Consolidated Financial Statements

mineworX Technologies

Six Months ended June 30, 2019

(Expressed in Canadian dollars)

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of the management.

The Company's independent auditor has not preformed a review of these interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

MINEWORX TECHNOLOGIES LTD.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

	Notes		June 30, 2019		December 31, 2018
ASSETS					
Current assets					
Cash and cash equivalents	2	$	328,254	$	2,026,671
Receivables	4		85,209		30,821
Securities held for sale	7, 17		932,348		951,571
Due from related parties	14		526,725		244,257
Prepaid expenses and deposits			292,521		301,570
Total current assets			2,165,057		3,554,890
Non-current assets					
Restricted cash	5		294,668		306,670
Note receivable	7		1,000,000		1,000,000
Equity investment in joint venture	18		1,059,111		709,559
Exploration and evaluation assets	5		899,713		883,986
Investment in leases	10		277,579		344,022
Equipment	6		547,730		651,367
Intangible assets	8		1,616,697		1,759,457
Total non-current assets			5,695,498		5,655,061
TOTAL ASSETS		$	7,860,555	$	9,209,951
LIABILITIES					
Current liabilities					
Accounts payable and accrued liabilities	9	$	101,543	$	208,280
Current portion of lease liability	10		234,813		227,783
Advances			3,714		8,400
Total current liabilities			340,070		444,463
Non-Current liabilities					
Lease liability	10		401,756		518,770
Total non-current liabilities			401,756		518,770
TOTAL LIABILIITES			741,826		963,233
EQUITY					
Share capital	11		40,923,587		40,923,587
Reserves	12		7,963,897		7,963,897
Deficit			(41,768,755)		(40,640,766)
TOTAL EQUITY			7,118,729		8,246,717
TOTAL LIABILITIES AND EQUITY		$	7,860,555	$	9,209,951

Nature and continuance of operations (Note 1)
Subsequent event (Note 21)

On behalf of the Board:

"Rick Purdy" Director *"Greg Pendura"* Director

The accompanying notes are an integral part of these consolidated financial statements.

MINEWORX TECHNOLOGIES LTD.
CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)
(Expressed in Canadian dollars)

	Notes	Three Months Ended June 30, 2019	Six Months Ended June 30, 2019	Three Months Ended June 30, 2018	Six Months Ended June 30, 2018
Expenses					
Consulting fees		$ 13,044	$ 41,863	$ 29,192	$ 58,639
Investor relations		21,289	65,905	35,602	126,735
Interest costs		11,326	24,329	2,441	4,128
Management and employee costs	14	128,898	256,097	119,414	239,765
Office and general		10,595	63,979	38,863	75,645
Professional fees		6,956	30,146	6,732	27,213
Project costs		2,412	4,431	1,988	5,172
Share-based payments	12	-	-	5,270	87,780
Transfer agent and filing fees		4,334	14,853	4,270	21,211
Travel		20,568	29,047	18,554	47,533
		219,422	530,650	262,326	693,821
Loss before other items		(219,422)	(530,650)	(262,326)	(693,821)
Other items					
Interest income		16,236	34,860	23,860	45,190
Other income		31,062	62,692	2,499	3,473
Amortization	6, 8	(121,848)	(280,363)	(178,750)	(355,543)
Minority interest		(100,810)	(306,743)	(165,499)	(300,465)
Foreign exchange gain		(68,586)	(88,561)	(6,191)	11,982
Gain (loss) on securities held for sale	17	68,586	(19,224)	(499,815)	(230,684)
Income (loss) and comprehensive income (loss) for the year		(396,085)	(1,127,989)	(1,086,222)	(1,519,867)
Basic and diluted income (loss) per common share	13	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)
Weighted average number of common shares outstanding		311,025,080	311,025,080	299,525,080	295,984,749

The accompanying notes are an integral part of these consolidated financial statements.

MINEWORX TECHNOLOGIES LTD.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUIITY
(Expressed in Canadian dollars)

	Share Capital Number of Shares		Amount		Reserves		Deficit		Total
Balance at December 31, 2017	278,850,080	$	37,112,741	$	7,621,431	$	(35,931,262)	$	8,802,910
Stock option exercised	3,500,000		665,346		(286,436)		-		378,910
Exercise of warrants at $0.10	11,725,000		1,172,500		-		-		1,172,500
Exercise of warrants at $0.15	5,400,000		810,000		-		-		810,000
Exercise of warrants at $0.26	50,000		13,000		-		-		13,000
Share-based payments	-		-		87,780				87,780
Comprehensive loss for the period	-		-		-		(1,519,867)		(1,519,867)
Balance at June 30, 2018	299,525,080	$	39,773,587	$	7,422,865	$	(37,451,129)	$	9,745,323
Exercise of warrants at $0.10	11,500,000		1,150,000		-		-		1,150,000
Share-based payments	-		-		541,032				541,032
Comprehensive loss for the period	-		-		-		(3,189,637)		(3,189,637)
Balance at December 31, 2018	311,025,080	$	40,923,587	$	7,963,897	$	(40,640,766)	$	8,246,717
Comprehensive loss for the period	-		-		-		(1,127,989)		(1,127,989)
Balance at June 30, 2019	311,025,080	$	40,923,587	$	7,963,897	$	(41,768,755)	$	7,118,729

The accompanying notes are an integral part of these consolidated financial statements.

