The Management Discussion and Analysis ("MD&A") is an overview of the activities of Prominex Resource Corp. ("Prominex" or the "Company") for the year ended April 30, 2014. This MD&A should be read in conjunction with the Company's audited financial statements for the year ended April 30, 2014, and the notes attached thereto. The effective date of this MD&A is August 28th, 2014. This MD&A and the audited financial statements and comparative information have been prepared in Canadian dollars, and in accordance with international financial reporting standards (**IFRS**), which are also generally accepted accounting principles (**GAAP**) for publicly accountable enterprises in Canada. For all periods up to and including the year ended April 30, 2011, we prepared our financial statements in accordance with Canadian generally accepted accounting principles (**previous GAAP**). In accordance with the standard related to the first time adoption of IFRS, our transition date to IFRS was May 1, 2010 and therefore the comparative information for 2014 has been prepared in accordance with our IFRS accounting policies *Additional information related to the Company is available for viewing on the Company's website www.prominex.ca and on SEDAR at www.sedar.com.*

The following MD&A is management's assessment of the Company's operations and financial results, together with future prospects. This MD&A contains certain forward-looking information. All information, other than historical facts included herein, including without limitation data regarding potential mineralization, exploration results and plans and objectives of the Company, is forward-looking information that involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate and future events and actual results could differ materially from those anticipated in the forward-looking information.

It is the Company's policy that forward-looking statements are based on the Company's beliefs and assumptions and on information available at the time these assumptions are made. The forward looking statements contained herein are as of August 28th, 2014 and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate. Forward-looking information or statements in this MD&A include, but are not limited to, information or statements concerning our expectations for our ability to raise capital and meet our obligations.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors such as those described above and in "Risks and Uncertainties" below. The Company has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

The MD&A has been prepared in accordance with the provisions of National Instrument 51.102, Section 5 and Form 51-102F1 and has been approved by the Company's Board of Directors.

DESCRIPTION OF BUSINESS

Prominex is a mineral exploration company engaged in acquiring, exploring and developing mineral properties within Canada. The Company's properties are located on the island of Newfoundland in the province of Newfoundland and Labrador, Canada.

Prominex is evaluating two projects within a base metal rich area of central Newfoundland, home to formerly producing world-class base metal deposits at Buchans and the currently producing Duck Pond zinc-copper mine owned and operated by Teck Corporation. Prominex is exploring primarily for zinc-lead-copper-silver-gold mineral resources within its properties with the objective of identifying commercially exploitable mineralization.

The Company's properties are currently at an "exploration stage." The Company has no producing properties, no operating income or cash flow. To date, the Company is dependent on the equities market to finance all of its activities and it will continue to rely on this source of funding for its exploration expenditures and to meet its ongoing working capital requirements. The common shares of the Company are listed on the TSX Venture Exchange (the "Exchange") under the symbol "PXR". The Company's head office is in Vancouver, BC, Canada. The Company also maintains an exploration office and core storage facilities in Buchans, NL.

Prominex's business is managed by the directors and officers and augmented by independent financial, geological and mining professionals retained to advise the Company on its exploration programs and business.

OVERALL PERFORMANCE

The Company's continuation as a going concern is dependent on its ability to raise sufficient and appropriate equity financing to fund and complete the development of its mineral properties and attainment of future profitable operations. While the Company has been successful in the past in financing its activities there can be no assurances it will be successful in the future. The recoverability of exploration costs is dependent upon the ability of the Company to obtain financing to fund and complete the development of such reserves or through the sale of the licenses.

At present, Prominex holds interests in three mineral projects located in central Newfoundland, Tulks Hill (51%) and is the joint venture operator and Reid Lot 50 (Lake Bond) (100%). Both Tulks Hill and Reid Lot 50 projects are host to historical base metal resources identified by earlier explorers. Prominex also holds a 100% interest in 40 mineral claims that were recently staked north of the Reid Lot 50 project. This claim group is known as the Gullbridge Group.

To date, Prominex has expended $2,001,274 in exploration and acquisition costs on these projects. The Company's mineral properties are in good standing. Prominex did not complete any financings during the period ending April 30, 2014.

Since 2008, Prominex's ability to finance has been significantly affected by overall market conditions and by base metal price trends, especially zinc, as its mineral resource inventory value is comprised of 50% zinc, with lead, copper, silver, and gold. Zinc commodity market prices declined dramatically from January 2007 when zinc traded at $2.10. Zinc traded down to a low of $0.47 in March of 2009 and now trades at $1.06 US/lb. The price drop from its high in 2007 to its low in 2009 has been attributed to problems in world credit markets, which consequently resulted in a slowing world economy, and the reduction in demand for zinc end-products.

