

A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in each of the provinces of Canada, excluding Québec, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form 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 authorized to sell such securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws. Accordingly, these securities may not be offered or sold within the “United States” (as such term is defined in Regulation S under the U.S. Securities Act) or to, or for the account or benefit of, “U.S. persons” (as such term is defined in Regulation S under the U.S. Securities Act (“**U.S. Persons**”)) unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the account or benefit of, U.S. Persons. See “Plan of Distribution”.

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar regulatory authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of Abaxx Technologies Inc. at 18 King St. E, Suite 902, Toronto, Ontario M5C 1C4, telephone (416) 777-6772, and are also available electronically at www.sedar.com.

PRELIMINARY SHORT FORM PROSPECTUS

New Issue

April 14, 2021



ABAXX TECHNOLOGIES INC.

\$21,500,020
5,657,900 Units

PRICE: \$3.80 PER UNIT

This preliminary short form prospectus qualifies the distribution of 5,657,900 units (the “**Units**”) of Abaxx Technologies Inc. (the “**Company**”) at a price of \$3.80 per Unit (the “**Offering Price**”) for aggregate gross proceeds of \$21,500,020 (the “**Offering**”). Each Unit consists of one common share in the capital of the Company (a “**Unit Share**”) and one-half of one common share purchase warrant (each whole common share purchase warrant, a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire, subject to adjustment in certain circumstances, one common share in the capital of the Company (each, a “**Warrant Share**”) at an exercise price of \$5.10 for a period of 24 months following the Closing Date (as defined herein). The Offering will be conducted pursuant to the terms and conditions of an underwriting agreement dated April 14, 2021 (the “**Underwriting Agreement**”) between the Company and Cormark Securities Inc. and BMO Nesbitt Burns Inc., as co-lead underwriters (the “**Co-Lead Underwriters**”), together with Canaccord Genuity Corp. and Raymond James Ltd. (collectively, the “**Underwriters**”). The Offering Price was determined by arm’s length negotiation between the Company and the Underwriters with reference to the prevailing market price of the common shares of the Company (the “**Common Shares**”). See “Plan of Distribution”.

The issued and outstanding Common Shares are listed and posted for trading on the NEO Exchange Inc. (the “**NEO**”) under the symbol “ABXX” and the OTCQB Venture Market under the symbol “ABXXF”. The Company has applied to list the Unit Shares, Warrants and the Additional Unit Shares (as defined herein) to be distributed under this short form prospectus, as well as the Warrant Shares and the Additional Warrant Shares (as defined herein) issuable upon any exercise of the Warrants and Additional Warrants (as defined herein) on the NEO. Listing will be subject to the Company fulfilling all of the listing requirements of the NEO. On April 7, 2021, the last trading day prior to the date of announcement of the Offering, the closing price of the Common Shares on the NEO was \$4.24. On April 13, 2021, the last trading day prior to the date of this short form prospectus, the closing price of the Common Shares on the NEO was \$4.00.

There is currently no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants purchased under this short form prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants, and the extent of issuer regulation. See “*Risk Factors*”.

	Price to the Public	Underwriters’ Fee ^{(1) (2)}	Net Proceeds to the Company ^{(2) (3)}
Per Unit	\$3.80	\$0.228	\$3.572
Total Offering ⁽³⁾	\$21,500,020	\$1,290,001.20	\$20,210,018.80

Notes:

- (1) In consideration for the services rendered by the Underwriters in connection with the Offering, the Company will pay the Underwriters a cash commission (the “**Underwriters’ Fee**”) equal to 6% of the gross proceeds of the Offering, including proceeds realized from the sale of any Additional Securities (as defined herein) sold pursuant to the exercise of the Over-Allotment Option (as defined herein), subject to a cash commission equal to 3% in respect of sales to members of a president’s list (the “**President’s List Sales**”), such President’s List Sales not to exceed \$6,000,000. See “*Plan of Distribution*”.
- (2) Assumes no President’s List Sales.
- (3) After deducting the Underwriters’ Fee but before deducting the expenses of the Offering, which expenses are estimated to be \$200,000, which, together with the Underwriters’ Fee, will be paid from the proceeds of the Offering.
- (4) The Company has granted the Underwriters an over-allotment option (the “**Over-Allotment Option**”), exercisable in whole or in part, from time to time, for a period of 30 days from and including the Closing Date, to purchase up to an additional 848,685 Units (the “**Additional Units**”) at the Offering Price to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option may be exercised by the Underwriters to acquire Additional Units at the Offering Price. The Additional Units, additional Unit Shares (the “**Additional Unit Shares**”) and additional Warrants (the “**Additional Warrants**”) are collectively referred to herein as the “**Additional Securities**”. The grant of the Over-Allotment Option and the Additional Securities issuable upon exercise of the Over-Allotment Option are hereby qualified for distribution under this short form prospectus. A purchaser who acquires Additional Securities forming part of the Underwriters’ over-allocation position acquires such Additional Securities under this short form prospectus regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full, the total price to the public, Underwriters’ Fee and net proceeds to the Company (before deducting the expenses of the Offering (see note 3 above) and assuming no sales to President’s List Sales) in respect of the Offering will be \$24,725,023, \$1,483,501.38 and \$23,241,521.60, respectively. See “*Plan of Distribution*”.

The following table sets forth the maximum number of securities under option issuable to the Underwriters in connection with the Offering:

Underwriters’ Position	Maximum Size or Number of Securities Available	Exercise Period	Exercise Price
Over-Allotment Option	Up to 848,685 Additional Units	Up to 30 days from and including the Closing Date	\$3.80 per Additional Unit

Unless the context otherwise requires, all references to the “Offering”, “Units”, “Unit Shares”, “Warrants” and “Warrant Shares” in this short form prospectus includes all securities issuable assuming the exercise of the Over-Allotment Option.

The Underwriters, as principal, conditionally offer the Units, subject to prior sale, if, as and when issued by the Company and accepted by the Underwriters in accordance with the terms and conditions contained in the Underwriting Agreement referred to under “*Plan of Distribution*” and subject to the approval of certain legal matters on behalf of the Company by Peterson McVicar LLP and on behalf of the Underwriters by Fasken Martineau DuMoulin LLP.

The Offering is being made in each of the provinces of Canada, excluding Québec. The Units will be offered in each of the provinces of Canada, excluding Québec, through the Underwriters or its affiliates who are registered to offer Units for sale in such provinces and such other registered dealers as may be designated by the Underwriters. Subject to applicable law, the Underwriters may offer the Units in the United States and such other jurisdictions outside of Canada and the United States as agreed between the Company and the Underwriters. See “*Plan of Distribution*”.

Subscriptions for the Units will be received subject to rejection or allotment, in whole or in part, and the Underwriters reserves the right to close the subscription books at any time without prior notice. Closing of the Offering (the “**Closing**”) is expected to take place on or about April 29, 2021 or such other date as may be agreed upon by the Company and the Underwriters, but in any event not later than 42 days after the date of the receipt for the (final) short form prospectus (the “**Closing Date**”). Subject to applicable laws, the Underwriters may, in connection with the Offering, over-allot or effect transactions that are intended to stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. **The Underwriters may offer the Units at a lower price than stated above.** See “*Plan of Distribution*”.

The Offering will be conducted under the book-based system. A subscriber who purchases Units will receive a customer confirmation from the registered dealer from or through whom Units are purchased and who is a CDS Clearing and Depository Services Inc. (“**CDS**”) depository service participant. CDS will record the CDS participants who hold Units on behalf of owners who have purchased Units in accordance with the book-based system. No certificates evidencing the Units will be issued, except in certain limited circumstances, and registration will be made in the name of the nominee of CDS. Notwithstanding the foregoing, all Unit Shares and Warrants offered and sold, and all Warrant Shares, if applicable, issued, in the United States or to, or for the account or benefit of, U.S. Persons pursuant to available exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws to investors who do not qualify as “qualified institutional buyers” as such term is defined in Rule 144A under the U.S. Securities Act will be represented by definitive physical certificates. See “*Plan of Distribution*”.

