*This offering document pursuant to the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – Prospectus Exemptions (the "**Offering Document**") constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons whom they may be lawfully offered for sale. The securities offered under this Offering Document 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, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This Offering Document 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 benefit of, U.S. Persons or persons in the United States. "**United States**" and "**U.S. Person**" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.*

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this Offering Document. Any representation to the contrary is an offence. This Offering (as defined below) may not be suitable for you, and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION

NOVEMBER 24, 2025

MINEHUB

("**MineHub**" or the "**Company**")

What are we offering?

Offering:	Best efforts private placement of units of the Company (the "**Units**"). Each Unit will consist of one common share in the capital of the Company (each, a "**Common Share**") and one-half of one Common Share purchase warrant of the Company (each whole warrant, a "**Warrant**"). Each Warrant will be exercisable to acquire one Common Share at a price of $1.35 per Common Share for a period of 24 months from the Closing Date (as defined below). The Offering will be made pursuant to an agency agreement to be entered into between the Company and ATB Securities Inc., as lead agent and sole bookrunner, and a syndicate of Agents to be formed (together, the "**Agents**") on or before the Closing Date (as defined herein).
Offering Price:	$0.95 per Unit.
Offering Amount:	5,264,000 Units for gross proceeds of $5,000,800.
Agents' Option	The Company has granted the Agents (as defined below) an option (the "**Agents' Option**") to offer for sale up to an additional 15% of the Units, at the Offering Price, exercisable in whole or in part at any time for a period of up to 48 hours prior to the Closing Date.
Closing Date:	The Offering is expected to close on or about December 9, 2025 (the "**Closing Date**"), or such other date as mutually agreed to between the Agents and the Company, each acting reasonably, such date being no later than 45 days from the date the Company issues a press release announcing the Offering.
Exchange:	The Common Shares are listed for trading on the TSX Venture Exchange Inc. (the "**TSXV**") under the symbol "MHUB" and on the OTCQB Venture Market under the symbol "MHUBF". The Warrants to be issued pursuant to the Offering will not be listed for trading on any stock exchange or quotation system.
Closing Price:	The closing price of the Common Shares on the TSXV and the OTCQB Venture Market on November 21, 2025, was $1.12 and US$0.7905, respectively.

Description of the Offered Securities:	The holders of Common Shares are entitled to: (i) receive dividends as and when declared by the board of directors of the Company, in such amount and in such form as the board of directors may from time to time determine; (ii) in the event of the dissolution, liquidation or winding-up of the Company, whether voluntary or involuntary, or any other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, receive the remaining property and assets of the Company; and (iii) receive notice of and to attend all meeting of the shareholders of the Company and to have one vote for each Common Share held at all meetings of the shareholders of the Company, except for meeting at which only holders of another specified class or series of common shares of the Company are entitled to vote separately as a class or series. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights. Additional terms and conditions of the Warrants will be set out in a warrant indenture to be dated on or about the Closing Date, in form and substance to be agreed to by the Company and the Agents, a copy of which will be made available on the System for Electronic Data Analysis and Retrieval+ ("**SEDAR+**") at www.sedarplus.ca under the Company's profile.

MineHub is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 — *Prospectus Exemptions*. In connection with this Offering, the Company represents the following is true:

- **the Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;**
- **the Company has filed all periodic and timely disclosure documents that it is required to have filed;**
- **the Company is relying on the exemptions in Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "Order") and is qualified to distribute securities in reliance on the exemptions included in the Order;**
- **the total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed $25,000,000;**
- **the Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and**
- **the Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Offering Document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "**forward-looking statements**"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "anticipates", "believes", "estimates", "expects", "confirm" and similar expressions, or the negatives of such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might", or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Offering Document speak only as of the date of this Offering Document or as of the date specified in such statement. Specifically, this Offering Document includes, but is not limited to, forward-looking statements regarding: the Company's future business plans, objectives, strategies and goals, and the completion, time, costs and benefits thereof; the amount to be raised under the Offering, including any exercise of the Agents' Option; expectations with respect to the use of net proceeds and the use of the available funds following completion of the Offering; the timing and completion of the Offering, if it is to be completed at all; the expected Closing Date; and the Company's ability to obtain all necessary approvals, including the approval of the TSXV.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond MineHub's ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, the Company's ability to raise sufficient capital to fund its operations, applications and for general working capital purposes, expectations regarding MineHub's partnerships, benefits and market impact of pilot transactions, development of new markets and products, the anticipated benefits of acquisitions, the payment of earn-out consideration, the estimated timing for closing acquisitions, the effects of product development and need for continued technology change, changes in economic conditions or financial markets, changes in laws or regulations that could have an impact on the Company's operations, dependence on its key management personnel and market competition. Other risk factors are identified in the Company's reports and public filings, available on the Company's SEDAR+ profile at www.sedarplus.ca. There may be other risk factors not presently known that management believes are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking statements.

Although the Company has attempted to identify risk factors that could cause actual actions, events or results to differ materially from those disclosed in the forward-looking statements in this Offering Document, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Also, many of the factors are beyond the control of the Company. Accordingly, readers should not place undue reliance on forward-looking statements or information. The forward-looking statements in this Offering Document are made as of the date included herein, and the Company assumes no obligation to publicly update or revise such forward-looking information. Forward-looking statements are based on the reasonable beliefs, estimates and opinions of MineHub's management on the date the statements are made. However, except as required by law, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors should change.

All of the forward-looking statements contained in this Offering Document are expressly qualified by the foregoing cautionary statements. Prospective investors should read this entire Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment.

CURRENCY

Unless otherwise indicated, all references to "$", "C$" or "dollars" in this Offering Document refer to Canadian dollars, which is the Company's functional currency.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a technology company developing and operating a suite of digital tools (the "**MineHub Platform**") for the commodity markets. MineHub provides enterprise-grade digital solutions that connect buyers, sellers and financiers within physical commodities supply chains in a digitally integrated workflow powered by data that are useable, shareable, verifiable and unforgeable. Users of MineHub solutions are in full control of their supply chains, enabling them to optimize their use of resources, respond better and faster to disruptions, and provide better customer service. Global enterprises already use MineHub solutions as part of their logistics, compliance, trade management and financing operations.

The MineHub Platform enables parties in a transaction to virtually integrate their trade processes like contracting, declarations, scheduling, assay exchange, and logistics in a secure digital platform. The MineHub Platform's secure technology architecture ensures that each party controls the privacy and integrity of their data, whilst allowing trading parties to use or verify the integrity of shared information.

MineHub's solutions are aimed at connecting a wide variety of entities within complex commodity supply chains, including global manufacturers, large corporate producers, trading houses, financial institutions, logistics companies and assayers. The core features of the MineHub Platform enable digital management of commodities trades, including documents, logistics, order management, reporting and notifications within a secure, cloud-based platform. Additional modules provide enhanced value to customers around data integrations and automations, advanced analytics, assay exchange and inventory management.

With the acquisition of Jules AI as completed on November 20, 2025, MineHub's solutions encompass bulk, refined and recycled materials. MineHub entered into an asset purchase agreement dated September 24, 2025 with Nyteco Inc., a Toronto-based incubator, arm's length to the Company, to purchase the assets of its Jules AI business. Jules AI is a recognized innovator in the digital transformation of commodity supply chains, focusing in recycling and scrap markets. Founded in 2021, Jules AI's commodity and trade risk management (CTRM) platform replaces fragmented workflows with AI-driven automation tailored for recycled and industrial commodities traders. The platform revolutionizes manual processes by automating data entry, document checks and compliance tracking. Through its system, Jules AI centralizes institutional expertise as teams grow and transition to deliver real-time global trade insights through predictive analytics.