***Mineral* Properties**

At present, Prominex holds interests in two mineral projects located in central Newfoundland, Tulks Hill (51%) and is the joint venture operator and Reid Lot 50 (Lake Bond), both of which are host to historical base metal resources identified by earlier explorers. The Tulks Hill project is host to an NI 43-101 compliant inferred and indicated base metal resource (Zn, Cu, Pb, Ag and Au) in addition to historic base metal resources that have yet to be evaluated.

The Company's mineral properties are in good standing and in general, no significant expenditures are required on Tulks Hill or Reid Lot 50.

TULKS HILL PROJECT

On December 15, 2005, the Company entered into an option agreement to acquire a 51% interest in a property known as Tulks Hill located in central Newfoundland. In November 2007, the Company earned an undivided 51%

interest in the property by completing the requirements under the option agreement. Prominex is operator of the joint venture with Buchans Mineral Corporation (TSX:V-BMC) formerly Royal Roads Inc. (TSX:V – RRO)

In July 2008, the Company received a National Instrument (NI) 43-101 Standards of Disclosure for Mineral Projects (NI 43-101) compliant technical report on the Tulks Hill property (the "Tulks Hill Property"). The Tulks Hill Property is subject to net smelter return royalty ranging from 2.0% to 2.25% on certain of the claims.

The following summary is from the NI 43-101 technical report on the Tulks Hill Property, Newfoundland and Labrador, Canada, prepared for the Tulks Hill joint venture between Prominex (operator) and Buchans Mineral Corporation (formerly Buchans River Limited). Prepared by Mr. Hrayr Agnerian, M.Sc. (Applied), P. Geo. of Scott Wilson RPA on July 22, 2008:

"The T3 Lens of the Tulks Hill deposit contains some 431,000 tonnes of Indicated mineral resources at an average grade of 0.89% Cu, 3.97% Zn, 1.61% Pb, 35.09 g/t Ag and 1.17 g/t Au. The 1.1% CuEq cut-off grade is based on a minimum 2 m horizontal thickness of mineralization.

The drilling by Prominex at Tulks Hill has confirmed the earlier results by Asarco Inc." "There is good potential for the discovery of additional Cu-Zn-Pb-Ag-Au mineralization northeast, southwest, and southeast of the T3 Lens and at other targets within Mineral License 10212M. These targets have geological and geophysical characteristics that are similar to the T3 Lens."

T3 Lens – Mineral Resources above the Adit

			Grade				
	Category	***Tonnes***	***C% Cu***	***% Zn***	***% Pb***	***g/t Ag***	***g/t Au***
2	Indicated	290,000	0.91	5.03	2.00	38.81	1.24
3	Indicated	30,000	0.52	2.67	1.53	61.52	0.59
Total	**Indicated**	**320,000**	**0.87**	**4.81**	**1.96**	**40.94**	**1.18**

Mineral Resources below the Adit and Elsewhere

			Grade				
Zone	***Category***	***Tonnes***	***% Cu***	***% Zn***	***% Pb***	***g/t Ag***	***g/t Au***
1	Indicated	4,000	0.79	1.09	0.41	26.19	0.31
2	Indicated	44,000	0.76	1.77	0.56	19.53	2.76
3	Indicated	5,000	0.52	2.46	1.39	57.95	0.66
4	Indicated	58,000	1.12	1.42	0.60	15.09	0.06
Total	**Indicated**	**111,000**	**0.94**	**1.55**	**0.60**	**18.24**	**1.15**

On January 27, 2014, Prominex announced that it had received a Mining Lease issued by the Department of Natural Resources in St. John's, Newfoundland and Labrador for a portion of the Tulks Hill property located in central Newfoundland. The mining lease is 72.5 hectares (ha) in size and covers the Tulks Hill volcanogenic massive sulphide (VMS) deposit. On May 13, 2014, the Tulks Hill joint venture acquired 20 claims (Licence 022215M) that surround the Tulks Hill Mining lease. The mining lease requires an annual payment of $5,827.60. The recently acquired claims require an expenditure of $1,200 by June 2015.