Prospective investors should rely only on the information contained or incorporated by reference in this short form prospectus. The Company and the Underwriters have not authorized anyone to provide purchasers with information different from that contained or incorporated by reference in this short form prospectus. The Units may be sold only in jurisdictions where, and to persons whom, offers and sales are lawfully permitted. An investment in the Units is highly speculative and involves significant risks that should be carefully considered by prospective investors before purchasing such securities, including those risks inherent to the industries in which the Company operates. Such investment should only be made by those persons who can afford the risk of loss of their entire investment. The risks outlined in this short form prospectus and in the documents incorporated by reference herein should be carefully reviewed and considered by prospective investors in connection with an investment in such securities. See “Cautionary Note Regarding Forward-Looking Information” and “Risk Factors” in this short form prospectus before purchasing the Units.

Prospective investors are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding or disposing of the Unit Shares, Warrants and Warrant Shares.

Thom McMahon and Catherine Flax, each of whom is a director and/or officer of the Company, reside outside of Canada and have appointed the Company at its registered office set forth below as their agent for service of process in Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that resides outside of Canada, even if the person has appointed an agent for service of process.

The head office of the Company is 18 King St. E, Suite 902, Toronto, Ontario M5C 1C4 and the registered office of the Company is 1250, 639 – 5th Avenue S.W., Calgary, AB T2P 0M9.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This short form prospectus contains or incorporates by reference “forward-looking statements” and “forward-looking information” (collectively, “**forward-looking statements**”) within the meaning of applicable Canadian securities legislation and applicable U.S. securities laws concerning the Company’s plans for its properties, operations and other matters. Except for statements of historical fact relating to the Company, certain statements contained herein or incorporated by reference constitute forward-looking statements including, but not limited to, statements regarding the completion of the Offering and the timing thereof, the use of the proceeds of the Offering, the Company’s objectives, goals or future plans, statements, timing of the commencement of operations and estimates of market conditions and may relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects” or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “estimates”, “believes”, “proposed”, “intends” or “does not intend”, or stating that certain actions, events or results “may”, “could”, “would”, “might” or “will” be, or not be, taken, occur or be or not be achieved) are not statements of fact and may be forward-looking statements.

Forward-looking statements are subject to a variety of risks and uncertainties, many of which are beyond the Company’s control, which could cause actual events or results to differ materially and adversely from those reflected in the forward-looking statements. These risks are described or referred to below under the heading “*Risk Factors*” in this short form prospectus, and under the heading “*Risk Factors*” in the annual information form of the Company dated March 31, 2021 for the fiscal year ended December 31, 2020, under the heading “*Risk and Uncertainties*” in the management’s discussion and analysis of consolidated results of operations and financial condition dated March 31, 2021 for the fiscal year ended December 31, 2020, all of which are incorporated herein by reference. Should one or more of the risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially and adversely from those described in the forward-looking statements. Forward-looking statements are made based on management’s beliefs, estimates, assumptions and opinions on the date the statements are made and, other than as required by applicable law, the Company undertakes no obligation to update the forward-looking statements if these beliefs, estimates, assumptions and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty or weight to forward-looking statements. Forward-looking statements made in a document incorporated by reference in the short form prospectus are made as at the date of the original document and have not been updated except as expressly provided for in this short form prospectus.

Readers are also cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company’s actual results, programs and financial position could differ materially from those expressed in or implied by these forward-looking statements, and accordingly, no assurance can be given that the events anticipated by the forward-looking statements will transpire or occur, or that, if any of them do so, what benefits the Company will derive therefrom.

GENERAL MATTERS

In evaluating whether or not to purchase Units pursuant to the Offering, a prospective investor should rely only on the information contained or incorporated by reference in this short form prospectus. In addition, prospective investors should not rely on part of the information contained in or incorporated by reference in this short form prospectus to the exclusion of the remainder. Neither the Company nor the Underwriters have authorized anyone to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. The Company and the Underwriters are not making an offer to sell or seeking an offer to purchase the securities offered pursuant to this short form prospectus in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained in this short form prospectus is accurate only as of the date on the front of this short form prospectus and that information contained in any document

incorporated by reference is accurate only as of the date of that document or other date specified in that document, regardless of the time of delivery of this short form prospectus or of any sale of the Units pursuant hereto.

Unless the context otherwise requires, all references in this short form prospectus to the “Company”, “Abaxx”, “we”, “us” and “our” refer to Abaxx Technologies Inc.

FINANCIAL INFORMATION AND ACCOUNTING PRINCIPLES

The financial statements of the Company incorporated by reference in this short form prospectus are reported in Canadian dollars and have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

In this short form prospectus, 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 and all references to “US\$” are to U.S. dollars. On April 13, 2021, the rate of exchange for the Canadian dollar, expressed in United States dollars, based on the Bank of Canada daily exchange rate, was US\$1.00=C\$1.2544 (or C\$1.00=US\$0.7972).

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of the Company at 18 King St. E, Suite 902, Toronto, Ontario M5C 1C4, telephone (416) 777-6772, or by accessing the Company’s disclosure documents available through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com.

The following documents filed by the Company with the applicable securities commissions or similar regulatory authorities in Canada are specifically incorporated by reference in, and form an integral part of, this short form prospectus:

- a. the annual information form dated March 31, 2021 for the fiscal year ended December 31, 2020, filed on March 31, 2021 (the “**Annual Information Form**”);
- b. the management information circular dated October 15, 2020, prepared for the annual and special meeting of shareholders held on November 23, 2020, filed on October 30, 2020;
- c. the audited consolidated financial statements as at and for the year ended December 31, 2020 dated March 31, 2021, together with the notes thereto and the auditor’s reports thereon, filed on March 31, 2021;
- d. the management’s discussion and analysis of consolidated results of operations and financial condition dated March 31, 2021 for the year ended December 31, 2020 (the “**Annual MD&A**”), filed on March 31, 2021;
- e. the material change report dated January 27, 2021 in respect of the announcement of the business plan and anticipated milestone roadmap for H1 - 2021;
- f. a template version of the term sheet in respect of the Offering dated April 8, 2021 (the “**Initial Term Sheet**”);

- g. a template version of the term sheet in respect of the Offering dated April 9, 2021 (the “**Amended Term Sheet**” and, together with the Initial Term Sheet, the “**Marketing Materials**”);
- h. the material change report of the Company dated April 8, 2021 in respect of the Offering; and
- i. the material change report of the Company dated April 9, 2021 in respect of the upsizing of the Offering.

Any documents of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference in a short form prospectus, including any material change reports (excluding material change reports filed on a confidential basis), interim financial statements, annual financial statements and the auditor’s report thereon, management’s discussion and analysis, information circulars, annual information forms, marketing materials and business acquisition reports filed by the Company with securities commissions or similar regulatory authorities in Canada subsequent to the date of this short form prospectus and prior to the termination of this distribution are deemed to be incorporated by reference in this short form prospectus.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for the purposes of this short form prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies, replaces or supersedes such prior statement. Any statement or document so modified or superseded will not, except to the extent so modified or superseded, be incorporated by reference and constitute a part of this short form prospectus. 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 will not 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 required to be stated therein or that is necessary to make the statements therein not misleading in light of the circumstances in which they were made.

References to the Company’s website in any documents that are incorporated by reference into this short form prospectus do not incorporate by reference the information on such website into this short form prospectus, and we disclaim any such incorporation by reference.

MARKETING MATERIALS

The Marketing Materials are not part of this short form prospectus to the extent that the contents of the Marketing Materials have been modified or superseded by a statement contained in this short form prospectus. Any “template version” of “marketing materials” (each as defined in National Instrument 41-101 – *General Prospectus Requirements*) filed on SEDAR after the date of this short form prospectus and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, the Marketing Materials) will be deemed to be incorporated into this short form prospectus.”

SUMMARY DESCRIPTION OF THE BUSINESS

Overview

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. The Company’s business strategy is comprised of two core components: i) investing in new internet communication protocols and proprietary financial software architecture used in global commodity market trading, and ii) commercializing the Company’s exchange and clearinghouse subsidiaries, using the Company’s

proprietary technology, towards liquified natural gas benchmark contracts, and a new market structure vision for metals and emerging ESG certified-commodity markets.

