

NGEX MINERALS LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
YEAR ENDED DECEMBER 31, 2019
(Amounts in Canadian Dollars unless otherwise indicated)

The following management's discussion and analysis ("MD&A") of NGEx Minerals Ltd. ("NGEx Minerals" or the "Company") should be read in conjunction with the consolidated financial statements for the year ended December 31, 2019 and related notes therein, which have been prepared under the continuity of interest basis of accounting as described in the section below. The financial information in this MD&A is reported in Canadian dollars unless otherwise indicated and is partly derived from the Company's consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The effective date of this MD&A is April 16, 2020. Additional information about the Company and its business activities is available on SEDAR at www.sedar.com and the Company's website www.ngexminerals.com.

Some of the statements in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein.

PLAN OF ARRANGEMENT AND CONTINUITY OF INTEREST

NGEx Minerals was incorporated on February 21, 2019 under the Canada Business Corporations Act as a wholly owned subsidiary of Josemaria Resources Inc. ("Josemaria"), for the purposes of completing a plan of arrangement (the "Josemaria Arrangement") under the Canada Business Corporations Act whereby Josemaria transferred to NGEx Minerals:

- cash of \$7,300,000 million;
- its wholly owned subsidiaries that directly or indirectly hold the Los Helados project in Chile (the "Los Helados Project"), the Nacimientos properties in Argentina ("Nacimientos") and the La Rioja properties in Argentina ("La Rioja"), including an additional \$238,929 in cash held by these subsidiaries; and
- \$322,355 in liabilities, comprised primarily of a contractual obligation to fund an exploration partners' share of future exploration activities at La Rioja.

In exchange, NGEx Minerals issued to Josemaria 124,793,652 common shares of the Company.

Under the terms of the Josemaria Arrangement, which closed on July 17, 2019, Josemaria distributed 100% of the NGEx Minerals common shares it received under the Josemaria Arrangement to holders ("Josemaria Shareholders") of common shares of Josemaria (the "Josemaria Common Shares") on a pro rata basis, such that Josemaria Shareholders received one (1) common share of NGEx Minerals for every two (2) Josemaria Common Shares held as of July 24, 2019, for Josemaria Shareholders whose common shares were listed in Canada, or July 26, 2019 for those whose common shares were listed in Sweden.

As Josemaria Shareholders received the NGEx Minerals common shares in their respective, pre-arrangement proportionate interests, no change of control resulted in either the Company, or the underlying assets or business acquired. As such, the Josemaria Arrangement is considered a capital reorganization and is excluded from the scope of IFRS 3, Business Combinations. Accordingly, the results up to July 17, 2019 have been presented in this MD&A, and in the consolidated financial statements for the year ended December 31, 2019, on a continuity of interest basis of accounting with financial positions prior to the Josemaria Arrangement based on amounts related to the Los Helados Project, Nacimientos and La Rioja previously recorded by Josemaria. In addition, the information contained in the consolidated statements of comprehensive loss and consolidated statements of changes in equity have been derived from certain allocations from Josemaria's financial statements, and management cautions readers of this MD&A that the allocation of expenses may not necessarily reflect, or be otherwise indicative of, the future financial performance of the Company.

CORE BUSINESS

NGEx Minerals is a mineral exploration company with exploration projects in Argentina and Chile. The Company's main objectives are the acquisition of projects with district scale exploration potential to add to its existing portfolio and also the advancement and development of its large copper-gold deposit, the Los Helados Project, located in Chile's Region III. The Company is the majority partner and operator of the Los Helados project, which is subject to a Joint Exploration Agreement with its partner, Pan Pacific Copper Co. Ltd. ("PPC"). The Company's current focus is copper-gold and gold projects, but going forward it may also consider other commodities with an emphasis on the quality and value-creation potential of each opportunity rather than a strict commodity focus.

The Company's strategy is to create value for its shareholders through prudent management and deployment of its capital resources, by expanding and increasing the quality of its mineral resources through successful exploration and acquisitions and by advancing the engineering and other studies that are required to prepare its projects for eventual development by the Company and its partners or by third parties. The overall objective is to position the Company as a top tier mineral exploration-development investment.

The Company has a strong management team and board with extensive experience in the resource sector, particularly in Chile and Argentina. The board and management team have an appropriate mix of geological, engineering, financial, and business skills to advance the Company's projects and to generate value for its shareholders.

The Company's most recent Mineral Resource estimate for the Los Helados Project, effective as of April 26, 2019, is comprised of 2.1 billion tonnes at 0.38% copper, 0.15 g/t gold and 1.37 g/t silver, containing 17.6 billion pounds of copper, 10.1 million ounces of gold and 92.5 million ounces of silver in the Indicated category, and an Inferred Mineral Resource estimate of 827 million tonnes at 0.32% copper, 0.10 g/t gold and 1.32 g/t silver for 5.8 billion pounds of copper, 2.7 million ounces of gold and 35.1 million ounces of silver.

The Company's common shares are listed on the TSX Venture Exchange under the symbol "NGEX".

2019 OPERATING HIGHLIGHTS

Addition of Valle Ancho to Exploration Portfolio and Successful Completion of Initial Field Program

On August 29, 2019, the Company entered into an option agreement with the Province of Catamarca, Argentina to earn a 100% interest in the Valle Ancho, Interceptor and Filo de las Vicuñas properties (collectively, the "Valle Ancho Project"). Pursuant to the option agreement, the Company may earn a 100% interest in the Valle Ancho Project by making US\$8.2 million in expenditures on the project over a two-year period.

The Valle Ancho Project is a significant land package held by the Province of Catamarca that covers approximately 1,000 km² of underexplored and highly prospective ground on the Argentine side of Chile's Maricunga Gold Belt. Initial exploration work done in the 1990's resulted in the identification of several interesting gold and copper-gold targets. While not verified by the Company, historical drill intercepts include 62 metres at 1.0 g/t gold, and 108 metres at 1.0 g/t gold.

