



regenx

MANAGEMENT DISCUSSION AND ANALYSIS

SEPTEMBER 30, 2023

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

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 Regenx Tech Corp. and its subsidiaries (“Regenx” 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 nine months ended September, 2023, and the Annual MD&A for the twelve ended December 31, 2022.

The company changed its name from Mineworx Technologies Ltd. To Regenx Tech Corp effective October 31, 2022. The new name and branding are appropriate for the future direction of the Corporation. The new brand symbolizes how the Corporation is entering a new dynamic sector by building off the past foundation. Management of the Corporation considers it important that the name of the Corporation be associated with its environmentally friendly material processing technology for marketing and business development purposes.

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

Regenx is listed on the Canadian Stock Exchange under the symbol “RGX” (previously “MWX”), on the OTCQB Exchange under the symbol “RGXTF” (previously “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 November 27, 2023.

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.regenx.tech or for view on SEDAR at www.sedarplus.ca.

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

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. Regenx also developed additional processing technology which included 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, Regenx 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.

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

Catalytic Converter Project

In the nine months ended September 30, 2023, the Company continued the commissioning of Module one. On September 25, 2023, Regenx announced it has achieved a significant milestone in the development of their first commercial plant located in Greeneville Tennessee. The final step has been the successful installation of a larger gas line and permit approval. This achievement is an important step forward for the company as it signifies the corporation's readiness to transition from the commissioning phase to ramping up commercial production to full capacity. The completion of Module One has paved the way towards environmental impact and economic opportunity.

During the initial phase of commissioning a recovery rate of 86% for both Platinum (Pt) and Palladium (Pd) was consistently achieved. By the end of the commissioning phase recoveries of 94% for Pt and 98% for Pd were attained. The recovery rates reported previously were solely for the leaching process. The overall recovery results currently reported reflect the entirety of the process including all sections where potential precious metal losses occur, such as leaching, solid/liquid separation and the Merrill Crowe recovery. The Official Grand Opening of the Greeneville, Tennessee facility was held on October

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

24, 20223. We anticipate the start-up of Module 1 in Q4, 2023. During 2024, we have plans to add additional modules.

During the period 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

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 EnviroMetal Technologies Inc, (“EnviroMetal”). Later in the year, the two companies formed a joint venture to unite the two processes in an economic venture to pursue opportunities in the E-Waste sector. EnviroMetal has an 80% equity share and Regenx has a 20% equity share of the joint venture entity. Regenx accounts for the entity using the equity method. Regenx 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. Due to the lack of financial information, the Company reported no contribution from the joint venture during 2023 or 2022.

In February 2020, Regenx entered into a non-binding Letter of Intent (LOI) to develop technology related to extraction of Platinum and Palladium from catalytic converters. After preliminary work was completed by Regenx personnel in the EnviroMetal facility, it was decided that Regenx would not continue to stage 2 of the LOI.

On May 10, 2021, the Company provided notice to EnviroMetal that Regenx was exercising its Put Option under the joint venture agreement which requires EnviroMetal to purchase the Regenx’s 20% ownership share at its fair market value. Per public documents, EnviroMetal is no longer pursuing e-waste technology. As a result, Management decided to write down total net minority interest in EnviroMetal to nil. The company is still pursuing the interest under the joint venture agreement as part of the ongoing legal proceedings.

On June 22, 2021, EnviroMetal filed a Statement of Claim against Regenx and certain employees of the Company alleging breach of confidentiality regarding the LOI. Regenx maintains that the lawsuit is without merit and has filed a defense against the claim and submitted a counter claim regarding the operation of the e-waste joint venture. The amounts claimed are indeterminate, and the Company has made no provision in the accounts.

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

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 Regenx not to disclose to third parties the disputed confidential information.

Investments

On May 18, 2022, the Company closed a transaction to sell 100% of the Cehegin Iron Ore project held through the corporate entities SME and MDC, to Iron Bull Mining Inc. (“Iron Bull”), a privately held company that was incorporated to facilitate the purchase of the Cehegin project. The Company received 20,000,000 shares of Iron Bull.

On October 27, 2022, Iron Bull Mining Inc. entered into a non-binding letter of intent to acquire AAJ Capital 3 Corp for CAD \$0.7M in a reverse takeover transaction. Pursuant to the terms of the letter of intent, AAJ Capital intends to acquire all the issued and outstanding shares of Iron Bull, pursuant to which the former holders of Iron Bull Shares would receive one common share of the Resulting Issuer (on a post-consolidation one for four basis) in exchange for every one Iron Bull Share held following the closing of the transaction.

On September 14, 2023, the letter of intent between AAJ Capital 3 Corp and Iron Bull expired. The Company treatment of the investment in Iron Bull was to account for it as an asset held for sale as the intention was to distribute most of the Company’s investment to shareholders upon the closing of a secondary transaction. This secondary transaction is no longer imminent so the Company its accounting treatment to the equity method and applying the changes retrospectively as per IAS 28 (21).