The Company's operations are conducted through the following primary subsidiaries:

- **Abaxx Technologies Holdco Inc.** is a wholly-owned subsidiary of the Company and majority shareholder of Abaxx Singapore Pte Ltd. Abaxx Technologies Holdco Inc. was incorporated under the *Canada Business Corporations Act* on January 25, 2018 under its original name Abaxx Technologies Inc. Abaxx Technologies Inc. was subject to the Abaxx arrangement by way of arrangement on December 14, 2020. As a result of the arrangement, Abaxx Technologies Inc. was renamed to Abaxx Technologies Holdco Inc.;
- **Abaxx Technologies Corp.** is a wholly-owned subsidiary, incorporated under the laws of Barbados, of the Company and owns the Company's software portfolio;
- **Abaxx Singapore Pte. Ltd.** is a subsidiary, incorporated under the laws of Singapore, of the Company and acts as a holding company with two operating exchange subsidiaries Abaxx Exchange Pte. Ltd. and Abaxx Clearing Pte. Ltd.;
- **Abaxx Exchange Pte. Ltd.** is a commodity exchange and wholly-owned subsidiary, incorporated under the laws of Singapore, of Abaxx Singapore Pte. Ltd.; and
- **Abaxx Clearing Pte. Ltd.** is a clearinghouse that settles matched trades and wholly-owned subsidiary, incorporated under the laws of Singapore, of Abaxx Singapore Pte. Ltd.

Through these businesses, the Company intends to generate revenue through software licensing sales and royalties and through its exchange and clearinghouse subsidiaries.

See "Corporate Structure" and "Business of the Company" in the Annual Information Form for a detailed description of the business and operations of the Company, including corporate governance of the Company's subsidiaries. Further details concerning the Company, including information with respect to the Company's assets, operations and history, are provided in the Annual Information Form and the other documents incorporated by reference into this short form prospectus. Readers are encouraged to thoroughly review these documents as they contain important information concerning the Company.

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 Pte. Ltd. and Abaxx Clearing Pte. Ltd. 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.

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 primarily 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 and with local management taking 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. For details related to the Audit Committee and its role of oversight of the external auditor, see the heading "*Audit Committee Information*" in the Annual Information Form.

The board of Abaxx Singapore Pte. Ltd 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 Abaxx Singapore Pte. Ltd.

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.

CONSOLIDATED CAPITALIZATION

As at December 31, 2020, there were 64,163,223 Common Shares issued and outstanding, as well as 5,416,736 stock options ("**Options**") and no Common Share purchase warrants ("**warrants**") of the Company outstanding which, if exercised, would result in the issuance of an additional 5,416,736 Common Shares. As of the date of this prospectus, there are 64,231,644 Common Shares issued and outstanding, as well as 5,348,286 Options and no warrants of the Company outstanding which, if exercised, would result in the issuance of an additional 5,348,286 Common Shares.

Other than as set out above, there have not been any material changes in the share and loan capital of the Company since December 31, 2020.

Upon completion of the Offering and assuming no outstanding Options or warrants are exercised, there will be an aggregate of 69,889,544 Common Shares issued and outstanding, or 70,738,229 Common Shares if the Over-Allotment Option is exercised in full, as well as 5,348,286 Options outstanding and no warrants outstanding, or 424,340 warrants if the Over-Allotment Option is exercised in full.

USE OF PROCEEDS

The net proceeds to the Company from the Offering are estimated to be \$20,210,018.80, after deducting the Underwriters' Fee of \$1,290,001.20 and before deducting the estimated expenses of the Offering (estimated to be approximately \$200,000). If the Over-Allotment Option is exercised in full, the net proceeds to the Company from the Offering are estimated to be \$23,241,521.62, after deducting the Underwriters' Fee of \$1,483,501.38, and before deducting the estimated expenses of the Offering (estimated to be approximately \$200,000). The Underwriters' Fee and the expenses of the Offering will be paid from the proceeds of the Offering. The above calculations assume no President's List Sales.

Business Objectives

The Company's business objectives are: (i) to commercialize its software and IP portfolio through software license sales and royalties; and (ii) to commercialize the Company's exchange and clearinghouse subsidiaries using the Company's proprietary technology towards liquified natural gas (LNG) benchmark contracts and a new market structure vision for metals and emerging ESG certified-commodity markets.

The Company believes that the net proceeds of the Offering, when combined with its other funds on hand, will position the Company with sufficient resources to accomplish its business objective and next milestone of achieving the "approved clearing house" licence approval in principle from the Monetary Authority of Singapore as well as enable the Company to continue its operations for at least the next 12 months.

The net proceeds of the Offering (assuming no exercise of the Over-Allotment Option or President's List Sales) are anticipated to be applied as follows:

Activity or Nature of Expenditure	Estimated Use of Net Proceeds (\$)	Approximate Anticipated Timing of Expenditure
Initial online market campaign for ID++ vision, Abaxx Chat, Verify, and Sign	500,000	April 2021
Build enterprise sales team for Abaxx Verify and Abaxx Sign standalone applications	50,000	May 2021
Capitalization of Abaxx Exchange Pte. Ltd. and Abaxx Clearing Pte. Ltd. to satisfy minimum capitalization requirements for clearinghouse default funds (\$9,371,000.00); minimum payroll and costs required for regulatory approvals prior to commencement of Abaxx Singapore Pte. Ltd trading and commercialization; development of products for Abaxx Exchange Pte. Ltd. and Abaxx Clearing Pte. Ltd.	16,660,018.80	May 2021
Corporate, public company overheads and working capital purposes	3,000,000	April 2022
Total Net Proceeds	20,210,018.80	May 2021

Management expects that greater than 10% of the proceeds from the Offering will fund the development of products for Abaxx Exchange Pte. Ltd. and Abaxx Clearing Pte. Ltd. The exact timing of the completion of the products for the clearinghouse and exchange is undetermined but is expected to be completed by June 30 2021, subject to approvals of the Monetary Authority of Singapore. The Company anticipates approximately \$1.5-\$2.5 million will be used to fund the development of products related to Abaxx Exchange Pte. Ltd. and for Abaxx Clearing Pte. Ltd.

The above noted allocation and anticipated timing represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the net proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan. While actual expenditures may differ from the above amounts and allocations, the net proceeds will be used by the Company for corporate development and for general corporate and working capital purposes. See "*Risk Factors – Discretion in the Use of Proceeds*".

In the event that the Over-Allotment Option is exercised, any additional net proceeds will be allocated to

general working capital and may be used to further fund capital and corporate development expenditures in the future.

As of December 31, 2020, the Company had negative cash flow from operating activities. Cash and cash equivalents increased by \$7,154,299 during the year ended December 31, 2020, from \$1,707,372 at December 31, 2019 to \$8,861,671 at December 31, 2020. The increase was a result of cash provided by financing activities and investing activities. The cash of \$4,783,417 provided by financing activities consisted of the Company completing a private placement for net proceeds of \$5,187,216, cash of \$352,350 received on the issuance of convertible debentures, partially offset by payments of \$756,149 to the Company's shareholders. The cash of \$7,683,226 relating to investing activities was acquired on completion of the reverse takeover transaction with New Millennium Iron Corp ("**New Millennium**").

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Offering

The Offering consists of Units, each of which is comprised of one Unit Share and one-half of one Warrant. The Units will separate into Unit Shares and Warrants immediately upon the closing of the Offering. The Units are offered at the Offering Price of \$3.80 per Unit.

Common Shares

Each Common Share entitles its holder to notice of, and to one vote at, all meetings of shareholders. Each Common Share carries an entitlement to receive dividends if, as and when declared by the board of directors of the Company. In the event of the liquidation, dissolution or winding-up of the Company, the assets available for distribution to shareholders will be distributed rateably among the holders of Common Shares.

The authorized share capital of the Company consists of an unlimited number of Common Shares of which 64,231,644 Common Shares are issued and outstanding as of the date hereof.

Warrants

The following is a summary of the principal attributes of the Warrants and certain anticipated provisions of the Warrant Indenture mentioned hereunder. The summary does not purport to be complete and is qualified in its entirety by the detailed provisions of the Warrant Indenture. A copy of the Warrant Indenture may be obtained on request from the Company's corporate secretary and will be available electronically at www.sedar.com and reference should be made to the Warrant Indenture for the full text of the attributes of the Warrants.

