



MANAGEMENT DISCUSSION AND ANALYSIS

JUNE 30, 2022

Mineworx Technologies Ltd.
Management Discussion and Analysis
Six months ended June 30, 2022

Introduction

This Management Discussion and Analysis Report has been prepared to provide material updates and analysis of the business operations, financial condition, financial performance, cash flows, liquidity, and capital resources of Mineworx Technologies Ltd. and its subsidiaries (“Mineworx” or the “Company”).

The information provided herein should be read in conjunction with the Company’s condensed audited consolidated financial statements and the notes thereto for the six months ended June 30, 2022, and the Annual MD&A for the year ended December 31, 2020.

The statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

Mineworx is listed on the TSX Venture Exchange under the symbol “MWX”, on the OTCQB Exchange under the symbol “MWXRF” and on the Frankfurt Stock Exchange under the symbol “YRS”. The Company is engaged in the development and deployment of innovative material processing technologies and the exploration, acquisition, and development of mineral properties.

Except as otherwise disclosed, all dollar figures in this report are stated in Canadian dollars. The effective date of this report is August 22, 2022.

Statements in this report, that are not historical facts, are forward-looking statements involving known and unknown risks and uncertainties which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. See “Forward-Looking Information and Statements” herein.

Additional information is available on the Company website www.mineworx.net or for view on SEDAR at www.sedar.com.

Corporate Overview

In December 2015, as part of a new business strategy to pursue CleanTech opportunities for the mining sector the Company acquired a private company. This private company had developed the HM X-tract, an eco-friendly portable heavy mineral extraction technology. The new business line of material processing technology was intended as a diversification strategy to complement the existing mining exploration model and the Spanish mineral assets.

The now patented HM X-tract process, which includes integrated water clarification and filtration technologies, allows operators to recycle most of the process water used at a typical mine site. This conserves water, minimizes environmental discharge, and significantly reduces or eliminates the necessity for tailings ponds. Mineworx also developed additional processing technology which included

Mineworx Technologies Ltd.
Management Discussion and Analysis
Six months ended June 30, 2022

the patented HM-Xmill, which is designed to crush materials finer when compared to traditional ball mills at a lower energy consumption.

Since the acquisition, Mineworx has adapted the initial processing technologies developed for the mining industry to pursue opportunities for precious metal recoveries in alternative sectors. The Company focus on the recovery of platinum and palladium from catalytic converters is the result of this development work.

Mineworx has partnered with Davis Recycling Inc. (Davis), a large recycling company based in Tennessee, USA, to create PGM Renewal LLC. Mineworx will hold 55% of this new company which combines the Davis expertise in supply chain management required to secure the feedstock with Mineworx's years of technology experience to commercialize the project.

Catalytic Converter Project

The Company was required to obtain regulatory permits to allow for the operation of the 100L pilot plant at the facility in Johnson City, Tennessee. The process to obtain the required permits was longer and more complex than originally anticipated which created delays in the planned testing program. The Company took the opportunity created by the regulatory delays to modify the 100L pilot plant and replace components that were deemed unsuitable during the initial round of testing in Vancouver.

In the six months ended June 30, 2022, the Company completed the optimization stage of the pilot plant testing program and announced the plan to construct the commercial plant in a modular concept.

During the year laboratory and technical personnel continued to pursue research into areas that show promise for improving the effectiveness and efficiency of recovering precious metals from catalytic converters.

EnviroMetal Relationship

As part of a strategic review, the Company decided to spin out the HM X-leach technology it had developed to the newly formed public entity Enviroleach Technologies Inc. (now EnviroMetal) in the first quarter of 2017. This transaction allowed for the shareholders of Mineworx to continue to share in the promising upside of the chemical leaching technology while the Company kept a right to use the technology in its operations.

Later in 2017, EnviroMetal requested that Mineworx perform material processing testing utilizing the HM-Xmill technology. The test results indicated that the Mineworx technology enhanced the recovery of precious metals in E-Waste material. Based on the new information, EnviroMetal and Mineworx agreed to create a joint venture to pursue opportunities in the E-Waste sector. The Mineworx equity share of the joint venture is 20%.