MINEWORX TECHNOLOGIES LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)

	Six Months Ended June 30, 2019	Six Months Ended June 30, 2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss) for the year	$ (1,127,989)	$ (1,519,867)
Items not affecting cash:		
Share-based payments	-	87,780
(Gain) loss on securities held for sale	19,223	230,684
Minority interest	306,743	300,465
Foreign exchange	12,002	-
Interest on lease payments	23,035	2,715
Sub-lease income	(10,683)	(1,868)
Amortization and depreciation	280,363	355,543
Changes in non-cash working capital items:		
Receivables	(54,388)	(40,101)
Due from related parties	(282,468)	108,789
Prepaids	9,049	(46,828)
Advances	(4,686)	-
Accounts payable and accrued liabilities	(106,738)	(64,726)
	(936,536)	(587,414)
CASH FLOWS FROM INVESTING ACTIVITIES		
Expenditures on exploration and evaluation assets	(15,727)	(16,540)
Restricted cash (deposited) released	-	(6,050)
Investment in joint venture	(656,295)	(582,025)
Equipment expenditures	(33,966)	(8,236)
	(705,988)	(612,851)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of notes receivable	-	548,930
Lease payments	(133,931)	(18,655)
Sub-lease proceeds	78,038	13,087
Exercise of options	-	379,000
Exercise of warrants	-	1,995,500
	(55,893)	2,917,862
Change in cash for the period	(1,698,417)	1,443,275
Cash, beginning of the period	2,026,671	583,396
Cash, end of the period	$ 328,254	$ 2,026,672

Supplemental disclosure with respect to cash flows (Note 20)

The accompanying notes are an integral part of these consolidated financial statements.

1. Nature and continuance of operations

Mineworx Technologies Ltd. (the "Company") was incorporated under the laws of the Province of Alberta, Canada. On June 6, 2017, the Company changed its name from Iberian Minerals Ltd. to Mineworx Technologies Ltd. ("Mineworx"). Its' shares are listed for trading on the TSX Venture Exchange where its common shares trade under the symbol "MWX", the Company additionally trades in the United States on the OTCQB venture marketplace under the symbol "MWXRF" and on the Frankfurt Stock Exchange under the symbol "YRS". The registered head office of the Company is located at 19239 96 Ave Surrey BC, V4N 4C4.

The Company has two primary business units, the exploration and development of mineral properties and the development and deployment of extraction technologies.

The Company has not yet determined whether its exploration and evaluation assets contain economically recoverable ore reserves. The recovery of the amounts comprising of exploration and evaluation assets are dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete the exploration and development of those reserves and upon future profitable production or, alternatively, upon the Company's ability to dispose of its interest on an advantageous basis.

On December 21, 2015, the Company diversified its operations by acquiring Mineworx Technologies Inc., a company with a patent pending mining extraction process and a patent pending mineral grinding mill. In June 2017, the Company amalgamated Mineworx Technologies Inc. and Mineworx Technologies Ltd. (the former Mineworx Technologies Ltd.) and continued operations under the Mineworx Technologies Ltd. name. The Company has not yet had any sales from the Mineworx products.

Effective March 21, 2017, the Company spun-out leaching technology it had acquired the rights to and tested in 2016. The technology was spun-out to Enviroleach Technologies Inc, ("Enviroleach") a company with common management. Later in the year the two companies formed a joint venture to unite the two processes in an economic venture.

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company has never had any revenue from operations and its accumulated deficit as at June 30, 2019 is $41,768,755 These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and thus be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

The consolidated financial statements were authorized for issue on August 28, 2019 by the Board of Directors of the Company.

2. Significant accounting policies

Basis of presentation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board effective as of June 30, 2019.

The consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified at fair value through profit and loss, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

(Expressed in Canadian dollars)

2. Significant accounting policies (cont'd)

Basis of presentation- (cont'd)

A subsidiary is an entity controlled by the Company. Control exists when the Company has the power to, directly or indirectly govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are currently exercisable or convertible are taken into account in the assessment of whether control exists. Subsidiary is fully consolidated from the date on which control is transferred to the Company. It is deconsolidated from the date on which control ceases.

All inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation. The consolidated financial statements included the accounts of the Company and the following subsidiaries:

	Country of Incorporation	Percentage of ownership as at June 30 2019	Percentage of ownership as at December 31 2018
Mineworx Technologies USA Inc.	USA	100%	100%
Solid Mines Espańa, S.A.U. ("SME")	Spain	100%	100%
The following company is owned by SME			
Magnetitas del Cehegín, S.L., ("MDC")	Spain	100%	100%

Significant accounting judgments, estimates and assumptions

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Significant estimates used in applying accounting policies that have the most significant effect on the amount recognized in the financial statements are as follows:

a) The recoverability of the carrying value of exploration and evaluation assets.

The Company is required to review the carrying value of its evaluation and exploration assets for potential impairment. Impairment is indicated if the carrying value of the Company's exploration and evaluation assets is not recoverable. If impairment is indicated, the amount by which the carrying value of exploration and evaluation assets exceeds the estimated fair value is charged to the statement of loss and comprehensive loss.