The Company planned and successfully executed an initial field program at the Valle Ancho Project during the 2019/2020 field season, which ran from October 2019 to March 2020, at which point it was curtailed amid growing concerns surrounding the novel coronavirus outbreak worldwide, as discussed in the "Outlook and Statement on Readiness and Response to COVID-19" section below. The foregoing notwithstanding, the Company remains on track to successfully achieve the main objectives of its initial field program at Valle Ancho, which are to review historical data, perform mapping and surface sampling, and conduct an airborne geophysical survey over the project area to identify, develop and prioritize targets for further evaluation. Processing and interpretation of the results from the surface sampling and airborne geophysical surveys undertaken at the Valle Ancho Project are currently in progress.

OUTLOOK AND STATEMENT ON READINESS AND RESPONSE TO COVID-19

A key focus of the Company's 2019/2020 field program was the undertaking of an initial exploration program on the recently optioned Valle Ancho Project, located in the Province of Catamarca, Argentina. Past exploration of the large land package, situated along a major northwest trending structural corridor on the Argentine side of the prolific Maricunga Gold Belt, had yielded some interesting results, including two copper-gold porphyry prospects and one gold prospect, however no significant work has been undertaken in the area for almost 20 years.

The Company's exploration program at the Valle Ancho Project focused on review and compilation of historical data, analysis of satellite imagery, field examination, surface sampling and mapping of existing prospects, and the undertaking of an airborne geophysical survey over the project area to identify, develop and prioritize targets for further evaluation and potential drill testing.

As a result of the intensification of the COVID-19 pandemic, and its arrival in Argentina, the Company's 2019/2020 field program was curtailed, with demobilization of personnel and equipment by the end of March 2020. The Company is responding to COVID-19 within the framework of internal protocols, and local and national health authority requirements and recommendations. The health and safety of the Company's employees, contractors, visitors, and stakeholders has been, and remains, NGEx Minerals' top priority. The Company's project facilities and offices have implemented travel restrictions, surveillance, monitoring and response plans to reduce the risk of COVID-19 exposure and outbreak, including health screening of personnel when appropriate. All non-critical business travel has also been curtailed. The Company will continue to monitor the situation and is prepared to implement additional changes to minimize any potential impacts of the global outbreak that might emerge at the Company's project site or offices, as necessary. As part of its response to the COVID-19 epidemic and the attendant economic turmoil, the Company has implemented immediate cost savings measures including cuts to discretionary expenditures and reductions to senior management salaries for the duration of the crisis.

The foregoing notwithstanding, the Company remains on track to achieve its operating objectives for the 2019/2020 field season, as the majority of planned exploration initiatives were successfully completed prior to the curtailment of the season. Results from the sampling and airborne surveys undertaken during the 2019/2020 field season are currently being analyzed and interpreted.

Following completion of the Arrangement, the Company increased its business development efforts, which are directed towards identifying new projects for potential acquisition. This is expected to be a significant focus for the Company going forward and the Company anticipates that the ongoing COVID-19-related economic turmoil may create opportunities.

RESULTS FROM OPERATIONS

Year Ended	Dec-19 ¹	Dec-18 ¹	Dec-17 ¹
Net loss (\$000's)	5,307	6,337	5,259
Loss per share, basic and diluted (\$)	0.04	0.05	0.04
Total assets (\$000's)	10,840	5,003	4,513

¹ Amounts presented in the table contain amounts carved out from figures previously reported by Josemaria in accordance with the continuity of interest basis of accounting, as discussed in the Plan of Arrangement and Continuity of Interest section above.

NGEx Minerals is a junior exploration company and, as such, its net losses are largely driven by its exploration and project investigation activities and there is no expectation of generating operating profits until it identifies and develops a commercially viable mineral deposit.

Key financial results for the last eight quarters are provided in the table below.

Three Months Ended	Dec-19	Sep-19 ¹	Jun-19 ¹	Mar-19 ¹	Dec-18 ¹	Sep-18 ¹	Jun-18 ¹	Mar-18 ¹
Exploration costs (\$000's)	1,092	604	801	1,353	533	443	1,713	2,067
Operating loss (\$000's)	1,533	1,085	1,027	1,656	856	693	2,029	2,665
Net loss (\$000's)	1,549	1,074	1,034	1,650	960	706	2,029	2,643
Net loss per share, basic and diluted (\$)	0.01	0.01	0.01	0.01	0.01	0.01	0.02	0.02

¹ Amounts presented in the table contain amounts carved out from figures previously reported by Josemaria in accordance with the continuity of interest basis of accounting, as discussed in the Plan of Arrangement and Continuity of Interest section above.

Due to the geographic location of the Company's mineral properties, the Company's business activities fluctuate with the seasons, through increased exploration activities during the summer months in South America. As a result, a general recurring trend is the increase in exploration expenditures, and therefore net losses, for the fourth quarter and first quarter of a fiscal year, relative to the second and third quarters. In addition, other relevant factors, such as the financial position of the Company, other corporate initiatives, as well as the type and scope of planned exploration/project work, could affect the level of exploration activities and net loss in a particular period.

NGEx Minerals incurred a net loss of \$5.3 million for the year ended December 31, 2019 (2018: \$6.3 million). Exploration and project investigation costs are the most significant expenditures of the Company and account for approximately 73% of the net loss for the year ended December 31, 2019 (2018: 75%). This is reflective of the Company's accounting policy to expense its exploration costs through the consolidated statement of comprehensive loss, except for mineral property option payments and mineral property acquisition costs, which are capitalized.

Exploration and project investigation costs for the year ended December 31, 2019 were \$3.9 million (2018: \$4.8 million). The decrease in exploration and project investigation costs is the result of a significantly smaller 2018/2019 field program, which carried into the first quarter of 2019, compared to the 2017/2018 field program, which carried into the first quarter of 2018. Namely, the 2018/2019 field program focused primarily on continuation of environmental baseline studies at the Los Helados Project, whereas the 2017/2018 field program undertook a three-hole drill campaign to test Nacimientos.