Mineworx Technologies Ltd.
Management Discussion and Analysis
Six months ended June 30, 2022

In the first quarter of 2020, the Mineworx technical crew completed the fabrication of the E-Waste processing facility in Surrey, British Columbia for the joint venture. The plant started processing e-waste materials in 2020 but was shutdown later in the year due to the inability to secure an adequate supply of the feedstock caused by COVID-19 related supply chain disruptions.

Mineworx and EnviroMetal are currently disputing operational and financial issues related to the e-waste joint venture. As part of this dispute, EnviroMetal has not provided the Company access to the financial information of the joint venture.

On May 10, 2021, the Company provided notice to EnviroMetal that Mineworx was exercising its “Put Option” under the joint venture agreement which requires EnviroMetal to purchase the 20% Mineworx ownership share at fair market value.

In February 2020, Mineworx entered into a non-binding Letter of Intent (LOI) with EnviroMetal to develop technology related to extraction of Platinum and Palladium from catalytic converters. After preliminary work was completed by Mineworx personnel in the EnviroMetal facility, it was decided that Mineworx would cease its relationship with EnviroMetal regarding the future development of the catalytic converter recycling business.

On June 22, 2021, EnviroMetal filed a Statement of Claim against the Company and certain and former employees of the Company alleging breach of confidentiality regarding the LOI. Mineworx maintains that the lawsuit is without merit and its legal team prepared a statement of defense against the claim.

On January 21, 2022, as part of the ongoing legal proceedings with EnviroMetal, the Supreme Court of British Columbia granted EnviroMetal an interim injunction that requires the Company not to disclose to third parties the disputed confidential information. This interim injunction has not affected the Company’s ability to move the catalytic converter project forward.

Exploration and Evaluation Assets

In the six months ended June 30, 2022, the exploration drilling program commenced in 2021 was completed. The data from the 20 drill holes has been sent for analysis by an independent laboratory.

On May 18, 2022, Mineworx closed the previously announced transaction with Iron Bull Mining Inc. (“Iron Bull”) that involved the sale of the Cehegín iron ore project for 20,000,000 shares in Iron Bull that have a deemed value of \$1.00 each.

The Cehegín Iron Ore Concessions, Spain

Mineworx’s wholly owned subsidiary, Solid Mines Espana, S.A.U. (“SME”), through the wholly owned subsidiary Magnetitas del Cehegín, S.L., (“MDC”), holds all of the rights and interests associated with

the Cehegin 61 iron ore concessions in south-eastern Spain. In total the Cehegin iron ore property represents 61 exploitation concessions representing a surface area of 1,030 hectares. The Company has applied for an expansion of the local area creating a continuous area of 6,900 hectares.

In September 2015, Mineworx regained a 100% interest in Cehegin Iron Ore Holdings, S.L. ("CIOH") the Spanish holding company formed under the terms of the Joint Venture Agreement ("the JVA") with Glencore International AG ("Glencore"). By mutual agreement, Mineworx through SME has acquired Glencore's 20% interest in CIOH for nominal consideration and now maintains 100% ownership in the Cehegin Iron Ore Project located in the Province of Murcia, in south-eastern Spain. In connection with the acquisition of Glencore's 20% interest in CIOH, each of the parties has agreed to terminate all agreements related to the JVA, except for Glencore's exclusive off-take agreement, which will remain in effect. In 2018 CIOH was amalgamated into MDC.

SME will be required to pay an additional amount of up to €2,700,000 once a mining permit is submitted and granted for all 62 concessions, a reduction over the previously announced cost of €3,000,000. 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 €1,800,000 if SME proceeds with the project but does not obtain all mining permits for the total 62 concessions in its initial submission. No net royalties will be due on any proceeds from commercialization of the project.

The Company's Spanish Geological team have analyzed the 38,000 meters of historical drilling on the Cehegin Iron Ore concessions. 100% of the drill holes on three of the 61 concessions have been digitized allowing for the completion of 3D modelling. The Company's analysis of the historical data confirmed a vast potential expansion of the ore bodies which are open in all directions including depth.

The Cehegín iron ore concession has good access to infrastructure including rail options to European markets and the deep-sea Port of Cartagena is 115 Km from the property. The concession is in the south-eastern area of the mineral rich Iberian Peninsula; this region has a long history of iron ore production that was once the dominant supplier to all of Europe. The Company was able to obtain the detailed historical mining and exploration data of the area, compiled by the previous operational owner, Altos Hornos de Vizcaya.

