



**NGEX MINERALS LTD.**

**2025 SECOND QUARTER REPORT**

**Management's Discussion and Analysis  
and  
Condensed Interim Consolidated Financial Statements**

**For the Three and Six Months Ended June 30, 2025  
(UNAUDITED)**

**NGEX MINERALS LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**THREE AND SIX MONTHS ENDED JUNE 30, 2025**  
**(Amounts in Canadian Dollars unless otherwise indicated)**

The following management's discussion and analysis ("MD&A") of NGEx Minerals Ltd. ("NGEx", "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, 2025, 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 as issued by the International Accounting Standards Board ("IFRS Accounting Standards"), applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*. The effective date of this MD&A is August 11, 2025. Additional information about the Company and its business activities is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and the Company's website [www.ngexminerals.com](http://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 copper-gold and gold exploration projects in Argentina and Chile. 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 engineering and other studies that are required to prepare its projects for eventual development by the Company, in collaboration with its partners, as applicable, 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, sustainability, and business skills to advance the Company's projects and to generate value for its shareholders.

The Company's common shares trade on the Toronto Stock Exchange under the symbol "NGEX", and on the OTCQX under the symbol "NGXXF".

### ***Lunahuasi***

The Company owns a 100% interest in the Lunahuasi project, a high-grade copper-gold-silver deposit located in San Juan Province, Argentina ("Lunahuasi" or the "Lunahuasi Project"), which is the most recent major deposit discovered in the emerging Vicuña District, which also hosts the Caserones Mine, the Josemaria deposit, the Filo del Sol deposit, and the Company's Los Helados copper-gold deposit. Drilling at Lunahuasi has discovered significant new zones of mineralization, some of which consist of some of the highest copper, gold and/or silver grades drilled to date in the Vicuña District and intersected globally in recent years. During the first three drill programs completed at the project, the Company has made three major discoveries: (i) high-grade copper-gold-silver sulphide veins, which have been the primary exploration focus at the project since their discovery in 2023, ii) a copper-gold porphyry system, and (iii) ultra high-grade gold in quartz veins.

While drilling completed at Lunahuasi to date has demonstrated the significant size potential of the initially discovered high-grade copper-gold-silver veins, the Lunahuasi Project is still generally considered greenfield exploration as the extent of the sulphide vein mineralization has yet to be delineated and the Company has yet to follow up on the recent discoveries of a porphyry system and high-grade gold in quartz veins to determine their respective scale and grades. In addition, the Company has identified other targets on or around Lunahuasi which have yet to be drill tested.

The Lunahuasi Project, as currently defined, is located on the Nacimiento I concession. The Nacimiento I concession is subject to a 1% NSR royalty held by Vicuña Corp., a joint venture formed by Lundin Mining Corporation ("Lundin Mining") and BHP Investments Canada Inc. ("BHP"). In addition, the Nacimiento I concession is also subject to an additional third-party NSR royalty of 0.5% covering the first 10 years of production. The same third party is also entitled to a one-time payment of US\$2.0 million upon commencement of production at Nacimiento I.

As at the date of this MD&A, the Company has caused a royalty purchase agreement to be entered into between a newly incorporated wholly-owned subsidiary ("RoyaltyCo") and the subsidiary that currently holds the Nacimiento I concession, which will result in an additional 1% NSR royalty on the Nacimiento I concession being granted to RoyaltyCo. The Company has proposed to distribute at least 80.1% of the shares of RoyaltyCo to its shareholders by way of a statutory plan of arrangement under the Canada Business Corporations Act ("CBCA"), which is further discussed below under the "Q2 2025 Corporate Highlights and Outlook" section of this MD&A.

### ***Los Helados***

The Company's most advanced asset is its Los Helados copper-gold deposit, located in Region III of Chile ("Los Helados", the "Los Helados Property" or the "Los Helados Project"). The Company is the majority (approximately 69%) partner and operator of the Los Helados Project, which is subject to a Joint Exploration Agreement (the "JEA") with its partner (approximately 31%), Nippon Caserones Resources LLC ("NCR"). NCR is a subsidiary of JX Advanced Metals Corporation ("JX"), a Tokyo-based mining and smelting company. The total area of the Los Helados Property legal tenure in Chile, which is subject to the JEA, is approximately 31,428 hectares.

JX also has an indirect 30% ownership interest in the Caserones Mine, located approximately 17km from Los Helados. The remaining 70% controlling interest in the Caserones Mine is held by Lundin Mining. The Company and Lundin Mining are not related parties, however they are respectively part of the Lundin Group of Companies, which are entities in which companies owned by trusts whose settlor was the late Adolf H. Lundin hold varying degrees of equity interest. By virtue of its majority interest in the Caserones Mine, and it being a joint venture partner with BHP with respect to the future development of the Josemaria and Filo del Sol projects via Vicuña Corp., Lundin Mining currently has a significant interest in three of the major projects in the Vicuña District, which also hosts the Company's Los Helados and Lunahuasi Projects.

As at the date of this MD&A, the wholly-owned subsidiary of NGEx which holds the Los Helados Project on behalf of an unincorporated joint venture between NGEx and NCR has entered into royalty purchase agreements with each of the joint venture partners to cause a combined 2.0% NSR royalty to be granted on the concessions underlying the Los Helados properties (the "Los Helados Royalty"). The Los Helados Royalty has been allocated to RoyaltyCo and NCR based on the Company and NCR's respective *pro rata* interest in Los Helados of approximately 69% and 31%, resulting in RoyaltyCo's portion of the Los Helados Royalty amounting to a 1.38% NSR royalty. As noted above, the Company has proposed to distribute at least 80.1% of the shares of RoyaltyCo to its shareholders by way of a statutory plan of arrangement under the CBCA, which is further discussed below under the "Q2 2025 Corporate Highlights and Outlook" section of this MD&A.

While the Los Helados concessions are not subject to any royalties, back-in rights, or other obligations in favour of third parties other than the Los Helados Royalty, pursuant to the terms of the JEA, a party's interest is automatically converted to a 0.5% NSR royalty if it is diluted to below 5%. In addition to a specific tax on mining activities, the Chilean government also levies royalties in the form of a mining tax on dividends paid by a Chilean mining company.

The Company's most recent Mineral Resource Estimate for the Los Helados Project is summarized in the following table, which has an effective date of October 31, 2023. The Company's Mineral Resources 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. In this MD&A, Mineral Resources may be referred to interchangeably as "Mineral Resource Estimates" or "Mineral Resource Estimations".

<b>Los Helados Mineral Resources (0.33% CuEq Cutoff)</b>								
	<b>Tonnage</b>	<b>Resource Grade</b>				<b>Contained Metal</b>		
<b>Class</b>	<b>(billion tonnes)</b>	<b>Cu (%)</b>	<b>Au (g/t)</b>	<b>Ag (g/t)</b>	<b>CuEq (%)</b>	<b>Cu (billion lbs)</b>	<b>Au (million oz)</b>	<b>Ag (million oz)</b>
Indicated	2.08	0.40	0.15	1.5	0.51	18.4	10.2	97.5
Inferred	1.08	0.34	0.10	1.5	0.42	8.2	3.6	50.2

The key assumptions, parameters, and methods used to develop these Mineral Resource Estimates are contained in the 43-101 technical report entitled "Technical Report on the Los Helados and Lunahuasi Projects, Chile and Argentina", dated December 13, 2023 (the "Technical Report"), prepared by Luke Evans, M.Sc., P.Eng., SLR Consulting (Canada) Ltd., and Giovanni Di-Prisco, Ph.D., P.Geo., Terra Mineralogical Services Inc. This report is available on the Company's website at [www.ngexminerals.com](http://www.ngexminerals.com) or under the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca). Further details, such as the copper equivalent formula, can be found in the "Qualified Person and Technical Information" section of this MD&A.

## **Q2 2025 OPERATING HIGHLIGHTS AND OUTLOOK**

### *Successful Phase 3 Lunahuasi Program Results in Two New Discoveries*

The Company successfully completed its Phase 3 drill program at Lunahuasi, located in San Juan, Argentina, in early May 2025, with 25,003 metres completed in 24 holes, including three geotechnical holes designed to support the Company's analysis of a conceptual underground exploration adit at Lunahuasi. The final assays from the Phase 3 program were released by the Company on July 8, 2025.

The program accomplished its main objectives of testing the Lunahuasi deposit at three target scales:

- **Long-range exploration holes** (+300m spacing) were big step-outs that tested for significant extensions of mineralization to the north, south, and west;
- **Mid-range step out holes** (50-300m spacing) explored for extensions of the mineralized zone in all directions and started to fill in large gaps in the drill pattern; and
- **Short-range infill holes** (30-50m spacing) tested the short-range variability of mineralized structures and high-grade zones and confirmed the main structural orientations.

Throughout the Phase 3 campaign, drillholes at all three target scales consistently intersected high-grade vein-hosted mineralization across considerable widths and significantly contributed to improvements in the geological understanding of the structures that form the original Lunahuasi discovery, which continue to be the near-term exploration priority at the project. The final assay results from the Phase 3 program confirmed the discovery of a new copper-gold porphyry system at Lunahuasi and the discovery of a third, distinct type of mineralization at the project with ultra high-grade visible gold in quartz veins.

