

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

NGEx Minerals Ltd. (the “Company” or “Spinco”)  
Suite 2000 – 885 West Georgia Street  
Vancouver, BC V6C 3E8  
Telephone Number: (604) 689-7842

**Item 2: Date of Material Change**

July 17, 2019

**Item 3: News Release**

The news release was disseminated on July 17, 2019 through the facilities of Cision, and was SEDAR filed with the securities commissions of British Columbia, Alberta, and Quebec.

**Item 4: Summary of Material Change**

On July 17, 2019, NGEx Resources Inc. (“NGQ”) and the Company completed the previously announced spin-out of NGQ’s Los Helados property (the “Los Helados Project”) and certain other exploration properties to Spinco by a plan of arrangement under the *Canada Business Corporations Act* (the “Arrangement”). NGQ obtained the final order approving the Arrangement from the Supreme Court of British Columbia on June 24, 2019, and the Arrangement became effective at 12:01 a.m. (Vancouver time) on July 17, 2019.

**Item 5: Full Description of Material Change**

**5.1 Full Description of Material Change**

On July 17, 2019, NGQ and the Company completed the previously announced spin-out of NGQ’s Los Helados Project and certain other exploration properties into Spinco by a plan of arrangement under the *Canada Business Corporations Act*. NGQ obtained the final order approving the Arrangement from the Supreme Court of British Columbia on June 24, 2019, and the Arrangement became effective at 12:01 a.m. (Vancouver time) on July 17, 2019.

Pursuant to the Arrangement, NGQ will distribute 100% of the common shares of Spinco (the “Spinco Common Shares”) it received under the Arrangement to shareholders of NGQ (“NGQ Shareholders”) on a pro rata basis, such that NGQ Shareholders will receive one Spinco Common Share for every two common shares of NGQ (the “NGQ Common Shares”) held as of the record date.

**Distribution in Canada**

NGQ Shareholders of record as of July 24, 2019 (the “Canadian Record Date”) will be entitled to receive Spinco Common Shares in respect of the NGQ Common Shares they hold as of the Canadian Record Date. No additional action is required by NGQ Shareholders in order to receive Spinco Common Shares and NGQ Shareholders will retain any certificates or direct registration statements representing their NGQ Common Shares. Subject to confirmation from the TSX, it is currently anticipated that the NGQ Common Shares will begin trading on an ex-distribution basis on the TSX on July 23, 2019, one trading day before the Canadian Record Date, meaning that on and after such date, purchasers of NGQ Common Shares will no longer have an attaching right to receive Spinco Common Shares in accordance with the Arrangement.

## Distribution in Sweden

The Company has signed an agreement with Euroclear Sweden affiliating the Spinco Common Shares with Euroclear Sweden. NGQ expects that NGQ Shareholders who hold their shares through Euroclear Sweden as of July 26, 2019 (the "Swedish Record Date") will receive Spinco Common Shares on or about July 31, 2019 without any further action required on the part of the NGQ Shareholders. The Spinco Common Shares will be delivered to the same securities accounts as the NGQ Common Shares are registered as of the Swedish Record Date. It is currently anticipated that the NGQ Common Shares will begin trading on an ex-distribution basis on the OMX on July 25, 2019, one trading day before the Swedish Record Date, meaning that on and after such date, purchasers of NGQ Common Shares will no longer have an attaching right to receive Spinco Common Shares.

## Listing of Spinco Common Shares

The Company has applied to list the Spinco Common Shares on the TSX Venture Exchange ("TSXV") under the trading symbol "NGEX". Any such listing will be subject to fulfilling all of the requirements of the TSXV.

Since the Spinco Common Shares will not be listed in Sweden, the Company has agreed with its Swedish agent Pareto Securities AB to, for a limited period of time, to provide shareholders who receive their Spinco Common Shares under the Arrangement through Euroclear Sweden the opportunity to cross-border their Spinco Common Shares free of charge to CDS. NGQ Shareholders who hold their shares through Euroclear Sweden on July 26, 2019 will receive detailed information by mail on how to proceed if they wish to cross-border their Spinco Common Shares.

Additional details of the Arrangement are more fully described in the related management information circular (the "**Circular**") which was mailed to all NGEx securityholders of record as of May 3, 2019. The Circular is available under NGEx's profile on SEDAR at [www.sedar.com](http://www.sedar.com), and is also available on the Company's web site at [www.ngexresources.com](http://www.ngexresources.com).

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

### **Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

### **Item 7: Omitted Information**

Not applicable.

### **Item 8: Executive Officer**

Wojtek Wodzicki, President and Chief Executive Officer, NGEx Minerals Ltd.  
Telephone: 604-689-7842

### **Item 9: Date of Report**

July 17, 2019.

## Cautionary Note Regarding Forward-Looking Statements

Certain statements made and information contained herein in the material change report constitutes “forward-looking information” and “forward-looking statements” within the meaning of applicable securities legislation (collectively, “forward-looking information”). The forward-looking information contained in this material change report is based on information available to the Company as of the date of this material change report and is made as at the date of this material change report. The Company does not intend and does not undertake any obligations to publicly update and/or revise any of the included forward-looking information, whether as a result of additional information, future events and/or otherwise, except as may be required by applicable securities laws. Generally, this forward-looking information can frequently, but not always, be identified by use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events, conditions or results “will”, “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative connotations thereof.

All statements other than statements of historical fact may be forward-looking information. Forward-looking information is necessarily based on estimates and assumptions that are inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: risks and uncertainties relating to, among other things, the risk of unexpected tax consequences to the Arrangement; risks of the market valuing NGQ and Spinco in a manner not anticipated by the Company; risks relating to the benefits of the Arrangement not being realized or as anticipated, Spinco being unable to add additional properties to its portfolio, the inherent uncertainties regarding cost estimates, changes in commodity prices, currency fluctuation, financing, unanticipated resource grades, infrastructure, results of exploration activities, cost overruns, availability of materials and equipment, timeliness of government approvals, taxation, anticipated synergies not being realized, political risk and related economic risk and unanticipated environmental impact on operations.

The Company believes that the expectations reflected in the forward-looking information included in this material change report are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements and information should not be unduly relied upon. In particular, this material change report contains forward-looking information with respect to the availability of working capital for both NGQ and Spinco; tax consequences of the Arrangement; benefits of the Arrangement; the listing of Spinco Common Shares on the TSXV; the timing of receipt of Spinco Common Shares by NGQ Shareholders who hold their shares through Euroclear Sweden and the timing for the opportunity to cross border their Spinco Common Shares to CDS free of charge; the date upon which NGQ Common Shares will commence trading on an ex-distribution basis on the TSX and OMX; the Canadian Record Date and the Swedish Record Date; the date upon which the name change of the Company will become effective on the TSX and OMX; the potential development of the Los Helados Projects; and acquisition of exploration properties for the Spinco exploration portfolio.

Forward-looking information is provided for the purpose of providing information about management's current expectations and plans and allowing investors and others to get a better understanding of the Company's operating environment. Forward-looking information is based on certain assumptions that the Company believes are reasonable, including that the current price of and demand for commodities will be sustained or will improve, the supply of commodities will remain stable, that the general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and that the Company will not experience any material labour dispute, accident, or failure of plant or equipment. These factors are not, and should not be construed as being, exhaustive. Although the Company has attempted to identify important factors that would cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. All of the forward-looking information contained in this material change report is qualified by these cautionary statements. Readers are cautioned not to place undue reliance on forward-looking information due to the inherent uncertainty thereof.