

MINEHUB TECHNOLOGIES INC.
Management's Discussion and Analysis
For the nine months ended October 31, 2022 and 2021

This Management Discussion and Analysis ("MD&A") is an overview of the activities of MineHub Technologies Inc. (the "Company" or "MineHub") and its subsidiaries for the nine months ended October 31, 2022 and 2021. In order to better understand the MD&A, it should be read in conjunction with the Company's condensed consolidated interim financial statements and related notes for the nine months ended October 31, 2022 and 2021 and audited consolidated financial statements and related notes for the years ended January 31, 2022 and 2021.

All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise. The effective date of this MD&A is December 20, 2022. This MD&A contains statements that constitute "forward-looking statements" and other cautionary notices (refer to "Forward Looking Statements and Estimates" on page 6).

DESCRIPTION OF BUSINESS AND OPERATIONS

The Company was incorporated on February 19, 2018 under the laws of British Columbia and has its registered office at 1008-550 Burrard Street, Vancouver, BC, Canada. The Company's head office is located at Suite 717, 1030 West Georgia Street, Vancouver, BC, Canada.

The Company's principal business is the development and operation of a technology platform for digital trade for the global mining and metals supply chain and related enterprise solutions. On September 7, 2021, the Company's common shares began trading on the TSX Venture Exchange ("TSX-V") under the ticker MHUB and in November 2021 on the OTCQB under the ticker MHUBF.

Technology Platform

On July 3, 2018, the Company, along with a syndicate of strategic industry partners including Goldcorp Inc., ING Bank NV, Ocean Partners (USA), Inc, Wheaton Precious Metals Corp. and Kutcho Copper Corp. agreed to the terms of a syndicate letter. Under the terms and conditions of the syndicate letter, each syndicate member was issued 1,500,000 common shares in the capital of the Company in consideration for the provision of technical input and assistance to the Company for a two year period on a reasonable as needed basis, with the shares vesting over a three year period.

On December 18, 2018, the Company entered into an agreement with IBM to collaboratively develop the MineHub Platform to track and trace minerals from miners to end buyers. The Company has engaged and has been working with IBM Nederland B.V. and other various vendors to continue in the development process of the MineHub Platform.

Following the continued development of platform enterprise solutions, on May 17, 2022, MineHub announced that it now supports the full seaborne market by enabling container-based transactions and shipments on its blockchain-based platform for supply chains. By using the MineHub solution, users get real-time visibility of the location of their container shipments and other data points like shipment status and crucially, estimated time of arrival.

On May 24, 2022, the Company and TradeGo Pte Ltd ("TradeGo") announced that they had entered into a strategic cooperation agreement. The collaboration will focus on the application of blockchain technology in international bulk commodity chains, including cross-platform integration, business model exploration and alignment and developing new use cases for cross border trade with China. TradeGo is China's leading blockchain-based commodity trading platform. The platform provides efficient, safe and reliable solutions for digital trade finance, like electronic bills of lading and warehouse receipts for clients in commodity supply chains across the sectors of energy, chemistry and metals within China.

On July 5, 2022, the Company announced that it had entered into a commercial agreement with BHP, whereby BHP, a global resources company, will subscribe to the MineHub platform as part of its operations and business network and on August 16, 2022 the Company announced that it had entered into a similar arrangement with Sumitomo Corporation of Japan.

Full details of the launch of its latest enterprise solutions and agreements are contained in news releases available

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on the Company's website and on SEDAR on www.sedar.com.

Financings

On April 1, 2022, MineHub closed a private placement for gross proceeds of \$3,150,000. The Company issued 3,500,000 units at a price of \$0.90 per unit. Each unit is comprised of one common share and one half of one share purchase warrant. Each warrant is exercisable into a common share for 2 years at a price of \$1.50 per common share. The Company paid cash fees of \$146,250 to eligible finders and issued 162,500 non-transferable finder warrants having the same exercise terms as the purchaser warrants.

On November 25, 2022, the Company closed a private placement financing for gross proceeds of \$2,520,000 through the issuance of 12,600,000 shares at \$0.20 per share. In relation to the financing, the Company issued 297,500 finders' warrants exercisable at \$0.20 for a period of one year.

OVERALL PERFORMANCE

MineHub has incorporated with the view to developing a platform for digital trade in the mining and metals supply chain built on blockchain technology. The Company's activities to date have been focused on progressing the development of the program and related enterprise solutions. Since incorporation, the Company has financed its growth through equity and debt financing. To date, the monies raised have been expended on the development of its programs and corporate overhead costs.

The performance of the company to date has been dictated by the extent of development activities in the periods under discussion and do not necessarily indicate future trends in spending or financial requirements. The Company has recorded losses in each of its three most recently completed fiscal periods and expects to continue to record losses until such time as its platform is fully commercialized.

