

NGEX MINERALS LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
THREE AND SIX MONTHS ENDED JUNE 30, 2022
(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 unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2022 and related notes therein. The financial information in this MD&A is reported in Canadian dollars unless otherwise indicated and is derived from the Company's condensed interim consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*. The effective date of this MD&A is August 25, 2022. 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.

CORE BUSINESS

NGEx Minerals is a mineral exploration company with current exploration projects in Argentina and Chile. While the Company currently holds copper-gold and gold projects in South America, going forward it may also consider other jurisdictions and commodities with an emphasis on the quality and value-creation potential of each opportunity rather than a strict commodity or geographic 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 opportunity.

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 current flagship asset is its Los Helados copper-gold deposit, located in Region III of Chile. The Company is the majority partner and operator of the Los Helados Project, which is subject to a Joint Exploration Agreement with its partner, Nippon Caserones Resources Co. Ltd. ("NCR"). NCR became the Company's partner on April 1, 2020 when Pan Pacific Copper ("PPC") transferred its interest in Los Helados to NCR. NCR is a subsidiary of JX Nippon Mining and Metals Corporation, a Tokyo-based mining and smelting company that also owns the Caserones Mine, located approximately 15km from Los Helados.

As of the date of this MD&A, the Company held an approximate 68% interest in the Los Helados Project. The Company has been funding 100% of the expenditures related to the Los Helados Project since the election by NCR pursuant to the JEA not to fund its share of expenditures in September 1, 2015. The sole funding of expenditures at the Los Helados Project has resulted in dilution of NCR's interest, and corresponding increases to the Company's interest.

The Company's most recent Mineral Resource estimate for the Los Helados Project, with an effective date of April 26, 2019, is summarized in the following table:

Los Helados Mineral Resource (0.33% CuEq Cutoff)								
	Tonnage	Resource Grade				Contained Metal		
Class	(million tonnes)	Cu (%)	Au (g/t)	Ag (g/t)	CuEq (%)	Cu (billion lbs)	Au (million oz)	Ag (million oz)
Indicated	2,099	0.38	0.15	1.37	0.48	17.6	10.1	92.5
Inferred	827	0.32	0.10	1.32	0.39	5.8	2.7	35.1

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.Geol., G. Zandonai, RMCMC, and G. Di Prisco, P.Geol. This report is available on the Company's website at www.ngexminerals.com or under the Company's profile at www.sedar.com.

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

Q2 2022 OPERATING HIGHLIGHTS AND OUTLOOK

2022 Drill Program Successfully Completed at Los Helados, Confirming Multiple High-grade Centres

The Company's 2022 drill program at Los Helados concluded in June 2022, coinciding with the onset of winter weather in South America. The campaign completed 10,312 metres in 10 holes, three of which will be deepened when the Company restarts drilling, currently planned for October 2022.

The drill campaign undertaken at Los Helados has successfully:

- Expanded, and demonstrated continuity of, mineralization associated with the high-grade breccia phase at the core of the current Mineral Resource at Los Helados, now called the Condor Zone. The Condor Zone was the main target of the Company's 2022 program, and drilling sought to confirm continuity of the high-grade mineralization through infill drilling, and test the potential for extension as guided by a recent reinterpretation of the Los Helados geological model;
- Confirmed the existence of a second high-grade centre to the Los Helados deposit, the Fenix Zone, located at the western edge of the current Mineral Resource. The Fenix Zone remains open at depth, towards the surface, and laterally. Most importantly, the identification and confirmation of the Fenix Zone as a separate and distinct mineralized feature from the Condor Zone validates the Company's recently revised geological interpretation, which hypothesizes that the Los Helados deposit contains multiple centres of high-grade mineralization and that elevated grades may not necessarily dissipate towards the edges of the deposit;
- Discovered a third distinct, high-grade centre to the Los Helados deposit, the Alicanto Zone, located 550m north of the Condor Zone, which further affirms the Company's reinterpretation of the geological model. The Alicanto Zone was discovered by drillhole LHDH078, which returned 474.8m at 0.61% copper equivalent ("CuEq"), including 100.0m at 1.20% CuEq. This newly discovered zone of high-grade mineralization remains open in all directions, and will be a high priority drill target for the Company's upcoming drill campaign.

