No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

*This prospectus supplement (the "**prospectus supplement**"), together with the accompanying short form base shelf prospectus dated March 13, 2024 (the "**base shelf prospectus**" and, as supplemented by this prospectus supplement, the "**prospectus**") to which it relates, as amended or supplemented, and each document incorporated by reference into this prospectus supplement and the base shelf prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.*

Information has been incorporated by reference in this prospectus supplement and the accompanying base shelf prospectus from documents filed with the securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the legal counsel of Abaxx Technologies Inc. at 110 Yonge Street, Suite 1601, Toronto, Ontario M5C 1T4 (Telephone 647-259-1790), and are also available electronically at www.sedarplus.ca.*

PROSPECTUS SUPPLEMENT

To the short form base shelf prospectus dated March 13, 2024

New Issue December 20, 2024

ABAXX TECHNOLOGIES INC.

C$3,083,500
237,192 Common Shares

This prospectus supplement of Abaxx Technologies Inc. (the "**Company**" or "**Abaxx**"), together with the base shelf prospectus, hereby qualifies the distribution of 237,192 common shares in the capital of the Company ("**Acquisition Shares**") at a deemed issuance price of C$13.00 per Acquisition Share. The Acquisition Shares are being issued to Minehub Technologies Inc. ("**MineHub**") in connection with a share purchase agreement (the "**Share Purchase Agreement**") between the Company and MineHub dated December 3, 2024 (the "**Transaction**"). See "*Plan of Distribution*".

No underwriter has been involved in the preparation of, or has performed a review of, the contents of this prospectus supplement.

The issued and outstanding common shares of the Company (the "**Common Shares**") are listed for trading on Cboe Canada Inc. ("**Cboe**" or the "**Exchange**") under the trading symbol "ABXX" as well as on the OTCQX under the trading symbol "ABXXF". On December 19, 2024, being the last complete trading day prior to the date hereof, the closing price of the Common Shares on the Exchange was C$11.06. The Exchange has conditionally approved the listing of the Acquisition Shares qualified by this prospectus supplement, subject to the Company fulfilling all of the listing requirements of the Exchange.

Investment in the Acquisition Shares is highly speculative and involves significant risks that you should consider before purchasing such securities. You should carefully review the risks outlined in this prospectus supplement, the base shelf prospectus and in the documents incorporated by reference as well as the information under the heading "Cautionary Note Regarding Forward-Looking Statements" and consider such risks and information in connection with an investment in the securities. See the "Risk Factors" section of the base shelf prospectus and in this prospectus supplement.

Purchasers of the Acquisition Shares should be aware that the acquisition of the Acquisition Shares may have tax consequences in Canada. Such consequences for purchasers who are resident in Canada may not be described fully herein. Purchasers of the Acquisition Shares should read the tax discussion contained in this prospectus supplement and consult their own tax advisors.

Owning the Common Shares may subject you to tax consequences. This prospectus supplement and the base shelf prospectus may not describe the tax consequences fully. You should consult your tax adviser prior to making any investment in the Common Shares.

Certain of the Company's current directors, officers and promoters reside outside of Canada. The persons named below have appointed the Company as their agent for service of process. Further, some of the Company's subsidiaries, namely Abaxx Technologies Corp., Abaxx Singapore Pte. Ltd., Abaxx Exchange Pte. Ltd., Abaxx Clearing Pte. Ltd., Privacy Code, Inc., Adaptive Infrastructure Inc., Abaxx Technologies Inc. Limited and Frontline Environmental Exchange Inc. are incorporated under laws of foreign jurisdictions. Securityholders of the Company are advised that it may not be possible to enforce judgments obtained in Canada against any person or company that is incorporated, continued or organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process. See "*Agent for Service of Process*".

Name of Person	Name and Address of Agent
Catherine Flax-Kosecki	Abaxx Technologies Inc. c/o Peterson McVicar LLP 110 Yonge Street, Suite 1601 Toronto, ON M5C 1T4
Thomas McMahon	
Jeffrey Currie	
Cyrus Hiramanek	

The Company's corporate headquarters is located at 110 Yonge Street, Suite 1601, Toronto, Ontario M5C 1T4 and its registered office is located at 1250, 639 – 5th Avenue S.W., Calgary, Alberta T2P 0M9.

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IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE BASE SHELF PROSPECTUS

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the Acquisition Shares and also adds to and updates certain information contained in the base shelf prospectus and the documents incorporated by reference herein and therein. The second part, the base shelf prospectus, gives more general information, some of which may not apply to the Acquisition Shares. This prospectus supplement is deemed to be incorporated by reference into the base shelf prospectus solely for the purposes of the issuance of the Acquisition Shares constituted by this prospectus supplement.

Purchasers should rely only on the information contained in or incorporated by reference into this prospectus supplement and the base shelf prospectus. The Company has not authorized any other person to provide purchasers with additional or different information. If anyone provides purchasers with different or inconsistent information, such purchasers should not rely on it. This prospectus supplement is being filed in all of the provinces and territories of Canada and the Company is offering to issue the Acquisition Shares only in the Province of British Columbia. Purchasers should assume that the information appearing in this prospectus supplement and the base shelf prospectus, as well as information the Company has previously filed with the securities regulatory authority in each of the provinces and territories of Canada that is incorporated herein and in the base shelf prospectus by reference, is accurate as of their respective dates only. The Company's business, financial condition, results of operations and prospects may have changed since those dates.

References in this prospectus supplement to "Abaxx", "we", "us" or "our" refer to the Company and its wholly-owned subsidiaries, unless the context indicates otherwise.