Excluding share-based compensation, administration costs for the year ended December 31, 2019 totaled \$1.0 million (2018: \$1.1 million). Share-based compensation, a non-cash cost, reflects the amortization of the estimated fair value of options over their vesting period and is based to a large degree on the Company's share price and its volatility. The actual future value to the option holders may differ materially from these estimates as it depends on the trading price of the Company's shares if and when the options are exercised. In addition, as the granting of options and their vesting is at the discretion of the Board, the related expense is unlikely to be uniform across quarters or financial years. In addition, share-based compensation relating to periods prior to the completion of the Josemaria Arrangement on July 17, 2019, were allocated from amounts previously reported by Josemaria, and such allocations may not necessarily reflect, or be otherwise indicative of, the future financial performance of the Company.

Administration costs for the year ended December 31, 2019 were lower compared to 2018 due primarily to lower promotion and public relation costs. During the year ended December 31, 2018, the Company hosted a site visit for investors and analysts, participated in a number of industry conferences and undertook several marketing roadshows, resulting in higher costs. Another contributing factor to the lower administration costs for the year ended December 31, 2019 is that a smaller portion of common expenses were allocated from Josemaria in the current period, as a result of lower relative levels of exploration expenditures incurred on the mineral properties subject to the Josemaria Arrangement, compared to those retained by Josemaria.

Also, during the year ended December 31, 2019, the Company recognized a monetary loss of \$32,000 (2018: \$39,000) in relation to the application of hyper-inflationary accounting for the Company's Argentine subsidiaries, which began July 1, 2018. The monetary losses recognized are the results of changes in the Argentine price indices and changes to the Company's net monetary position during the period. Further discussion regarding the application of hyper-inflationary accounting has been provided in the notes to the consolidated financial statements.

No tax recovery is recognized as a result of the nature of the Company's activities and the lack of reasonably expected taxable profits in the near term.

In other comprehensive income, the Company reported a foreign exchange translation loss of \$508,000 for the year ended December 31, 2019 (2018: \$444,000) on translation of subsidiary company accounts from their functional currency to the Canadian dollar presentation currency. For the year ended December 31, 2019, the foreign exchange translation loss is primarily the result of fluctuations of the Canadian dollar relative to the Chilean peso. In 2018, the foreign exchange translation loss also incorporated the impacts of fluctuations of the Canadian dollar exchange rate relative to the Argentine peso, however this ceased on July 1, 2018, with the Company's application of hyper-inflation accounting for the Company's Argentine subsidiaries. As a result, beginning July 1, 2018, the Company began recognizing the impact of hyperinflation within other comprehensive income. For the year ended December 31, 2019, the impact of hyperinflation was a loss of \$49,000 (2018: gain of \$61,000) and consists of adjustments recognized on the continuing inflation of opening non-monetary balances during the respective periods and the ongoing translation of the Company's Argentine subsidiaries into the Canadian dollar presentation currency following July 1, 2018, as mentioned above.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2019, the Company had cash of \$5.6 million and net working capital of \$5.3 million, compared to cash of \$0.3 million and net working capital of \$0.1 million, as at December 31, 2018. The increase in the Company's cash and net working capital is due primarily to the receipt of \$7.3 million in cash from Josemaria pursuant to the Josemaria Arrangement (see Plan of Arrangement and Continuity of Interest section above).

The Company plans to use the majority of its cash towards its key exploration projects in South America and general corporate activities.

As an exploration company with no sources of revenue, the economic viability of the Company's long-term business plan is impacted by its ability to obtain financing, and global economic conditions impact the general availability of financing through public and private debt and equity markets, as well as through other avenues. Accordingly, the Company is cognizant of the current deterioration of global financial markets coinciding with the COVID-19 pandemic and will be reducing discretionary expenditures and senior management salaries and exercising additional caution and prudence in the management and deployment of its current working capital. In this regard, the Company will continue to evaluate and adjust its planned exploration and administrative activities to ensure that adequate levels of working capital are maintained.

Based on NGEEx Minerals' financial position at December 31, 2019, and taking into consideration its actual expenditures subsequent to year-end to date, the Company anticipates that its current cash and working capital will be sufficient to fund ongoing operations in the normal course of business for at least twelve months from December 31, 2019, including meeting its existing obligation and commitments. The foregoing notwithstanding, the Company anticipates the need for further funding shortly thereafter to support its ongoing South American operations, and for general corporate and working capital purposes. The Company is currently evaluating potential additional sources of financing. Historically, including the period prior to the completion of the Josemaria Arrangement, capital requirements have been primarily funded through equity financing, joint ventures, disposition of mineral properties and investments, and the use of short-term credit facilities.

While management is confident that its current working capital balance is sufficient, or that additional sources of funding will be secured, to fund planned expenditures for at least twelve months from December 31, 2019, factors that could affect the availability of financing include the progress and results of ongoing exploration at the Company's mineral properties, the state of international debt and equity markets, and investor perceptions and expectations of the global copper, gold, and/or silver markets. There can be no assurance that such financing will be available in the amount required at any time or for any period or, if available, that it can be obtained on terms satisfactory to the Company. If necessary, the Company may explore opportunities to revise the due dates of its liabilities, negotiate deferrals on upcoming lump sum payments with respect to the Company's mineral properties, and/or settle its liabilities through the issuance of the common shares and other equity instruments. Based on the actual deployment of the Company's current working capital and/or the amount of funding raised, if any, the Company's planned initiatives and other work programs may be postponed, or otherwise revised, as necessary.

RELATED PARTY TRANSACTIONS

Under the normal course of operations, the Company may undertake transactions or hold balances with related parties. Namely, the Company engages with Josemaria and Filo Mining Corp. ("Filo Mining"), related parties by way of directors, officers and shareholders in common, and MOAR Consulting Inc. ("MOAR"), an exploration consulting firm, of which a director of the Company is the sole proprietor.