The Company completed a high-resolution aeromagnetic survey during the spring of 2015. The main objectives of the airborne survey were to confirm and define the extent of several additional targets that have been identified through the data compilation program. The survey provided excellent resolution of near-surface magnetic sources, representing a major improvement over prior regional aeromagnetic data. Many of the stronger, better defined, discrete magnetic anomalies correspond to known iron ore mines and prospects, such as the important Soledad and Colossus prospects. Most magnetic sources are judged to be quite shallow, or at least have a very shallow, sub-cropping portion. Some of these anomalies are inferred to have a significant gently dipping down-dip or down-plunge extension. Several anomalies are inferred to lie at a moderate depth (25-100m).

Mineworx Technologies Ltd.
Management Discussion and Analysis
Six months ended June 30, 2022

The Company has received a technical report for the Cehegín property, prepared by Stanley C. Bartlett M.Sc., PGeo. of Micon International Co Limited, in the United Kingdom, dated April 28, 2014, which has been filed on SEDAR at www.sedar.com on May 20, 2014.

Selected Annual Financial Information

	June 30, 2022	December 31, 2021	December 31, 2020
Revenues from continuing operations	\$ -	\$ -	\$ -
Income (comprehensive loss)	15,203,881	(4,373,338)	(2,823,832)
Gain (loss) per share - basic	0.04	(0.01)	(0.02)
Exploration and evaluation assets	-	1,738,831	955,459
Total assets	25,568,854	9,476,492	5,078,647
Total liabilities	3,170,006	2,421,342	825,359
Working capital	710,481	4,290,170	424,650

Summary of Quarterly Results

The following financial data is selected information for the Company for the eight most recently completed financial quarters:

	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021	Sept 30, 2021	Jun 30, 2021	Mar 31, 2021	Dec 31, 2020	Sept 30, 2020
Total revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Income (loss) for the period \$,000	16,107	(903)	(1,463)	(1,188)	(1,167)	(555)	(623)	(716)
Income (loss) per share (basic & diluted)	0.05	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

Fluctuations in the Company's expenditures reflect the variations in the timing of exploration and development activities, general corporate operations, the timing of share-based payments, and write-down or sale of certain exploration, evaluation, or other assets.

Financial results

The Company had no operating revenue for the six months ended June 30, 2022, and 2021. For the six months ended June 30, 2022, the Company had a net income of \$15,203,881 (2021 – loss of \$1,721,464)

Mineworx Technologies Ltd.
Management Discussion and Analysis
Six months ended June 30, 2022

Total expenses of \$1,628,192 related general administration in the six months ended June 30, 2022 (2021 - \$1,636,393). The Company financial performance reflects the focus on activities and spending required to commercialize the catalytic converter project. In the six months ended June 30, 2022 the Company invested a further \$832,393 in the research and development of the catalytic converter project. This brings the total investment to \$3,433,337 which includes both capitalized and general administration costs.

Consulting fees were \$nil (2021 - \$107,205), in 2022 the Company did not require the assistance of third-party consultants.

Interest costs were \$39,508 (2021 - \$31,415), the increase is due to the addition of the notes payable that the Company did not have in 2021 offset by reductions in assets held under leases.

Management and employee costs were \$511,793 (2021 - \$470,903), labour costs have increased due to the addition of resources the Company added to assist in the ramp up of activity in Tennessee.

Office and general costs were \$35,929 (2021 - \$85,085), there was a decrease in spending due to the reduced spending in Spain and for the fabrication shop in 2022.

Public listing costs were \$227,083 (2021 - \$251,688), this includes investor relations and regulatory filing costs. Decreases from 2021 relate to the additional costs incurred in 2021 for the Rights offering offset by the hiring outside resources to provide investor relation services.

Professional fees were \$272,671 (2021 - \$110,679), relate to audit and legal fees, the increase in 2022 is a result of increased usage of legal services for advice regarding the statement of claim filed by EnviroMetal, disputes related to the operation of the joint venture, and the advice required to complete the sale of the Cehegin asset.