The Tulks Hill property is a joint venture between Prominex (51% operator) and Buchans Mineral Corporation (Buchans). Buchans is now a 100% owned subsidiary of Minco Plc (MIO-AIM); (refer to news release dated January 27th, 2014)

REID LOT 50

On December 28, 2006, the Company entered into an option agreement with Reid Newfoundland Company Limited (the "Reid Option Agreement") to acquire a 100% interest (the "Option") in a property known as Reid Lot 50 (the "Reid Property") located in central Newfoundland. The Company has completed the terms of the option agreement with Reid Newfoundland Company Ltd. and has earned a 100% interest in the property. The property is subject to a net smelter return royalty of 2.0%, of which the Company can purchase 1.0% for $1,000,000.

On May 1, 2014, the Department of Natural Resources in St. John's, NL accepted the Company's assessment report for exploration completed on the Reid Lot 50 project. The project is in good standing until December 31, 2018 and thereafter requires expenditures of $10,888 on an annual basis.

GULLBRIDGE CLAIM GROUP

The Company acquired 41 claims through staking in the Gullbridge area of central Newfoundland. The claim group is located 12 kms north east of the Reid Lot 50 property; they are 100% owned by Prominex and to date the Company has not completed any exploration on these claims. The claims require an exploration expenditure of $10,000 by January 1, 2015.

EXPLORATION AND EVALUATION ASSETS AS AT APRIL 30, 2014 AND 2013

	Balance May 1, 2013 $	Exploration Expenditures $	Balance April 30, 2014 $
Tulks Hill	1,782,326	17,452	1,799,778
Reid Lot 50	138,693	60,283	198,976
Gullbridge	-	2,520	2,520
	1,921,019	80,255	2,001,274

	Balance May 1, 2012 $	Exploration Expenditures $	Balance April 30, 2013 $
Tulks Hill	1,781,240	1,086	1,782,326
Reid Lot 50	76,586	62,107	138,693
	1,857,826	63,193	1,921,019

EXPLORATION UPDATE

The Company expended $80,255 (2013 -$63,193) on evaluation of its mineral assets during the year ending April 30, 2014 Prominex's continuing exploration objective is focused on increasing the NI 43-101 zinc mineral resources within our Tulks Hill property and to continue with the re-evaluation of the Reid Lot 50 and Gullbridge properties. The Joint Venture management Committee has approved a $500,000 drilling program for the Tulks Hill project. The Company plans a 2,000 m diamond drill program at the Reid Lot 50 project for the fall of 2014.

At the present time Prominex is seeking funding to further its exploration efforts. Going forward the size, scope, and objective(s) of the exploration activity is dependent upon access to additional funds and subject to the objective of limiting shareholder dilution, among other factors.

QUALIFIED PERSON

Mr. Hrayr Agnerian P.Geo. of Agnerian Consulting Ltd. is a Qualified Person as set out in the definitions of National Instrument 43-101 (NI 43-101) by reason of his education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience and is independent of the Issuer applying the test set out in Section 1.4 of NI 43-101. Mr. Agnerian is the author of the report titled "Technical Report on the Tulks Hill Cu-Zn Property, Newfoundland" prepared for Tulks Hill Joint Venture between Prominex Resources Corp. (The Operator) and Buchans River Ltd., (TSX:V-BUV), now Buchans Mineral Corporation (TSX:V-BMC) and dated July 22, 2008. The report is available on SEDAR (www.sedar.com) and on the company website (www.prominex.ca

SELECTED ANNUAL FINANCIAL RESULTS -2014 TO 2012

Year Ending April 30	*2014*	*2013*	*2012*
Net loss ($)	277,262	246,763	229,628
Net loss per share-basic & diluted ($)	(0.003)	(0.004)	(0.004)
Current assets ($)	10,137	228,150	184,782
Total Assets ($)	2,011,411	2,149,169	2,042,608
Total Liabilities ($)	742,758	604,318	601,347
Working capital (deficiency) ($)	(732,621)	(376,168)	(416,565)
Equity/(deficiency) ($)	1,268,653	1,544,851	1,441,261
Cash dividends ($)	Nil	Nil	Nil

RESULTS OF OPERATIONS

The financial information contained in this MD&A for April 30, 2014 and April 30, 2013 has been prepared in accordance with the Company's IFRS accounting policies.

The review of results of operations should be read in conjunction with the audited financial statements of for the years ended April 30, 2014 and 2013.