Related party services

The Company has a cost sharing arrangement with Josemaria and Filo Mining. Under the terms of this arrangement, the Company provides management, technical, administrative and/or financial services (collectively, "Management Services") to Josemaria and Filo Mining, and vice versa. In addition, the Company engages MOAR, to provide exploration consultation. These transactions were incurred in the normal course of operations, and are summarized as follows:

	Year ended December 31,	
	2019	2018
Management Services to Josemaria	84,051	-
Management Services to Filo Mining	363,373	405,462
Management Services from Josemaria	(72,485)	-
Management Services from Filo Mining	(238,003)	(376,039)
Exploration Consultation from MOAR	(15,625)	-

Related party balances

The amounts due from (to) related parties, and the components of the consolidated statement of financial position in which they are included, are as follows:

	Related Party	December 31, 2019	December 31, 2018
Receivables and other assets	Josemaria	16,848	28,289
Receivables and other assets	Filo Mining	57,490	32,614
Accounts payable and accrued liabilities	Josemaria	(102,675)	(4,009)
Accounts payable and accrued liabilities	Filo Mining	(64,222)	(98,428)
Accounts payable and accrued liabilities	MOAR	(17,656)	-

Key management compensation

The Company's key management personnel have the authority and responsibility for overseeing, planning, directing and controlling its activities and consist of the Board of Directors and members of the executive management team. Total compensation expense for key management personnel, and the composition thereof, is as follows:

	Year ended December 31,	
	2019	2018
Salaries and wages	304,824	391,354
Short-term employee benefits	6,351	12,764
Directors fees	60,538	68,937
Stock-based compensation	404,852	308,586
	776,565	781,641

SIGNIFICANT ACCOUNTING POLICIES

The Company's significant accounting policies are provided in Note 4 to the consolidated financial statements for the year ended December 31, 2019, as on SEDAR at www.sedar.com.

New Accounting Pronouncements

The IASB and the IFRS Interpretations Committee (previously the International Financial Reporting Interpretations Committee, IFRIC) have issued standards and amendments, or interpretations to existing standards, that were not yet effective and not applied by the Company as at December 31, 2019. These new standards and interpretations are not expected to be applicable for the Company for the annual period beginning on or after January 1, 2020.

CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of the consolidated financial statements in accordance with IFRS, such as the underlying consolidated financial statements for the year ended December 31, 2019, requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenditures. These estimates and assumptions are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience. Actual results could differ from those estimates and such differences could be material. Estimates are reviewed on an ongoing basis and are based on historical experience and other facts and circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. Information about estimates, assumptions and other sources of estimation uncertainty as at December 31, 2019 that have a risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next year are provided below:

Valuation of mineral properties – The Company carries the acquisition costs of its mineral properties at cost less any provision for impairment. The Company undertakes periodic reviews of its mineral properties for indicators of impairment, and if any are identified, it would further review the carrying values of the applicable mineral properties to determine if their carrying values may exceed their recoverable amount. In undertaking the initial review for indicators of impairment, and also any subsequent review of a mineral property's carrying value, management of the Company is required to make significant judgements and estimates. These judgments and estimates are subject to various risks and uncertainties, which may ultimately have an effect on the expected recoverability of the carrying values of the mineral properties.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, receivables and other assets, trade payables and accrued liabilities, and the amounts due to its exploration partner. Other than for the amounts due to its exploration partner, the carrying values of the Company's financial instruments are considered to be reasonable approximations of fair value due to their short term nature. For amounts due to its exploration partner, the Company revalued the liability at December 31, 2019 based on revisions to the timing and amounts of expected future settlement, which the Company believes is a reasonable approximation of fair value.

As at December 31, 2019, the Company's financial instruments are exposed to the following financial risks, including credit, liquidity and currency risks:

- (i) Credit risks associated with cash is mitigated by the Company's practice of holding of the majority of its cash with a large Canadian financial institution that has been accorded a strong investment grade rating by a primary rating agency.
- (ii) Liquidity risks associated with the inability to meet obligations as they become due, as further discussed under the "Liquidity and Capital Resources" section above, is minimized through the management of its capital structure and by maintaining good relationships with significant shareholders and creditors. The Company also closely monitors and reviews its costs to date and actual cash flows on a monthly basis.

The maturities of the Company's financial liabilities as at December 31, 2019, are as follows:

	Total	Less than 1 year	1-5 years	More than 5 years
Accounts payable and accrued liabilities	718,066	718,066	-	-
Due to exploration partner	4,457,867	-	-	4,457,867
Total	5,175,933	718,066	-	4,457,867

Pursuant to the Josemaria Arrangement, the Company assumed from Josemaria an obligation to fund a partner's share of exploration expenditures related to La Rioja (the "Obligation"). In accordance with the terms of a Joint Exploration Agreement ("JEA") between the Company and the partner, PPC, the Company has elected to settle the Obligation through funding PPC's share of exploration expenditures, which remained US\$3.4 million as at December 31, 2019, and has no defined timeline for settlement. The Obligation has been discounted and recorded at its present value at an annual effective rate of 8%.

- (iii) Foreign currency risk can arise when the Company or its subsidiaries transact or have net financial assets or liabilities which are denominated in currencies other than their respective functional currencies.

At December 31, 2019, the Company's largest foreign currency risk exposure existed at the level of its Canadian headquarters, where the Company held a net financial asset position denominated in US dollars having a Canadian dollar equivalent of approximately \$1.4 million. A 10% change in the foreign exchange rate between the US dollar, and the Canadian dollar, NGEx Minerals' functional currency, would give rise to increases/decreases of approximately \$140,000 in financial position/comprehensive loss.

OUTSTANDING SHARE DATA

As at April 16, 2019, the Company had 124,793,652 common shares outstanding and 5,800,000 share options outstanding under its share-based incentive plan.

RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high-risk nature of its business, which includes the acquisition, financing, exploration, development and operation of mineral and mining properties. There are a number of factors that could negatively affect the Company's business and the value of its common shares, including the more significant risk factors identified by the Company and listed below. The following information pertains to the outlook and conditions currently known to the Company that could have a material impact on the financial condition of the Company. Other factors may arise that are not currently foreseen by management of the Company that may present additional risks in the future. Current and prospective security holders of the Company should carefully consider these risk factors, as they could materially affect the Company's future operations and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

COVID-19

The COVID-19 pandemic has negatively impacted global financial markets, and may continue to do so. As discussed in further detail below, the economic viability of the Company's business plan is impacted by its ability to obtain financing, and global economic conditions impact the general availability of financing through public and private debt and equity markets, as well as through other avenues.