All dollar amounts in this prospectus supplement are expressed in Canadian dollars unless otherwise indicated.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This prospectus supplement contains forward-looking statements that relate to the Company's current expectations and views of future events. These forward-looking statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements. In some cases, these forward-looking statements can be identified by words or phrases such as "may", "might", "will", "expect", "anticipate", "forecast", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict" or "likely", or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- the Company's expected plans in connection with its strategic cooperation with MineHub;
- the Company's investment plans for the MineHub common shares acquired by the Company;
- the performance of the Company's business and operations;
- the market for the Company's products and services and competitive conditions;
- the expenses of the Transaction;
- the introduction and continued offering of services and product features;
- the future pricing for services and solutions in the businesses of the Company and its subsidiaries;
- the liquidity and market price of the Common Shares;
- the Company's expectations regarding the sufficiency of its capital resources and requirements for additional capital;

- litigation risks;
- currency fluctuations;
- risks related to the decrease of the market price of the Common Shares if the Company's shareholders sell substantial amounts of Common Shares;
- risks related to future sales or issuances of equity securities diluting voting power and reducing future earnings per share;
- the absence of a market through which the Company's securities, other than Common Shares, may be sold;
- changes to governmental laws and regulations; and
- effects of global pandemics and the ongoing conflict in Ukraine.

By their very nature, forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this prospectus should not be unduly relied upon. These statements speak only as of the date of this prospectus supplement.

The forward-looking statements in this document are based on what the Company currently believes are reasonable assumptions, including the material assumptions set out in the management discussion and analysis and press releases of the Company (such documents are available under the Company's SEDAR+ profile at www.sedarplus.ca). Other material factors or assumptions that were applied in formulating the forward-looking statements contained herein include or relate to the following:

- the business and economic conditions affecting the Company's operations in their current state, including, general levels of economic activity, regulations, taxes and interest rates;
- the Company's ability to develop its software and profit from such development in future;
- the Company's ability to successfully acquire and maintain required regulatory licenses and qualifications;
- consumer interest in the Company's business and operations;
- the performance and intention to grow the Company's business;
- the introduction and continued offering of services and competitive conditions;
- the Company's pricing and revenue models;
- the Company's future liquidity and financial capacity;
- the treatment of the Company, its subsidiaries and its affiliates under government regulatory and taxation regimes;
- the Company's ability to operate in certain markets;
- the Company's ability to maintain good business relationships;
- the Company's ability to manage and integrate acquisitions;
- the Company's ability to identify, hire and retain key personnel;
- the Company's ability to raise sufficient debt or equity financing to support the Company's continued growth;

- the technology, proprietary and non-proprietary software, data and intellectual property of the Company and third parties in the commodities exchange sector is able to be relied upon to conduct the Company's business;
- the Company does not suffer a material impact or disruption from a cybersecurity incident, cyber-attack, theft or other type of harm to the Company's digital assets;
- the Company does not suffer a material impact or disruption from loss, corruption or unintentional deletion of data, server outages, blackouts, digital infrastructure failures, or other harm to the Company's digital assets;
- the absence of adverse regulation or law, both in Canada and abroad; and
- the absence of material changes in the legislative, regulatory or operating framework for the Company's existing and anticipated business, both in Canada and abroad.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Some of the risks that could cause outcomes and results to differ materially from those expressed in the forward-looking statements include risks related to:

- the Company's software, code or data may be exposed to cybersecurity threats, hacks, theft, or intentional corruption;
- regulatory changes or actions may alter the nature of an investment in the Company or restrict the use of the Company's software in a manner that adversely affects the Company's operations;
- the impact of geopolitical events on the supply and demand of commodities and the business of commodities exchanges is uncertain;
- political and regulatory risks;
- permits and licences;
- server and digital infrastructure failures;
- global financial conditions;
- tax consequences;
- the Company's operations, investment strategies, and profitability may be adversely affected by competition from other commodity exchanges or software solutions;
- technological obsolescence and difficulty in developing or maintaining software;
- insurance;
- limited operating history and financial resources;
- volatility in commodity prices and market risk;
- management of growth;
- additional funding requirements and dilution;
- loss of key employees & contractors;
- global pandemics;
- liquid market for securities;

- absence of dividends and fluctuations in operating results;
- interest rate risk;
- currency exchange risk;
- discretion over use of proceeds;
- absence of a public market for certain of the securities;
- effect of changes in interest rates on debt securities;
- effect of fluctuations in foreign currency markets on debt securities;
- trading price of Common Shares and volatility;
- the nature of the Company's business as a software technology company;
- reporting issuer risk;
- limited assets;
- market for securities;
- exposure and sensitivity to macroeconomic conditions, including the recent pattern of repeated interest rate hikes by central banks worldwide and exposure to global financing conditions;
- operations in foreign jurisdictions;
- protections of the Company's software and intellectual property portfolio;
- acquisition risks;
- volatility of share price, absence of dividends, and fluctuation of operating costs;
- conflicts of interest;
- contractual risk;
- profitability;
- the value of securities;
- tax amendment risk;
- litigation risks;
- going concern risk;
- third party risk;
- clearinghouse risk management, including operation and credit risk;
- inadequacy of risk management procedures;
- malicious actor risk;
- third-party software license risk;
- competitive risks for the Company's subsidiaries;

- system failure risk;
- security threats;
- limited management experience;
- reliance on management and key personnel;
- software development risk;
- undetected error risk;
- risk of technological change;
- dependence on technical infrastructure;
- use and storage of personal information and compliance with privacy laws;
- slow acceptance of products;
- operations in or near emerging market jurisdictions; and
- carbon markets.