APRIL 30, 2014 COMPARED TO APRIL 30, 2013

The Company expended $80,255 in exploration costs during the fiscal year ended April 30th, 2014 (2013 - 63,193). Net loss for the year ended April 30, 2014, is 277,762 or $0.003 per share compared to a net loss for the year ended April 30, 2013 of $246,763 or (0.004 per share). The loss for the year ending April 30, 2014 is comparable to the year ending April 30, 2013. Share-based payments costs of $1,564 were recognized in the year ended April 30, 2014 (2013: $32,156):

SUMMARY OF QUARTERLY RESULTS

The following is selected quarterly information for each of the past eight quarters

	Revenue ($)	*Expenses ($)*	*Net Income (loss) After Tax ($)*	*Net Income (loss) per Share Basic and Diluted*
30/04/2014	Nil	42,599	(42,599)	0.001
31/01/2014	Nil	78,495	146,296	0.0017
31/10/2013	Nil	99,570	(99,570)	(0.001)
31/07/2013	Nil	57,138	(57,138)	(0.001)
30/04/2013	1	153,220	(153,219)	(0.003)

31/01/2013	Nil	24,164	(24,164)	(0.0004)
31/10/2012	Nil	23,043	(23,043)	(0.0004)
31/07/2012	6	46,343	(46,337)	(0.001)

FOURTH QUARTER

Net loss for the quarter ended April 30, 2014, is $42,599 or ($0.001) per share compared to a net loss for the quarter ended April 30, 2013 of $153,219 or ($0.003) per share. The decrease in net loss for quarter ended April 30, 2014 compared to the quarter ended April 30, 2013 was due to a reduction of expenses incurred during the quarter, mainly a reduction of professional fees of $24,041, consulting of $61,000 and share based compensation costs of $30,592. There were no unusual expenses incurred during the quarter.

FINANCIAL CONDITION, CAPITAL RESOURCES AND LIQUIDITY

The Company's cash balance at April 30th, 2014 was $3,670 compared to $196,979 for the year ended April 30th, 2013. The Company did not complete a financing during the period ended April 30th, 2014. The Company raised a total of $320,550 by way of a non-brokered private placement during the year ending April 30th, 2013.

The Company has a working capital deficiency of $732,621. Although the Company has access to sufficient working capital to meet listing obligations, it does not have sufficient funds to continue further significant exploration of its properties. The Company will require additional funding to further exploration activities on its mineral properties. Property exploration commitments on existing properties are minimal over for the next four years.

The Company has been successful in the past in obtaining financing from the placement of equity, however there can be no assurance that it will obtain adequate financing in the future or that the terms of such financing will be favourable.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The Company's related parties consist of executive officers and directors, the spouse of an executive officer, companies controlled by executive officers and directors.

During the years ended April 30, 2014 and 2013, the Company paid or accrued the following amounts to related parties:

		2014	**2013**
		$	**$**
Related party	**Item**		
Director	Rent charged to statement of loss	15,457	15,462
Key management personnel	Fees charged to statement of loss	120,930	140,243
	Fees charged to exploration and evaluation assets	12,000	Nil
	Share-based payments	1,564	32,156

Included in payables and accruals amounts owing to related parties of $507,563 (2013 - $450,550) as follows:

	2014	2013
Former directors and director controlled company	$ 123,314	$ 123,314
CEO and president	328,972	272,007
Interim CFO and director	1,548	1,500
Former directors	53,729	53,729
Total	$ 507,563	$ 450,550

Included in amounts receivable for 2014 is $Nil (2013 - $5,517) due from a director for cash advance related to expense reimbursement. The amount is unsecured, interest-free and repayable upon written notice given from the Company.

These transactions, which were incurred in the normal course of operations, have been recorded at their exchange amounts, being the amounts agreed to by the related parties.

PROPOSED TRANSACTIONS

There are no proposed transactions

CHANGES TO ACCOUNTING POLICIES

The financial statements of the Company have been prepared in accordance with and using accounting policies in full compliance with International Financial Reporting Standards ("IFRS") and International Accounting Standards ("IAS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

A number of standards and amendments were issued effective for accounting periods beginning on or after May 1, 2013. Many of these updates are not applicable to the Company. Effective May 1, 2013, the Company adopted the following IFRS standards and amendments:

- IFRS 10 '*Consolidated Financial Statements*' replaces consolidation requirements in IAS 27 (as amended in 2008) and SIC-12.

- IFRS 11 '*Joint Arrangements*' replaces IAS 31 and SIC-13.