Drillhole DPDH027 was drilled across the high-sulphidation epithermal structures before discovering a new zone of porphyry copper-gold mineralization at approximately 1,262 metres downhole. The hole was drilled to a final depth of 2,005 metres, where it ended in mineralization, returning 1,619.4 metres at 0.87% copper equivalent ("CuEq") (0.52% Cu, 0.32 g/t Au, 13.2 g/t Ag) including a porphyry intersection of 743.00 metres at 0.56% CuEq (0.44% Cu, 0.13 g/t Au, 2.3 g/t Ag), which included:

- 18.00 metres at 2.68% CuEq (2.46% Cu, 0.18 g/t Au, 10.3 g/t Ag); and
- 17.80 metres at 1.23% CuEq (1.01% Cu, 0.24 g/t Au, 5.5 g/t Ag).

While the full scale of the Lunahuasi porphyry system remains unknown, another Phase 3 drillhole, DPDH029, ended in argillic alteration associated with the high-sulphidation system overprinting early porphyry veins, some 500 metres south of the intersection in DPDH027, illustrating the size potential of the porphyry discovery. Importantly, this discovery has opened up an entirely new dimension to Lunahuasi and significantly increases the long-term potential of the project.

Drillhole DPDH046 resulted in the discovery of ultra high-grade free gold in quartz veins, which is a new style of mineralization at Lunahuasi. Highlights include:

- 2.20 metres at 142.27 g/t Au from 467.10m, plus
- 3.60 metres at 245.39 g/t Au from 520.00m.

The discovery of this third distinct style of mineralization at Lunahuasi is potentially transformative for the project, as several renowned mines around the world have been built around high-grade gold quartz veins. While the size and extent of the quartz veins have yet to be confirmed, the remarkably high-grades observed in DPDH046 allude to the possibility that a relatively small volume of this gold-dominant mineralization could add a substantial amount of value to Lunahuasi. Following up on this third Lunahuasi discovery will be a key objective of the Company's upcoming Phase 4 drill program.

The Company is now completing its analysis of the geological data collected during the Phase 3 campaign and refining the geological model at Lunahuasi. Planning for the Company's upcoming Phase 4 exploration program at Lunahuasi is well advanced, with a start date currently anticipated for around October 2025.

## **Q2 2025 CORPORATE HIGHLIGHTS AND OUTLOOK**

### *Proposed Spin-out of NSR Royalties on Lunahuasi and Los Helados*

The Company has caused a royalty purchase agreement to be entered into between a newly incorporated, wholly-owned subsidiary ("RoyaltyCo") and the subsidiary that currently holds the Nacimiento I concession, which will result in a 1% NSR royalty on the Nacimiento I concession being granted to RoyaltyCo (the "Lunahuasi Royalty") in exchange for cash consideration. NGE's 100% owned Lunahuasi Project, as currently defined, is located on the Nacimiento I concession.

In addition, another wholly-owned subsidiary of NGE which holds the Los Helados Project, located in Region III, Chile, on behalf of an unincorporated joint venture between NGE and NCR, has entered into royalty purchase agreements with each of RoyaltyCo and NCR to cause a combined 2.0% NSR royalty to be granted on the concessions comprising the Chilean portion of the Los Helados properties (the "Los Helados Royalty") in exchange for cash consideration. The Los Helados Royalty, and the associated aggregate cash consideration, will be allocated to RoyaltyCo and NCR based on the Company and NCR's respective *pro rata* interests in Los Helados of approximately 69% and 31%, resulting in RoyaltyCo's portion of the Los Helados Royalty amounting to a 1.38% NSR royalty.

The Company has also entered into an arrangement agreement with RoyaltyCo (the "Arrangement Agreement"), whereby NGEx intends to complete a share capital reorganization by way of a statutory plan of arrangement under the Canada Business Corporations Act, which will result in, among other things, at least 80.1% of the common shares of the RoyaltyCo (the "RoyaltyCo Shares") being spun-out to the shareholders of NGEx (the "NGEx Shareholders"). As part of the spin-out of the RoyaltyCo Shares to NGEx Shareholders, NGEx will make an additional capital contribution into RoyaltyCo for working capital purposes, which is in addition to the amounts to be injected by NGEx to fund the acquisition of the Lunahuasi Royalty and RoyaltyCo's portion of the Los Helados Royalty, which will also be made by way of a capital contribution. The capital contributions by NGEx will result in it receiving a number of RoyaltyCo Shares in return representing up to a 19.9% ownership interest in RoyaltyCo that will be retained and not form part of the spin-out to NGEx Shareholders.

The Arrangement Agreement describes the terms of the proposed arrangement (the "Arrangement"), which, among other things, includes:

- Each common share of NGEx (each, a "NGEx Share") outstanding at the close of business on the business day immediately preceding the effective date of the Arrangement (the "Share Distribution Record Date") will be redesignated and exchanged as part of a reorganization of the share capital of NGEx, and in accordance with section 86 of the *Income Tax Act* (Canada), for (i) one (1) new common share of NGEX (each, a "New NGEx Share"), which such New NGEx Share will be identical to the NGEx Shares immediately prior to the effective time of the Arrangement (the "Effective Time") and (ii) 1/4 of a RoyaltyCo Share; and
- Each outstanding stock option of NGEx (each, a "NGEx Option") that is outstanding immediately before the Effective Time will be exchanged for (i) one (1) replacement stock option of NGEx (each, a "NGEx Replacement Option") to purchase from NGEx one New NGEx Share having an exercise price (rounded up to the nearest whole cent) equal to the product of the exercise price of each NGEx Option so exchanged immediately before the Effective Time multiplied by the fair market value of a New NGEx Share at the Effective Time divided by the total of the fair market value of a New NGEx Share and the fair market value of 1/4 of a RoyaltyCo Share at the Effective Time, and (ii) one (1) fully-vested stock option of the Company (each, a "RoyaltyCo Option") to acquire 1/4 of a RoyaltyCo Share, each whole RoyaltyCo Option having an exercise price (rounded up to the nearest whole cent) equal to the product of the exercise price of the NGEx Option so exchanged immediately prior to the Effective Time multiplied by the fair market value of 1/4 of a RoyaltyCo Share at the Effective Time divided by the total of the fair market value of one New NGEx Share and 1/4 of a RoyaltyCo Share at the Effective Time.

Completion of the Arrangement is subject to receipt of requisite NGEx Shareholder, Toronto Stock Exchange and court approvals, the timing and receipt of which cannot be determined at this time. NGEx Shareholders will vote on the Arrangement at a special meeting to be held on September 12, 2025.

Following completion of the Arrangement, NGEx is expected to hold up to a 19.9% ownership interest in RoyaltyCo, with the remaining RoyaltyCo Shares being distributed to NGEx Shareholders as described above, in accordance with their *pro rata* interest in NGEx as of the Share Distribution Record Date.

RoyaltyCo intends to apply to list its shares on the TSX Venture Exchange ("TSXV") following completion of the Arrangement. Such listing will be subject to it fulfilling all of the listing requirements of the TSXV.

## **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-25	Mar-25	Dec-24	Sep-24	Jun-24	Mar-24	Dec-23	Sep-23
Exploration costs (\$000's)	17,414	36,423	27,195	6,218	7,818	22,519	9,795	4,469
Operating loss (\$000's)	20,709	40,195	30,634	12,253	9,795	24,378	11,714	8,675
Net loss (\$000's)	21,387	35,142	26,427	9,847	7,579	19,744	8,614	4,218
Net loss per share, basic and diluted (\$)	0.10	0.17	0.13	0.05	0.04	0.11	0.04	0.02

NGEx Minerals incurred net losses of \$21.4 million and \$56.5 million, respectively, for the three and six months ended June 30, 2025 (2024: \$7.6 million and \$27.3 million), including respective operating losses of \$20.7 million and \$60.9 million (2024: \$9.8 million and \$34.2 million). As a result 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, exploration and project investigation costs are the most significant expenditure category of the Company and for the three and six months ended June 30, 2025, accounted for approximately 84% and 88% of the respective operating losses for these periods (2024: 80% and 89%). Due to the geographic location of the Company's mineral properties, the Company's business activities generally fluctuate with the seasons, with 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 any particular budget cycle which typically spans September to August, 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 or project work, could affect the level of exploration activities and net loss in a particular period.

Exploration and project investigation costs for the three and six months ended June 30, 2025, were \$17.4 million and \$53.8 million, respectively (2024: \$7.8 million and \$30.3 million). The significant increases for the three and six months ended June 30, 2025, are due primarily to the relatively larger field and drill program undertaken by the Company during the first half of 2025. Namely, for the three and six months ended June 30, 2025, the Company was undertaking its Phase 3 Lunahuasi program, as discussed in the "Q2 2025 Operating Highlights and Outlook" section above, which was ramped up from six to eight drill rigs in late February 2025 and concluded in May 2025. By comparison, for the comparative 2024 periods, the Company was undertaking its Phase 2 program at Lunahuasi, which was relatively smaller in size and scope, having only operated with four rigs and being shorter in duration with its conclusion in April 2024.

Excluding share-based compensation, administration costs for the three and six months ended June 30, 2025, totaled \$1.7 million and \$3.3 million, respectively (2024: \$1.4 million and \$2.6 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, 2025, were higher than the 2024 comparative periods primarily as a result of higher compensation costs. The increases in compensation costs for the three and six months ended June 30, 2025, are due to the expansion of the Company's executive team in early 2025 in support of its ongoing growth.

Interest income for the three and six months ended June 30, 2025, totalled \$1.3 million and \$2.8 million, respectively (2024: \$0.7 million and \$1.5 million). The increase in interest income earned during the first half of 2025 is due primarily to the significantly higher average total balance of cash and short-term investments held by the Company during the period, which is the residual impact of funds raised in late 2024 by way of a non-brokered private placement of the Company's common shares.