Additional information on these and other factors is discussed under the heading "*Risk Factors*" in this prospectus supplement and in the documents incorporated by reference herein including in the 2023 MD&A (as defined herein) under the heading "*Risks and Uncertainties*" and in the 2023 AIF (as defined herein) under the heading "Risk Factors", as may be modified or superseded by other subsequently filed documents that are also incorporated or deemed to be incorporated by reference in this prospectus.

The forward-looking statements contained in this prospectus are expressly qualified by this cautionary statement. Except as required by law, the Company does not undertake any obligation to publicly update or revise any forward-looking statements.

DOCUMENTS INCORPORATED BY REFERENCE

This prospectus supplement is deemed to be incorporated by reference into the base shelf prospectus as of the date hereof and only for the purposes of distribution of the Acquisition Shares. Other documents are also incorporated, or deemed to be incorporated, by reference in the base shelf prospectus and reference should be made to the base shelf prospectus for full particulars thereof. Copies of the documents incorporated herein by reference may be obtained on request without charge from the legal counsel of Abaxx Technologies Inc. at Suite 1601-110 Yonge Street, Toronto, Ontario M5C 1T4 (Telephone 647-259-1790), or by accessing the disclosure documents on SEDAR+ at www.sedarplus.ca.

The following documents filed with the securities commissions or similar authorities in each of the provinces and territories of Canada are specifically incorporated by reference into and form an integral part of the prospectus:

- the Company's annual information form for the year ended December 31, 2023, dated April 2, 2024 (the "**2023 AIF**");
- the Company's audited consolidated financial statements for the years ended December 31, 2023 and 2022, the notes thereto and the independent auditor's report thereon, dated April 2, 2024;
- the Company's annual management's discussion and analysis for the year ended December 31, 2023, dated April 2, 2024 (the "**2023 MD&A**");

- the Company's unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2024, and 2023, together with the accompanying notes thereto (the "**Interim Financial Statements**");
- the Company's management's discussion and analysis for the three and nine months ended September 30, 2024, and 2023;
- the Company's management information circular for the annual general meeting of shareholders held on September 12, 2024, dated July 29, 2024;
- the material change report dated January 3, 2024, relating to the signing of definitive investment agreements for the offering of preferred shares and ordinary shares of Abaxx Singapore Pte. Ltd.;
- the material change report dated January 10, 2024, relating to the closing of the Company's strategic private placement of preferred shares and ordinary shares of Abaxx Singapore Pte. Ltd. announced on January 3, 2024;
- the material change report dated January 29, 2024, related to Abaxx Singapore being approved for membership into the Futures Industry Association;
- the material change report dated January 30, 2024, relating to StoneX Financial Pte. Ltd. being approved as the first clearing member for Abaxx Exchange and Abaxx Clearing;
- the material change report dated February 14, 2024, relating to KGI Securities (Singapore) Pte. Ltd. being approved as a clearing and trading member for Abaxx Exchange and Abaxx Clearing;
- the material change report dated March 19, 2024, announcing the terms of the Company's bought deal offering for aggregate gross proceeds of $10,075,000;
- the material change report dated March 19, 2024 announcing the upsizing of the Company's bought deal offering to $16,250,000;
- the material change report dated March 28, 2024 announcing closing of the Company's bought deal offering;
- the material change report dated June 26, 2024 related to the announcement of timing of the launch of Abaxx Exchange and Abaxx Clearing; and
- the material change report dated June 28, 2024 related to the announcement of the launch of Abaxx Exchange and Abaxx Clearing.

Any documents of the type required to be incorporated by reference in a short form prospectus pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions* of the Canadian Securities Administrators, including any documents of the type referred to above (excluding confidential material change reports, if any) and any business acquisition reports filed by the Company with the various securities commissions or similar regulatory authorities in Canada after the date of this prospectus supplement and prior to the expiry of the prospectus or completion or termination of the Transaction, shall be deemed to be incorporated by reference into and form an integral part of this prospectus. Documents referenced in this prospectus supplement, the base shelf prospectus or any of the documents incorporated by reference herein or therein, but not expressly incorporated by reference herein or therein and not otherwise required to be incorporated by reference herein or therein, are not incorporated by reference in this prospectus supplement.

Any statement contained in this prospectus or in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein, in any prospectus supplement hereto or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior

statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement is not to be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

Upon new audited annual financial statements and related management's discussion and analysis being filed by the Company with the applicable securities regulatory authorities during the time that this prospectus supplement is valid, the previously filed audited annual financial statements and related management's discussion and analysis and all unaudited interim financial statements, together with related management's discussion and analysis, relating to prior periods shall be deemed to no longer be incorporated into this prospectus supplement for the purposes of future offers and sales of securities under this prospectus supplement.

Upon interim financial statements and related management's discussion and analysis being filed by the Company with the applicable securities regulatory authorities during the time that this prospectus supplement is valid, all previously filed interim financial statements and related management's discussion and analysis shall be deemed no longer to be incorporated by reference into this prospectus supplement for the purposes of future offers and sales of securities under this prospectus supplement.

Upon a new annual information form being filed by the Company with the applicable securities regulatory authorities during the time that this prospectus supplement is valid, the previously filed annual information form, any material change reports filed prior to the end of the financial year in respect of which the new annual information form is filed, any information circular filed since the start of such financial year (unless otherwise required by applicable Canadian securities legislation to be incorporated by reference into this prospectus supplement), and any business acquisition report for acquisitions completed since the beginning of such financial year (unless such report is incorporated by reference into the current annual information form or less than nine months of the acquired business' or related businesses' operations are incorporated into the Company's most recent audited annual financial statements), shall be deemed no longer to be incorporated by reference into this prospectus supplement for the purposes of future offers and sales of securities under this prospectus supplement. Upon a new information circular prepared in connection with an annual general meeting of the Company being filed with the applicable securities regulatory authorities during the time that this prospectus supplement is valid, the previous information circular prepared in connection with an annual general meeting of the Company shall be deemed no longer to be incorporated by reference into this prospectus supplement for purposes of future offers and sales of securities under this prospectus supplement.