Project costs were \$385,048 (2021 - \$101,482), these costs reflect the costs related to the research and development undertaken primarily to move the catalytic converter project towards commercialization. The increase when compared to 2021 is the additional activity in Tennessee.

Share-based payments were \$90,129 (2021 - \$461,706), the 2022 cost relates to 2,650,000 options granted to consultants at a weighted average price of \$0.08 that vest in 4 equal tranches over a period of 1 year and accounted for using the Black-Scholes method The 2021 costs relate to the issuance of 7,400,000 options at \$0.075 and the vesting of previously granted options.

Travel costs were \$63,031 (2021 - \$16,230), The 2022 costs relate to the requirement of increased travel to Tennessee to support that operation and the 2021 costs are artificially low due to travel restrictions created by COVID-19.

Mineworx Technologies Ltd.
Management Discussion and Analysis
Six months ended June 30, 2022

The Company interest income of \$51,193 (2021 – \$3,223) increased due to the addition to the 2,000,000 note receivable that carries a 5% interest rate from a third party that was received at the beginning of 2022.

\$275,000 was expensed as amortization in 2022 (2021 - \$217,649), \$142,760 (2021 - \$142,761) was related to the amortization of the intangible assets and \$132,240 (2021 - \$74,899) was for equipment depreciation. The increase of equipment depreciation expense resulted from the 100L pilot plant commencing to be depreciated

The company recognized a loss of \$11,179 (2021 – \$60,166) on foreign exchange primarily based on the changing value of the Euro and USD to the Canadian dollar.

The company recognized a loss of \$82 (2021 – \$nil) on the sale of assets, the amount in 2022 relates to the disposal of assets related to the fabrication shop.

The company recognized a gain of \$17,066,996 (2021 – \$nil) on the sale of the Cehegin iron ore property.

Other income was \$148 (2021 - \$189,521) the decrease is primarily related to the elimination of government COVID-19 subsidy programs for wages and rents that represent the majority of the 2021 amount.

Quarterly results

The Company had no operating revenue for the three months ended June 30, 2022, and 2021. For the three months ended June 30, 2022, the Company had a net income of \$16,106,933 (2021 – loss of \$1,166,797)

Total expenses of \$864,935 related general administration in the three months ended June 30, 2022 (2021 - \$1,166,797). The Company financial performance reflects the focus on activities and spending required to commercialize the catalytic converter project.

Consulting fees were \$nil (2021 - \$94,809), in 2022 the Company did not require the assistance of third-party consultants.

Interest costs were \$21,707 (2021 - \$19,342), the increase is due to the addition of the notes payable that the Company did not have in 2021 offset by reductions in assets held under leases.

Management and employee costs were \$246,875 (2021 - \$221,118), labour costs have increased due to the addition of resources the Company added to assist in the ramp up of activity in Tennessee.

Mineworx Technologies Ltd.
Management Discussion and Analysis
Six months ended June 30, 2022

Office and general costs were \$16,921 (2021 - \$45,105), there was a decrease in spending due to the reduced spending in Spain and for the fabrication shop in 2022.

Public listing costs were \$137,499 (2021 - \$187,643), this includes investor relations and regulatory filing costs. Decreases from 2021 relate to the additional costs incurred in 2021 for the Rights offering offset by the hiring outside resources to provide investor relation services.

Professional fees were \$116,645 (2021 - \$42,663), relate to audit and legal fees, the increase in 2022 is a result of increased usage of legal services for advice regarding the statement of claim filed by EnviroMetal, disputes related to the operation of the joint venture, and the advice required to complete the sale of the Cehegin asset.

Project costs were \$240,611 (2021 - \$42,234), these costs reflect the costs related to the research and development undertaken primarily to move the catalytic converter project towards commercialization. The increase when compared to 2021 is the additional activity in Tennessee.

Share-based payments were \$44,616 (2021 - \$458,096), the 2022 cost relates to 2,650,000 options granted to consultants at a weighted average price of \$0.08 that vest in 4 equal tranches over a period of 1 year and accounted for using the Black-Scholes method. The 2021 costs relate to the issuance of 7,400,000 options at \$0.075 and the vesting of previously granted options.