The Company recognized a net monetary gain of \$72,628 and a net monetary loss of \$20,533 during the three and six months ended June 30, 2025, respectively (2024: losses of \$790,377 and \$875,022), in relation to the application of hyperinflationary accounting for the Company's Argentine subsidiaries. Net monetary gains and losses are recognized as a result of the changes in the Argentine price indices and changes to the net monetary position of the Company's Argentine operating subsidiaries during a given period, with gains generally recognized during periods in which the net monetary position of the Argentine operating subsidiary decreases and losses incurred when the net monetary position increases. Further discussion regarding the application of hyperinflationary accounting has been provided in the notes to the unaudited condensed interim consolidated financial statements.

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, 2025, the Company recognized gains of \$0.1 million and \$3.8 million, respectively (2024: \$2.4 million and \$6.1 million), on the use of marketable securities for this purpose, which represents the net benefit of having used this funding mechanism over traditional methods. The decreases noted in the current 2025 periods are the result of significant reductions in the beneficial spread between using this alternate funding mechanism over traditional methods during the first half of 2025, which have also caused the Company to cease using this alternative funding mechanism since mid-May 2025. Accordingly, although the Company has provided more funding to its Argentine subsidiaries in support of the significantly larger scope of work undertaken at Lunahuasi during the three and six months ended June 30, 2025, as described above, a portion of the intragroup funding transfers did not use this alternate funding mechanism and the portion that did realized smaller gains due to lower spreads.

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 loss, the Company reported foreign currency translation losses of \$204,381 and \$54,893 for three and six months ended June 30, 2025, respectively (2024: gain of \$194,291 and loss of \$162,024), 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, 2025, the foreign currency translation impacts 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, 2025, the impacts of hyperinflation amounted to a loss of \$0.3 million and a gain of \$0.7 million, respectively (2024: gains of \$1.0 million and \$2.7 million), which consist 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 for consolidation.

## **LIQUIDITY AND CAPITAL RESOURCES**

As at June 30, 2025, the Company had cash of \$97.2 million, short-term investments of \$46.0 million and net working capital of \$138.6 million compared to cash of \$153.4 million, short-term investments of \$45.2 million and net working capital of \$188.9 million as at December 31, 2024. The Company's total treasury, consisting of its cash and short-term investments, and net working capital decreased during the six months ended June 30, 2025, due primarily to funds used in operations and for general corporate purposes.

## RELATED PARTY TRANSACTIONS

Under the normal course of operations, the Company may undertake transactions or hold balances with related parties. During the three and six months ended June 30, 2025, the Company engaged with the Lundin Foundation ("LF"), which became a related party beginning June 19, 2025, by way of common directors and/or executives. The Company also engaged in transactions with the LF prior to June 19, 2025, however the Company and LF were not considered related parties at the time.

In addition, prior to the acquisition of Filo Corp. ("Filo") by Lundin Mining and BHP on January 15, 2025 (the "Filo Acquisition"), the Company and Filo were considered related parties by way of common directors, officers and significant shareholders, and from time to time the Company also undertook transactions with Filo, as described below. However, following the completion of the Filo Acquisition in January 2025, the Company and Filo are no longer considered related parties and have terminated a mutual cost sharing arrangement, pursuant to which the Company previously provided management, technical, administrative and/or financial services ("Management Services") to Filo and vice versa.

### ***Buy back of Lunahuasi Royalty***

On May 13, 2024, the Company repurchased two thirds of a 3% NSR royalty (i.e. a 2% NSR royalty) on the Nacimiento 1 concession from Filo, a related party at the time by way of directors, officers and shareholders in common, pursuant to a buy back option for cash consideration totaling US\$ 1.5 million. The Company's Lunahuasi deposit, as currently defined, is located within the Nacimiento 1 concession. The consideration paid for the buy back had a Canadian dollar equivalent of \$2,048,456, which has been recorded as an addition to the mineral property balance for Lunahuasi.

The buy back has resulted in a residual 1% NSR royalty on the Nacimiento 1 concession, as described in the "Core Business" section above.

### ***Acquisition of mineral properties***

In April 2024, the Company acquired a 100% interest in certain exploitation and exploration concessions located in Chile (the "Maricunga Properties") from Filo for total cash consideration having a Canadian dollar equivalent of \$94,096. The Maricunga Properties are adjacent to the Valle Ancho and Interceptor properties (collectively, "Valle Ancho" or the "Valle Ancho Project"), in which the Company holds a 100% interest.

### ***Related party services***

During the three and six months ended June 30, 2025, the Company engaged with LF to provide management and consulting services in support of the Company's ongoing sustainability initiatives ("Sustainability Services"). These transactions have been incurred in the normal course of operations and are summarized in the following table.

The comparative information presented in the table below with respect to Management Services to or from Filo arose prior to the termination of the service agreement between the Company and Filo.

	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>2025</b>	<b>June 30, 2024</b>	<b>2025</b>	<b>June 30, 2024</b>
Sustainability Services from LF	(126,334)	-	(126,334)	-
Management Services to Filo	-	64,711	-	117,912
Management Services from Filo	-	(68,702)	-	(117,825)

### ***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:

	<b>Related Party</b>	<b>June 30, 2025</b>	<b>December 31, 2024</b>
Receivables and other assets	Filo	-	80,345
Accounts payable and accrued liabilities	LF	(126,334)	-
Accounts payable and accrued liabilities	Filo	-	(67,502)

### ***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:

	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>2025</b>	<b>June 30, 2024</b>	<b>2025</b>	<b>June 30, 2024</b>
Salaries and other payments	477,750	277,650	925,458	555,300
Short-term employee benefits	15,808	8,613	30,824	16,901
Directors fees	61,884	24,167	120,884	48,417
Stock-based compensation	1,323,086	466,134	2,796,426	1,069,210
	<b>1,878,528</b>	<b>776,564</b>	<b>3,873,592</b>	<b>1,689,828</b>

### **MATERIAL 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, 2024, as filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) on March 25, 2025.

### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the consolidated financial statements in accordance with IFRS Accounting Standards, including the condensed interim consolidated financial statements for the three and six months ended June 30, 2025, 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 MD&A for the year ended December 31, 2024, as filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) on March 25, 2025.

## FINANCIAL INSTRUMENTS

As at June 30, 2025, the Company's financial instruments consist of cash, receivables and other assets, short-term investments, trade payables and accrued liabilities, and the amounts due to its exploration partner, NCR. 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, 2025, 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 minimal as the Company deposits the majority of its cash with large Canadian financial institutions that have been accorded a strong investment grade rating by a primary rating agency or received adequate deposit insurance coverage.
- (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, such as Nemesia. 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 June 30, 2025, are as follows:

	<b>Total</b>	<b>Less than 1 year</b>	<b>1-5 years</b>	<b>More than 5 years</b>
Accounts payable and accrued liabilities	6,649,784	6,649,784	-	-
Due to exploration partner	4,425,851	-	-	4,425,851
<b>Total</b>	<b>11,075,635</b>	<b>6,649,784</b>	<b>-</b>	<b>4,425,851</b>

In accordance with the terms of the JEA with 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\$ 3.2 million as of June 30, 2025, 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 \$905,549 at June 30, 2025 (2024: \$956,041). 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, 2025, 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 \$23.8 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 \$2.4 million in financial position/comprehensive loss.

## **OUTSTANDING SHARE DATA**

As at August 11, 2025, the Company had 207,208,110 common shares outstanding and 10,817,000 share options outstanding under its share-based incentive plan.

## **DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING**

### *Disclosure controls and procedures ("DC&P")*

DC&P are designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation. They include controls and procedures designed to ensure that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There have not been any material changes in the Company's DC&P during the three and six months ended June 30, 2025.

### *Internal controls over financial reporting ("ICFR")*

The Company's ICFR are designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with IFRS Accounting Standards. The design of the Company's ICFR is the responsibility of its management.

The Company's ICFR include policies and procedures that: pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of assets; provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with IFRS Accounting Standards; that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the financial statements. Any system, no matter how well conceived or operated, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable, not absolute, assurance with respect to financial statement preparation and presentation and will not prevent all, or detect all, misstatements and frauds. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any control system also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Management uses the Internal Control – Integrated Framework (2013 Framework) issued by the Committee of Sponsoring Organizations for the Treadway Commission (COSO) in order to assess the effectiveness of the Company's ICFR.

There have not been any material changes in the Company's internal controls during the three and six months ended June 30, 2025, that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

## 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 MD&A and most recent annual information form (AIF) for the year ended December 31, 2024, as filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) on March 25, 2025.

## 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 October 31, 2023. The key assumptions, parameters, and methods used to estimate this Mineral Resource Estimate are contained in the 43-101 technical report entitled "*Technical Report on the Los Helados and Lunahuasi Projects, Chile and Argentina*", dated December 13, 2023 (the "Technical Report"), prepared by Luke Evans, M.Sc., P.Eng., SLR Consulting (Canada) Ltd., and Giovanni Di-Prisco, Ph.D., P.Geo., Terra Mineralogical Services Inc. This report is available on the Company's website at [www.ngexminerals.com](http://www.ngexminerals.com) or under the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca)

Mineral Resources are reported using a CuEq cutoff grade. Copper equivalent is calculated using US\$ 3.90/lb copper, US\$ 1,800/oz gold and US\$ 20/oz silver, and includes a provision for selling costs and metallurgical recoveries corresponding to three zones defined by depth below surface. The formulas used are:  $CuEq\% = Cu\% + 0.681008 * Au (g/t) + 0.002989 * Ag (g/t)$  for the Upper Zone (surface to ~ 250 m);  $Cu\% + 0.692039 * Au (g/t) + 0.004877 * Ag (g/t)$  for the Intermediate Zone (~250 m to ~600 m);  $Cu\% + 0.688852 * Au (g/t) + 0.006068 * Ag (g/t)$  for the Deep Zone (> ~600 m).