Each Warrant entitles its holder, upon the payment of the exercise price of \$5.10, to purchase one Warrant Share for a period of 24 months from the Closing Date. See "*Plan of Distribution*".

The Warrants will be governed by an agreement to be entered into on the Closing Date (the "**Warrant Indenture**") between the Company and Computershare Trust Company (the "**Warrant Agent**"). The Company will designate the Warrant Agent, in its Montreal office, as agent for the Warrants. Prior to the closing of the Offering, the Company may name any other agent with respect to the Warrants.

The Warrant Indenture will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain events, including:

- (i) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of Common Shares by way of a stock dividend or other distribution (other than a dividend paid in the ordinary course or a

- distribution of Common Shares upon the exercise of any outstanding warrants or options);
- (ii) the subdivision, redivision or change of the Common Shares into a greater number of shares;
 - (iii) the consolidation, reduction or combination of the Common Shares into a lesser number of shares;
 - (iv) the issuance to all or substantially all of the holders of Common Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Common Shares, or securities exchangeable for or convertible into Common Shares, at a price per Common Share to the holder (or at an exchange or conversion price per share) of less than 95% of the “current market price”, as defined in the Warrant Indenture, of Common Shares on such record date; and
 - (v) the issuance or distribution to all or substantially all of the holders of Common Shares of securities, including rights, options or warrants to acquire shares of any class or securities exchangeable or convertible into any such shares or property or assets and including evidences of indebtedness, or any property or other assets.

The Warrant Indenture will also provide for adjustment in the class and/or number of securities issuable upon the exercise of the Warrants and/or exercise price per security in the event of the following additional events:

- (i) the reclassification of the Common Shares;
- (ii) the amalgamation, arrangement or merger with or into any other corporation or other entity (other than an amalgamation, arrangement or merger which does not result in any reclassification of the Company's outstanding Common Shares or a change of the Common Shares into other shares); or
- (iii) the transfer of the Company's undertakings or assets as an entirety or substantially as an entirety to another corporation or other entity.

No adjustment in the exercise price or number of Warrant Shares will be required to be made unless the cumulative effect of such adjustment or adjustments would result in a change of at least 1% in the exercise price or a change in the number of Warrant Shares purchasable upon exercise by at least one one-hundredth ($\frac{1}{100^{\text{th}}}$) of a Common Share, as the case may be.

The Company will covenant in the Warrant Indenture that, during the period in which the Warrants are exercisable, the Company will give notice to Warrant holders of certain stated events, including events that would result in an adjustment to the exercise price for the Warrants or the number of Warrant Shares issuable upon exercise of the Warrants, at least 14 days prior to the record date or effective date, as the case may be, of such event.

No fraction of a Warrant Share will be issued upon the exercise of a Warrant and no cash payment will be made in lieu thereof. Warrant holders are not entitled to any voting rights or pre-emptive rights or any other rights conferred upon a person as a result of being a holder of Common Shares.

From time to time, the Company and the Warrant Agent, without the consent of the holders of Warrants, may amend or supplement the Warrant Indenture for certain purposes, including curing defects or inconsistencies or making any change that does not adversely affect the rights of any holder of Warrants. Any amendment or supplement to the Warrant Indenture that adversely affects the interests of the holders of the Warrants may only be made by “extraordinary resolution”, which will be defined in the Warrant Indenture as a resolution either (1) passed at a meeting of the holders of Warrants at which there are holders of Warrants present in person or represented by proxy representing at least 20% of the aggregate number of the then outstanding Warrants and passed by the affirmative vote of holders of Warrants

representing not less than 66⅔% of the aggregate number of all the then outstanding Warrants represented at the meeting and voted on the poll upon such resolution, or (2) adopted by an instrument in writing signed by the holders of not less than 66⅔% of the aggregate number of all then outstanding Warrants.

The Warrants and the Warrant Shares have not been registered under the U.S. Securities Act and the Warrants will not be exercisable in the United States or by or on behalf of, or for the account or benefit of a U.S. Person, nor will certificates representing the Warrant Shares issuable upon exercise of the Warrants be registered or delivered to an address in the United States, unless an exemption from registration under the U.S. Securities Act and any applicable state securities laws is available and the Company has received an opinion of counsel of recognized standing or other evidence to such effect in form and substance reasonably satisfactory to the Company.

PRIOR SALES

During the 12-month period before the date of this short form prospectus, 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
July 24, 2020	Common Shares ⁽¹⁾	1,039,059	\$0.99
July 31, 2020	Common Shares ⁽¹⁾	1,067,475	\$0.99
September 11, 2020	Common Shares ⁽¹⁾	3,139,038	\$0.99
December 14, 2020	Common Shares ⁽²⁾	11,137,596	\$0.99
December 14, 2020	Common Shares ⁽³⁾	2,289,470	N/A
December 14, 2020	Common Shares ⁽⁴⁾	6,727,666	N/A
December 14, 2020	Common Shares ⁽⁵⁾	1,255,453	\$0.99
April 1, 2020	Incentive Stock Options	528,547	\$0.68
April 1, 2020	Incentive Stock Options	53,933	\$1.24
June 1, 2020	Incentive Stock Options	125,395	\$0.99
November 1, 2020	Incentive Stock Options	202,250	\$1.00
December 14, 2020	Incentive Stock Options	2,547,750	\$1.00

Notes:

- (1) Issued in connection with a private placement financing of 5,245,572 Common Shares at a price of C\$0.99 per Common Share.
- (2) Issued in connection with the reverse takeover transaction with New Millennium, 11,137,596 Common Shares were issued upon the automatic conversion of 133,651,238 New Millennium common shares at a price of \$0.99 per Common Share.
- (3) Issued in connection with the conversion of 2,289,470 preferred shares of the Company.
- (4) Issued in connection with the conversion of debentures.
- (5) Issued to consultants of the Company for services rendered.

TRADING PRICE AND VOLUME

The following table sets forth the reported intraday high and low prices and the aggregate volume of trading of our Common Shares on the NEO and alternative trading systems during the period between December

18, 2020 when it commenced trading on the NEO and the date of this short form prospectus:

Month	High (\$)	Low (\$)	Volume
December 14 - 31, 2020	4.40	3.85	6,961,694
January 2021	4.37	2.87	7,503,436
February 2021	4.00	3.05	3,998,622
March 2021	4.15	3.10	7,198,391
April 1 - April 13, 2021	4.50	3.75	5,513,875

Note:

- (1) The closing price of the Common Shares on the NEO on April 7, 2021, the last trading day prior to the date of announcement of the Offering, was \$4.24. The closing price of the Common Shares on the NEO on April 13, 2021, the last trading day prior to the filing of this short form prospectus, was \$4.00.

PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement, the Company has agreed to issue and sell, and the Underwriters have agreed to purchase, as principals, on the Closing Date, an aggregate of 5,657,900 Units at the Offering Price, for aggregate gross proceeds of \$21,500,020, payable in cash to the Company against delivery of the Units, subject to compliance with the terms and conditions in the Underwriting Agreement. The Offering Price was determined by arm's length negotiation between the Company and the Underwriters with reference to the prevailing market price of the Common Shares. The obligations of the Underwriters under the Underwriting Agreement may be terminated at their discretion on the basis of "disaster out", "material change out" and "breach out" provisions in the Underwriting Agreement, and may also be terminated upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Units if any of the Units are purchased under the Underwriting Agreement.

Each Unit will consist of one Unit Share and one-half of one Warrant. Each Warrant will entitle the holder thereof to acquire, subject to adjustment in accordance with the Warrant Indenture, one Warrant Share at an exercise price of \$5.10 for a period of 24 months following the Closing Date. The Warrants will be created and issued pursuant to the terms of the Warrant Indenture to be dated as of the Closing Date between the Company and the Warrant Agent. The Warrant Indenture will contain provisions designed to protect holders of the Warrants against dilution upon the happening of certain events. No fractional Warrants will be issued.