The purchase of Jules AI was through a structured earn-out based on three-year cumulative revenue targets. Pertinent deal terms included:

- Upfront portion: $1.9-million (U.S.) payable through the issuance of 2,550,960 MineHub shares and $469,806 in cash;
- Earnout portion: $18.1-million (U.S.) payable through the issuance of MineHub shares or cash, at MineHub's sole direction, based on a cumulative three-year earnout revenue target of $5-million (U.S.) representing a multiple of 3.6 times on revenue, measured (and payable if earned) as at each of the first, second and third anniversaries of the closing;
- Pricing of the MineHub shares: MineHub shares were issued at a deemed price equal to $0.74 per MineHub share (floor price). Future issuances of MineHub shares, if any (based on revenue targets), will be priced at the higher of the floor price ($0.74 per MineHub share) and a 10-day VWAP (volume-weighted average price) calculation prior to the date of the issue of any such future MineHub shares;
- Resale restrictions on the MineHub shares: MineHub shares issued to Nyteco at the closing date will have resale restrictions (over and above the statutory four-month hold) extending to 37 months (with 10 per cent released at 13 months and 15 per cent released at 25 months and the balance at 37 months from the closing date):
    - (i) any additional MineHub shares issued under the earnout provisions of the asset purchase agreement in future years will also bear contractual restrictions on transfer that extend for various time periods from the date of issuance, up to 49 months from the closing date, with the earliest earnout releasing at 37 months from the closing date (whether issued at the first anniversary or second anniversary);
    - (ii) in addition, further resale restrictions at the time of onward sale include notice periods and daily volumetric-based sales limits.

Recent Developments

The following is a brief summary of recent developments affecting the Company, since it filed its last interim financial statements and management's discussion & analysis for the period ended July 31, 2025 on September 26, 2025.

On November 12, 2025, MineHub announced that it has integrated with Railinc, a subsidiary of the Association of American Railroads, and the central data exchange for the North American rail industry. This integration enhances MineHub's rail tracking capabilities, providing customers unprecedented visibility and insights into their rail shipments from the moment an organization is listed on the waybill.

Railinc serves as the digital backbone of the North American freight rail network, processing over 300 million daily transactions related to rail movements, including waybills and car movements. It monitors over 11 million railcar movement events each day across more than 600 rail carriers throughout the United States, Canada and Mexico. These events capture individual railcar location changes, which may occur multiple times per journey. As the trusted hub for waybill data, Railinc provides the accuracy and reliability critical for seamless rail logistics connecting thousands of supply chain stakeholders.

This integration marks a significant advancement in MineHub's continuing commitment to deliver innovative, data-driven solutions that optimize supply chain operations. The partnership with Railinc offers several key benefits:

- Direct access to comprehensive tracking updates from Railinc's authoritative rail event network, reducing reliance on supplier-provided data and ensuring more accurate and reliable information;
- A richer and more complete data set, including waybill details, estimated interchange times and trip-level insights, allowing customers to make better-informed decisions and optimize their supply chain operations;
- Faster, more accurate tracking updates with lower latency and a reduced risk of duplicate or erroneous events, contributing to increased operational efficiency and potential cost reductions for MineHub's customers;
- Visibility across both inbound and outbound rail shipments through a single authorization process, streamlining the tracking experience and saving time for users;
- A foundation for future feature development aimed at further streamlining operations and delivering measurable time and cost savings for MineHub customers, supporting the Company's position in the industry.

On November 5, 2025, MineHub announced it has launched Navigator – a lightweight, modular product that aggregates metals shipment data into a single, carrier-agnostic dashboard, streamlining workflows and delivering comprehensive real-time visibility.

Navigator is designed to address critical challenges in metals supply chains with:

- Centralized global tracking: Unlike siloed tools, Navigator's carrier-agnostic dashboard tracks shipments across ocean carriers via a unified map interface, eliminating blind spots and manual spreadsheets.
- Collaboration hub: Reduces fragmented e-mails with threaded comments tied to shipments, cutting "Where Is My Order" (WISMO) inquiries and freeing teams to focus on high-value tasks.
- Audit-friendly workflows: Time-stamped logs ensure visibility persists postdelivery, simplifying compliance and reducing regulatory risk.
- Team continuity: Centralized communication and task ownership reduces disruption during staffing transitions and

organizational shifts.