Evaluating the recoverability during the exploration and evaluation phase requires judgements in determining whether future economic benefits from future exploitation, sale or otherwise are likely. Evaluation may be more complex where activities have not reached a stage which permits a reasonable assessment of the existence of reserves or resources. Management must make certain estimates and assumptions about future events or circumstances including, but not limited to, the interpretation of geological, geophysical and seismic data, the Company's financial ability to continue exploration and evaluation activities and the impact of the current and expected future metal process to potential reserves.

2. Significant accounting policies (cont'd)

Significant accounting judgments, estimates and assumptions- cont'd

b) The inputs used in the Black Scholes valuation model (volatility; interest rate; expected life and dividend yield) and forfeiture rates in accounting for share based payment transactions.

Estimating the fair value of granted stock options, warrants issued for finders' fees and the warrant liability required determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. The estimate of share-based compensation also requires determining the most appropriate inputs to the valuation model including the dividend yield, and estimating the forfeiture rate for options with vesting conditions.

c) Determination that there no material restoration, rehabilitation and environmental exposure exists based on the facts and circumstances.

The Company make the determination of its obligations for future restoration, rehabilitation and environmental exposure based on factual information, circumstances and documentation provided from mining authorities in the exploration and evaluation asset's mining jurisdiction. Beyond this, if able to, management will attempt to present a reliable estimate of an obligation that is considered necessary.

d) The value of the shares received from Enviroleach on the spin-out of leaching technology to Enviroleach and the value of the dividend back to the Company's shareholders in the same transaction.

The company estimated the fair value of the shares received based the cost of the non-cash assets that it paid in the transaction. The asset was the technology and its value was determined by using discounted cash flow techniques. This same method was used to value the fair value of the dividends paid out to the Company's shareholders. Factors such as the discount rate, the royalty rate and the price of metals were all factors that went into that determination.

e) The allocation of fair value to assets obtained on the acquisition of Mineworx Technologies Inc.

The Company estimated fair value of equipment based on replacement value. For patents, the fair value represented the costs incurred in a applying for the patent. The fair value of the technology was recognized as the residual costs after the other identifiable assets were determined. Its value was compared to the future expected discounted cash flows resulting from the application of the technology.

f) Asset acquisition

Management has had to apply judgements with respect to whether the acquisition of Mineworx Technologies Inc. is a business combination or an asset acquisition. Management applies a three-element process to determine whether a business or an asset was purchased, considering inputs, processes and outputs of the subsidiary in order to reach a conclusion.

Management must also make significant judgments or assessments as to how financial assets and liabilities are categorized.

Significant judgments used in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

a) Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances (Note 1).

2. Significant accounting policies (cont'd)

Significant accounting judgments, estimates and assumptions- cont'd

b) The estimated useful lives and residual value of equipment and technology

Equipment and technology are depreciated and amortized over their useful life. Estimated useful lives are determined based on current facts and past management experience and take into consideration the anticipated physical life of the asset, the potential for technology obsolescence and regulations.

c) The recoverability and measurement of deferred tax assets and liabilities

Tax interpretations, regulations, and legislation in the various jurisdictions operates are subject to change. The determination of income tax expense and deferred tax involves judgment and estimates as to the future taxable earnings, expected timing of reversals of deferred tax assets and liabilities, and interpretations of laws in the countries in which the Company operates. The Company is subject to assessments by tax authorities who may interpret the tax law differently. Changes in these estimates may materially affect the final amount of deferred taxes or the timing of tax payments.

d) Functional currency

In concluding that the Canadian dollar is the functional currency of the parent and its subsidiary companies, management considered the currency that mainly influences the cost of providing goods and services in each jurisdiction in which the company operates. As no single currency was clearly dominant the Company also considered secondary indicator including the currency in which funds from financing activities are denominated and the currency in which funds are retained.

Cash and cash equivalents

The Company considers all highly liquid instruments with a maturity of twelve months or less at the time of issuance to be cash equivalents. As at June 30, 2019, the Company had cash equivalents of $8,000 (2018 - $30,000).

Foreign currency translation

The Company's reporting currency and the functional currency is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates.

Transactions in foreign currencies are translated at the exchange rate in effect at the date of the transaction. Foreign denominated monetary assets and liabilities are translated to their Canadian dollar equivalents using foreign exchange rates prevailing at the financial position reporting date. Exchange gains or losses arising on foreign currency translation are reflected in loss for the period.

Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

2. Significant accounting policies (cont'd)

Exploration and evaluation expenditures – cont'd

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Pre-exploration Costs

Pre-exploration costs are expensed in the year in which they are incurred

Equipment

Equipment is initially recorded at cost. As assets are put in use, they are amortized over their estimated useful lives on a straight-line basis at the following rates: Machinery and equipment 3 – 10 years; office furniture – 3 – 5 years; computer hardware 3 years. The depreciation method, useful life and residual values are assessed annually.

Technology

Technology assets are the cost of intangible assets acquired during the share exchange with Mineworx Technologies Inc. The assets represent the expected cash flows from the application of the proprietary mineral extraction equipment and the Company amortizes it based on it estimated useful life of 10 years. In addition, the asset will be reviewed annually for impairment, to ensure the discounted expected cash flows support the carrying value.

Decommissioning, restoration and similar liabilities ("Asset retirement obligation" or "ARO")

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of mineral properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision.

The increase in the provision due to the passage of time is recognized as interest expense.

The Company had no asset retirement obligations as of June 30, 2019 and 2018.