SELECTED FINANCIAL INFORMATION

	Three months ended October 31, 2022	Three months ended October 31, 2021
Revenue	\$ 33,173	\$ -
Net and comprehensive loss	(1,961,563)	(2,853,679)
Net loss per share (basic and diluted)	(0.03)	(0.04)
Total assets	1,163,961	6,981,915
Total non-current financial liabilities	-	-

The Company has recorded losses in all fiscal periods to date and expects to continue to record losses until such time as its platform is fully commercialized. The period-to-period variations resulted from the extent of expenditures on the development of the platform.

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RESULTS OF OPERATIONS AND FINANCIAL SUMMARY

Results of operations for the three months ended October 31, 2022 and 2021

	Three Months Ended October 31, 2022	Three Months Ended October 31, 2021
Revenue	(33,173)	-
Administration services	65,962	15,000
Consulting	324,073	534,397
Finance expense	37,550	162,949
Interest and accretion expense	9,793	87,297
Development costs	287,346	717,284
Management fees	124,978	253,542
Marketing	52,942	265,115
Office and miscellaneous	608,383	130,145
Payroll expenses	217,125	143,199
Professional fees	43,525	126,650
Regulatory fees	26,238	79,393
Stock-based compensation	133,173	199,589
Travel	54,973	611
Loss on debt settlement	-	133,295
Foreign exchange loss	8,675	5,213
Loss for the period	\$ 1,961,563	\$ 2,853,679

The overall decrease in expenditures in 2022 compared with 2021 resulted from reduced development as the Company approached commercialisation of its base platform.

Direct consulting fees reduced, while certain functions were transferred to outside contractors, resulting in an increase in general office expenses. External development costs decreased accordingly. The Company employed additional staff in 2022, hence the higher payroll costs in 2022 compared to 2021. Finance and interest expenses relate to debt financing raised in prior fiscal periods and other financing costs described above. Marketing fees reduced as activities were reduced. Professional fees decreased due to fees associated with the TSX-V listing and other transactions being incurred in 2021 with no such costs in 2022. Stock-based compensation relates to the valuation of stock options granted to directors, officers, employees and consultants.

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Results of operations for the nine months ended October 31, 2022 and 2021

	Nine months ended October 31, 2022	Nine months ended October 31, 2021
Revenue	\$ (52,999)	\$ -
Administration services	130,090	49,500
Consulting	1,186,568	889,903
Finance expense	143,323	359,383
Interest expense	52,677	242,078
Development costs	1,460,702	2,055,963
Management fees	390,421	544,431
Marketing	311,837	360,040
Office and miscellaneous	1,477,939	288,206
Payroll expenses	746,249	256,463
Professional fees	114,916	399,397
Regulatory fees	56,477	94,656
Stock-based compensation	535,421	615,427
Travel	123,904	1,497
Loss on debt settlement	-	133,295
Foreign exchange (gain)/loss	22,803	(2,778)
Loss for the period	\$ 6,700,328	\$ 6,287,461

Rationale for the changes in the first two fiscal quarters of 2022 compared with 2021 are similar to those explained above for the third quarters of each fiscal years discussed above.

SUMMARY OF QUARTERLY RESULTS

Quarter ended	Net loss	Net loss per share (Basic and diluted)
October 31, 2022	\$ (1,961,563)	(0.03)
July 31, 2022	(2,178,536)	(0.03)
April 30, 2022	(2,560,229)	(0.04)
January 31, 2022	(3,360,100)	(0.06)
October 31, 2021	(2,853,679)	(0.04)
July 31, 2021	(1,872,987)	(0.03)
April 30, 2021	(1,560,795)	(0.03)
January 31, 2021	(1,502,956)	(0.04)

The variances in the quarterly net losses resulted generally from variances in contractual obligations related to development costs incurred in the relative quarter.

CAPITAL RESOURCES AND LIQUIDITY

The Company's activities have primarily been funded to date through the issuance of Common Shares pursuant to private placements and various loans as mentioned above. As at October 31, 2022, the Company had cash of \$809,449 and negative working capital of \$756,125.

The Company used \$5,153,227 of cash towards operating expenses during the nine months ended October 31, 2022, compared with \$5,722,598 in the comparative fiscal period of 2021. The Company raised an aggregate of \$3,021,680 in net proceeds from non-brokered private placements and other funding during the nine months ended October 31, 2022 after repaying a short-term debt of \$48,647 (2021 - net \$11,144,386) as described above.

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The Company will need additional funding for its project, corporate and overhead expenses in the near future. Management is continually assessing the Company's cash needs and potential sources of financing but recognizes there may be some difficulty obtaining such financing due to the current market conditions. There can be no certainty that such additional funds may be raised when required.

RISKS AND UNCERTAINTIES

Due to risks and uncertainties, including the risks and uncertainties identified below and elsewhere in this MD&A, actual events may differ materially from current expectations.