On October 29, 2025, MineHub announced that it has signed a commercial agreement with another European copper manufacturer as a user of MineHub's trade management platform. This marks an important milestone in the Company's growing traction among industrial manufacturers while further advancing its entry into the European market.

The manufacturer produces and distributes non-ferrous metals globally. The manufacturer will leverage MineHub's trade management platform to enhance operational efficiency, streamline procurement processes and support its sustainability objectives. By digitizing key workflows, the manufacturer aims to centralize shipment documentation, improve data visibility and optimize resource allocation. The initial implementation is expected to serve as a foundation for potential expansion across the manufacturer's other operations.

On October 22, 2025, MineHub announced that along with Abaxx Technologies Inc. ("**Abaxx**"), they have completed the first technical integration of Abaxx's Verifier+ identity application with the MineHub platform.

This integration establishes the technical foundation for the previously announced pilot to use Abaxx private digital title to enable real-time title transfers for in-transit shipments of non-ferrous metals. It marks the first milestone since the companies' September 2025 announcement and supports the broader effort to connect physical trade documentation – such as the bill of lading – with the financial systems that rely on it, allowing in-transit cargo to function as real-time collateral and improving liquidity and capital efficiency in commodity markets. Following the technical integration, MineHub and Abaxx are engaging prospective market participants to help shape the upcoming pilot and its commercial use cases.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed elsewhere in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document and the date the Company's most recently audited annual financial statements were filed.

What are the business objectives that we expect to accomplish using the available funds?

The Company expects to use the net proceeds from the Offering to advance revenue growth strategies in the markets the Company is currently active in (refined copper and aluminum, iron ore and recycled materials), to dedicate resources to product development for new markets (such as other metals, agriculture and chemicals) and for the business objectives, as set forth below ("**Business Objectives**"):

Business Objective	Significant events that must occur to achieve Business Objective	Anticipated timeline to complete Business Objective	Projected cost ($)
Expand sales in the Company's active markets	No significant event must occur	12 months	1,832,000
Product development for new markets	Identify initial use case customer(s)	24 months	1,256,000
		Total:	**3,088,000**

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

		Assuming 100% of Offering ($)
A	Amount to be raised by the Offering(1)	5,000,800
B	Selling commissions and fees(2)(3)	350,056
C	Estimated Offering costs (e.g., legal, accounting, transfer agent, warrant agent, TSXV)	260,000

D	Net proceeds of Offering (D = A – (B +C))	4,390,744
E	Working capital as at most recent month end	185,000
F	Additional sources of funding	Nil
G	**Total available funds (G = D + E + F):**	**4,575,744**

Notes:

(1) Amount does not include any gross proceeds that may be raised in connection with any exercise of the Agents' Option, which if exercised in full would be additional gross proceeds of $750,120.

(2) The Company will pay to the Agents a cash commission of 7.0% of the aggregate gross proceeds of the Offering, other than for sales to President's List (as defined below) purchasers for which a reduced commission of 3.5% will be payable.

(3) Assumes no sales to purchasers on the President's List.

(4) Working capital = current assets *minus* current liabilities as at October 31, 2025.

How will we use the available funds?

The Company intends to use the net proceeds from the Offering to fund the advancement of revenue growth strategies in the markets the Company is currently active in (refined copper and aluminum, iron ore and recycled materials), to dedicate resources to product development for new markets (such as other metals, agriculture and chemicals) and for general corporate and working capital purposes as follows:

Description of Intended Use of Available Funds Listed in Order of Priority	Assuming 100% of Offering ($)
Achievement of Business Objectives	3,088,000
General corporate and working capital purposes(1)	1,487,744
Total:	4,575,744

Notes:

(1) Funds included in general corporate and working capital may be allocated to corporate expenses, marketing, investor relations activities, business development, and to other activities.

The above noted allocation represents the Company's current intentions with respect to its use of net proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the net proceeds from this 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 and financing objectives. The Company has had negative cash flow from operating activities and reported a net loss and comprehensive loss of $3,028,936 ($2,872,381) for the six months ended July 31, 2025 and 2024. The Company anticipates that negative operating cash flows will continue until the Company generates sufficient revenue, and to the extent that the Company has negative cash flows from operating activities in the future periods, the net proceeds from this Offering may be used to fund such negative cash flows from operating activities in future periods.