Pursuant to the Underwriting Agreement, the Company has granted to the Underwriters the Over-Allotment Option, exercisable in whole or in part, at any time and from time to time, in the sole discretion of the Underwriters, for a period of 30 days from and including the Closing Date, to purchase up to an additional 848,685 Units at the Offering Price, to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option may be exercised by the Underwriters to acquire Additional Units at the Offering Price. The grant of the Over-Allotment Option and the Additional Securities issuable upon exercise of the Over-Allotment Option are hereby qualified for distribution under this short form prospectus. A purchaser who acquires Additional Securities forming part of the Underwriters' over-allocation position acquires such Additional Securities under this short form prospectus regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or through secondary market purchases. If the Over-Allotment Option is exercised in full, the total price to the public, Underwriters' Fee and net proceeds to the Company (before deducting the expenses of the Offering and assuming no President's List Sales) in respect of the Offering will be \$24,725,023, \$1,483,501.38 and \$23,241,521.60, respectively.

In consideration for the services rendered by the Underwriters in connection with the Offering, the Company will pay the Underwriters the Underwriters' Fee equal to 6% of the gross proceeds of the Offering, including proceeds realized from the sale of any Additional Securities sold pursuant to the exercise of the Over-Allotment Option, other than gross proceeds on any President's List Sales, on which a reduced fee of 3% of such gross proceeds will be paid to the Underwriters, such sales not to exceed \$6,000,000. The Company has also agreed to reimburse the Underwriters for their out-of-pocket costs, fees and expenses, including the fees and expenses of their legal counsel, whether or not the Offering is completed. All amounts payable to the Underwriters will be paid from the proceeds of the Offering.

The Offering is being made in each of the provinces of Canada, excluding Québec. The Units will be offered in each of such provinces through the Underwriters or its affiliates who are registered to offer Units for sale in such provinces and such other registered dealers as may be designated by the Underwriters. Subject to applicable law, the Underwriters may offer the Units in the United States or to, or for the account or benefit of, U.S. Persons and such other jurisdictions outside of Canada and the United States as agreed between the Company and the Underwriters, in each case in accordance with applicable laws provided that no prospectus, registration statement or similar document is required to be filed in any such jurisdiction.

The Company has applied to list the Unit Shares, the Warrants and the Additional Unit Shares to be distributed under this short form prospectus, as well as the Warrant Shares and the Additional Warrant Shares issuable upon any exercise of the Warrants and Additional Warrants on the NEO. Listing will be subject to the Company fulfilling all of the listing requirements of the NEO. Accordingly, there is currently no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants purchased under this short form prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants, and the extent of issuer regulation. See “*Risk Factors*”.

The Underwriters propose to offer the Units initially at the Offering Price. After the Underwriters have made reasonable efforts to sell the Units at such price, the Offering Price may be decreased, and further changed from time to time, to an amount not greater than the Offering Price. However, in no event will the Company receive less than net proceeds of \$3.572 per Unit. If the selling price is reduced, the compensation received by the Underwriters will be reduced by the amount that the aggregate price paid by the purchasers for the Units is less than the gross proceeds paid by the Underwriters to the Company. In addition, the Underwriters may offer selling group participation to other registered dealers that are satisfactory to the Company, acting reasonably, with compensation to be negotiated between the Underwriters and such selling group participants, but at no additional cost to the Company.

Pursuant to the Underwriting Agreement, upon completion of the Offering, the Company has agreed that it will not, directly or indirectly, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or agree to or announce any intention to, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, any additional Common Shares or any securities or other financial instruments convertible or exchangeable into or having the right to acquire Common Shares, other than (i) pursuant to the Offering, (ii) the issuance of Common Shares in connection with the exercise of any currently outstanding options of the Company, (iii) the issuance of options to acquire Common Shares pursuant to the Company's stock option plan, and the issuance of Common Shares in connection with the exercise of any such options, (iv) the issuance of awards pursuant to the Company's incentive award plan; (v) the issuance of Common Shares pursuant to the dividend reinvestment plan of the Company, and (vi) to satisfy any other currently outstanding instruments or other contractual commitments in relation to any transaction that has been disclosed to the Underwriters, for a period of 90 days following the Closing Date, without the prior written consent of the Co-Lead Underwriters, such consent not to be unreasonably withheld.

As a condition of closing of the Offering, senior management, directors of the board and the Principal Securityholders (as hereinafter defined) of the Company shall agree, in a lock-up agreement to be executed concurrently with the Closing Date that, for a period of 90 days from the Closing Date, they will not, directly or indirectly, offer, sell, dispose of or otherwise monetize the economic value of any securities in the Company beneficially owned by such shareholder, without the prior written consent of the Co-Lead Underwriters, subject to the following exceptions: (i) if the Company receives an offer, which has not been withdrawn, to enter into a transaction or arrangement, or proposed transaction or arrangement, pursuant to which, if entered into or completed substantially in accordance with its terms, a party could, directly or indirectly acquire an interest (including an economic interest) in, or become the holder of, 100% of the total number of Common Shares, whether by way of takeover offer, scheme or plan of arrangement, shareholder approved acquisition, capital reduction, share buyback, securities issue, reverse takeover, dual-listed Company structure or other synthetic merger, transaction or arrangement; (ii) in respect of sales to affiliates of such shareholder; and (iii) as a result of the death of any individual shareholder. “Principal Securityholders” shall be defined to include all securityholders of the Company that own securities

representing 10% or more of the outstanding equity of the Company, after giving effect to the exercise of convertible securities owned or controlled by them.

Pursuant to rules and policy statements of certain Canadian securities regulatory authorities, the Underwriters may not, throughout the period of distribution under the Offering, bid for or purchase Common Shares for their own accounts or for accounts over which they exercise control or direction. The foregoing restriction is subject to certain exceptions including: (a) a bid or purchase permitted under the Universal Market Integrity Rules for Canadian Marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities, (b) a bid or purchase made for or on behalf of a customer where the order was not solicited during the period of the distribution, provided that the bid or purchase was for the purpose of maintaining a fair and orderly market and not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, such securities, or (c) a bid or purchase to cover a short position entered into prior to the commencement of the prescribed restricted period. Consistent with these requirements, and in connection with the Offering, the Underwriters may over-allot and effect transactions which are intended to stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. If these activities are commenced, they may be discontinued by the Underwriters at any time. The Underwriters may carry out these transactions on the NEO, in the over-the-counter market or otherwise.

The Company has agreed, pursuant to the Underwriting Agreement, to indemnify the Underwriters and its affiliates and each of their respective directors, officers, employees, consultants, shareholders and agents and hold them harmless from and against certain losses, claims, suits, liabilities, costs, damages, or expenses, including liabilities under Canadian securities legislation in certain circumstances or to contribute to payments the Underwriters may have to make because of such liabilities.

Subscriptions for the Units will be received subject to rejection or allotment, in whole or in part, and the Underwriters reserve the right to close the subscription books at any time without prior notice. Closing of the Offering is expected to take place on or about April 29, 2021 or such other date as may be agreed upon by the Company and the Underwriters, but in any event not later than 42 days after the date of the receipt for the (final) short form prospectus.

The Units offered hereby, Unit Shares and the Warrants comprising the Units, and the Warrant Shares issuable upon exercise of the Warrants, have not been and will not be registered under the U.S. Securities Act or any U.S. state securities laws and may not be offered, sold or delivered, directly or indirectly, to or for the account or benefit of, persons in the United States or U.S. Persons, except in transactions exempt from the registration requirements of the U.S. Securities Act and all applicable U.S. state securities laws. The Underwriters have agreed that, except as permitted by the Underwriting Agreement and as expressly permitted by applicable United States federal and state securities laws, they will not offer or sell any of the Units, the Unit Shares or the Warrants to, or for the account or benefit of, persons in the United States or U.S. Persons. The Underwriting Agreement permits the Underwriters to offer the Units, the Unit Shares and the Warrants outside the United States to non-U.S. Persons in compliance with Rule 903 of Regulation S under the U.S. Securities Act. The Underwriting Agreement also permits the Underwriters, through one or more of their U.S. registered broker-dealer affiliates, to offer and resell the Units, the Unit Shares and the Warrants to, or for the account or benefit of, persons in the United States and U.S. Persons where such persons are “qualified institutional buyers”, as such term is defined in Rule 144A under the U.S. Securities Act (**“Rule 144A”**), in compliance with Rule 144A and applicable U.S. state securities laws. The Underwriting Agreement also permits the Underwriters, through one or more of their U.S. registered broker-dealers, to offer the Units, the Unit Shares and the Warrants to, or for the account or benefit of, persons in the United States and U.S. Persons to whom the Company will sell such securities directly where such persons are “accredited investors”, as such term is defined in Rule 501(a) of Regulation D under the U.S. Securities Act, in compliance with Rule 506(b) of Regulation D under the U.S. Securities Act and applicable U.S. state securities laws.