Copper equivalent for Lunahuasi drill intersections is calculated based on US\$ 3.00/lb Cu, US\$ 1,500/oz Au and US\$ 18/oz Ag, with 80% metallurgical recoveries assumed for all metals. The formula is:  $CuEq\% = Cu\% + (0.7292 * Au g/t) + (0.0088 * Ag g/t)$ .

The Company's Mineral Resources 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", "budgets", "scheduled", "estimates", "forecasts", "intends", "projects", "targets", "assumes", "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: the risk of the Company not obtaining court, NGEx Shareholder or stock exchange approvals to proceed with the Arrangement; the risk of unanticipated tax consequences to the Arrangement; the risk of the market valuing NGEx and RoyaltyCo in a manner not anticipated by the Company; risks related to the benefits of the Arrangement not being realized; risks relating to RoyaltyCo not being able to add additional royalty interests to its portfolio; 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 this MD&A, if any, and elsewhere, such as in the Company's most recent AIF, as filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), 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: exploration and development plans and expenditures, including the size, scope, nature, timing and foci of the Company's future exploration programs, particularly at Lunahuasi; the potential for an underground exploration adit at Lunahuasi; the geological interpretation of the Lunahuasi system which is expected to evolve with additional drilling, including whether current interpretation of the exploration and/or drill results to date at Lunahuasi will be confirmed by future work, the ability of future drilling to convert exploration potential to a Mineral Resource Estimate, the scale, grade, or significance of the discovery of a copper-gold porphyry system and visible gold in quartz veins at the project; the timing, structure and completion of the Arrangement; the timing and completion of the transactions contemplated by the royalty purchase agreements related to the Lunahuasi Royalty and the Los Helados Royalty; the timing and amount of the injection of cash from NGEx to RoyaltyCo; future potential for NGEx and RoyaltyCo; future acquisitions of additional royalty interests by RoyaltyCo to its portfolio; anticipated benefits of the Arrangement to NGEx, NGEx Shareholders or the shareholders of RoyaltyCo; the timing and receipt of required shareholder, court and stock exchange approvals for the Arrangement; the composition of RoyaltyCo's board of directors and management team; the application for, and listing of, the RoyaltyCo Shares on the TSXV following completion of the Arrangement; 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; assumptions that the Company will

be able to carry out exploration program at Lunahuasi as planned; fluctuations in the current price of and demand for commodities; material adverse changes in general business and economic conditions, particularly in Argentina with respect to uncertainty around exchange rate and other economic policies potentially affecting the Company, as well as other factors associated with ongoing financial instability in Argentina; 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.

**NGEx Minerals Ltd.**  
**Condensed Interim Consolidated Statements of Financial Position**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

	<i>Note</i>	<b>June 30, 2025</b>	<b>December 31, 2024</b>
<b>ASSETS</b>			
Current assets:			
Cash		\$ 97,239,886	\$ 153,367,759
Receivables and other assets	4	1,980,525	2,967,210
Short-term investments		46,021,747	45,184,932
		145,242,158	201,519,901
Non-current assets:			
Receivables and other assets	4	347,591	398,743
Equipment	5	330,045	374,110
Mineral properties	6	6,166,862	6,270,661
		6,844,498	7,043,514
<b>TOTAL ASSETS</b>		<b>152,086,656</b>	<b>208,563,415</b>
<b>LIABILITIES</b>			
Current liabilities:			
Trade payables and accrued liabilities		6,649,784	12,576,024
Non-current liabilities:			
Due to exploration partner	7	905,549	956,041
<b>TOTAL LIABILITIES</b>		<b>7,555,333</b>	<b>13,532,065</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	8	358,570,229	358,050,687
Contributed surplus		20,301,625	15,423,472
Deficit		(233,502,730)	(176,973,415)
Accumulated other comprehensive loss		(837,801)	(1,469,394)
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>144,531,323</b>	<b>195,031,350</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>\$ 152,086,656</b>	<b>\$ 208,563,415</b>

Commitment (Note 14)

Subsequent events (Note 15)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

On behalf of the Board:

/s/Alessandro Bitelli  
Director

/s/Wojtek A. Wodzicki  
Director

**NGEx Minerals Ltd.**  
**Condensed Interim Consolidated Statements of Comprehensive Loss**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

	<i>Note</i>	<b>Three months ended June 30, 2025</b>	<b>June 30, 2024</b>	<b>Six months ended 2025</b>	<b>June 30, 2024</b>
<b>Expenses</b>					
Exploration and project investigation	<i>10</i>	\$ 17,414,391	\$ 7,818,400	\$ 53,837,331	\$ 30,336,904
General and administration:					
Management fees		244,195	84,132	356,475	147,132
Office and general		194,696	304,438	530,142	638,489
Professional fees		80,612	158,631	137,463	210,499
Promotion and public relations		272,344	227,937	476,829	477,774
Salaries and benefits		919,079	640,656	1,718,193	1,099,576
Share-based compensation	<i>9c</i>	1,558,030	542,984	3,759,662	1,222,909
Travel		25,369	18,063	87,190	40,046
<b>Operating loss</b>		<b>20,708,716</b>	<b>9,795,241</b>	<b>60,903,285</b>	<b>34,173,329</b>
<b>Other expenses (income)</b>					
Financing costs		18,707	13,556	37,718	26,946
Foreign exchange loss (gain)		2,125,423	40,728	2,161,132	(121,179)
Gain on use of marketable securities, net	<i>13</i>	(129,866)	(2,403,197)	(3,791,831)	(6,084,321)
Interest income		(1,260,833)	(657,074)	(2,799,228)	(1,546,287)
Net monetary loss (gain)	<i>3</i>	(72,628)	790,377	20,533	875,022
Other recoveries		(2,294)	(543)	(2,294)	(543)
<b>Net loss</b>		<b>21,387,225</b>	<b>7,579,088</b>	<b>56,529,315</b>	<b>27,322,967</b>
<b>Other comprehensive income</b>					
Items that may be reclassified subsequently to net loss:					
Foreign currency translation adjustment		204,381	(194,291)	54,893	162,024
Impact of hyperinflation	<i>3</i>	261,505	(990,778)	(686,486)	(2,699,932)
<b>Comprehensive loss</b>		<b>\$ 21,853,111</b>	<b>\$ 6,394,019</b>	<b>\$ 55,897,722</b>	<b>\$ 24,785,059</b>
<b>Basic and diluted loss per common share</b>					
		\$ 0.10	\$ 0.04	\$ 0.27	\$ 0.15
<b>Weighted average common shares outstanding</b>					
		207,057,007	188,159,618	207,036,899	187,869,722

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

**NGEx Minerals Ltd.**  
**Condensed Interim Consolidated Statements of Cash Flows**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

	<i>Note</i>	<b>Six months ended 2025</b>	<b>June 30, 2024</b>
<b>Cash flows used in operating activities</b>			
Net loss for the period		\$ (56,529,315)	\$ (27,322,967)
Adjustments to reconcile net loss to net operating cash flows:			
Depreciation		35,129	20,756
Share-based compensation	<i>9c</i>	5,063,100	1,654,160
Finance costs		37,718	26,946
Foreign exchange loss (gain)		(49,526)	46,462
Net monetary loss		1,169,015	2,813,955
Interest income from short-term investment		(836,815)	(324,711)
Net changes in working capital and other items:			
Receivables and other		894,126	1,121,581
Trade payables and accrued liabilities		(4,368,867)	(228,277)
		<u>(54,585,435)</u>	<u>(22,192,095)</u>
<b>Cash flows from (for) financing activities</b>			
Payments made on behalf of exploration partner		(38,686)	(26,974)
Proceeds from option exercises		334,595	1,638,679
		<u>295,909</u>	<u>1,611,705</u>
<b>Cash flows used in investing activities</b>			
Redemption of short-term investment		-	10,337,361
Acquisition of equipment		-	(108,660)
Mineral properties and related expenditures	<i>6</i>	-	(2,279,719)
Acquisition of right-of-use asset		-	(641,000)
		<u>-</u>	<u>7,307,982</u>
<b>Effect of exchange rate change on cash</b>		(1,838,347)	(557,771)
<b>Decrease in cash during the period</b>		(56,127,873)	(13,830,179)
<b>Cash, beginning of the period</b>		\$ 153,367,759	\$ 59,502,617
<b>Cash, end of the period</b>		\$ 97,239,886	\$ 45,672,438

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

**NGEx Minerals Ltd.**  
**Condensed Interim Consolidated Statements of Changes in Equity**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