The Company's most recent audited and interim financial statements included a going concern note. As the Company is in the development stage, its continuation as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing.

None of the available funds will be paid to an insider, associate or affiliate of the Company, except for normal course salaries or consulting fees currently paid by the Company to its employees, consultants, officers and/or directors.

How have we used other funds we have raised in the past 12 months?

Date of Financing and Funds Raised ($)	Intended Use of Funds	Variance between Intended and Actual Use of Funds	Impact of Variances on Ability to Achieve Business Objectives and Milestones
On July 25, 2025, the Company closed a non-brokered private placement and raised gross proceeds of $500,000 by issuing 1,250,000 units, each unit comprised of one Common Share and one-half of one share purchase warrant at $0.40 per unit.	The gross proceeds were used for general administrative and working capital purposes.	There is no variance to report between the intended and actual use of funds raised from the private placement.	N/A
On July 25, 2025, the Company completed a warrant incentive program whereby it received $1,028,382 from the exercise of outstanding warrants that were eligible for incentive warrants, in accordance with the terms of the incentive program.	The gross proceeds were used for general administrative and working capital purposes.	There is no variance to report between the intended and actual use of funds raised from the warrant incentive program.	N/A
On December 30, 2024, the Company completed a share exchange with Abaxx[1] and received non-cash proceeds in the form of 237,192 common shares of Abaxx having a deemed value of $3,083,496 in exchange for the issuance of 8,810,000 Common Shares at a deemed price of $0.35 per Common Share. MineHub was permitted to sell or hold the Abaxx shares. During the six-month interim period ended July 31, 2025, MineHub received proceeds of $1,277,695 from the sale of certain Abaxx shares.	To strengthen the partnership and to drive digitization more broadly within the commodities market. General administrative and working capital purposes from any sale.	There is no variance to report.	N/A

Note:

(1) MineHub closed earlier share exchanges with Abaxx in August and September 2024, wherein it received 219,167 Abaxx shares having a deemed value of $2,500,695 in exchange for the issuance of Common Shares to Abaxx.

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

Agents:	ATB Securities Inc., as lead agent and sole bookrunner, on its own behalf and on behalf of a syndicate of agents to be formed.
Compensation Type:	Cash fee and non-transferable Common Share purchase warrants (the "**Compensation Warrants**"). The Compensation Warrants are exercisable for 24 months from the Closing Date into Common Shares at an exercise price of $0.95 per Common Share.
Cash Fee:	The Company has agreed to pay the Agents a cash fee equal to 7.0% of the gross proceeds of the Offering (the "**Agents' Fee**"), provided that the Agents' Fee will be reduced to 3.5% in respect of any sales of Units to purchasers on a "President's List" provided by the Company and agreed to by the Agents, acting reasonably (the "**President's List**").
Compensation Warrants:	The Company has agreed to issue to the Agents a number of Compensation Warrants equal to 7.0% of the aggregate number of Units sold pursuant to the Offering, provided that the number of Compensation Warrants will be reduced to 3.5% of the aggregate number of Units sold to purchasers on the President's List.

Do the Agents have a conflict of interest?

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to any of the Agents, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right

(a) to rescind your purchase of these securities with the Company, or

(b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile on the System for Electronic Data Analysis and Retrieval + (SEDAR+) at www.sedarplus.ca.

For further information regarding MineHub, visit the Company's website at: https://minehub.com.

Purchasers should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment in the Units.

[*Remainder of page intentionally left blank*.]

CERTIFICATE

Dated: November 24, 2025

This Offering Document, together with any document filed under Canadian securities legislation on or after November 24, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

MINEHUB TECHNOLOGIES INC.

(signed) "Andrea Aranguren"	*(signed) "Monika Russell"*
Andrea Aranguren	Monika Russell
Chief Executive Officer	Chief Financial Officer