This short form prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any of the Units, the Unit Shares or the Warrants to, or for the account or benefit of, persons in the United States or U.S. Persons. In addition, until 40 days after the commencement of the Offering, an offer or sale of such

securities within the United States by a dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act, unless such offer or sale is made pursuant to an exemption from registration under the U.S. Securities Act.

The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. Person, nor will certificates representing the Warrant Shares issuable upon exercise of the Warrants be registered or delivered to an address in the United States, unless an exemption from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws is available and the Company has received an opinion of counsel of recognized standing or such other evidence to such effect in form and substance satisfactory to the Company; provided, however, that a holder who purchased Units in the Offering to, or for the account or benefit of, persons in the United States or U.S. Persons will not be required to deliver an opinion of counsel in connection with the exercise of Warrants that are a part of those Units.

The Unit Shares, the Warrants and the Warrant Shares issuable upon exercise of the Warrants issued to, or for the account or benefit of, persons in the United States or U.S. Persons will be “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act.

Terms used and not otherwise defined in the four preceding paragraphs shall have the meanings ascribed to them by Regulation S under the U.S. Securities Act.

The Offering will be conducted under the book-based system. A subscriber who purchases Units will receive a customer confirmation from the registered dealer from or through whom Units are purchased and who is a CDS depository service participant. CDS will record the CDS participants who hold Units on behalf of owners who have purchased Units in accordance with the book-based system. No certificates evidencing the Units will be issued, except in certain limited circumstances, and registration will be made in the name of the nominee of CDS. Notwithstanding the foregoing, all Unit Shares and Warrants offered and sold, and all Warrant Shares, if applicable, issued, in the United States or to, or for the account or benefit of, U.S. Persons pursuant to available exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws to investors who do not qualify as “qualified institutional buyers”, as such term is defined in Rule 144A under the U.S. Securities Act, will be represented by definitive physical certificates.

ELIGIBILITY FOR INVESTMENT

In the opinion of Peterson McVicar LLP, counsel to the Company, and Fasken Martineau DuMoulin LLP, counsel to the Underwriters, based on the provisions of the *Income Tax Act* (Canada) (the “**Tax Act**”) and the regulations thereunder in force on the date of this short form prospectus, the Unit Shares, Warrants, and Warrant Shares, if issued on the date hereof, would be qualified investments for trusts governed by a registered retirement savings plan, registered retirement income fund, registered education savings plan, registered disability savings plan, tax-free savings account (collectively referred to as “**Registered Plans**”) or a deferred profit sharing plan (“**DPSP**”), provided that:

- (i) in the case of Unit Shares and Warrant Shares, the Unit Shares or Warrant Shares, as applicable, are then listed on a “designated stock exchange” as defined in the Tax Act (which currently includes the NEO) or the Company qualifies as a “public corporation” (as defined in the Tax Act); and
- (ii) in the case of the Warrants,
 - (a) the Warrants are listed on a “designated stock exchange” as defined in the Tax Act (which currently includes the NEO); or
 - (b) the Warrant Shares are qualified investments as described in (i) above and neither the Company, nor any person with whom the Company does not deal at arm's length, is an annuitant, a beneficiary, an employer or a subscriber under or a holder

of such Registered Plan or DPSP.

Notwithstanding the foregoing, the holder of, or annuitant or subscriber under, a Registered Plan (the “**Controlling Individual**”) will be subject to a penalty tax in respect of Unit Shares, Warrant Shares or Warrants held in the Registered Plan if such securities are a prohibited investment for the particular Registered Plan. A Unit Share, Warrant Share or Warrant generally will not be a “prohibited investment” for a Registered Plan unless (i) the Controlling Individual does not deal at arm’s length with the Company for the purposes of the Tax Act, or (ii) the Controlling Individual has a “significant interest” (as defined in subsection 207.01(4) the Tax Act) in the Company. In addition, the Unit Shares and Warrant Shares will generally not be a “prohibited investment” if such securities are “excluded property” (as defined in the Tax Act) for the Registered Plan. Controlling Individuals should consult their own tax advisors as to whether the Unit Shares, Warrant Shares, or Warrants will be a prohibited investment in their particular circumstances.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Peterson McVicar LLP, counsel to the Company, and Fasken Martineau DuMoulin LLP, counsel to the Underwriters, the following is, as of the date of this short form prospectus, a summary of the principal Canadian federal income tax considerations generally applicable to an investor who acquires Units pursuant to the Offering. For purposes of this summary, references to Common Shares include Unit Shares and Warrant Shares unless otherwise indicated. This summary applies only to a purchaser who is a beneficial owner of Common Shares and Warrants acquired pursuant to this Offering and who, for the purposes of the Tax Act, and at all relevant times: (i) deals at arm’s length, and is not affiliated, with the Company or the Underwriters; and (ii) holds the Common Shares and Warrants as capital property (a “**Holder**”).

Common Shares and Warrants will generally be considered to be capital property to a Holder unless they are held in the course of carrying on a business of trading or dealing in securities or were acquired in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is based upon: (i) the current provisions of the Tax Act and the regulations thereunder (“**Regulations**”) in force as of the date hereof; (ii) all specific proposals (“**Proposed Amendments**”) to amend the Tax Act or the Regulations that have been publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof; and (iii) counsel’s understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (“**CRA**”). No assurance can be given that the Proposed Amendments will be enacted or otherwise implemented in their current form, if at all. If the Proposed Amendments are not enacted or otherwise implemented as presently proposed, the tax consequences may not be as described below in all cases. This summary does not otherwise take into account or anticipate any changes in law, administrative policy or assessing practice, whether by legislative, regulatory, administrative, governmental or judicial decision or action, nor does it take into account the tax laws of any province or territory of Canada or of any jurisdiction outside of Canada.

This summary is of a general nature only, is not exhaustive of all possible Canadian federal income tax considerations and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. Accordingly, Holders should consult their own tax advisors with respect to their particular circumstances.

Allocation of Cost

A Holder who acquires Units pursuant to this Offering will be required to allocate the purchase price paid for each Unit on a reasonable basis between the Unit Share and the one-half Warrant comprising each Unit in order to determine their respective costs to such Holder for the purposes of the Tax Act.

For its purposes, the Company has advised counsel that, of the \$3.80 subscription price for each Unit, it intends to allocate \$3.65 to each Common Share and \$0.15 to each one-half Warrant and believes that such allocation is reasonable. The Company’s allocation, however, is not binding on the CRA or on a

Holder.

The adjusted cost base to a Holder of each Unit Share comprising a part of a Unit acquired pursuant to this Offering will be determined by averaging the cost of such Unit Share with the adjusted cost base to such Holder of all other Common Shares (if any) held by the Holder as capital property immediately prior to the acquisition.

Exercise of Warrants

No gain or loss will be realized by a Holder of a Warrant upon the exercise of such Warrant. When a Warrant is exercised, the Holder's cost of the Warrant Share acquired thereby will be equal to the adjusted cost base of the Warrant to such Holder, plus the amount paid on the exercise of the Warrant. For the purpose of computing the adjusted cost base to a Holder of each Warrant Share acquired on the exercise of a Warrant, the cost of such Warrant Share must be averaged with the adjusted cost base to such Holder of all other Common Shares (if any) held by the Holder as capital property immediately prior to the exercise of the Warrant.