The results from the Company's 2022 drill campaign at Los Helados have demonstrated the potential to add significantly more high-grade material at Los Helados, through continued expansion of the known zones and the discovery of new high-grade satellite structures, like the Fenix and Alicanto Zones. In addition, the results from this program have provided validation of the Company's current geological interpretation of the Los Helados deposit, which will form the basis for ongoing exploration.

Assay results received, analyzed and released by the Company during and subsequent to the second quarter of 2022 are summarized as follows:

Hole-ID	From (m)	To (m)	Length (m)	Cu (%)	Au (g/t)	Ag (g/t)	CuEq ¹ (%)	Zones Intersected
LHDH073	124.0	1,000.0	876.0	0.56	0.28	2.1	0.74	Condor Zone
incl.	216.0	912.0	696.0	0.60	0.31	2.2	0.80	
incl.	314.0	524.0	210.0	0.76	0.45	2.8	1.06	
LHDH074	42.0	1,058.3	1,016.3	0.45	0.31	1.9	0.65	Condor Zone
incl.	136.0	890.0	754.0	0.52	0.30	2.0	0.71	
and incl.	210.0	504.0	294.0	0.60	0.41	2.1	0.87	
and incl.	606.0	746.0	140.0	0.64	0.29	2.5	0.83	
and incl.	816.0	890.0	74.0	0.58	0.25	2.5	0.74	
LHDH075	14.0	922.0	908.0	0.39	0.24	1.3	0.55	Condor Zone
incl.	88.0	652.0	564.0	0.47	0.29	1.4	0.65	
incl.	222.0	602.0	380.0	0.51	0.31	1.6	0.70	
incl.	222.0	378.0	156.0	0.59	0.42	1.7	0.86	
LHDH076	110.0	1,400.0	1290.0	0.60	0.21	2.3	0.74	Condor Zone
incl.	138.0	922.0	784.0	0.63	0.25	1.9	0.80	
incl.	138.0	542.0	404.0	0.77	0.35	2.2	1.00	
and incl.	1,166.0	1,400.0	234.0	0.80	0.24	4.5	0.97	Fenix Zone
incl.	1,166.0	1,308.0	142.0	1.14	0.35	3.8	1.38	
incl.	1,384.0	1,400.0	16.0	0.86	0.19	23.4	1.11	
LHDH077	0.0	989.0	989.0	0.51	0.27	1.7	0.69	Condor Zone
incl.	42.0	778.0	736.0	0.58	0.32	1.9	0.79	
incl.	328.0	548.0	220.0	0.69	0.41	2.4	0.95	
incl.	328.0	452.0	124.0	0.71	0.47	2.6	1.02	
Upper ext.	42.0	150.0	108.0	0.53	0.38	1.6	0.77	
Lower ext.	526.0	778.0	252.0	0.57	0.20	2.0	0.71	
LHDH078	566.0	1,040.8	474.8	0.55	0.08	1.7	0.61	
incl.	700.0	1,040.8	340.8	0.67	0.09	2.0	0.73	
incl.	844.0	944.0	100.0	1.10	0.14	2.1	1.20	

¹ CuEq for drill intersections is calculated based on US\$ 3.50/lb Cu, US\$ 1,700/oz Au and US\$ 20/oz Ag, with metallurgical recoveries of 88% for copper, 76% for gold and 60% for silver based on a comprehensive program of metallurgical testwork. The formula is: CuEq % = Cu % + (0.6117 * Au g/t) + (0.0057 * Ag g/t).

² Los Helados hosts large-scale porphyry and associated breccia mineralization and drilled lengths are interpreted to be approximate true widths. Drill hole LHDH078 is the only hole into the Alicanto Zone and additional drilling is required to define the geometry of this zone and understand the true width of this intersection.

One additional hole has been completed to date, with assays pending, and three holes are currently suspended and planned to be resumed during the Company's next drill campaign commencing in or around September 2022. The objective of these additional holes are as follows:

Hole	Status	Objectives
LHDH079	Completed; Assays pending	To test for potential extension of the Condor Zone at depth.
LHDH080	Suspended	To test a northwest resistivity anomaly.
LHDH081	Suspended	To test continuity and potential extension of the Fenix Zone.
LHDH082	Suspended	To test for potential extension of the Condor Zone at depth.

Assay results for these holes will be released as they are received, analyzed and confirmed by the Company.

The data generated from the current drill program at Los Helados will form the basis for a revised geological model and will enable evaluation of alternate development scenarios for Los Helados, exploring optionality in scale of operations and mine plan strategies. In addition, the drill program will provide samples for additional detailed metallurgical testwork, which will allow for optimization of process flowsheets and a better understanding of variability within the orebody.