Travel costs were \$40,062 (2021 - \$15,688), The 2022 costs relate to the requirement of increased travel to Tennessee to support that operation and the 2021 costs are artificially low due to travel restrictions created by COVID-19.

The Company interest income of \$25,619 (2021 – \$3,112) increased due to the addition to the 2,000,000 note receivable that carries a 5% interest rate from a third party that was received at the beginning of 2022.

\$136,611 was expensed as amortization in 2022 (2021 - \$107,959), \$71,380 (2021 - \$71,380) was related to the amortization of the intangible assets and \$65,231 (2021 - \$36,578) was for equipment depreciation. The increase of equipment depreciation expense resulted from the 100L pilot plant commencing to be depreciated

The company recognized a gain of \$4,520 (2021 – loss \$30,601) on foreign exchange primarily based on the changing value of the Euro and USD to the Canadian dollar.

The company recognized a loss of \$11,345 (2021 – \$nil) on the sale of assets, the amount in 2022 relates to the disposal of assets related to the fabrication shop.

Mineworx Technologies Ltd.

Management Discussion and Analysis Six months ended June 30, 2022

The company recognized a gain of \$17,066,996 (2021 – \$nil) on the sale of the Cehegin iron ore property.

Other income was \$nil (2021 - \$95,349) the decrease is primarily related to the elimination of government COVID-19 subsidy programs for wages and rents that represent the majority of the 2021 amount.

Exploration and Evaluation Assets

For the six months ended June 30, 2022, the Cehegin total expenditures were \$491,177 (2021 - \$222,870), comprised of geological fees and expenses of \$442,177 (2021 - \$126,864), mining rights and taxes of \$53,098 (2021 - \$12,530), and field costs of \$95,992 (2021 - \$83,476). Cehegin was the only mining property development advanced in 2022. The Company completed the exploration drilling program commenced in 2021.

On May 18, 2022, the Company sold the Cehegin asset for 20,000,000 shares in Iron Bull Mining Inc. a privately held company at a deemed value of \$1.00 per share. The asset had a carrying value of \$2,330,098.

Equipment

For the six months ended June 30, 2022, the expenditures on equipment were \$155,082 (2021 - \$554,299) The 2022 capital expenditures were for components of the 100L catalytic converter pilot plant. The 2021 expenditures were for components of the 100L pilot plant.

Intangible Assets

The 2022 balance was \$733,633 (2021 - \$1,045,656) the reduction is due to the amortization of \$141,742 (2021 - \$142,761) charged against the account.

Most of the intangible assets are the technology assets acquired as part of the original purchase of the private company Mineworx technologies Inc. that was acquired in 2015 and is being amortized over a ten-year life.

Liquidity and Capital Resources

On June 30, 2022, the Company's cash position was \$253,219 (2021 - \$4,106,049) and the working capital was \$710,481.

Net cash used in operating activities for the six months ended June 30, 2022, was \$1,420,831 (2021 - \$1,379,866), which relates primarily to general and administrative expenses offset by working capital expenses due to timing of expenditures.

Mineworx Technologies Ltd.
Management Discussion and Analysis
Six months ended June 30, 2022

Net cash used in investing activities for the six months ended June 30, 2022, was \$2,760,363 (2021 – \$311,104). \$155,082 was spent on fixed assets (2021 - \$554,299) for the fabrication of the catalytic converter pilot plant and \$647,674 on development activities in Spain (2021 - \$222,870). The Company received proceeds of \$42,393 (2021 - \$nil) from the sale of fabrication shop assets and invested \$2,000,000 on a Note receivable to a third party.

Net cash generated by financing activities for the six months ended June 30, 2022, was \$877,235 (2020 – \$5,742,888). The 2022 spending on lease payments was 37,453 (2021 - \$92,520) and received \$865,000 (2021 – repaid \$120,000) in proceeds from debentures and \$49,688 (2021 - \$nil) from the exercise of stock options. In 2021 the Company received \$4,841,476 from a rights offering, \$1,200,059 in proceeds from private placements, less costs of \$126,569, and proceeds from sub-leases of \$131,224.