References to the Company's website in any documents that are incorporated by reference into this prospectus do not incorporate by reference the information on such website into this prospectus, and we disclaim any such incorporation by reference. Neither the Company nor the Agent have provided or otherwise authorized any other person to provide investors with information other than that contained or incorporated by reference in this prospectus supplement or the base shelf prospectus, and neither the Company nor the Agent take any responsibility for other information that others may give you. If an investor is provided with different or inconsistent information, he or she should not rely on it.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

The high, low, average and closing rates for the US dollar in terms of Canadian dollars for each of the financial periods indicated below, as quoted by the Bank of Canada, were as follows:

	Three months ended September 30, 2024	Three months ended September 30, 2023	Year ended December 31, 2023	Year ended December 31, 2022
High	1.3858	1.3674	1.3875	1.3856
Low	1.3460	1.3128	1.3128	1.2451
Average	1.3641	1.3411	1.3497	1.3013
Closing	1.3499	1.3520	1.3226	1.3544

On December 19, 2024, the daily exchange rate for the US dollar in terms of Canadian dollars, as quoted by the Bank of Canada, was US$1.00 = C$1.437.

THE COMPANY

The following description of the Company is, in some instances, derived from selected information about the Company contained in the documents incorporated by reference into this prospectus supplement. This description does not contain all of the information about us and our business that you should consider before investing in any securities. You should carefully read the entire prospectus, including the section entitled "Risk Factors", as well as the documents incorporated by reference into this prospectus, before making an investment decision.

Summary Description of the Business

The Company is a financial technology business developing software tools which enable commodity traders and finance professionals to communicate, trade and transact faster and more securely. Generally, the Company's current operations consist of the following:

- software technology development consisting of new internet communication protocols and proprietary financial software architecture for sales in the global commodity trading market; and
- operation and development of Abaxx Exchange and Abaxx Clearing for commodity trading utilizing the Company's software technology.

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. The Company is focused on operating the Abaxx Exchange Pte. Ltd. and Abaxx Clearing Pte. Ltd. business using its software technology and the generation of revenue through the licensing of the Company's software technology to third parties. As the Company evolves, in addition to its current focus on technology, trading and clearing for liquefied natural gas, and carbon contracts, the Company plans to consider applications of its technology for trading in precious metals and battery metals markets.

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 Iron Corp. and continue to be held by the Company subsequent to the reverse take-over of New Millennium Iron Corp. The Company is not undertaking any iron ore development at this time due to the Company's technology focused plan of business.

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 a reverse-takeover 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 a wholly-owned subsidiary of Abaxx Tech Canada and majority shareholder of Abaxx Singapore Pte. Ltd. Abaxx Tech is incorporated under the laws of Barbados and owns the Company's software portfolio;

- **Abaxx Singapore Pte. Ltd.** (Abaxx Singapore) is an indirect majority owned subsidiary of the Company, incorporated under the laws of Singapore, and acts as a holding company with two operating exchange and clearing subsidiaries, Abaxx Exchange Pte. Ltd. and Abaxx Clearing Pte. Ltd.;

- **Abaxx Exchange Pte. Ltd.** (Abaxx Exchange) is a commodity exchange and wholly-owned subsidiary, incorporated under the laws of Singapore, of Abaxx Singapore; and