New Copper-Gold Porphyry System Discovered at Valle Ancho

In May 2022, the Company confirmed its discovery of a new copper-gold porphyry system at the La Quebrada target with an intersection of 596.5m of 0.50% CuEq.

The 2021/2022 drill campaign at Valle Ancho consisted of 3,060 metres of diamond drilling in eight holes at three high priority targets. At La Quebrada, five wide-spaced reconnaissance holes were completed, three of which intersected significant intervals of copper-gold mineralization consistent with a large porphyry system. The three discovery holes were drilled to respective depths of 601m, 271m and 431m, with each ending in mineralization. These are the first holes ever drilled by the Company at La Quebrada and the discovery will be an exciting target of future drill campaigns at Valle Ancho, as the Company looks to better understand extent, geometry and controls of this mineralization.

All assay results from the five holes completed at La Quebrada are summarized as follows:

La Quebrada – Copper-gold Porphyry Discovery

Hole-ID	From (m)	To (m)	Length (m)	Cu (%)	Au (g/t)	Ag (g/t)	CuEq¹ (%)
VADH003	4.0	600.5	596.5	0.23	0.37	1.4	0.50
incl.	4.0	108.0	104.0	0.25	0.50	1.5	0.62
incl.	350.0	600.5	250.5	0.23	0.40	1.6	0.53
VADH004	No significant values						
VADH005	0.0	271.0	271.0	0.12	0.26	1.1	0.32
incl.	76.0	271.0	195.0	0.14	0.29	1.2	0.36
incl.	138.0	224.0	86.0	0.15	0.33	1.5	0.40
VADH006	8.0	431.0	423.0	0.19	0.27	2.2	0.40
incl.	162.0	270.0	108.0	0.22	0.38	1.9	0.50
incl.	292.0	428.0	136.0	0.25	0.32	4.2	0.50
VADH007	No significant values						

¹ CuEq for drill intersections is calculated based on US\$ 3.50/lb Cu, US\$ 1,700/oz Au and US\$ 20/oz Ag, with metallurgical recoveries of 80% assumed for all metals. The formula is: CuEq % = Cu % + (0.7083 * Au g/t) + (0.0083 * Ag g/t).

The Company's interest in the Valle Ancho project, comprised of the Valle Ancho and Interceptor properties, is held through an option agreement with the Province of Catamarca, whereby it may earn a 100% interest in Valle Ancho, by making US\$8.0 million in total project expenditures by the end of 2022. As of the date of this MD&A, the Company anticipates making the remaining earn-in expenditures prior to the required deadline with additional expenses related to ongoing technical analysis of the results of the Company's first drill campaign at Valle Ancho.

Potential Impacts of COVID-19

The Company's current plans are subject to certain risks and uncertainties, including, but not limited to, the ongoing COVID-19 pandemic. As the Company continues to monitor developments with respect to COVID-19, both globally and within its operating jurisdictions, it may implement changes to its business as may be deemed appropriate to mitigate any potential impacts to its business and its employees, contractors, visitors, and stakeholders (collectively, "Stakeholders"). Such changes may include, but are not limited to, temporary closures of the Company's project sites or offices, and deviations from the timing and nature of previous operating plans. Moreover, sustained COVID-19 outbreaks globally have resulted in operational and supply chain delays and disruption as a result of governmental regulation and preventative measures being implemented worldwide, including in Argentina and Chile. The Company could also be required to close, curtail or otherwise limit its operating activities as a result of the implementation of any such governmental regulation or preventative measures in the jurisdictions in which the Company operates, or as a result of sustained COVID-19 outbreaks at its project site or facilities. Any such closures or curtailments could have an adverse impact on the business of the Company.

Q2 2022 CORPORATE HIGHLIGHTS

Appointment of Axel Lundin to the Board of Directors

On April 20, 2022, the Company appointed Mr. Axel Lundin to the Company's Board of Directors.

Mr. Lundin has been involved in the natural resource industry his entire life through exposure to several Lundin Group companies and brings expertise in engineering and broad business experience to the Company as it advances the Los Helados and Valle Ancho projects. Mr. Lundin is currently a Business Analyst at International Petroleum Corporation in Geneva, Switzerland, and was formerly a drilling and planning engineer for Lundin Energy AB. Mr. Lundin graduated from the University of Southern California where he obtained a degree in Mechanical Engineering.