Holders Resident in Canada

This section of the summary applies to a Holder who, at all relevant times, is, or is deemed to be, resident in Canada for the purposes of the Tax Act (a "**Resident Holder**"). This section of the summary is not applicable to a Holder: (i) that is a "financial institution" within the meaning of section 142.2 of the Tax Act; (ii) that is a "specified financial institution" as defined in the Tax Act; (iii) that has made a "functional currency" reporting election under section 261 of the Tax Act; (iv) an interest in which is, or for whom a Common Share or Warrant would be, a "tax shelter investment" for the purposes of the Tax Act; or (v) has entered into a "derivative forward agreement", as defined in the Tax Act, in respect of Common Shares or Warrants. Such Holders should consult their own tax advisor.

Additional considerations, not discussed herein, may be applicable to a Holder that is a corporation resident in Canada, and is, or becomes as part of a transaction or event or series of transactions or events that includes the acquisition of the Common Shares, controlled by a non-resident person or group of non-resident persons not dealing with each other at arm's length for purposes of the "foreign affiliate dumping" rules in section 212.3 of the Tax Act. Such Holders should consult their tax advisors with respect to the consequences of acquiring Common Shares.

A Resident Holder whose Common Shares might not otherwise qualify as capital property may be entitled to make the irrevocable election provided by subsection 39(4) of the Tax Act to have the Common Shares and every other "Canadian security" (as defined in the Tax Act) owned by such Resident Holder in the taxation year of the election and in all subsequent taxation years deemed to be capital property. Resident Holders should consult their own tax advisors for advice as to whether an election under subsection 39(4) of the Tax Act is available and/or advisable in their particular circumstances. Such election is not available in respect of Warrants.

Dividends

A Resident Holder will be required to include in computing its income for a taxation year any taxable dividends received or deemed to be received on the Common Shares. In the case of a Resident Holder that is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received from taxable Canadian corporations. Taxable dividends received from a taxable Canadian corporation which are designated by such corporation as "eligible dividends" will be subject to an enhanced gross-up and dividend tax credit regime in accordance with the rules in the Tax Act. In the case of a Resident Holder that is a corporation, the amount of any such taxable dividend that is included in its income for a taxation year will generally be deductible in computing its taxable income for that taxation year.

A Resident Holder that is a “private corporation” or a “subject corporation”, as defined in the Tax Act, will generally be liable to pay a refundable tax under Part IV of the Tax Act on dividends received on the Common Shares to the extent such dividends are deductible in computing the Resident Holder’s taxable income for the year.

In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Resident Holder that is a corporation as proceeds of disposition or a capital gain. Resident Holders that are corporations should consult their own tax advisors having regard to their own circumstances.

Dispositions of Common Shares and Warrants

A Resident Holder who disposes of or is deemed to have disposed of a Common Share or Warrant (other than on the exercise of a Warrant) will generally realize a capital gain (or capital loss) in the taxation year of the disposition equal to the amount by which the proceeds of disposition, net of any reasonable costs of disposition, are greater (or are less) than the adjusted cost base to the Resident Holder of the Common Share or Warrant, as applicable, immediately before the disposition or deemed disposition. Generally, the expiry of an unexercised Warrant will give rise to a capital loss equal to the adjusted cost base to the Resident Holder of such expired Warrant.

Taxable Capital Gains and Losses

A Resident Holder will generally be required to include in computing its income for the taxation year of disposition, one-half of the amount of any capital gain (a “**taxable capital gain**”) realized in such year. Subject to and in accordance with the provisions of the Tax Act, a Resident Holder will be required to deduct one-half of the amount of any capital loss (an “**allowable capital loss**”) against taxable capital gains realized in the taxation year of disposition. Allowable capital losses in excess of taxable capital gains for the taxation year of disposition may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years, to the extent and under the circumstances specified in the Tax Act.

The amount of any capital loss realized on the disposition or deemed disposition of a Common Share by a Resident Holder that is a corporation may, in certain circumstances, be reduced by the amount of dividends received or deemed to have been received by it on such Common Shares to the extent and under the circumstances specified in the Tax Act. Similar rules may apply where a Resident Holder that is a corporation is a member of a partnership or a beneficiary of a trust that owns Common Shares or where a partnership or trust, of which a corporation is a member or a beneficiary, is a member of a partnership or a beneficiary of a trust that owns Common Shares. Resident Holders to whom these rules may be relevant should consult their own tax advisors.

Other Income Taxes

A Resident Holder that is throughout the relevant taxation year a “Canadian-controlled private corporation” (as defined in the Tax Act) may be liable to pay a refundable tax on its “aggregate investment income” (as defined in the Tax Act) for the year, including taxable capital gains.

In general terms, a Resident Holder who is an individual (other than certain trusts) that receives or is deemed to have received taxable dividends on the Common Shares or realizes a capital gain on the disposition or deemed disposition of Common Shares or Warrants may be liable for minimum tax under the Tax Act. Resident Holders that are individuals should consult their own tax advisors in this regard.

Holders Not Resident in Canada

This portion of the summary is generally applicable to a Holder who, at all relevant times, for purposes of the Tax Act: (i) is not, and is not deemed to be, resident in Canada; and (ii) does not use or hold the Common Shares or Warrants in connection with carrying on a business in Canada (a “**Non-Resident Holder**”). This

summary does not apply to a Holder that carries on, or is deemed to carry on, an insurance business in Canada and elsewhere and such Holders should consult their own tax advisors.

Dividends

Dividends paid or credited or deemed under the Tax Act to be paid or credited by the Company to a Non-Resident Holder on the Common Shares will be subject to Canadian withholding tax at the rate of 25%, subject to any reduction in the rate of withholding to which the Non-Resident Holder is entitled under any applicable income tax convention between Canada and the country in which the Non-Resident Holder is resident. For example, where a Non-Resident Holder is a resident of the United States, is fully entitled to the benefits under the *Canada-United States Tax Convention (1980)*, as amended, and is the beneficial owner of the dividend, the applicable rate of Canadian withholding tax is generally reduced to 15%.

Dispositions of Common Shares and Warrants

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized on a disposition or deemed disposition of a Common Share or Warrant unless the Common Share or Warrant (as applicable) is, or is deemed to be, “taxable Canadian property” of the Non-Resident Holder for the purposes of the Tax Act and the Non-Resident Holder is not entitled to an exemption under an applicable income tax convention between Canada and the country in which the Non-Resident Holder is resident.

Generally, a Common Share or Warrant (as applicable) will not constitute taxable Canadian property of a Non-Resident Holder provided that in the case of Common Shares, the Common Shares are listed on a “designated stock exchange” for the purposes of the Tax Act (which currently includes the NEO), and in the case of Warrants, the Warrant Shares are listed on a “designated stock exchange” at the time of disposition of such Common Shares or Warrants (as applicable), unless at any time during the 60 month period immediately preceding the disposition, (i) at least 25% of the issued shares of any class or series of the capital stock of the Company were owned by or belonged to any combination of (a) the Non-Resident Holder, (b) persons with whom the Non-Resident Holder did not deal at arm’s length, and (c) partnerships in which the Non-Resident Holder or a person described in (b) holds a membership interest directly or indirectly through one or more partnerships; and (ii) at such time, more than 50% of the fair market value of such shares was derived, directly or indirectly, from any combination of real or immovable property situated in Canada, “Canadian resource property” (as defined in the Tax Act), “timber resource property” (as defined in the Tax Act), or options in respect of, interests in, or for civil law rights in such properties, whether or not such property exists.

In cases where a Non-Resident Holder disposes (or is deemed to have disposed) of a Common Share or Warrant that is taxable Canadian property to that Non-Resident Holder, and the Non-Resident Holder is not entitled to an exemption under an applicable income tax convention, the consequences described above under the headings “*Holders Resident in Canada — Dispositions of Common Shares and Warrants*” and “*— Taxable Capital Gains and Losses*” will generally be applicable to such disposition. Such Non-Resident Holders should consult their own tax advisors.