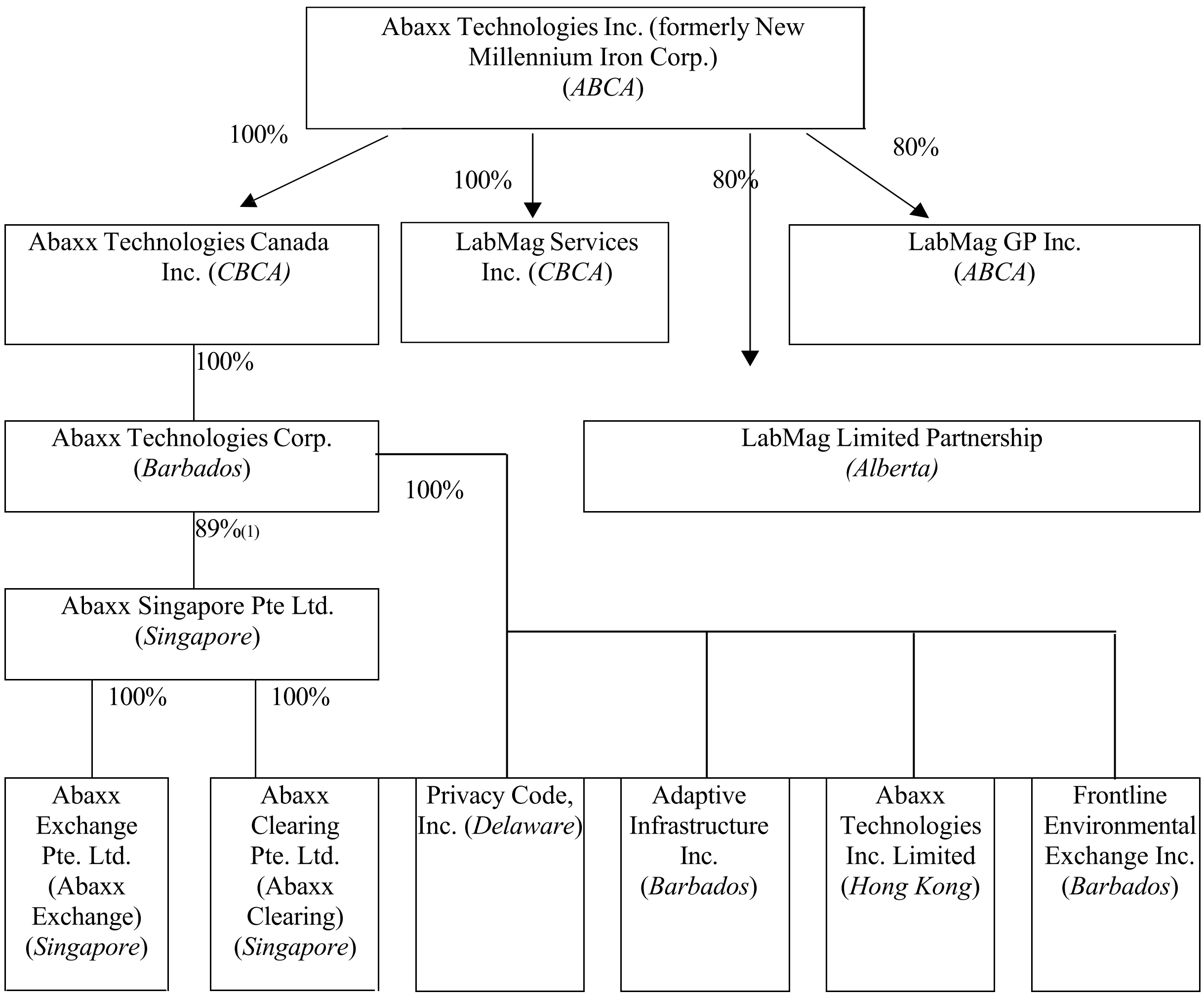
- **Abaxx Clearing Pte. Ltd.** (Abaxx Clearing) is a clearing house that settles matched trades and wholly-owned subsidiary, incorporated under the laws of Singapore, of Abaxx Singapore.

Abaxx's technology and intellectual property, held through Abaxx Tech, has 28 pending patent applications as of the date of this prospectus supplement in strategically important jurisdictions including but not limited to the United States, Canada, Europe, Hong Kong and Singapore as well as applications filed with the World Intellectual Property Organization. Additionally, Abaxx Tech has been granted 12 patents, as described below:

Country	Patent Number	Application Number	Title	Filing Date	Publication Number	Publication Date
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
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 2023/0186390 -A1	June 15, 2023
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 11,824,842	17/206,027	Computer Method for Secure Disclosure of Information	March 18, 2021	US 2021/0266299	August 26, 2021
Singapore	11202109098X	11202.109098X	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 2022/0043919 -A1	February 10, 2022
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
Singapore	11202011749X	11202011749X	Method and System for Data Storage and Retrieval	June 4, 2019	Same as application no.	December 30, 2020
Singapore	11202101029R	11202101029R	Method and Apparatus For Tokenization of a Natural Resource	August 5, 2019	n/a	n/a
Singapore	11202101705Q	11202101705Q	Computer Method for Secure Disclosure of Information	August 17, 2019	Same as application no.	April 29, 2021
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
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

The following organization chart outlines the corporate structure of the Company as of the date of this prospectus supplement:



Notes:

(1) Abaxx Tech owns approximately 89.25% of the votes attaching to the voting common shares of Abaxx Singapore. Additionally, Abaxx Tech holds 3,730,362 ordinary share purchase warrants for the acquisition of ordinary shares of Abaxx Singapore, exercisable at $4.718 per warrant expiring on December 31, 2024. Assuming the warrants owned by Abaxx Tech are exercised, Abaxx Tech would own approximately 90.36% of the votes attaching to the voting common shares of Abaxx Singapore.

RECENT DEVELOPMENTS

Launch of Abaxx Exchange and Abaxx Clearing

On June 28, 2024, the Company announced the launch of Abaxx Exchange and Abaxx Clearing, with trading commencing in its physically-deliverable liquified natural gas and carbon futures contracts.

First MineHub Transaction

The Company and MineHub entered into a share exchange agreement (the "**July 2024 Share Exchange Agreement**") dated July 31, 2024, as amended on August 19, 2024, where MineHub issued to Abaxx on a private placement basis a total of 8,333,333 MineHub common shares ("**July 2024 MineHub Shares**") at a deemed price per share of $0.30 per July 2024 MineHub Share and 8,333,333 MineHub common share purchase warrants ("**MineHub Warrants**") in exchange for 219,167 common shares of Abaxx ("**July 2024 Abaxx Shares**") issued to MineHub (the "**First MineHub Transaction**"). The MineHub Warrants expired without being exercised on November 15, 2024.

Under the July 2024 Share Exchange Agreement, both parties have agreed to certain daily resale limits for the sale of the July 2024 Abaxx Shares and July 2024 MineHub Shares. Additionally, for so long as Abaxx's ownership in MineHub is at least 9.9% on a partially diluted basis, Abaxx has agreed to certain voting support provisions in favour of MineHub and has been granted participation rights to maintain its pro rata equity interest in MineHub on the terms and conditions of the July 2024 Share Exchange Agreement. Abaxx has additionally been granted a board observer right in connection with the First MineHub Transaction.

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 will 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.