The Company currently depends on raising additional capital to fund ongoing operations. 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. Failure to obtain such financing could result in a material adverse effect, delay or indefinite postponement of further exploration and development of our projects. Further, any additional financing by the Company may subject existing shareholders to substantial dilution.

Technology companies face a variety of risks and, while unable to eliminate all of them, The Company aims at managing and reducing such risks as much as possible. Few Companies with new innovative projects successfully achieve commercial implementation, due to factors that cannot accurately be predicted or anticipated, and even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed.

The Company is at risk from changes in general economic conditions and financial markets, changes to favorable tax incentives, grants, loan guarantees and investment tax credits, changes in technology, and operational hazards in the Company's development activities, the timing and availability of financing, governmental and other approvals, and other risk factors listed from time to time by the Company. The Company may have difficulty in attracting and retaining suitable employees. These factors may impact upon the Company's ability to finance its programs and to carry out operations.

TRANSACTIONS WITH RELATED PARTIES

The Company's key management personnel have authority and responsibility for overseeing, planning, directing and controlling the activities of the Company and consist of the Company's Board of Directors and the executive leadership team. At October 31, 2022, the executive leadership team consisted of Vince Sorace, Executive Chairman, Arnoud Starr Busmann, CEO, Mathijs Bulten, COO, Gavin Cooper, CFO and Mariana Southern, VP Product. Related party transactions are as follows:

	Three Months Ended October 31		Nine Months Ended October 31,	
	2022	2021	2022	2021
Administrative services	\$ 15,000	\$ -	\$ 30,000	\$ -
Management fees	124,978	253,541	390,421	544,431
Payroll expenses	32,984	27,184	115,215	82,053
	\$ 172,962	\$ 280,728	\$ 535,936	\$ 626,484

Key management compensation is as follows:

	Three Months Ended October 31		Nine Months Ended October 31,	
	2022	2021	2022	2021
Aggregate compensation	\$ 172,962	\$ 280,725	\$ 535,936	\$ 626,484
Stock-based compensation (Note 8)	12,819	71,807	71,871	331,449
	\$ 170,780	\$ 352,532	\$ 577,506	\$ 957,933

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At October 31, 2022, included in accounts payable and accrued liabilities is \$Nil (January 31, 2021 - \$7,652) due to directors and officers or companies controlled by directors and officers. These amounts are unsecured, non-interest bearing and have no fixed payment terms.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial instruments carried on the statement of financial position include cash, amounts receivable, accounts payable and accrued liabilities, loans and convertible debentures. The fair value of the remaining instruments approximates their carrying value. The Company does not have any hedging activities.

OUTSTANDING SHARE DATA

The authorized capital of the Company consists of an unlimited number of Common Shares.

At the effective date of this MD&A, the Company had 77,613,494 Common Shares, 6,425,000 stock options, expiring between September 1, 2025 and December 5, 2027, and 4,111,277 purchase warrants outstanding. If all stock options and warrants were exercised, a total of 92,522,771 Common Shares would be issued and outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements which may affect the Company's current or future operations or conditions.

INVESTOR RELATIONS

The Company has engaged Native Ads, Inc. and Independent Trading Group to provide promotional and investor relations services.

FORWARD LOOKING STATEMENTS AND ESTIMATES

Except for statements of fact related to the Company, certain statements made herein may constitute "Forward-Looking Statements". These include, but are not limited to, statements respecting anticipated business activities, planned expenditures, corporate strategies, and investigation and acquisition of new projects. Forward-looking statements are frequently characterized by words such as "plan," "expect," "project," "intend," "believe," "anticipate," and other similar words, or statements that certain events or conditions "may" or "will" occur. Although the Company believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties, and no assurance can be given that actual results will be consistent with these forward-looking statements. Forward looking statements are based on the beliefs, opinions and estimates of management at the date the statements are made, current expectations at that date - and these by their inherent nature entail various risks, uncertainties and other unknown factors. Consequently, there can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Some important factors that could cause actual results to differ from these forward-looking statements include those described under the heading "Risks and Uncertainties" contained immediately before this section. Therefore the reader is cautioned not to place undue reliance on forward-looking statements. Further, the Company disclaims any obligation or intention to update or to revise any forward-looking statement, whether as a result of new information, of future events, or otherwise except as may be required under applicable securities legislation.

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APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this management discussion and analysis.

DISCLAIMER

The information contained within this discussion, by its very nature, is not a thorough summary of all matters and developments concerning the Company. This information should be considered with all of the disclosure documents of the Company. The information contained herein is not a substitute for a detailed investigation or an analysis of any issue related to the Company. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented. Further, certain data included in this document may be historical in nature. Consequently, it may not have been verified by the Company's technical staff, and therefore it should not be relied upon.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com.