In addition, as the health and safety of the Company's employees, contractors, visitors, and stakeholders (collectively, the "Stakeholders") are the Company's top priority, the Company will monitor developments with respect to COVID-19, both globally and within its operating jurisdictions, and will implement any such changes to its business as may be deemed appropriate to mitigate any potential impacts to its business and the Stakeholders. Such changes, may include, but are not limited to, temporary closures of the Company's project site or offices, and deviations from the timing and nature of previous operating plans.

Exploration and Development Risk

Mining exploration, development and operations generally involve a high degree of risk that cannot be eliminated and which can adversely impact the Company's success and financial performance. Exploration for and development of mineral deposits involves a high degree of risk and few properties that are explored are ultimately developed into producing mines.

Major expenses are typically required to locate and establish Mineral Reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, which include, among other things, the following:

- the interpretation of geological data obtained from drill holes and other sampling techniques;
- feasibility studies (which include estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed);
- the particular attributes of the deposit, such as size, grade and metallurgy; expected recovery rates of metals from the ore;
- proximity to infrastructure and labour; the ability to acquire and access land; the availability and cost of water and power; anticipated climatic conditions;
- cyclical metal prices; fluctuations in inflation and currency exchange rates;
- higher input commodity and labour costs; and

- government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection.

The risks and uncertainties inherent in exploration activities include but are not limited to: legal and political risk arising from operating in certain developing countries; civil unrest; general economic; market and business conditions; the regulatory process and actions; failure to obtain necessary permits and approvals; technical issues; new legislation; competitive and general economic factors and conditions; the uncertainties resulting from potential delays or changes in plans; the occurrence of unexpected events; and management's capacity to execute and implement its future plans. Discovery of mineral deposits is dependent upon a number of factors, not the least of which are the technical skills of the exploration personnel involved and the capital required for the programs. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. There is no assurance that the Company's mineral exploration activities will result in any discoveries of new bodies of commercial ore. There is also no assurance that even if commercial quantities of ore are discovered that a new ore body would be developed and brought into commercial production. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which are the particular attributes of the deposit (such as size, grade, metallurgy and proximity to infrastructure and labour), the interpretation of geological data obtained from drilling and sampling, feasibility studies, the cost of water and power; anticipated climatic conditions; cyclical metal prices; fluctuations in inflation and currency exchange rates; higher input commodity and labour costs, commodity prices, government regulations, including regulations relating to prices, taxes, royalties, land tenure and use, allowable production, importing and exporting of minerals, and environmental protection. Most of the above factors are beyond the control of the Company. Development projects will also be subject to the successful completion of final feasibility studies, issuance of necessary permits and other governmental approvals and receipt of adequate financing. The exact effect of these factors cannot be accurately predicted, but the combination of any of these factors may adversely affect the Company's business.

The Company's operations are subject to all of the hazards and risks normally encountered in the exploration and development of copper and gold projects and properties, including unusual and unexpected geologic formations, seismic activity, rock slides, ground instabilities or failures, mechanical failures, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of facilities, damage to life or property, environmental damage and possible legal liability.

NGEx Minerals is concentrated in the copper/gold mining industry, and as such, its success will be sensitive to changes in, and its performance will depend to a greater extent on, the overall condition of the copper/gold mining industry. The Company's business may be negatively impacted by fluctuations in the copper/gold mining industry generally. NGEx Minerals may be susceptible to an increased risk of loss, including losses due to adverse occurrences affecting it more than the market as a whole, as a result of the fact that its projects and properties are concentrated in the copper/gold mining sector.

Mineral Resources Estimates

The Company's reported Mineral Resources are estimations only. No assurance can be given that the estimated Mineral Resources will be recovered. By their nature, Mineral Resource estimations are imprecise and depend, to a certain extent, upon statistical inferences, which may ultimately prove unreliable because, among other factors, they are based on limited sampling, and, consequently, are uncertain because the samples may not be representative. Mineral Resource estimations may require revision (either up or down). There are numerous uncertainties inherent in estimating Mineral Resources, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any Mineral Resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. There can be no assurance that recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions. In particular, factors that may affect Mineral Resource estimates include:

- changes in interpretations of mineralization geometry and continuity of mineralization zones;
- input parameters used in the Whittle shell that constrains the Mineral Resources amenable to open pit mining methods;
- metallurgical and mining recoveries;
- operating and capital cost assumptions;
- metal price and exchange rate assumptions;
- confidence in modifying factors, including assumptions that surface rights to allow infrastructure to be constructed will be forthcoming;
- delays or other issues in reaching agreements with local or regulatory authorities and stakeholders;
- changes in land tenure requirements or permitting requirements from those discussed in the report; and
- changes in the environmental regulations or laws governing the property.

Changes in key assumptions and parameters could result in a restatement of Mineral Resource estimates. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability and there is no assurance that they will ever be mined or processed profitably. Due to the uncertainty which may attach to Mineral Resources, there is no assurance that all or any part of Measured or Indicated Mineral Resources will ever be converted into Mineral Reserves. Any material reductions in estimates of Mineral Resources could have a material adverse effect on the Company's results of operations and financial condition.

Negative Operating Cash Flow

The Company is an exploration stage company and has not generated cash flow from operations. The Company is devoting significant resources to the development and acquisition of its properties, however there can be no assurance that it will generate positive cash flow from operations in the future. The Company expects to continue to incur negative consolidated operating cash flow and losses until such time as it achieves commercial production at a particular project. The Company currently has negative cash flow from operating activities.