Selected Annual Financial Information

	September 30, 2023	December 31, 2022	December 31, 2021
Revenues from continuing operations	\$ -	\$ -	\$ -
Income (comprehensive loss)	(4,589,426)	(6,520,686)	(4,373,338)
Gain (loss) per share - basic	(0.01)	(0.02)	(0.01)
Exploration and evaluation assets	-	-	1,738,831
Total assets	8,188,528	9,184,361	9,476,492
Total liabilities	5,775,510	3,145,456	2,421,342
Working capital	(135,352)	1,216,452	4,290,170

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

Summary of Quarterly Results

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

	Sep 30, 2023	June 30, 2023	Mar 31, 2023	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021
Total revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Income (loss) for the period \$,000	(1,966)	(1,628)	(995)	(504)	(1,814)	(3,300)	(903)	(1,463)
Income (loss) per share (basic & diluted)	(0.00)	(0.01)	(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 nine months ended September 30, 2023, and 2022. For the nine months ended June 30, 2023, the Company had a net loss of (\$4,589,425) (2022 – loss of \$3,029,063)

Total expenses of \$3,508,438 related general administration in the nine months ended September 30, 2023 (2022 - \$2,241,290). The Company financial performance reflects the focus on activities and spending required to commercialize the catalytic converter project.

Interest costs were \$258,080 (2022 - \$112,883), the increase is due to the addition of the notes payable and debentures, and new Greeneville lease.

Management and employee costs were \$1,272,327 (2022 - \$824,580), 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 \$63,666 (2022 - \$52,701), there was an increase in spending due ramp up of activity in Tennessee.

Public listing costs were \$235,764 (2022 - \$313,919), this includes investor relations and regulatory filing costs.

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

Professional fees were \$482,103 (2022 - \$310,931), relate to audit and legal fees. There was an increase in legal fees due to the AGM and because of the fees in transitioning from the TSX to the CSE.

Project costs were \$518,477 (2022 - \$437,654), 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 2022 is the additional activity in Tennessee.

Share-based payments were \$503,538 (2022 - \$83,731) in 2023. During the first nine months of 2023, 5,350,000 stock options were granted.

Travel costs were \$174,483 (2022 - \$104,881). The 2023 costs relate to the requirement of increased travel to Tennessee to support that operation including relocating key personnel.

The Company interest income of \$79,884 (2022 – \$76,613) increased slightly 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.

The company recognized a loss of \$763,303 (2022 – \$2,842,470) on minority interest in our equity investment in Iron Bull. The Company owns a 31.8% interest in Iron Bull Mining. Iron Bull Mining incurred significant costs in 2022 RTO reorganization. Their 2023 costs have been for legal fees and the development of mining projects.

\$487,671 was expensed as amortization in the first six months of 2023 (2022 - \$399,166), \$214,141 (2022 - \$214,141) was related to the amortization of the intangible assets, and \$273,531 (2022 – \$185,025) was for equipment depreciation. The increase of this expense resulted from the 100L pilot plant starting to depreciate.

The company recognized a gain of \$70,728 (2022 – \$31,881) on foreign exchange based on the changing value of the USD to the Canadian dollar.

The company recognized a gain in sale of property of \$2,408,816 in 2022 due to the sale of the Cehegin asset in Spain. No property has been sold during 2023.

The company recognized a gain in sale of assets of \$19,371 (2022 – loss of \$85) due to the termination of the Greeneville lease agreement on March 31, 2023. This agreement was replaced by a new one on April 2, 2023.

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

Quarterly results

The Company had no operating revenue for the three months ended September 30, 2023, and 2022. For the three months ended September 30, 2023, the Company had a net loss of (\$1,966,306) (2022 – loss of \$1,814,180)

Total expenses of \$1,733,966 related general administration in the three months ended September 30, 2023 (2022 - \$1,072,320). The Company financial performance reflects the focus on activities and spending required to commercialize the catalytic converter project.

Interest costs were \$150,501 (2022 - \$91,219), the increase is due to the addition of the notes payable and debentures, and new Greeneville lease.

Management and employee costs were \$497,232 (2022 - \$312,787), 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 \$21,362 (2022 - \$35,779), there was a decrease in spending due to the closure of the Kingsway Shop.

Public listing costs were \$89,449 (2022 - \$176,228), this includes investor relations and regulatory filing costs.

Professional fees were \$248,650 (2022 - \$194,286), relate to audit and legal fees. The increase in the quarter is due to the transition from the TSX to the CSE as well as the AGM costs.

Project costs were \$254,689 (2022 - \$197,043), these costs reflect the costs related to the research and development undertaken primarily to move the catalytic converter project towards commercialization.

Share-based payments were \$413,562 (2022 - nil). During the last quarter, 4,950,000 stock options were granted.

Travel costs were \$58,551 (2022 - \$64,776), which is on par to the prior year due to travel to Tennessee.