- IFRS 12 '*Disclosure of Interests in Other Entities*' replaces disclosure requirements in IAS 27 (as amended in 2008), IAS 28 (as revised in 2003) and IAS 31.

- IFRS 13 '*Fair Value Measurement'* replaces fair value measurement guidance in other IFRSs.

- IAS 1 (Amendment) '*Presentation of Financial Statements*' includes amendments regarding presentation of items of other comprehensive income and clarification of the requirements for comparative information, respectively.

- IAS 27 (Amendment) '*Separate Financial Statements*' prescribes the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.

- IAS 28 (Amendment) '*Investments in Associates and Joint Ventures*' prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures.

The adoption of the above standards did not have a significant impact on the Company's financial statements.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

At the date of authorization of these financial statements, the IASB and IFRIC have issued the following new and revised standards, amendments and interpretations which are not yet effective during the year ended April 30, 2014:

- IFRS 9 '*Financial Instruments'* is a new financial instruments standard effective for annual periods beginning on or after January 1, 2015 that replaces IAS 39 and IFRIC 9 for classification and measurement of financial assets and financial liabilities.

- IAS 32 (Amendment) *'Financial Instruments: Presentation'* is effective for annual periods beginning on or after January 1, 2014 that includes amendments that clarify the application of offsetting requirements and presentation of interest, dividends, losses and gains.

The Company has not early adopted these standards, amendments and interpretations and anticipates that the application of these standards, amendments and interpretations will not have a material impact on the financial position and financial performance of the Company.

FUTURE FUNDING

The Company has historically financed its activities principally by sale of equity securities and while it has been successful in the past, there can be no assurances it will be successful in the future. The recoverability of exploration costs is dependent upon the ability of the Company to obtain financing to fund and complete the development of such reserves or through the sale of the licenses.

INVESTOR AWARENESS

The Company does not have an investor awareness program. Currently, the president provides shareholder communication. The Company will continue some investor awareness initiatives including investor conference participation, print, radio, and web media advertising of the Company and its prospective properties. The Company maintains a summary of corporate and technical information on its website and provides links to regulatory, government, and other sources of information.

RISKS AND UNCERTAINTIES

The Company's continuation as a going concern is dependent on its ability to raise sufficient and appropriate equity financing to fund and complete the development of its mineral properties and attainment of future profitable operations. While the Company has been successful in the past in financing its activities there can be no assurances it will be successful in the future.

Companies involved in the mineral exploration industry face many risk factors. While it is not possible to eliminate all the factors inherent in the mineral exploration business, the Company, through ongoing assessment, strives to mitigate these risks to ensure the protection of its assets.

EXPLORATION AND DEVELOPMENT RISK

Mineral exploration and development involves a high degree of risk and few properties will become producing mines. There is no assurance that any mineral resources identified and defined will be mined commercially. The Company attempts to mitigate these risks by conducting exploration programs and studies using qualified contractors and personnel who will make professional recommendations based upon the findings of these studies.

RISK IN RESOURCE/RESERVE CALCULATIONS AND ESTIMATION OF METAL RECOVERIES

There is a degree of uncertainty attributable to the calculation of mineral resources and mineral reserves and corresponding grades and all mineral resources and mineral reserves and grades should be treated as estimates only.

FINANCING RISK

The Company has limited financial resources and relies upon the issuance of share capital to raise funds. The Company's management is aware that the availability of equity funds at favourable terms is not certain, so the financial requirements of the Company's operations are reviewed at least quarterly to allow for timely changes in capital deployment. The Company has been successful in the past in obtaining financing from the placement of equity, however there can be no assurance that it will obtain adequate financing in the future or that the terms of such financing will be favourable.

POLITICAL AND LEGISLATIVE RISK

The Company's properties are located in Canada in the province of Newfoundland and Labrador. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected, to varying degrees, by changes in federal or provincial legislation and regulations and the effects of any changes cannot be accurately predicted. The Company identifies changes and potential changes in environmental legislation, provincial laws and regulations, and 'best practices guidelines' as sources of potential risk in this regard.

BUSINESS CYCLE RISK

General market conditions and the price of precious and base metals will have an impact on the Company's ability to access financing in the future to continue the exploration of its properties and further the Company's long-term plan. Changes in cyclical market direction may have a positive or negative affect the Company. Changes in general market conditions are beyond the control of the Company.

REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

In connection with Exemption Orders issued in November 2007, the Chief Executive Officer and Chief Financial Officer (CFO) of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed unaudited interim financial statements and the audited annual financial statements and respective accompanying MD&A. In contrast to the certificate under Multilateral Instrument 52-109 *Certification of Disclosure in Issuer's Annual and Interim Filings* (MI 52-109), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in MI 52-109.

CONTRACTUAL OBLIGATIONS

The Company has no contractual obligations.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Board of Directors carries out its responsibility for the financial statements primarily through the audit committee, which comprises independent, non-executive directors who meet periodically with management and independent auditors to review financial reporting and internal control matters.

DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

	For The Years Ended April 30	
	2014	**2013**
	$	**$**
REVENUE:		
Interest revenue	-	7
EXPENSES:		
Accounting fees	28,451	32,707
Bank charges and interest	321	4,429
Consulting wages and benefits	178,200	120,050
Legal fees	4,018	3,178
Marketing	3,908	9,456
Meals and entertainment	671	837
Office	18,361	2,981
Regulatory fees	7,345	7,255
Rent	14,168	15,462
Secretarial services	500	1,860
Shareholder information	14,565	11,990
Share-based payments	1,564	32,156
Transfer agent and shareholder	5,276	3,605
Travel	414	804
	277,762	246,770
Net loss and total comprehensive loss	**(277,762)**	(246,763)
Weighted average number of shares outstanding, basic and diluted	**83,690,890**	63,433,301
Loss per share, basic and diluted	**(0.003)**	(0.004)

Schedule of Share Capital as at August 28th, 2014:

Authorized:	Unlimited common shares, without par value
Common shares Issued	83,690,890
Options outstanding	4,900,000
Warrants outstanding	21,370,000

OUTLOOK

Zinc Demand

Prominex's primary base metal resource is zinc and the market prices of this commodity declined dramatically from a high of $2.10/lb in January 2007 to a low of $0.47 in Feb. 2009 and now trades at 1.06US$. This decline in commodity prices was in step with world economic downturn and the reduction of demand for commodities and zinc products. The price of commodities will fluctuate in step with the overall markets as the world economies recover from the credit crisis of 2008, but as the world does work its way out of this crisis, a significant driver of price in the future will be the demand from the developing economies of India and China.

Zinc in Fertilizers

A further demand on supply in the not so distant future could be the use of zinc in fertilizers. Zinc application to fertilizers has demonstrated its effectiveness and viability and continues to gain traction on the world stage.

Soils in many countries around the world are deficient in the trace mineral zinc. Zinc is an essential trace element for humans, animals and plants. It is vital for many biological functions and plays a crucial role in more than 300 enzymes in the human body.

Plants require it for proper growth and yield and it does not occur in fertilizers. The supplementation (agronomic biofortification) of zinc in fertilizers is now in the forefront of studies in China, India and the USA and its use in fertilizers is just starting to gain traction on the world stage. Once identified, zinc deficient soils can be supplemented by adding zinc fertilizers (zinc sulphate is by far the most widely used material) to provide an adequate supply of zinc to crops.

In the early 1990's, zinc deficiencies in soils were identified as the cause for reducing wheat yields in Central Anatolia, Turkey. A research project was started in 1993, which showed that Zn applications led to significant increases in grain yield.

The results were so positive that fertilizer industries in Turkey, particularly Toros Fertilizers and Chemical Industry produced increasing amounts of NP (nitrogen and phosphorous) and NPK (nitrogen and potassium and phosphorous) in fertilizers containing 1% Zn, at the same price as those containing just the three main plant nutrients.

Exploration Objectives

Prominex's continuing exploration objective is focused on increasing the NI 43-101 zinc mineral resources within our Tulks Hill property and to continue with the re-evaluation of the Reid Lot 50 and Gullbridge properties. The Joint Venture management Committee has approved a $500,000 drilling program for the Tulks Hill project. The Company plans a 2,000 m diamond drill program at the Reid Lot 50 project for the fall of 2014. At the present time Prominex is seeking funding to further its exploration efforts.

Future Financing

Going forward the size, scope, and objective(s) of the exploration activity is dependent upon access to additional funds and subject to the objective of limiting shareholder dilution among other factors.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MDA is available upon request from the Company and is available for viewing on the Company website at www.prominex.ca or on SEDAR at www.sedar.com

ADDITIONAL INFORMATION

Additional information related to the Company is available for viewing on the Company's website www.prominex.ca and on SEDAR at www.sedar.com