Metal Price Risk

The Company's portfolios of properties and investments have exposure to predominantly copper and gold. Commodity prices fluctuate widely and are affected by numerous factors beyond the Company's control, such as the sale or purchase of metals by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the US dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major metals-producing and metals-consuming countries throughout the world. The prices of these metals greatly affect the value of the Company, the price of the common shares of the Company and the potential value of its properties and investments. This, in turn, greatly affects its ability to form joint ventures, option agreements and the structure of any joint ventures formed. This is due, at least in part, to the underlying value of the Company's assets at different metals prices.

Current Global Financial Conditions

Market events and conditions can cause significant volatility to commodity prices. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions can increase the levels of volatility in the global stock markets, which can adversely affect the Company's operations and the value and price of the Company's Common shares. The Company is dependent on the equity markets as its main source of operating working capital and the Company's capital resources are largely determined by the strength of the resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects. Access to public financing has been negatively impacted by concerns over global growth rates and conditions. Consequently, equity financing may not be available to the Company in the amount required at any time or for any period or, if available, it may not be obtained on terms satisfactory to the Company.

Foreign Operations Risk

The Company conducts exploration activities in Argentina and Chile, which exposes the Company to risks that may not otherwise be experienced if all operations were located in Canada. The risks vary from country to country and can include, but are not limited to, civil unrest or war, terrorism, illegal mining, changing political conditions, fluctuations in currency exchange rates, expropriation or nationalization without adequate compensation, changes to royalty and tax regimes, high rates of inflation, labour unrest and difficulty in understanding and complying with the regulatory and legal framework respecting ownership and maintenance of mineral properties. Changes in mining or investment policies or shifts in political attitudes may also adversely affect the Company's existing assets and operations. Real and perceived political risk may also affect the Company's ability to finance exploration programs and attract joint venture or option partners, and future mine development opportunities.

Numerous countries have introduced changes to mining regimes that reflect increased government control or participation in the mining sector, including, but not limited to, changes of law affecting foreign ownership, mandatory government participation, taxation and royalties, exploration licensing, export duties, and repatriation of income or return of capital. There can be no assurance that industries, which are deemed of national or strategic importance in countries in which the Company has assets, including mineral exploration, will not be nationalized. There is a risk that further government limitations, restrictions or requirements, not presently foreseen, will be implemented. Changes in policy that alter laws regulating the mining industry could have a material adverse effect on the Company. There can be no assurance that the Company's assets in these countries will not be subject to nationalization, requisition or confiscation, whether legitimate or not, by an authority or body.

In addition, in the event of a dispute arising from foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada. The Company also may be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity. It is not possible for the Company to accurately predict such developments or changes in laws or policy or to what extent any such developments or changes may have a material adverse effect on the Company.

Economic and Political Instability in Argentina

Some of the Company's mineral properties, such as Nacimientos and Valle Ancho, are located in Argentina. There are risks relating to an uncertain or unpredictable political and economic environment in Argentina, especially as there is social opposition to mining operations in certain parts of the country. During an economic crisis in 2001 to 2003 and again in 2014, Argentina defaulted on foreign debt repayments and on the repayment on a number of official loans to multinational organizations. In addition, the government has renegotiated or defaulted on contractual arrangements. The recently elected government, which took office in December 2019, has reinstated currency controls previously lifted by the opposition government, which, among other impacts, restricts the ability of companies and its citizens to obtain United States dollars, in each case requiring Central Bank approval (resulting in, at times, a limitation on the ability of multi-national companies to distribute dividends abroad in United States dollars). While the political environment in Argentina continues to develop, and the status of currency controls and restrictions remains fluid, past actions indicate that the Argentinean government may from time to time alter or impose additional requirements or policies that may adversely affect the Company's activities in Argentina or in its ability to attract joint venture partners or obtain financing for its projects in the future.

Currency Risk

The Company will transact business in a number of currencies including but not limited to the US dollar, the Argentine Peso and the Chilean Peso. The Argentine Peso in particular has had significant fluctuations in value relative to the US and Canadian dollars. Ongoing economic uncertainty in Argentina, including inflationary pressures, as well as unpredictable changes to foreign exchange rules may result in fluctuations in the value of

the Argentine Peso that are greater than those experienced in the recent past. Fluctuations in exchange rates may have a significant effect on the cash flows of the Company. Future changes in exchange rates could materially affect the Company's results in either a positive or a negative direction. The Company does not currently engage in foreign currency hedging activities.

Title Risk

The Company has investigated its right to explore and exploit its properties and, to the best of its knowledge, those rights are in good standing. The results of the Company's investigations should not be construed as a guarantee of title. Other parties may dispute the title to a property, or the property may be subject to prior unregistered agreements or liens and transfers or land claims by aboriginal, native, or indigenous peoples. The title may be affected by undetected encumbrances or defects or governmental actions. The Company has not conducted surveys of all of its properties, and the precise area and location of claims or the properties may be challenged and no assurances can be given that there are no title defects affecting such properties. The rules governing mining concessions in Chile and Argentina are complex and any failure by the Company to meet requirements would have a material adverse effect on the Company. Any defects in the title to the Company's properties could have a material and adverse effect on the Company.

No assurance can be given that applicable governments will not revoke or significantly alter the conditions of the applicable exploration and mining authorizations nor that such exploration and mining authorizations will not be challenged or impugned by third parties. Although the Company has not had any problem renewing its licenses in the past there is no guarantee that it will always be able to do so. Inability to renew a license could result in the loss of any project located within that license.

The Company is earning an interest in the certain properties through option agreements requiring property payments and acquisition of title to the properties is completed only when the option conditions have been met. These conditions include making property payments, incurring exploration expenditures on the properties, and satisfactory completion of certain third-party agreements. If the Company does not satisfactorily complete these option conditions in the period laid out in the option agreements, the Company's title to the related property will not vest and the Company will have to write down its previously capitalized costs related to that property.

Uncertainty of Funding

The exploration and development of mineral properties requires a substantial amount of capital and may depend on the Company's ability to obtain financing through joint ventures, debt financing, equity financing or other means. General market conditions, volatile metals prices, a claim against the Company, a significant disruption to the Company's business, or other factors may make it difficult to secure the necessary financing. There is no assurance that the Company will be successful in obtaining required financing as and when needed on acceptable terms. Failure to obtain any necessary additional financing may result in delaying or indefinite postponement of exploration or development or even a loss of property interest. If the Company needs to raise additional funds, such financing may substantially dilute the interests of shareholders of the Company and reduce the value of their investment.