2. Significant accounting policies (cont'd)

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. Provisions for environmental restoration, legal claims, onerous leases and other onerous commitments are recognized at the best estimate of the expenditure required to settle the Company's liability.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. An amount equivalent to the discounted provision is capitalized within tangible fixed assets and is depreciated over the useful lives of the related assets. The increase in the provision due to passage of time is recognized as interest expense.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Share capital

The Company's common shares and share warrants are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are charged directly to share capital.

Impairment of assets

At the end of each reporting period the carrying amounts of the Company' assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate and its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

2. Significant accounting policies (cont'd)

Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss ("FVTPL").

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through profit and loss. The Company's cash and equivalents and securities held for resale are classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. The Company's receivables, amounts due from related parties and note receivable are classified as loans and receivables. Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income and loss except for losses in value that are considered other than temporary which are recognized in earnings.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities. At June 30, 2019, the Company has not classified any financial liabilities as FVTPL.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. The effective interest rate method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities, advances, and lease liability are classified as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in earnings. The Company's cash is classified as FVTPL.

Share-based payments

The stock option plan allows Company employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share-based payment expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from reserves to share capital.

The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest.

2. Significant accounting policies (cont'd)

Share-based payments (cont'd0

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in the statement of loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

Joint Venture

The Company utilizes the equity method to account for its share of the joint venture with Enviroleach. This determination was made after an analysis of IFRS 11 (joint arrangements) and IAS 28 (investments in associates and joint ventures). Under the agreement Enviroleach exercises control over the joint venture.

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Comprehensive income (loss)

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss) and represents the change in shareholders' equity which results from transactions and events from sources other than the Company's shareholders. For the years presented, comprehensive loss was the same as net loss.

Distributions of non-cash assets to owners

The Company follows the guidelines under IFRIC 17 when it distributes non-cash dividends and other distributions to its shareholders. Under that authority, the distribution is measured at the fair value of the asset distributed with any difference between the fair value and the carrying amount of the assets recorded in profit and loss.

Leases

The Company has accounted leases in accordance with IFRS 16. Contract arrangements are reviewed to determine if the agreement includes identifiable assets that the company has the right to obtain sustainably all the economic benefits from the use of the asset during the period of use. A Right-to-Use asset and lease liability is created based on the amortized value discounted by the implicit interest rate in the agreement or the calculated corporate borrowing rate.

Sub-leases are recognized at the commencement date as a receivable at an amount equal to the net investment in the lease utilizing the discount rate of the head lease if the implicit interest rate cannot be determined.

2. Significant accounting policies (cont'd)

Income taxes

Current tax is the expected tax payable or receivable on the local taxable income or loss for the year, using local tax rates enacted or substantively enacted at the balance sheet date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income taxes are recorded using the balance sheet liability method whereby deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3. New standards, amendments and interpretations

The Company has not yet begun the process of assessing the impact of other new and amended standards that are effective for annual periods beginning on or after July 1, 2019, will have on its financial statements or whether to early adopt any of the new requirements. The Company does not expect the impact of such changes on the consolidated financial statements to be material, although additional disclosure may be required.

4. Receivables

	June 30, 2019	December 31, 2018
Sales and other taxes receivables	$ 85,209	$ 30,821
Total	$ 85,209	$ 30,821

(Expressed in Canadian dollars)

5. Exploration and evaluation assets

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral claims. The Company has investigated title to all of its mineral properties, and, to the best of its knowledge, title to all of its properties, except as described below, are properly registered and in good standing.

The following is a description of the Company's exploration and evaluation assets and the related spending commitments:

Cehegin, Spain	**2019**	**2018**
Opening Balance	$ 883,986	$ 860,940
Additions:		
Geological fees and expenses	4,024	9,365
Mining rights and taxes	3,946	3,279
Field costs	7,757	10,402
Total additions	15,727	23,046
Closing Balance	$ 899,713	$ 883,986

<u>The Cehegín Iron Ore Concession, Spain</u>

On October 21, 2012, SME entered into a binding option agreement with a private Spanish company, Lorente Y Pallares SL (now MDC) pursuant to which it acquired the option to purchase 100% of the sixty-two (62) iron ore concessions and metallic mining licenses, covering an area of 1,030 hectares, located in south eastern Spain.

On March 13, 2014, SME completed the transaction by acquiring all of the issued and outstanding shares MDC in an arm's length transaction. The Company has applied for an expansion of the local area creating a continuous area of 6,900 hectares.

The purchase price for the acquisition was €135,000 (CAD - $208,173), plus the repayment of mortgage debt in the amount of €45,000 (CAD - $68,580). In addition, a security payment in the amount of €45,861 (CAD - $70,349) was given to a financial institution for future environmental restoration purposes and is now registered as an asset to SME. These amounts were paid on the closing representing a total price of €225,861 (CAD - $347,103).

The allocation of the purchase price for net assets acquired based on estimates of fair value at the acquisition date are as follows:

Cash	$ 27,899
Restricted cash	70,349
Deposits/ guarantees (classified as restricted)	27,270
Exploration and evaluation assets	249,075
Accounts payable and accrued liabilities	(27,490)
Net identifiable assets acquired	$ 347,103

5. Exploration and evaluation assets (cont'd)

SME will be required to pay an additional amount of up to EUR2,700,000 once a mining permit is submitted and granted for all 62 concessions, an improvement over the previously announced cost of EUR3,000,000. If SME proceeds with the new magnetite mining project, this additional payment would be made within four months from the decision notice date on which the permits or licenses are issued. This additional amount will be reduced to EUR1,800,000 if SME proceeds with the project, but does not obtain all mining permits for the total 62 concessions in its initial submission for permitting. No net royalties will be due on any proceeds from commercialization of the project.