Second MineHub Transaction

Under the Share Purchase Agreement, MineHub has agreed to issue 8,810,000 common shares of MineHub (the "**December 2024 MineHub Shares**") at a deemed price per share of C$0.35 per December 2024 MineHub Share in exchange for a cash payment of C$3,083,500 (the "**Abaxx Cash Payment**") or the issuance of 237,192 Acquisition Shares at Abaxx's sole election on or prior to December 31, 2024 or such date as otherwise agreed to by Abaxx and MineHub.

The purpose of the Transaction is to strengthen the strategic partnership between the parties to drive digitization more broadly within the physical commodities markets. The Transaction is consistent with Abaxx's business strategy of joint technological cooperation with businesses for the promotion, development and sale of its products.

Both parties have agreed to certain daily resale limits for the sale of the Acquisition Shares and December 2024 MineHub Shares.

The Share Purchase Agreement contains representations and warranties customary for transactions of this nature negotiated between sophisticated parties acting at arm's length, certain of which are qualified as to materiality and knowledge and subject to reasonable exceptions. The Share Purchase Agreement may be terminated: (i) mutually by the parties, (ii) by either party if a condition precedent has not been met or is incapable of being met before January 1, 2025, and is not waived, or (iii) if the Transaction is not completed by January 1, 2025.

The Transaction is expected to close as soon as practicable but no later than December 31, 2024. The Transaction is conditional upon the receipt of certain approvals from the TSX Venture Exchange and Cboe and the satisfaction of other customary conditions.

RISK FACTORS

Investing in the Company's securities is speculative and involves a high degree of risk due to the nature of the Company's business and the present stage of its development. The following risk factors, as well as risks currently unknown to us, could materially and adversely affect the Company's future business, operations and financial condition and could cause them to differ materially from the estimates described in forward-looking statements relating to the Company, or its business or financial results, each of which could cause purchasers of the Company's securities to lose part or all of their investment. The risks set out below are not the only risks we face; risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect the Company's business, financial condition, results of operations and prospects. You should also refer to the other information set forth or incorporated by reference in this prospectus or any applicable prospectus supplement, including the Company's 2023 AIF and the 2023 MD&A and annual financial statements, and the related notes. A prospective investor should carefully consider the risk factors set out below along with the other matters set out or incorporated by reference in this prospectus.

Discussions of certain risks affecting the Company in connection with the Company's business are provided in our annual and interim disclosure documents filed with the various securities regulatory authorities which are incorporated by reference in this prospectus.

Risks relating to Acquisitions and Dispositions

The Transaction and any other acquisitions or dispositions that the Company may undertake are subject to normal commercial risks that such transactions may not be completed on the terms negotiated or at all. Closing of such transactions will be subject to customary and other closing conditions. If the Transaction, or any of the acquisitions or dispositions that are currently contemplated do not close as anticipated the Company will not realize the anticipated benefits of such transactions.

Dilution

The number of Common Shares that the Company is authorized to issue is unlimited. The Company may, in its sole discretion, as part of future offerings or acquisitions, issue additional Common Shares and/or securities convertible into or exercisable for Common Shares from time to time subject to the rules of any applicable stock exchange on which the Common Shares are then listed and applicable securities law. The issuance of any additional Common Shares and/or securities convertible into or exercisable for Common Shares may have a dilutive effect on the interests of holders of the Company's Common Shares.

Return on Investment is Not Guaranteed

There can be no assurance regarding the amount of income to be generated by the Company. Common Shares are equity securities of the Company and are not fixed income securities. Unlike fixed income securities, there is no obligation of the Company to distribute to shareholders a fixed amount or any amount at all, or to return the initial purchase price of the Common Shares on any date in the future. The market value of the Common Shares may deteriorate if the Company is unable to generate sufficient positive returns, and that deterioration may be significant.

Trading price of Common Shares and volatility

In recent years, the securities markets in the United States and Canada, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur, and the trading price of the Company's Common Shares may be subject to large fluctuations and may decline below the price at which an investor acquired its Common Shares. The trading price may increase or decrease in response to a number of events and factors, which may not be within the Company's control nor be a reflection of the Company's actual operating performance, underlying asset values or prospects. Accordingly, investors may not be able to sell their securities at or above their acquisition cost.

Trading price of MineHub common shares and volatility

The trading price of MineHub's common shares may be subject to large fluctuations and may decline below the deemed price at which the Company acquired the July 2024 MineHub Shares and December 2024 MineHub Shares. The trading price of MineHub's common shares may increase or decrease in response to a number of events and factors. Accordingly, Abaxx may not be able to sell the July 2024 MineHub Shares and December 2024 MineHub Shares at or above their acquisition cost and may realize a loss on the July 2024 MineHub Shares and December 2024 MineHub Shares.

Market Discount

The price of the Common Shares will fluctuate with market conditions and other factors. If a shareholder sells its Common Shares, the price received may be more or less than the original investment. The Common Shares may trade at a discount from their book value.

Forward looking statements

Some statements contained in this prospectus are not historical facts, but rather are forward looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Without limiting the generality of the foregoing, such risks and uncertainties include interpretation of results, accidents, equipment breakdowns, labour disputes or other unanticipated difficulties with or interruptions in production, delays in development activities, political risks, the inherent uncertainty or production fluctuations and failure to obtain adequate financing on a timely basis.

CONSOLIDATED CAPITALIZATION

There have been no material developments in the consolidated capitalization of the Company since the date of the Company's Interim Financial Statements which have not been disclosed in this prospectus or the documents incorporated by reference herein.