RESULTS FROM OPERATIONS

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	Jun-22	Mar-22	Dec-21	Sep-21	Jun-21	Mar-21	Dec-20	Sep-20
Exploration costs (\$000's)	9,765	8,582	3,518	1,390	356	402	563	390
Operating loss (\$000's)	10,465	9,266	4,188	1,863	810	833	1,302	1,684
Net loss (\$000's)	9,651	8,676	2,390	1,491	784	793	1,302	1,678
Net loss per share, basic and diluted (\$)	0.06	0.06	0.01	0.01	0.01	0.01	0.01	0.01

Due to the geographic location of the Company's mineral properties, the Company's business activities generally 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 net losses of \$9.7 million and \$18.3 million, respectively, for the three and six months ended June 30, 2022 (2021: \$0.8 million and \$1.6 million), including respective operating losses of \$10.5 million and \$19.7 million (2021: \$0.8 million and \$1.6 million). Exploration and project investigation costs are the most significant expenditure category of the Company and for the three and six months ended June 30, 2022 accounted for approximately 93% of the respective operating losses (2021: 44% and 46%). 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 three and six months ended June 30, 2022 were \$9.8 million and \$18.3 million, respectively (2021: \$0.4 million and \$0.8 million). The increase for the three months ended June 30, 2022 is due to the Company continuing its 2022 drill campaign at the Los Helados properties in Region III, Chile, as discussed in the "Q2 2022 Operating Highlights" section above. By comparison, during the three months ended June 30, 2022, the Company was focused on business development initiatives and did not conduct any significant field work at its mineral properties due to the safety concerns at the time related to the COVID-19 pandemic. Similarly, the increase in exploration and project investigation costs for the six months ended June 30, 2022, is due to the Company's undertaking of simultaneous field and drill programs at Los Helados and the Valle Ancho properties whereas no field programs occurred in the comparative 2021 period.

Excluding share-based compensation, administration costs for the three and six months ended June 30, 2022 totaled \$0.4 million and \$0.8 million, respectively (2021: \$0.3 million and \$0.7 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.

Administration costs, exclusive of share-based compensation costs, for the three and six months ended June 30, 2022, were marginally higher than the 2021 comparative periods due primarily to higher travel and promotional costs. During the 2021 comparative periods, the Company had curtailed all non-essential business travel and had reduced its discretionary spending, including promotional costs, in response to COVID-19 and the resulting uncertainty and heightened volatility in public markets. The Company resumed these activities in late 2021, resulting in higher costs for the three and six months ended June 30, 2022.

The Company recognized a net monetary loss of \$56,205 and a gain of \$57,254, respectively, during the three and six months ended June 30, 2022 (2021: gains of \$852 and \$4,649), in relation to the application of hyperinflationary accounting for the Company's Argentine subsidiaries. The monetary gains and losses recognized are the result of changes in the Argentine price indices and changes to the Company's net monetary position during the respective periods. Further discussion regarding the application of hyperinflationary accounting has been provided in the notes to the unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2022.

Other foreign exchange gains for the three and six months ended June 30, 2022 totalled \$67,864 and \$95,656, respectively (2021: \$2,560 and \$7,718), which increased relative to the 2021 comparative periods due to larger average US dollar balances held and depreciation of the Canadian dollar, the Company's functional currency, relative to the US dollar from the time of when the US dollars were purchased and the earlier of when the US dollars were used or June 30, 2022.

From time to time, the Company acquires and transfers marketable securities as a mechanism to facilitate intragroup funding transfers between its Canadian parent and its Argentine operating subsidiaries. During the three and six months ended June 30, 2022, the Company recognized gains of \$810,763 and \$1,270,671, respectively (2021: \$52,122 and \$94,802) on the use of marketable securities for this purpose, which represent the net benefit of having used this funding mechanism over traditional methods. The increases in the gains are the result of more funding provided to its Argentine subsidiaries during the three and six months ended June 30, 2022, compared to the respective 2021 comparative periods.