The Company has lodged $294,668 (196,419 Euros) with the government to fulfill potential environmental obligations. The amount is classified as restricted cash.

Co-operation Agreement with Glencore

On October 21, 2013, the Company signed a definitive and exclusive Co-operation Agreement with a wholly owned subsidiary of Glencore Xstrata plc ("Glencore"), for joint due diligence of the Cehegin Project. The Agreement also provides for the potential formation of a joint venture company to progress development of the formerly producing Cehegin Iron Ore Mine located in the Province of Murcia, south-eastern Spain.

Ultimately, the agreement was never acted upon and by mutual agreement, SME now maintains 100% ownership in the Cehegin Iron Ore Project, through its wholly owned subsidiary CIOH. Each of the parties agreed to terminate all agreements related to the JVA, with the exception of Glencore's exclusive off-take agreement, which will remain in effect.

Aroche Wollastonite Concession

On November 10, 2015, the SME entered into a binding option agreement with Explotaciones Aroche, S.L. pursuant to which it acquired the option to purchase the mining rights of the Aroche Wollastonite Concession ("Aroche") consisting of five (5) mining grids totaling approximately 150 hectares or 370 acres, located 2 kms south of the town of Aroche in the province of Huelva, south western Spain.

Under the terms of the three-year option agreement, ending November 6, 2018, the SME will be responsible to pay all exploration, general and administration expenses plus capital expenditures and governmental fees on Aroche. The Company will make a onetime cash payment of EUR100,000 (CAD - $151,260) to the Explotaciones Aroche, S.L once the exploitation permit for Aroche has been obtained. The Company has the right to terminate the agreement at its discretion at any time with no penalties. The Optionor will maintain a 10% interest in Aroche. The option agreement allows for an extension of the three-year term in the event of unintentional causes of delay relating to the Company completing its due diligence, investigation of mineral extensions, confirmation of historical estimates and exploitation permitting of the wollastonite.

(Expressed in Canadian dollars)

6. Equipment

For the Six Months ended June 30, 2019

	Machinery	Right-to-Use	Equipment	Office Furniture	Computer Hardware	Equipment in Process	Total
Costs	$	$	$	$	$	$	$
December 31, 2018 Balance	-	428,185	910,154	21,151	51,293	-	1,410,783
Additions	-	-	33,249	-	-	-	33,249
Disposals				(3,202)			(3.202)
June 30, 2019 Balance	-	428,185	943,404	17,949	51,293	-	1,440,831
Amortization							
December 31, 2018 Balance	-	47,768	658,779	15,135	37,734	-	759,416
Current	-	46,312	81,270	1,255	4,848	-	133,685
June 30, 2019 Balance	-	94,080	740,049	16,390	42,581	-	893,101
Net Book Value	-	334,105	203,355	1,559	8,712	-	547,730

For the Year Ended December 31, 2018

	Machinery	Right-to-Use	Equipment	Office Furniture	Computer Hardware	Equipment in Process	Total
Costs	$	$	$	$	$	$	$
December 31, 2017 Balance	1,579,450	-	979,275	19,216	46,988	-	2,624,929
Additions	-	428,185	11,879	1,935	8,913	-	450,912
Disposals	-	-	(81,000)	-	(4,608)	-	(85,608)
Write-down	(1,579,450)	-	-	-	-	-	(1,579,450)
December 31, 2018 Balance	-	428,185	910,154	21,151	51,293	-	1,410,783
Amortization							
December 31, 2017 Balance	276,404	-	462,600	9,720	22,298	-	771,022
Current	157,945	47,768	246,779	5,415	16,588	-	474,495
Disposals	-	-	(50,600)	-	(1,152)	-	(51,752)
Write-down	(434,349)	-	-	-	-	-	(434,349)
December 31, 2018 Balance	-	47,768	658,779	15,135	37,734	-	759,416
Net Book Value	-	380,417	251,375	6,016	13,559	-	651,367

The Company acquired an 'HMX200' machine in the purchase of assets from Mineworx USA on December 21, 2015. The machine is to be used in mining operations. After an initial deployment, the unit was idled and put into storage. In the next 3 years, the Company has no expectation of generating revenue from this asset as the Company has shifted its focus to the E-waste business model and it is planned that it stays in storage. Accordingly, the Company has fully impaired the asset, recording a write down of $1,145,101.

7. Enviroleach Transaction

On March 15, 2017, the Company received a final order from the Alberta Court of Queen's Bench on the plan of arrangement involving Mineworx, shareholders of Mineworx and Enviroleach. The plan of arrangement involves the spin-out of the Mineworx 'Technology Rights' to Enviroleach and the distribution to the Company's shareholders of 25,999,813 common shares of Enviroleach. The plan of arrangement was approved by shareholders at the Company's Special Meeting held on March 14, 2017.