Control of NGEx Minerals

As at the date of this MD&A, Zebra Holdings and Investments S.à.r.l. ("Zebra") and Lorito Holdings S.à.r.l. ("Lorito"), who report their security holdings as joint actors, together own 44,550,967 common shares of the Company, representing 35.7% of the issued and outstanding common shares. Accordingly, they are considered to be control persons of NGEx Minerals. As long as Zebra and Lorito maintain their current interests in the Company, they will have the ability to exercise certain influence with respect to the affairs of the Company and significantly affect the outcome of the votes of shareholders. There is a risk that the interests of Zebra and Lorito differ from those of other shareholders.

As a result of the current shareholdings of Zebra and Lorito, there is a risk that the Company's securities are less liquid and trade at a relative discount compared to circumstances where these persons did not have the ability to influence or determine matters affecting NGEx Minerals. Additionally, there is a risk that their current ownership interests in NGEx Minerals discourages transactions involving a change of control of NGEx Minerals, including transactions in which an investor, as a holder of the Company's securities, would otherwise receive a premium for its Company's securities over the then-current market price.

Future offerings of debt or equity securities

The Company may require additional funds to finance further exploration, development and production activities, or to take advantage of unanticipated opportunities. If the Company raises additional funds by issuing additional equity securities, such financing would dilute the economic and voting rights of the Company's shareholders. Since the Company's capital needs depend on market conditions and other factors beyond its control, it cannot predict or estimate the amount, timing or nature of any such future offering of securities. Thus, holders of common shares of the Company bear the risk of any future offerings reducing the market price of the common shares and diluting their shareholdings in the Company.

Corruption and Bribery

The Company is required to comply with anti-corruption and anti-bribery laws, including the *Extractive Sector Transparency Measures Act*, the *Canadian Corruption of Foreign Public Officials Act* and the U.S. *Foreign Corrupt Practices Act*, as well as similar laws in the countries in which the Company conducts its business. If the Company finds itself subject to an enforcement action or is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions imposed on the Company resulting in a material adverse effect on the Company.

Dependence on Key Personnel

The Company's success will largely depend on the efforts and abilities of certain senior officers and key employees. Certain of these individuals have significant experience in the mining industry and, in particular the mining industry in South America. While the Company does not foresee any reason why such officers and key employees will not remain with the Company, if for any reason they do not, the Company could be adversely affected. In addition, certain of these individuals are also senior officers and key employees of Josemaria and Filo Mining and, pursuant to the terms of a services agreement between the Company, Josemaria and Filo Mining dated September 16, 2019 (the "Services Agreement"), the employment costs associated with these individuals are shared between the Company, Josemaria and Filo Mining on a percentage allocation basis. If such officers and key employees do not remain employed with Josemaria and/or Filo Mining for the purposes of the cost-sharing basis under the Services Agreement, the Company could be adversely affected. The Company has not purchased key man life insurance for any of these individuals.

Conflicts of Interest

Some of the directors and employees/officers of the Company are also directors and employees/officers of other companies that are similarly engaged in the business of acquiring, exploring and developing natural resource properties. In addition, certain individuals also serve as officers of Josemaria and/or Filo Mining and are subject to the Services Agreement. Such associations may give rise to conflicts of interest from time to time. In particular, one of the consequences will be that corporate opportunities presented to a director or employee/officer of the Company may be offered to another corporation, or companies with which the director or employee/officer is associated, and may not be presented or made available to the Company. The directors and employees/officers of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company, to disclose any interest that they may have in any project or opportunity of the Company, and to abstain from voting on such matter. Conflicts of interest that arise will be subject to and governed by the procedures prescribed by the Company's Code of Business Conduct and Ethics and the CBCA.

Internal Controls

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

Information Systems and Cyber Security

The Company's operations depend on information technology ("IT") systems. These IT systems could be subject to network disruptions caused by a variety of sources, including computer viruses, security breaches and cyber-attacks, as well as disruptions resulting from incidents such as cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, vandalism and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations.

Although to date the Company has not experienced any material losses relating to cyber attacks or other information security breaches, there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Competition

There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential, as well as the necessary labour and supplies required to develop such properties. The Company competes with other exploration and mining companies, many of which have greater financial resources, operational experience and technical capabilities than the Company, for the acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. The Company may not be able to maintain or acquire attractive mining properties on terms it considers acceptable, or at all. Consequently, its financial condition could be materially adversely affected.

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, as well as political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company. The Company does not maintain insurance against political risks.

Infrastructure

Development and exploration activities depend on adequate infrastructure. Reliable roads, bridges, power and water supplies are important determinants that affect costs. The Company's ability to obtain a secure supply of power and water at a reasonable cost depends on many factors, including: global and regional supply and demand; political and economic conditions; problems that can affect local supplies; delivery; and relevant regulatory regimes. Power and water are currently in short supply throughout Northern Chile and this may adversely affect the ability of the Company to explore and develop its Chilean projects. Unusual or infrequent weather phenomena, sabotage or government, and other interference in the maintenance or provision of such infrastructure could adversely affect the activities and profitability of the Company.

Establishing such infrastructure will require significant resources, identification of adequate sources of raw materials and supplies and necessary cooperation from national and regional governments, none of which can be assured. There is no guarantee that the Company will secure these power, water and access rights going forward or on reasonable terms.

Tax

The Company runs its business in different countries and strives to run its business in as tax efficient a manner as possible. The tax systems in certain of these countries are complicated and subject to changes. For this reason, future negative effects on the result of the Company due to changes in tax regulations cannot be excluded. Repatriation of earnings to Canada from other countries may be subject to withholding taxes. The Company has no control over withholding tax rates.