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 foreign currency translation losses of \$399,550 and \$215,675, respectively, for the three months ended June 30, 2022 (2021: \$100,905 and \$214,694) on translation of subsidiary company accounts from their functional currency to the Canadian dollar presentation currency. For the three and six months ended June 30, 2022, the respective foreign currency translation losses are primarily the result of fluctuations of the Canadian dollar relative to the Chilean peso over the respective periods. In addition, for the three and six months ended June 30, 2022, the impacts of hyperinflation amounted to a gain of \$67,265 and a loss of \$52,573, respectively (2021: losses of \$694 and \$9,562), and consist of adjustments recognized on the continuing inflation of non-monetary balances during the respective periods and the ongoing translation of the Company's Argentine subsidiary into the Canadian dollar presentation currency.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2022, the Company had cash of \$6.8 million and net working capital of \$2.7 million, compared to cash of \$21.0 million and net working capital of \$20.0 million as at December 31, 2021. The Company's cash and net working capital balance decreased during the six months ended June 30, 2022 due primarily to funds used in operations, including option payments made for the Los Helados properties, and for general corporate purposes. This was partially offset by gross proceeds of \$0.3 million received by the Company on the exercise of stock options during the six months ended June 30, 2022 (2021: \$nil).

The Company anticipates that it will deploy the majority of its treasury to fund ongoing work programs at Los Helados in Chile and Valle Ancho in Argentina and also to support general corporate and working capital purposes.

Maturation of 2021 Facility

In February 2021, the Company obtained an unsecured US\$3.0 million credit facility (the "2021 Facility") from Zebra Holdings and Investments S.à.r.l. ("Zebra") and Lorito Holdings S.à.r.l. ("Lorito"), companies controlled by a trust settled by the late Adolf H. Lundin. Zebra and Lorito report their respective security holdings in the Company as joint actors, as defined by Canadian securities regulations, and are related parties of the Company by virtue of their combined shareholding in the Company in excess of 20%.

The 2021 Facility matured on February 19, 2022 with no amounts drawn or owing. No interest was paid in cash during its term.

Liquidity

Based on NGEEx Minerals' financial position at June 30, 2022, the Company anticipates the need for further funding to support ongoing operations, including its planned exploration program at Los Helados to commence in or around September 2022. Accordingly, the Company is currently evaluating potential additional sources of financing. Historically, 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 extended by its major shareholders, such as Zebra and Lorito.

While management is confident that additional sources of funding will be secured to fund planned expenditures for at least twelve months from June 30, 2022, 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, as may be impacted by developments with respect to COVID-19, inflation, 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 defer or forego discretionary expenditures, 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 capital resources and 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. Other than those related party transactions identified elsewhere in this MD&A, during the three and six months ended June 30, 2022, the Company has also engaged with Josemaria Resources Inc. ("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 president.

Josemaria ceased to be a related party of the Company following the acquisition of all of its issued and outstanding common shares by Lundin Mining Corporation, which closed on April 28, 2022.

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:

	Three months ended		Six months ended	
	2022	June 30, 2021	2022	June 30, 2021
Management Services to Josemaria	-	15,641	29,432	30,174
Management Services to Filo Mining	81,606	206,719	174,668	341,023
Management Services from Josemaria	-	(18,867)	-	(40,652)
Management Services from Filo Mining	(205,268)	(94,230)	(394,346)	(183,699)
Exploration Consultation from MOAR	-	(11,250)	(12,750)	(35,625)

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	June 30, 2022	December 31, 2021
Receivables and other assets	Josemaria	-	27,996
Receivables and other assets	Filo Mining	32,616	24,343
Accounts payable and accrued liabilities	Josemaria	-	(1,667)
Accounts payable and accrued liabilities	Filo Mining	(136,301)	(15,113)

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:

	Three months ended		Six months ended	
	2022	June 30, 2021	2022	June 30, 2021
Salaries and other payments	111,000	118,500	234,500	237,000
Short-term employee benefits	3,311	3,279	7,682	6,846
Directors fees	23,458	20,500	43,958	41,000
Stock-based compensation	228,377	105,176	456,773	210,359
	366,146	247,455	742,913	495,205

SIGNIFICANT ACCOUNTING POLICIES

The Company continues to follow the accounting policies described in Note 3 to the consolidated financial statements for the year ended December 31, 2021, as filed on SEDAR at www.sedar.com on April 13, 2022.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements in accordance with IFRS, including the condensed interim consolidated financial statements for the three and six months ended June 30, 2022, 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. There have been no material changes to the critical accounting estimates discussed in the annual 2021 MD&A filed on SEDAR at www.sedar.com on April 13, 2022.