	<i>Note</i>	<b>Number of Shares</b>	<b>Share Capital</b>	<b>Contributed Surplus</b>	<b>Deficit</b>	<b>Accumulated Other Comprehensive Loss</b>	<b>Total Shareholders' Equity</b>
<b>Balance, January 1, 2024</b>		187,081,991	\$ 183,002,098	\$ 8,379,116	\$ (113,376,603)	\$ (4,536,274)	\$ 73,468,337
Share-based compensation		-	-	1,654,160	-	-	1,654,160
Shares issued pursuant to stock option exercises		2,600,668	2,357,592	(718,913)	-	-	1,638,679
Net loss and other comprehensive loss		-	-	-	(27,322,967)	2,537,908	(24,785,059)
<b>Balance, June 30, 2024</b>		<b>189,682,659</b>	<b>\$ 185,359,690</b>	<b>\$ 9,314,363</b>	<b>\$ (140,699,570)</b>	<b>\$ (1,998,366)</b>	<b>\$ 51,976,117</b>
<b>Balance, January 1, 2025</b>		207,000,445	\$ 358,050,687	\$ 15,423,472	\$ (176,973,415)	\$ (1,469,394)	\$ 195,031,350
Share-based compensation	<i>9c</i>	-	-	5,063,100	-	-	5,063,100
Shares issued pursuant to stock option exercises	<i>9b</i>	207,665	519,542	(184,947)	-	-	334,595
Net loss and other comprehensive loss		-	-	-	(56,529,315)	631,593	(55,897,722)
<b>Balance, June 30, 2025</b>		<b>207,208,110</b>	<b>\$ 358,570,229</b>	<b>\$ 20,301,625</b>	<b>\$ (233,502,730)</b>	<b>\$ (837,801)</b>	<b>\$ 144,531,323</b>

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

**NGEx Minerals Ltd.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
**For the three and six months ended June 30, 2025 and 2024**  
**(Expressed in Canadian Dollars, unless otherwise stated)**  
**(Unaudited)**

**1. NATURE OF OPERATIONS**

NGEx Minerals Ltd. (the "Company" or "NGEx Minerals") was incorporated on February 21, 2019, under the laws of the Canada Business Corporations Act in connection with a plan of arrangement, which was completed on July 17, 2019.

The Company's principal business activities are the acquisition, exploration and development of mineral properties located in South America. The Company's registered office is located at Suite 2800, Four Bentall Centre, 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1L2, Canada. The Company's common shares trade on the Toronto Stock Exchange under the symbol "NGEX", and on the OTCQX under the symbol "NGXXF".

**2. BASIS OF PRESENTATION**

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board ("IFRS Accounting Standards"), applicable to the preparation of interim financial statements, including IAS 34, *Interim Financing Reporting*. Accordingly, certain disclosures included in the annual financial statements prepared in accordance with IFRS Accounting Standards have been condensed or omitted, and these condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2024. In preparation of these condensed interim consolidated financial statements, the Company has consistently applied the same accounting policies as disclosed in Note 3 to the audited consolidated financial statements for the year ended December 31, 2024.

These condensed interim consolidated financial statements were authorized for issuance by the Board of Directors of the Company on August 11, 2025.

**3. HYPERINFLATION**

Argentina was designated a hyperinflationary economy as of July 1, 2018, for accounting purposes.

Accordingly, the application of hyperinflation accounting has been applied to the Company's Argentine subsidiaries' non-monetary assets and liabilities, shareholders' equity and comprehensive loss items from the transaction date when they were first recognized into the current purchasing power, which reflects a price index current at the end of the reporting period before being included in the consolidated financial statements. To measure the impact of inflation on its financial position and results, the Company has elected to use the Wholesale Price Index (*Indice de Precios Mayoristas* or "*IPIM*") for periods up to December 31, 2016, and the Retail Price Index (*Indice de Precios al Consumidor* or "*IPC*") thereafter. These price indices have been recommended by the Government Board of the Argentine Federation of Professional Councils of Economic Sciences.

As the consolidated financial statements of the Company have been previously presented in Canadian dollars, a stable currency, the comparative period amounts do not require restatement.

**NGEx Minerals Ltd.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
**For the three and six months ended June 30, 2025 and 2024**  
**(Expressed in Canadian Dollars, unless otherwise stated)**  
**(Unaudited)**

The Company recognized a loss of \$261,505 and a gain \$686,486, respectively, for the three and six months ended June 30, 2025 (2024: gain of \$990,778 and \$2,699,932) in relation to the impact of hyperinflation within other comprehensive income. The hyperinflationary gains and losses are generally the impact of two opposing factors:

- Gains are driven by the hyperinflationary impacts on capital injected into the Argentine subsidiaries during the period ("Gain on Capital Injected").
- Losses are largely the result of depreciation of the Argentine peso relative to the Canadian dollar during the period, and its impact upon translation of the Argentine subsidiaries' accounts into the Canadian dollar reporting currency ("Loss on Translation").

For the three months ended June 30, 2025, the Loss on Translation was the primary driver, whereas for the six months ended June 30, 2025, Gains on Capital Injected were the dominant factor due to capital injected into the Company's Argentine subsidiaries in support of operations, which resulted in net hyperinflationary gains in the period.

As a result of changes in the IPC and changes to the Company's net monetary position during the three and six months ended June 30, 2025, the Company recognized net monetary gain of \$72,628 and loss of \$20,533, respectively (2024: loss of \$790,377 and \$875,022) to adjust transactions recorded during the period into a measuring unit current as of June 30, 2025.

The level of the IPC at June 30, 2025 was 8,855.57 (December 31, 2024: 7,694.01), which represents an increase of approximately 15% over the IPC at December 31, 2024, and an approximate 5% increase over the average level of the IPC during the six months ended June 30, 2025.

**4. RECEIVABLES AND OTHER ASSETS**

	<b>June 30, 2025</b>	<b>December 31, 2024</b>
<b>Current</b>		
Taxes receivable	294,302	210,039
Other receivables	1,060,693	1,474,465
Prepaid expenses, advances and deposits	625,530	1,282,706
	<b>1,980,525</b>	<b>2,967,210</b>
<b>Non-current</b>		
Deferred surface access rights	-	30,570
Prepaid expenses	347,591	368,173
	<b>347,591</b>	<b>398,743</b>

Receivable from Exploration Partner

As at June 30, 2025, current other receivables includes \$1,011,557 (2024: \$341,160) receivable from the Company's exploration partner at the Los Helados properties (Note 6).

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Deferred Surface Access Rights

*Reduced Surface Access Rights Agreements*

The Company does not own the surface rights covering the Los Helados properties (the "Los Helados Surface Rights"). Historically, the Company has had various contractual agreements with the owners of the Los Helados Surface Rights, which have allowed it to access, explore and develop the property in exchange for cash payments.

Since 2021, the Company's access at Los Helados has been based on a limited access agreement, whereby, in exchange for certain upfront and committed cash payments, the Company is permitted to access the property for limited purposes, such as site visits, environmental data collection and monitoring, and property maintenance. This agreement was amended on November 22, 2022, and its term was extended to January 26, 2026 (collectively, the "Limited Access Extension Agreement"). Consideration for the Limited Access Extension Agreement consisted of three contractual payments of US\$250,000, the last of which was completed by the Company in November 2024.

As the contractual amounts paid or payable by the Company pursuant to the Limited Access Extension Agreement provide the Company the benefit of access for the period ending January 26, 2026, the total contract value was initially deferred and has been amortized over the life of the agreement ending January 26, 2026. The deferred amounts as of June 30, 2025, have been classified as a current asset.

The foregoing notwithstanding, during the term of the Limited Access Extension, the Company and the holders of the Los Helados Surface Rights may, from time to time, negotiate the reinstatement of additional surface access rights, which would allow for the Company to conduct drilling or other field work at Los Helados, in exchange for incremental compensation. As at June 30, 2025, no such arrangement remains in effect.

Non-current Prepaid Expenses

The Company receives shared office and ancillary corporate support services from an office and administrative support services provider (the "Office Provider"). The final net amount paid by the Company to the Office Provider to effectively secure access to its services until February 28, 2039 totaled \$416,195 (Note 14).

As the amounts paid by the Company provide the Company the benefit of access for an extended period, the amount paid has been initially deferred and will be amortized over the life of the agreement. The pro rata portion of deferred amounts relating to the 12 months ending June 30, 2026, have been classified as a current asset and the portion beyond 12 months is shown as non-current.

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**5. EQUIPMENT**

<b>Cost</b>	<b>Mobile Equipment</b>	<b>Exploration Equipment</b>	<b>Total</b>
<b>As at January 1, 2024</b>	<b>33,978</b>	<b>189,419</b>	<b>223,397</b>
Additions	-	215,468	<b>215,468</b>
Effect of foreign currency translation	-	(7,268)	<b>(7,268)</b>
Adjustment for the impacts of hyperinflation	28,991	27,477	<b>56,468</b>
<b>As at December 31, 2024</b>	<b>62,969</b>	<b>425,096</b>	<b>488,065</b>
Effect of foreign currency translation	-	1,211	<b>1,211</b>
Adjustment for the impacts of hyperinflation	-	(13,470)	<b>(13,470)</b>
<b>As at June 30, 2025</b>	<b>62,969</b>	<b>412,837</b>	<b>475,806</b>
<b>Accumulated depreciation</b>			
<b>As at January 1, 2024</b>	<b>(28,307)</b>	<b>(4,062)</b>	<b>(32,369)</b>
Amortization	(11,036)	(47,156)	<b>(58,192)</b>
Effect of foreign currency translation	-	(185)	<b>(185)</b>
Adjustment for the impacts of hyperinflation	(23,626)	417	<b>(23,209)</b>
<b>As at December 31, 2024</b>	<b>(62,969)</b>	<b>(50,986)</b>	<b>(113,955)</b>
Amortization	-	(35,129)	<b>(35,129)</b>
Effect of foreign currency translation	-	(29)	<b>(29)</b>
Adjustment for the impacts of hyperinflation	-	3,352	<b>3,352</b>
<b>As at June 30, 2025</b>	<b>(62,969)</b>	<b>(82,792)</b>	<b>(145,761)</b>
<b>Net book value</b>			
<b>As at December 31, 2024</b>	-	<b>374,110</b>	<b>374,110</b>
<b>As at June 30, 2025</b>	-	<b>330,045</b>	<b>330,045</b>