RISK FACTORS

An investment in the Units involves a number of risks, including risks inherent in the industry in which the Company operates. In addition to the information set out below and the other information contained in this short form prospectus, including in the section entitled “*Cautionary Note Regarding Forward-Looking Information*”, prospective purchasers should carefully consider the risk factors related to our business and operations set out in our Annual Information Form, Annual MD&A and in the other documents incorporated by reference in this short form prospectus. Any one or more of such risk factors could have a material adverse effect on our business, results of operations and financial condition, causing you to lose all or part of your investment. The risks and uncertainties described below are not the only ones faced by the Company. Additional risks and uncertainties that the Company is not aware of or focused on, or currently deems to be immaterial, may also impair the Company's business operations and cause the price of the Common Shares to decline.

Discretion in the Use of Proceeds

The Company currently intends to use the net proceeds received from the Offering (including on any exercise of the Over-Allotment Option) as described under “*Use of Proceeds*”. However, the Company has broad discretion over the actual use of the net proceeds and may elect to allocate net proceeds differently from that described under “*Use of Proceeds*” if determined to be in the Company’s best interests to do so. Shareholders may not agree with the manner in which the Company chooses to allocate and spend the net proceeds. The failure by the Company to use the net proceeds effectively could have a material adverse effect on the Company’s business.

Market Price of Common Shares

Market prices for the securities of technology companies have historically been highly volatile. Factors such as fluctuation of Abaxx’s operating results, announcements of technological innovations, patents or new commercial products by Abaxx or competitors, and other factors could have a significant effect on the share price or trading volumes for Common Shares. Abaxx has not paid dividends to date and Abaxx does not expect to pay dividends in the foreseeable future.

As a result of any of these factors, the market price of the common shares of the Company 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.

No Market for Warrants

The Company has applied to list the Unit Shares, Warrants and the Additional Unit Shares to be distributed under this short form prospectus, as well as the Warrant Shares and the Additional Warrant Shares issuable upon any exercise of the Warrants and Additional Warrants on the NEO. Listing will be subject to the Company fulfilling all of the listing requirements of the NEO. Accordingly, there is currently no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants purchased under this short form prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants, and the extent of issuer regulation.

Holders of Warrants Have no Rights as a Shareholder

Until a holder of Warrants acquires Warrant Shares upon exercise of Warrants, such holder will have no rights with respect to the Warrant Shares underlying such Warrants. Upon exercise of such Warrants, such holder will be entitled to exercise the rights of a common shareholder only as to matters for which the record date occurs after the exercise date.

Dilution

The Company may sell or issue additional Common Shares or other securities in the future to finance future activities, including its growth strategy. The Company cannot predict the size of future issuances of securities or the effect, if any, that future issuances and sales of securities will have on the market price of the Common Shares. Issuances of substantial numbers of Common Shares, or the perception that such issuances could occur, may adversely affect prevailing market prices of the Common Shares. With any additional issuance of Common Shares, investors will suffer dilution to their voting power and the Company may experience dilution in its earnings per share.

Financial Capability and Additional Financing

The Company has a limited history of operations and is in an early stage of development. 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. 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. Abaxx incurs substantial expenses in the establishment and operation of its business. A significant portion of Abaxx's financial resources have been and will continue to be, directed to the development of its business and related activities. If Abaxx 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, Abaxx's long-term viability may be materially and adversely affected.

Regulatory Approvals

Abaxx Singapore Pte Ltd. ("ACX"), a subsidiary of the Company, is still under development and seeking final regulatory approvals; it is preparing to onboard customers and futures commission merchants and does not currently generate revenue. Commencing operations of ACX is dependent upon receiving approval from the Monetary Authority of Singapore to operate ACX as a recognized market operator. The regulatory process in Singapore is prone to delays given the profile of Abaxx as a startup tech-focused company that is not affiliated with any operating exchange group.

Risks Related to the COVID-19 Pandemic, Infectious Diseases and Other Health Crises

COVID-19 is an infectious disease caused by severe acute respiratory syndrome coronavirus 2. Since December 31, 2019, the outbreak of COVID-19 has led governments worldwide to enact emergency measures to combat the spread of the virus. These measures, which include, among other things, the implementation of travel bans, self-imposed quarantine periods and social distancing, have 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 Abaxx's results of operations, financial condition and the market and trading price of Abaxx's securities.

The duration and immediate and eventual impact of the COVID-19 pandemic remains unknown. In particular, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of Abaxx. While the outbreak of COVID-19 has not caused disruptions to the Company's business, it may yet cause disruptions to Abaxx's business and operations plans. Such disruptions may result from (i) restrictions that governments and communities impose to address the COVID-19 global pandemic; (ii) restrictions that Abaxx 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 Abaxx relies; and/or (v) inability to raise capital due to the economic uncertainty caused by COVID-19. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on Abaxx's business, financial condition and results of operations, which could be rapid and unexpected. These disruptions may severely impact Abaxx's ability to carry out its business plans.

AUDITOR, TRANSFER AGENT AND REGISTRAR

MNP LLP is the independent auditor of the Company and is independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

The transfer agent and registrar for the Common Shares is Computershare Trust Company, at its offices in

Montreal, Quebec.

LEGAL MATTERS

Certain legal matters relating to the Offering will be passed upon by Peterson McVicar LLP on behalf of the Company and by Fasken Martineau DuMoulin LLP on behalf of the Underwriters. As at the date of this short form prospectus, the partners and associates of Peterson McVicar LLP, beneficially own, directly or indirectly, in the aggregate, less than 1% of the outstanding Common Shares. As at the date of this short form prospectus, the partners and associates of Fasken Martineau DuMoulin LLP, beneficially own, directly or indirectly, in the aggregate, less than 1% of the outstanding Common Shares.

INTEREST OF EXPERTS

In addition to those persons or companies who are named in the Annual Information Form as having prepared or certified a report, valuation, statement or opinion described or included in the Annual Information Form either directly or in a document incorporated by reference therein, and whose profession or business gives authority to the report, valuation, statement or opinion made by such person or company, the following are the names of each person or company who is named as having prepared or certified a report, valuation, statement or opinion described or included herein or in a document incorporated by reference, and whose profession or business gives authority to such report, valuation, statement or opinion.

MNP LLP, the Company's independent auditors, audited and prepared an auditor's report on the consolidated financial statements of the Company for the fiscal year ended December 31, 2020 and 2019. MNP LLP are independent of the Company in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

PROMOTERS

Joshua Crumb, the CEO and a director of the Company, is considered to be a promoter of the Company. As of the date of this short form prospectus, Joshua Crumb holds, directly and indirectly, 11,061,529 Common Shares and 202,250 stock options to purchase Common Shares, representing 14.92% of the Common Shares outstanding on a partially diluted basis.

STATUTORY RIGHTS OF WITHDRAWAL AND RECESSIO

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. In several of the provinces, the securities legislation further provides a purchaser with remedies of 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, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. Purchasers should refer to any applicable provisions of the securities legislation of their province for the particulars of these rights or consult with a legal advisor.

In an offering of warrants, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in a prospectus is limited, in certain provincial securities legislation, to the price at which the warrant is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal advisor.

CERTIFICATE OF THE COMPANY

Dated: April 14, 2021

This short form prospectus, together with the documents incorporated in this prospectus by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, excluding Québec.

By: (Signed) "*Joshua Crumb*"

Joshua Crumb
Chief Executive Officer

By: (Signed) "*Robert Boisjoli*"

Robert Boisjoli
Chief Financial Officer

On behalf of the Board of Directors

By: (Signed) "*Margot Naudie*"

Margot Naudie
Director

By: (Signed) "*Catherine Flax*"

Catherine Flax
Director

CERTIFICATE OF THE UNDERWRITERS

Dated: April 14, 2021

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated in this prospectus by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, excluding Québec.

CORMARK SECURITIES INC.

(Signed) Kevin Carter
Managing Director, Investment Banking

BMO NESBITT BURNS INC.

(Signed) Jamie Rogers
Managing Director & Co-Head Global Metals &
Mining

CANACCORD GENUITY CORP.

(Signed) Gene McBurney
Chairman and Chief Executive Officer

RAYMOND JAMES LTD.

(Signed) Sean C. Martin
Managing Director

CERTIFICATE OF THE PROMOTER

Dated: April 14, 2021

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation in each of the provinces of Canada, excluding the Province of Québec.

By: (Signed) "*Joshua Crumb*"

Joshua Crumb

Promoter