Under the terms of the Arrangement Agreement, through a statutory plan of arrangement under the Business Corporations Act (Alberta) (the "Arrangement"), the Company transfered the Technology to Enviroleach in exchange for total compensation of $8,600,000 comprised of:

i) 28 million common shares of Enviroleach valued at $0.25 per share,
ii) promissory notes in the amount of $1,600,000 made by Enviroleach in favour of the Company. $600,000 is due by September 21, 2017 and the remaining $1,000,000 is due in two years and carries a 5% interest rate. At the end of the fiscal 2018 year, $1,000,000 remains unpaid (2017 – 1,354,928, including $54,928 in accrued interest.)
iii) The Company will retain a license agreement in perpetuity for the Enviroleach, patent-pending, non-cyanide gold leaching solution.

The Arrangement was completed on March 21, 2017, and the Company distributed 25,999,813 shares of Enviroleach Technologies Inc. to the company shareholders of record on March 21, 2017 as a return of capital. The non-cash dividend was recorded at the per share price of $0.25, representing their fair value as required under IFRIC 17.

As the Company had incurred $634,450 in developing and testing the technology, a gain of $7,965,551 was realized on spin-out during the 2017 fiscal year.

8. Intangible assets

On December 21, 2015, the Company acquired intangible mineral extraction technology in a share transaction which included mineral extraction equipment. The intangible asset is being amortized over its expected useful life of 10 years, which has expected cash flows accruing to the Company from the business of operating the mineral extraction equipment. The fair value of the asset is reviewed at each year end based on the requirements of IAS 36 *Impairment of Assets* to ensure that management's discounted cash flow projections are applying reasonable and supportable assumptions.

The patent costs represent the costs of applying for a patent on the Company's mineral extraction equipment. The patent was issued on September 25, 2018 and is amortized over the 17-year life of the patent.

(Expressed in Canadian dollars)

8. Intangible assets (cont'd)

	Technology	Patents	Total
2019	**$**	**$**	**$**
Costs			
Opening balance, Jan 1, 2019	2,834,821	34,655	2,869,476
Additions	-	-	-
Closing balance, June 30, 2019	2,834,821	34,655	2,869,476
Accumulated Amortization			
Opening balance, Jan 1, 2019	1,109,000	1,019	1,110,019
Additions	141,741	1,020	142,760
Closing balance, June 30, 2019	1,250,741	2,039	1,252,780
2018			
Costs			
Opening balance, Jan 1, 2018	2,834,821	25,543	2,860,364
Additions	-	9,112	9,112
Closing balance, Dec 31, 2018	2,834,821	34,655	2,869,476
Accumulated Amortization			
Opening balance, Jan 1, 2018	825,518	-	825,518
Additions	283,482	1,019	284,501
Closing balance, Dec 31, 2018	1,109,000	1,019	1,110,019
Carrying value – Mar 31, 2019	1,584,080	32,617	1,616,697
Carrying value – Dec 31, 2018	1,725,821	33,636	1,759,457

9. Accounts payables and accrued liabilities

	June 30, 2019	December 31, 2018
Accounts payables	$ 46,543	$ 132,156
Accrued liabilities	55,000	72,271
Sales taxes payable	-	3,853
	$ 101,543	$ 208,280

(Expressed in Canadian dollars)

10. Right-to-Use assets, investment in leases and lease liability

The company has entered into various contractual arrangements that include right-to-use assets that relate to facilities and equipment used in its operations. The weighted average interest rate utilized to discount future lease payments is 6.56%.

	June 30, 2019 $	December 31, 2018 $
Net book value consists of		
Facilities	300,623	338,201
Equipment	33,482	42,216
	334,105	380,417

Future lease payments are as follows	June 30 2019 $	December 31, 2018 $
2019	134,813	268,744
2020	267,651	267,651
2021	151,149	151,149
2022	90,769	90,769
2023	45,825	45,825
Total lease payments	700,971	824,139
Less discount	(64,402)	(77,586)
Payments on principal	636,569	746,553
Current principal payments	234,813	227,783
Long term portion	401,756	518,770

Future sub-lease proceeds are as follows

	June 30, 2019 $	December 31, 2018 $
2019	78,039	160,441
2020	153,895	153,895
2021	64,890	54,126
2022	-	-
2023	-	-
Total sub-lease payments	296,824	368,462
Less discount	(19,245)	(24,440)
Investment payments	277,579	344,022

(Expressed in Canadian dollars)

11. Share capital

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

At June 30, 2019, there were 311,025,080 issued and fully paid common shares (December 31, 2018 - 311,025,080).

Please refer to the Consolidated Statements of Changes in Equity for a summary of changes in share capital and reserves for the Six Months ended June 30, 2019. Reserves relate to stock options, agent's unit options, and compensatory warrants that have been issued by the Company.

Private placements

There were no private placements in the Six Months ended June 30, 2019 and 2018

Other issuances for the Six Months ended June 30,2019

There were no other issuances in the Six Months ended June 30, 2019.