QUALIFIED PERSON AND TECHNICAL INFORMATION

The scientific and technical disclosure included in this MD&A have been reviewed and approved by Bob Carmichael, P. Eng. (BC). Mr. Carmichael is the Company's Vice-President of Exploration and a Qualified Person under National Instrument 43-101 Standards of Disclosure for Mineral Projects. ("NI 43-101").

Mineral Resource estimates for the Los Helados Project have an effective date of April 26, 2019. The key assumptions, parameters, and methods used to estimate the mineral resources are contained in the 43-101 technical report for the project, entitled "*Technical Report on the Los Helados Porphyry Copper-Gold Deposit, Chile*", dated August 6, 2019 and authored by F. Devine, P.Geo., G. Zandonai, RMC MC, and G. Di Prisco, P.Geo. This report is available on the Company's website at www.ngexresources.com or under the Company's profile at www.sedar.com.

The Company's Mineral Resource estimates as reported in this MD&A have been prepared in accordance with the CIM Definition Standards that are incorporated by reference in NI 43-101. The following definitions are reproduced from the CIM Definition Standards:

A "Mineral Resource" is a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories.

An "Inferred Mineral Resource" is that part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is

reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

An "Indicated Mineral Resource" is that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors (as defined below) in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation. An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured Mineral Resource and may only be converted to a Probable Mineral Reserve.

Reverse circulation drilling at the Valle Ancho Project was completed by Eldorado Gold Corporation during the 1995/1996 season. NGEx Minerals has reviewed the original annual exploration report detailing the drilling and sampling methodology as well as the original assay certificates. Samples were collected every two metres, and were split twice resulting in 1/8 of the original sample being retained for analysis. Field duplicates were included in the sample batches, however no assay standards or blanks were included. Analyses were completed by Bondar Clegg Inchcape Testing Services in North Vancouver, Canada. Bondar Clegg Inchcape was an accredited assay lab which was independent of Eldorado Gold Corporation. Gold analyses were by fire assay fusion with AAS finish on a 30g sample. In addition, NGEx Minerals has reviewed chips from the sample intervals. Drilling, sampling and assaying was done to industry standards at the time, and NGEx Minerals has no reason to believe that the analytical data reported here is inaccurate, however the Company has not completed its own sampling to independently verify the assay results.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements made and information contained herein in the MD&A constitutes "forward-looking information" and forward-looking statements" within the meaning of applicable securities legislation (collectively, "forward-looking information" or "forward-looking statements") concerning the business, operations, financial performance and condition of NGEx Minerals. The forward-looking information contained in this MD&A is based on information available to the Company as of the date of this MD&A. Except as required under applicable securities legislation, the Company does not intend, and does not assume any obligation, to update this forward-looking information. Generally, any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance, (often, but not always, identified by words or phrases such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "projects", "estimates", "budgets", "scheduled", "forecasts", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible", "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", "should", "might" or "will be taken", "will occur" or "will be achieved" or the negative connotations thereof and similar expressions) are not statements of historical fact and may be forward-looking statements.

All statements other than statements of historical fact may be forward-looking statements. 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 inherent uncertainties regarding Mineral Resource estimates, cost estimates, changes in commodity prices, currency fluctuation, financings, unanticipated resource grades, infrastructure, results of exploration activities, cost overruns, availability of materials and equipment, timeliness of government approvals, taxation, political risk and related economic risk and unanticipated environmental impact on operations as well as other risks, and uncertainties and other factors, including, without limitation, those referred to in the "Risks and Uncertainties" section of the MD&A, and elsewhere, which 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.

The Company believes that the expectations reflected in the forward-looking statements and information included in this MD&A 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. This statement and information is as of the date of the MD&A. In particular, this MD&A contains forward-looking statements or information pertaining to: the assumptions used in the Mineral Resources estimates for the Los Helados Project, including, but not limited to, geological interpretation and grades; assumptions made in the interpretation of drill results, geology, grade and continuity of mineral deposits; expectations regarding access and demand for equipment, skilled labour and services needed for exploration and development of mineral properties; and that activities will not be adversely disrupted or impeded by exploration, development, operating, regulatory, political, community, economic and/or environmental risks. In addition, this MD&A may contain forward-looking statements or information pertaining to: the Company's ability to respond to or navigate, and/or methods by which it responds to or navigates, the COVID-19 pandemic; the expected timing of results related to the Company's recently completed field season; potential of identifying prospective targets at the Valle Ancho Project that warrant further evaluation and potential drill testing; the results and impact of future exploration at the Valle Ancho Project; assumptions and interpretations around historical exploration results obtained in regards to the Valle Ancho Project; the exploration potential of the Valle Ancho Property; assumptions and interpretations around the Valle Ancho Project's location relative to the Maricunga Gold Belt and the potential correlation with respect to prospectivity; the timing, amount and duration of reductions to discretionary expenditures and salaries; the materialization of opportunities for the Company to make acquisition of strategic assets; the ability of the Company to secure additional financing and/or the quantum and terms thereof; exploration and development plans and expenditures; the timing and nature of work undertaken to advance the Los Helados Project; the success of future exploration activities; potential for the discovery of new mineral deposits; ability to build shareholder value; expectations with regard to adding to Mineral Resources through exploration; expectations with respect to the conversion of inferred resources to an indicated resources classification; ability to execute the planned work programs; estimation of commodity prices, Mineral Resources, estimations of costs, and permitting time lines; ability to obtain surface rights and property interests; currency exchange rate fluctuations; requirements for additional capital; government regulation of mining activities; environmental risks; unanticipated reclamation expenses; title disputes or claims; limitations on insurance coverage; and other risks and uncertainties.

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 the Company's actual results and future events could differ materially from those anticipated in such statements, as a result of the factors discussed in the "Risk and Uncertainties" section of this MD&A, and elsewhere. All of the forward-looking information contained in this document is qualified by these cautionary statements. Readers are cautioned not to place undue reliance on forward-looking information due to the inherent uncertainty thereof.

Statements relating to "Mineral Resources" are deemed to be forward-looking information, as they involve the implied assessment, based on certain estimates and assumptions, that the Mineral Resources described can be profitably produced in the future.