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**6. MINERAL PROPERTIES**

	<b>Los Helados Project</b>	<b>Lunahuasi Project</b>	<b>Maricunga Properties</b>	<b>Total</b>
<b>January 1, 2024</b>	<b>\$ 3,815,124</b>	-	-	<b>\$ 3,815,124</b>
Additions	135,081	2,048,456	96,182	2,279,719
Effect of foreign currency translation	(145,795)	-	(1,948)	(147,743)
Adjustment for the impacts of hyperinflation	-	323,561	-	323,561
<b>December 31, 2024</b>	<b>\$ 3,804,410</b>	<b>\$ 2,372,017</b>	<b>\$94,234</b>	<b>\$ 6,270,661</b>
Effect of foreign currency translation	27,093	-	626	27,719
Adjustment for the impacts of hyperinflation	-	(131,518)	-	(131,518)
<b>June 30, 2025</b>	<b>\$ 3,831,503</b>	<b>\$ 2,240,499</b>	<b>\$94,860</b>	<b>\$ 6,166,862</b>

Los Helados Project

The Company holds interests in the Los Helados properties and the La Rioja properties (together, the "Los Helados Project"), which are comprised of adjacent mineral titles in Region III, Chile, and the San Juan Province in Argentina. As at June 30, 2025, the Company held an approximate 69% interest in the underlying Los Helados properties and a 60% interest in the La Rioja properties.

The Company is the majority partner and operator of the Los Helados Project, which is subject to a Joint Exploration Agreement ("JEA") with its exploration partner, Nippon Caserones Resources LLC ("NCR"). NCR is a subsidiary of JX Advanced Metals Corporation, a Tokyo-based mining and smelting company that also has an indirect 30% ownership interest in the Caserones Mine, located approximately 17 kilometres from the Los Helados Project.

Pursuant to the terms of the JEA, NCR has elected to fund its pro rata share of qualifying expenditures related to the Los Helados properties for the budget year ending August 31, 2025. Amounts contributed or contributable by NCR for the Los Helados properties are recorded as reductions to exploration and project investigation costs and total \$427,709 and \$781,688 respectively, for the three and six months ended June 30, 2025 (2024: \$169,750 and 394,422). NCR is not yet required to make an election with respect to its pro rata funding of qualifying expenditures at Los Helados beyond August 31, 2025.

As of June 30, 2025, the Los Helados concessions are not subject to royalties, back-in rights, or other obligations in favour of third parties. However, pursuant to the terms of the JEA, a party's interest is automatically converted to a 0.5% net smelter return ("NSR") royalty if it is diluted to below 5%. In addition to a specific tax on mining activities, the Chilean government also levies royalties in the form of a mining tax on dividends paid by a Chilean mining company.

In July 2025, a combined 2% NSR royalty was granted on the Los Helados concessions, with a 1.38% NSR royalty allocated to a wholly-owned subsidiary of the Company, and the remaining 0.62% NSR royalty allocated to NCR, reflective of each party's respective pro-rata interest in Los Helados at the time (Note 15).

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Lunahuasi Project

The Company holds a 100% interest in the Lunahuasi Project, a high-grade copper-gold-silver deposit located on the Nacimiento I concession in San Juan Province, Argentina. Lunahuasi lies along the same major north-northeast structural trend that controls the Filo del Sol deposit located approximately 6 km to the south and the Los Helados deposit located approximately 9 km to the north.

The Nacimiento I concession was subject to a 3% NSR royalty, of which the Company repurchased two thirds (i.e. a 2% NSR royalty) on May 13, 2024, from Filo Corp. ("Filo"), a related party at the time by way of directors, officers and shareholders in common, pursuant to a buy back option for cash consideration totaling US\$1.5 million. The consideration paid for the buy back had a Canadian dollar equivalent of \$2,048,456, which has been recorded as an addition to the mineral property balance for Lunahuasi. The remaining 1% NSR royalty is currently held by Vicuña Corp., a joint venture formed by Lundin Mining Corporation and BHP Investments Canada Inc., following its acquisition of Filo on January 15, 2025 (the "Filo Acquisition").

In addition, the Nacimiento I concession is also subject to an additional third-party NSR royalty of 0.5% covering the first 10 years of production. The same third party is also entitled to a one-time payment of US\$2.0 million upon commencement of production at Nacimiento I.

In July 2025, a 1% NSR royalty was granted on the Nacimiento I concession in favour of a wholly-owned subsidiary of the Company (Note 15).

Valle Ancho Properties

In November 2022, the Company secured a 100% interest in the Valle Ancho and Interceptor properties (collectively, the "Valle Ancho Properties"), located in Catamarca, Argentina, by making its formal submissions to the Province of Catamarca to evidence its completion of the US\$8.0 million minimum expenditure requirement. Historically, no acquisition costs have been incurred with respect to the Valle Ancho Properties.

Following an internal reorganization completed in July 2024, the Valle Ancho Properties are now held by Pampa Catamarca S.A., a newly incorporated, wholly owned subsidiary of the Company.

Maricunga Properties

In April 2024, the Company acquired a 100% interest in certain exploitation and exploration concessions located in Chile (the "Maricunga Properties") from Filo, a then related party, for total cash consideration having a Canadian dollar equivalent of \$96,182. The Maricunga Properties are adjacent to the Valle Ancho Properties.

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**7. DUE TO EXPLORATION PARTNER**

The Company has an obligation to fund a partner’s share of exploration expenditures related to the La Rioja properties (the “Obligation”). In accordance with the terms of the JEA between the Company and the partner, NCR, the Company has elected to settle the Obligation through funding NCR’s share of exploration expenditures, which remained US\$3.2 million as at June 30, 2025, and has no defined timeline for settlement.

The Company considered the estimated timeframe required to expend the remaining US\$3.2 million on behalf of NCR at the La Rioja properties and has presented the remaining obligation as a non-current liability, discounted to its present value at an annual effective rate of 8% (2024: 8%).

**8. SHARE CAPITAL**

The Company has authorized an unlimited number of voting common shares without par value.

**9. SHARE OPTIONS**

**a) Share option plan**

The Company has a share option plan adopted by the Board of Directors on May 7, 2019, and amended on May 19, 2022 and May 13, 2024, which reserves an aggregate of 10% of the issued and outstanding shares of the Company for issuance upon the exercise of options granted. The granting, vesting and terms of the share options are at the discretion of the Board of Directors.

**b) Share options outstanding**

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	<b>Number of shares issuable pursuant to share options</b>	<b>Weighted average exercise price per share</b>
Balance at January 1, 2024	12,433,999	\$ 1.71
Granted	2,125,000	9.70
Exercised	(3,836,001)	0.71
Forfeited or cancelled	(158,333)	4.97
Balance at December 31, 2024	10,564,665	\$ 3.63
Granted	460,000	13.96
Exercised	(207,665)	1.61
Balance at June 30, 2025	10,817,000	\$ 4.10

On February 21, 2025, the Company granted a total of 460,000 share options to officers, employees, and other eligible persons at an exercise price of \$13.96 per share.

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The Company uses the Black-Scholes option pricing model to estimate the fair value for all options granted and the resulting stock-based compensation. The assumptions used in this pricing model, and the resulting fair value per option, for the 460,000 share options granted during the six months ended June 30, 2025, are as follows:

(i)	Risk-free interest rate:	2.56%
(ii)	Expected life:	4 years
(iii)	Expected volatility:	65.44%
(iv)	Expected dividends:	nil
(v)	Fair value per option:	\$7.12

The weighted average share price on the exercise date for the share options exercised during the six months ended June 30, 2025 was \$14.90.

The following table details the share options outstanding and exercisable as at June 30, 2025:

Exercise price	Outstanding options			Exercisable options		
	Options Outstanding	Weighted average remaining contractual life (Years)	Weighted average exercise price	Options exercisable	Weighted average remaining contractual life (Years)	Weighted average exercise price
\$0.54	1,555,000	0.42	\$0.54	1,555,000	0.42	\$0.54
\$0.68	1,741,666	1.17	\$0.68	1,741,666	1.17	\$0.68
\$1.65	1,201,666	1.53	\$1.65	1,201,666	1.53	\$1.65
\$2.08	2,263,334	2.19	\$2.08	2,263,334	2.19	\$2.08
\$3.16	135,000	2.42	\$3.16	135,000	2.41	\$3.16
\$6.20	1,349,668	3.16	\$6.20	891,336	3.16	\$6.20
\$9.53	1,910,666	4.13	\$9.53	627,338	4.12	\$9.53
\$11.09	200,000	4.28	\$11.09	66,667	4.27	\$11.09
\$13.96	460,000	4.65	\$13.96	153,334	4.65	\$13.96
	<u>10,817,000</u>	2.31	\$4.10	<u>8,635,341</u>	1.88	\$2.72

**c) Share-based compensation**

	Three months ended		Six months ended	
	2025	June 30, 2024	2025	June 30, 2024
Exploration and project investigation	496,005	215,625	1,303,438	431,251
General and administration	1,558,030	542,984	3,759,662	1,222,909
	<b>2,054,035</b>	<b>758,609</b>	<b>5,063,100</b>	<b>1,654,160</b>

**10. EXPLORATION AND PROJECT INVESTIGATION**

The Company expensed the following exploration and project investigation costs for the three and six months ended June 30, 2025 and 2024:

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<b>Three months ended June 30,</b>		<b>Los Helados Project</b>	<b>Valle Ancho</b>	<b>Lunahuasi</b>	<b>Other</b>	<b>Total</b>
<b>2025</b>	Land holding and access costs	200,703	13,434	1,178	7,173	222,488
	Drilling, fuel, camp costs and field supplies	64,148	389	8,354,423	12,712	8,431,672
	Roadwork, travel and transport	20,359	793	1,793,592	29,894	1,844,638
	Consultants, geochemistry and geophysics	39,882	-	1,370,165	-	1,410,047
	Environmental and community relations	58,984	1,556	224,007	17,520	302,067
	VAT and other taxes	(90,339)	4,320	2,474,564	17,904	2,406,449
	Office, field and administrative salaries, overhead and other administrative costs	170,065	20,021	2,102,108	8,831	2,301,025
	Share-based compensation	15,027	1,068	476,754	3,156	496,005
	<b>Total</b>	<b>478,829</b>	<b>41,581</b>	<b>16,796,791</b>	<b>97,190</b>	<b>17,414,391</b>
<b>2024</b>	Land holding and access costs	58,994	-	3,509	56,815	119,318
	Drilling, fuel, camp costs and field supplies	34,969	1,489	3,027,630	111	3,064,199
	Roadwork, travel and transport	35,632	4,323	1,162,948	734	1,203,637
	Consultants, geochemistry and geophysics	85,018	3,760	644,427	73,839	807,044
	Environmental and community relations	45,326	1,541	21,688	137	68,692
	VAT and other taxes	(68,135)	6,683	1,052,656	7,610	998,814
	Office, field and administrative salaries, overhead and other administrative costs	110,138	33,124	1,143,103	54,706	1,341,071
	Share-based compensation	7,083	912	204,647	2,983	215,625
	<b>Total</b>	<b>309,025</b>	<b>51,832</b>	<b>7,260,608</b>	<b>196,935</b>	<b>7,818,400</b>

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<b>Six months ended June 30,</b>		<b>Los Helados Project</b>	<b>Valle Ancho</b>	<b>Lunahuasi</b>	<b>Other</b>	<b>Total</b>
<b>2025</b>	Land holding and access costs	943,379	15,432	1,939	223,677	1,184,427
	Drilling, fuel, camp costs and field supplies	91,335	465	28,072,786	35,914	28,200,500
	Roadwork, travel and transport	68,564	5,851	5,231,293	46,297	5,352,005
	Consultants, geochemistry and geophysics	235,821	-	2,684,862	-	2,920,683
	Environmental and community relations	146,225	1,556	510,554	77,514	735,849
	VAT and other taxes	19,369	7,538	9,484,875	50,473	9,562,255
	Office, field and administrative salaries, overhead and other administrative costs	407,438	39,441	4,099,798	31,497	4,578,174
	Share-based compensation	48,265	1,743	1,241,834	11,596	1,303,438
	<b>Total</b>	<b>1,960,396</b>	<b>72,026</b>	<b>51,327,941</b>	<b>476,968</b>	<b>53,837,331</b>
<b>2024</b>	Land holding and access costs	349,063	2,176	4,125	56,815	412,179
	Drilling, fuel, camp costs and field supplies	66,963	1,489	15,962,787	111	16,031,350
	Roadwork, travel and transport	50,426	6,016	3,682,875	734	3,740,051
	Consultants, geochemistry and geophysics	122,979	3,760	1,067,697	73,839	1,268,275
	Environmental and community relations	47,640	1,541	115,879	18,564	183,624
	VAT and other taxes	(48,190)	11,123	5,844,716	16,934	5,824,583
	Office, field and administrative salaries, overhead and other administrative costs	253,671	62,201	2,069,400	60,319	2,445,591
	Share-based compensation	12,357	1,273	414,313	3,308	431,251
	<b>Total</b>	<b>854,909</b>	<b>89,579</b>	<b>29,161,792</b>	<b>230,624</b>	<b>30,336,904</b>

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**11. RELATED PARTY TRANSACTIONS**

Under the normal course of operations, the Company may undertake transactions or hold balances with related parties. During the three and six months ended June 30, 2025, the Company engaged with the Lundin Foundation ("LF"), which became a related party beginning June 19, 2025, by way of common directors and/or executives. The Company also engaged in transactions with the LF prior to June 19, 2025, however the Company and LF were not considered related parties at the time.

In addition, prior to the Filo Acquisition, the Company and Filo were considered related parties by way of common directors, officers and significant shareholders, and from time to time the Company also undertook transactions with Filo, as described below and elsewhere in these condensed interim consolidated financial statements. However, following the completion of the Filo Acquisition in January 2025, the Company and Filo are no longer considered related parties and have terminated a mutual cost sharing arrangement, pursuant to which the Company previously provided management, technical, administrative and/or financial services ("Management Services") to Filo and vice versa.

**a) Related party services**

During the three and six months ended June 30, 2025, the Company engaged with LF to provide management and consulting services in support of the Company's ongoing sustainability initiatives ("Sustainability Services"). These transactions have been incurred in the normal course of operations and are summarized in the following table.

The comparative information presented in the table below with respect to Management Services to or from Filo arose prior to the termination of the service agreement between the Company and Filo.

	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
Sustainability Services from LF	(126,334)	-	(126,334)	-
Management Services to Filo	-	64,711	-	117,912
Management Services from Filo	-	(68,702)	-	(117,825)

**b) Related party balances**

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

	<b>Related Party</b>	<b>June 30,</b>	<b>December 31,</b>
		<b>2025</b>	<b>2024</b>
Receivables and other assets	Filo	-	80,345
Accounts payable and accrued liabilities	LF	(126,334)	-
Accounts payable and accrued liabilities	Filo	-	(67,502)

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**c) 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:

	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
Salaries and other payments	477,750	277,650	925,458	555,300
Short-term employee benefits	15,808	8,613	30,824	16,901
Directors fees	61,884	24,167	120,884	48,417
Stock-based compensation	1,323,086	466,134	2,796,426	1,069,210
	<b>1,878,528</b>	<b>776,564</b>	<b>3,873,592</b>	<b>1,689,828</b>

**12. SEGMENTED INFORMATION**

The Company is principally engaged in the acquisition, exploration and development of mineral properties in South America. The information regarding mineral properties and exploration and project investigation costs presented in Notes 6 and 10, respectively, represent the manner in which management reviews its business performance. Materially all of the Company's mineral properties and exploration and project investigation costs relate to South America, particularly Chile and Argentina. The net gains on the use of marketable securities are allocated to the underlying projects for which the funding was provided. Materially all of the Company's administrative costs are incurred by the Canadian parent, where materially all of the Company's cash is held in the normal course of business until it is required to be deployed to the Company's South American subsidiaries in support of ongoing and planned work programs.

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The following are summaries of the Company's current and non-current assets, current liabilities, and net losses by segment:

		<b>Los Helados Project</b>	<b>Lunahuasi &amp; Valle Ancho</b>	<b>Corporate</b>	<b>Total</b>
<b>As at June 30, 2025</b>	Current assets	1,610,437	6,813,349	136,818,372	145,242,158
	Prepays	-	-	347,591	347,591
	Equipment	148,870	181,175	-	330,045
	Mineral properties	3,926,363	2,240,499	-	6,166,862
	Total assets	5,685,670	9,235,023	137,165,963	152,086,656
	Current liabilities	419,126	5,159,350	1,071,308	6,649,784
	Due to exploration partner	-	-	905,549	905,549
	Total liabilities	419,126	5,159,350	1,976,857	7,555,333
		<b>Los Helados Project</b>	<b>Lunahuasi &amp; Valle Ancho</b>	<b>Corporate</b>	<b>Total</b>
<b>As at December 31, 2024</b>	Current assets	1,109,560	4,917,954	195,492,387	201,519,901
	Non-current receivables and other assets	30,570	-	-	30,570
	Prepays	-	-	368,173	368,173
	Equipment	158,006	216,104	-	374,110
	Mineral properties	3,898,644	2,372,017	-	6,270,661
Total assets	5,196,780	7,506,075	195,860,560	208,563,415	
	Current liabilities	684,501	10,914,401	977,122	12,576,024
	Due to exploration partner	-	-	956,041	956,041
	Total liabilities	684,501	10,914,401	1,933,163	13,532,065

**NGEx Minerals Ltd.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
**For the three and six months ended June 30, 2025 and 2024**  
**(Expressed in Canadian Dollars, unless otherwise stated)**  
**(Unaudited)**

<b>Three months ended June 30,</b>		<b>Los Helados Project</b>	<b>Lunahuasi &amp; Valle Ancho</b>	<b>Corporate</b>	<b>Other</b>	<b>Total</b>
<b>2025</b>	Exploration and project investigation	478,829	16,838,372	-	97,190	17,414,391
	Gain on use of marketable securities	(120)	(129,746)	-	-	(129,866)
	General and administration and other items	31,583	(60,145)	4,131,262	-	4,102,700
	<b>Net loss</b>	<b>510,292</b>	<b>16,648,481</b>	<b>4,131,262</b>	<b>97,190</b>	<b>21,387,225</b>
		<b>Los Helados Project</b>	<b>Valle Ancho</b>	<b>Corporate</b>	<b>Other</b>	<b>Total</b>
<b>2024</b>	Exploration and project investigation	309,025	7,312,440	-	196,935	7,818,400
	Gain on use of marketable securities	(8,859)	(2,394,338)	-	-	(2,403,197)
	General and administration and other items	48,299	797,697	1,317,889	-	2,163,885
	<b>Net loss</b>	<b>348,465</b>	<b>5,715,799</b>	<b>1,317,889</b>	<b>196,935</b>	<b>7,579,088</b>