The Company is in an exploration and development phase and is not generating revenue yet, it is expected that the working capital balance will follow a cycle of reduction and replenishment. Management currently follows a policy of raising only sufficient capital to carry out its near-term plans. This policy is meant to minimize dilution of shareholders' positions by raising capital when the stock price is at higher levels.

Capital Commitments

The Company had no commitments for property and equipment expenditures for fiscal 2021. The Company expects that any property and equipment expenditures incurred, based on future needs, will be funded from working capital and/or from operating or capital leases.

Transactions with Related Parties

The Company entered into the following transactions with related parties:

Related party balances

The amounts due to officers of the Company are as follows:

	June 30, 2022	December 31, 2021
Included in accounts payables, accrued liabilities, and loans ⁽ⁱ⁾	\$ 34,706	\$ 15,239
	\$ 34,706	\$ 15,239

⁽ⁱ⁾ These amounts are for advances, expenses and consulting fees. They are unsecured, non-interest bearing and have no fixed terms of repayment.

Changes in Accounting Policies Including Initial Adoption

Mineworx Technologies Ltd.
Management Discussion and Analysis
Six months ended June 30, 2022

Future Accounting Pronouncements

A number of new standards, amendments to standards and interpretations that are more thoroughly described in the notes to the condensed interim consolidated financial statements, are not yet effective as of the date of this report and were not applied in preparing the condensed interim consolidated financial statements. The Company is currently assessing the impact that these standards will have on the condensed interim consolidated financial statements.

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.

On June 30, 2022, 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 accounts 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. On June 30, 2022, the Company's exposure to credit risk is minimal.

Mineworx Technologies Ltd.
Management Discussion and Analysis
Six months ended June 30, 2022

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.

As of June 30, 2022, the Company had a cash balance of \$253,219 (2021 - \$3,557,178) to settle current liabilities of \$233,293 (2020 - \$338,555).

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 December 31, 2020, 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. The Company has been principally engaged in the acquisition, exploration, and development of mineral properties in Spain.

Financial assets

The Canadian dollar equivalent of the amounts denominated in foreign currencies as of June 30, 2022, and December 31, 2021, are as follows:

June 30, 2022	USD	EUR	
Cash	\$	47,103	\$ -
Receivables / prepaid expenses	\$	15,029	\$ -
Total		62,132	-

Mineworx Technologies Ltd.
Management Discussion and Analysis
Six months ended June 30, 2022

December 31, 2021	USD	EUR
Cash	\$ 495	\$ 198,820
Receivables / prepaid expenses	\$ 51,163	\$ 275,785
Total	51,658	474,605

Financial liabilities

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

June 30, 2022	USD	EUR
Accounts payable and accrued liabilities	\$ 15,291	\$ -
Total	15,291	-

December 31, 2021	USD	EUR
Accounts payable and accrued liabilities	\$ 4,898	\$ 22,928
Total	4,898	22,928

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 US dollars, there was a net financial liability of \$46,841 (2021 – \$46,760).

As of June 30, 2022, and assuming all other variables remain constant, a 2% depreciation or appreciation of the foreign exchange rate against the Canadian dollar would result in an increase or decrease of approximately \$937 (2020 - \$1,173) related to the USD in the Company's loss and comprehensive loss.

b) Price risk

The Company is presently 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.

Proposed Transactions

On July 8, 2022, Mineworx announced a rights offering and share consolidation. The rights offering entitles each eligible common shareholder at the record date of July 18, 2022 to subscribe for a

Mineworx Technologies Ltd.
Management Discussion and Analysis
Six months ended June 30, 2022

common share of the Company upon the payment of the subscription price of \$0.015 per common share until the expiry date of September 12, 2022 for gross proceeds of \$5,207,679. After the closing of the rights offering the Company intends to consolidate its issued and outstanding common shares on a one (1) post-consolidation common shares for every two (2) pre-consolidation common shares.

Outstanding Share Data

Authorized share capital

Unlimited number of common shares without par value.

Common shares

On June 30, 2022, there were 347,178,581 issued and fully paid common shares outstanding.

On August 22, 2022, there were 347,178,581 issued and fully paid common shares outstanding.

Stock options

On June 30, 2022, there were 18,025,000 stock options outstanding at weighted average price of \$0.12 and 16,037,500 stock options exercisable at weighted average price of \$0.12.