Other issuances for the Year Ended December 31,2018

1) In 2018, 23,225,000 Warrants were exercised at a price of $0.10 for proceeds of $2,322,500
2) In 2018, 5,400,000 Warrants were exercised at a price of $0.15 for proceeds of $810,000
3) In 2018, 50,000 Warrants were exercised at a price of $0.26 for proceeds of $13,000
4) In 2018, 1,100,000 Options were exercised at a price of $0.13 for proceeds of $143,000
5) In 2018, 2,300,000 Options were exercised at a price of $0.10 for proceeds of $230,000
6) In 2018, 100,000 Options were exercised at a price of $0.06 for proceeds of $6,000

Warrants

The warrants transactions and number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance outstanding, December 31, 2017	41,501,667	$ 0.15
Exercised	(28,675,000)	0.11
Expired	(2,335,000)	0.14
Balance outstanding, December 31, 2018	10,491,667	$ 0.26
Expired	(10,491,667)	0.26
Balance outstanding, June 30, 2019	-	$ -
Balance exercisable, June 30, 2019	-	$ -

There are no outstanding warrants as at June 30, 2019.

(Expressed in Canadian dollars)

11. Share-based payments

Stock options

The Company follows the policies of the TSX Venture Exchange, under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% common shares of the Company. The exercise price of each option equals the market price of the Company's common shares as calculated on the date of grant. The options can be granted for a maximum term of 5 years. The vesting period for all options is at the discretion of the board of directors.

The changes in options are as follows:

	Three Months ended June 30, 2019		Year Ended December 31, 2018	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Options outstanding, beginning of period	23,645,000	$ 0.11	23,445,000	$ 0.10
Granted	-	-	3,750,000	0.18
Exercised	-	-	(3,500,000)	(0.11)
Options cancelled/expired	(2,250,000)	(0.13)	(50,000)	(0.10)
Options outstanding, end of period	21,395,000	$ 0.11	23,645,000	$ 0.11
Options exercisable, end of period	21,395,000	$ 0.11	23,645,000	$ 0.11

During the Six Months ended June 30, 2019:

There were no stock options granted.

(Expressed in Canadian dollars)

12. Share-based payments (cont'd)

During the Year Ended December 31, 2018:

a. On January 11, 2018, the Company granted 300,000 stock options to a director of the Company. The options are at an exercise price of $0.26 per share and valid for a period of five years from the date of the grant. The options vested upon grant.

b. On September 18, 2018, the Company granted 3,450,000 stock options to employees, directors, and consultants of the Company. The options are at an exercise price of $0.175 per share and valid for a period of five years from the date of the grant. The options vested upon grant.

The stock options outstanding and exercisable at June 30, 2019 are as follows:

Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry Date
4,050,000	4,050,000	$ 0.10	June 20, 2020
500,000	500,000	$ 0.10	September 8, 2020
5,950,000	5,950,000	$ 0.10	December 17, 2020
350,000	350,000	$ 0.10	December 21, 2020
2,395,000	2,395,000	$ 0.06	November 28, 2021
3,525,000	3,525,000	$ 0.07	November 7, 2022
275,000	275,000	$ 0.19	December 31, 2020
500,000	500,000	$ 0.14	November 20, 2019
100,000	100,000	$ 0.20	December 13, 2022
300,000	300,000	$ 0.26	January 11, 2023
3,450,000	3,450,000	$ 0.175	September 18, 2023
21,395,000	21,395,000		

The weighted average remaining contractual life is 2.24 years.

Reserves

The reserves record items recognized as share-based payments expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital.

The total share-based payments recognized during the Six Months ended June 30, 2019, under the fair value method was $nil (2018 - $87,780).

(Expressed in Canadian dollars)

12. Share-based payments (cont'd)

Reserves (cont'd)

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted during the Six Months ended June 30, 2019 and the Six Months ended June 30, 2018:

	2019	2018
Risk-free interest rate	-	1.15%
Expected life of options	-	5 years
Annualized volatility	-	141.24%
Dividend rate	-	0.00%

13. Basic and diluted income (loss) per share

The calculation of basic and diluted income per share for the Six Months ended June 30, 2019 was based on the loss attributable to common shareholders of $1,127,989 (2018 – $1,519,867) and the weighted average number of common shares outstanding of 311,025,080 (2018 – 295,984,749).

In 2019 the effect of 21,395,000 stock options are not included as the effect is anti-dilutive.

In 2018 the effect of 23,645,000 exercisable stock options and 10,491,667 warrants are not included as the effect is anti-dilutive.

14. Related Parties

The Company's directors receive no compensation for their services but do receive reimbursement of out-of-pocket expenses to perform their Board of Directors duties. Key Management costs for the Six Months ended June 30, 2019 was $234,626 (2018 - $225,161). Included in the accounts payable and accrued liabilities are amounts due to Key Management for unpaid management fees and expenses of $48,929 (2018 - $44,706)

There was $nil in Management Share Based Compensation for the six months ending June 30, 2019 (2018 - $nil) and $nil (2018 - $69,337) relating to Directors.

Due from related parties includes receivables of $526,725, (2018 - $244,257) for costs incurred for the joint venture with Enviroleach, a company with common management.

15. Management of capital

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to pursue the exploration and development of its exploration and evaluation assets, acquire additional mineral property interests and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes its cash balances and components of shareholders' equity. The Company manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the

15. Management of capital (cont'd)

Company may attempt to issue new shares, issue debt, acquire or adjust the amount of cash and cash equivalents and investments.

At this stage of the Company's development, to maximize ongoing development efforts, the Company does not pay out dividends. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ending June 30, 2019. The Company is not subject to externally imposed capital requirements.

16. Financial risk management

International Financial Reporting Standards 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash is classified as Level 1.