**NGEx Minerals Ltd.**  
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**(Unaudited)**

<b>Six months ended June 30,</b>		<b>Los Helados Project</b>	<b>Lunahuasi &amp; Valle Ancho</b>	<b>Corporate</b>	<b>Other</b>	<b>Total</b>
<b>2025</b>	Exploration and project investigation	1,960,396	51,399,967	-	476,968	53,837,331
	Gain on use of marketable securities	(9,349)	(3,782,482)	-	-	(3,791,831)
	General and administration and other items	54,603	33,723	6,395,489	-	6,483,815
	Net loss	2,005,650	47,651,208	6,395,489	476,968	56,529,315
		<b>Los Helados Project</b>	<b>Valle Ancho</b>	<b>Corporate</b>	<b>Other</b>	<b>Total</b>
<b>2024</b>	Exploration and project investigation	854,909	29,251,371	-	230,624	30,336,904
	Gain on use of marketable securities	(8,859)	(6,075,462)	-	-	(6,084,321)
	General and administration and other items	71,527	890,876	2,107,981	-	3,070,384
	Net loss	917,577	24,066,785	2,107,981	230,624	27,322,967

**NGEx Minerals Ltd.**  
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**(Unaudited)**

**13. USE OF MARKETABLE SECURITIES**

From time to time, the Company may acquire and transfer marketable securities to facilitate intragroup funding transfers between the Canadian parent and its Argentine operating subsidiaries.

The Company does not acquire marketable securities or engage in these transactions for speculative purposes. In this regard, under this strategy, the Company generally uses marketable securities of large and well-established companies, with high trading volumes and low volatility. Nonetheless, as the process to acquire, transfer and ultimately sell the marketable securities occurs over several days, some fluctuations are unavoidable.

As the marketable securities are acquired with the intention of a near term sale, they are considered financial instruments that are held for trading. Accordingly, all changes in the fair value of the instruments, between acquisition and disposition, are recognized through profit or loss.

As a result of having utilized this mechanism for intragroup funding for the three and six months ended June 30, 2025, the Company realized net gains of \$129,866 and \$3,791,831, respectively, (2024: \$2,403,197 and \$6,084,321). For the three months ended June 30, 2025, the net gain was comprised of a favorable foreign currency impact of \$246,984 (2024: \$3,049,100) and a trading loss of \$117,118 (2024: \$645,903). For the six months ended June 30, 2025, the net gain was comprised of a favorable foreign currency impact of \$5,543,851 (2024: \$7,755,830) and a trading loss of \$1,752,020 (2024: loss of \$1,671,509).

**14. COMMITMENT**

In 2024, the Company entered into a long-term office premise and ancillary corporate support services agreement with the Office Provider. The agreement expires on February 28, 2039, and provides a guarantee of monthly fees over its duration, which was set at \$37,000 as at June 30, 2025, and is subject to periodic revision. In addition to the monthly fees, the Company paid \$416,195 to the Office Provider upon execution of the agreement to secure access to its services until February 28, 2039, which has been deferred and is being amortized over time (Note 4).

**NGEx Minerals Ltd.**  
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**15. SUBSEQUENT EVENTS**

On July 14, 2025, the Company incorporated a wholly-owned subsidiary ("RoyaltyCo") under the laws of the Canada Business Corporations Act (the "CBCA").

On July 21, 2025, RoyaltyCo entered into a royalty purchase agreement with the wholly-owned subsidiary of NGEx Minerals that holds the Nacimiento I concession, on which NGEx Minerals' 100% owned Lunahuasi Project, as currently defined, is located (Note 6). Pursuant to this royalty purchase agreement, a 1.0% NSR royalty on the Nacimiento I concession will be granted to RoyaltyCo (the "Lunahuasi Royalty") in exchange for cash consideration of US \$700,000.

In addition, on August 5, 2025, RoyaltyCo also entered into a royalty purchase agreement with the wholly-owned subsidiary of NGEx Minerals which holds the Los Helados Project on behalf of the unincorporated joint venture between NGEx Minerals and NCR ("MFDO") (Note 6), to cause a 1.38% NSR royalty to be granted to RoyaltyCo on the concessions underlying the Los Helados properties (the "Los Helados Royalty") in exchange for cash consideration of US\$938,400. Concurrently, NCR also entered into a royalty purchase agreement with MFDO to acquire a 0.62% NSR royalty in exchange for cash consideration of US\$421,600.

In connection with the foregoing, on July 21, 2025, RoyaltyCo entered into an arrangement agreement with NGEx Minerals (the "Arrangement Agreement"), whereby NGEx Minerals intends to complete a share capital reorganization by way of a statutory plan of arrangement under the CBCA, which will result in, among other things, at least 80.1% of the common shares of RoyaltyCo (the "RoyaltyCo Shares") being spun-out to the shareholders of NGEx Minerals (the "NGEx Shareholders"), as described below. As part of the spin-out of the RoyaltyCo Shares to NGEx Shareholders, NGEx Minerals will make a capital contribution into RoyaltyCo in the amount of approximately \$1,360,000 for working capital purposes, which is in addition to the amounts to be injected by NGEx Minerals to fund the acquisition of the Lunahuasi Royalty and Los Helados Royalty, which will also be made by way of a capital contribution. The capital contributions by NGEx Minerals will result in it receiving a number of RoyaltyCo Shares in return representing up to a 19.9% ownership interest in RoyaltyCo that will be retained and not form part of the spin-out to NGEx Shareholders.

The Arrangement Agreement describes the terms of the proposed arrangement (the "Arrangement"), which, among other things, includes:

- Each common share of NGEx Minerals (each, a "NGEx Share") outstanding at the close of business on the business day immediately preceding the effective date of the Arrangement (the "Share Distribution Record Date") will be redesignated and exchanged as part of a reorganization of the share capital of NGEx Minerals, and in accordance with section 86 of the *Income Tax Act* (Canada), for (i) one (1) new common share of NGEX Minerals (each, a "New NGEx Share"), which such New NGEx Share will be identical to the NGEx Shares immediately prior to the effective time of the Arrangement (the "Effective Time") and (ii) 1/4 of a RoyaltyCo Share; and

**NGEx Minerals Ltd.**

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**(Unaudited)**

- Each outstanding stock option of NGEx Minerals (each, a “NGEx Option”) that is outstanding immediately before the Effective Time will be exchanged for (i) one (1) replacement stock option of NGEx Minerals (each, a “NGEx Replacement Option”) to purchase from NGEx Minerals one New NGEx Share having an exercise price (rounded up to the nearest whole cent) equal to the product of the exercise price of each NGEx Option so exchanged immediately before the Effective Time multiplied by the fair market value of a New NGEx Share at the Effective Time divided by the total of the fair market value of a New NGEx Share and the fair market value of 1/4 of a RoyaltyCo Share at the Effective Time, and (ii) one (1) fully-vested stock option of RoyaltyCo (each, a “RoyaltyCo Option”) to acquire 1/4 of a RoyaltyCo Share, each whole RoyaltyCo Option having an exercise price (rounded up to the nearest whole cent) equal to the product of the exercise price of the NGEx Option so exchanged immediately prior to the Effective Time multiplied by the fair market value of 1/4 of a RoyaltyCo Share at the Effective Time divided by the total of the fair market value of one New NGEx Share and 1/4 of a RoyaltyCo Share at the Effective Time.

Completion of the Arrangement is subject to receipt of requisite NGEx Shareholder, Toronto Stock Exchange and court approvals, the timing and receipt of which cannot be determined at this time. NGEx Shareholders will vote on the Arrangement at a special meeting to be held on September 12, 2025

Following completion of the Arrangement, NGEx Minerals is expected to hold up to a 19.9% ownership interest in RoyaltyCo, with the remaining RoyaltyCo Shares being distributed to NGEx Shareholders as described above, in accordance with their *pro-rata* interest in NGEx Minerals as of the Share Distribution Record Date.

# NGEx Minerals Corporate Directory

## Corporate Head Office

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Phone: +1 604 689 7842  
Fax: +1 604 689 4250

## Auditors

PricewaterhouseCoopers LLP  
Vancouver, B.C. Canada

## Officers

Wojtek Wodzicki  
*President and CEO*

Jeff Yip  
*Chief Financial Officer*

Bob Carmichael  
*Vice President, Exploration*

Arndt Brettschneider  
*Vice President, Operations & Projects*

Finlay Heppenstall  
*Vice President, IR & Corporate Development*

Martin Rode  
*General Manager, South America Operations*

Judy McCall  
*Corporate Secretary*

## Solicitors

Cassels Brock & Blackwell LLP  
Vancouver, B.C. Canada

## Registered and Records Office

Cassels Brock & Blackwell LLP  
2200 – 885 West Georgia Street  
Vancouver, B.C. V6C 3E8 Canada

## Registrar and Transfer Agent

Computershare Investor Services Inc.  
Vancouver, B.C. Canada  
Phone: +1 604 661 9400

## Directors

William Rand (Chair)  
Wojtek Wodzicki  
Alessandro Bitelli  
Erin Johnston  
Adam I. Lundin  
Joyce Ngo  
Neil O'Brien  
Cheri Pedersen

## Company Information

Investor Relations  
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Phone: +1 604 689 7842

## Share Listing

TSX: NGEX  
OTCQX: NGXXF  
CUSIP: 65343P103