USE OF PROCEEDS

Abaxx will not receive cash proceeds from the issuance of the Acquisition Shares offered under this Prospectus Supplement. The Acquisition Shares are being issued by Abaxx in exchange for the December 2024 MineHub Shares. See "*Recent Developments*" for further information on the Transaction and the December 2024 MineHub Shares.

DESCRIPTION OF COMMON SHARES

We are authorized to issue an unlimited number of Common Shares, of which 33,676,024 were issued and outstanding as of December 20, 2024.

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 *Business Corporations Act* (Alberta). For a summary of certain material attributes and characteristics of the Common Shares, see "*Description of Share Capital – Common Shares*" in the base shelf prospectus.

PLAN OF DISTRIBUTION

Pursuant to the Transaction, Abaxx has agreed to issue the Acquisition Shares to MineHub at a deemed price of $13.00 per Acquisition Share. The deemed price and other terms of the Transaction were determined by arm's length negotiation between MineHub and Abaxx. The Acquisition Shares are being qualified for issuance in the Province of British Columbia pursuant to this prospectus supplement.

The purpose of the Transaction is to strengthen the strategic partnership of the parties to drive digitization more broadly within the physical commodities markets. The Transaction is consistent with Abaxx's business strategy of joint technological cooperation with businesses for the promotion, development and sale of its products.

Subject to Abaxx's right, in its sole discretion, to elect to make the Abaxx Cash Payment in lieu of the issuance of the Acquisition Shares, closing of the Transaction and issuance of the Acquisition Shares is expected to take place on or prior to December 31, 2024. If Abaxx elects to make the Abaxx Cash Payment, the Acquisition Shares allotted for issuance to MineHub pursuant to the Transaction will cease to be available for issuance.

The Share Purchase Agreement may be terminated: (i) mutually by the parties, (ii) by either party if a condition precedent has not been met or is incapable of being met before January 1, 2025, and is not waived, or (iii) if the Transaction is not completed by January 1, 2025.

Cboe has conditionally approved the listing of the Acquisition Shares offered by this prospectus supplement, subject to the Company fulfilling all of the listing requirements of Cboe.

TRADING PRICE AND VOLUME

Trading Price and Volume

The Common Shares trade on Cboe under the symbol "ABXX" and OTCQX under the symbol "ABXX.F". 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 prior to the date of this prospectus supplement:

CBOE: ABXX

	Price Range		
Month	**High (CAD$)**	**Low (CAD$)**	**Volume**
December 2023	14.52	8.30	875,461
January 2024	14.44	12.60	567,324
February 2024	17.34	14.07	632,600
March 2024	15.75	13.05	666,094
April 2024	13.60	12.22	534,907
May 2024	13.22	11.74	439,591
June 2024	13.74	11.01	541,201
July 2024	14.35	10.20	777,116
August 2024	11.90	10.80	360,206
September 2024	11.79	10.80	374,889
October 2024	11.54	9.29	452,091
November 2024	13.20	11.26	483,022
December 1 – 19, 2024	12.50	10.45	242,907

PRIOR SALES

During the 12-month period before the date of this prospectus supplement, the Company has issued Common Shares and securities convertible into Common Shares as follows:

Date of Issue	Type of Security	Number of Securities	Issuance/Exercise Price per Security
20-Dec-23	Common Shares(1)	11,448	$3.00
21-Dec-23	Common Shares(1)	26,667	$3.00
31-Dec-23	Incentive RSUs(2)	7,418	$12.85
8-Jan-24	Common Shares(1)	16,598	$7.50
7-Mar-24	Common Shares(1)	3,758	$7.19
14-Mar-24	Common Shares(1)	8,333	$7.19

Date of Issue	Type of Security	Number of Securities	Issuance/Exercise Price per Security
28-Mar-24	Common Shares(8)	1,437,500	$13.00
2-Apr-24	Incentive RSUs(2)	620,117	$13.78
2-Apr-24	Incentive Stock Options(5)	522,170	$13.78
2-Apr-24	Common Shares(1)	27,107	$3.71
9-Apr-24	Common Shares(1)	33,333	$7.55
9-Apr-24	Common Shares(4)	27,778	$7.50
9-Apr-24	Common Shares(4)	11,734	$7.70
9-Apr-24	Common Shares(4)	7,122	$13.78
11-Apr-24	Common Shares(4)	40,294	$13.78
11-Apr-24	Common Shares(4)	1,731	$6.99
11-Apr-24	Common Shares(4)	1,219	$12.85
11-Apr-24	Common Shares(4)	783	$7.70
15-Apr-24	Common Shares(1)	5,555	$7.50
16-Apr-24	Common Shares(4)	21,300	$13.78
16-Apr-24	Common Shares(4)	11,667	$7.50
16-Apr-24	Common Shares(4)	3,899	$7.50
16-Apr-24	Common Shares(4)	611	$13.78
19-Apr-24	Common Shares(4)	13,745	$13.78
19-Apr-24	Common Shares(4)	8,333	$7.50
23-Apr-24	Common Shares(1)	2,500	$7.50
24-Apr-24	Common Shares(4)	4,070	$13.78
21-May-24	Common Shares(1)	4,686	$10.95
22-May-24	Common Shares(1)	600	$7.50
24-May-24	Common Shares(1)	66,667	$10.44
5-Jun-24	Common Shares(4)	1,017	$13.78
11-Jun-24	Incentive RSUs(2)	35,158	$12.00
11-Jun-24	Incentive Stock Options(5)	399,500	$12.00

