsletter or e-mail that is disseminated to all employees at least annually, of the officer (the "**Complaints Officer**") designated from time to time by the Committee to whom complaints and submissions can be made regarding accounting, internal accounting controls or auditing matters or issues of concern regarding questionable accounting or auditing matters.
2. The Complaints Officer shall be informed that any complaints or submissions so received must be kept confidential and that the identity of employees making complaints or submissions shall be kept confidential and shall only be communicated to the Committee or the Chair of the Committee.
3. The Complaints Officer shall be informed that he or she must report to the Committee as frequently as such Complaints Officer deems appropriate, but in any event no less frequently than on a quarterly basis prior to the quarterly meeting of the Committee called to approve interim and annual financial statements of the Corporation.
4. Upon receipt of a report from the Complaints Officer, the Committee shall discuss the report and take such steps as the Committee may deem appropriate.
5. The Complaints Officer shall retain a record of a complaint or submission received for a period of six years following resolution of the complaint or submission.

#### **6.0 Procedures for Approval of Non-Audit Services**

1. The Corporation's external auditors shall be prohibited from performing for the Corporation the following categories of non-audit services:
  - (a) bookkeeping or other services related to the Corporation's accounting records or financial statements;
  - (b) financial information systems design and implementation;
  - (c) appraisal or valuation services, fairness opinion or contributions-in-kind reports;
  - (d) actuarial services;
  - (e) internal audit outsourcing services;
  - (f) management functions;
  - (g) human resources;
  - (h) broker or dealer, investment adviser or investment banking services;
  - (i) legal services;
  - (j) expert services unrelated to the audit; and
  - (k) any other service that the Canadian Public Accountability Board determines is impermissible.
2. In the event that the Corporation wishes to retain the services of the Corporation's external auditors for tax compliance, tax advice or tax planning, the Chief Financial Officer of the Corporation shall consult with the Chair of the Committee, who shall have the authority to approve or disapprove on behalf of the Committee, such non-audit services. All other non-audit services shall be approved or disapproved by the Committee as a whole.

3. The Chief Financial Officer of the Corporation shall maintain a record of non-audit services approved by the Chair of the Committee or the Committee for each fiscal year and provide a report to the Committee no less frequently than on a quarterly basis.

#### **7.0 Reporting**

The Chairman will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Committee will annually review and approve the Committee's report for inclusion in the Annual Information Form. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

#### **8.0 Access to Information and Authority**

The Committee will be granted unrestricted access to all information regarding Abaxx that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

#### **9.0 Review of Charter**

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Dated: November 23, 2020

Approved by: Audit Committee  
Board of Directors