On August 22, 2022, there were 18,025,000 stock options outstanding at weighted average price of \$0.12 and 16,037,500 stock options exercisable at weighted average price of \$0.12.

Warrants

On June 30, 2022, there were 5,870,000 warrants outstanding and exercisable at weighted average price of \$0.13.

On August 22, 2022, there were 5,870,000 warrants outstanding and exercisable at weighted average price of \$0.13.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet arrangements.

Forward-Looking Information and Statements

This information contains certain forward-looking statements and forward-looking information (collectively referred to herein as “forward-looking statements”) within the meaning of applicable Canadian securities laws. All statements other than statements of present or historical fact are forward-looking statements. Forward-looking information is often, but not always, identified by the use of words such as “could”, “should”, “can”, “anticipate”, “expect”, “believe”, “will”, “may”,

Mineworx Technologies Ltd.

Management Discussion and Analysis

Six months ended June 30, 2022

“projected”, “sustain”, “continues”, “strategy”, “potential”, “projects”, “grow”, “take advantage”, “estimate”, “well positioned” or similar words suggesting future outcomes. In particular, this information contains forward-looking statements relating to: the future opportunities for the Company; the business strategy of the Company; and the competitive advantage of the Company.

In addition, forward-looking statements regarding the Company are based on certain key expectations and assumptions of the Company concerning anticipated financial performance, business prospects, strategies, the sufficiency of budgeted capital expenditures in carrying out planned activities, the availability and cost of services, the ability to obtain financing on acceptable terms, the actual results of exploration projects being equivalent to or better than estimated results in technical reports or prior exploration results, and future costs and expenses being based on historical costs and expenses, adjusted for inflation, all of which are subject to change based on market conditions and potential timing delays. Although management of the Company consider these assumptions to be reasonable based on information currently available to them, these assumptions may prove to be incorrect.

By their very nature, forward-looking statements involve inherent risks and uncertainties (both general and specific) and risks that forward-looking statements will not be achieved. Undue reliance should not be placed on forward-looking statements, as a number of important factors could cause the actual results to differ materially from the Company’s beliefs, plans, objectives and expectations, including, among other things: general economic and market factors, including business competition, changes in government regulations or in tax laws; the early stage development of the Company and its projects; general political and social uncertainties; commodity prices; the actual results of current exploration and development or operational activities; changes in project parameters as plans continue to be refined; accidents and other risks inherent in the mining industry; lack of insurance; delay or failure to receive board or regulatory approvals; changes in legislation, including environmental legislation, affecting the Company; timing and availability of external financing on acceptable terms; conclusions of economic evaluations; and lack of qualified, skilled labour or loss of key individuals. These factors should not be considered exhaustive. Many of these risk factors are beyond the Company’s control and each contributes to the possibility that the forward-looking statements will not occur or that actual results, performance or achievements may differ materially from those expressed or implied by such statements. The impact of any one risk, uncertainty or factor on a particular forward-looking statement is not determinable with certainty as these risks, uncertainties and factors are interdependent and management’s future course of action depends upon the Company’s assessment of all information available at that time.

The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included are made as of the date of this information and the Company does not undertake and is not obligated to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless so required by applicable securities laws.

Risk and Uncertainties

The Company’s principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, fluctuating metal prices, social, political, financial and economics. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practicable.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company’s business. The risks and uncertainties below are not listed in order of importance nor are they inclusive of all the risks and uncertainties the Company may be subject to as other risks may apply: the risks associated with our dependence on the Cehegín Iron Ore Concessions in Spain; geological exploration and development; changes in law, unrest and political instability; environmental permits for development of the Company’s properties cannot be obtained or renewed on terms satisfactory to the Company and other land title permitting and licensing risks; continued negative operating cash flow and the availability of additional funding as and when required; infrastructure; inflation; governmental

Mineworx Technologies Ltd.
Management Discussion and Analysis
Six months ended June 30, 2022

regulation; environmental; hazards, insurance; uninsured risks; competition; currency fluctuations; labour and employment; joint ventures; contract repudiation; dependence on key management personnel and executives; and litigation risks.

Additional Information

The Company's publicly filed documents are available on SEDAR at www.sedar.com and more information is also available on Company's website at www.mineworx.net.