As at June 30, 2019, the carrying values of cash, receivables and accounts payable and accrued liabilities approximate their fair values due to their short terms to maturity.

Financial risks

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

Credit risk

The Company's credit risk is primarily attributable to cash and receivables. The Company has no significant concentration of credit risk arising from operations. Cash consists of chequing account at reputable financial institution, from which management believes the risk of loss to be remote. Federal deposit insurance covers balances up to $100,000 in Canada. Financial instruments included in receivables consist of amounts due from government agencies. The Company limits its exposure to credit loss for cash by placing its cash with high quality financial institution and for receivables by standard credit checks. At June 30, 2019, the Company's exposure to credit risk is minimal.

16. Financial risk management (cont'd)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, considering its anticipated cash flows from operations and its holdings of cash.

As at June 30, 2019, the Company had a cash balance of $328,254 (2018 - $2,026,671) to settle current liabilities of $340,070 (2018 - $444,463).

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements and loans from related and other parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest and foreign exchange risk

The Company is subject to normal risks including fluctuations in foreign exchange rates and interest rates. While the Company manages its operations in order to minimize exposure to these risks, it has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. At June 30, 2019, the Company was not exposed to significant interest rate risk.

The Company has significant operating expenditures which are denominated in Euro ("EUR"). The Company's exposure to exchange rate fluctuations arises mainly on foreign currencies against the Canadian dollar functional currency of the relevant business entities.

Financial assets

The Canadian dollar equivalent of the amounts denominated in foreign currencies as at June 30, 2019 and December 31, 2018 are as follows:

June 30, 2019		**USD**		**EUR**
Cash	$	31	$	29,286
Receivables / prepaid expenses		-		37,142
Total	$	31	$	66,428

December 31, 2018		**USD**		**EUR**
Cash	$	31	$	46,893
Receivables / prepaid expenses		47,747		42,307
Total	$	47,778	$	89,200

16. Financial risk management (cont'd)

Financial liabilities

The exposure of the Company's financial liabilities to currency risk are as follows:

June 30, 2019		**USD**		**EUR**
Accounts payable and accrued liabilities	$	8,829	$	1,212
Total	$	8,829	$	1,212

December 31, 2018		**USD**		**EUR**
Accounts payable and accrued liabilities	$	12,353	$	12,665
Total	$	12,353	$	12,665

Sensitivity analysis

The Company is exposed to foreign currency risk on fluctuations related to cash, and accounts payable and accrued liabilities that are denominated in Euro. As at June 30, 2019, net financial assets totalling $65,216 (2018 - $76,535) were held in Euro. This excludes $294,668 (2018 – $306,670) held as security and listed as restricted cash in the financial statements.

Based on the above net exposure as at June 30, 2019 and assuming all other variables remain constant, a 2% depreciation or appreciation of the Euro against the Canadian dollar would result in an increase or decrease of approximately $38,820 (2018 - $37,701) in the Company's loss and comprehensive loss.

b) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

17. Securities held for sale

The securities held for sale represents 961,182 shares of Enviroleach which trade on the Canadian Securities Exchange. The shares represent less than 2% of the outstanding shares of Enviroleach. The shares are classified as "FVTPL" and their change in fair market value is reflected on the statement of operations. On June 30, 2019, the closing price of the shares was $0.97.

18. Minority interest

On August 29, 2017, Enviroleach and Mineworx signed a joint venture agreement to pursue sales opportunities in the E-waste sector. Enviroleach has an 80% equity share and Mineworx has a 20% equity share of the non-legal joint venture entity. Mineworx has significant influence over the joint venture and accounts for the entity using the equity method. During the Six Months ended June 30, 2019 the joint venture had losses of $1,533,715 (2018 - $1,502,325) and the Company contributed a further $656,295 as its equity share.

(Expressed in Canadian dollars)

19. Segmented information

The Company has two operating segments, exploration and development of mineral properties in Spain and mineral extraction through use of its proprietary equipment in North America. The Company's non-current assets by geographic location for the Six Months ended June 30, 2019 are as follows:

June 30, 2019	North America	Spain	Total
Restricted cash	$ -	$ 294,668	$ 294,668
Exploration and evaluation assets	-	899,713	899,713
Investment in joint venture	1,059,111	-	1,059,111
Investment in leases	277,579	-	277,579
Note receivable	1,000,000	-	1,000,000
Equipment	547,730	-	547,730
Intangible assets	1,616,697	-	1,616,697
Total	$ 4,501,117	$ 1,194,381	$ 5,695,498

December 31, 2018	North America	Spain	Total
Restricted cash	$ -	$ 306,670	$ 306,670
Exploration and evaluation assets	-	883,986	883,986
Investment in joint venture	709,559	-	709,559
Investment in leases	344,022	-	344,022
Note receivable	1,000,000	-	1,000,000
Equipment	651,367	-	651,367
Intangible assets	1,759,457	-	1,759,457
Total	$ 4,464,405	$ 1,190,656	$ 5,655,061

20. Supplemental disclosure with respect to cash flows

During the Six Months ended June 30, 2019, there were no significant non-cash transactions.

During the Year ended December 31, 2018, the significant non-cash transactions were as flows:

a) The Company capitalized $428,186 relating to leases
b) The Company created an investment in leases asset of $314,653 relating to a sub-lease
c) The Company created a liability of $742,839 relating to leases

21. Subsequent events

There were no subsequent events