The Company interest income of \$26,950 (2022 – \$25,420) increased slightly 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.

The company recognized a loss of \$178,693 (2022 – \$457,181) on minority interest in our equity investment in Iron Bull. The Company owns a 31.8% interest in Iron Bull Mining. Iron Bull Mining

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

incurred significant costs in 2022 RTO reorganization. Their 2023 costs have been for legal fees and the development of mining projects.

\$153,911 was expensed as amortization in 2023 (2022 - \$262,668), \$71,380 (2022 - \$71,380) was related to the amortization of the intangible assets and \$85,531 (2022 - \$191,288) was for equipment depreciation.

The company recognized a gain of \$73,344 (2022 – (\$36,400)) on foreign exchange primarily based on the changing value of the Euro and USD to the Canadian dollar.

Equipment

For the nine months ended September 30, 2023, the expenditures on equipment were \$1,243,724 (2022 - \$352,424) The 2023 capital expenditures were for components of Module 1. The 2022 expenditures were for components of the 100L pilot plant and for some of Module 1.

Intangible Assets

The September 2023 balance was \$403,243 (2022 - \$688,754) the reduction is due to the amortization of 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 September 30, 2023, the Company's cash position was \$80,218 (2022 - \$4,504,704) and the working capital was (\$135,352).

Net cash used in operating activities for the nine months ended September 30, 2023, was \$3,240,767 (2022 - \$1,810,099), which relates primarily to general and administrative expenses offset by working capital expenses due to timing of expenditures.

Net cash used in investing activities for the nine months ended September 30, 2023, was \$1,269,047 (2022 – \$3,287,548). This amount was spent on equipment. 2022 cash out flow included the issue of a \$2M note payable.

Net cash used in financing activities for the nine months ended September 30, 2023, was an inflow of \$3,015,752 (2022 – \$5,985,593). Most of these amounts were for debentures. In 2022 there was also a rights offering.

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

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 as of September 30, 2023. 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:

	September 30, 2023	December 31, 2022
Included in accounts payables, accrued liabilities, and loans ⁽ⁱ⁾	\$ 66,688	\$ 59,456
	\$ 66,688	\$ 59,456

(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

Equity Investment in Minority

The Company utilizes the equity method to account for its share of the ownership of Iron Bull Mining. This determination was made after an analysis of IFRS 11 (joint arrangements) and IAS 28 (investments in associates and joint ventures).

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

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

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 September 30, 2023, 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, 2023, the Company's exposure to credit risk is minimal.

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 September 30, the Company had a cash balance of \$80,218 (2022 - \$4,504,754) to settle current liabilities of \$461,102 (2022 - \$897,270).

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

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 September 30, 2023, the Company was not exposed to significant interest rate risk.

The Company has significant operating expenditures which are denominated in US dollars ("USD"). 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 of September 30, 2023, and December 31, 2022, are as follows:

September 30, 2023	USD		EUR	
Cash	\$	30,063	\$	3,478
Receivables / prepaid expenses	\$	-	\$	-
Total	\$	30,063	\$	3,478

December 31, 2022	USD		EUR	
Cash	\$	6,031	\$	53,905
Receivables / prepaid expenses	\$	12,080	\$	-
Total		18,111		53,905

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

Financial liabilities

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

September 30, 2023	USD	EUR	
Accounts payable and accrued liabilities	\$ 63,750	\$ -	-
Total	\$ 63,750	\$ -	-

December 31, 2022	USD	EUR	
Accounts payable and accrued liabilities	\$ 106,408	\$ 187,494	
Total	106,408	187,494	

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. As of September 30, 2023, net financial liabilities totalling \$33,687 (2022 –\$46,841) were held in US dollars.

As of September 30, 2023, 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 \$674 (2022 - \$937) related to the US dollars.

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 commodities, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Outstanding Share Data

Authorized share capital

Unlimited number of common shares without par value.

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

Common shares

On September 30, 2023, there were 352,311,937 issued and fully paid common shares outstanding.

On November 27, 2023, there were 354,692,890 issued and fully paid common shares outstanding.

Stock options

On September 30, 2023, there were 27,459,998 stock options outstanding at weighted average price of \$0.11 and 22,126,666 stock options exercisable at weighted average price of \$0.10.

On November 27, 2023, there were 27,459,998 stock options outstanding at weighted average price of \$0.11 and 22,126,666 stock options exercisable at weighted average price of \$0.10.

Warrants

On September 30, 2023, there were 5,870,000 warrants outstanding and exercisable at weighted average price of \$0.13.

On November 27, 2023, 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.

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

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”, “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.

Regenx Tech Corp.
Management Discussion and Analysis
Nine months ended September 30, 2023

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 continued negative operating cash flow and the availability of additional funding as and when required; sourcing and revenue concentration; infrastructure; inflation; governmental regulation; environmental; hazards; general economic conditions; 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.sedarplus.ca and more information is also available on Company's website at www.regenx.tech.