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 revalues the liability from time to time based on revisions to the timing and amounts of expected future settlement, which the Company believes is a reasonable approximation of fair value. Between revaluations, the liability is accreted.

As at June 30, 2022 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 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 are minimized through the management of its capital structure and by maintaining good relationships with significant shareholders and creditors, such as Zebra and Lorito. The Company also closely monitors and reviews its costs to date and actual cash flows on a monthly basis.

Based on NGEEx Minerals' financial position at June 30, 2022, the Company anticipates the need to obtain further funding to support required and planned expenditures for at least twelve months from June 30, 2022. Please refer to the discussion provided in the Liquidity and Capital Resources section above for further details.

The maturities of the Company's financial liabilities as of June 30, 2022 are as follows:

	Total	Less than 1 year	1-5 years	More than 5 years
Accounts payable and accrued liabilities	4,968,316	4,968,316	-	-
Due to exploration partner	4,379,098	-	-	4,379,098
Total	9,347,414	4,968,316	-	4,379,098

In accordance with the terms of a Joint Exploration Agreement between the Company and the partner, NCR, the Company is required to fund NCR's share of exploration expenditures related to the La Rioja properties (the "Obligation"). The undiscounted value of the Obligation remained US\$3.4 million as at June 30, 2022, and has no defined timeline for settlement. The Obligation has been discounted at an annual effective rate of 8%, and recorded at its present value having the Canadian dollar equivalent of \$400,178 at June 30, 2022. The figure provided in the preceding table represents the Canadian dollar equivalent of the liability on an undiscounted basis.

- (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 June 30, 2022, the Company's largest foreign currency risk exposure existed at the level of its Chilean operating subsidiary, where the Company held a net financial asset position denominated in US dollars having a Canadian dollar equivalent of approximately \$1.7 million. A 10% change in the foreign exchange rate between the US dollar, and the Chilean Peso, the subsidiary's functional currency, would give rise to increases/decreases of approximately \$169,000 in financial position/comprehensive loss.

OUTSTANDING SHARE DATA

As at August 25, 2022, the Company had 156,910,510 common shares outstanding and 10,301,668 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, and these risk factors could materially affect the Company's future operations and financial position and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. There have been no material changes in the risks and uncertainties affecting the Company that were discussed in the Company's annual 2021 MD&A, as filed on SEDAR at www.sedar.com on April 13, 2022.

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.ngexminerals.com or under the Company's profile at www.sedar.com.

Mineral Resources are reported using a copper equivalent cutoff grade. For the Mineral Resource estimate, copper equivalent at the time was calculated using US\$3.00/lb copper, US\$ 1,300/oz gold and US\$23/oz silver, and included a provision for selling costs and metallurgical recoveries corresponding to three zones defined by depth below surface. The formulas used were: $CuEq\% = Cu\% + 0.6264 * Au (g/t) + 0.0047 * Ag (g/t)$ for the Upper Zone (surface to ~ 250 m); $Cu\% + 0.6366 * Au (g/t) + 0.0077 * Ag (g/t)$ for the Intermediate Zone (~250 m to ~600 m); $Cu\% + 0.6337 * Au (g/t) + 0.0096 * Ag (g/t)$ for the Deep Zone (> ~600 m).

Copper equivalent values reported for the 2021/2022 Valle Ancho and 2022 Los Helados drill results were based on US\$ 3.50/lb Cu, US\$ 1,700/oz Au and US\$ 20/oz Ag. Respective assumed metal recoveries and CuEq formulae are as presented in the footnote to the associated tables of summarized drill results (see "Q2 2022 Operating Highlights" section above).

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.

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, changes in share price; 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 ability of the Company to secure additional financing and/or the quantum and terms thereof; the Company's ability to respond to or navigate, and/or methods by which it responds to or navigates, the COVID-19 pandemic; exploration and development plans and expenditures, including the size, scope, nature, timing and foci of the Company's future exploration programs, particularly at Los Helados or Valle Ancho; whether current interpretation of the exploration and/or drill results to date will be confirmed by future work, including statements regarding prospectivity of exploration properties or the accuracy of a geological model; the ability and/or the willingness of the Company to meet the remaining earn-in expenditure at Valle Ancho to secure a 100% interest therein by December 31, 2022; the future uses of the Company's cash and working capital; the success of future exploration activities; potential for the discovery of new mineral deposits or expansion of existing 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 Resource classification, or the conversion of Indicated Resources to a Measured Resource 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.