Date of Issue	Type of Security	Number of Securities	Issuance/Exercise Price per Security
12-Jun-24	Common Shares(1)	5,007	$7.19
12-Jun-24	Common Shares(4)	3,134	$13.78
18-Jun-24	Common Shares(1)	5,200	$7.19
2-Jul-24	Common Shares(4)	2,508	$7.50
2-Jul-24	Common Shares(4)	10,175	$13.78
2-Jul-24	Common Shares(4)	5,556	$7.50
8-Jul-24	Common Shares(4)	29,670	$13.78
16-Jul-24	Common Shares(1)	4,444	$7.50
19-Jul-24	Common Shares(4)	9,793	$7.19
16-Aug-24	Common Shares(1)	2,222	$7.50
23-Aug-24	Common Shares(10)	109,584	$11.41
26-Aug-24	Common Shares(4)	7,500	$12.00
28-Aug-24	Common Shares(1)	23,890	$7.50
30-Aug-24	Common Shares(9)	37,146	$11.07
9-Sept-24	Common Shares(10)	109,583	$11.41
30-Sept-24	Common Shares(4)	6,723	$13.78
16-Oct-24	Common Shares(1)	4,444	$7.50
22-Nov-24	Common Shares(7)	162,000	$13.00

Notes:
(1) Common Shares issued in connection with the exercise of stock options.
(2) Grants of RSUs.
(3) Common Shares issued in connection with an at-the-market equity distribution program.
(4) Common Shares issued in connection with the vesting of RSUs.
(5) Grants of stock options exercisable for Common Shares.
(6) Common Shares issued in connection with the exercise of a convertible debenture dated September 29, 2023.
(7) Common Shares issued in connection with a non-brokered private placement financing.
(8) Common Shares issued in connection with a bought-deal private placement financing.
(9) Common Shares issued in connection with a merger agreement with PrivacyCode, Inc.
(10) Common Shares issued in connection with a share exchange agreement with MineHub.

PROMOTERS

Joshua Crumb is considered a promoter of Abaxx through his initiative in founding and organizing Abaxx. Mr. Crumb holds in the aggregate 3,958,390 Common Shares, representing 11.75% of the issued and outstanding Common Shares on a non-diluted basis. In addition, Mr. Crumb holds in the aggregate 253,333 options of Abaxx, and 72,544 restricted stock units of Abaxx. Additionally, Mr. Crumb holds 850,001 ordinary shares of Abaxx Singapore Pte. Ltd., representing 2.7% of the issued and outstanding ordinary shares of Abaxx Singapore Pte. Ltd.

INTEREST OF EXPERTS

Certain legal matters related to the issuance of the Acquisition Shares will be passed upon on the Company's behalf by Peterson McVicar LLP. As of the date hereof, Peterson McVicar LLP, and its partners and associates, beneficially own, directly or indirectly, less than 1% of any class of outstanding securities of the Company.

MATERIAL CONTRACTS

The 2023 AIF contains a summary description of certain material contracts of the Company. In addition to those material contracts disclosed in the 2023 AIF, the underwriting agreement dated March 20, 2024 entered into between Canaccord Genuity Corp. and BMO Nesbitt Burns Inc., as co-lead underwriters, together with Cantor Fitzgerald Canada Corporation and the Company for a bought deal offering is a material contract.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is KPMG LLP at its offices located at 333 Bay Street, Suite 4600, Toronto, Ontario, M5H 2S5. KPMG LLP was appointed on October 7, 2021. KPMG LLP acted as auditor of the audited financial statements for the annual periods ended December 31, 2023 and December 31, 2022.

The transfer agent and registrar of the Company is Odyssey Trust Company, with its principal offices in Vancouver, British Columbia and Toronto, Ontario.

AGENT FOR SERVICE OF PROCESS

Purchasers are advised that it may not be possible for investors and for the Company to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

Certain directors of the Company reside outside of Canada. Catherine Flax-Kosecki, Jeffrey Currie, Cyrus Hiramanek and Thomas McMahon have appointed the following agents for service of process:

<table>
<tr><th>Name of Person</th><th>Name and Address of Agent</th></tr>
<tr><td>Catherine Flax-Kosecki</td><td rowspan="4">Abaxx Technologies Inc.
c/o Peterson McVicar LLP
110 Yonge Street, Suite 1601
Toronto, ON M5C 1T4</td></tr>
<tr><td>Thomas McMahon</td></tr>
<tr><td>Jeffrey Currie</td></tr>
<tr><td>Cyrus Hiramanek</td></tr>
</table>

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

The following is a description of the purchaser's statutory rights in connection with the acquisition of the Acquisition Shares pursuant to the Transaction, which supersedes and replaces the statement of purchaser's rights included in the base shelf prospectus under the heading "Statutory Rights of Withdrawal and Rescission" solely with regard to the Transaction and issuance of the Acquisition Shares.

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment or, in the case of a non-fixed price offering, within two business days after receipt or deemed receipt of a prospectus and any amendment, irrespective of the determination at a later date of the purchase price of the securities distributed. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price, or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the province in which the purchaser resides. The purchaser should refer to any applicable provisions of the securities legislation of the province in which the purchaser resides for the particulars of these rights or consult with a legal advisor.

CERTIFICATE OF THE COMPANY

Dated: December 20, 2024

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation in the Province of British Columbia.

"*Joshua Crumb*" Joshua Crumb Chief Executive Officer	"*Steve Fray*" Steve Fray Chief Financial Officer

On Behalf of the Board of Directors

"*Margot Naudie*" Margot Naudie Director	"*Thomas McMahon*" Thomas McMahon Director

CERTIFICATE OF THE PROMOTER

Dated: December 20, 2024

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation in the Province of British Columbia.

"*Joshua Crumb*"
Joshua Crumb
Promoter